

Interim results

for the six months
ended 31 March 2022



Hyve

Agenda

HY22 business performance – Mark Shashoua, CEO

Financial overview – John Gulliver, CFO

Summary – Mark Shashoua, CEO



Mark Shashoua

CEO

HY22 – strong trading despite macro challenges

Solid recovery and momentum at the end of FY21 continued into 2022 at a faster than anticipated pace

Return to largely pre-pandemic event schedule with strong performance across all KPIs

International travel in key markets largely resumed as restrictions lifted

China remains closed, impacting Chinese international travel

Response to conflict between Russia and Ukraine accelerated Group's portfolio refocus on advanced economies and omnichannel rollout

Further evolution of omnichannel offering through acquisitions of 121 Group and Fintech Meetup, entering the new sector

Brand development through innovative products within existing sectors

Robust liquidity position maintained despite headwinds

Diversified Board with skills aligned to the future direction of the business

21¹

In-person events

£58.6m

HY22 Revenue

8

Tech-enabled programmes

£64.4m

Net Debt
as of 31 March 2022



¹excluding seven Russian events

Faster pace of recovery delivering strong performance

- › International business travel largely resumed accelerating recovery in addition to pre-pandemic domestic business travel
- › LFL customer spend continues to strengthen
- › Continue to gain market share from smaller events
- › Innovative, high quality events resulting in high levels of satisfaction of both exhibitors and visitors leading to strong forward bookings

Strong position to grow the business through the recovery and beyond

LFL Customer spend¹**14.5%**

FY21: +7%

Forward Bookings²**£118m**

HY21: £28m

Domestic Exhibitors³
FY22 Completed events**>90%**

H2 FY21: >70%

Visitor NPS**+27**

HY21: +14%

Exhibitor NPS**+32**

HY21: +11%



¹ Customer spend across top 20 events relative to the previous event edition across all customers who participated in both event editions. Shoptalk is not included due to lack of comparable data.

² Forward bookings are contracted revenues for the full financial year including completed events. The HY21 position represents forward bookings for FY21 at this time last year.

³ Domestic exhibitor contracted sales as a percentage of pre-COVID total revenues.

Russia / Ukraine

Ukraine

- › All 87 colleagues are safe and accounted for
- › Continued support through salaries payment, humanitarian support and relocation assistance
- › All events postponed until further notice

Russia

- › Formal exit from Russian market completed on 13 May 2022 due to the ongoing conflict and its implications
 - › Sale for a maximum cash consideration of £72m, wholly structured as earn-out consideration payable over a ten-year period
 - › c. £10m retained from the Russian business prior to closing the sale
- › Provides stability for 206 people in Russia
- › Decision reflected the significant challenges from a moral, legal, compliance, and operational standpoint that would arise from continuing to operate in Russia



Russia and Ukraine contributed c. 30% of revenue in FY21. All financial information reported excludes the results of the Russian business.

De-risked portfolio post Russian exit – better placed to withstand future headwinds

