HUNTER HOLDCO 3 LIMITED

REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

REGISTERED NUMBER: 12487650

Contents

Strategic Report

The Directors present their Strategic Report for Hunter Holdco 3 Limited (the 'Company') and its subsidiaries (together, the 'Group') together with the audited Group and Company financial statements, for the year ended 31 December 2021.

Company Overview

The Company was formed as part of the process of Clayton Dubilier & Rice ('CD&R') acquiring a controlling interest in the Huntsworth Group of companies ('Huntsworth') on 1st May 2020.

During the current period, on 12 May 2021, CD&R, announced that it had reached agreement on the terms of a cash offer to acquire UDG Healthcare plc ('UDG').

The cash offer to acquire UDG by way of scheme of arrangement was approved by the shareholders of UDG on 22 July. The scheme of arrangement was sanctioned by the Irish High Court on 9 August and the acquisition completed on 16 August 2021.

UDG has strong market positions in the pharma services space. Its two key business segments, Ashfield (healthcare support services) and Sharp (contract packaging services) operated in large and growing markets, underpinned by continued growth in new drug development and approvals, increasing therapeutic and drug complexity and continued outsourcing from Pharma and Biotech clients. At the time of acquisition, UDG had 9,000 people in 29 countries and provided services to over 300 healthcare companies.

Ashfield and Huntsworth are highly complementary. CD&R immediately announced its intention to combine UDG's Ashfield business with its existing portfolio company, Huntsworth, to create a differentiated set of global solutions to support Pharma and Biotech clients across the life cycle of a drug, from development to launch and beyond patent expiry, across all therapeutic areas.

It was agreed that Sharp would be run independently to Ashfield and Huntsworth (the 'Group') under the CD&R umbrella. This came into effect on 31 December 2021 when Sharp was separated from the Group.

The Group is the most scaled player, with 10,000 employees and offices in 29 countries. It has strong market positions, a full suite of medical, sales, marketing, advisory and public relations services and a highly diversified portfolio of projects. The Group has long-standing partnerships with a wide range of clients – including every major global pharma company – and supports them by communicating and marketing the benefits of their drugs across the entire lifecycle.

Company Overview (continued)

The Group provides services through five divisions:

Advisory

Assists medical and marketing teams by providing consulting advisory services across a broad range of scientific topics. These include:

- Go-to-market strategies.
- Advising on market access strategy, value-story development and reimbursements, including HEOR ('Health economics and outcomes reach') and RWE ('real world evidence') -related advisory.
- Audits and salesforce planning.

Engage

Provides outsourced commercial and clinical solutions. These focus on interaction with healthcare experts and patients in order to educate them about drug therapies. Services include:

- Personal and non-personal sales.
- Medical information centres (e.g. help lines) and patient services (e.g. nurse-educators).
- Congresses and events with healthcare experts.

Medical

Supports pharma companies' medical teams by generating and communicating scientific evidence about drug therapies to healthcare experts, payers and regulators. Methods include:

- Writing scientific publications and regulatory documents.
- Engaging with healthcare experts.
- Developing educational materials, primarily aimed at healthcare practitioners.

Marketing

Assists pharma companies' marketing / brand teams in developing content to promote drug therapies through traditional and digital channels, targeting healthcare practitioners, patients and payers. Methods include:

- Defining brand strategy and messaging.
- Developing creative content (eg advertisements, web and sales materials).
- Managing PR.

Communications

Contains three main communication and advisory agencies:

- Grayling is a global integrated communications network covering PR and public affairs.
- Citigate Dewe Rogerson is an international financial and corporate PR consultancy.
- Red is a strategic communications consultancy offering PR, digital and content expertise.

Financial Review

On a statutory basis, the Group made a loss from continuing operations of $188.6 million after highlighted items of $267.4 million, net interest costs of $105.4 million and tax credit of $2.9 million.

The Group made two acquisitions in the period. UDG was acquired on 16 August 2021 for $3,995 million. UDG was acquired by Irish entity, Nenelite Limited, a newly incorporated company, established for the purposes of implementing the acquisition. Following the acquisition, UDG subsequently delisted from the Main Market of the London Stock Exchange.

UDG has contributed $408.0 million to revenue and $111.3 million to loss between the date of acquisition and 31 December 2021.

UDG was previously organised and managed across two operating segments: Ashfield and Sharp. Sharp was subsequently separated on 31 December 2021.

Due to the complementary nature of Huntsworth and Ashfield, the operating segments of both businesses were combined to form five operating segments – Marketing, Medical, Advisory, Engage and Communications. These segments also represent the cash-generating units.

The Sharp division was legally separated on 31 December 2021. The Sharp Group's US subsidiaries were disposed of in exchange for settlement of interest-bearing loans receivable of $339.0 million, while the interest in the Sharp Group's Non-US subsidiaries was distributed by the Group to its parent, CD&R Ulysses UK Holdco 2 Limited. This was a non-cash distribution and the value of the distribution was $209.0m. The 2021 results include a net profit from discontinued operations of $10.4 million in relation to Sharp and a loss on disposal of discontinued operations after tax of $151.1 million.

On 18 June 2021, the Group acquired Medisys Health Communications, LLC ('MedEvoke') for $19.0 million. MedEvoke is a strategic consultancy, focused on data and analytics for both medical affairs and clinical trials. They serve the biopharmaceutical industry and have been leaders in the space over the last few years. MedEvoke's contribution to Group results in the period is reported within the Medical division.

The Group, including Ashfield's results since acquisition, traded well in the period on an underlying basis, Revenue was $1,171.0 million, with operating profit before highlighted items of $181.4 million representing a margin of 15%. Adjusted EBITDA was $210.3 million.

Financial Review (continued)

A summary of the Group's results is shown below:

$m	**Year ended 31 Dec 2021**
Revenue	
Marketing	343.6
Medical	293.0
Engage	298.6
Advisory	85.1
Communications	150.7
Total operations	1,171.0
Operating profit	
Marketing	67.5
Medical	79.4
Engage	27.2
Advisory	14.8
Communications	17.7
Total operations	206.6
Central costs	(25.2)
Operating profit before highlighted items	181.4
Depreciation and Amortisation	28.9
Adjusted EBITDA	210.3

Financial Review (continued)

Revenue

Revenues were $1,171.0 million.

On a divisional basis, 29% of revenue came from Marketing, 25% from Medical, 26% from Engage, 7% from Advisory and 13% from Communications.

Geographically, 58% of revenue was from North America, 28% from the UK, 11% from Europe and 3% from Rest of World (RoW).

Operating profit

Operating profit was $181.4 million, or a loss of $85.0 million after highlighted items.

On a divisional basis, 33% of operating profit came from Marketing, 38% from Medical, 13% from Engage, 7% from Advisory and 9% from Communications.

Before highlighted items, margins were 20% for Marketing, 27% for Medical, 9% for Engage, 17% for Advisory, 12% for Communications and 15% for the Group as a whole.

Cash Flow and Net debt

Adjusted cash from operations was $206.0 million. Cash conversion of adjusted EBITDA after capex was 88%.

Free cash flow (after interest, tax and highlighted items) was an outflow of $5.2 million.

The resulting net debt (excluding prepaid loan fees) at year-end was $2,279.9 million.

Tax

The tax charge consists of a credit of $2.9 million on continuing operations and a charge of $122.1 million on discontinued operations. The total charge is $119.2 million. The charge consists of $16.0 million relating to underlying operations and $103.2 million relating to highlighted items. The full year underlying tax rate is 19%.

Net corporation tax paid in the year was $15.7 million.

Highlighted items

Highlighted items in the period totaled $267.4 million, broken down as follows:

$m	**Year ended 31 Dec 2021**
Acquisition and transaction-related costs	159.6
Amortisation of acquired intangible assets	62.7
Remeasurement of deferred consideration and redemption liabilities	21.8
Property	11.6
Restructuring	11.2
Investment in financial systems	2.8
Disposal-related income	(2.3)
Total highlighted items	267.4

A significant proportion of highlighted items – ($159.6 million), related to the acquisitions made in the year, and comprise of stamp duty, debt restructure costs, advisory fees and other related expenses. A further charge of $21.8 million was incurred in revaluing the deferred consideration and redemption liabilities held in respect of historic acquisitions, which had increased in value given strong trading in the period to date. Restructuring costs of $11.2 million were incurred, the majority of which related to integration activities with Huntsworth and UDG and other reorganisations. Property costs of $11.6 million primarily relate to the closure of a number of offices due to the pandemic and increased remote working. Highlighted items also include the amortisation of acquired intangible assets of $62.7 million, a significant portion of which arose following the acquisition of UDG.

Financial Review (continued)

Divisional performance

Marketing

Marketing assists pharma and biotech companies' marketing and brand teams in developing content to promote drug therapies through traditional and digital channels, targeting healthcare practitioners, patients and payers.

Led by U.S.-based Evoke, including an expanded U.S. west coast presence, the existing business included a significant east and west coast presence, market access capabilities, adtech-enabled media planning and buying, and public relations and advocacy. With the acquisition of UDG, the division now includes the fast-growing, specialist multi award-winning agencies, MicroMass, CreateNYC, Mind&Matter, CanaleComm, Galliard and Incisive.

As a result, the Marketing division represents one of the top independent specialist healthcare marketing groups in the industry: a group that is capable of handling increasingly complex multi-audience, multi-geography client briefs and that is appearing on pitch rosters that were previously the preserve of the larger holding companies.

Marketing delivered revenues of $343.6 million in the period and profits of $67.5 million, representing a margin of 20%.

Medical

Medical supports pharma and biotech companies' medical teams by generating and communicating scientific evidence about drug therapies to healthcare experts, payers and regulators.

The division comprises UK and US based Apothecom, which specialises in medical affairs and communications, underpinned by data and analytics; Creativ-Ceutical, which provides HEOR and market access services primarily in Europe; MEDiSTRAVA consulting; Nucleus, acquired in December 2020 which has been successfully integrated into the division over the course of 2021. With the acquisition of UDG, the division now includes Ashfield Medical and represents a global leader in the fast-growing medical communications space.

Medical delivered revenues of $293.0 million in the period and profits of $79.4 million, representing a margin of 27%.

Engage

The Engage division provides outsourced commercial and clinical solutions. These focus on interaction with healthcare experts and patients in order to educate them about drug therapies.

Since the UDG acquisition, the legacy Immersive division has been combined with Engage, which provides immersive experiences in exhibitions and events, scientific training and internal communications, with a particular strength in healthcare. The division was added to the Group as part of the UDG acquisition in 2021 and includes the specialist companies Ashfield Engage US and EU, Event Experiences, Nuvera and PROPENSITY4 ('Ashfield Engage'). Ashfield Engage are an engagement and commercialisation partner for the healthcare industry creating personalised, impactful experiences for all healthcare audiences, across all channels. Specialist areas include medical affairs, commercial, patient solutions and event experiences, including the legacy Immersive division.

Engage delivered revenues of $298.6 million in the period and profits of $27.2 million, representing a margin of 9%.

Advisory

The Advisory division was acquired as part of the UDG acquisition and comprises: STEM Healthcare; Vynamic; Putnam Associates and PHMR. Services include healthcare brand advisory, strategic consulting, product commercialisation strategy, market access consulting services, management consulting, data analytics and commercial audit services.

Advisory delivered revenues of $85.1 million in the period and profits of $14.8 million, representing a margin of 17%.

Financial Review (continued)

Communications

Communications comprises the agencies Grayling, Red and Citigate Dewe Rogerson (CDR). Grayling is a global integrated communications network, providing public relations and public affairs solutions. CDR is an international financial and corporate public relations consultancy. Red is a strategic communications consultancy offering PR, Corporate, digital and content expertise.

Communications delivered revenues of $150.7 million in the period and profits of $17.7 million, representing a margin of 12%.

Group Outlook

The Group remains focused on enhancing the services it provides to its Healthcare clients by developing and adding capabilities, both through acquisition and through organic investment. There has been significant progress in bringing both the Ashfield and Huntsworth businesses together in 2021, and this work will continue in 2022 to create the best possible combination of talent to create the global leading healthcare services company which has major ambitions to grow further. The Group's balance sheet remains strong, supported by good cash generation, which leaves the Group well positioned for future growth.

Market

The Group comprises a broad range of businesses, with a diverse geographic and sector reach. As such each business operates in markets with their own characteristics and dynamics. However, there are also overarching trends and drivers which are common across all businesses, at both a macro and micro level, which influence demand trends for the Group's products and services and help shape the Group's future strategy and focus.

Macro market factors

Economic and political uncertainty

The Group is overwhelmingly weighted to lower risk jurisdictions, with over 90% of the Group's revenues generated from the US, UK and western Europe. Despite some political uncertainties over the past couple of years, the wider economic and regulatory environment in the Group's countries of operation has remained relatively stable. Nevertheless, significant policy changes may have an impact, whether in respect of US tax reform, healthcare reform in the US, the development of the UK's future trading relationship with the EU and wider economic policy. Changes in US healthcare reform will bring additional complexity in key growth areas such as market access. The Group sees this positively as the increase in complexity will create demand for our expertise.

Exchange rate fluctuations

The Group's presentational currency is USD, reflecting the underlying cash flows and earnings of the Group. However, WITH 40% of profits earned outside of the US, fluctuations in exchange rates can still have a material impact on the Group's results. In light of this, toenable a better understanding of the Group's results, exchange rate movements will be excluded when comparing results to prior periods.

Consolidation of agencies driving efficiencies

Clients increasingly demand an integrated offering, to avoid the friction and inefficiencies of working with multiple agencies whilst maintaining a best-in-class service. There is increasing focus on providing multiple offerings between agencies within the newly formed Group to foster cross-client workings and opportunities. Increasingly, clients are looking for opportunities to work with fewer agency partners on larger remits – consolidating business to those with proven and differentiated credentials and expertise in all key brand areas.

Increasing pressure on client budgets

Pressures on marketing budgets continue to intensify and there is increasing pressure to justify spend. As a result, there is a demand for better measurement to quantify success and a need to see new ideas and new ways of solving problems.

Disruption of traditional marketing and consultancy

The lines between traditional marketing, advertising, communications and public relations are becoming increasingly blurred. This has led to intensifying competition from new entrants and established players, leading clients to more frequently review the solutions available to them. In this environment, innovative offerings are increasingly rewarded over established ways of doing things.

Healthcare market factors

The world is getting older

The global population is getting older all the time. Within 10 years there will be one billion individuals over the age of 60. Over the next thirty years the changes will be even more significant, with global life expectancy rising by 8 years, the number of over-65 year olds doubling and the number of over-80 year olds tripling.

The world is needing more healthcare

Demand for healthcare is rising globally, and especially quickly in the US. 133 million Americans currently have at least one chronic disease, a number expected to rise to 164 million in the next 10 years. This is mirrored in the global demand for prescription drugs, which is expected to grow at an average annual rate of over 6% for at least the next 5 years.

Pharma growth is resilient

With increasing FDA drug approvals, the drug market is expected to grow at 7% through to 2025, supporting the growth of the healthcare communications market. The orphan drugs market, which is an area of strength for the Group and which is expected to grow at 12% CAGR to 2027, will require more specialist and scientific medical communications together with digitally targeted marketing campaigns.

Market (continued)

Growth in biotech

There is a growing financial interest in biotech from the venture capital and Private Equity marketplace. This creates additional opportunities for agencies which are best able to navigate the complex regulatory and institutional environment surrounding these drugs. The Group has a competitive advantage within the biotech space by delivering against a large proportion of the new molecules hitting the global market place, and continues to place a focus on development in this area.

Healthcare is becoming more digital

Pharma is embracing digital transformation as healthcare providers and consumers are both becoming increasingly digital. The ownership of data has changed as healthcare systems are becoming more effective at collecting and analysing data. The rise of on-demand healthcare, big data and predictive healthcare means that there are increasing opportunities to provide services in new ways. The pharmaceutical industry will need to work more closely with healthcare systems as the balance of data ownership keeps shifting. The convergence of marketing and technology creates further focus on innovation.

Healthcare professionals are twice as likely to use online sources than print when making clinical decisions. Globally, over 60% of people use the internet to search for advice on health, medicines or medical conditions, a figure which rises to 80% in the US.

The healthcare ecosystem is expanding

There is continued positive disruption through the advent of personalized medicine and therefore the rise of genomics forming the basis of asset development and providing solutions for smaller populations of patients. There are new technological advances in AI, machine learning, voice, robotic, 3D printers for example and finally the powerhouses of e-commerce. This creates increased demand for the support of specialist agencies like those within the Group.

Business Model

Resources and relationships

Strong brands

The Group's businesses operate under a range of strong, well-respected brands. Brands continue to be essential in a market which places a premium on trustworthy, quality businesses.

Experienced talent

The experience, knowledge and creativity of the Group's people is integral to its success, with 700 PhDs and 850 nurses employed. The Group has in place employment policies and practices that enable us to attract, retain and develop our talent and ensure the Group retains its market-leading position.

Robust client base

The Group works with a range of longstanding clients, big and small; nearly two thirds of our clients have been a customer for more than 5 years. In our Healthcare divisions we work with the biggest pharma companies in the world, including all of the top 20, as well as a number of smaller, nimble biotech companies. In our Communications division we work with a range of blue chip companies and household names. The group has over 1350 Master Service Agreements ("MSAs") in place.

Global network

All of our businesses operate globally which means that we can be where our clients are. Whilst each business is focused on the specific needs of its clients, we can create integrated teams – within or across our divisions – to address challenges that require a multi-disciplinary solution.

Enabling growth

The Group enables innovation and growth in its agencies, by taking on much of the administrative burden in areas such as financial control, treasury, tax, M&A, investor relations, legal services and internal audit. This frees up the agencies to provide better quality service to their clients.

Returns generated

Revenue growth

Our strong brands, quality people and global network combine to support revenues which are both resilient and which can grow sustainably. Growth in revenue sustains the long-term growth in the earnings of the business. Over time, we expect to grow ahead of the rate of global prescription drug sales.

Profit growth

Growth in profits is driven by revenue growth, a continued focus on operational and cost efficiencies, and a focus on higher margin work. The Group's margins are strong and are expected to improve over time as a result of these factors.

Cashflow

Strong operating cashflows are underpinned by good profit generation combined with sensible working capital management. Our businesses deliver to sustainable but tightly managed working capital targets which delivers both visibility over cashflows and ensures that we minimise our debt requirements. Short and long term cashflow forecasting also ensures that we continue to operate well within our facility limits whilst delivering an optimum capital structure. The Group delivered strong cash conversion of 88% during the period.

Business Model (continued)

Stakeholder outcomes

Customers

We help our customers engage, adapt and evolve in fast-changing landscapes, building brand resilience and creating measurable advantage to achieve their business objectives. We support from Phase 2 to LOE, from clinical development to launch to commercialization, launching products for large, mid-sized or Emerging Biotech.

Employees

Our employees benefit from working in a stimulating and rewarding environment, doing high quality work alongside talented colleagues. Our employees enjoy flexible office working and have access to a number of training initiatives, as well as an annual appraisal and performance evaluation, to further their development.

Investors

We aim to maximise value for our owners through sustainable growth in earnings and cashflows. Refer to the Corporate Governance Report for more detail on how we consider stakeholder interest.

Strategy & Key Performance Indicators

Initiatives

Strengthen the Group's focus on Healthcare marketing services

The Healthcare industry has a good long-term outlook, underpinned by strong fundamentals, including an ageing population anda rise in chronic health conditions. At the same time, it is becoming increasingly competitive with the established pharma companies facing challenges from small biotech firms and other niche players. In this environment, Healthcare marketing services have an increasingly important role to play.

Development of new capabilities and services

Healthcare clients, particularly in the biotech space, are increasingly looking for a comprehensive suite of services to enable the journey from molecule to medicine, provided holistically by a single partner. Additionally, within the marketing space, the lines between traditional marketing, advertising, communications and public relations are becoming increasingly blurred. With clientscritically reviewing the solutions available to them, and with a premium placed on innovative solutions, it is important to continually review our service offering and to extend and develop new capabilities and services.

Improve profitability

The Group aims to drive further operational and cost efficiencies, as well as focusing on higher value-add services, in order to deliver market-leading margins.

Progress, KPIs and Outlook

The Group has a culture which incentivises the creation of new capabilities, and our businesses are constantly challenged to think about what they do and why. Close links are also encouraged between the agencies to develop cross-selling and cross-fertilisation. We are focused on broadening our offering into fast growing areas.

The Group continues to assess performance criteria, internal utilization and billability continues to be a managed measure, with a focus key client penetration across the group service offerings.

Over the course of 2022 we expect to continue to add to our service offering through both organic development and acquisition.

Principal Risks & Uncertainties

The Company is an indirect subsidiary of CD&R Artemis Holdco 1 Limited which is the operational parent company of the Huntsworth and UDG Group during 2021. The board of directors of both the Company and CD&R Artemis Holdco 1 Limited comprise the same individuals and references in this report to the Board include the work of the boards of both companies.

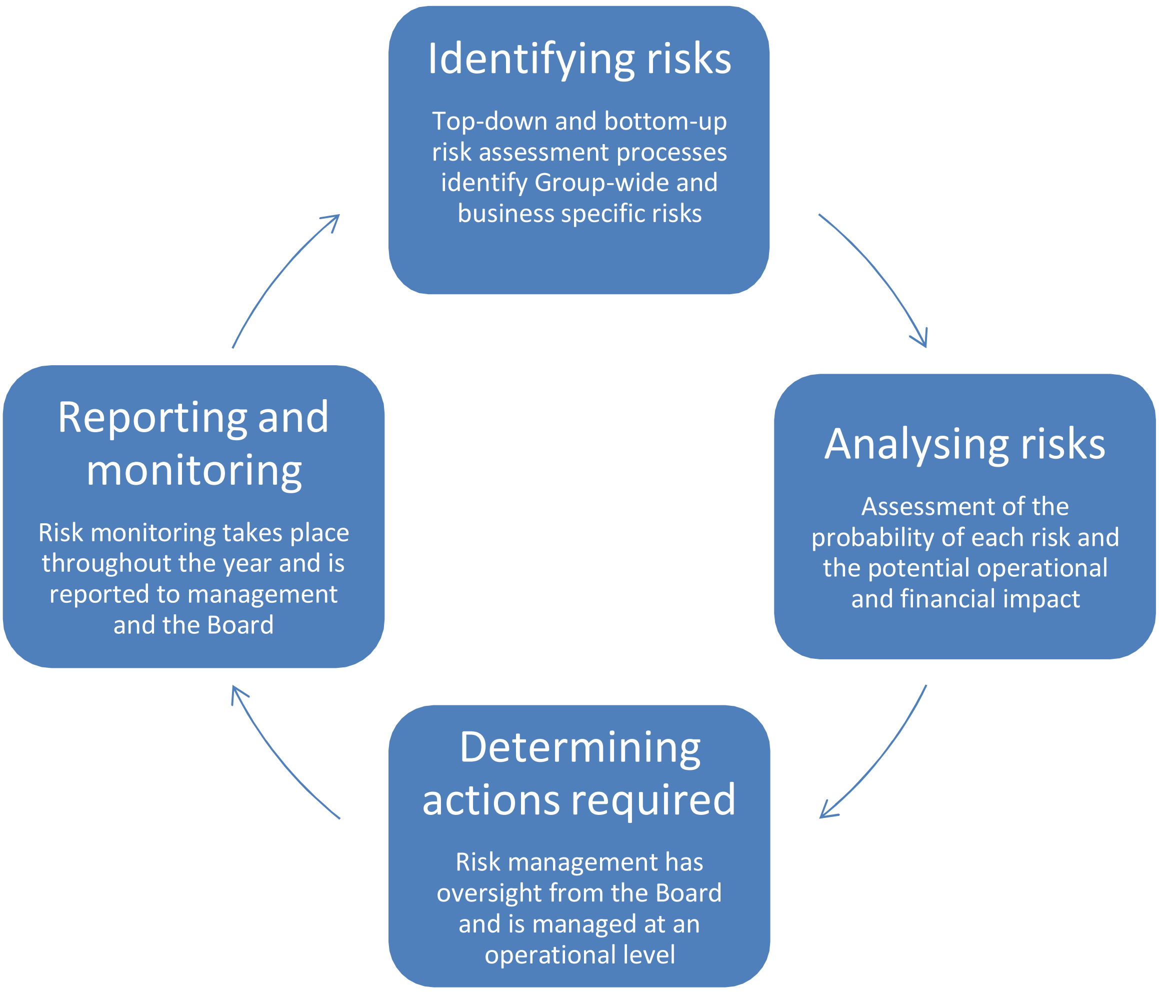
The Board has ultimate responsibility for establishing, monitoring, and maintaining the Group's risk management and internal control systems. These systems are designed to enable the Board to be confident that such risks are mitigated or controlled to the extent possible, although no system can eliminate risks entirely.

The Group is recalibrating its processes to identify, evaluate and manage the key strategic, operational and financial risks it faces. Upon completion of this exercise the Board will be in an improved position to deploy appropriate resources to manage and mitigate the Group's principal risks and to further define risk appetite.

The existing risk management approach identifies risks to the Group using both a bottom-up and top-down approach, encompassing risks arising from our macro environment and strategic and operational priorities.

The likelihood and impact of each risk is determined using a risk scoring system. Appetite is set for each risk and indicators established to determine whether the Group is operating within this risk appetite. Various forms of ongoing assurance are obtained over the controls in place to mitigate each of the risks identified. All risks are documented in the Group's risk register which is reviewed regularly.

Further details of the risk management processes undertaken in 2021 are included in the Corporate Governance Report.



Principal Risks & Uncertainties (continued)

Risk & Impact	Mitigating factors
STRATEGIC RISKS	
Economic, political, legislative, regulatory & tax changes Global and regional macroeconomic, political, legislative, regulatory, and taxation changes could have a detrimental impact on our client base, the markets in which they operate, the services the Group can offer them, and our operations in various markets. Political environments can also have an impact on wider economic conditions, either through the direct impact of government policies in our countries of operation, or through the impact on business confidence. Additional impacts could arise from changes in taxation policy, ongoing heightened trade tensions, or armed conflict.	The Group primarily operates within stable jurisdictions with mature healthcare sectors: more than 90% of our revenues emanate from the US, UK, and western Europe. Although the healthcare sector is extensively regulated, our businesses have experience in navigating regulatory environments and in providing compliant solutions to clients. In addition, the underlying healthcare sector fundamentals remain strong and give protection against the possibility of material adverse regulatory change. The Group continually reviews its portfolio of investments through its strategic review process and through constant challenge at the Senior Executive Team and Board levels. Acquisitions and new service offerings are sought which improve the balance of our investments and give greater exposure to innovative and growing market segments.
Clients: diversification of As the Group's activities consolidate and further acquisitions are completed, the Group's client base may become more concentrated, making the Group more susceptible to competitive, client merger, or procurement led threats. In addition, as our US client opportunities and investments grow, the Group could be relatively more greatly affected by a downturn in the US healthcare sector.	Healthcare sector fundamentals are strong, as a result of ageing populations and an increasing prevalence of chronic diseases, particularly in the US. This leads to growing end-user demand, which is relatively unaffected by economic cycles, thereby mitigating against the risk of a downturn. In addition, the healthcare marketing services sector is fragmented, which means there would be continued opportunity for growth even if the overall sector were to enter a downturn. In Group businesses where there is a high dependence on a small number of key clients, the threats and opportunities are reviewed by the Executive Team and divisional management at each business review. The impact that any potential acquisition may have on client concentration is also considered as part of the acquisition assessment process.
Clients: evolving our services to The continued success of the Group is dependent upon the development and delivery of innovative solutions to our clients. An inability to predict client and market trends, and develop and deliver such innovation, would be a risk to our market leading positions in the various sectors in which we operate. The Group needs to be proactive in identifying and delivering solutions to changing client needs. Failure to innovate can result in loss of market share, client losses, and pressures on pricing, which individually or collectively can impact revenue and margins.	The Group's range of services and international footprint increasingly allows us to offer clients an integrated portfolio of services across geographical locations which are attractive to new clients and help to strengthen existing client relationships. The Group continues to diversify its service offering, both organically and through acquisition, to provide a full spectrum of healthcare sector and communications services. Reviews of all new business opportunities won and lost across the Group are performed regularly. Appropriate actions are taken where new business conversion rates are below expectations.

Clients: their outsourcing strategies The Group's activities may be impacted by changes to pharma company outsourcing strategy, such as pharma companies reducing their roster of preferred vendors, or the wholesale outsourcing to holding companies that meet all of their service requirements.	To maintain or develop a preferred vendor relationship with our target clients, acquisitions can be used to fill any key gaps in client coverage or service offering. The key is to maintain strong client relationships and to keep abreast of potential changes in their business strategies. We have developed an agile business development strategy to maximise the Group's value to our clients.
Value generation from acquisitions Acquisitive growth is a core element of the Group's strategy. A failure to execute and properly integrate acquisitions may impact the Group's projected revenue growth and its ability to capitalise on the synergies they bring and/or to maintain and develop the associated talent pool.	All potential acquisitions are assessed and evaluated to ensure that the Group's defined strategic and financial criteria are met. A discrete integration process and post integration review is developed for each acquisition. These processes are supported by experienced management with a view to achieving identified benefits, cultivating talent, and minimising general and specific integration risks. Additionally, and in tandem with the receipt of contractual warranties and indemnities, the total consideration paid for a business typically includes an element of deferred compensation contingent upon future performance, thereby mitigating the risk of the Group overpaying for an acquisition.
Talent management The success of the Group is built upon a skilled talent base and effective management teams that together consistently deliver superior outcomes for our clients. If the Group cannot attract, retain, and develop suitably qualified, experienced, and motivated employees, this could have an impact on our business performance.	The Group approach is to recruit employees and leaders of the highest quality and to remunerate them accordingly. The Group carries out succession planning and provides promotion opportunities as well as operating a range of incentive plans to motivate and retain key individuals. We also carry out employee engagement surveys, with a series of questions designed to gather data around employee experience and satisfaction. Our Remuneration Committee reviews the nature and extent of the incentive plans offered to key individuals to ensure that the risk of talent loss is minimised. Additionally, restrictive covenants where legally enforceable are included in employee contracts.
Risk & Impact	**Mitigating factors**
OPERATIONAL RISKS	
Legal & contract risks The underlying terms of the Group's commercial relationships drive the profitability of the Group. The nature of the Group's business means we could be exposed to undue cost or liability if onerous terms with our clients or suppliers are agreed to.	The Group has adopted and is continuously improving our processes for identifying and mitigating against undue risks in all prospective commercial relationships, supported by personnel with expertise and/or experience in key commercial risk areas.
Regulatory & compliance risks The Group must meet many regulatory and compliance obligations, including in respect of: (a) protection of patient information (such as HIPAA and GDPR); and (b) patient and employee health and safety. Any failure to adhere to such requirements, including imposed sanctions on the supply of	Maintenance of regulatory, quality and compliance standards are a core value of the Group. Patient programmes are reviewed to ensure compliance with regulation and codes of practice, and are subject to regular assessment by our Quality, Risk & Compliance teams.

services to certain individuals, businesses, and countries, could lead to reputational as well as financial damage to the Group. Deficiencies could also result in regulatory restrictions, financial penalties, the inability to operate, or services which result in patient harm, potentially giving rise to significant liability.	Data protection training, gap analyses and auditing continues across our global locations with a focus on the Group's requirements and local personal data protection compliance. Ethics-related policies including Anti-Bribery and Corruption, Human Rights, and Diversity, Equity and Inclusion are enveloped by our Codes of Conduct.
IT systems adequacy The ability of the Group to support operations and provide our services effectively and competitively is dependent upon technology and information systems that are appropriately integrated and that meet current and anticipated future business, regulatory and security requirements. Information systems deficiencies could negatively impact the Group's operations, including delays to client deliveries.	The Group's technology and information systems and infrastructure are the subject of an ongoing programme to ensure that they can meet the Group's strategic intent and future requirements. Governance procedures are in place and are continuously being strengthened to ensure alignment with the strategic direction of the Group.
Cyber security/resilience Global threats to individuals and businesses continue to rise due to the activities of criminal organisations and nation states targeting information of value through increasingly sophisticated means. These advanced and persistent threats target business-critical data using, for example, phishing attempts, impersonation, and ransomware for financial and other gain.	The Group has implemented multi-layered information security defences to identify vulnerabilities and protect against attacks. To meet the increasing cyber threat, our systems, procedures, and resources are continuously being reviewed and enhanced to detect and respond effectively to cyber events. Cyber simulation software has been sourced and implemented to ensure continuous user awareness.
Business continuity The Group is exposed to risks that, should they arise, may lead to the interruption of critical business processes which could adversely impact the Group or its clients. COVID-19 has resulted in such interruptions with varying impacts across Group businesses.	Group business continuity plans were activated to varying degrees based upon the pandemic's impacts on individual businesses. Our COVID-19 business continuity responses included enhanced health and safety measures, the use of technology to enable remote working, the virtual delivery of services to clients, and cost control measures. The Group's COVID-19 experience highlighted the service-oriented nature of our business facilitating the virtual delivery of successful client outcomes but showed our ability to do so depended upon the adequacy and resilience of our critical business systems and processes.

Risk & Impact	Mitigating factors
FINANCIAL RISKS	
Financial controls The Group's resources and finances must be managed in accordance with rigorous standards and stringent controls. A failure to meet those standards or implement appropriate controls may result in the Group's resources being improperly utilised or its financial statements being inaccurate or misleading.	The financial controls of the Group, as well as their effectiveness, are monitored by the Board in the context of the standards to which the Group is subject and the expectations of our stakeholders. This monitoring is supported by a dedicated internal audit function. The Group's financial function, systems and controls are also subject to periodic review to ensure that they remain robust and fit for purpose.

Treasury/covenant risks The Group is exposed to liquidity, interest rate, foreign exchange, and credit risks. These risks are reflected in the covenants embedded within our loan facilities.	As described in the notes to the financial statements the Group has a range of debt agreements and banking facilities. Management closely monitors all covenants on the Group's facilities and actively manages undrawn headroom. Group financial risk management is governed by policies pertaining to liquidity risk, interest rate risk, currency risk and credit risk. The primary objective of the Group's policies is to minimise financial risk at a reasonable cost. The Group does not trade in financial instruments.

Going concern

The Group's activities, financial performance, position, cash flows and borrowing facilities, together with the factors likely to affect its future development, performance and position over the 12 months from the date of this report are described in this report.

As at 31 December 2021, the Group had cash and cash equivalents of $164.9 million and an undrawn RCF available of $400.0 million, giving liquidity headroom of $564.9 million.

The Group is subject to a leverage covenant tested quarterly and had significant headroom at 31 December 2021.

The Group has performed an assessment of going concern through modelling several scenarios. The base case scenario reflects the budget for 2022 and the strategic plan financials for 2023, which assumes current market conditions are maintained. A severe but plausible downside scenario has also been modelled, which assumes a deterioration in revenue from the base case of 5% in 2022. This scenario could arise if the global economy enters a prolonged period of deep recession, although as noted in this report, the end market for Healthcare services is largely unaffected by the economic environment. This scenario includes additional cost reduction actions available, mainly in relation to reductions in headcount. There are further cost mitigating and cash saving actions that could be taken by management in the event this became necessary.

In all scenarios modelled, the Group would retain significant liquidity and covenant headroom throughout the going concern period.

After reviewing the Group's performance, future forecasted profits and cash flows, and ability to draw down on its facilities, the Directors consider that the Group has adequate resources to continue in operational existence for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, the Directors are satisfied that it is appropriate to adopt the going concern basis in preparing the Company's and the Group's financial statements.

<u>Environmental, Social and Governance Report</u>

The Group recognises the impact of its business operations on a diverse range of stakeholders, including our employees, our clients and the wider community. We are committed to building a sustainable business that is both commercially successful and socially and environmentally responsible.

Our sustainability priorities are focused on the issues that create the biggest impact for our business:

Environmental	Social	Governance
Reduction of carbon emissions	Diversity, Equity & Inclusion	Risk Management & Oversight
Improving energy efficiency	Employee Learning & Development	Anti-Bribery & Corruption
Waste management	Workforce Health & Safety	Business Ethics & Trust
	Data Security & Privacy	
	Community Engagement	

Environmental

The Group recognises that climate change is one of the biggest challenges facing the world today. We fully accept our responsibility to protect our planet and acknowledge that we must reduce our environmental footprint throughout all of our business operations. Commencing in 2022, the Group intends to complete an audit of our scope 1, 2 and 3 emissions. Following the completion of this audit, we will look to set appropriate targets to reduce our emissions over time.

With the assistance of the Sustainability Champions Network and Sustainability Forums at divisional level, we will be implementing a number of environmental initiatives throughout the Group to help reduce our emissions into the future. Examples of these initiatives include: transitioning our sales fleet to hybrid and electric vehicles, removing single use plastics in all offices and improving waste facilities with an emphasis on better recycling practices globally.

Greenhouse gas emissions

We annually measure and report on our greenhouse gas (‘GHG’) emissions from our global operations:

- Scope 1: Natural gas, company cars, on-site fuel consumption and refrigerants;
- Scope 2: Purchased electricity, heat and steam.
- Scope 3: Business Travel (limited data available)

In calculating our GHG emissions, we use ISO 14064-1 based on the GHG protocol.

Environmental, Social and Governance Report (continued)

The following emissions are based on scope 1, 2 and 3 emissions across both Huntsworth and Ashfield:[1]

	Tonnes of CO2 in 2021[2]	Tonnes of CO2 in 2020[3]
Scope 1	**7,481**	**31**
Scope 2	**2,309**	**1,171**
Scope 3	**890**	**-**
Total GHG emissions	**10,680**	**1,202**
Average number of employees	**9,696**	**2,271**
Emissions per employee	**1.1**	**0.5**

In December 2021, the Carbon Disclosure Project ("CDP") awarded UDG Healthcare a climate score of B and Huntsworth a climate score of C. In 2022, the Group will be providing a joint submission to CDP reflecting our collective emissions for 2021.

Social

People

People are at the heart of our business. We understand that the long term success and sustainability of our business hinges on our ability to attract and retain the best employees. We see employee wellbeing and development as the key to creating value and at each Board meeting employee issues are discussed. Employee strategic initiatives are also presented and debated at the Board on a regular basis.

We are equally committed to having a culture which stimulates and rewards our workforce. Annual bonuses are paid throughout the Group to award exceptional performance.

Employee health and safety

The Board recognises the need to maintain a safe and healthy working environment for all employees. Each business is responsible for ensuring that they operate in compliance with Group policies and local health and safety legislation. We have a network of Health and Safety Champions across the organization that come together regularly to discuss common issues, share learning and issues of concern. Health and Safety Committees across the organization also ensure that we actively engage with our employees on the issues that matter to them and solicit feedback on our systems and performance.

In 2021 we launched a new Group Health and Safety Audit programme that sets a common standard for safety management across the group and delivers an important element of our risk governance framework.

We require our employees and contractors to report all work-related events and near misses through our health and safety incident reporting system, so that we can gather the right information for future interventions and incident improvement initiatives. A new Group health and safety incident reporting platform was implemented at the beginning of 2022 to enhance Group performance monitoring and reporting processes.

Within the Ashfield Engage business, improving driver safety remains a key priority. Our continued membership of the Network of Employers for Traffic Safety allows us to benchmark performance against other companies across our regions. This has helped us to assess the effectiveness of our Driver Safety Programme, highlighting where we can get the best results and ensure the safety of our drivers in the future. A new Group driver incident reporting system was introduced in 2021 that enhances Group performance monitoring and reporting relating to driver safety.

1 Our emissions data is unverified for the purposes of these financial statements.

2 2021 includes the emissions of UDG for the full 12-month period and excludes the emissions from discontinued operations.

3 2020 includes the emissions of Huntsworth only from the incorporation date of Hunter Holdco 3 Limited to 31 December 2020..

Environmental, Social and Governance Report (continued)

Employee wellbeing

The physical and mental wellbeing of our employees is of key importance to our organization. While we ordinarily mark all important international health days, the arrival of Covid-19 created an even greater focus on employee wellbeing. In Ashfield, an employee wellbeing portal "WellSpace" was launched to provide advice and resources to support our employees' physical, mental and emotional wellbeing. In October 2021, a month was dedicated to mental health support with a range of events and online courses to support employees.

Across both Ashfield and Huntsworth there are a number of policies and practices which assist employees in achieving an appropriate work/life balance, including policies on parental, maternity and paternity leave, emergency time off and, where applicable, flexible working practices.

Employee training and development

We are committed to the development of our talent with a focus on offering opportunities for career development for all employees. Our operating companies foster career development through regular performance evaluations, career pathing and continual coaching feedback.

The Group provides access to training initiatives which enable our people to develop skills which will support our businesses' development and strategy.

Each of our Group companies also operate their own internal training programmes to keep staff up to date with developments in their sectors and provide additional skills in areas such as people management, leadership development, client management and international client director training.

Training programmes include a mixture of externally and internally facilitated courses. A number of our businesses allocate a mentor or coach to support personal development, perform appraisals and identify training needs. Our talent management programmes aim to recognise our talent through both monetary incentives and providing additional development opportunities, for example through secondments into other areas of the business.

Employee communication

The Group regularly engages with our employees through a number of mechanisms including regular town halls with the senior executive team, pulse surveys, office updates and a quarterly newsletter, Inside.

Regular meetings are also held between local management and employees to facilitate employee involvement in decision making and businesses performance with a view to achieving a common awareness on the part of all Group employees of the financial and economic factors affecting the performance of the company.

Succession planning

We will continue to review succession planning processes across the Group in order to identify the leaders of the future, cognizant of the importance of diversity within our senior management team.

Diversity, Equity & Inclusion

The three pillars of our DEI strategy include diversity, employee health & wellbeing and inclusivity. Our goal is to be a truly inclusive workplace.

We recognise that the Board sets the tone for diversity across the Group and that it is important that we have a diverse leadership to support good decision-making. To achieve this we actively deploy recruitment policies and practices which enable us to attract the widest possible sources of talent into our business, thereby developing an inclusive culture. We acknowledge that we have more to do in this area and it continues to be a focal point of our DEI strategy.

We continue to promote inclusive working practices and support our companies' efforts to increase diversity of all kinds through best practice in recruitment, training, mentoring, parental leave and flexible working.

Environmental, Social and Governance Report (continued)

We provide equal employment opportunities to all employees and applicants without regard to race, colour, religion, sex, sexual orientation, national origin, age, disability, military status, or status as a disabled veteran in accordance with applicable UK and US laws. In addition, we strictly comply with all US applicable federal, state and local equal opportunity and anti-discrimination laws.

In addition, the Group's equal opportunities policy is designed to ensure that disabled people are given the same consideration as others and enjoy the same training, development and prospects as other employees.

We are committed to gender diversity across the Group. As at 31 December 2021 women accounted for 10% of the directors of the Company, 33% (2) of executive management, 40% (79) of senior management and 67% (6,570) of total employees.

Community

The Group recognises its responsibility towards the communities in which its businesses operate. In support of our communities, Group businesses throughout the world organise activities for staff to raise money for a wide range of charities as well as offering pro bono support to non-profit projects, participating in volunteer days and helping to raise money and awareness for good causes.

Governance

Our Corporate Governance Report is set out on pages 25 to 43, which summarises the Group's existing corporate governance framework.

We are committed to the highest standards of ethics and corporate governance and we are focused on continuing to build and support a culture which values openness, accountability and disclosure. We acknowledge that there is always more that can be done, but our aim is to strengthen our corporate governance framework each year.

Code of Ethics

We believe that the honesty, integrity and ethical behaviour of all our workforce is fundamental to the reputation and success of the Group as a whole.

In Ashfield and Huntsworth, we have a Code of Conduct and Code of Ethics respectively which outlines the key principles which govern the Group's behaviour. Between them, these Codes cover all Group staff, workers, employees, contractors, freelancers and Directors, without exception, and are intended to promote a heightened awareness of ethical considerations and individual responsibilities relating to all of the Group's activities.

During 2022, Ashfield and Huntsworth's policies and procedures will be reviewed and a uniformed Code of Conduct will be finalized.

Whistleblowing Policy

The Group's Whistleblowing Policy has procedures for disclosing malpractice and is intended to act as a deterrent to fraud or other corruption or serious malpractice. It is also intended to protect the Group's business and reputation. During 2021, an external firm continued to provide access to a confidential multichannel 24/7 whistleblowing service across the Group, available in local languages. The Whistleblowing Policy encourages the reporting of any instances of malpractice for investigation, and action is taken as required. In Ashfield, there were nine confidential reports lodged in 2021 with one confidential report lodged during the same time period in Huntsworth.

Environmental, Social and Governance Report (continued)

Supply chain network and Modern Slavery

Given the nature of our business, we do not have an extensive supply chain network. Our supply chains include recruitment agencies, cleaning and catering services, IT hardware and software providers, office fit out and maintenance services and document retention services.

Whilst we consider we have a low risk of exposure, we are opposed to any form of slavery or human trafficking (together, Modern Slavery), and the Group's policy is to ensure that it is eradicated from both our business and from our supply chains.

The Group publishes a Modern Slavery Statement, which is annually reviewed, detailing the steps that the Group has taken during the financial period to ensure that Modern Slavery is not taking place in any of its supply chains or in any part of ourbusiness.

A copy of the Modern Slavery Statement for CD&R Artemis Holdco 1 Limited and each of its subsidiaries is available on the following websites:

https://www.huntsworth.com

https://ashfieldengage.com

All Group policies

The Group has a number of policies as well as a series of training and awareness videos, which are periodically reviewed.

We ask all of our workforce to formally acknowledge their acceptance of and agreement to comply with all our policies and to watch the videos. We also make relevant material available on our website, notably our Code of Ethics and Modern Slavery Statement, as noted above.

A process is currently underway to review the policy and procedure framework across Ashfield and Huntsworth as well as integrating Group policies across both organisations.

Data security and protection

Our aim is to have an effective information security program in place and we are aware that to achieve this we need to be vigilant and regularly reassess and update our systems and processes.

We are committed to:

- When required, seeking consent for the collection, use and sharing of personal data;
- Notifying data subjects in a timely manner in case of a data breach (as required);
- Limiting the collection and retention of essential personal data;
- Implementing appropriate data security safeguards; and
- Having clear terms and conditions for the use of personal data.

Privacy Notices are available on our websites (https://www.huntsworth.com/privacy-policy/) and (https://oneashfield.com/privacy-policy/), and a Data Protection Policy is available to the workforce.

Corporate Governance Report

The Directors consider the annual report and financial statements to comply with all aspects of the Guidelines for Disclosure and Transparency in Private Equity (the **Walker Guidelines**).

Having a strong compliance framework is a core pillar upon which we do business and is part of how we continue to create and maintain our value. We are committed to the highest standards of ethics and corporate governance and our aim is to continue to build and support a culture which values openness, accountability and disclosure.

During the year the acquisition of UDG Healthcare plc on 16th August 2021 was a significant event and integration continues to be addressed specifically in this regard, including in respect to the corporate governance framework for the combined group.

The Group's existing corporate governance framework is summarised within this Corporate Governance Report. We expect to continue to develop and adapt our corporate governance framework in accordance with the changing demands of our business and stakeholders, in particular our clients, and to successfully integrate any acquisitions.

Ownership

The Company was formed as part of the process of Clayton Dubilier & Rice (CD&R) acquiring a controlling interest in the Huntsworth Group of companies on 1st May 2020. CD&R expanded the Group in 2021 with its acquisition of UDG Healthcare plc, an Irish headquartered public company (previously quoted on the London Stock Exchange) on 16th August 2021. Founded in 1978, CD&R is a private equity firm with a history of working with management teams to build stronger, more profitable businesses. CD&R's investors include leading financial institutions,university endowments and corporate and public pension funds. The Group is owned through CD&R's investment funds:

- Clayton, Dubilier & Rice Fund X, L.P.; Clayton, Dubilier & Rice Fund X-A, L.P.; and CD&R Advisor Fund X, L.P., (collectively, **Fund X**); and
- Clayton, Dubilier & Rice Fund XI, L.P.; Clayton, Dubilier & Rice Fund XI-A, L.P.; CD&R Advisor Fund XI, L.P. (collectively, **Cayman Fund XI Partnerships**) and Clayton, Dubilier & Rice XI (Scotland), L.P. (**Scotland Fund XI Partnership**), (Cayman Fund XI Partnerships and Scotland Fund XI Partnership collectively, **Fund XI**).

The ultimate controlling party of Fund X and Fund XI is Clayton, Dubilier & Rice Holdings LLC (Cayman Islands).
CD&R is one of the oldest private equity firms, based in North America. CD&R works to make companies grow and prosper. Value is created by collaborating with management to spur operational performance improvements, by accelerating growth strategies, injecting new talent and boosting productivity. CD&R executes a consistent investment strategy across North America and Europe, focusing on market-leading businesses in the consumer/retail, healthcare, industrial, and services sectors.

Board

The Company is an indirect subsidiary of CD&R Artemis Holdco 1 Limited which, throughout 2021, was the parent company of the Group. The board of CD&R Artemis Holdco 1 Limited is primarily responsible for the long term success of the Group, for governance and leadership oversight of the Group. The Board approves the Group's strategy and ensures the establishment and review of corporate governance policy and practice. The Board has delegated responsibility for operational management and execution of the strategy to the Group's Executive Team. Throughout 2021, the board of directors of both the Company and CD&R Artemis Holdco 1 Limited comprised the same individuals and references in this report to the Board include the work of the boards of both companies.

With effect from 4th March 2022 and following a group restructuring, CD&R Artemis Holdco 0.5 Limited, a Jersey incorporated company, became the parent company of the Group.

The directors who currently hold office at the date of this report (together the Board), are as follows:

Board (continued)

Liam FitzGerald - Chairman

Liam is a former CEO of UDG Healthcare plc. During his tenure as CEO from 2000 to 2016, he expanded the business from a mainly Ireland-based distribution services business into a multi-faceted and multi-national healthcare services group, operating across 20 countries. During that period, the company's market capitalization increased by more than 500 percent and earnings grew at a compound annual rate of more than 20 percent. Liam is credited with leading and seamlessly integrating more than 30 acquisitions into the UDG Healthcare Group.

Paul Taaffe - Chief Executive Officer (CEO)

Paul was appointed as CEO of Huntsworth on 7 April 2015. Paul has wide experience in communications and marketing. Prior to joining Huntsworth, Paul was the director of Communications at Groupon, the international e-commerce company. Prior to that, he enjoyed a 20-year career in London and New York with Hill & Knowlton Inc, the global communications consultancy and subsidiary of WPP plc, including nine years as its Chairman and CEO. Throughout this time he advised many blue-chip and international clients across all geographies and services.

Ryan Quiqley – Chief Operating Officer (COO)

Ryan was appointed to the Group's Board in December 2021. He previously held the position of Chief Operating Officer at UDG Healthcare plc, having joined UDG Healthcare in September 2020. He is responsible for providing strategic leadership for the Group globally by as part of the Executive Team to establish and deliver long-term strategic growth plans. Ryan has over 25 years' experience in the pharmaceutical industry in commercial leadership roles. Prior to joining UDG Healthcare, he was Regional Vice President Region South, Immunology and HCV lead for AbbVie Western Europe and Canada.

Ben Jackson - Chief Financial Officer (CFO)

Ben was appointed as CFO of Huntsworth in October 2019, having spent over three years as Head of Finance for Huntsworth. Prior to joining Huntsworth, he was Group Financial Controller of ITE Group Plc (now Hyve Group plc), a FTSE listed international organiser of exhibitions and conferences, and before that he was a senior credit analyst at Royal Bank of Scotland. Ben is a member of the Institute of Chartered Accountants in England and Wales, qualifying with Deloitte in 2009.

Eric Rouzier – Director

Eric is a Partner at CD&R and is based in London. He joined CD&R in 2005 and is responsible for the healthcare sector in Europe. He played a key role in CD&R's investments in Belron, Exova, Huntsworth, SPIE, UDG Healthcare, and Rexel. Previously, Eric worked in the investment banking division of J.P. Morgan and as a management consultant.

David A Novak - Director

Dave is the Co-President of CD&R's European business and has been with CD&R for 24 years and is a member of their Investment Committee. Based in London, he is responsible for CD&R's European business and international activities. Dave has been actively involved in CD&R's investments in B&M Retail, BCA, Belron, BUT, Huntsworth, Kalle Group, Mauser Group, Motor Fuel Group, SIG plc, SOCOTEC, UDG Healthcare, and Westbury Street Holdings, and played a key role in many others. Previously, he worked in the private equity and investment banking divisions of Morgan Stanley.

Board (continued)

Sarah Kim - Director

Sarah is a Partner at CD&R, having joined them in 2008. She played a key role in the firm's investments in and subsequent sales of Diversey and naviHealth, the public and secondary offerings of HD Supply and ServiceMaster, and the firm's investment in Covetrus. Previously, she held positions at private equity firms Metalmark Capital and McCown De Leeuw & Co. and worked in the investment banking division of Goldman Sachs & Co.

Sid Jhaver – Director

Sid joined the Board in December 2021. He joined CD&R's London office in 2020 and is principally engaged in evaluating investment opportunities for the firm. He has played a key role in the firm's investment in Huntsworth and UDG Healthcare. Prior to joining CD&R, Sid was responsible for private equity investments in the healthcare sector at EQT Partners and Advent International. Sid has a B.A. (Hons) in accounting, finance and business information systems from the University of Manchester.

Stephen Cameron - Director

Stephen joined the Board upon the Group's acquisition of Nucleus Global on 10th December 2020. He graduated with degrees in Materials Science, Bio-Engineering, Biomedical Engineering and Marketing before starting MediTech Media in London in 1986, the business now known as Nucleus Global which forms part of the Group's Medical division. With broad experience leading international medical communications accounts and agencies supporting a variety of therapy areas for most of the leading pharmaceutical companies in the world, he has extensive connections throughout the medical communications industry, academia and non-for-profit medical organisations. His role is to provide non-executive strategic oversight. Stephen has completed three terms (8 years) as a Governor of the Royal Free London NHS Foundation Trust group of Hospitals.

Brendan McAtamney - Director

Brendan joined the Board in December 2021 and holds the position of the non-executive Vice-Chair of the Board. He also holds the position of Chair of the Sharp Group. Up until 1st December 2021 he was the Group CEO of UDG Healthcare plc, having been appointed to that role on 2 February 2016. He had previously served as the UDG Group's Chief Operating Officer since 1 September 2013. Before joining UDG Healthcare, Brendan held various senior management positions with Abbott, latterly as Vice President Commercial and Corporate Officer within the Established Pharmaceuticals division.

Board (continued)

The Role of the Board

The Board is responsible for the long-term success of the Group, while considering the interests of all stakeholders and contributing to wider society. The Board is also responsible for governance and leadership oversight of the Group. The Board approves the Group's strategy and ensures the establishment and review of corporate governance policy and practice.

The Board is supported by the Audit and Remuneration Committees.

The Board has delegated responsibility for operational management and execution of the strategy to the Group's Executive Team. Amongst others, the Executive Team includes the CEO, COO and CFO. The Executive Team is a core governance body, comprising a group of senior executives of the Group that are responsible for running the business. The Executive Team is responsible for developing the Group strategy, tactical management and control (financial and otherwise) of Group operations and also bears responsibility for all key business risks for the Group..

Key roles and responsibilities

Effective operation of the Board relies on a collaborative approach and clarity of the various roles and responsibilities of the individual Board members. In particular, the roles of the Chairman, CEO, COO and CFO are set out in more detail below.

Chairman: Liam FitzGerald

Key responsibilities:

- running the Board and ensuring its effectiveness in all aspects of its role; demonstrating ethical leadership and promoting the highest standards of integrity throughout the Group;
- ensuring that the Directors receive accurate, relevant, timely and clear information;
- providing a sounding board for the CEO
- ensuring the Board has the right skills, experience and knowledge available to it as well as familiarity with the Group, and that those elements are continually updated; and;
- ensuring that the Board considers the interests of key stakeholders.

Chief Executive Officer: Paul Taaffe

Key responsibilities:

- ensuring coherent leadership of the Group;
- recommending to the Board the strategic plan and related annual budget;
- the implementation through the Executive Team of the Group's strategy and plans as agreed by the Board;
- ensuring effective communication with key stakeholders; and;
- ensuring the Chair and the Board are kept advised and updated regarding key matters.

Chief Operating Officer: Ryan Quigley

Key responsibilities:

- the management and operation of the Group;
- the resourcing of the Group to achieve its strategic goals, including development of the required organisational structure, processes and systems;
- managing the Group's risk profile and ensuring appropriate internal controls are in place; and
- market and business development, including oversight of significant clients, and identifying and executing new business opportunities and investments.

Chief Financial Officer: Ben Jackson

Key responsibilities:

- overseeing the financial systems, controls, risk management, delivery and performance of the Group;
- managing the Group's tax and treasury affairs;
- ensuring the Group remains appropriately funded to pursue its strategic objectives.

Board (continued)

Activities of the Board

Five Board meetings were held during the year ended 31 December 2021. If a Director is absent from a meeting, his or her views are sought in advance where possible and then put to the meeting.

A summary of some of the Board's activities in the period is set out below:

Responsibilities	Activities
Annual budget	• reviewed the 2022 Budget
Strategy and Corporate Development	• ongoing updates on strategy including presentations from the Executive Team and divisional management throughout the year • review of portfolio and approval of closure or disposal of non-core businesses • reviewed the Group's acquisition strategy and its implementation by the Executive Team • at each Board meeting, reviewed potential acquisitions and transaction opportunities • reviewed and approved acquisitions made during the year
Operational and Financial Performance	• reviewed performance of the individual business divisions • presentations on performance from Executive Team and divisional management • continually reassessed the impact of Covid-19 on the Group's performance and operations • updates in respect of insurance, tax and treasury matters
People	• reviewed the composition of the Board • reviewed employee wellbeing and development matters, as well as strategic initiatives • reviewed Board engagement mechanisms with the workforce • reviewing, as necessary, whistleblowing arrangements and reports
Governance	• received updates from Board Committees • reviewed the Group's existing governance framework to ensure that the appropriate framework and controls are in place to meet the Group's changing needs, including reassessing the position now that the Group is owned privately • integrating the Ashfield and Huntsworth governance processes remains a focus area, with a view to developing a combined, optimal governance framework
Risk management	• reassessed principal risks and risk appetite, including debating the risks that the Group faces and will be facing • reviewed the effectiveness of the Group's risk management and internal control systems

Board (continued)

How the Board operates

Board information

Board papers containing, amongst other things, current and forecast trading results, treasury figures, M&A updates, and governance & compliance reports, are distributed in advance of the meetings to allow the Directors sufficient time for preparation.

Minutes of the meetings are also circulated to all Directors. The Board receives presentations from the Executive Team and presentations from divisional senior management are also provided to the Board. Executive Directors are also involved in regular meetings to review financial and operational performance and governance matters arising throughout the year.

Independent advice

All Directors have access to the advice and services of the Company Secretary who, through the Chairman, is responsible for ensuring that Board procedures are followed and that applicable rules and regulations are complied with. In addition, all Directors have access to independent professional advice, if required, at the Company's expense.

Induction and personal development

As well as business performance updates, regulatory and legal changes updates are provided to the Board. Training and development needs of the Board are kept under review by the Chairman.

The Chairman is responsible for ensuring that induction and training are provided as necessary for Directors. As required and necessary, a new Director receives an induction pack and undertakes a bespoke induction programme that provides them with information on the Group, and their responsibilities and obligations. This may include meetings with other Board members, senior management, the external auditor and/or other advisors as appropriate.