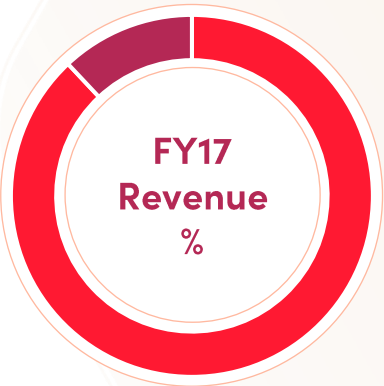
May 2017

269

events

£0.5m

revenue per event



Emerging markets	88%
Advanced economies	12%

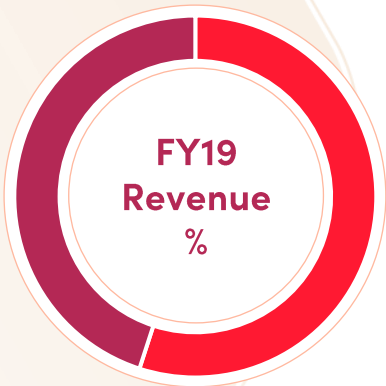
September 2019

130

events

£1.7m

revenue per event



Emerging markets	55%
Advanced economies	45%

May 2022

50

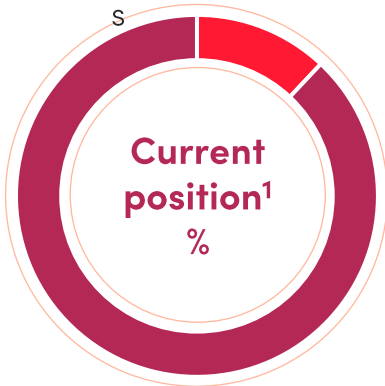
in-person events

21

tech-enabled programmes

£3.3m

revenue per event¹



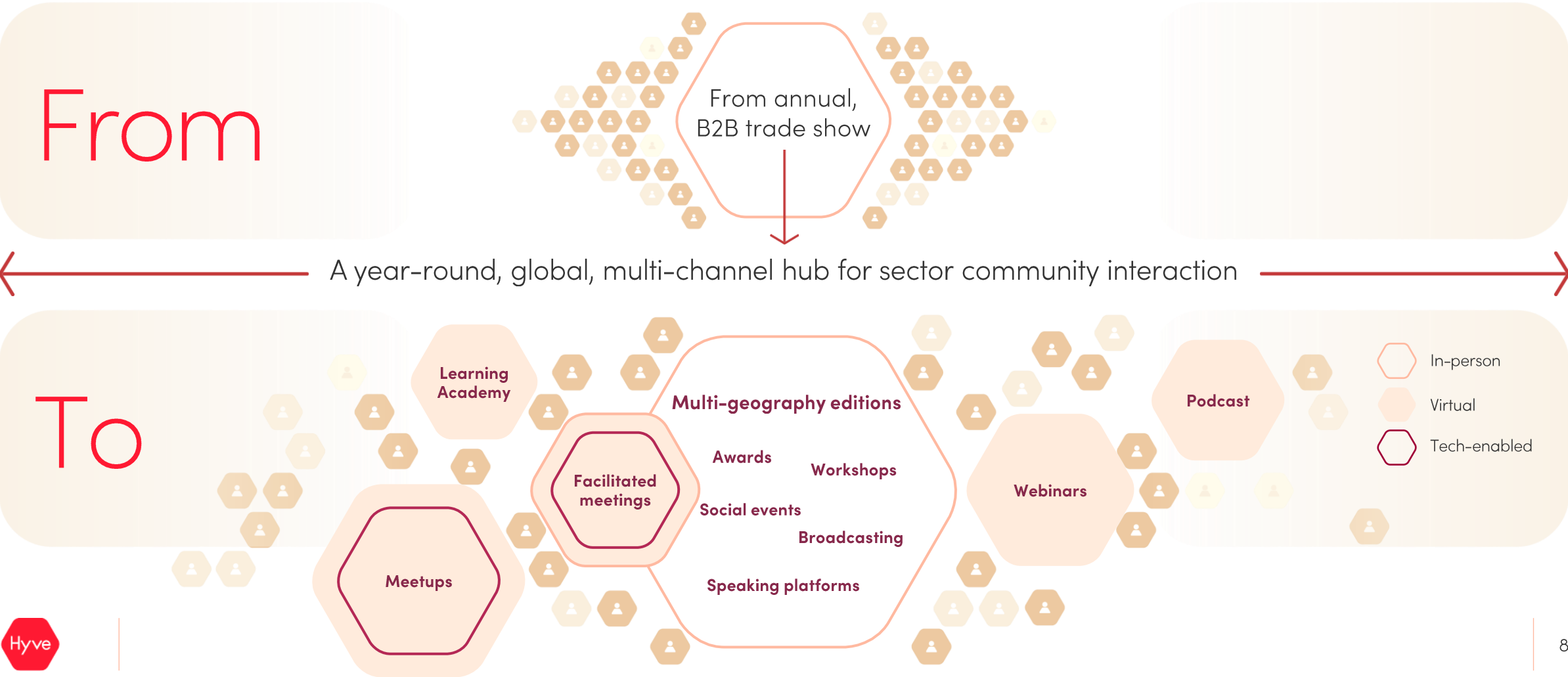
Emerging markets	12%
Advanced economies	88%



1 Based on completed events as at 24 May 2022

2 Based on a fully-recovered portfolio of events

Evolution of events proposition



Focus on: E-Commerce Retail & Grocery

- Sector community serviced through all year around in-person events and on-line meetups represented by two brands
- Shoptalk – global, industry leading brand
- Shoptalk 2022 outperformed pre-Covid edition
- First event under Hyve ownership – the largest by revenue the Group has ever run
- First Shoptalk Europe scheduled for June 2022



c. 9,000
attendees















c. 500
sponsors

c. 250
speakers




c. 7,000
facilitated meetings

Growing omnichannel portfolio

NEW

Omnichannel-ready sector	E-commerce for retail	E-commerce for grocery	EdTech	Commodities	FinTech
Market-leading event	SHOPTALK				
Facilitated meetings	 1st edition as Hyve: 8,000 meetings		 Launched 2022 750 meetings	 121 Group first year as part of Hyve	 Launch in 2023
Online meetings	 Retail Meetup	 Retail Meetup	 Launch in 2023	 121 Group first year as part of Hyve	 c.2,260 participants c.25,300 meetings 94% satisfaction rate

Meeting programmes

Giftware	Engineering
AUTUMNFAIR SPRINGFAIR	
 Launched 2022	 Launched 2022
Not suitable for virtual format	Not suitable for virtual format

John Gulliver

CFOO

HY22 results summary

Recovery accelerating as events resume in the West

- › Full schedule of events outside China
- › Revenues in HY22 ahead of full year FY21 revenues
- › First Shoptalk post-acquisition outperformed the FY19 edition
- › Profits derived from trading compared to insurance in the prior period

Material available cash/undrawn debt and progress made on refinancing

- › Adjusted net debt of £64m and available liquidity of £141m
- › Covenant waivers secured up to and including March 2023
- › Refinancing process underway

Trading KPIs indicate full recovery potential with growth opportunities

- › Forward bookings for FY22 of £118m
- › Shoptalk Europe launch tracking very well, showcasing growth possibilities from product extensions/launches
- › Domestic revenues largely fully recovered; international recovering faster than expected

Results from continuing operations	HY22	HY21 ¹	FY21 ¹
Revenue	£58.6m	£5.0m	£27.9m
Headline PBT	£9.5m	£29.4m	£13.1m
Insurance proceeds ²	£10.6m	£49.0m	£65.0m
Adjusted net debt	£64.4m	£92.4m	£79.9m
Headline diluted EPS	2.1p	9.1p	5.0p
Dividend	-	-	-