Board (continued)

Composition of the Board

The Board recognises the importance of there being a diversity of skills, experience, length of service, knowledge, ethnicity and gender among both its members and senior management. The Board's aim is to maintain the calibre of its membership, ensuring directors have a broad range of experience relevant to the business, as well as the necessary expertise to provide leadership on issues of strategy, performance, and standards of conduct, which are vital to the success of the Group. The Board approaches recruitment with these aims in mind. The Board will continue to reassess its composition in view of these aims, and this approach extends to the Group's senior management and succession planning.

Conflicts of interest

The Board considers and, if it sees fit, authorises situations where a Director has an interest that conflicts, or may possibly conflict, with the interests of the Group. The Board has put in place a formal system for Directors to declare conflicts to be considered for authorisation by those Directors who have no interest in the matter being considered. Furthermore, the Board has in place measures to manage any actual or potential conflict of interest situations that may arise, which operate effectively. In deciding whether to authorise a potential or actual conflict, the non-conflicted Directors are required to act in the way that they consider would be most likely to promote the success of the Group. They may impose limits or conditions when giving authorisation or subsequently, if they think this is appropriate.

Risk management and internal control

The Board has ultimate responsibility for the Group's risk management and internal control systems. These systems are designed to enable the Board to be confident that such risks are mitigated or controlled as far as possible, although no system can eliminate the risks entirely.

Following the acquisition of UDG Healthcare plc on 16th August 2021, the Board is in the process of reassessing its existing processes to identify, evaluate and manage the key financial, operating and compliance risks faced by the Group, so as to determine the appropriate course of action to manage and mitigate those risks.

The Board delegates the monitoring of these internal control and risk management processes to the Audit Committee.

Board (continued)

Risk management and internal control (continued)

The key features of the risk management and internal controls system are, amongst others:

- ongoing review of strategy by the Board, which aims to identify potential strategic risks facing the Group;
- establishing a delegation of authority and approval limits;
- monitoring of actual performance against budget and forecasts. A detailed monthly management pack is prepared, which includes consolidated financial results and summarised results for each division. The performance of each business is reviewed monthly by the Executive Team and reported to the Board at each meeting;
- frequent Executive Team meetings with the senior management of each division, which cover any emerging operational, financial, strategic or compliance issues and controls;
- ongoing Board review of the principal risks identified and whether any changes are required;
- confirmations of key internal controls, including financial controls, are received from each business. The purpose of these confirmations is to confirm the operation of an appropriate system of internal controls and to highlight any potential new risks facing the business;
- the Executive Team is responsible for appraising investments; those which are above pre-specified limits are put to the Board for approval;
- the Audit Committee reports to the Board at each Board meeting. Risks and controls are reviewed to ensure effective management of appropriate strategic, financial, operational and compliance issues; and
- internal audit provides an independent assessment of the systems and controls in place across the Group. Businesses are selected for internal audit on a risk-focused basis; the results of internal audits are reported to the Executive Team and to the Audit Committee.

The Board and the Executive Team continue to review and enhance the Group’s risk management framework to ensure that they are actively identifying and managing risks in the most efficient and effective way for the Group.

Audit Committee

Members:

Eric Rouzier (Chair)

Ben Jackson

Sid Jhaver

Audit Committee meetings and its activities

The Audit Committee supports the Board in fulfilling its responsibilities in relation to financial reporting and reviewing the effectiveness of the Group's internal financial control and financial risk management systems. The Committee also monitors and reviews the effectiveness of the Group's Internal Audit function and, on behalf of the Board, manages the appointment and remuneration of the external auditor and, monitors their performance and independence.

Key responsibilities

The Audit Committee's key responsibilities include:

- reviewing and providing a recommendation to the Board for the adoption of the Annual Report and Financial Statements;
- reviewing significant financial reporting judgements contained within those reports and other announcements relating to the Group's financial performance, including challenging assumptions and estimates used in the preparation of the financial statements;
- monitoring the financial reporting process;
- monitoring and reviewing the effectiveness of the Group's internal controls, including review and approval of the scope of the internal audit programme, reviewing the findings of internal audits completed in the period, and conducting an overall review of the effectiveness of the risk management and internal audit functions;
- oversight of all aspects of the relationship with the external auditor, including appointment and reappointment, independence, objectivity and effectiveness of the audit process and the provision of additional services by the external auditor;
- approving the remuneration and terms of engagement of the external auditor; and
- overseeing the Group's policies and procedures for the identification, assessment, management and reporting of fraud.

Internal audit

The Audit Committee is responsible for monitoring and reviewing the operation and effectiveness of the Internal Audit function including its focus, plans, activities and resources. Internal audit performs reviews as part of a programme approved by the Audit Committee. Prior to the acquisition of UDG Healthcare, as referred above, KPMG LLP was engaged to provide internal audit services. Subsequent to the UDG acquisition, an in-house internal audit team performs the internal audit reviews.

The Committee considers any issues or risks arising from internal audit reviews and monitors the implementation of actions arising.

Audit Committee (continued)

External audit

The Audit Committee manages the relationship with the Group's external auditors on behalf of the Board.

Audit effectiveness

One of the key responsibilities of the Audit Committee is to assess the effectiveness of the external audit process. Since December 2016, PricewaterhouseCoopers LLP (PwC) has served as the Group's external auditor.

During the year, the Committee reviewed the reports it received from PwC in its capacity as external auditor, including the audit plan and the results of the audit work performed. The Committee challenged, where necessary, the risks identified and the results of the work performed, and sought feedback from management on the effectiveness of the audit process.

Auditor's independence and objectivity and non-audit services

The Committee continually reviews the nature and extent of non-audit services provided to the Group by the external auditor and receives confirmation from them, at least annually, that in their professional judgement, they are independent with respect to the audit. The Audit Committee oversees the nature and amount of non-audit work undertaken by the external auditor each year to ensure that external auditor independence and objectivity is safeguarded.

The provision of non-audit services, within the constraints of applicable UK rules, is assessed on a case-by-case basis so that the best-placed advisor is engaged.

Remuneration Committee

Members:

Liam FitzGerald (Chair)
Eric Rouzier
Paul Taaffe

Other Directors attend Remuneration Committee meetings by invitation only.

Remuneration Committee's activities

The Committee endeavours to ensure that the Group's remuneration strikes an appropriate balance between the long-term interests of the Group's shareholders and rewarding and motivating the Executive Team and senior management of the Group. The Committee is responsible for the design and development of remuneration policies for the Executive Team and senior management of the Group that are aligned with the purpose, values and culture of the Group.

Key responsibilities

The Remuneration Committee's key responsibilities include:

- setting remuneration arrangements for Executive Directors, the Executive Team and other senior management.
- benchmarking the compensation packages of the Group's senior management.
- considering succession planning for Executive Directors, the Executive Team and other senior management, taking into account the challenges and opportunities facing the Group and the skills and expertise required, cognisant of Diversity, Equity and Inclusion aspects.

Stakeholder engagement

s.172 Companies Act 2006 Statement (s172 Statement)

The Board recognises the Company's responsibilities for making decisions for the long term, understanding that our business can only grow and prosper over the long term if we take into account the views and needs of our employees, clients, suppliers and the communities in which we operate, including our shareholders to whom we are accountable.

We set out below our s172 Statement, in accordance with s.414CZA of the Companies Act 2006. In addition on pages 36 to 39 you will find further details on how the Company engages with many of its stakeholders and how the Board has considered their interests in its decision-making.

Issues relevant to this group	Reason for engagement	How the Board has considered their interest
Stakeholder Group: **Workforce**		
Fair employment and fair pay and benefits. Diversity, equity and inclusion. Training, development and career opportunities. Health and safety. Communicating and engaging with the workforce Responsible use of personal data.	To deliver the best solutions for our clients, we need to hire, retain and develop the best talent who reflect the diversity of our clients and their own stakeholders. Our people are a key asset to the success of our business.	We make acquisitions that complement our existing business offering and provide new opportunities for our people to succeed. When disposing of non-core business interests, we ensure that the interests of employees are safeguarded. We also review our whistleblowing procedures and reports from the independent helpline and action these accordingly. We recognise the benefits of a diverse workforce in our recruitment policies and we seek to put in place policies and processes to improve diversity within our employee population. We promote inclusive working practices and provide equal employment opportunities to all employees and applicants regardless of ethnicity, race, sex, sexual orientation, disability, age or military status. We provide access to a number of training initiatives which enable our people to develop skills which will support our businesses' development and strategy as well as offering opportunities for career development for all employees. The Board recognises the need to maintain a safe and healthy working environment for all employees. Health and Safety Committees across the organization also ensure that we actively engage with our employees on the issues that matter to them and solicit feedback on our systems and performance.

Issues relevant to this group	Reason for engagement	How the Board has considered their interest
		Refer to the Strategic report on page 3 for more detail. Our ongoing training and awareness programs aim to ensure that those that work with us apply principles of transparency, fairness and respect in how we process personal data and treat data subjects. The Group's information security program ensures appropriate technical and organisational controls are in place to maintain the security of personal data.
Stakeholder group: **Clients**		
Client service.	The Group is committed to being the global leader in providing pharmaceutical and biotechnology companies with the most complete suite of strategic counsel, medical affairs, market access, stakeholder engagement and marketing services across all therapeutic areas and across the entire drug development and commercialization lifecycle of molecule to medicine. The needs of all our clients are complex and ever changing. We are committed to bringing the best solution to them by collaborating within and across divisions. To remain successful and valued by our clients, we need to be very responsive and forward facing. We need to understand changing trends in the marketplace and address our clients' need to have a more sustainable supply chain.	Executive Directors liaise with a number of high-level client contacts to understand their developing needs and markets and to report on them to the Board, allowing those interests to be factored into the Board's decisions on future strategy.

Issues relevant to this group	Reason for engagement	How the Board has considered their interest
Environment and sustainable sourcing. Ethics and corporate responsibility.		Sustainability is one of the core pillars of our business strategy. We understand that reducing our carbon emissions is of vital importance for our clients and we are working to implement a decarbonisation strategy.
Integrity and honesty.		We believe that the honesty, integrity and ethical behaviour or all our workforce are fundamental to the reputation and success of the Group as a whole. Across Ashfield and Huntsworth, we have a Code of Conduct and Code of Ethics in place which governs the Group's behaviour.
Stakeholder group: **Suppliers**		
Anti-bribery and corruption. Ethics and slavery.	Suppliers must demonstrate that they prohibit modern slavery.	The Group publishes a Modern Slavery Statement which is annually reviewed, detailing the steps that the Group has taken during the financial year to ensure that Modern Slavery is not taking place in any of its supply chains or in any part of our business. Given the nature of our business, we do not have an extensive supply chain network and consider that we are at a low risk of exposure to slavery and human trafficking.
Stakeholder group: **Environment**		
Energy usage. Business travel	We are committed to minimising the impact of our business operations on the environment. Reducing our environmental footprint is important to our people, clients and the communities in which we operate.	We are assessing our total carbon emissions which includes understanding our electricity usage across all of our office locations. We intend to put in place a decarbonisation plan to source renewable electricity in the future. Due to Covid, there has been significantly less business travel throughout the Group and an increase in remote working. Going forward, we intend to reduce business travel to only travel which is considered necessary and to continue to use video conferencing technology as a way to connect and collaborate with colleagues.
Waste management.		As a Group, one of our environmental priorities is to focus on our waste management practices

Issues relevant to this group	Reason for engagement	How the Board has considered their interest
		including removing all single use plastics across our office locations as well as offering better recycling and composting facilities. The Board monitors developments in corporate reporting on matters concerning the environment and climate change and aims to be in a position to comply with all legal requirements and best practice guidance.
Stakeholder group: **Community**		
Charitable donations. Employment opportunities. Volunteering.	We aspire to be responsible members of the communities in which we operate as that reflects our guiding principle of doing the right thing in the eyes of our people, clients, shareholders and other stakeholders.	The Senior Executive have agreed our community strategy for the current financial year which includes employee volunteering, offering matched funding to employees and agreeing to support three corporate charities of choice.

Directors' Report

The Directors' Report for the year ended 31 December 2021 comprises this report and the Corporate Governance Report on pages 25 to 43, together with any other sections of the Annual Report incorporated by reference. As permitted by legislation, some of the matters to be included in the Directors' Report have been included in the Strategic Report. Specifically:

- an indication of likely future developments in the business of the Company can be found on page 9;
- details of the Group's financial risk management strategy, policies and instruments held are set out in the Principal Risks & Uncertainties section of the Strategic Report and Note 20 to the consolidated financial statements;
- details of the Group's branches are set out in Appendix 2 of the consolidated financial statements;
- details of the Group's going concern assessment are contained in the Strategic Report;
- employee engagement matters are set out on page 21
- carbon emission disclosures are set out in the Strategic Report on page 21; and
- details of the Group's engagement with suppliers, customers and others can be found on pages 36-39; and
- Walker Guidelines disclosures in line with s.414C (7) and (8), Companies Act 2006, can be found in the Strategic Report on pages 3 to 24.

Hunter Holdco 3 Limited (the **Company**) is a private company limited by shares, incorporated and domiciled in the United Kingdom.

The immediate parent undertaking of the Company is CD&R Ulysses UK Holdco 2 Limited. Throughout 2021, the parent company in the Group was CD&R Artemis Holdco 1 Limited, a Jersey incorporated company, which in the opinion of the Company's Directors, was the ultimate controlling party, and is, amongst other things, where the strategic direction of the Group is set. It is noted that CD&R's investment was made through its investment funds, Clayton, Dubilier & Rice Fund X, L.P., Clayton, Dubilier & Rice Fund X-A, L.P. and CD&R Advisor Fund X, L.P.

With effect from 4th March 2022 and following a group restructuring, CD&R Artemis Holdco 0.5 Limited, a Jersey incorporated company, became the parent company of the Group.

Directors' Report (continued)

Directors

The Directors who served during the period ended 31 December 2021 and as at the date of this report, are set out below:

Name

Liam FitzGerald	Chairman of the Board and Remuneration Committee. Appointed as a Director of the Company on 5th March 2021.
Paul Taaffe	Chief Executive Officer. Appointed as a Director of the Company on 5th March 2021.
Ryan Quigley	Chief Operating Officer. Appointed as a Director of the Company on 1st December 2021.
Ben Jackson	Chief Financial Officer. Appointed as a Director of the Company on 4th November 2020.
Eric Rouzier	Chair of the Audit Committee. Appointed as a Director of the Company on 27h February 2020.
Sarah Kim	Appointed as a Director of the Company on 4th November 2020.
David Novak	Appointed as a Director of the Company on 5th March 2021.
Sid Jhaver	Appointed as a Director of the Company on 1st December 2021.
Stephen Cameron	Appointed as a Director of the Company on 5th March 2021.
Brendan McAtamney	Appointed as a Director of the Company on 1st December 2021.
Neil Jones	Appointed as a Director of the Company on 5th March 2021 and resigned on 1st December 2021.
Martin Morrow	Appointed as a Director of the Company on 4th November 2020 and resigned on 5th March 2021.

Liam FitzGerald, Eric Rouzier, Sarah Kim, David Novak and Sid Jhaver are nominees of CD&R who supervise its investment in the Group on CD&R's behalf.

Biographical details of the Directors in office at the date of this report are set out on pages 26 to 27.

Directors' Report (continued)

Directors' indemnities

As at the date of this report, indemnities are in force under which the Company has agreed to indemnify the Directors, to the extent permitted by law and the Company's Articles of Association, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities as Directors of the Company or of any other company in the Group.

Dividends

The Directors do not recommend the payment of a dividend relating to the year ended 31 December 2021.

Employment policies

The Group operates internationally and therefore has developed employment policies that meet local conditions and requirements. Further details of these policies including policies in relation to diversity, disabled persons and employee involvement, can be found in the Environmental, Social and Governance Report on pages 20 to 24.

Charitable and political donations

The Group made charitable donations of $232,089 in the year. Including pro bono work to an equivalent value of $126,870, the total charitable donations of the Group were $358,959. No political donations were made and no political expenditure was incurred during the year.

Auditor

PricewaterhouseCoopers LLP has indicated its willingness to continue in office as auditor of the Company and will be deemed re-appointed under the provisions of the Companies Act 2006.

Directors' statement as to disclosure of information to auditor

The Directors who were members of the Board at the time of approving the Report of the Directors are listed on pages 26 to 27. Having made enquiries of fellow Directors and of the Company's auditor, each of these Directors confirms that:

- so far as each Director is aware, there is no information relevant to the preparation of the Company auditor's report of which the Company's auditor is unaware; and
- each Director has taken all the steps a Director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditor is aware of that information.

<u>Directors' Report (continued)</u>

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group financial statements in accordance with UK-adopted international accounting standards and the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

The group has also prepared financial statements in accordance with international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards and international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union have been followed for the group financial statements and United Kingdom Accounting Standards, comprising FRS 101 have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the group's and company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's and company's auditors are aware of that information.

This Directors' Report has been approved by the Board and signed on its behalf by Martin Morrow, Company Secretary.

Martin Morrow
Company Secretary
5 May 2022

Independent auditors' report to the members of Hunter Holdco 3 Limited

Report on the audit of the financial statements

Opinion

In our opinion:

- Hunter Holdco 3 Limited's group financial statements and parent company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2021 and of the group's loss and the group's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and financial statements (the "Annual Report"), which comprise: Consolidated and Company Balance Sheet as at 31 December 2021; Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated cash flow statement and the Consolidated and Company Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Separate opinion in relation to international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union

As explained in note 1 to the financial statements, the group, in addition to applying UK-adopted international accounting standards, has also applied international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union. In our opinion, the group financial statements have been properly prepared in accordance with international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

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 and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In 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 and the parent company'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.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Independent auditors' report to the members of Hunter Holdco 3 Limited (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

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 2021 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 parent company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

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 in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

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.

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 tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as Companies Act 2006. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and management bias in accounting estimates. Audit procedures performed by the engagement team included:

Independent auditors' report to the members of Hunter Holdco 3 Limited (continued)

- Discussions with management and internal audit, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluation of management's controls designed to prevent and detect irregularities;
- Reading minutes of meetings of the board of directors;
- Challenging assumptions and judgements made by management in their significant accounting estimates, in particular in relation to acquisition accounting and assessment of impairment of goodwill and other intangible fixed assets; and
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations or posted by senior management

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 Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the parent company financial statements are not in agreement with the accounting records and returns.
  We have no exceptions to report arising from this responsibility.

Richard Porter

Richard Porter (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

5 May 2022

Consolidated Income Statement

For the year ended 31 December 2021 and 10 months ended 31 December 2020

	Note	2021 $000	2020 (restated) $000
Revenue	4, 30	**1,171,010**	323,399
Operating expenses	5, 30	**(1,257,790)**	(351,341)
Share of profit of associates	17	**792**	-
Operating loss	4	**(85,988)**	(27,942)
Finance income	7	**1,120**	196
Finance costs	7	**(106,564)**	(28,881)
Loss before tax	4	**(191,432)**	(56,627)
Taxation credit	9	**2,873**	1,423
Loss from continuing operations		**(188,559)**	(55,204)
Loss from discontinued operations	28	**(140,701)**	-
Loss for the period		**(329,260)**	(55,204)
Attributable to:			
Parent Company's equity shareholders		**(333,088)**	(58,383)
Non-controlling interests		**3,828**	3,179
Loss for the period		**(329,260)**	(55,204)

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2021 and 10 months ended 31 December 2020

	Note	2021 $000	2020 $000
Loss for the year		**(329,260)**	(55,204)
Other comprehensive (expense)/income			
Items that may be reclassified subsequently to the income statement			
Currency translation differences		**(6,526)**	16,881
Tax expense on currency translation differences	9	**(522)**	(160)
Items that will not be reclassified subsequently to the income statement			
Remeasurement (loss)/gain on Group defined benefit schemes			
- Continuing operations		**(1,193)**	-
- Discontinued operations		**87**	-
Deferred tax on Group defined benefit schemes			
- Continuing operations		**271**	-
- Discontinued operations		**(21)**	-
Amounts recognised in the income statement on interest rate swaps		**-**	1,889
Tax expense on interest rate swaps	9	**-**	(350)
Total other comprehensive (expense)/ income for the year		**(7,904)**	18,260

	2021	2020
Total comprehensive income for the period is attributable to:		
Parent Company's equity shareholders	**(340,992)**	(40,123)
Non-controlling interests	**3,828**	3,179
	(337,164)	(36,944)

	2021	2020
Total comprehensive income for the period is attributable to Parent Company's equity shareholders:		
Continuing operations	**(200,291)**	(40,123)
Discontinuing operations	**(140,701)**	-
	(340,992)	(40,123)

Consolidated Balance Sheet

At 31 December 2021	Note	2021	2020 (restated)
		$000	$000
Non-current assets			
Intangible assets and goodwill	10	**4,044,639**	1,140,326
Property, plant and equipment	11	**41,232**	17,254
Right-of-use asset	12	**101,966**	62,370
Lease receivable	13	**2,933**	5,668
Equity accounted investments	17	**44,060**	-
Other receivables	14	**26,601**	26,844
Contract fulfilment assets	16	**119**	-
Employee Benefits	8	**5,962**	-
Deferred tax assets	19	**-**	5
		4,267,512	1,252,467
Current assets			
Cash and short-term deposits	20, 21	**164,870**	129,749
Lease receivable	13	**3,178**	3,145
Trade and other receivables	14	**486,872**	173,682
Contract fulfilment assets	16	**749**	-
Work in progress	16	**13,166**	13,773
Assets held for sale		**-**	897
		668,835	321,246
Current liabilities			
Lease liabilities	12	**(36,276)**	(20,359)
Bank loans and overdraft	20	**(8,005)**	(90)
Trade and other payables	15	**(413,107)**	(249,266)
Current tax payable		**(127,459)**	(73)
Provisions	18	**(91,278)**	(55,081)
		(676,125)	(324,869)
Net Current Assets		**(7,290)**	(3,623)

Consolidated Balance Sheet (continued)

At 31 December 2021	Note	2021 $000	2020 (restated) $000
Non-current liabilities			
Lease liabilities	12	**(97,628)**	(56,814)
Bank loans	20, 21	**(2,224,934)**	(600,666)
Trade and other payables	15	**(1,591)**	(1,308)
Deferred tax liabilities	19	**(293,488)**	(78,895)
Provisions	18	**(53,165)**	(55,036)
		(2,670,806)	(792,719)
Net assets		**1,589,416**	456,125
Equity			
Called up share capital	22	**25,038**	5,039
Share premium account	24	**-**	498,893
Foreign currency translation reserve	24	**10,355**	16,881
Put option reserve	24	**(38,453)**	(47,002)
Retailed earnings / (accumulated losses)		**1,558,295**	(59,733)
Equity attributable to equity holders of the parent		**1,555,235**	414,078
Non-controlling interest	24	**34,181**	42,047
Total equity		**1,589,416**	456,125

The notes to the consolidated financial statements are set out in pages 54 to 123.

The Company number for Hunter Holdco 3 Limited (the Company) is 12487650.

These financial statements, as set out on pages 47 to 123, were approved by the Directors on 5 May 2022 and signed on their behalf by:

Ben Jackson

Director

Consolidated Cash Flow Statement

For the year ended 31 December 2021 and 10 months ended 31 December 2020

	Note	2021 $000	2020 $000
Cash inflow/(outflow) from operating activities			
Cash inflow from operations	26(a)	**109,300**	77,765
Net interest paid		**(98,336)**	(10,275)
Net tax paid		**(15,716)**	(8,351)
Net cash (outflow)/inflow from operating activities		**(4,752)**	59,139
Cash (outflow)/inflow from investing activities			
Acquisition of subsidiaries – cash paid	3	**(4,010,549)**	(813,509)
Cash acquired through acquisition	3	**118,277**	68,448
Deferred and contingent consideration payments		**(163,443)**	(16,899)
Cost of internally developed intangible assets	10	**(280)**	(867)
Disposal of subsidiaries, net of cash disposed	28	**(36,563)**	-
Proceeds from sale of associates		**846**	-
Proceeds from sale of property, plant and equipment		**12**	-
Purchases of property, plant and equipment	11	**(19,585)**	(2,100)
Net cash outflow from investing activities		**(4,111,285)**	(764,927)
Cash inflow/(outflow) from financing activities			
Proceeds from issue of ordinary shares		**1,999,917**	359,475
Borrowings raised, net of financing fees		**3,440,554**	465,187
Borrowings settled		**(1,284,736)**	-
Capital contribution		**20,835**	-
Settlement of financial instruments		**-**	(3,337)
Repayment of lease liabilities		**(22,376)**	(8,931)
Cash received from lease receivables		**2,703**	593
Net drawdown of borrowings		**-**	19,828
Dividends paid to non-controlling interests		**(2,286)**	(471)
Net cash inflow from financing activities		**4,154,611**	832,344

Consolidated Cash Flow Statement (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

	Note	**2021**	2020
		$000	$000
Movements in cash and cash equivalents			
Increase in cash and cash equivalents		**38,574**	126,556
Effects of exchange rate fluctuations on cash and cash equivalents		**(3,363)**	3,103
Cash and cash equivalents at 1 January 2021/incorporation		**129,659**	-
Cash and cash equivalents at 31 December	26(b)	**164,870**	129,659
Cash and short-term deposits		**164,870**	129,749
Bank overdraft		**-**	(90)
Cash and cash equivalents at 31 December	26(b)	**164,870**	129,659

Consolidated Statement of Changes in Equity

For the year ended 31 December 2021 and 10 months ended 31 December 2020

	Called up share capital	Share premium account	Foreign currency translation reserve	Hedging reserve	Put option reserve	(Accumulated Losses)/ Retained earnings	Total	Non-controlling interest	Total Equity
	$000	$000	$000	$000	$000	$000	$000	$000	$000
At Incorporation	-	-	-	-	-	-	-	-	-
Loss for the year	-	-	-	-	-	(58,383)	(58,383)	3,179	(55,204)
Total other comprehensive income	-	-	16,881	1,889	-	(510)	18,260	-	18,260
Acquisitions of subsidiaries	-	-	-	(1,889)	(47,002)	-	(48,891)	39,339	(9,552)
Issue of shares	5,039	498,893	-	-	-	-	503,932	-	503,932
Equity dividends	-	-	-	-	-	-	-	(471)	(471)
At 31 December 2020	5,039	498,893	16,881	-	(47,002)	(58,893)	414,918	42,047	456,965
Impact of prior year restatement (note 30)	-	-	-	-	-	(840)	(840)	-	(840)
At 31 December 2020 (restated)	5,039	498,893	16,881	-	(47,002)	(59,733)	**414,078**	42,047	**456,125**
(Loss)/profit for the year	-	-	-	-	-	(333,088)	**(333,088)**	3,828	**(329,260)**
Total other comprehensive income	-	-	(6,526)	-	-	(1,378)	**(7,904)**	-	**(7,904)**
Acquisitions of subsidiaries	-	-	-	-	8,549	859	**9,408**	(9,408)	**-**
Issue of shares	19,999	1,979,918	-	-	-	-	**1,999,917**	-	**1,999,917**
Share premium reduction	-	(2,478,811)	-	-	-	2,478,811	**-**	-	**-**
Capital contribution	-	-	-	-	-	20,835	**20,835**	-	**20,835**
Equity dividends	-	-	-	-	-	(548,011)	**(548,011)**	(2,286)	**(550,297)**
At 31 December 2021	**25,038**	**-**	**10,355**	**-**	**(38,453)**	**1,558,295**	**1,555,235**	**34,181**	**1,589,416**

Note 24 includes more detail on each of these Group reserves.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

1. Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with UK-adopted international accounting standards and international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, and the requirements of the Companies Act 2006.

2. Significant accounting policies

The Group's significant accounting policies are listed below. These policies have been consistently applied across the period presented unless otherwise stated.

Basis of preparation

The Consolidated financial statements are presented in US dollars ($), rounded to the nearest thousand ($'000), and are prepared on a going concern basis. The consolidated financial statements have been prepared under the historical cost convention, except for the following which are measured at fair value: defined benefit pension plan assets.

On 5 May 2022 the consolidated financial statements of the Group were authorised for issue in accordance with a resolution of the Directors.

The preparation of financial statements in accordance with IFRS requires management to make certain judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The areas involving a higher degree of judgement and areas where assumptions and estimates are significant in relation to the consolidated financial statements are discussed in the significant accounting judgements and estimates note.

These financial statements are presented for the year ended 31 December 2021 and the 10 months ended 31 December 2020.

The Group has recognised two prior year restatements in relation to the accounting treatment for Cloud Computing under IAS 38 Intangible Assets and the recognition of pass-through revenue and costs under IFRS 15 Revenue for Contracts with Customers. See Note 30 for further details.

Going concern

The Group's activities, financial performance, position, cash flows and borrowing facilities, together with the factors likely to affect its future development, performance and position over the 12 months from the date of this report are described in this report.

As at 31 December 2021, the Group had cash and cash equivalents of $164.9 million and an undrawn RCF available of $400.0 million, giving liquidity headroom of $564.9 million.

The Group is subject to a leverage covenant tested quarterly and had significant headroom at 31 December 2021.

The Group has performed an assessment of going concern through modelling several scenarios. The base case scenario reflects the budget for 2022 and the strategic plan financials for 2023, which assumes current market conditions are maintained. A severe but plausible downside scenario has also been modelled, which assumes a deterioration in revenue from the base case of 5% in 2022. This scenario could arise if the global economy enters a prolonged period of deep recession, although as noted in the Strategic Report, the end market for Healthcare services is largely unaffected by the economic environment. This scenario includes additional cost reduction actions available, mainly in relation to reductions in headcount. There are further cost mitigating and cash saving actions that could be taken by management in the event this became necessary.

In all scenarios modelled, the Group would retain significant liquidity and covenant headroom throughout the going concern period.

After reviewing the Group's performance, future forecasted profits and cash flows, and ability to draw down on its facilities, the Directors consider that the Group has adequate resources to continue in operational existence for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, the Directors are satisfied that it is appropriate to adopt the going concern basis in preparing the Company's and the Group's financial statements.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Basis of consolidation

The Group's financial statements include the financial statements of the company and all of its subsidiaries and the Group's interests in joint ventures and associates using the equity method of accounting.

Appendix 2 includes details of the Group's subsidiaries and associates and forms part of these financial statements.

New and Amended Standards and Interpretations Effective in the Year

Cloud Computing IFRIC and treatment of Intangibles and Costs

The recent IFRIC pronouncements (December 2020) outline that configuring or customising expenditure should be expensed unless the spend conveys access to new code or functionality which meets the definition of an intangible asset. The impact of applying the IFRIC adjustment has changed the way cloud computing costs associated with a Software as a Service (SaaS) cloud arrangement are accounted. In line with IAS 8 Accounting Policies, Change in Accounting Estimates and Errors, we have applied the impact of this change retrospectively, details of which can be seen in note 30.

The Interest Rate Benchmark Reform (Phase 2 – amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) was a notable change this year. The Group assessed the impact on the financial instruments recognised in the financial statements for the year ended 31 December 2021 and found no quantitative impact. The change in rates will further be assessed by management and will be incorporated in the Group's risk management framework.

Standards and Interpretations Issued and Amended but Not Yet Effective or Early Adopted

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the group. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Accounting for Subsidiaries, Joint Ventures and Associates

Subsidiaries are entities controlled by the Group. Control exists when the Group is exposed or has rights to variable returns from its involvement with the investee and has the ability to effect these returns through its power over the investee. In assessing control, potential voting rights that currently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the Group financial statements from the date that control commences until the date that control ceases.

Intragroup balances and any unrealised income and expenses arising from intragroup transactions are eliminated in preparing the Group financial statements. Unrealised gains arising from transactions with equity accounted joint ventures are eliminated against the investment to the extent of the Group's interest. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

Joint ventures are those entities where the rights are to share in the net assets and over whose activities the Group has joint control, established by contractual arrangement and requiring unanimous consent for strategic, financial and operational decisions. An associate is an enterprise over which the Group has significant influence, but not control, through participation in the financial and operating policy decisions of the investee.

Joint ventures and associates are included in the financial statements using the equity method of accounting, from the date that joint control and significant influence commence, until the date that joint control and significant influence cease. The Income Statement reflects in operating profit, the Group's share of profit after tax of its equity accounted investments. The Group's interest in the net assets of equity accounted investments is included in the Balance Sheet at an amount representing the Group's share of the fair value of the identifiable net assets at acquisition plus the Group's share of post-acquisition retained profits or losses and other comprehensive income less dividends received from the joint ventures and associates, goodwill arising on the investment and intercompany transactions that are eliminated.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

3. Significant accounting policies (continued)

Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

On acquisition of a business, all of the assets and liabilities of that business that exist at the date of acquisition are recorded at their fair values reflecting their condition at that date.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Transaction costs, other than those associated with the issue of debt or equity securities that the Group incurs in connection with completed business combinations are recognised in the income statement within highlighted items as incurred.

Where the consideration for the acquisition includes a deferred contingent consideration arrangement, this is measured at fair value at the acquisition date. Any subsequent changes to the fair value of the contingent consideration are adjusted against the cost of the acquisition if they occur within the measurement period of 12 months following the date of acquisition and relate to events and circumstances existing at acquisition. Any subsequent changes to the fair value of the contingent consideration for events and circumstances that did not exist at acquisition or after the measurement period are recognised in the income statement within highlighted items.

When share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards) and relate to past services, then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based value of the replacement awards compared with the market-based value of the acquiree's awards and the extent to which the replacement awards relate to past and/or future service.

Intangible Assets – Acquired

Intangible assets that are acquired by the Group in a business combination are stated at cost less accumulated amortisation and impairment losses, when separable or arising from contractual or other legal rights and when they can be measured reliably. Acquired intangible assets comprise separable corporate brand names, customer relationships and technology. Intangible assets are amortised systematically over their estimated useful lives, which vary from 6 months to 24 years depending on the nature of the asset. Amortisation is charged to the Income Statement on a straight-line basis over the estimated useful lives of the intangible assets. These intangible assets are reviewed for impairment in any periods in which events or changes in circumstances indicate the carrying value may not be recoverable.

Intangible Assets – Cloud Computing software

Cloud Computing Computer software and associated expenditure relating to cloud computing-based arrangements are those over which the Group does not have possession of the underlying software, but accesses on an as-needed basis. This right to receive access does not provide the Group with a software asset as clarified by IFRIC December 2020. The access to the software is a service that the Group receives over the contractual term and is expensed as incurred.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Intangible assets – Non-Cloud Computing software

Computer software (excluding cloud computing-based arrangements), including computer software which is not an integrated part of an item of computer hardware, is stated at cost less any accumulated amortisation and any accumulated impairment losses. Cost comprises purchase price and any other directly attributable costs. Computer software is recognised if it meets the following criteria:

- An asset can be separately identified;
- It is probable that the asset created will generate future economic benefits;
- The development cost of the asset can be measured reliably;
- It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- The cost of the asset can be measured reliably.

Costs relating to the development of computer software for internal use are capitalised once the recognition criteria outlined above are met. Computer software is amortised over its expected useful life, which ranges from 2 to 10 years, by charging equal instalments to the income statement from the date the assets are ready for use.

Initial Recognition and Measurement

An intangible asset is initially recognised at cost if:

- It is probable that future economic benefits that are attributable to the asset will flow to the entity; and,
- The cost of the asset can be measured reliably.

These criteria are most important in assessing the recognition of internally generated intangible assets. When an intangible asset is acquired in a business combination, these criteria are assumed to be met.

The cost of an internally generated intangible asset includes the directly attributable expenditure of preparing the asset for its intended use.

Subsequent Expenditure

Subsequent expenditure to add to, replace part of, or service an intangible asset is recognised as part of the cost of an intangible asset if an entity can demonstrate that the item meets:

- The definition of an intangible asset: and
- The general recognition criteria for intangible assets.

Property, plant and equipment

Property, plant and equipment are stated at their historical cost less accumulated depreciation and any recognised impairment losses. Depreciation is calculated, on a straight-line basis on cost less estimated residual value, to write property, plant and equipment off over their anticipated useful lives using the following annual rates:

Land and Buildings	
• Freehold land	Not depreciated
• Freehold buildings	2-7%
Motor vehicles	20-25%
Equipment, fixtures and fittings	10%–35%
Assets under construction	Not depreciated

Leasehold improvements are amortised over the shorter of the useful economic life or the period of the lease, from three to 15 years.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Property, plant and equipment (continued)

The residual value of assets, if not insignificant, and the useful life of assets are reassessed annually. Gains and losses on disposals are determined by comparing the consideration received with the carrying amount at the date of disposal and are included in operating profit.

Assets Held for Sale and Discontinued Operations

Non-current assets and disposal groups that are expected to be recovered primarily through sale rather than continuing use are classified as held for sale. These assets are shown in the Balance Sheet at the lower of their carrying amount and fair value less any disposal costs. Impairment losses on initial classification as assets held for sale and subsequent gains or losses on remeasurement are recognised in the Income Statement.

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale. When an operation is classified as a discontinued operation, the comparative statement of profit or loss and other comprehensive income is represented as if the operation had been discontinued from the start of the comparative year.

Goodwill

Goodwill arising in a business combination is recognised as an asset at the acquisition date.

Goodwill is measured as the excess of the fair value of the consideration, the amount of any non-controlling interest, and the fair value of any previously held interest in the acquiree over the net fair value of the identifiable assets and liabilities assumed. When the fair value of the identifiable assets and liabilities acquired exceeds the cost of the acquisition, the values are reassessed and any remaining gain is recognised immediately in the Income Statement. Goodwill is subsequently carried at cost less accumulated impairment losses. Goodwill is allocated to the cash generating units (CGUs) that are expected to benefit from the combination's synergies. This is the lowest level at which goodwill is monitored for internal management purposes.

Goodwill is not amortised but is reviewed for impairment annually and in any period in which events or changes in circumstances indicate the carrying value may not be recoverable. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and fair value less costs of disposal. Any impairment is recognised immediately as an expense in the Income Statement and is not subsequently reversed.

Where goodwill forms part of a CGU and part of the operation within that CGU is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal. The goodwill disposed of on a partial disposal of a CGU is measured on the basis of the relative values of the operation disposed of and the portion of the CGU retained.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Impairment of Non-Financial Assets

The carrying amounts of the Group's non-financial assets, other than inventories (which are carried at the lower of cost and net realisable value) and deferred tax assets (which are recognised based on recoverability), are reviewed on an annual basis to determine whether there is any indication of impairment. If such an indication exists, then the asset is tested for impairment.

The recoverable amount of a non-financial asset or CGU is the greater of its fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets (the CGU). An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount.

An impairment loss, other than in the case of goodwill, is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. All impairment losses are recognised in the Income Statement.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of a provision account. When a trade receivable is considered uncollectible, it is written off against the provision account. Subsequent recoveries of amounts previously written off are credited against the provision account. Changes in the carrying amount of the provision are recognised in the income statement.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Leasing

Group entities as a lessee

All leases are accounted for by recognising a right of use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Such leases are expensed to the Income Statement over the term of the lease.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, discounted using the rate inherent in the lease unless this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Incremental borrowing rates are calculated using a portfolio approach and are determined using observable inputs (corporate bond yields) based on the risk profile of the entity holding the lease, and the term and currency of the lease. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before the commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset

Subsequent to initial measurement, lease liabilities increase as a result of interest charged on the balance outstanding and are reduced for lease payments made. Right of use assets are amortised on a straight line basis over the remaining term of the lease or over the remaining economic life of the asset if this is determined to be shorter than the lease term.

The Group also assesses the right-of-use asset for impairment when such indicators exist.

When the estimate of the term of any lease is revised, for example due to reassessing the probability of exercising an extension or termination option, the carrying amount of the lease liability is adjusted to reflect the payments to be made over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is also revised when the variable element of future lease payments dependent on a rate or index is revised, except in this case the discount rate remains unchanged. In both cases an equivalent adjustment is made to the carrying value of the right of use asset, with the revised carrying amount being amortised over the remaining revised lease term.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification. If the renegotiation results in one or more additional assets being leased for an amount equal to the standalone price for the additional right of use assets obtained, the modification is accounted for as a separate lease in accordance with the above policy. In all other cases where the renegotiation increases the scope of the lease, the lease liability is remeasured using the discount rate applicable on the modification date, with the right of use asset being adjusted by the same amount. If the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right of use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right of use asset is adjusted by the same amount.

For contracts that include both a right to the Group to use an identified asset and require services to be provided to the Group by the lessor, the Group has elected to separate the non-lease components and exclude these from the lease liability calculations.

On the consolidated balance sheet, right-of-use assets and lease liabilities have been disclosed separately.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Work in progress

Work in progress is stated at the lower of cost and net realisable value and consists of third-party costs incurred on behalf of clients which have still to be recharged.

Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is based on the first in, first out principle and includes all expenditure which has been incurred in the normal course of business in bringing the products to their present location and condition. Net realisable value is the estimated selling price of inventory on hand in the ordinary course of business less all costs expected to be incurred in marketing, selling and distribution.

Revenue

Revenue is recognised for identified contracts with customers. Revenue comprises the fair value of the consideration receivable for goods and services sold to third party customers in the ordinary course of business. It excludes sales-based taxes and is net of allowances for volume-based rebates and early settlement discounts.

It is the Group's policy and customary business practice to receive a valid order from the customer in which each parties' rights and payment terms are established. The Group assesses revenue contracts to determine the transaction price and performance obligations to be delivered to customers under contract. The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. Where the contracts include multiple performance obligations, the transaction price is allocated to each performance obligation based on the stand-alone selling price. The Group's contracts with customers generally include a single performance obligation and do not contain multiple performance obligations or bundled pricing arrangements.

If the consideration in a revenue contract includes a variable amount (including volume rebates), the Group estimates the amount of

consideration to which it will be entitled in exchange for transferring the goods to the customer. Accumulated experience is used to estimate and provide for discounts and rebates, using the most likely amount estimation method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. Revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. In some of the Group's revenue contracts, the Group receives short-term advances from its customers. Using the practical expedient in IFRS 15, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

The Group recognises revenue as the amount of the transaction price expected to be received for goods and services supplied at a point in time or over time as the contractual performance obligations are satisfied and control passes to the customer. Revenue is recognised when a customer obtains control of a good or service and therefore has the ability to direct the use and obtain the benefits from the good or service. Revenue is recognised over time where (i) there is a continuous transfer of control to the customer; or (ii) there is no alternative use for any asset created and there is an enforceable right to payment for performance completed to date. Other revenue contracts are recognised at a point in time when control of the good or service transfers to the customer.

Where the contractual performance obligations are satisfied over time and revenue is recognised over time, the Group recognises revenue by reference to the estimated stage of completion of the performance obligations. Methods of estimating stage of completion of over time revenue contracts includes the input method of cost incurred to date over the estimated total cost to complete the revenue contract or number of hours worked at the agreed rate, subject to any fee cap, where applicable. Estimates of revenues, costs and stage of completion during the performance of a contract are revised where circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known. Where performance obligations are satisfied at a point in time, revenue is recognised when the risks and rewards of ownership have transferred to the customer. This is at the point where the product is delivered to the customer and there are no unfulfilled obligations that could affect the customer's acceptance of the product.

In the Group's contracts where another party is involved in providing goods or services to its customer, the Group determines whether it is a principal or an agent in these transactions by evaluating the nature of control over a specified good or service in delivery to the customer, including considering amongst other things, who has responsibility for the service. The Group is a principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer and where it is considered to have responsibility for the goods provided. In circumstances where this is not the case, the Group's role is

Notes to the Consolidated Financial Statements (continued)

as an agent and revenue is recognised at the net amount that it retains for its agency services. This is a critical judgement made.

2. Significant accounting policies (continued)

Dividends

Dividends are recognised as a distribution in the period in which they are approved by the Company's shareholders.

Foreign currencies

US Dollars is the functional and the presentational currency of the Group. Transactions denominated in foreign currencies are initially translated at the exchange rate prevalent at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange prevalent at the balance sheet date. Non-monetary assets and liabilities that are measured based on historical cost are not subsequently re-translated.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to US dollars at the foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated to US dollars at the average exchange rate for the financial period. Foreign exchange differences arising on translation of foreign operations, including those arising on long-term intra-Group loans deemed to be quasi-equity in nature, are recognised in Other Comprehensive Income and accumulated in the foreign currency translation reserve within Equity.

When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss and recognised in the consolidated income statement on disposal of the subsidiary to which they relate.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Hedge of Net Investment in Foreign Operation

Foreign currency differences arising on the retranslation of a financial liability designated as a hedge of a net investment in a foreign operation are recognised in Other Comprehensive Income to the extent that the hedge is effective and are presented within Equity in the foreign exchange translation reserve. To the extent that the hedge is ineffective, such differences are recognised in profit or loss. When the hedged part of a net investment is disposed of, the associated cumulative amount in equity is transferred to profit or loss as an adjustment to the profit or loss on disposal.

Financial Guarantee Contracts

Where the Group enters into financial guarantee contracts to guarantee the indebtedness of other parties, the Group considers these to be insurance arrangements and accounts for them as such. The Group treats the guarantee contract as a contingent liability until such time as it becomes probable that the Group will be required to make a payment under the guarantee.

Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the group will comply with all attached conditions. Grants that compensate the Group for expenses incurred are recognised in the Group Income Statement on a systematic basis in the same periods in which the related expenses are incurred and offset with the related expense. Grants that compensate the Group for the cost of an asset are recognised in the Group Income Statement as other income on a systematic basis over the useful life of the asset.

Share-based payments

The Group invited certain employees to become shareholders in its direct and indirect holding companies. The shares are offered at a price reflecting fair value on the date of issue and the terms and conditions attached to the shares. The difference between fair value paid and fair value was calculated using an option pricing model was accounted for as equity settled share-based payments and recognised in the income statement as an expense spread straight-line over the relevant vesting period if material.

Highlighted items

The Group presents highlighted items charged to profit before tax by making adjustments for costs and credits which management believe to be significant by virtue of their size, nature or incidence or which have a distortive effect on current year earnings. Refer to Appendix 1 Non-IFRS Measures. The Group uses these adjusted measures to evaluate performance.

Such items would include, but are not limited to, costs associated with business combinations and disposals, restructuring costs, investments in financial systems, impairment of goodwill and other intangible assets, and amortisation of intangible assets (excluding software) arising on business combinations.

In addition, the Group presents an adjusted profit after tax measure by making adjustments for certain tax charges and credits.

Finance Income and costs

Finance income comprises interest income on lease receivables and funds invested and, changes in the fair value of financial assets measured at fair value through profit or loss that are recognised in profit or loss. Interest income is recognised as it accrues in profit or loss, using the effective interest method. Finance costs comprises interest expense on borrowings and unwinding of the discount on provisions that are recognised in profit or loss. All borrowing costs are recognised in profit or loss using the effective interest rate method.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Pension Obligations

A defined contribution pension plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Income Statement as incurred.

A defined benefit plan is a post-employment plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior years, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income. The Group determines the net interest expense/(income) on the net benefit liability/(asset) for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the year to the then net benefit liability/(asset), taking into account any changes in the net defined benefit liability/(asset) during the year as a result of contributions and benefit payments. The discount rate applied is the yield at the balance sheet date on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations.

Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Taxation

Income tax expense comprises current and deferred tax. Tax is recognised in the income statement except where it relates to items taken directly to the consolidated statement of other comprehensive income or equity. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantially enacted by the balance sheet date and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- Where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date. Deferred tax assets and liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the Group to make a single net payment.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Cash and cash equivalents

Cash comprises cash on hand and balances with banks and similar institutions. Cash equivalents comprise bank deposits which are readily convertible to known amounts of cash and with a maturity of six months or less and are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

Trade and other receivables

Trade receivables and other receivables are measured initially at fair value, and subsequently measured at amortised cost using the effective interest rate method, less any provision for impairment.

The Group recognises a provision for impairment for trade receivables by applying the simplified approach permitted by IFRS 9 to apply a lifetime expected credit loss provision for trade receivables. Impairment losses on trade and other receivables are recognised in profit or loss. The approach to measuring the provision for impairment of trade receivables is outlined below.

Financial Instruments

Trade receivables and debt instruments issued are initially recognised when they are originated. All other financial instruments are recognised when the Group becomes a party to the contractual provisions. Financial assets and financial liabilities are initially recognised at fair value. For financial instruments that are not measured at fair value through profit or loss, transaction costs are included in the initial measurement of the financial asset or financial liability.

Financial assets are classified as measured at:

- Amortised cost;
- Fair value through profit or loss (P&L); or
- Fair value through other comprehensive income (OCI).

Financial assets are classified based on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are only reclassified between categories where there has been a change in the business model for managing those assets. Financial assets are derecognised when the Group's contractual rights to cash flows from the financial assets are extinguished, expire or transfer to a third party.

Financial liabilities are classified as measured at:

- Amortised cost; or
- Fair value through P&L.

Financial liabilities are derecognised when the Group's obligations in the contracts are discharged, expire or are terminated. Where a financial liability is modified such that the cash flows of the modified liability are substantially different, the existing financial liability is derecognised and a new financial liability based on the modified terms is recognised at fair value. On recognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid is recognised in profit or loss.

Interest-bearing loans and borrowings

Interest-bearing loans and borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing loans and borrowings, are stated at amortised cost with any difference between cost and redemption value being recognised in the Income Statement over the period of the borrowings using the effective interest rate method. The amortised cost calculation is revised when necessary to reflect changes in the expected cash flows and the expected life of the borrowings including the effects of the exercise of any prepayment, call or similar options.

Trade and other payables

Trade payables and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method, as set out above, with interest expense recognised on an effective yield basis.

Offsetting financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Segmental Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) who is responsible for allocating resources and assessing performance of the operating segments.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the amounts involved are material, provisions are determined by discounting the expected future cash flows at a pre-tax rate which reflects the current market assessment of the time value of money and, when appropriate, the risks specific to the liability. Where discounting is applied to provisions, the increase in the value of the provision due to the passage of time is recognised as a finance cost.

Acquisitions made by the Group typically involve an earn-out arrangement whereby the consideration payable includes a deferred element that is contingent on the future financial performance of the acquired entity. No material contingent consideration will become payable unless the acquired entity delivers revenues or profits during the earn-out period that are greater than those used for calculating the initial consideration. The provision for deferred contingent consideration is recorded at fair value, which is the present value of the amount expected to be paid in cash or shares. The provision represents the Directors' best estimate of future business performance based on internal business plans.

Certain acquisitions made by the Group include a put/call option to purchase the non-controlling interests' equity share at a future date, payable in either cash or a combination of cash and shares at the Company's option, which is contingent on the future financial performance of the acquired entity. The provision is recorded at fair value, which is the present value of the amount expected to be paid in cash or shares. The provision represents the Directors' best estimate of future business performance based on internal business plans.

Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

Where share capital recognised as equity is repurchased, the amount of the consideration paid, including directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented as a deduction from total equity.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Significant accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, the Directors are required to make judgements and assumptions about the future, based on historical experience and other factors which are considered to be relevant. The resulting accounting estimates will, by definition, seldom equal the related actual results.

(a) Highlighted items

In order to ensure comparability between the Group's results year-on-year, the Directors present certain large, unusual or one-off items separately in highlighted items, so that the reader of the financial statements can better understand the underlying performance of the business. The decision to present an item as highlighted is a judgement of the Directors and is reserved for items of an unusual or non-recurring nature that are outside of the ordinary course of business, or of such significant size such that they would materially distort the results of any particular period. The Directors consider it appropriate to present amortization of acquired intangibles as a highlighted item in each period because the value of intangible assets being amortised can vary considerably from period to period depending on the amount of acquisition activity undertaken by the Group and the remaining useful life of individual assets.

(b) Carrying value of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the procedures set out in Note 10. The recoverable amounts of cash-generating units have been determined based on value in use calculations. The value in use calculation requires the Directors to estimate the future cash flows expected to arise from each cash-generating unit. For each CGU, the forecast cash flows for the first five years are based on the 2022 financial budget approved by the Directors, adjusted based on past experience and historic trends. Growth rates in years two to five are based on management's medium-term forecasted revenue and operating margins for each of the businesses. After the initial five-year forecast period a long-term growth rate has been applied to the cash flow forecasts into perpetuity. This growth rate is based on an estimate of the long-term average growth rate for the market that each CGU operates in.

(c) Revenue recognition

Revenue is recognised over time where (i) there is a continuous transfer of control to the customer; or (ii) there is no alternative use for any asset created and there is an enforceable right to payment for performance completed to date. Determining the stage of completion of contracts to recognise revenue involves estimation techniques, particularly where the contract duration spans accounting periods.

The Group recognises revenue on projects based on the proportion of work completed at the balance sheet date.

Judgement is required in assessing the fair value of the proportion of work completed and hence the appropriate value of revenue to be recognised in the year. Management make this judgement using estimates of expected hours required to complete the project against the budget, alongside any milestones set out in the contract.

For fixed fee projects, revenue is only recognised once the final outcome can be assessed with reasonable certainty. The stage of completion is determined relative to the total number of hours or significant milestones expected to complete the work or provision of services as this reflects the satisfaction of the performance obligations within the contract.

(d) Retirement Benefit Obligations

The estimation of and accounting for retirement benefit obligations involves judgements made in conjunction with independent actuaries. The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis. These involve estimates about uncertain future events based on the environment in different countries, including life expectancy of scheme members, future salary and pension increases and inflation as well as discount rates. The assumptions used in determining the net cost (income) for pensions include the discount rate. The assumptions used by the Group and a sensitivity analysis of a change in these assumptions are described in Note 8.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Significant accounting judgements and key sources of estimation uncertainty (continued)

(e) Going concern

Judgement is required in performing the Group's going concern assessment as it requires estimates of forecast future profits and cash flows to be made in order to assess future covenant compliance over the forecast period which involves reviewing and stress testing cash flow forecasts to determine the scale of a scenario that would cause a breach of loan covenants. At the time of approving the financial statements, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future and are forecasting to remain in compliance with future covenant facility requirements. Accordingly, they continue to adopt the going concern basis of preparation in the financial statements.

(f) Valuation of separately identifiable intangible assets

To determine the value of separately identifiable intangible assets in a business combination, the Group is required to make judgements when utilising valuation methodologies.

These methodologies include the use of discounted cash flows, revenue forecasts and the estimates for the useful economic lives of intangible assets. There are significant judgements involved in assessing what amounts are recognised as the estimated fair value of assets and liabilities acquired through business combinations, particularly the amounts attributed to separate intangible assets such as brands and customer relationships. These judgements impact the amount of goodwill recognised on acquisitions.

Any provisional amounts are subsequently finalised within the 12-month measurement period, as permitted by IFRS 3. Details of acquisitions in the year are set out in Note 3.

(g) Income Tax Expense

The Group is subject to income tax in a number of jurisdictions, and significant judgement and degree of estimation is required in determining the worldwide provision for taxes. There are many transactions and calculations during the ordinary course of business, for which the ultimate tax determination is uncertain and the complexity of the tax treatment may be such that the final tax charge may not be determined until formal resolution has been concluded with the relevant tax authority which may take extended time periods to conclude. Also, the Group can be subject to uncertainties, including tax audits in any of the jurisdictions in which it operates, which are frequently complex taking many years to conclude. Amounts accrued for anticipated tax authority reviews are based on estimates of whether any additional amounts of tax may be due. Such estimates are determined based on a number of factors including management judgement, interpretation of relevant tax laws, correspondence with the tax authorities, advice from external tax professionals and a probability weighted expected value.

The ultimate tax charge may, therefore, be different from that which initially is reflected in the Group's consolidated tax charge and provision and any such differences could have a material impact on the Group's income tax charge and consequently financial performance. Where the final tax charge is different from the amounts that were initially recorded, such differences are recognised in the income tax provision in the period in which such determination is made.

(h) Provisions

The amounts recognised as a provision are management's best estimate of the expenditure required to settle present obligations at the balance sheet date. The outcome depends on future events which are by their nature uncertain. In assessing the likely outcome, management bases its assessment on historical experience and other factors that are believed to be reasonable in the circumstances.

Deferred and contingent consideration and redemption liabilities are recognised in the Group Balance Sheet as provisions. The expected payment is determined separately in respect of each individual consideration agreement taking into consideration the expected level of profitability of each acquisition. Deferred and contingent consideration and redemption liabilities are recognised at fair value at the acquisition date and included in the costs of the acquisition. Values are based on earn-out agreements providing for future payment if certain profit and revenue (if applicable) targets of the acquiree are achieved. The fair value is estimated using an income-based approach of estimating the expected payment from forecasts of performance of acquired businesses and discounting the expected payment on the consideration to present value using an appropriate discount rate.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

2. Significant accounting policies (continued)

Significant accounting judgements and key sources of estimation uncertainty (continued)

(i) Leases

Judgement is used in determining whether an extension or termination option will be exercised. Extension options and periods after termination options are only included in the lease term if the lease is reasonably certain to be extended or not terminated. All facts and circumstances that create an incentive to exercise an extension option or to not exercise a termination option are considered, including:

- If there are significant penalties to terminate a lease, the Group is typically reasonably certain to not terminate the lease.
- If the rental terms are favourable to current market terms, the Group is typically reasonably certain to extend the lease, or to not exercise a termination option.
- If leasehold improvement assets are considered to have a significant remaining value, the Group is typically reasonably certain to extend the lease, or to not terminate the lease.

Other factors considered in determining whether a lease extension option or lease termination option will be exercised include historical lease durations, the availability of alternative similar properties in the market, and the costs and business disruption to replace the leased asset. The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the Group.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

3. Acquisitions

UDG

On 16 August 2021, the Group acquired 100% of the share capital of UDG Healthcare plc (UDG), a global leader in healthcare advisory, communications, commercial, clinical and packaging services. The acquisition has increased the Group's market share in this industry and complements the group's divisions. UDG was organised and managed across two divisions: Ashfield and Sharp and employed 9,000 people in 29 countries. The Sharp division was subsequently disposed of as per Note 28. Acquisition accounting has been performed in accordance with IFRS 3 (revised) Business Combinations.

UDG has contributed $408.0 million to revenue and $111.3 million to loss for the period between the date of acquisition and 31 December 2021. If the acquisition of UDG had been completed on the first day of the financial year, Group revenue for the year would have been $1,772.4 million and Group loss would have been $57.2 million. Note these numbers exclude amounts in relation to Sharp which was separated on 31 December 2021 and has been accounted for as a discontinued operation in line with IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations.

MedEvoke

On 18 June 2021, the Group acquired 100% of Medisys Health Communications, LLC through indirect interests (MedEvoke). Acquisition accounting has been performed in accordance with IFRS 3 (revised) Business Combinations.

MedEvoke has contributed $5.8 million to revenue and $2.5 million to profit for the period between the date of acquisition and 31 December 2021. If the acquisition of MedEvoke had been completed on the first day of the financial year, Group revenue for the year would have been $1,173.4 million and Group loss would have been $328.4 million.

The provisional fair values of the net assets at the date of acquisition were as follows:

	MedEvoke	UDG	Total
	$000	$000	$000
Customer relationships	1,769	1,331,000	**1,332,769**
Brands	1,520	425,000	**426,520**
Computer software	-	9,745	**9,745**
Other intangible assets arising on acquisition	-	6,200	**6,200**
Property, plant and equipment	61	273,784	**273,845**
Right-of-use assets	-	81,372	**81,372**
Investments in joint ventures and associates	-	84,328	**84,328**
Deferred tax assets	-	16,029	**16,029**
Trade and other receivables	1,807	352,709	**354,516**
Cash and cash equivalents	2,241	116,036	**118,277**
Current income tax assets	-	7,801	**7,801**
Trade and other payables	(7,423)	(278,660)	**(286,083)**
Provisions	-	(108,727)	**(108,727)**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

3. Acquisitions (continued)

Deferred tax liabilities	-	(372,874)	**(372,874)**
Post-employment benefit assets	-	12,043	**12,043**
Inventory	-	29,929	**29,929**
Lease liabilities	-	(97,242)	**(97,242)**
Current income tax liabilities	-	(10,000)	**(10,000)**
Net identifiable assets acquired	(25)	1,878,473	**1,878,448**
Provisional goodwill arising on acquisition	19,015	2,116,527	**2,135,542**
Net assets acquired	18,990	3,995,000	**4,013,990**
Discharged by:			
Cash consideration	15,549	3,995,000	**4,010,549**
Deferred contingent consideration	3,441	-	**3,441**
Total consideration	18,990	3,995,000	**4,013,990**
Net cash outflow arising on acquisition:			
Cash consideration	15,549	3,995,000	**4,010,549**
Cash and cash equivalents acquired	(2,241)	(116,036)	**(118,277)**
	13,308	3,878,964	**3,892,272**

Goodwill is attributable to the future economic benefits arising from assets which are not capable of being individually identified and separately recognised. The significant factors giving rise to the goodwill include the value of the workforce and management teams within the business acquired, the enhancement of the competitive position of the Group in the marketplace and the strategic premium paid by Hunter Holdco 3 Limited to create the combined Group.