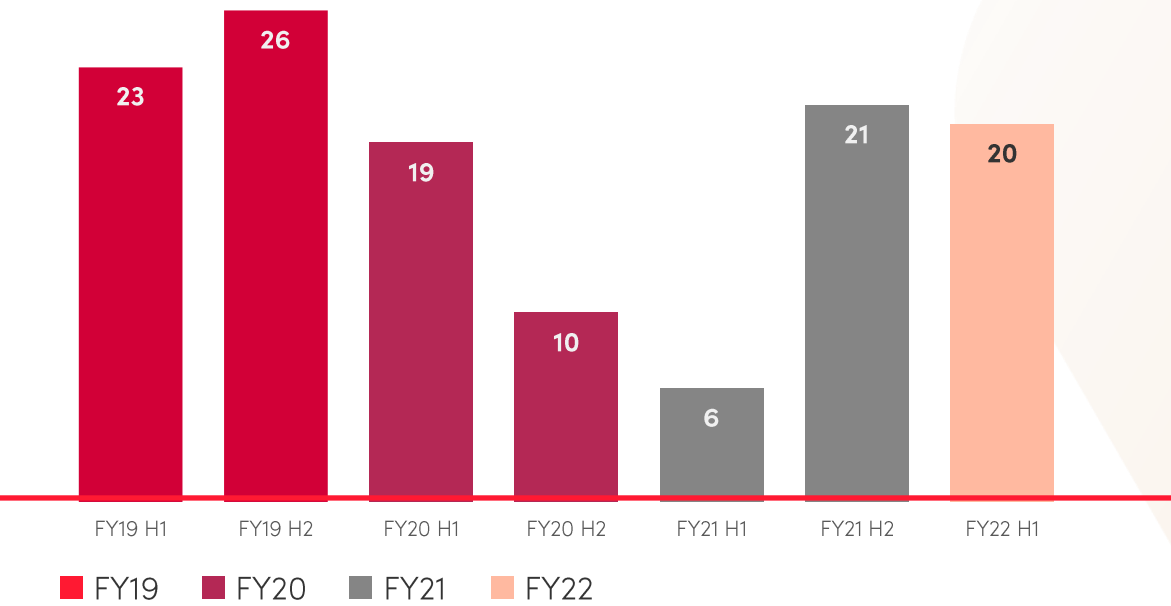


¹ Restated to reflect the treatment of the Russia business as a discontinued operation

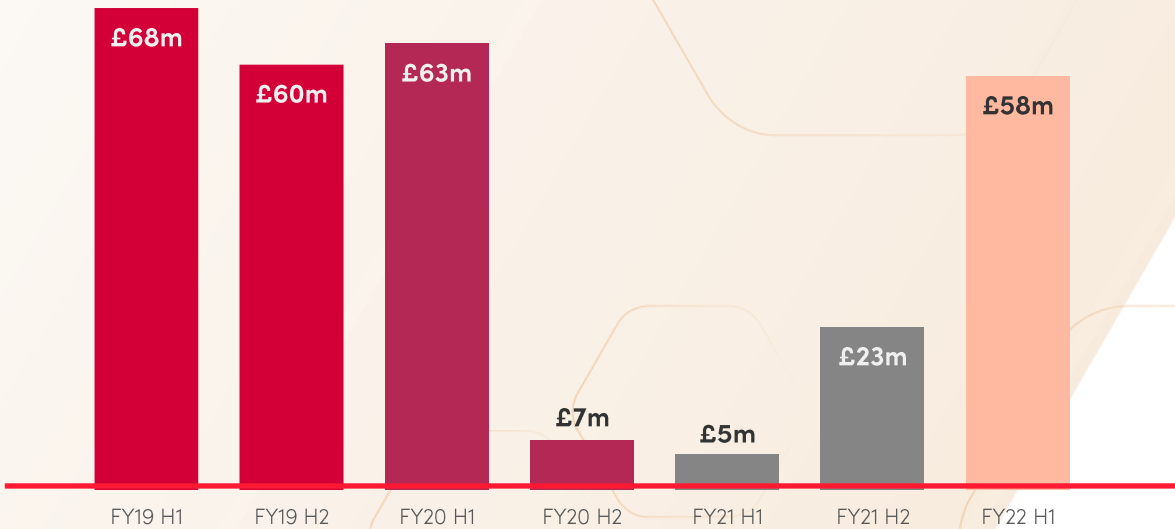
² Insurance proceeds are included within Other Income, they are therefore included within headline PBT but not within revenue

All events have now resumed post-COVID with the exception of China

Pro forma number of in-person events^{1,2}

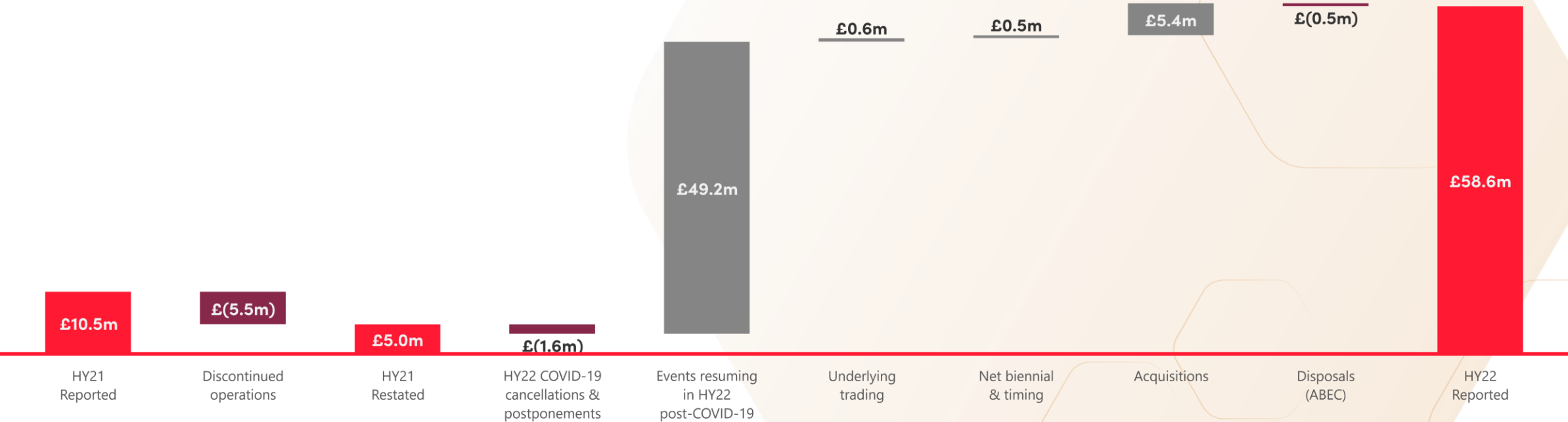


Pro forma revenue¹

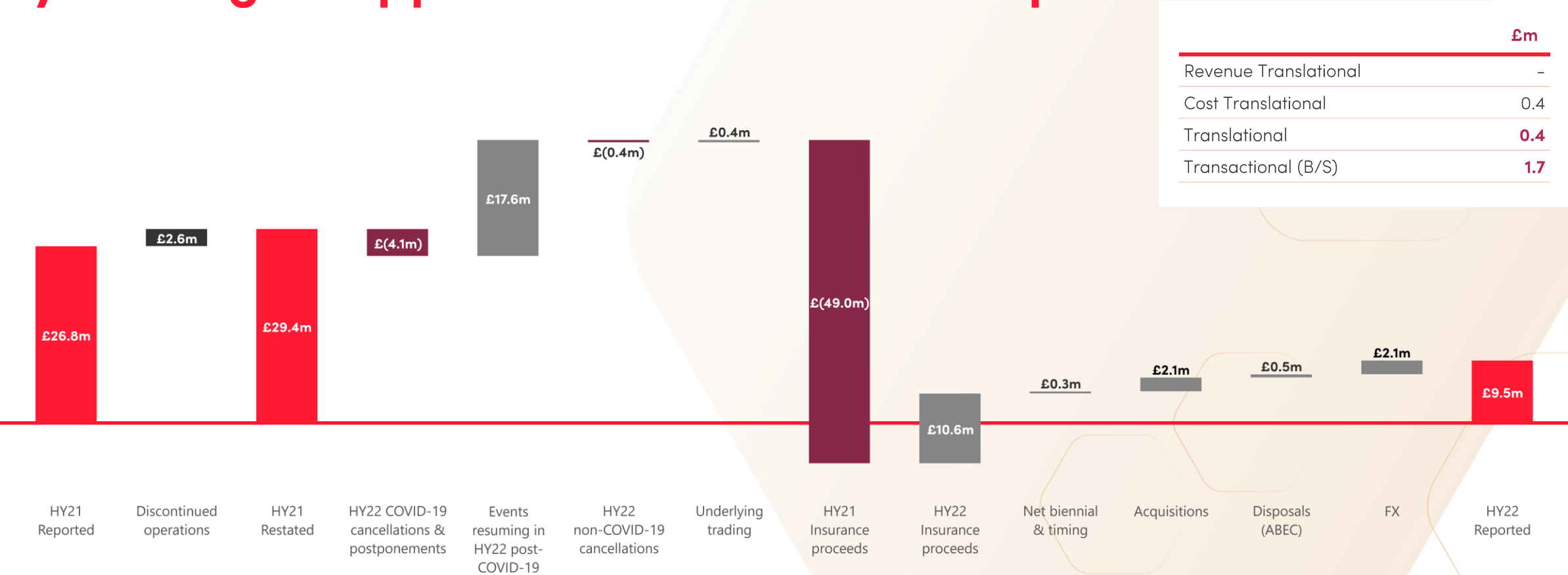


1 Excluding the disposals of Russia, Central Asia and ABEC. Note: one ABEC event ran pre-disposal in HY22
2 Excluding tech-enabled programmes with no in-person event offering (e.g. 121 Group Events, Fintech Meetup): 1 in FY21 H1, 1 in FY21 H2 and 5 in FY22 H1

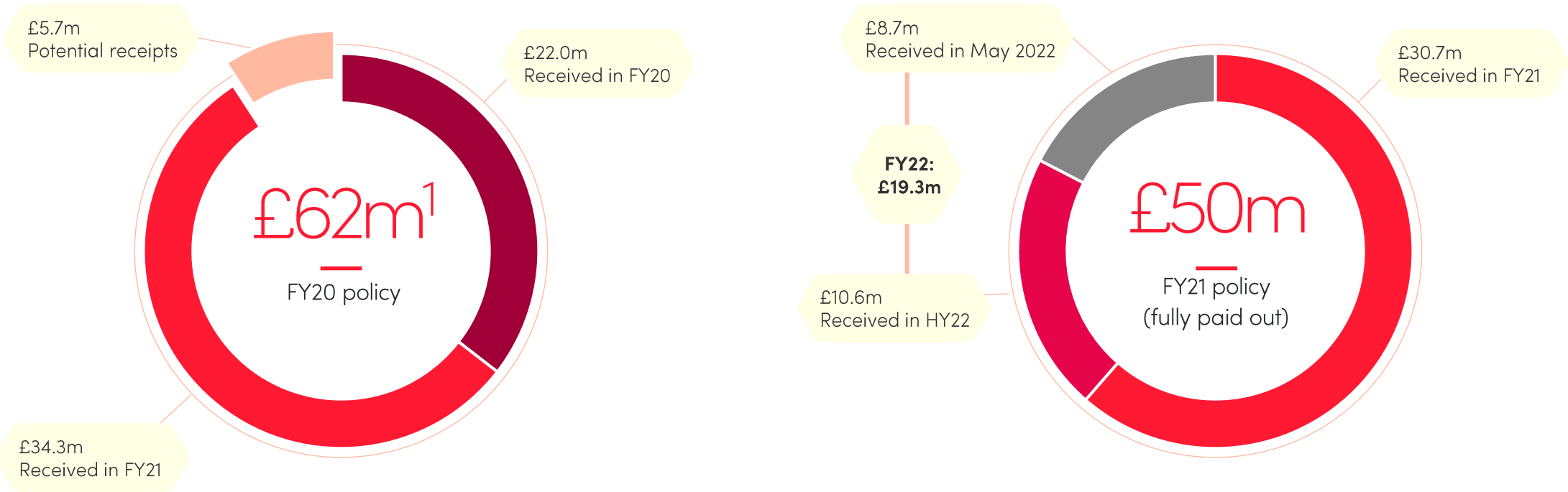
Revenue has rebounded following the return of events across our remaining markets



Headline profit before tax underpinned by trading as opposed to insurance receipts