The deferred contingent consideration on MedEvoke is payable to the sellers during the 2022 financial year and is based on MedEvoke's 2021 financial performance. The fair value of contingent consideration recognised at the date of acquisition is calculated by discounting the expected future payments to present value at the acquisition date. For contingent consideration to become payable, the pre-defined profit thresholds must be achieved by the acquired business. On an undiscounted basis, the future payments for which the Group may be liable in respect of the current year acquisitions range from $nil to $3.4million.

Acquisition-related costs of $83.4 million were incurred for acquisitions completed in 2021 and these are included within highlighted items in the consolidated income statement. MedEvoke forms part of the Marketing operating segment and the operating segments disclosed in Note 4 have been updated to include the entities within the UDG Ashfield division.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

4. Segmental analysis

Segmental information is presented in respect of the Group's operating segments and geographical regions. The operating segments are based on the Group's management and internal reporting structure. Inter-segment pricing is determined on an arm's length basis. Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Due to the nature of certain liabilities and assets, which are not segment specific, they have not been allocated to a segment but rather have been disclosed in aggregate immediately after the relevant segment note.

The Group's operations are divided into the following operating segments:

- Marketing
- Medical
- Advisory
- Engage
- Communications

These divisions are the basis on which information is reported to the Group's Chief Operating Decision Maker, which has been determined to be the Group's Board of Directors. The segment result is the measure used for the purposes of performance assessment and represents profit earned by each segment, but before highlighted operating expenses, net finance costs and taxation.

Details of the types of services from which each segment derives its revenues are included within the Strategic Report. The accounting policies applied in preparing the management information for each of the reportable segments are the same as the Group's accounting policies described in Note 2.

Geographical Analysis

The Group operates in four principal geographical regions being North America, the United Kingdom, Europe and the Rest of World. In presenting information on the basis of geographical segment, segment revenue is based on the geographical location of the Group's subsidiaries. Segment assets are based on the geographical location of the assets. Inter-segment revenue is not material and thus not subject to disclosure.

Revenue and operating profit before highlighted items

	Marketing	Medical	Advisory	Engage	Communica-tions	Total
Year ended 31 December 2021	$000	$000	$000	$000	$000	$000
North America	**304,946**	**141,831**	**65,653**	**167,870**	**3,821**	**684,121**
United Kingdom	**38,728**	**130,445**	**5,304**	**81,187**	**73,302**	**328,966**
Europe	**-**	**15,549**	**4,694**	**48,711**	**54,123**	**123,077**
Rest of the World	**-**	**5,141**	**9,427**	**861**	**19,417**	**34,846**
Segment revenue	**343,674**	**292,966**	**85,078**	**298,629**	**150,663**	**1,171,010**
Segment operating profit before highlighted items*	**67,493**	**79,442**	**14,778**	**27,202**	**17,667**	**206,582**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

4. Segmental analysis (continued)

	Marketing	Medical	Immersive	Communications	Total
Period ended 31 December 2020 (restated)	$000	$000	$000	$000	$000
North America	143,394	26,417	20,019	2,315	192,145
United Kingdom	13,165	13,842	17,099	37,299	81,405
Europe	-	10,386	-	27,381	37,767
Rest of the World	-	1,318	-	10,764	12,082
Segment revenue	156,559	51,963	37,118	77,759	323,399
Segment operating profit before highlighted items*	31,444	17,461	2,680	5,794	57,379

**Highlighted items are not presented to the Board on a segmental basis.*

A reconciliation of segment operating profit before highlighted items to total loss before tax is provided below.

	Notes	**2021**	2020
		$000	$000
Segment operating profit before highlighted items		**206,582**	57,379
Central costs		**(25,199)**	(7,449)
Operating profit before highlighted items		**181,383**	49,930
Highlighted items in operating profit	6	**(267,371)**	(77,872)
Operating loss		**(85,988)**	(27,942)
Net finance costs	7	**(105,444)**	(28,685)
Loss before tax		**(191,432)**	(56,627)

Central costs comprise central head office costs which are not considered attributable to any segment.

Segmental Assets and Liabilities

The table below presents segmental non-current assets by geographical origin. Non-current assets exclude deferred tax assets:

	2021	2020 (restated)
	$000	$000
Non-current assets		
United Kingdom	**1,152,106**	485,210
Europe	**480,462**	632,326
North America	**2,529,263**	118,144
Rest of the World	**105,681**	16,782
Total non-current assets	**4,267,512**	1,252,462

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

4. Segmental analysis (continued)

Year ended 31 December 2021	Marketing $000	Medical $000	Advisory $000	Engage $000	Communications $000	Centre $000	Total $000
Non-current assets	**987,589**	**1,179,556**	**1,026,229**	**909,794**	**93,536**	**70,808**	**4,267,512**
Current assets	**86,450**	**165,719**	**95,545**	**188,268**	**42,895**	**89,958**	**668,835**
Current liabilities	**(72,506)**	**(130,381)**	**(59,474)**	**(173,020)**	**(42,829)**	**(197,915)**	**(676,125)**
Non-current liabilities	**(42,590)**	**(31,939)**	**(3,925)**	**(20,405)**	**(7,399)**	**(46,126)**	**(152,384)**
	958,943	**1,182,955**	**1,058,375**	**904,637**	**86,203**	**(83,275)**	**4,107,838**
Deferred tax asset							**-**
Non-current borrowings							**(2,224,934)**
Deferred tax liabilities							**(293,488)**
Net assets							**1,589,416**

Period ended 31 December 2020	Marketing $000	Medical $000	Engage $000	Communications $000	Centre $000	Total $000
Non-current assets	1,157,015	34,391	12,667	15,610	32,779	1,252,462
Current assets	60,657	175,896	25,778	38,659	19,359	320,349
Current liabilities	(76,963)	(138,160)	(48,200)	(31,395)	(30,151)	(324,869)
Noncurrent liabilities	(28,966)	(32,059)	(5,102)	(14,324)	(32,707)	(113,158)
	1,111,743	40,068	(14,857)	8,550	(10,720)	1,134,784
Non-current assets held for sale						897
Deferred tax asset						5
Non-current borrowings						(600,666)
Deferred tax liabilities						(78,895)
Net assets						456,125

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

5. Operating loss

Operating loss is stated after charging/(crediting):

	Note	2021 $000	2020 $000
Auditors' remuneration		**1,134**	1,694
Depreciation of owned property, plant and equipment	11	**8,593**	2,883
Depreciation for right-of-use assets under IFRS 16	12	**19,183**	6,786
Amortisation of intangible assets (software development)	10	**1,172**	250
Loss on disposal of property, plant and equipment		**62**	2
Net foreign exchange (gain)/loss		**(1,406)**	1,067
Lease rentals on short-term and low-value leases arising under IFRS 16		**6,413**	1,198
Sub-let income		**(556)**	(91)
Employee costs	8	**576,575**	148,472

Auditors' remuneration	**2021 $000**	**2020 $000**
Fees payable to the Company's auditors for the statutory audit of the Company and consolidated annual financial statements	**1,574**	642
Fees payable to the Company's auditors and their associates for other services:		
Audit-related assurance services	**32**	31
Audit of the financial statements of the Company's subsidiaries	**-**	10
Other assurance services	**2,707**	1,011
Total other services	**2,739**	1,052
Total auditors' remuneration included in operating expenses	**1,134**	683
Total auditors' remuneration included in highlighted items	**3,179**	1,011

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

6. Highlighted items

Highlighted items charged and credited to profit for the year comprise significant non-cash charges and non-recurring items.

	Note	2021 $000	2020 $000
Reported loss before tax		**(191,434)**	(56,627)
Highlighted items charged to operating expenses:			
Amortisation of acquired intangible assets	10	**62,726**	13,834
Acquisition and transaction-related costs		**159,647**	37,425
Remeasurement of deferred consideration and redemption liabilities	18	**21,772**	18,558
Property		**11,623**	3,838
Restructuring		**11,162**	3,702
Investment in financial systems		**2,816**	-
Disposal-related (income)/expense		**(2,375)**	515
Total highlighted items charged to operating expenses		**267,371**	77,872
Highlighted items charged to finance costs:			
Imputed interest on deferred consideration and redemption liability	7	**4,912**	2,406
Total highlighted items charged to loss before tax		**272,283**	80,278
Adjusted profit before tax and highlighted items		**80,849**	23,651

		2021 $000	2020 $000
Total highlighted items charged to loss before tax		**272,283**	80,278
Taxation credit on highlighted items - continuing	9	**(21,455)**	(6,161)
Charged to loss for the year		**250,828**	74,117

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

6. Highlighted items (continued)

The Group presents highlighted items charged and credited to loss before tax by adjusting for costs and credits which management believe to be significant by virtue of their size, nature or incidence. The Group uses these adjusted measures to evaluate performance and as a method to provide shareholders with clear and consistent reporting.

Amortisation of acquired intangible assets
Intangible assets arising on business combinations are amortised systematically over their estimated useful lives, which vary from 6 months to 24 years depending on the nature of the asset. The amortisation charge in respect of intangible assets (excluding software) is excluded from adjusted results as they relate to historic business combinations rather than normal ongoing operations.

Acquisition and transaction-related costs
In 2021 costs were incurred relating to the acquisition of subsidiaries UDG and MedEvoke. These costs are excluded from adjusted results as they are one-off in nature.

Remeasurement of deferred consideration and redemption liability
Following review of expected performance of acquired business against earn-out targets and subsequent remeasurement of the fair value of redemption liabilities, there was an increase in the fair value deferred contingent consideration and redemption liabilities. These charges are excluded from adjusted results as they relate to historic business combinations rather than ongoing operations.

Property
Property costs relate to costs associated with property consolidations across the Group, impairments and provisions for costs associated with vacant offices. These costs are excluded from adjusted results as they are one-off in nature.

Restructuring
Restructuring costs include severance payments and compensation for loss of office which have occurred on Group integration activities, as well as other costs incurred in consolidating new acquisitions into the Group.

Disposal-related expense
Disposal-related income and expenses relate to expenses incurred on the disposals of subsidiaries, including adjustments for recycled foreign currency translation reserves. The net outcome has been excluded from adjusted results as it does not relate to ongoing operations. In 2021 the Group disposed of the investment in Magir Limited, resulting in a profit of $2.1 million.

Imputed interest on deferred contingent consideration and redemption liability
Amounts payable as deferred contingent consideration and the redemption liability contain a significant financing component. This represents the unwinding of the financing component.

Investment in financial systems
Investment in financial systems relate to costs associated with the implementation of Oracle Fusion and Financial Force across our Ashfield businesses.

Taxation
The tax related to highlighted items is the tax effect of the items above.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

7. Finance costs and income

	Note	2021 $000	2020 $000
Bank interest payable		**94,676**	22,682
Interest on lease liabilities under IFRS 16	12	**6,976**	3,793
Finance costs recognised in highlighted items			
Imputed interest on deferred consideration and redemption liability	18	**4,912**	2,406
Finance costs relating to continuing operations		**106,564**	28,881
Bank interest receivable		**(69)**	-
Net finance income on defined benefits plan		**(18)**	-
Other interest receivable		**(1,033)**	(196)
Finance income relating to continuing operations		**(1,120)**	(196)
Net finance costs relating to continuing operations		**105,444**	28,685
Net finance costs relating to discontinued operations		**512**	-

The increase in bank interest payable reflects the debt restructuring during 2021, refer to Note 21 for further detail.

8. Employee information

The monthly average number of employees during the period was:	2021 Number	2020 Number
Marketing	**912**	629
Medical	**1,555**	460
Advisory	**258**	-
Engage	**2079**	422
Communications	**760**	733
Centre	**57**	26
Discontinued operations	**655**	-
Total	**6,276**	2,270

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

8. Employee information (continued)

The aggregate employee costs recognised in the Consolidated Income Statement are as follows:

	2021	2020
	$000	$000
Employee costs of all employees including Directors:		
Wages and salaries	**518,440**	133,133
Social security costs	**46,175**	11,581
Pension costs – defined contribution schemes	**11,960**	3,758
Total employee costs included in operating expenses	**576,575**	148,472
Employee costs included within highlighted items:		
Termination benefits	**9,732**	3,166
Total employee costs included within highlighted items	**9,732**	3,166
Total employee costs included in income statement	**586,307**	151,638

	2021	2020
	$000	$000
Emoluments of Directors holding office during 2021	**6,967**	194
Number of Directors holding office during 2021 accruing benefits under:		
Defined contribution schemes	3	2

The highest paid Director holding office at 31 December 2021 received remuneration of $2.5 million.

The Company did not contribute to a defined contribution pension scheme in respect of the highest paid Director.

Certain directors are not remunerated for services provided to this Company.

The Group makes contributions to employees' personal defined contribution plans and within discontinued operations contributed to a defined benefit pension plan ($1.6 million).

(i) Defined Contribution Schemes

The Group contributed to a number of defined contribution schemes during the year, the assets of which are vested in independent trustees for the benefit of members and their dependents.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

8. Employee information (continued)

(ii) Defined Benefit Schemes

Note that defined benefit schemes were not part of the Group in the prior year and reflect the UDG legacy schemes acquired in 2021, hence prior year comparatives are not applicable for the following tables.

The following amount was recognised on the Balance Sheet of the Group in respect of the employee benefit schemes at 31 December:

	2021 $000
Employee Benefits	**5,962**

The Group operates a number of defined benefit schemes at 31 December

	2021 $000
United States defined benefit scheme (US scheme) *	**-**
Republic of Ireland defined benefit schemes (ROI schemes)	**5,962**
Net surplus	**5,962**

* This scheme relates to Sharp which was disposed of on 31 December 2021.

On 16 August 2021, the Group completed the acquisition of UDG. On acquisition, the responsibility for future funding obligations for the ROI schemes and US scheme remained with the UDG. The pension accruals under the ROI schemes ceased on 31 December 2015.

On 31 December 2021, the Group completed of the Sharp disposal and future funding obligations of the US scheme ceased to be the responsibility of the Group.

The defined benefit schemes operated by the Group are funded by the payment of contributions to separately administered trust funds. The contributions to the schemes are determined with the advice of independent qualified actuaries obtained at regular intervals using the projected unit method of funding. Each defined benefit scheme is independently funded and the assets are vested in the independent trustees for the benefit of members and their dependants. The valuations are not available for public inspection but the results are advised to members of the schemes. The most recent full actuarial valuations for the principal scheme were conducted at 31 December 2020 for the ROI schemes. Assumed medical costs are not a component of the pension obligations of any of the Group's pension obligations.

The principal long-term financial assumptions used by the Group's actuaries in the computation of the defined benefit liabilities arising on pension schemes at 31 December are as follows:

	ROI 2021
Increase in salaries	**n/a**
Increase in pensions	**0-2.00 %**
Inflation rate	**2.00 %**
Discount rate	**1.15 %**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

8. Employee information (continued)

The ROI schemes have a remeasurement loss of $1.2 million in the current period resulting from updates to mortality assumptions (increasing liabilities) following the recent triennial valuation for the plans, experience losses, loss on assets, partially offset by an actuarial gain on liabilities. In the ROI schemes, there is no longer a salary increase assumption due to the accrual of pension benefit ceasing from 1 December 2015.

All schemes used certain mortality rate assumptions when calculating scheme obligations. These are based on advice from published statistics and experience in the geographic region. These assumptions will continue to be monitored in light of general trends in mortality experience. The average life expectancy of a pensioner at age 65, in years, is as follows:

	ROI 2021
Current pensioners	
Male	**23.4**
Female	**25.3**
Future pensioners	
Male	**25.1**
Female	**27.0**

The market value of the assets in the pension schemes at 31 December 2021 were:

	%	**ROI 2021 $000**
Bonds:		
– Government	**78**	**30,666**
Cash	**22**	**8,871**
Fair value of scheme assets	**100**	**39,537**
Present value of scheme obligations		**(33,575)**
Employee benefits asset		**5,962**
Deferred income tax liability		**(1,345)**
Net asset		**4,617**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

8. Employee information (continued)

Movements in Fair Value of Plan Assets

	ROI 2021 $000	U.S*. 2021 $000	Total 2021 $000
At 1 January 2021	-	-	-
Arising on acquisition	41,180	38,578	79,758
Interest income on plan assets	128	331	459
Employer contributions	345	-	345
Benefit payments	(368)	(462)	(830)
Return on plan assets excluding interest income	(69)	(88)	(157)
Disposal of subsidiaries	-	(38,359)	(38,359)
Translation adjustment	(1,679)	-	(1,679)
At 31 December 2021	39,537	-	39,537

* This scheme relates to Sharp which was disposed of on 31 December 2021.

Movements in Present Value of Defined Benefit Obligations

	ROI 2021 $000	U.S*. 2021 $000	Total 2021 $000
At 1 January 2021	-	-	-
Arising on acquisition	34,120	33,595	67,715
Current service costs	-	1,556	1,556
Interest on scheme obligations	110	294	404
Benefit payments	(368)	(462)	(830)
Remeasurement loss/(gain)	520	(1)	519
Effect of changes in actuarial assumptions	604	(174)	430
Disposal of subsidiaries	-	(34,808)	(34,808)
Translation adjustment	(1,411)	-	(1,411)
At 31 December 2021	33,575	-	33,575

* This scheme relates to Sharp which was disposed of on 31 December 2021.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

8. Employee information (continued)

The remeasurement loss on the plan assets and present value of the defined benefit obligation are as follows:

	2021 $000
Return on plan assets excluding interest income	**(157)**
Remeasurement loss on experience variations	**(519)**
Effect of changes in actuarial assumptions:	
– Changes in demographic assumptions	**(1,456)**
– Changes in financial assumptions	**1,028**
Loss included in Group Statement of Comprehensive Income	**(1,104)**

Defined Benefit Pension Credit/(Expense) recognised in the Income Statement

The employee benefit credit/(expense) is analysed as:

	ROI 2021 $000	US 2021 $000	Total 2021 $000
Current service costs	**-**	**(1,556)**	**(1,556)**
Interest cost on scheme obligations	**(110)**	**(294)**	**(404)**
Interest income on scheme assets	**128**	**331**	**459**
	18	**(1,519)**	**(1,501)**

	Total 2021 $000
Continuing operations	**18**
Discontinued operations	**(1,519)**
	(1,501)

Accrual of pension benefits within the ROI schemes ceased with effect from 31 December 2015.

The tax effect relating to these items is disclosed in Note 9.

The expected employer’s contribution for the year ended 31 December 2022 is $Nil.

Expected Maturity Analysis of Undiscounted Pension Benefits

	Less than 1 year $’000	Between 1–2 years $’000	Between 2–5 years $’000	Over 5 years $’000	Total $’000
At 31 December 2021 (ROI schemes)	**898**	**940**	**3,096**	**5,776**	**10,710**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

8. Employee information (continued)

Sensitivity Analysis for Principal Assumptions Used to Measure Scheme Liabilities

There are inherent uncertainties surrounding the financial assumptions adopted in calculating the actuarial valuation of the Group's defined benefit pension schemes. The following table analyses, for the Group's pension schemes, the estimated impact on plan obligations resulting from changes to key actuarial assumptions, whilst holding all other assumptions constant. The impact on the defined benefit obligation at 31 December 2021 is calculated on the basis that only one assumption is changed with all other assumptions remaining unchanged. The assessment of the sensitivity analysis below could therefore be limited as a change in one assumption may not occur in isolation as assumptions may be correlated.

Assumption	Change in assumption	Impact on ROI plan liabilities
Discount rate	Increase/Decrease by 0.25%	↓↑ by 4.5%
Price inflation	Increase/Decrease by 0.25%	↑↓ by 1.8%
Mortality	Increase by one year	↑ by 3.7%

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

9. Taxation expense/(credit)

	2021 $000	2020 $000
Consolidated income statement		
Current tax		
Current year	**143,552**	5,195
Adjustments in respect of prior years	**(3,289)**	-
Current tax expense	**140,263**	5,195
Deferred tax		
Current year	**(31,889)**	(6,618)
Impact of changes in statutory tax rates	**10,722**	-
Adjustments in respect of prior years	**78**	-
Deferred tax expense	**(21,089)**	(6,618)
Income tax expense	**119,174**	(1,423)

The charge for the year can be reconciled to the loss per the income statement as follows:

	2021 $000	2020 $000
Loss before tax – continuing operations	**(191,432)**	(56,627)
Loss before tax – discontinued operations	**(18,654)**	-
Total	**(210,086)**	(56,627)
Notional income tax expense at the effective UK statutory rate of 19% on profit before tax	**(39,917)**	(10,759)
Permanent differences	**23,070**	8,441
Profit on sale of subsidiaries	**117,508**	-
Different tax rates on overseas profits	**6,998**	835
Impact of changes in statutory tax rates	**10,722**	(178)
Unrelieved current year tax losses not recognised	**4,320**	238
Utilisation of tax losses	**(469)**	-
Adjustments in respect of prior years	**(3,210)**	-
Tax on Associates and Joint Ventures	**118**	-
Other timing items not recognised	**34**	-
Income tax expense/(credit)	**119,174**	(1,423)

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

9. Taxation expense/(credit) (continued)

	2021 $000	2020 $000
Comprising:		
Income tax charge on profit before tax and highlighted items	**16,029**	4,738
Income tax expense/(credit) on highlighted items	**103,145**	(6,161)
Comprising:		
Loss from continuing operations	**(2,873)**	(1,423)
Loss from discontinued operations	**122,047**	

The income tax expense for the year is based on the United Kingdom effective statutory rate of corporation tax of 19.0%. Overseas tax is calculated at the rates prevailing in the respective jurisdictions.

Permanent Differences arise mainly from Highlighted Items that are not tax deductible.

Profit of the Sale of Subsidiaries reflects the tax impact from the disposal of the Sharp division on 31 December 2021.

In addition to the amount charged to the income statement, the following amounts relating to tax have been recognised in other comprehensive income and expense and directly in equity:

	2021 $000	2020 $000
Other comprehensive (income)/expense current tax credit		
Currency translation differences	**522**	160
Deferred tax (credit)/expense		
Other expense/(credit)	**-**	350
Defined benefit pension	**(250)**	-
Tax credit recognised in other comprehensive income and expense	**272**	510

The calculation of the Group's total tax charge involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority. At 31 December 2021, the Group had recognised provisions of $11.4 million in respect of such uncertain tax positions (2020 – $3.4 million) presented as current tax liabilities or as reductions in current tax assets. Whilst the ultimate liability for such matters may vary from the amounts provided and is dependent upon the outcome of agreements with the relevant tax authorities, or litigation where appropriate, the Group continues to consider that it has made appropriate provision for periods which are open and not yet agreed by the tax authorities.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

10. Intangible assets and goodwill

	Note	Brands $000	Customer relationships $000	Goodwill $000	Other $000	Software development costs $000	Total $000
Net book value							
At incorporation		-	-	-	-	-	-
Acquisitions		154,390	364,135	600,972	-	4,469	1,123,966
Additions		-	-	-	-	867	867
Amortisation charge		(4,328)	(9,506)	-	-	(250)	(14,084)
Exchange differences		3,617	11,514	15,246	-	40	30,417
At 31 December 2020							
Cost		158,007	375,649	616,218	-	5,376	1,155,250
Accumulated Depreciation		(4,328)	(9,506)	-	-	(250)	(14,084)
Net book value at 31 December 2020		153,679	366,143	616,218	-	5,126	1,141,166
Impact of prior year restatement (note 30)		-	-	-	-	(840)	(840)
As at 1 January 2021 (restated)		**153,679**	**366,143**	**616,218**	**-**	**4,286**	**1,140,326**
Acquisitions	3	**426,520**	**1,332,769**	**2,135,542**	**6,200**	**9,745**	**3,910,776**
Additions		**-**	**-**	**-**	**-**	**280**	**280**
Amortisation charge – continuing operations	5,6	**(20,114)**	**(41,872)**	**-**	**(740)**	**(1,172)**	**(63,898)**
Amortisation charge – discontinued operations		**(3,090)**	**(4,520)**	**-**	**-**	**(639)**	**(8,249)**
Disposal of subsidiaries	28	**(161,910)**	**(279,480)**	**(474,652)**	**-**	**(6,504)**	**(922,546)**
Write-offs	26(a)	**-**	**-**	**-**	**-**	**(809)**	**(809)**
Exchange differences		**(1,052)**	**(4,201)**	**(5,677)**	**-**	**(311)**	**(11,241)**
At 31 December 2021							
Cost		**418,444**	**1,420,109**	**2,271,431**	**6,200**	**12,265**	**4,128,449**
Accumulated amortisation		**(24,411)**	**(51,270)**	**-**	**(740)**	**(7,389)**	**(83,810)**
Net book value at 31 December 2021		**394,033**	**1,368,839**	**2,271,431**	**5,460**	**4,876**	**4,044,639**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

10. Intangible assets and goodwill (continued)

Impairment testing for cash-generating units containing goodwill

Goodwill arises on acquisitions. The goodwill acquired during the year relates to the acquisition of UDG and MedEvoke (Note 3).

Goodwill acquired through business combinations has been allocated to CGUs for the purpose of impairment testing. The CGUs represent the lowest level within the Group at which associated goodwill is monitored for management purposes and are not bigger than the segments determined in accordance with IFRS 8 Operating Segments. Significant under-performance in any of the Group's major CGUs may give rise to a material write-down of goodwill which would have a substantial impact on the Group's income and equity. Following the acquisition of UDG, there are a total of five (2020: four) CGUs identified. The carrying value of goodwill by CGU is as follows:

	2021	2020
	$000	$000
Marketing	**482,277**	140,667
Medical	**718,230**	398,539
Engage	**299,792**	32,159
Communications	**43,730**	44,853
Advisory	**727,402**	-
Total	**2,271,431**	616,218

Impairment Testing of CGUs Containing Goodwill

The Group tests goodwill for impairment on an annual basis or more frequently if there is an indication that the goodwill may be impaired. This testing involves determining the CGU's value in use and comparing this to the carrying amount of the CGU. Where the value in use exceeds the carrying value of the CGU, the asset is not impaired, but where the carrying amount exceeds the value in use, an impairment loss is recognised to reduce the carrying amount of the CGU to its value in use. Estimates of value in use are key judgmental estimates in the financial statements. A number of key assumptions have been made as a basis for the impairment tests. In each case, these key assumptions have been made by management reflecting past experience and are consistent with relevant external sources of information.

Value in Use Calculations

Where a value in use approach is used to assess the recoverable amount of the CGU, calculations use pre-tax cash flow projections based on financial budgets and projections covering a five-year period. The cash flow forecasts used for the value in use computations exclude incremental profits and other cash flows derived from planned acquisition activities.

For individual CGUs, the cash flow forecasts for the first five years are based on the 2022 financial budget approved by the Directors, adjusted based on past experience and historic trends. Growth rates in years two to five are based on management's medium-term forecasted revenue and operating margins for each of the businesses.

After the initial five-year forecast period, a long-term growth rate between 1.5% and 2.5% has been applied to the cash flow forecasts into perpetuity. This growth rate is based on an estimate of the long-term average growth rate for the market that each CGU operates in.

The value in use of each CGU is calculated using a post-tax discount rate. The post-tax discount rate applied to all CGUs is 7.4%. The determination of a post-tax discount rates has a stronger basis in corporate finance as market-based inputs into the cost of equity are after-tax (return to equity holders if after tax).

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

10. Intangible assets and goodwill (continued)

Impairment

There was no impairment charge arising from the Group's annual goodwill impairment test.

Sensitivity to changes in assumptions

In assessing the value in use of a CGU, the forecast future cash flows are inherently uncertain and could change materially over time due to the impact of market growth, discount rates and unexpected changes in key clients and personnel.

The Board has considered various alternative performance scenarios for all CGUs, including sensitising all of the key assumptions noted above, and has not identified any reasonably possible changes which would give rise to an impairment.