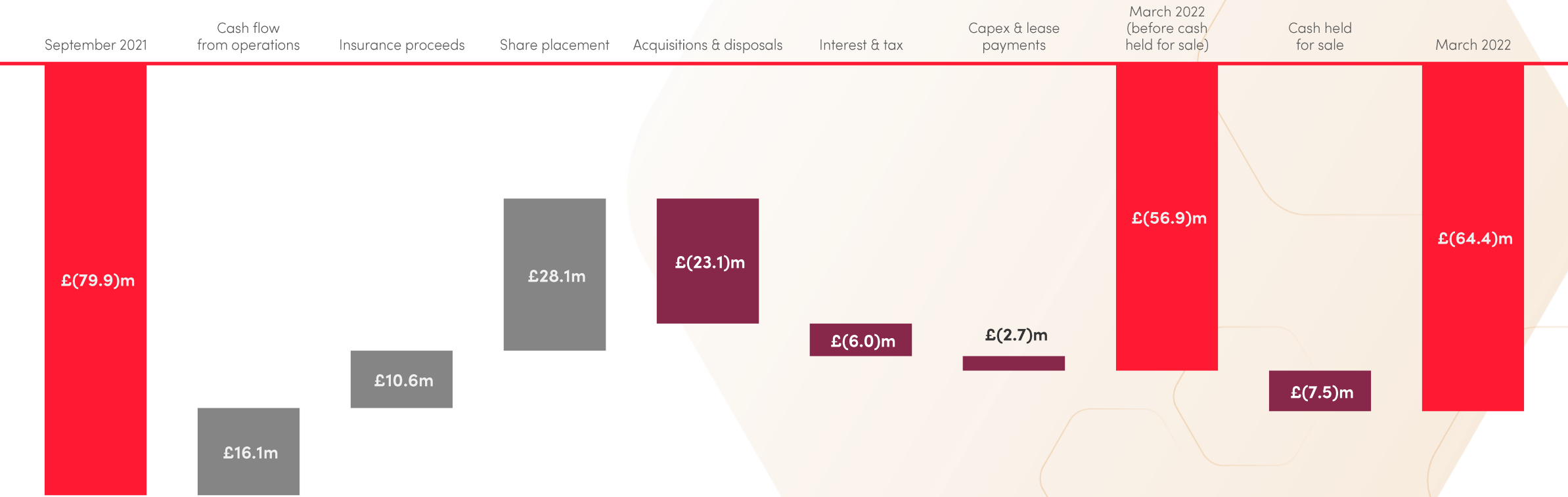


Total insurance proceeds of £106.3m now received out of a total available of £112m

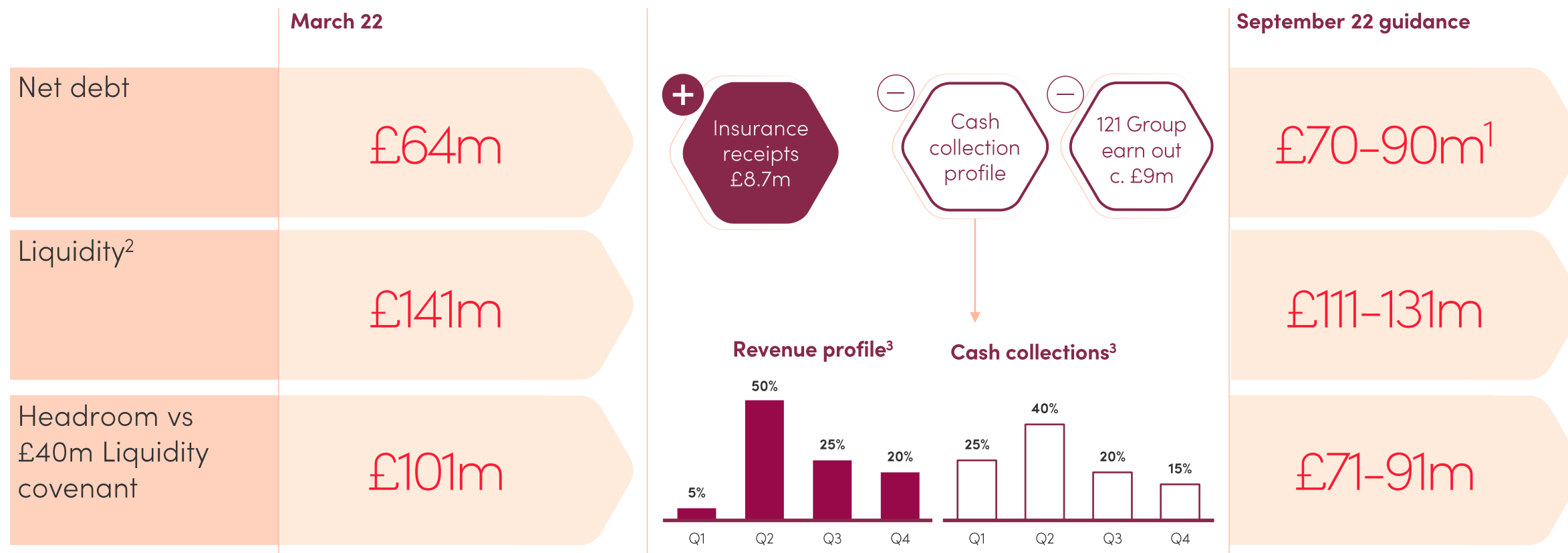


1 Consists of two policies for £25m (fully paid out) and £37m (partially paid out to date)

Stable net debt facilitated the acquisitions of 121 Group and Fintech Meetup



Material liquidity available and net debt projections for FY22 back within pre-Russia exit guidance range



1 In line with December 2021 guidance and £10m ahead of April 2022 guidance following the Russia exit announcement

2 Available facility of £207.5m at 31 March 2022, reducing to £201m by 30 September 2022 following scheduled repayments

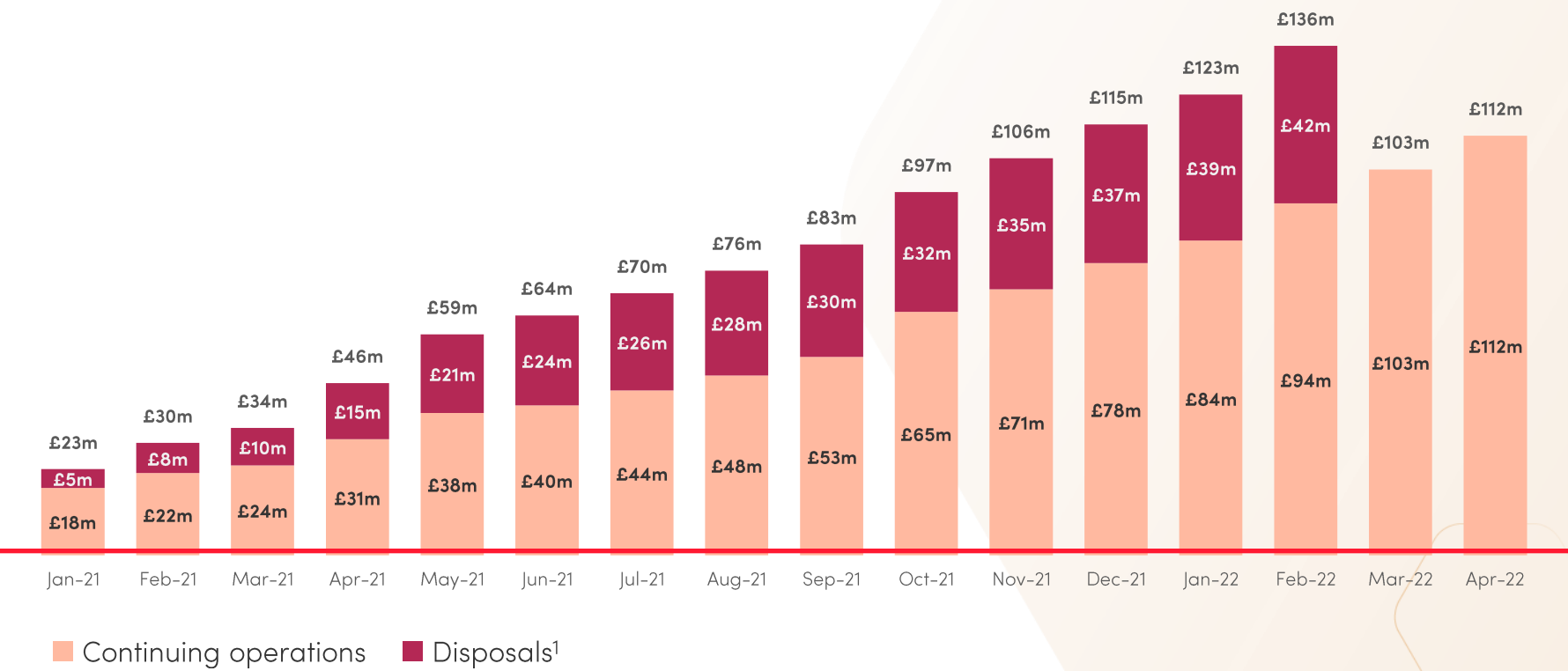
3 Based on a recovered event portfolio on a normalised basis (e.g. Mining Indaba returns to February)

Banking covenant waivers up to and including March 2023 and refinancing plans underway

	FY22	FY22 / FY23
	Nov-21 covenant waiver	Refinancing
Leverage ratio	Waived until June 2023 Quarterly thereafter	› Refinancing discussions commenced
Interest cover ratio	Waived until June 2023 Quarterly thereafter	› Proactively planning to address December 2023 maturity date well in advance
Medium liquidity	£40m until March 2023 Quarterly thereafter	› Clean Russia exit seen as positive
		› Debt capital structure sought to support strategic plans
		› Debt markets currently disrupted and cost of debt is increasing

Forward booking trajectory continues to improve during FY22

Contracted revenues for FY22














































FY22 Events
£118m

Domestic
£80m

International
£38m

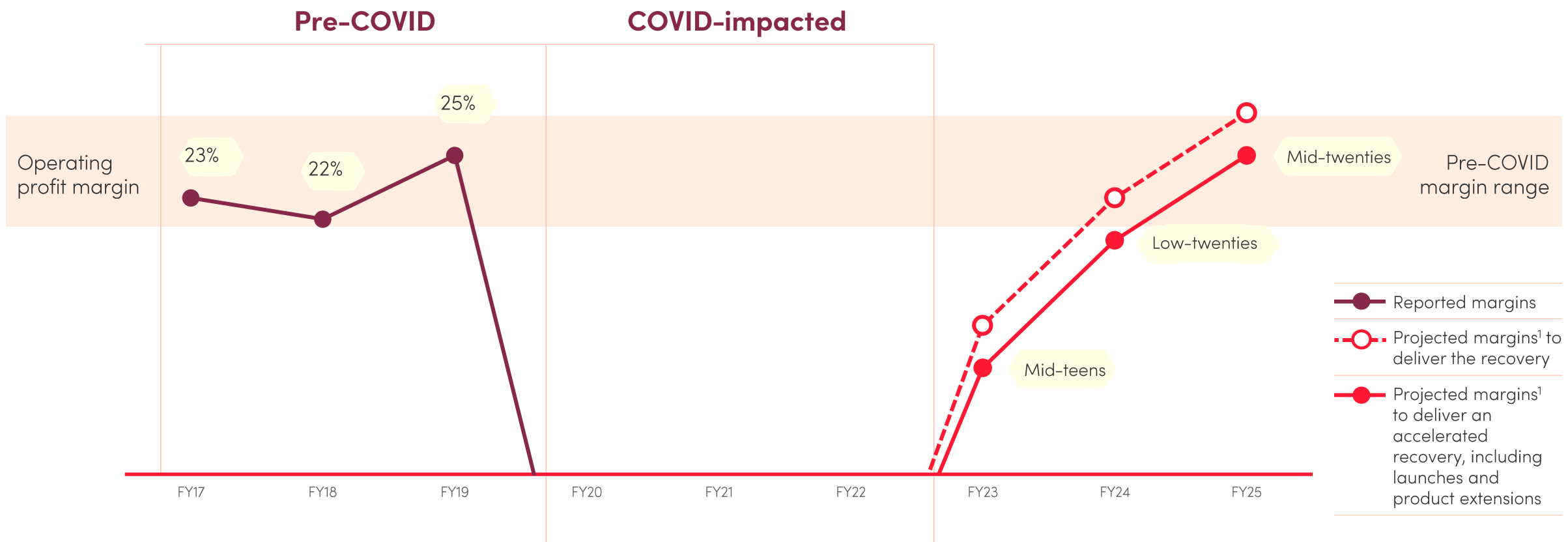
Encouraging revenue recovery in H1 but macroeconomic headwinds remain