The value-in-use of the Advisory CGU is the most sensitive to changes in key assumptions, in particular to changes in the discount rate. The table below provides further details in respect of this CGU:

Advisory:

	$'000
Goodwill allocated to CGU	727,400
Excess of value-in-use over carrying value	24,000
Excess of value-in-use over carrying value – as a percentage of value-in-use	2%
Discount rate utilised in base impairment model	7.40%
Movement in discount rate for $nil excess	+0.11%
Perpetuity growth rate	2.5%
Movement in discount rate for $nil excess	-0.14%

The Advisory CGU has limited headroom as this CGU consists solely of UDG acquired entities and does not include any legacy Huntsworth entities. The limited headroom is deemed reasonable given the short time frame between the recent valuation of the Advisory CGU on acquisition and 31 December 2021. While the base impairment model does not indicate that an impairment exists in the CGU, should the underlying assumptions and forecasts attributable to the CGU differ in the future, this may result in an impairment of goodwill of the CGU.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

11. Property, plant and equipment

	Note	Leasehold improvements and Land and Building	Equipment, fixtures and fittings	Motor vehicles	Assets Under Construction	Total
		$000	$000	$000	$000	$000
At incorporation		-	-	-	-	-
Arising on acquisition		10,928	7,565	37	-	18,530
Additions		866	1,230	4	-	2,100
Depreciation charge		(1,023)	(1,852)	(8)	-	(2,883)
Highlighted depreciation charge		(129)	(10)	-	-	(139)
Disposals in the period		(930)	(4)	-	-	(934)
Exchange differences		376	203	1	-	580
At 31 December 2020						
Cost or deemed cost		22,688	40,334	365	-	63,387
Accumulated depreciation		(12,600)	(33,202)	(331)	-	(46,133)
Net book value at 31 December 2020		**10,088**	**7,132**	**34**	**-**	**17,254**
Additions		**4,923**	**9,822**	**-**	**4,840**	**19,585**
Arising on acquisition	3	**127,140**	**134,705**	**12**	**11,988**	**273,845**
Depreciation charge – continuing operations	5	**(2,077)**	**(6,505)**	**(11)**	**-**	**(8,593)**
Depreciation charge- discontinued operations		**(1,814)**	**(7,514)**	**(3)**	**-**	**(9,331)**
Disposals in the year		**-**	**(74)**	**-**	**-**	**(74)**
Impairment		**(781)**	**(2,372)**			**(3,153)**
Disposal of subsidiaries	28	**(108,284)**	**(121,706)**	**(9)**	**(16,164)**	**(246,163)**
Reclassifications		**-**	**186**	**-**	**(186)**	**-**
Exchange differences		**(917)**	**(743)**	**-**	**(478)**	**(2,138)**
At 31 December 2021		**28,278**	**12,931**	**23**	**-**	**41,232**
Cost or deemed cost		**42,622**	**51,276**	**312**	**-**	**94,210**
Accumulated depreciation		**(14,344)**	**(38,345)**	**(289)**	**-**	**(52,978)**
Net book value at 31 December 2021		**28,278**	**12,931**	**23**	**-**	**41,232**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

12. Leases

The consolidated balance sheet shows the following amounts relating to leases:

Right-of-Use assets	**Note**	**Buildings $000**	**Motor Vehicles $000**	**Total $000**
At incorporation		-	-	-
Additions		661	-	661
Arising on acquisition		73,454	-	73,454
Depreciation – recognised in operating profit	5	(6,786)	-	(6,786)
Depreciation – recognised in highlighted items		(764)	-	(764)
Impairment		(1,351)	-	(1,351)
Disposals		(5,296)	-	(5,296)
Translation adjustment		2,452	-	2,452
At 1 January 2021		**62,370**	**-**	**62,370**
Additions		**1,846**	**2,154**	**4,000**
Arising on acquisition	3	**73,882**	**7,490**	**81,372**
Depreciation – continuing operations	5	**(18,667)**	**(516)**	**(19,183)**
Depreciation – discontinued operations		**(276)**	**(1,037)**	**(1,313)**
Impairment		**(4,870)**	**-**	**(4,870)**
Termination of lease contracts		**(1,125)**	**(229)**	**(1,354)**
Disposal of subsidiaries	28	**(18,764)**	**(572)**	**(19,336)**
Modification of lease contracts		**722**	**1,223**	**1,945**
Translation adjustment		**(1,131)**	**(534)**	**(1,665)**
At 31 December 2021		**93,987**	**7,979**	**101,966**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

12. Leases (continued)

Lease Liabilities	**Note**	**2021 $000**	**2020 $000**
At beginning of period		**(77,173)**	-
Additions		**(3,846)**	(142)
Arising on acquisitions	3	**(97,242)**	(77,369)
Cash payments		**29,903**	8,931
Unwind of interest – continuing operations	7	**(6,976)**	(3,793)
Unwind of interest – discontinued operations		**(551)**	-
Termination of lease contracts		**1,363**	-
Disposal of subsidiaries	28	**20,611**	-
Modification of lease contracts		**(1,781)**	(2,084)
Translation adjustment		**1,788**	(2,716)
At 31 December		**(133,904)**	(77,173)
Non-current		**(97,628)**	(20,359)
Current		**(36,276)**	(56,814)
At 31 December		**(133,904)**	(77,173)

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

12. Leases (continued)

Amounts recognised in the consolidated income statement

Other amounts relating to leases recognised in profit or loss are as follows:

	2021 $000	2020 $000
Income from sub-leasing right-of-use assets and operating leases	**(556)**	(91)
Lease rentals on short-term and low-value leases arising under IFRS 16 (included in administrative expenses)	**6,413**	1,198

Refer to note 25 for details of commitments where we have entered into commercial property leases and leases on certain items of office furniture and equipment outside the scope of IFRS16 due to being low value and/or short term.

The Group's leasing activities and how these are accounted for

The Group leases various offices, vehicles and equipment used in its operations. Rental contracts for offices generally have lease terms between 2 and 20 years, while motor vehicles and other equipment generally have lease terms between 1 and 6 years. The Group also has certain leases of motor vehicles with lease terms of 12 months or less and leases of equipment with low value. The Group applies the recognition exemptions for these leases available in accordance with IFRS 16.

The maturity analysis of lease liabilities is disclosed in Note 20. The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability at the prevailing index or rate. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Refer to the accounting policy (Note 2) for details of how the Group measures lease liabilities.

Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

Residual value guarantees

The Group does not provide residual value guarantees in relation to leases.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

13. Lease Receivable

Finance lease receivables are presented in the consolidated balance sheet as follows:

	2021	2020
	$000	$000
Lease receivables		
Current	**3,178**	3,145
Non-current	**2,933**	5,668
At 31 December	**6,111**	8,813

The Group has entered into various lease arrangements as a lessor that are considered to be finance leases. The maturity analysis of leases receivables, including the undiscounted lease payments to be received are as follows:

	2021	2020
	$000	$000
Less than 1 year	**3,178**	3,145
1-2 years	**2,413**	3,178
2-3 years	**912**	2,413
3-4 years	**-**	911
Total undiscounted lease payments receivable	**6,503**	9,647
Unearned finance income	**(392)**	(834)
Lease receivable	**6,111**	8,813

	2021	2020
	$000	$000
Finance income on lease receivable	**436**	196

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

14. Trade and other receivables

	2021 $000	2020 $000
Current		
Trade receivables	**367,157**	130,019
Less: provision for impairment of trade receivables	**(4,359)**	(1,949)
Trade receivables – net	**362,798**	128,070
Other receivables	**17,495**	3,042
Prepayments	**29,069**	10,431
Accrued income (Note 16)	**71,094**	30,984
VAT receivable	**6,416**	1,155
	486,872	173,682

In addition to the above, the Group also has non-current other receivables of $26.6million (2020: $26.8million). This balance primarily consists of loans with affiliate companies that sit outside the Group. See related parties note (note 27) for more detail.

Apart from the provision for impairments, there are no differences between the book value and fair value of the above receivables.

The movement in the impairment provision in respect of trade receivables during the year was as follows:

	2021 $000	2020 $000
At beginning of the period	**1,949**	-
Acquisitions	**2,711**	901
Impairment charge for the year	**686**	1,437
Disposals of subsidiaries	**(815)**	-
Receivables written off during the year as uncollectible	**(100)**	(421)
Amounts reversed as debt collected	**(60)**	(13)
Foreign exchange movements	**(12)**	45
At 31 December	**4,359**	1,949

The Group applies a lifetime expected credit loss provision for trade receivables, as permitted by IFRS 9. Trade receivables have been grouped based on shared credit risk characteristics and the days past due for the purposes of measuring the expected credit losses. The expected credit loss rates are based on the historical settlement profiles of sales and the credit losses experienced. Credit loss rates are adjusted to reflect current and forward-looking information where there is evidence that these factors affect the ability of customers to settle the amounts due. The Group has considered the general economic climate including the impact of the Covid-19 pandemic in its determination of the expected credit loss provision. Impairments are recorded in the Consolidated

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

14. Trade and other receivables (continued)

Income Statement on identification. The ageing of trade receivables, under the IFRS 9 expected credit loss model, that were not impaired at 31 December 2021 and 2020 was:

			Past due but not impaired		
	Total	**Neither past due nor impaired**	**<30 days**	**30-90 days**	**>90 days**
At 31 December	**$000**	**$000**	**$000**	**$000**	**$000**
2021	**362,798**	**311,766**	**38,148**	**9,875**	**3,009**
2020	128,070	90,477	27,159	8,907	1,527

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

15. Trade and other payables

Current	**2021 $000**	2020 $000
Trade payables	**59,326**	40,147
Other taxation and social security	**37,895**	19,825
Accruals	**204,083**	78,937
Deferred income (Note 16)	**95,624**	29,916
Deferred consideration	**-**	64,767
Other payables	**16,179**	15,674
	413,107	249,266

Non-current		
Non-current trade and other payables	**1,591**	1,308

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

16. Assets and liabilities related to contracts with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

	2021	2020
	$000	$000
Accrued income	**71,094**	**30,984**
Work in progress	**13,166**	**13,773**
Contract assets	**84,260**	**44,757**
Deferred income	**95,624**	**29,916**
Billing in advance	**37,399**	**24,027**
Contract liabilities	**133,023**	**53,943**

All carried forward contract liabilities were recognised as revenue in the current year. Note that the significant increases in the balances are driven by the inclusion of the UDG balances which was acquired in the year.

Assets recognised from costs to fulfil a contract

Contract fulfilment assets arise primarily from contracts in Sharp for customer specific production facility installations or modifications on Sharp's premises, and typically include costs for engineering, commissioning, qualification and validation. Contract fulfilment assets are amortised on a straight-line basis over the term of the specific contracts they relate to, consistent with the pattern of recognising the associated revenue. The amortisation cost is recorded within cost of sales. The movement in contract fulfilment assets in the year was:

	$000
At 1 January 2021	**-**
On acquisition	**9,144**
Assets recognised from costs incurred to fulfil contracts	**3,427**
Amortisation as costs of provided services during the year	**(3,542)**
Discontinued of subsidiaries	**(7,986)**
Translation adjustment	**(175)**
At 31 December 2021	**868**
Non-current	**119**
Current	**749**
At 31 December 2021	**868**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

17. Equity accounted investments

The Group's interest in its joint ventures and associates, all of which are unlisted, is set out below:

	Joint ventures $000	Associates $000	Total $000
As at 1 January	-	-	**-**
Arising on acquisitions	41,787	42,541	**84,328**
Share of profit after tax	560	232	**792**
Discontinued operations	-	1,193	**1,193**
Disposal of equity accounted investment	-	(41,592)	**(41,592)**
Translation adjustment	(661)	-	**(661)**
At 31 December 2021	**41,686**	**2,374**	**44,060**

Joint Ventures

Name	Nature of business	Group share	Investment
CMIC Ashfield Co., Ltd 7–10–4 Nishi-Gotanda, Shinagawa-ku, Tokyo, Japan	Contract sales outsourcing	49.99%	Ordinary Shares

The Group accounts for CMIC Ashfield Co. Limited as a joint venture on the basis of contractual arrangements which establish joint control between the Group and the remaining shareholders. These contractual arrangements outline the requirement for all significant strategic, financial and operational decisions to be jointly approved by both parties to the respective agreements.

Joint venture balance sheet (100%)	**2021 $000**	2020 $000
Non-current assets	**4,181**	-
Cash and cash equivalents	**6,897**	-
Other current assets	**19,198**	-
Non-current liabilities	**(3,360)**	-
Current liabilities	**(10,373)**	-
Net assets	**16,543**	-

Carrying value of Group's interest in joint ventures:

	2021	2020
Group's equity interest	**49.99%**	-
Group's share of net assets ($'000)	**8,270**	-
Goodwill ($'000)	**33,416**	-
Carrying value of Group's interest in joint ventures	**41,686**	-

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

17. Equity accounted investments (continued)

	2021	2020
	$000	$000
Revenue	**33,705**	-
Expenses, net of tax	**(32,585)**	-
Profit after tax	**1,120**	-
Group's share of profit after tax	**560**	-

Associates

Name	Nature of business	Group share	Investment
Propensity4 LLC 850 New Burton Road, Suite 201, Dover, Kent County, Delaware 19904	Market research and commercialisation	20%	Ordinary shares

Propensity4 LLC is accounted for as an associate due to the extent of the Group's investment, representation on the Board of Directors and contractual arrangements that provide the Group with significant influence over the financial and operating policy decisions of the associates.

As part of the disposal of Sharp (Note 28), a 25% interest in the cumulative convertible preference shares of Berkshire Sterile Manufacturing, LLC (BSM) was disposed of. The value of the investment disposed of was $41.592 million. The investment had been acquired as part of the UDG Healthcare business combination (Note 3).

The Group disposed of its investment in associate relating to Hudson Sandler LLP on 28 May 2021 for $0.8million. The Group realised a gain on disposal of $0.1million. The investment in associate was classified as held for sale in the prior year.
The Group disposed of its investment in associate relating to Magir Limited (trading as Medicare) on 17 December 2021. The Group's shares were disposed of at par value ($0.1million). As part of the disposal, the Group also received settlement of its interest bearing loan with Magir Limited. The Group realised a gain of $2.1million on settlement of the loan balance, in return for consideration of $13.3million. No interest was charged to Magir Limited on the loan during the financial year.

	2021	2020
Associate balance sheet (100%)	$000	$000
Non-current assets	**9,603**	-
Cash and cash equivalents	**1,466**	-
Other current assets	**884**	-
Current liabilities	**(78)**	-
Non-current liabilities	**-**	-
Net assets	**11,875**	-

Carrying value of Group's interest in associates:

	2021	2020
Group's equity interest	**20.00%**	-
Group's share of net assets ($'000)	**2,374**	-
Carrying value of Group's interest in associates ($'000)	**2,374**	-

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

17. Equity accounted investments (continued)

	2021	2020
	$000	$000
Revenue	**1,521**	-
Expenses, net of tax	**(361)**	-
Profit after tax	**1,160**	-
Group's share of profit after tax	**232**	-

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

18. Provisions

	Note	Redemption liability	Deferred contingent consideration	Reorganisation and other costs	**Total**
		$000	$000	$000	**$000**
At incorporation		-	-	-	-
Acquisitions		36,810	51,408	17,293	105,511
Arising during the year		-	-	11,626	11,626
Released during the year		-	-	(92)	(92)
Remeasurements		7,600	10,958	-	18,558
Utilised		-	(16,899)	(15,373)	(32,272)
Foreign exchange movements		1,270	2,951	159	4,380
Unwind of discount		1,071	1,335	-	2,406
As at 1 January		46,751	49,753	13,613	**110,117**
Acquisitions	3	-	108,638	3,530	**112,168**
Arising during the year		-	-	8,014	**8,014**
Released during the year		-	-	(2,933)	**(2,933)**
Remeasurements	6	4,978	16,794	-	**21,772**
Utilised		(9,408)	(89,252)	(9,043)	**(107,703)**
Disposal of subsidiaries		-	-	(2,330)	**(2,330)**
Foreign exchange movements		-	479	(53)	**426**
Unwind of discount	7	2,031	2,881	-	**4,912**
At 31 December 2021		**44,352**	**89,293**	**10,798**	**144,443**
Current		**35,994**	**49,344**	**5,940**	**91,278**
Non-current		**8,358**	**39,949**	**4,858**	**53,165**

Redemption liability for acquisitions

Certain acquisitions made by the Group include a put/call option to purchase the non-controlling interests' equity share at a future date, payable in either cash or a combination of cash and shares at the Group's option, which is contingent on the future financial performance of the acquired entity. The amount utilised in the year represents the cash paid or shares issued under the earn-out arrangements. The amount arising or released in the year represents a change in the estimated future financial performance of the acquired company.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

18. Provisions (continued)

Deferred contingent consideration for acquisitions

Acquisitions made by the Group typically involve an earn-out arrangement whereby the consideration payable includes a deferred element, payable in either cash or a combination of cash and shares at the Group's option, which is contingent on the future financial performance of the acquired entity. The amount utilised in the year represents the cash paid under the earn-out arrangements. The amount arising or released in the year represents a change in the estimated future financial performance of the acquired company. Where deferred consideration is not contingent on the outcome of future events the amount was included in trade and other payables.

Reorganisation and other provisions

This provision relates principally to redundancy provisions and contingent liabilities arising on acquisitions. This also includes provisions for property represent amounts set aside in respect of property leases which are onerous and the unavoidable costs of restoring leasehold properties to the condition specified in the lease at the end of the contractual term. The quantification of these provisions has been determined based on external professional advice and is dependent on the Group's ability to exit the leases early or to sub-let the properties. In general, property costs are expected to be incurred over a range of one to 5 years.

19. Deferred tax

	Tax depreciation	Tax losses and interest restrictions	Intangible assets	IFRS 16	Pension	Other temporary differences	Total
	$000	$000	$000	$000	$000	$000	$000
At incorporation	-	-	-	-	-	-	-
Acquisition-related items	(500)	747	(87,336)	(744)	-	3,860	(83,973)
(Charge)/credit to income	(1,485)	1,063	2,049	2,909	-	2,082	6,618
Credit to equity	-	-	-	-	-	(350)	(350)
Exchange differences and other movements	28	94	(1,384)	-	-	77	(1,185)
Acquisition-related items	**(25,746)**	**16,139**	**(360,302)**	**3,713**	**(2,873)**	**12,224**	**(356,845)**
Credit to income	**2,509**	**12,343**	**2,554**	**(385)**	**246**	**3,822**	**21,089**
Charge to other comprehensive income	**-**	**-**		**-**	**250**	**-**	**250**
Disposal related items	**24,856**	**(4,101)**	**99,110**	**(279)**	**825**	**(90)**	**120,321**
Exchange differences and other movements	**118**	**72**	**1,375**	**2**	**171**	**(1,151)**	**587**
At 31 December	**(220)**	**26,357**	**(343,934)**	**5,216**	**(1,381)**	**20,474**	**(293,488)**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

19. Deferred tax (continued)

After netting off balances within countries, the following are the deferred tax assets and liabilities recognised in the consolidated balance sheet:

	2021 **$000**	2020 $000
Deferred tax balances	**(293,488)**	(78,890)
Deferred tax assets	**-**	5
Deferred tax liabilities	**(293,488)**	(78,895)
Net deferred tax liability	**(293,488)**	(78,890)

Deferred tax has been calculated using the anticipated rates that will apply when the assets and liabilities are expected to reverse. The recoverability of deferred tax assets is supported by the expected level of future profits in the countries concerned and the future unwind of existing deferred tax liabilities.

Unrecognised temporary differences in respect of tax losses and other temporary differences amounting to $58.4 million (2020: $31.6 million), have not been recognised on the basis that their future economic benefit is uncertain. These comprise tax losses of $41.6 million and capital losses of $16.7 million and other timing items of $0.1m. Of this total, tax losses of $4.3 million will expire at various dates between 2022 and 2031 and the remaining losses can be carried forward without restriction.

Overseas dividends are largely exempt from UK tax but may be subject to foreign withholding taxes. The unremitted earnings of those overseas subsidiaries affected by such taxes is $1,346 million (2020: $393 million). No deferred tax liability is recognised on these temporary differences as the Group is able to control the timing of reversal and it is probable that they will not reverse in the foreseeable future.

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. This is substantively enacted by the balance sheet date and its effects are included in these financial statements.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

20. Financial instruments

Capital management policies and strategies

The primary objective of the Group's capital management policy is to maintain appropriate capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. The capital structure of the Group consists of its share capital, as disclosed in Note 22, and its total borrowings, comprising bank loans and overdrafts, as disclosed in Note 21.

Financial risk management policies and strategies

The Group's principal financial instruments comprise bank loans, bank overdrafts and cash and short-term deposits. The main purpose of these financial instruments is to provide finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations. During the year, the Group has financed Its business through a revolving credit facility and long-term loan facilities arranged with a syndicate of banks.

The main risks arising from the Group's financial instruments are interest rate risk, foreign exchange risk, liquidity risk and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group assesses its borrowing requirements by monitoring short and medium-term cash flow forecasts and Interest rate risks are assessed through sensitivity analysis. The interest rates paid by the Group on financial debt are disclosed in Note 21.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

20. Financial instruments (continued)

Interest rate risk (continued)

The Group continually reviews and assesses the balance of debt held at floating rates and the need for additional instruments to meet both short-term and long-term requirements.

At 31 December 2021	**Within 1 year $000**	**5+ years $000**	**Total $000**
Bank loans	**(8,005)**	**(2,224,934)**	**(2,232,939)**
Cash	**164,870**	**-**	**164,870**
Total	**156,865**	**(2,224,934)**	**(2,068,069)**

At 31 December 2020	Within 1 year $000	5+ years $000	Total $000
Fixed rate:			
Bank loans	-	(102,740)	(102,740)
Total fixed rate	-	(102,740)	(102,740)
Floating rate:			
Bank loans	-	(497,926)	(497,926)
Cash	129,749	-	129,749
Bank overdrafts	(90)	-	(90)
Total floating rate	129,659	(497,926)	(368,267)
Total	129,659	(600,666)	(471,007)

The other financial instruments of the Group that are not included in the above table are non-interest bearing and are therefore not subject to interest rate risk. Floating rate surplus cash earns interest based on relevant local LIBID equivalents. The floating rate bank loans payable bear interest based on LIBOR on our USD-denominated loan, SONIA on our GBP-denominated loan and EURIBOR on our EUR-denominated loan.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

20. Financial instruments (continued)

Interest rate sensitivity analysis

The interest rate sensitivity analysis below is based on the exposure arising from the Group's borrowings as at the balance sheet date. A 1% (100 basis points) movement is considered to represent a reasonably possible change in interest rates. All other variables have been held constant.

If US Libor, Euribor and Sonia interest rates had been 1% higher or lower, the Group's profit before tax for the year ended 31 December 2021 would decrease or increase by $6.9 million. The Group has no borrowings denominated in a currency other than US Dollars, Sterling or Euros so would be unaffected by interest rate movements in other jurisdictions.

Foreign currency risk

Structural Currency Risk

A significant proportion of the Group's operations are carried out in the U.K. and Europe and as a result the Group is exposed to structural currency fluctuations in respect of sterling and euro. Where practical, the Group finances investments through borrowings denominated in the same currency in which the related cash flows will be generated. To the extent that the non-U.S. dollar-denominated assets and liabilities of the Group do not offset, the Group is exposed to structural currency risk. Such movements are reported through the Group Statement of Comprehensive Income.

Euro and sterling-denominated profits are translated into U.S. dollars at the average rate of exchange for the financial year. The average rate at which euro profits were translated during the year was $1: €0.8454 (2020: $1: €0.8775) and sterling profits were translated at $1: £0.7269 (2020: $1: £0.7797). The Group is also subject to translational currency risk on the translation of profits earned outside of the U.S.

Transactional Currency Risk

The euro is the principal currency of the Group's Irish and Continental European businesses, sterling is the principal currency for the Group's U.K. businesses and the U.S. dollar is the principal currency for the Group's U.S. businesses. The Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot and forward rates where necessary.

Sensitivity Analysis on Transactional Currency Risk

For the purposes of performing sensitivity analysis on transactional currency risk, financial assets and liabilities outstanding at the balance sheet date denominated in a currency other than the functional currency of individual entities, have been aggregated by currency and the impact of a 10% weakening of the U.S. dollar against the relevant currency calculated. This analysis assumes that all other variables, in particular interest rates, remain constant.

Euro

Based on the value of euro-denominated financial assets and liabilities held by individual entities with a functional currency other than euro, a 10% weakening of the U.S. dollar against the euro at 31 December 2021 and 31 December 2020 would have increased equity and profit after tax by the amounts shown below:

	2021	2020
	$000	$000
Profit after tax	2,548	55

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

20. Financial instruments (continued)

Foreign currency risk(continued)

Sterling

Based on the value of sterling-denominated financial assets and liabilities held by individual entities with a functional currency other than sterling, a 10% weakening of the U.S. dollar against sterling at 31 December 2021 and 31 December 2020 would have increased equity and profit after tax by the amounts shown below:

	2021	2020
	$000	$000
Profit after tax	(23,938)	2,805

Credit risk

The Group has detailed procedures for monitoring and managing the credit risk related to its trade receivables (Note 14) based on experience, clients' track record and historic default rates. Individual credit limits are generally set by client and credit is only extended above such limits in defined circumstances.

The Group establishes an impairment provisions matrix based on an expected credit loss model in respect of trade and other receivables (Note 14). Where the Group considers that no recovery of the amount owing is possible, the amount is considered irrecoverable and is written off directly against the receivable.

Risk of counterparty default arising on cash and cash equivalents is controlled within a framework of dealing with high quality institutions and by a policy limiting the amount of credit exposure to any one bank or institution.

At the balance sheet date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

20. Financial instruments (continued)

Liquidity risk

The Group manages liquidity risk by maintaining adequate reserves and undrawn banking facilities and by continuously monitoring the forecast and actual cash flows.

The Group has the following facilities in place at 31 December 2021 with a syndication of banks:

a. Committed facilities of $2.3 billion
b. Revolving credit facility of $400.0 million

The tables below summarises the maturity profile of the Group's financial liabilities at 31 December 2021 based on contractual undiscounted payments.

At 31 December 2021	Within 1 year $000	1–2 years $000	2–5 years $000	5 + years $000	Total $000
Interest-bearing loans and borrowings	**108,003**	**108,228**	**324,950**	**2,526,933**	**3,068,114**
Deferred consideration	**49,693**	**17,767**	**26,153**	**-**	**93,613**
Redemption liability	**36,491**	**8,859**	**-**	**-**	**45,350**
Leasehold property provisions	**1,227**	**1,332**	**1,332**	**-**	**3,891**
Lease liabilities	**38,549**	**32,766**	**50,318**	**37,778**	**159,411**
Trade and other payables[1]	**734,728**	**-**	**-**	**-**	**734,728**
	968,691	**168,952**	**402,753**	**2,564,711**	**4,105,107**

1 Balance excludes tax and social security creditors and deferred income.

At 31 December 2020	Within 1 year $000	1–2 years $000	2–5 years $000	5 + years $000	Total $000
Interest-bearing loans and borrowings	-	-	-	740,855	740,855
Deferred consideration	37,658	1,760	13,161	-	52,579
Redemption liability	9,232	3,816	38,116	-	51,164
Leasehold property provisions	535	1,482	1,482	-	3,499
Lease liabilities	24,818	20,405	34,830	15,584	95,637
Trade and other payables[1]	199,523	-	-	-	199,523
	271,766	27,463	87,589	756,439	1,143,257

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

20. Financial instruments (continued)

Externally imposed capital requirement risk

The Group has committed to adhering to the loan covenant set out by the syndicate of banks providing the loan facility. The capital requirement is a maximum leverage. The Group was not in breach of the requirements at any time in the financial period. The capital requirements at 31 December 2021 was as follows:

Leverage: Group net debt / Group EBITDA: maximum ratio 8.75x

Fair values of financial liabilities and assets

All financial assets and financial liabilities have been recognised at their carrying values, which are not materially different to their fair values.

Fair value measurement

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

At 31 December 2021	**Level 1 $000**	**Level 2 $000**	**Level 3 $000**	**Total $000**
Financial liabilities				
Deferred contingent consideration and redemption liability	**-**	**-**	**132,474**	**132,474**

At 31 December 2020	Level 1 $000	Level 2 $000	Level 3 $000	Total $000
Financial liabilities				
Deferred contingent consideration and redemption liability	-	-	96,504	96,504

Valuation techniques used to derive Level 3 fair values

Deferred contingent consideration liabilities are valued using a discounted cash flow methodology. The liability is based on the acquired business' forecast average profits for the period from the date of acquisition to 31 December 2021. The significant unobservable inputs to this valuation include forecast average profits and the discount rate of 2.97% to 5.36%.

The sensitivity of this liability to changes in this discount rate is immaterial. A reconciliation of the movement in this balance is in the provisions Note 18.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

21. Borrowings

	2021 $000	2020 $000
Current		
Bank overdrafts	**-**	90
Bank borrowings	**8,005**	-
	8,005	90
Non-current		
Bank borrowings	**2,224,934**	600,666
	2,224,934	600,666
At 31 December	**2,232,939**	600,756

During 2021 the Group restructured their debt, details of the material loans are noted below:

Interest-bearing loans and borrowings	Effective interest rate	2021 $000	2020 $000
Fixed rate bank loan	11.5%	**-**	102,740
Variable rate bank loans	US LIBOR + 4.25% (2020: US LIBOR + 6% margin and US LIBOR + 6% margin + 0.5% PIK)	**964,331**	497,926
	EURIBOR + 4%	**762,899**	-
	US LIBOR + 7.25%	**73,087**	-
	SONIA + 7.5%	**432,432**	-

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

22. Called up share capital

Called up, fully allotted and fully paid	Ordinary shares	
	Number of shares	Nominal value $000
At incorporation	1	-
Share issue	503,932,127	5,039
As at 31 December 2020	503,932,128	5,039
Share issue	1,999,929,500	19,999
At 31 December 2021	**2,503,861,628**	**25,038**

During the year, the following shares were issued:

- On 5 August 2021, 11,900 ordinary shares of 1c each were issued for the transfer of the entire issued share capital (100 ordinary shares of EUR 1.00 each) to a subsidiary company Nenelite Limited which was set up in connection with the UDG acquisition.
- On 19 August 2021, 202,038,769 ordinary shares of 1c each were issued to CD&R Ulysses UK Holdco 2 Limited in consideration for Hunter Holdco 3 Limited assuming the benefit of a debt of an amount equal to $202,038,769, resulting in a share premium of $200,018,381.
- On 19 August 2021, 1,797,878,831 ordinary shares of 1c each were issued at $1 with a resulting share premium of $1,779,900,043.

During the 2020 year, the following shares were issued:

- The Company was incorporated on 27 February 2020 with 1 share with a nominal value of $1. The share capital was subsequently redenominated in US Dollars.
- On 7 May 2020, 276,908,164 ordinary shares of 1c each were issued at $1 with a resulting share premium of $274,139,082.
- On 10 December 2020, 227,023,963 ordinary shares of 1c each were issued at $1 with a resulting share premium of $224,753,723.

23. Dividends

The Group distributed $548 million to affiliate company CD&R Ulysses UK Holdco 2 Limited on 31 December 2021. $209 million of this related to the distribution of the Group’s interest in Sharp’s Non-US subsidiaries. $339 million related to the distribution of an interest-bearing loan receivable. This entity is a parent company of the Group and not part of the Hunter Holdco 3 Limited Consolidated Group. The Group also distributed $2.3m to minority shareholders.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

24. Reserves

Refer to the consolidated statement of changes in equity for details of movements in year.

Share premium account

The share premium account is used to record the premium on shares issued. On 14 December 2021 the Share Premium account of the Company was reduced from $2,478.8 million to $nil.

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of financial statements of overseas subsidiaries.

Hedging reserve

The hedging reserve is used to record the effective portion of the movements in the fair value of the Group's derivative financial instruments that qualify for hedge accounting and are deemed to be effective hedges.

Put option reserve

The put option reserve relates to simultaneous put/call options over the non-controlling interests' equity share in subsidiaries and arises on acquisitions made in 2018 and 2020.

Non-controlling interest

Non-controlling interest is the equity in a subsidiary not attributable to the Group. Movements in the period comprise the profit attribution of $3.8million, exercise of a put option on the remaining minority shareholding of one of the Group's subsidiaries totalling $9.4million and dividends paid of $2.3 million.

25. Commitments and contingent liabilities

Operating leases – Group as a lessee

The Group has entered into commercial property leases and leases on certain items of office furniture and equipment.

Future minimum rentals payable under non-cancellable operating leases at 31 December 2021 are as follows and refer to transactions not in scope of IFRS 16 due to being low value and/or short term:

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

25. Commitments and contingent liabilities (continued)

	2021 $000	2020 $000
Within one year	**738**	915
Within two to five years	**15**	15
Over five years	-	-
	753	930

Contingent liabilities

In the normal course of business, the Group is, from time to time, subjected to legal actions, contractual disputes, employment claims and tax assessments. In the opinion of the Directors the ultimate resolution of these matters will not have a material adverse effect on the consolidated financial statements.

The Company and its subsidiaries have entered into a number of indemnifications, performance and financial guarantees, in the normal course of business, which give rise to obligations to pay amounts or fulfil obligations to external parties should certain conditions not be met or specified events occur. As at the date of this report, no matter has come to the attention of the Group which indicates that any material outflow will occur as a result of these indemnities and guarantees.

In accordance with Section 479A of the Companies Act, the following subsidiary companies are exempt from the requirement to have their annual accounts audited:

Huntsworth Financial Group Limited (1076928)	Grayling (CEE) Limited (05894329)	Huntsworth Healthcare Group Limited (05143203)
Creativ-Ceutical Limited (06942665)	Conscientia Communication Limited (07609633)	Huntsworth Holdings Limited (05595445)
Atomic Communications Holdings Limited (06927174)	Huntsworth Investments Limited (01894682)	Grayling UK Limited (01593981)
Grayling International Limited (05066506)	Quiller Associates Limited (04472442)	HS Corporate Investments Limited (05794494)
IG Communications Limited (02005521)	The Red Consultancy Group Limited (03528313)	Dewe Rogerson Limited (00960343)
Huntsworth Communications Limited (06025252)	The Red Consultancy Limited (02913684)	The Quiller Consultancy Limited (03609582)

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

25. Commitments and contingent liabilities (continued)

The Moment Productions Limited (05493387)	ApotheCom Scope Medical Limited (03692001)	Tonic Life Communications Limited (05077475)
Atomic PR UK Limited (06928056)	Huntsworth Dormant 7 Limited (01951092)	Grayling Communications Limited (03140273)
Citigate Dewe Rogerson Limited (02184041)	Huntsworth Health Limited (03193979)	Holmes & Marchant Communications Limited (01766310)
Shiny Red Limited (05893962)	WRG Worldwide Limited (07661987)	Canyon Associates Limited (06015141)
The Creative Engagement Group (Holding Co) Limited (10824165)	Mainstream Presentations Limited (02268867)	Mainstream Limited (03927635)
WRG Group Limited (03552198)	Just Communicate Limited (04100166)	WRG Public Events Limited (02610689)
The Creative Engagement Group Limited (01244084)	The Moment Content Company Limited (03962001)	The Rocket Science Group Holdings Limited (03048838)
The Moment Content Group Limited (09209488)	Cormis Partnership Holdings Limited (12496754)	Cormis Partnership Limited (07541770)
LogicEarth Learning Services (NI601280)	Hunter Holdco 4 Limited (12488108)	Hunter UK Bidco Limited (12489386)
Huntsworth Limited (01729478)	Huntsworth Proton UK Bidco Limited (12961001)	ArticulateScience Limited (06858871)
Boldscience Medical Communications Limited (03008309)	Chrysalis Medical Communications Limited (05830388)	Cognito Medical Communications Limited (06843757)
Health Interactions Limited (03191357)	International Medical Press Limited (03210712)	MedicalExpressions Limited (06859096)
ClinicalThinking Limited (07964514)	Nucleus Central Limited (06625423)	Nucleus Global Limited (02744813)
Nucleus Holdings Limited (05771207)	Nucleus X Consulting Limited (06874862)	Scientificpathways Limited (03793167)
Scimentum Limited (08128893)	Synaptikdigital Limited (05830385)	

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

26. Cash flow analysis

(a) Reconciliation of operating loss to net cash inflow from operations

	2021 $000	2020 $000
Operating loss:		
- Continuing operations	**(85,988)**	(27,942)
- Discontinued operations	**(18,142)**	-
Operating loss including discontinued operations	**(104,130)**	(27,942)
Depreciation	**38,420**	10,567
Share of profit from associate	**(1,985)**	-
Loss on disposal of property, plant and equipment	**62**	2
Loss on disposal of discontinued operations	**26,454**	-
Amortisation of intangible assets	**72,147**	14,084
Impairment of development costs	**809**	-
Write-off of prepaid loan fees	**67,886**	-
Net impairment of property, plant and equipment, right-of-use assets and related provisions	**11,514**	2,937
Loss on financial instruments	**-**	1,889
Decrease in contract fulfilment assets	**654**	-
Decrease in work in progress	**3,210**	1,262
(Increase)/decrease in debtors	**(51,940)**	30,241
Increase in creditors	**28,420**	28,245
Increase in provisions	**17,779**	16,480
Net cash inflow from operations	**109,300**	77,765

Net cash inflow from operations is analysed as follows:

	2021 $000	2020 $000
Before highlighted items	**206,017**	103,961
Highlighted items	**(96,717)**	(26,196)
Net cash inflow from operations	**109,300**	77,765

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

26. Cash flow analysis (continued)

(b) Reconciliation of net cash flow to movement in net debt

				Non-cash changes				
	Opening	**Cash flow**	**Acquisitions**	**Disposals**	**IFRS16**	**Other**	**Foreign exchange**	**2021**
	\$000	**\$000**	**\$000**	**\$000**	**\$000**	**\$000**	**\$000**	**\$000**
Cash and short-term deposits	129,749	(43,226)	118,277	(36,563)	-	-	(3,367)	164,870
Overdraft	(90)	86	-		-	-	4	-
Bank loans	(600,666)	(2,155,818)		605,317	-	(79,310)	(2,462)	(2,232,939)
Finance leases/lease liabilities	(77,173)	22,376	(97,242)	20,611	(4,264)	-	1,788	(133,904)
Net debt	**(548,180)**	**(2,176,582)**	**21,035**	**589,365**	**(4,264)**	**(79,310)**	**(4,037)**	**(2,201,973)**

				Non-cash changes			
	Opening \$000	Cash flow \$000	Acquisitions \$000	Amortisation \$000	Disposals \$000	Foreign exchange \$000	2020 \$000
Cash and short-term deposits	-	58,203	68,448	-	-	3,098	129,749
Overdraft	-	(94)	-	-	-	4	(90)
Bank loans	-	(19,828)	(568,937)	-	(2,406)	(9,495)	(600,666)
Derivative financial liabilities	-	3,337	(3,337)	-	-	-	-
Finance leases/lease liabilities	-	8,931	(77,374)	(2,222)	(3,795)	(2,713)	(77,173)
Net debt	-	50,549	(581,200)	(2,222)	(6,201)	(9,106)	(548,180)

(c) Analysis of statutory net debt

	2021 \$000	2020 \$000
Cash and short-term deposits	**164,870**	129,749
Bank overdraft	**-**	(90)
Bank loans	**(2,310,877)**	(650,988)
Prepaid loan fees	**77,938**	50,322
Lease liabilities	**(133,904)**	(77,173)
Net debt	**(2,201,973)**	(548,180)

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

27. Related party transactions

The Company's immediate parent entity is CD&R Ulysses UK Holdco 2 Ltd.

Throughout 2021, the parent company was CD&R Artemis Holdco 1 Limited, a Jersey incorporated company, where the strategic direction of the Group was set.

CD&R Artemis Holdco 1 Limited is indirectly owned by:

- Clayton, Dubilier & Rice Fund X, L.P.; Clayton, Dubilier & Rice Fund X-A, L.P.; and CD&R Advisor Fund X, L.P., (collectively, Fund X); and
- Clayton, Dubilier & Rice Fund XI, L.P.; Clayton, Dubilier & Rice Fund XI-A, L.P.; CD&R Advisor Fund XI, L.P. (collectively, Cayman Fund XI Partnerships) and Clayton, Dubilier & Rice XI (Scotland), L.P. (Scotland Fund XI Partnership), (Cayman Fund XI Partnerships and Scotland Fund XI Partnership collectively, Fund XI).

The ultimate controlling party of Fund X and Fund XI is Clayton, Dubilier & Rice Holdings LLC (Cayman Islands).

The Group has a related party relationship with its subsidiaries and associates (Appendix 2), Directors and key management personnel and entities they control, and entities controlled by Clayton, Dubilier & Rice Holdings LLC.

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note.

Compensation of key management personnel

The remuneration of the Directors, the Company Secretary and the Group Senior Executive Team, who are the key management personnel of the Group who were not Directors at 31 December 2021, is set out below:

	2021 $000	2020 $000
Short-term benefits	**6,808**	1,581
Post-employment benefits	**202**	6
Termination benefits	**1,897**	-
	8,907	1,587

Transactions with other related parties

The following transactions occurred with related parties:

	2021 $000	2020 $000
Subscriptions for new ordinary shares by CD&R Artemis Holdco 2 Limited	**1,999,917**	503,932
Sale of services to associate (Hudson Sandler LLP)	**-**	4
Management fee charged to associate (CMIC Ashfield Co., Limited)	**802**	-
Lease agreement for building situated at 21 Rice Street, Manchester (MediTech Media Directors Special Pension Scheme)	**(165)**	-
Joint lease agreement for building situated at Admiral House, 76-78 Old Street, London (MediTech Media Directors Special Pension Scheme)	**(424)**	-
Joint lease agreement for building situated at Admiral House, 76-78 Old Street, London (DSPS Properties Limited)	**(776)**	-

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

Invoices for salary recharge (DSPS Properties Limited)	**(14)**	-
Consideration in exchange for Sharp US subsidiaries*	**339,000**	-
Distribution of Sharp Non-US subsidiaries*	**209,011**	-

27. Related Party transactions (continued)

*On 31 December 2021, Sharp's US subsidiaries were acquired by a newly formed and separately managed Sharp group in exchange for consideration in the form of an interest-bearing loan receivable of $339m. CD&R Ulysses US Topco LLC is the top company of the newly formed standalone Sharp group. The standalone Sharp group is indirectly owned by Fund X and Fund XI, which are also the indirect owners of CD&R Artemis Holdco 1 Limited. Also on 31 December 2021, Sharp's Non-US subsidiaries were distributed to CD&R Ulysses UK Holdco 2 Limited, the parent company of Hunter Holdco 3 Limited. The value of the distribution was $209m.

Terms and conditions

Services were sold to associates during the year based on the price lists in force and terms that would be available to third parties.

Sale of associates

The Group disposed of its investment in associate relating to Hudson Sandler LLP on 28 May 2021 for $0.6million. The Group realised a gain on disposal of $0.1million. The investment in associate was classified as held for sale in the prior year.

The Group disposed of its investment in associate relating to Magir Limited (trading as Medicare) on 17 December 2021. The Group's shares were disposed of at par value ($0.1million). As part of the disposal, the Group also received settlement of its interest bearing loan with Magir Limited. The Group realised a gain of $2.1million on settlement of the loan balance, in return for consideration of $13.3million. No interest was charged to Magir Limited on the loan during the financial year.

Outstanding balances receivable/(payable) arising from sales/purchases of services

	2021 $000	2020 $000
CD&R Artemis Holdco 2 Limited	**25,497**	-
European Packaging Centre B.V.3	**6**	-
Sharp Packaging Services, Inc	**(50)**	-
Sharp Clinical Services, Inc	**(11)**	-
Sharp Clinical Holdings Ireland Limited	**289**	-
European Packaging Centre B.V.3	**170**	-
Enestia Belgium N.V.10	**329**	-
Sharp Packaging Services, Inc	**2,984**	-
Sharp Clinical Services, Inc	**141**	-
Sharp Clinical Services (UK) Limited	**61**	-
MediTech Media Directors Special Pension Scheme	**(176)**	-
DSPS Properties Limited	**(237)**	-

There is one loan outstanding at year end with a director totalling $0.5million with Hunter Holdco 4 Limited effective from 28 August 2020. Interest of 2.25% is applied on the loan which is outstanding as at year end.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

28. Discontinued Operations

(a) Description

Loss after tax from discontinued operations included in the Consolidated Income Statement is summarised in the table below:

	2021 $000
Profit of discontinued operations after tax	10,353
Loss on disposal of discontinued operations	(151,054)
Loss after tax from discontinued operations	**(140,701)**

The loss after tax for the year from discontinued operations is fully attributable to the equity holders of the company.

The Sharp division was legally separated from the combined Ashfield & Huntsworth group on 31 December 2021. The Sharp division's US subsidiaries were disposed of in exchange for settlement of interest-bearing loans receivable of $339 million, while Sharp's interest in Non-US subsidiaries was distributed by the Group to its parent, CD&R Ulysses UK Holdco 2 Ltd. The value of the distribution was $209 million. The Group has treated the Sharp division as a discontinued operations in accordance with IFRS 5.

Note that there were no discontinued operations in the prior year hence comparatives have not been provided.

(b) Financial performance

The following table details the results of discontinued operations included in the Consolidated Income Statement:

	2021 $000
Revenue	142,270
Operating expenses	(135,151)
Share of equity accounted investments' profit after tax	1,193
Operating Profit	**8,312**
Net finance expense	(512)
Profit before tax	**7,800**
Income tax credit	2,553
Profit of discontinued operations after tax	**10,353**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

28. Discontinued Operations (continued)

(c) Details of the sale of the subsidiary

The following table summarises the assets and liabilities disposed of, along with the values of consideration and distribution, to arrive at the net loss on disposal of discontinued operations:

	Note		2021 $000
Consideration in exchange for Sharp US subsidiaries			339,000
Distribution of Sharp Non-US subsidiaries			209,011
Value of consideration and distribution			548,011
Assets and liabilities disposed of:			
Property, plant and equipment	11	246,163	
Intangible assets	10	447,894	
Goodwill	10	474,652	
Right-of-use assets	12	19,336	
Investment in Associate	17	41,592	
Deferred tax assets		1,418	
Employee benefits		3,551	
Contract fulfilment assets	16	7,986	
Inventory		29,180	
Trade and other receivables		82,411	
Cash and cash equivalents		36,563	
Total assets		**1,390,746**	
Deferred income tax liabilities	19	(121,739)	
Current income tax liabilities		(49)	
Lease liabilities	12	(20,611)	
Trade and other payables		(75,708)	
Interest-bearing loans and borrowings		(605,317)	
Total liabilities		**(823,424)**	
Net identifiable assets disposed of:			**(567,322)**
Recycling of foreign exchange loss previously recognised in foreign currency translation reserve			(3,527)
Tax charge on disposal			(124,600)
Disposal costs			(3,616)
Loss on disposal of discontinued operations			**(151,054)**

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

28. Discontinued Operations (continued)

(d) Cash flow information

	2021 $000
Cash and cash equivalents acquired	3,980
Net cash inflow from operating activities	19,220
Net cash outflow from investing activities	(13,592)
Net cash inflow from financing activities	27,017
Exchange differences	(62)
Cash and cash equivalents disposed of	**36,563**

29. Post Balance sheet events

On 28 February 2022, Hunter Holdco 4 Limited acquired the entire issued share capital of Research Partnerships Limited for consideration up to $252.3 million comprising initial consideration of $231.5 million and an additional contingent consideration of up to $20.8 million based on the FY22 audit. Research Partnership Limited joins the group as a part of Advisory segment. Hunter Holdco 4 Limited is a wholly owned subsidiary of Hunter Holdco 3 Limited.

On 10 March 2022, Hunter Holdco 4 Limited acquired the remaining 80% issued share capital of Propensity4 LLC for total consideration of $20.1 million. Propensity4 LLC forms part of the Engage segment.

As part of a group restructuring on 4th March 2022 and 6th April 2022 80,428,319 and 647,373 $0.01 ordinary shares were issued for $1 and CD&R Artemis Holdco 0.5 Limited, a Jersey incorporated company, became the parent company of the Group.

On 4 April 2022, Hunter Holdco 4 Limited acquired 100% issued share capital of Cirkle Partnership Limited for consideration up to £13 million comprising initial consideration of £7 million and an additional contingent consideration of up to £6 million over two years. Cirkle Partnership Limited forms part of the Communications operating Segment.

On 27 April 2022, the Group entered into an annuity purchase agreement with an insurance company to provide for current pensioner benefits which will be payable under the same conditions as benefits receivable under the UDG ROI Pension Scheme. The annuity will come into effect on 1 July 2022, and represents a full buy-out of pensioner benefits who shall not be entitled to any other benefit under the UDG ROI Pension Scheme. Deferred pensioners shall remain within the existing UDG ROI Pension Scheme.

Due to the short time frame between completion date and the date of issuance of this report, an initial assignment of fair values to identifiable assets and liabilities acquired has not been completed.

Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

30. Prior period restatements

The Group has recognised two prior year restatements in these financial statements:

1. Cloud Computing IFRIC

The recent IFRIC pronouncements (December 2020) outline that configuring or customising expenditure in relation to application software in a Software as a Service (SaaS) (cloud computing) arrangement should be expensed unless the spend conveys on the Group access to new code or functionality which meets the definition of an intangible asset. Prior to consideration of IFRIC clarifications, at 1 January 2021, the Group had capitalised relevant software development costs of $0.8millions. Historically, as was the common interpretation of the standard, the Group deemed that these costs met the criteria for capitalisation under IAS 38 Intangible Assets. As the Group does not currently have possession of the underlying software, but accesses on an as-needed basis, this right to receive access does not provide the Group with a software asset and, therefore, the access to the software is a service that the Group receives over the contractual term and should expense as incurred. In line with IAS 8 Accounting Policies, Change in Accounting Estimates and Errors, the impact of this change has been applied retrospectively. The opening balance has been restated so that the prior year balances appropriately reflect the IFRIC pronouncements.

2. Principal vs Agent consideration

In previous years, the Group had accounted for third-party pass-through revenue and costs under the assumption that the Group was the agent in all these transactions however the Group has undertaken an exercise to re-evaluate the agent/principal relationship with clients across the different divisions using the indicators of control per IFRS15:B37. The Group concluded that there were several transactions in which the Group are the principal rather than the agent (adjustment totalling $67.9million in 2020). In line with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the impact of the change has been applied retrospectively. The prior period comparatives have been restated for pass-through revenue and costs to fairly represent the Group's treatment of these items in line with IFRS15 Revenue for Contracts with Customers.

Each of the affected financial statement line items for the prior period have been restated as follows:

Consolidated balance sheet (extract)	**31 December 2020 $000**	**Net assets increase/(decrease) $000**	**31 December 2020 (restated) $000**
Intangibles	1,141,166	(840)	1,140,326
Net assets	**456,965**	**(840)**	**456,125**
		Equity increase/(decrease) $000	
Accumulated losses	(58,893)	(840)	(59,733)
Total equity	**456,965**	**(840)**	**456,125**

Consolidated income statement (extract)	**2020 $000**	**Profit increase/(decrease) $000**	**2020 (restated) $000**
Revenue	255,539	67,860	323,399
Operating expenses	(283,481)	(67,860)	(351,341)
Loss for the period	**(55,204)**	**-**	**(55,204)**

The restatement has affected amounts disclosed in the intangibles (note 10) and operating profit (note 5).

Company Balance Sheet

At 31 December 2021

	Note	**2021** $000	2020 $000
Fixed assets			
Investments	5	2,503,812	503,893
Current assets			
Debtors	6	1,326	959
Cash at bank and in hand		-	24
Creditors: amounts falling due within one year	7	(2,728)	(959)
Net current (liabilities)/assets		(1,402)	24
Net assets		2,502,410	503,917
Capital and reserves			
Called up share capital	9	25,038	5,039
Share premium account	10	-	498,893
Profit and loss account	10	2,477,372	(15)
Total shareholders' funds		2,502,410	503,917

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the Parent Company is not presented as part of these financial statements. The profit for the year amounted to $432.4 million.

The Company number is 12487650.

These financial statements on pages 125 to 132 were approved by the Board of Directors on 5 May 2022 and signed on their behalf by:

Ben Jackson

Director

Company Statement of Changes in Equity

For the year ended 31 December 2021 and 10 months ended 31 December 2020

	Called up share capital	Share premium account	Profit and loss account	Total
	$000	$000	$000	$000
At incorporation	-	-	-	-
Loss for the year	-	-	(15)	(15)
Issue of shares	5,039	498,893	-	503,932
As at 31 December 2020	5,039	498,893	(15)	503,917
Profit for the year	-	-	432,422	432,422
Issue of shares	19,999	1,979,918	-	1,999,917
Equity dividend	-	-	(433,846)	(433,846)
Share premium reduction	-	(2,478,811)	2,478,811	-
At 31 December 2021	**25,038**	**-**	**2,477,372**	**2,502,410**

Notes to the Company Financial Statements

For the year ended 31 December 2021 and 10 months ended 31 December 2020

1. General information

Hunter Holdco 3 Limited (**the Company**) is the head office of an international healthcare and communications group. The Company is limited by shares, and is incorporated and domiciled in the UK. The address of its registered office is 8th Floor, Holborn Gate, 26 Southampton Buildings, London WC2A 1AN.

2. Basis of preparation

The Company financial statements have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law) for all periods presented. The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006. The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's 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 3.

The financial statements have been prepared on the going concern basis. After making an assessment, the Directors confirm that they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, and accordingly continue to adopt the going concern basis in preparing the financial statements.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2021. These policies have been consistently applied to all the years presented unless otherwise stated.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64 (o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  i. paragraph 79(a)(iv) of IAS 1;
  ii. paragraph 73(e) of IAS 16 Property, Plant and Equipment;
  iii. paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 39(c), 16, 38A, 38B – D, 111 and 134 – 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- the requirements of paragraphs 134(d) – 134(f) and 135(c) – 135(e) of IAS 36 Impairment of Assets.

New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the Company. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Notes to the Company Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

3. Significant accounting policies

Deferred tax

Deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- Where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date. Deferred tax assets and liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Foreign currencies

US Dollars is the functional currency and presentational currency of the Company. Transactions denominated in foreign currencies are initially translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date and the resulting gains and losses are recorded in the profit and loss account.

Investments

Investments are recognised and carried at cost less any identified impairment losses at the end of each reporting period.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash-in-hand and short-term deposits.

Trade and other receivables

Trade receivables and other receivables are measured initially at fair value, and subsequently measured at amortised cost using the effective interest rate method, less any provision for impairment.

The Company recognises a provision for impairment for trade receivables by applying the simplified approach permitted by IFRS 9 to apply a lifetime expected credit loss provision for trade receivables. Impairment losses on trade and other receivables are recognised in profit or loss.

Notes to the Company Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

3. Significant accounting policies (continued)

Financial assets

Trade receivables and debt instruments issued are initially recognised when they are originated. All other financial instruments are recognised when the Group becomes a party to the contractual provisions. Financial assets are initially recognised at fair value. For financial instruments that are not measured at fair value through profit or loss, transaction costs are included in the initial measurement of the financial asset or financial liability.

Financial assets are classified as measured at:

- Amortised cost;
- Fair value through profit or loss (P&L); or
- Fair value through other comprehensive income (OCI).

Financial assets are classified based on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are only reclassified between categories where there has been a change in the business model for managing those assets. Financial assets are derecognised when the Group's contractual rights to cash flows from the financial assets are extinguished, expire or transfer to a third party.

Impairment of financial assets
The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for debtors.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2021 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information.

Balances are written off when the possibility of recovery is assessed as being remote.

Significant accounting judgements and key sources of estimation uncertainty
In the application of the Company's accounting policies, the Directors are required to make judgements and assumptions about the future, based on historical experience and other factors which are considered to be relevant. The resulting accounting estimates will, by definition, seldom equal the related actual results.

Carrying value of investments
The Company tests annually whether investments have suffered any impairment. The recoverable amounts of investments have been determined based on value in use calculations. The value in use calculation requires the Directors to estimate the future cash flows expected to arise from each investment and a suitable discount rate in order to calculate present value. Central costs are not allocated to individual investments.

Notes to the Company Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

4. Employee information

The Company has no employees other than the Directors. The Directors are not remunerated for services provided to this Company and are paid for by another group Company. It is not possible to accurately allocate remuneration between entities for qualifying services. The same was relevant in the prior year.

5. Investments

Cost	**$000**
At incorporation	-
Additions	503,893
At 31 December 2020	503,893
Additions	1,999,919
At 31 December 2021	2,503,812

Amounts provided	
At 31 December 2020	-
At 31 December 2021	-
Net book value at 31 December 2021	**2,503,812**

Additions in the year relate to investments in UDG. Refer to Note 3 in the Group financial statements for more detail.

The Company's principal trading subsidiaries and associated undertakings are listed in Appendix 2 to these financial statements.

Impairment testing
No impairment was recognised in the year and in the prior year.

Notes to the Company Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

6. Debtors

	2021 $000	2020 $000
Amounts owed by subsidiary undertakings	**1,040**	959
Corporate tax asset	**194**	-
VAT debtor	**92**	-
Total	**1,326**	959

7. Creditors: amounts falling due within one year

	2021 $000	2020 $000
Amounts owed to subsidiary undertakings	**777**	955
Accruals	**1,951**	4
Total	**2,728**	959

8. Dividends

The Company distributed $433.8m to affiliate company CD&R Ulysses UK Holdco 2 Limited on 31 December 2021 (2020: $nil).

Notes to the Company Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

9. Called up share capital

	Ordinary shares	
Called up, fully allotted and fully paid	**Number of shares**	**Nominal value $000**
At incorporation	1	-
Share issue	503,932,127	5,039
At 31 December 2020	503,932,128	5,039
Share issue	1,999,929,500	19,999
At 31 December 2021	2,503,861,628	25,038

During the year, the following shares were issued:

- On 5 August 2021, 11,900 ordinary shares of 1c each were issued for the transfer of the entire issued share capital (100 ordinary shares of EUR 1.00 each) to a subsidiary company Nenelite Limited which was set up in connection with the UDG acquisition.
- On 19 August 2021, 202,038,769 ordinary shares of 1c each were issued to CD&R Ulysses UK Holdco 2 Limited in consideration for Hunter Holdco 3 Limited assuming the benefit of a debt of an amount equal to $202,038,769, resulting in a share premium of $200,018,381.
- On 19 August 2021, 1,797,878,831 ordinary shares of 1c each were issued at $1 with a resulting share premium of $1,779,900,043.

During the 2020 year, the following shares were issued:

- The Company was incorporated on 27 February 2020 with 1 share with a nominal value of $1. The share capital was subsequently redenominated in US Dollars.
- On 7 May 2020, 276,908,164 ordinary shares of 1c each were issued at $1 with a resulting share premium of $274,139,082.
- On 10 December 2020, 227,023,963 ordinary shares of 1c each were issued at $1 with a resulting share premium of $224,753,723.

10. Reserves

Called up share capital

The balance classified as called up share capital includes the total net proceeds (both nominal value and share premium) on issue of the Company's equity share capital, comprising $0.01 ordinary shares.

Share premium account

The share premium account is used to record the premium on shares issued. On 14 December 2021 the Share Premium account of the Company was reduced from $2,478.8 million to $nil (2020: $498.9 million was recognised on issue of shares)

Profit and loss reserve

Includes all current and prior period retained profits and losses.

Notes to the Company Financial Statements (continued)

For the year ended 31 December 2021 and 10 months ended 31 December 2020

11. Related parties

During the year the Company received equity funding from its direct holding company, CD&R Ulysses Holdco 2 Limited. Details of shares issued are disclosed in Note 9.

We have not provided details of transactions with wholly owned subsidiaries as this disclosure is exempt.

The Company's immediate parent entity is CD&R Ulysses UK Holdco 2 Ltd.

Throughout 2021, the operating parent company was CD&R Artemis Holdco 1 Limited, a Jersey incorporated company.

CD&R Artemis Holdco 1 Limited is indirectly owned by:

- Clayton, Dubilier & Rice Fund X, L.P.; Clayton, Dubilier & Rice Fund X-A, L.P.; and CD&R Advisor Fund X, L.P., (collectively, Fund X); and
- Clayton, Dubilier & Rice Fund XI, L.P.; Clayton, Dubilier & Rice Fund XI-A, L.P.; CD&R Advisor Fund XI, L.P. (collectively, Cayman Fund XI Partnerships) and Clayton, Dubilier & Rice XI (Scotland), L.P. (Scotland Fund XI Partnership), (Cayman Fund XI Partnerships and Scotland Fund XI Partnership collectively, Fund XI).

The ultimate controlling party of Fund X and Fund XI is Clayton, Dubilier & Rice Holdings LLC (Cayman Islands).