Operating Segments	Brands	Percentage of Group revenue ¹	HY22 vs Pre-COVID	Timing of markets opening	China impact	Other Internationals	Sector strength	Geopolitical & macro-economic
EdTech & Commodities	   	27%	60-80%					
Retail, Manufacturing & Engineering	    	27%	60-80%					
RetailTech & FinTech	  	34%	>100%					
Eastern & Southern Europe	  	5%	80-100%					
Asia	  	7%	N/A					



1 Based on a fully-recovered portfolio of events

Operating profit margins expected to return to pre-COVID levels, even with margin dilution from launches



¹ Targets and not intended as an operating profit margin forecast

SUMMARY

Mark Shashoua, CEO

In summary

**Recovery
ahead of
expectations**

**Macro-
economic
headwinds
increasing**

**Better placed
to weather
challenges
ahead**

**De-risked,
high quality
portfolio post
Russia exit**

**Material
liquidity
headroom
projected even
post-Russia**

Q&A



Disclaimer

This presentation is only being shared with investment professionals (as that term is defined in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005) or to persons to whom it would otherwise be lawful to distribute it. Accordingly, persons who do not have professional experience in matters relating to investments should not rely on this presentation.

This presentation is being issued by Hyve Group plc (“Hyve”) to a limited number of recipients in connection with its Interim Results to 31 March 2022. If you have not received this document directly from Hyve or its nominated advisor / broker, your receipt is unauthorised. Please return this document to Hyve immediately.

While the presentation has been prepared in good faith, no representation, warranty, assurance or undertaking (express or implied) is or will be made, and no responsibility or liability is or will be accepted by Hyve or by its officers, employees or agents in relation to the adequacy, accuracy, completeness or reasonableness of this presentation.

Any recipient of this presentation in jurisdictions outside the UK should inform themselves about and observe any applicable legal requirements. This presentation does not constitute an offer to sell or an invitation to purchase securities in Hyve in any jurisdiction, nor shall it be relied on, or act as an inducement, to enter into any investment activity. It is not intended for distribution or use where it would be contrary to law or regulation or would require any registration or licensing.

All enquiries relating to this presentation should be directed to:

Name: FTI Consulting / Address: 200 Aldersgate, Aldersgate Street, London, EC1A 4HD / Tel: +44 (0) 20 3727 1000 / Email: SCHyve@fticonsulting.com



Appendices HY22

Consolidated income statement

Headline Results from continuing operations	HY22 £m	HY21 ¹ £m
Revenue	58.6	5.0
Gross Profit / (Loss)	19.2	(3.3)
<i>Gross Profit Margin</i>	33%	-
Admin Expenses/Operating Income	(18.0)	(15.0)
Insurance Proceeds	10.6	49.0
FX	1.8	0.1
Profit from joint ventures	(0.2)	2.3
Operating Profit	13.4	33.1
<i>Operating Profit Margin</i>	23%	664%
Net Finance Costs	(3.9)	(3.7)
PBT	9.5	29.4
EPS	2.1p	9.1p
Statutory Reconciliation	HY22 £m	HY21¹ £m
Headline PBT	9.5	29.4
Adjusting Items	(21.0)	(6.9)
Statutory PBT	(11.5)	16.7



¹ Restated to reflect the treatment of the Russia business as a discontinued operation

Divisional analysis

	HY22		HY21 ¹		
	Revenue £m	HPBT £m	Revenue £m	HPBT £m	
Results from continuing operations					
EdTech & Commodities	13.9	(0.8)	0.7	(3.1)	› Bett and Africa Oil Week returned; Mining Indaba postponed to May
Retail, Manufacturing & Engineering	13.3	(0.9)	0.1	(3.8)	› Spring Fair returned with successful introduction of Curated Meetings
RetailTech & FinTech	27.1	12.6	1.3	(2.0)	› Shoptalk exceeded pre-COVID revenues; Fintech Meetup event ran post-acquisition
Asia	0.6	(1.6)	2.1	0.2	› Impact of event postponements and cancellations in China, including Sinostar JV
Eastern & Southern Europe	3.7	(0.6)	0.8	(1.7)	› Turkey and Ukraine event recovery; Ukraine events ran interrupted pre-Russia invasion
Other Income		-		3.0	› Management fee income from joint ventures; Nil in HY22 due to Sinostar cancellation
Central Costs		(7.7)		(8.6)	› HQ cost savings achieved since the start of the pandemic
Insurance Proceeds		10.6		49.0	› Insurance proceeds in respect of FY20/FY21 event cancellations
FX Gain		1.8		0.1	› Balance sheet retranslation of monetary assets and liabilities
Net Finance Costs		(3.9)		(3.7)	› Interest paid on debt facilities
Total	58.6	9.5	5.0	29.4	