12. Contingent liabilities

In connection with the Group's banking and borrowing facilities, the Company and certain of its subsidiary undertakings have entered into cross-guarantee and indemnity arrangements with Lloyds Bank plc, HSBC Bank plc, JP Morgan (agent) and GLAS (agent).

In the normal course of business, the Company is, from time to time, subjected to legal actions, contractual disputes, employment claims and tax assessments. In the opinion of the Directors, the ultimate resolution of these matters will not have a material adverse effect on the Company.

The Company has entered into a number of indemnifications, performance and financial guarantees, in the normal course of business, which give rise to obligations to pay amounts or fulfil obligations to external parties should certain conditions not be met or specified events occur. As at the date of this report, no matter has come to the attention of the Company which indicates that any material outflow will occur as a result of these indemnities and guarantees.

13. Post balance sheet events

As part of a group restructuring on 4th March 2022 and 6th April 2022 80,428,319 and 647,373 $0.01 ordinary shares were issued for $1 and CD&R Artemis Holdco 0.5 Limited, a Jersey incorporated company, became the parent company of the Group.

Appendix 1 – Non-IFRS Measures

This report makes reference to various non-IFRS measures, which are defined below. All performance-based measures are presented to provide insight into ongoing profit generation, both individually and relative to other companies.

Headline operating profit/profit before tax/EBITDA

Calculated as operating profit/profit before tax excluding highlighted items. Highlighted items comprise amortisation of intangible assets, acquisition and transaction-related costs, remeasurement of deferred consideration and disposal-related credits as well as imputed interest on deferred consideration and redemption liability. Both headline profit and IFRS profit measures are presented in the income statement. An analysis of highlighted items is presented in Note 6.

Margin

Headline operating profit as a percentage of revenue.

Net debt and cash conversion

Cash Conversion

	2021 $000	2020 $000
Operating profit before highlighted items (Note 4)	181,383	49,930
Depreciation and amortisation (Note 5)	28,948	9,919
Adjusted EBITDA	210,331	59,849

Cash from operation before highlighted items	206,017	103,961
Purchases of property, plant and equipment	(19,585)	(2,101)
Cost of internally developed intangible assets	(280)	(867)
Adjusted cash from operations	186,152	100,993

Effective tax rate

The effective tax rate is the total tax charge incurred by the Group on headline profit before tax, expressed as a percentage. This provides a more comparable basis to analyse our tax rate both individually and relative to other companies.

Appendix 2 – Subsidiaries and Associates

This appendix forms part of the financial statements.

The Group consists of the Parent Company, Hunter Holdco 3 Limited, and a number of subsidiaries held both directly and indirectly by Hunter Holdco 3 Limited, which operate and are incorporated around the world. Details of the Company's subsidiary undertakings at 31 December 2021 are set out below.

There are no significant restrictions on the ability of the Group to access or use assets and settle liabilities.

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Trading companies – Marketing segment			
Evoke Health LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Evoke Firsthand LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Huntsworth Health Corporation	1 S Broad St., Philadelphia, PA 19107, United States	0%	100%
Huntsworth Health Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC22A 1AN, England	0%	100%
Huntsworth Health Singapore Private Limited	105 Cecil Street #09-01 The Octagon Singapore 069534	0%	100%
Tonic Life Communications Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Traverse HealthStrategy LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Evoke Giant LLC	1700 Montgomery Street STE 485, San Francisco CA 94111, United States	0%	100%
Evoke Navience LLC	23 Orchard Road Suite 200, Skillman, NJ, 08558	0%	80%
Evoke Media LLC	The Company Corporation, 251 Little Falls Drive, Wilmington, DE, 19808	0%	75%
JK Coaching Limited	Fifth Floor, Marine House, Clanwilliam Place, Dublin, Dublin 2, Ireland	0%	85%
Kyne Communications Limited	Block D, Iveagh Court, Harcourt Road, Dublin 2 D02 VH94	0%	98.13%
Kyne Communications, LLC	874 Walker Road, Suite C, Dover DE 19904, United States	0%	85%
Canale Communications, Inc.	4010 Goldfinch Street, San Diego, California 92103, United States	0%	100%
Create Group NYC LLC	285 Madison Avenue, 22 FL NY, NY 10017, United States	0%	100%
Galliard Healthcare Communications Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Incisive Health Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
MicroMass Communications Inc	100 Regency Forest Drive, Ste 160, , Cary NC 27518, United States	0%	100%
Mind + Matter, LLC	53 State Street, 24th Floor, Boston, MA 02109 United States, United States	0%	100%
Mind + Matter Limited (Formerly Pegasus Public Relations Ltd)	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Pegasus Marketing Communications Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Trading companies – Medical segment			
HH Medical Inc	United Corporate Services, Inc., 874 Walker Road, Ste C, Dover, Delaware 19904, United States	0%	100%
ApotheCom ScopeMedical Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Creativ-Ceutical SARL	10 rue Jean Origer, 2269, Luxembourg, LU	0%	70%
Creativ-Ceutical Tunisie SARL	Immeuble Elysée, 2 Ème Étage, Les Berges du Lac, 1053 Tunisia	0%	99.17%
Creativ-Ceutical France SARL	70, Avenue du General de Gaulle, 94000 Creteil, France	0%	100%
Creativ-Ceutical Poland sp. z.o.o.	12 Ul. Przemysłowa, 30-701, Kraków, PL	0%	100%
Creativ-Ceutical Ltd.	8th Floor Holborn Gate 26 Southampton Buildings, LONDON, WC2A	0%	100%
Creativ-Ceutical B.V.	Hofplein 19, 3032 AC Rotterdam	0%	100%
Creativ-Ceutical USA Inc.	800 Township Line Road, Yardley PA 19067	0%	100%
Creativ-Ceutical K.K.	Level 28 Shinagawa Intercity, Tower A 2-15-1, Konan Minato- Ku, Tokyo 108-6028, Japan	0%	100%
Creativ-Ceutical Bulgaria EOOD	28 Bul. Hristo Botev blvd., 1000, Sofia, BG	0%	100%
ArticulateScience Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
ArticulateScience LLC	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
Boldscience Medical Communications Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Chrysalis Medical Communications Ltd	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Chrysalis Medical Communications, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
ClinicalThinking, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
Cognito Medical Communications Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Health Interactions Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Health Interactions, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
Institute for Medical and Nursing Education, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
International Medical Press Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
MedicalExpressions Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
MedicalExpressions, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
Meditech Media Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
MediTech Media, Ltd (U.S.A.)	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
Nucleus Central Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Nucleus Central, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
Nucleus Global Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Nucleus Holding Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Nucleus Holdings Asia Pacific Pte Ltd (Singapore)	77 Robinson Road, , #13-00 Robinson 77, Singapore, 068896, Singapore	0%	100%
NucleusX Consulting Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
NucleusX, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
Scientific Pathways, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
ClinicalThinking Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Scientific Pathways Limited	8th Floor, 26 Southampton Buildings, London, WC2A 1AN	0%	100%
Medisys Health Communications, LLC	171 Little York-Mt Pleasant Road, Milford, New Jersey 08848, USA	0%	100%
Ashfield Health Limited (Ashfield Healthcare Communications Group Limited)	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Ashfield Health, LLC	125 Chubb Avenue, Lyndhurst, New Jersey 07071, United States	0%	100%
Ashfield Healthcare Communications KK	Hamamatsucho Building 1-1-1 Shibaura, Minato-ku Tokyo 105-0023, Japan	0%	100%
Gardcald Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Knowledgepoint360 Group (Holdings) Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Knowledgepoint360 SCAcquisition Corporation	125 Chubb Avenue, Lyndhurst, New Jersey 07071, United States	0%	100%
Knowledgepoint360 UK AquisitionCo Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
MFRHRC Holdings LTD	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Pantaleon Institute for Medical Education Inc	213 Court Street 3rd Floor Middletown, CT 06457, United States	0%	100%
QXV Communications Inc	213 Court Street 3rd Floor Middletown, CT 06457, United States	0%	100%
Scientific Connexions Inc	125 Chubb Avenue, Lyndhurst, New Jersey 07071, United States	0%	100%
The Global Medical Education Group Inc	213 Court Street, 3rd Floor, Middletown CT 06457, United States	0%	100%
Watermeadow Consulting USA Inc	285 Madison Avenue, 22 FL NY, NY 10017, United States	0%	100%
Pharma Solutions Inc	100 Regency Forest Dr., Ste. 400, Cary, NC 27518	0%	100%
Scimentum Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
SciMentum, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Synaptikdigital Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
The Nucleus Group Holdings, Inc	2 Ravinia Drive, Suite 605, Atlanta GA 30346, United States	0%	100%
Medistrava LLC	200 Portland Street Boston, MA 02114 USA	0%	100%
Trading companies – Engage segment			
Cormis Partnership Holdings Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Cormis Partnership Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Cormis Partnership LLC	874 Walker Road, Suite C, Dover Delaware 19904, United States	0%	100%
Vitiello Communications Group LLC	825 George Road, New Brunswick Township NJ 08902, United States	0%	70%
LogicEarth Learning Services	Pinsent Masons Llp, 1 Lanyon Place, Belfast, Northern Ireland, BT1 3LP	0%	100%
The Creative Engagement Group Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Just Communicate Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
The Moment Content Company Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
WRG Creative Communications Inc	251 Little Falls Drive, Wilmington, DE 19808	0%	100%
Axiom Professional Health learning LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
AH Services, Inc.	1100 Virginia Drive, Ste 200 Fort Washington, PA 19034, United States	0%	100%
Ashbourne Zártkörűen Működő Részvénytársaság (Ashbourne Limited)	H-1062 Budapest, Váci út 1-3. Building A. Floor 6, Hungary	0%	100%
Ashfield Direct GmbH	Harrlachweg 11 68163 Mannheim, Germany	0%	100%
ASHFIELD EXCELLENCE ACADEMY LIMITED (Formerly Ashfield Insight & Performance)	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Ashfield Healthcare (Ireland) Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
Ashfield Healthcare Canada INC	263 Avenue Labrosse, Pointe-Claire, H9R 1A3, Quebec, Canada	0%	100%
Ashfield Healthcare GmbH	Harrlachweg 11 68163 Mannheim, Germany	0%	100%
Ashfield Healthcare GmbH	Wienerbergstraße 11/Turm A/10. OG, 1100 Wien, Östrreich	0%	100%
Ashfield Healthcare Limited	Ashfield In2Focus Limited, Resolution Road, Ashby de la Zouch, Leicestershire, LE65 1DW, United Kingdom	0%	100%
Ashfield Healthcare LLC	1100 Virginia Drive, Suite 200, Fort Washington, PA 19034, , United States	0%	100%
Ashfield Iberia LDA	Avenida Dom João II Lote 1 06 2 2c 2 c, Parque Das Naçoes Edificio Atlantis, 1990-095 Lisboa, Portugal	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Ashfield Iberia SLU	Calle Quintanavides, 13 Parque Empresarial Vía Norte,, Edificio 1 - 2ª planta, 28230 Madrid, Spain	0%	100%
Ashfield Market Access LLC	1100 Virginia Drive, Suite 200, Fort Washington, PA 19034, , United States	0%	100%
Ashfield Medical Communications GmbH (Formerly Physicians World GmbH)	Harrlachweg 11, 68163 Mannheim, Germany	0%	100%
Ashfield Medical Dialogue Centre GmbH	Harrlachweg 11 68163 Mannheim, Germany	0%	100%
Ashfield Meetings & Events Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Ashfield Meetings & Events S.R.L.	Rome (RM) Via Salaria 292,CAP 00198, Italy	0%	100%
Ashfield Meetings and Events Group Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Ashfield Meetings and Events Inc	1100 Virginia Drive, Suite 200, Fort Washington, PA 19034, , United States	0%	100%
Ashfield Nordic AB	Luntmakargatan 66, 5th Floor, 113 51, Stockholm, Sweden	0%	100%
Ashfield Nordic ApS	Larsbjornstraede 3, DK-1454, Copenhagen, Denmark	0%	100%
Ashfield Nordic Oy	Linnoitustie 4 B, 02600 Espoo, Finland	0%	100%
Ashfield S.A	Fountain Plaza Building 501 Belgicastraat 1 1930 Zaventem, Belgium	0%	100%
Ashfield Saglik Hizmetleri Ticaret Ltd Sirketi	Sahrayıcedit Mah. Halk Sk., No:40 Pakpen Plaza K:1 34734 Kozyatağı/Kadıköy, Istanbul, Turkey	0%	100%
Ashfield-Sellxpert AG (JV)	Hauptstrasse 53, 4127 Birsfelden, Schweiz	0%	50%
Auryn Produtos Farmaceuticos Unipessoal LDA	Avenida De Saboia, 189//, 2765-278 Monte Estoril//, Cascais, Portugal	0%	100%
Ballina Pharma Inc	1100 Virginia Drive, Ste 200 Fort Washington, PA 19034, United States	0%	100%
Bruno Healthcare, Inc.	2400 Baglyos Circle Bethlehem PA 18020, United States	0%	100%
CMIC Ashfield Co. Ltd-(JV)	Hamamatsucho Building, 1-1-1 Shibaura, Minato-Ku, Tokyo, 105-0023, Japan	0%	50%
Excelent Farma Portugal LDA	Avenida De Saboia, 189//, 2765-278 Monte Estoril//, Cascais, Portugal	0%	100%
Flexifarma Promocao de Productos Farmaceuticos, Unipessoal,LDA PT	Avenida De Saboia, 189//, 2765-278 Monte Estoril//, Cascais, Portugal	0%	100%
GET Destinations, LLC	1100 Virginia Drive, Ste 200 Fort Washington, PA 19034, United States	0%	100%
KIRONFARMA Produtos Farmaceuticos Unipessoal Lda	Avenida De Saboia, 189//, 2765-278 Monte Estoril//, Cascais, Portugal	0%	100%
Pharmexx Argentina SA (JV)	Artilleros 2436, Buenos Aires, Argentina	0%	19%
Pharmexx Ireland (Sales Solutions) Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
Pharmexx Partipacoes Ltda	Avenida Brigadeiro Faria Lima, 3729, 4º andar, cj 04, Itaim Bibi, São Paulo, Brazil	0%	100%
Pharmexx UK Limited	Ashfield House, Resolution Road, Ashby-De-La-Zouch, Leicestershire, LE65 1HW	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Previs Produtos Farmaceuticos Unipessoal LDA	Avenida De Saboia, 189//, 2765-278 Monte Estoril//, Cascais, Portugal	0%	100%
Propensity4, LLC	1085 Maple Hill Lane, Malvern, PA 19355, United States	0%	20%
Rofarm Iberica Productos Farmaceuticos Unipessonal LDA	Avenida De Saboia, 189//, 2765-278 Monte Estoril//, Cascais, Portugal	0%	100%
selldirekt GmbH	Harrlachweg 11 68163 Mannheim, Germany	0%	100%
sellxpert GmbH & Co. KG	Harrlachweg 11 68163 Mannheim, Germany	0%	100%
sellxpert Verwaltungs GmbH	Harrlachweg 11 68163 Mannheim, Germany	0%	100%
Nuvera LLC	2019 Virginia Avenue, McLean, VA 22101	0%	100%
Trading companies – Communications segment			
Atomic Communications LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Citigate Dewe Rogerson Asia Limited	15/F Chinachem Hollywood Centre, 1 Hollywood Road, Central, Hong Kong	0%	100%
Citigate Dewe Rogerson Japan G.K.	7F Roppongi Denki Building, 6-1-20 Roppongi, Minato-ku, Toyko, 106-0032	0%	100%
Citigate Dewe Rogerson (Beijing) Consulting Services Co., Ltd	1506A, Floor 15, Avic Building, No. B10 East Third Ring Road, Beijing 100022, China	0%	100%
Citigate Dewe Rogerson Limited	8th Floor Holborn Gate, 26 Southampton Buildings, London, England, WC2A 1AN	0%	100%
Citigate Dewe Rogerson Singapore Pte Ltd	105 Cecil Street #09-01 The Octagon Singapore 069534	0%	100%
CFF Communications B.V.	James Wattstraat 100-10, 1097 DM Amsterdam, The Netherlands	0%	100%
Dutko Worldwide, LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Grayling (Shanghai) Public	Room 801, Floor 8, F659 Building, Nanjing West Road, Jing'an	0%	100%
Relations Consulting Co., Limited	District, Shanghai, China	0%	100%
Grayling Asia Pte Limited	105 Cecil Street #09-01 The Octagon Singapore 069534	0%	100%
Grayling Austria GmbH	Siebensterngasse 31, 1070 Wien, Austria	0%	100%
Grayling Bulgaria EOOD	9 Positano Str., Entry B Floor 2 1000 Sofia, Bulgaria	0%	100%
Grayling China Limited	Unit 606, 6/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong	0%	100%
Grayling Communications Limited	8th Floor Holborn Gate, 26 Southampton Buildings, London, England, WC2A 1AN	0%	100%
Grayling Communications, Inc.	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Grayling Comunicacion, S.L.	Paseo de la Castellana, 8, 5-izq., 28046 Madrid, Spain	0%	100%
Grayling Czech Republic s.r.o.	Palackého 740/1, 110 00 Prague 1, Czech Republic	0%	100%
Grayling d.o.o.	Kralja Drzislava 4, 10000 Zagreb, Croatia	0%	100%
Grayling d.o.o.	Takovska 6, Belgrade, Serbia, Serbia	0%	100%
Grayling d.o.o.	Dunajska 5, 7th Floor, 1000 Ljubljana, Slovenia	0%	100%
Grayling Deutschland GmbH	Bleichstraße 52-56, 60313 Frankfurt am Main, Germany	0%	100%
Grayling Eurasia LLC	Krasnoproletarskaya Str. 16, Building 3, Entrance #8, Floor 5, Office 6, Moscow 127473, Russia	0%	100%
Grayling France SAS	43 rue de Rendez Vous, 75012 Paris, France	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Grayling Hungary Kft	1011 Budapest, Corvin tér 10. , Hungary	0%	100%
Grayling Nederland B.V.	James Wattstraat 100, 1097 DM Amsterdam, Netherlands	0%	100%
Grayling Poland Sp.z.o.o.	Equator II, Floor 5, Al. Jerozolimskie 96, Warsaw 00-807, Poland	0%	100%
Grayling Romania S.R.L	Str Maltopol 9, Secturul 1, 011047, Bucharest, Romania	0%	100%
Grayling SA	Avenue des Arts, 46, 1000 Brussels, Belgium	0%	100%
Grayling Slovakia s.r.o	Palisady 36, 811 06 Bratislava, Slovakia	0%	100%
Shiny Red Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
The Quiller Consultancy Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
The Red Consultancy Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Trading companies – Advisory segment			
PHMR Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
PHMR Limited	Unit D Berkeley Works, Berkley Grove, London, NW1 8XY, United Kingdom	0%	100%
Putnam Associates Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Putnam Associates, LLC.	501 Boylston Street Suite 5102, Boston MA 02116, United States	0%	100%
Smart Analyst (India) Private Ltd	14th Floor, Tower D, Cyber Green, DLF City Phase-lll, Gurgaon, Haryana, 122002, India	0%	100%
SmartAnalyst Inc	285 Madison Avenue, 22 FL NY, NY 10017, United States	0%	100%
SmartAnalyst UK Ltd	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
STEM Healthcare Asia Limited	31/F Tower Two Times Square 1 Matheson Street Causeway Bay HongKong	0%	100%
STEM Healthcare Australia Pty Ltd	36 Fox Street, Lane Cove, NSW 2066	0%	100%
STEM Healthcare Canada Limited	489 Gallivan Drive RR#1 Ennisomore ON K0L 1TO	0%	100%
STEM Healthcare China Limited	Room 1022 Building 1, 215 Lian He North Road, Fengxian, Shanghai, PR China	0%	100%
STEM Healthcare Germany GmbH	Harrlachweg 11 68163 Mannheim, Germany	0%	100%
STEM Healthcare Japan KK	1-2-20 Shiodome Building 3F Kaigan Minato-ku Tokyo, Japan 105-0022	0%	100%
STEM Healthcare Limited	1.04 Power Road Studios 114 Power Road Chiswick London, W4 5PY, United Kingdom	0%	100%
STEM Healthcare Russia	Russian Federation 125167, Moscow, Leningradsky prospect 47, bld 2, floor 4 room 36	0%	100%
STEM Healthcare SARL	12 Quai du Commerce Le Thelemos 69009 Lyon	0%	100%
STEM Healthcare Singapore Pte Limited	50 Raffles Place, #15-05/06, Singapore Land Tower, Singapore (048623)	0%	100%
STEM Healthcare Spain SL	Calle Quintanavides, 13 Parque Empresarial Vía Norte, Edificio 1 - 2ª planta, 28230 Madrid, Spain	0%	100%
STEM Healthcare US Inc	2555 Kingston Road, Suite 235, York PA 17402, United	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
	States		
STEM Healthcare Auditoria E Consultoria Ltda - STEM Marketing Brazil Limited	Edificio Birmann 11, Rua Alexandre Dumas, 1711, 5º Andar, Chácara Santo Antônio, Sao Paulo	0%	100%
Vynamic Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Vynamic LLC	1600 Arch Street, Suite 200, Philadelphia PA 19103, United States	0%	100%
STEM Healthcare Italy S.r.l	Via Borgogna n. 5 – Milano 20122	0%	100%
STEM Healthcare Korea Ltd	Level 43, International Finance Centre Seoul, Three IFC, 10 Gukjegeumyung-ro, Youngdeungpo-gu, Seoul, 07326, Korea	0%	100%
Atomic Communications Holdings Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Non-trading companies			
Atomic PR UK Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Canyon Associates Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Communications Inc	Citigate Broad Street Inc, One South Broad St, 12 Floor, Philadelphia PA 19107, United States	0%	100%
Dewe Rogerson Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Evoke Group LLC	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Grayling (CEE) Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Grayling Holdings AG	Gwattstrasse 8, c/o ueltschi solutions GmbH, 3185 , Schmitten,, Switzerland	0%	100%
Grayling International AG	Gwattstrasse 8, c/o ueltschi solutions GmbH, 3185 , Schmitten,, Switzerland	0%	100%
Grayling International Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Grayling Kenya Limited	2nd Floor, Wing A, Apollo Centre, Ring Road Parklands, Westlands PO Box 764 00606, Sarit Centre, Nairobi, Kenya	0%	100%
HHCG Acquisition LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Holmes & Marchant Communications Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
HS Corporate Investments Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Communications Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Financial Group Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Financial Holdings LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Huntsworth Financial LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Huntsworth Group LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Huntsworth Health North America LLC	874 Walker Road, Suite C, Dover DELAWARE 19904, United States	0%	100%
Huntsworth Healthcare Group Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Healthcare Group LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Huntsworth Holdings GmbH	Bleichstraße 52-56, 60313 Frankfurt am Main, Germany	0%	100%
Huntsworth Holdings Inc.	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Huntsworth Holdings Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Investments Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Hypertonic LLC	c/o United Corporate Services, Inc., 874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
IG Communications Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Mainstream Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Mainstream Presentations Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Quiller Associates Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
The Creative Engagement Group (Holding Co) Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
The Moment Content Group Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
The Moment Productions Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
The Red Consultancy California LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
The Red Consultancy Group Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
The Red Consultancy USA LLC	Davis & Gilbert 1740 Broadway, New York, NY 10019, United States	0%	100%
The Rocket Science Group Holdings Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Tonic Life Communications Dallas LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Evoke PR & Influence LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
WRG Group Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
WRG Public Events Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
WRG Worldwide Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Blocker Acquisition	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Huntsworth GCS Acquisition LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	88.23%
Huntsworth Giant, Inc	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Giant Creative Holdings, LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	90.23%
Hunter Holdco 4 Limited	Registered Office: 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN	0%	100%
Hunter UK Limited	Registered Office: 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN	0%	100%
Hunter US Inc	Main Office: Corporation Trust Center, 1209 Orange Sreet, Wilmington, County of New Castle DE DE 19801, United States	0%	100%
Huntsworth Limited	Registered Office: 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN	0%	100%
Huntsworth Proton UK Bidco Limited	Registered Office: 8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN	0%	100%
Health Interactions Asia Pacific Pte Ltd	77 Robinson Road, #13-00 Robinson 77, Singapore, 068896, Singapore	0%	100%
Meditech Media (M) SDN. BHD	Level 9, Blok A Pusat Pdgn Amcorp, Jalan Persiaran Barat, Selangor, Malaysia	0%	100%
The Nucleus Group (Shanghai) Consultancy Co. Ltd	Unit 508, 555 Nanjing Road (W), Shanghai, 200041, China	0%	100%
Dormant Companies			
Axis Healthcare Europe Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Catalyst Communications Group Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
C-B Interests Inc.	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Citigate Communications Group Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Citigate Cunningham LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Alchem Plc	A& L Goodbody, 42-46 Fountain Street, Belfast, BT1 5EF, (Northern Ireland)	0%	100%
Aquilant Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
Aquilant Nederland B.V.	Neptunus 12, 8448 CN Heerenveen, Netherlands	0%	100%
Aquilant Specialist Healthcare Services Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
Ashfield Alliance Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
CD&R Ulysses UK Holdco 2 Limited	C/O Alter Domus (Uk) Limited, 18 St Swithin's Lane, London, EC4N 8AD, United Kingdom	0%	100%
Congachant Limited	32 Molesworth Street, Dublin 2, Dublin, Ireland	0%	100%
Dublin Drug (Investments) Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
Dublin Drug Company Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Dublin Drug Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
Leitrim Healthcare Inc	53 State Street, 24th Floor, Boston, MA 02109 United States, United States	0%	100%
Magna Finance B.V.	Hoogoorddreef 15, 1101 BA, Amsterdam, Netherlands	0%	100%
Magna Healthcare Inc	125 Chubb Avenue, Lyndhurst, New Jersey 07071, United States	0%	100%
Mansett Limited	A& L Goodbody, 42-46 Fountain Street, Belfast, BT1 5EF, (Northern Ireland)	0%	100%
Marker (U.D.) Ireland Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
Marker International B.V.	Hoogoorddreef 15, 1101 BA, Amsterdam, Netherlands	0%	100%
Nenelite Limited	32 MOLESWORTH STREET, Dublin 2, Dublin, Ireland	0%	100%
Oremelt Company Unlimited Company	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
Putnam Healthcare, Inc	501 Boylston Street Suite 5102, Boston MA 02116, United States	0%	100%
Riverwalk Healthcare Inc	1600 Arch Street, Suite 200, Philadelphia PA 19103, United States	0%	100%
Speyloft Limited	32 Molesworth Street, Dublin 2, Dublin, Ireland	0%	100%
SynopiaRx Inc	1100 Virginia Drive, Ste 200 Fort Washington, PA 19034, United States	0%	100%
UDG Healthcare (UK) Holdings Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
UDG Healthcare (US) Holdings Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
UDG Healthcare Ayrtons (Dublin) Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
UDG Healthcare Corporation Japan	Hamamatsucho Building, 1-1-1 Shibaura, Minato-Ku, Tokyo, 105-0023, Japan	0%	100%
UDG Healthcare Distributors Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
UDG Healthcare Finance Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
UDG Healthcare Holdings B.V.	Neptunus 12, 8448 CN Heerenveen, Netherlands	0%	100%
UDG Healthcare Ireland Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
UDG Healthcare Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
UDG Healthcare Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
UDG Healthcare Nordic Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
UDG Healthcare Packaging Group Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
UDG Healthcare Property Holdings Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
UDG Healthcare UK (Holdco) Limited	Ashfield House, Resolution Road, Ashby-de-la-zouch, Leicestershire, LE65 1HW, United Kingdom	0%	100%
UDG Healthcare US Holdings, Inc	2400 Baglyos Circle Bethlehem PA 18020, United States	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
United Care Limited	c/o UDG Healthcare plc, 20 Riverwalk, Citywest Business Campus, Citywest, Dublin, 24, Ireland	0%	100%
Eternally Inc	1708 Christian Street, Philadelphia, PA 19146	0%	<10%
Citigate Dewe Rogerson Belgium SA	Avenue de Cortenbergh, 66 1000 Brussels, Belgium	0%	100%
Citigate Global Intelligence and Security Inc	Citigate Global Intelligence and Security Inc., 850 Third Ave, 11th Floor, New York NEW YORK 10022, United States	0%	100%
Citigate Global Intelligence and Security LLC	SOP address 22 Cortlandt St., New York, NY 10282	0%	100%
Conscientia Communications Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Creativ-Ceutical (Beijing) Medical Consulting Co.Ltd	Room 0-1616, 16th Floor, No. 12, Chao Wai Avenue Yi, Chaoyang District, Beijing	0%	100%
Dewe Rogerson Group Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Dutko DPM Holding LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Dutko Global LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Dutko Government Markets, LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Dutko Midco LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Dutko State & Local, LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Dutko Washington, LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Grayling Dormant 1 LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Grayling UK Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Grayling Americas LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Grayling Group LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Grayling München GmbH	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Holmes & Marchant Corporate Design Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Dormant (IH) Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Dormant (IL) Limited	15/F., Chinachem Hollywood Centre, 1 Hollywood Road, Central, Hong Kong	0%	100%
Huntsworth Dormant (IUK)	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth Dormant 7 Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%
Huntsworth LLC	United Corporate Services, Inc., 10 Bank Street, White Plains, New York, 10606, United States	0%	100%
Fabric an Evoke Company LLC	CT Corporation System Philadelphia, 1515 Market Street, Philadelphia PA 19102, United States	0%	100%

Subsidiary undertaking	Registered office	% of shares held directly by Parent	% of shares held directly by Group
Random Animal LLC	874 Walker Road, Suite C, Dover, DE 19904, United States	0%	100%
Rose & Kindel	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN	0%	100%
Sanchis y Asociados Imagen y Comunicacion, S.A	Paseo de la Castellana, 8, 5-izq., 28046 Madrid, Spain	0%	100%
Team LGM Limited	8th Floor, Holborn Gate, 26 Southampton Buildings, London, WC2A 1AN, England	0%	100%

Group Information

If you would like further information about Huntsworth, please visit our website at www.huntsworth.com.

Registered office and Group headquarters

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Advisors

Company Secretary
Martin Morrow

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StreetLondon
EC2V 7AE

HSBC Bank plc
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