Performance analysis

		Metres 000s	Revenue £m	Headline Profit Before Tax £m
HY21	Results from events	39	10.5	26.8
	Discontinued operations	(15)	(5.5)	2.6
	Continuing operations	24	5.0	29.4
	Timing	(3)	(0.4)	0.3
	COVID-19 postponements and cancellations ¹	(13)	(1.6)	(4.1)
	COVID-19 cancellation costs ²	-	-	5.0
	Non-recurring	-	(1.3)	(0.9)
	Recurring events	8	1.7	29.7
HY22	Disposal	(4)	(0.5)	0.5
	Acquisitions	-	5.4	2.1
	Biennial	7	0.7	-
	FX translation	-	-	2.1
	LFL change	4	0.6	0.4
	Recurring events	15	7.9	34.8
HY22	COVID-19 postponements and cancellations ³	88	50.5	14.3
	COVID-19 cancellation costs ⁴	-	-	(0.7)
	Timing	2	0.2	-
	Insurance proceeds	-	-	(38.5)
	Non-recurring	-	-	(0.4)
	Results from events	105	58.6	9.5



1 Represents the prior period performance of events that were postponed or cancelled in the current period as a result of COVID-19

2 Represents costs incurred in the prior period on events cancelled in the prior period as a result of COVID-19

3 Represents the current period performance of events that were postponed or cancelled in the prior period as a result of COVID-19

4 Represents costs incurred in the current period on events cancelled in the current period as a result of COVID-19

Adjusting items

			HY22 £m	HY21 £m
Operating items	Amortisation of acquired intangible assets	Non-cash	(14.3)	(13.8)
	Impairment of assets	Non-cash	(2.9)	-
	Gain on disposal	Non-cash	3.1	-
	Transaction costs ¹	Cash	(2.5)	(0.6)
	Tax on income from joint ventures	Non-cash	0.1	(0.5)
Financing items	Revaluation of assets and liabilities on completed acquisitions and disposals	Non-cash	(4.5)	6.0
Total			(21.0)	(8.9)

Consolidated balance sheet

			HY22 £m	HY21 £m	
Non-current assets	Goodwill and intangible assets		316.5	302.8	
	Other non-current assets		56.1	64.7	
			372.6	367.5	
Current assets	Trade debtors		17.2	14.4	
	Prepayments		10.3	11.4	
	Other current assets		28.6	26.5	
		(111.1)	56.1	52.3	(93.3)
Creditors	Net debt		(64.4)	(92.4)	
	Deferred revenue		(49.1)	(57.6)	
	Trade and other payables		(89.5)	(61.5)	
	Deferred and contingent consideration		(47.3)	(4.8)	
	Net deferred tax liabilities		(7.9)	(17.0)	
	Provisions		(1.4)	(1.5)	
			(259.6)	(234.8)	
Net assets			169.1	185.0	

Cash generated from operations

	HY22 £m	HY21 £m
Statutory operating profit	1.7	15.6
Adjustments	17.7	15.3
Operating cash flows before movements in working capital	19.4	30.9
Working capital movements	7.3	(31.9)
Dividends received from associates	-	0.5
Cash generated from operations	26.7	(0.4)

	HY22 £m	HY21 £m
Cash generated from operations	26.7	(0.4)
Interest received	0.2	0.1
Interest paid	(3.8)	(3.5)
Tax paid	(2.2)	(0.7)
Free cash flow from the business	20.9	(4.5)

Current debt profile

As at 31 March 2022

Facility	Committed	Drawn	Repayments	Interest	Existing Financial Covenants
Term	£57.5m	£57.5m	£0.5m due in June 2022 ¹ £6.0m due in September 2022 ¹ £6.0m due in November 2022 £22.5m due in November 2023 £22.5m due in December 2023	SONIA + Margin (3.4%) while the covenant waiver is in place. SONIA + Margin (1.9-2.9%) determined by the Leverage Ratio thereafter.	<ul style="list-style-type: none"> › Leverage Ratio of net debt to adjusted EBITDA $\leq 3x$ › Interest Cover Ratio of EBITDA to net finance charges $\geq 4x$ › Tested every quarter from 30 June 2020
Revolver	£150.0m	£48.0m	Amounts can be repaid, redrawn or rolled for periods of 1, 3, or 6 months up to maturity		
Total	£207.5m	£105.5m	Maturity : December 2023		

Waiver – November 2021

Waiver detail

- › Suspends the existing financial covenant tests for all periods up to and including March 2023 (a 12-month extension on previous waiver agreement)

Waiver conditions

- › Replaces existing financial covenants with a minimum liquidity covenant: combined cash and undrawn facilities must be at least £40m, tested monthly
- › Existing financial covenants will still be reported every quarter but not tested
- › Interest margin remains at 3.40% but original ratchet levels still apply based on above financial covenant reporting every quarter

- › 50% of insurance proceeds to be applied as a prepayment of any upcoming term loan repayments
- › Certain acquisition, disposal and dividend restrictions remain in place

Normalisation

- › The Group may at any time in its sole discretion nominate to revert to the original terms by reinstating the existing financial covenant testing provided the original financial covenants can be met
- › All waiver conditions will be cancelled once normalisation occurs



¹ Following receipt of £8.7m of insurance proceeds since the half year end, £4.3m is now due in May 2022 and £2.2m in September 2022

Shareholder structure as at 30 April 2022

	Country of Shareholder	% of Total Shares	No. of Shares (millions)
Strategic Value Partners	US	16.2	47.4
Helikon	IE	14.0	40.9
Redwheel	UK	11.6	33.8
Jupiter Asset Management	UK	6.6	19.2
Amiral Gestion	FR	4.8	14.1
Aberforth Partners	SC	4.8	14.0
Goldman Sachs collateral account	UK	4.5	13.2
UBS collateral account	UK	4.4	12.8
Bestinver Asset Management	ES	3.5	10.3
Wellington Management	US	3.2	9.4
Directors		0.5	1.3
Other institutions & individuals		25.9	75.2
Total Shares in Issue		100.0	291.6