24 May 2022

Hyve Group plc
("Hyve" or the "Group")

2022 Interim Results

Strong trading and faster pace of recovery, despite macro challenges

- Continued recovery of in-person events at a rate faster than anticipated, with some surpassing pre-pandemic levels
- Events in China disrupted by reinstatement of COVID-19 restrictions, which also impact Chinese international travel
- Market leading high-quality events driving customer spend and strong forward bookings
- De-risked portfolio following Russian exit and strategic acquisitions enhancing omnichannel strategy
- Entering the second half of FY22 with momentum and a streamlined portfolio of market-leading, omnichannel products, focused on high growth industries

Mark Shashoua, CEO of Hyve Group plc, commented:

"Over the last six months we have, once again, had to respond to challenges outside of our control. Thanks to the hard work of our people around the world, not only did we successfully navigate these challenges, but we are now seeing a strong recovery and have moved significantly closer to our long-term vision, more quickly than expected.

Hyve is almost unrecognisable compared with just five years ago. Having evolved from a predominantly emerging markets business, today we have a de-risked portfolio of market leading events, mostly focused on the UK, US and European markets. As such, going forward our focus will be on sectors, rather than geographies. This is a significant shift for Hyve, but absolutely the right one for creating sustainable value for stakeholders.

We continue to expand our brands by launching new products, such as Shoptalk Europe, Ahead by Bett, Green Energy Africa and the first in-person Fintech Meetup event, and applying new propositions, such as our facilitated meetings programmes. This innovation is crucial to our success, and we continue to invest in our future growth.

We expect the strong momentum we have seen in the first half of the year to continue. Our in-person events are recovering faster than anticipated, with many having already fully recovered. Whilst there are clearly global economic and geopolitical headwinds, the Group is in a strong position with renewed confidence. This will serve Hyve well when navigating through any potential challenges."

Financial headlines **Results from continuing operations[1]**	**Six months to** **31 March 2022**	**Six months to** **31 March 2021**
Volume sales	104,600 m^2	24,800 m^2
Revenue	£58.6m	£5.0m
Headline profit before tax[2]	£9.5m	£29.4m
(Loss) / profit before tax	(£11.5m)	£20.5m
Insurance proceeds[3]	£10.6m	£49.0m
Adjusted net debt[4]	£64.4m	£92.4m
Headline diluted earnings per share[5]	2.1p	9.1p

1. *Results from continuing operations only. Results for the six months to 31 March 2021 and year ended 30 September 2021 have been restated throughout the Interim Results to exclude the results from the Russian business which are presented as discontinued operations.*
2. *Headline profit before tax is defined as profit from continuing operations before tax and adjusting items, which include amortisation of acquired intangibles, impairment of assets, profits or losses arising on disposal of Group undertakings, transaction costs on completed and pending acquisitions and disposals, tax on income from joint ventures, gains or losses on the revaluation of deferred/contingent consideration and on equity option liabilities over non-controlling interests, and imputed interest charges/credits on discounted deferred/contingent consideration – see note 3 to the condensed consolidated interim financial statements for details.*
3. *The gross proceeds from insurance claims under the Group's cancellation insurance policies are recognised in the income statement when the receipt of the proceeds is virtually certain. Of the £10.6m (2021: £49.0m) recognised in the period, £nil (2021: £34.2m) is in respect of FY20 events cancelled in FY20 and £10.6m (2021: £14.8m) is in respect of FY21 events cancelled in the prior year.*
4. *Adjusted net debt is defined as cash and cash equivalents after deducting bank loans. This is therefore prior to any lease liabilities recognised on the balance sheet and it is excluding cash presented as held for sale.*
5. *Headline diluted earnings per share is calculated using profit attributable to shareholders from continuing operations before adjusting items – see notes 3 and 6 to the condensed consolidated financial statements for details. The headline and statutory results have been restated as a result of a prior period adjustment and for discontinued operations in order to provide a comparative measure – see note 1 and note 7 to the condensed consolidated interim financial statements for details. As a result, basic and diluted and headline basic and diluted earnings per share for March 2021 have also been restated.*

Financial performance ahead of expectations as events recover faster than expected

- £58.6m revenue (2021: £5.0m), ahead of full year revenues for FY21 and reflecting the return to pre-pandemic schedule of events with the exception of China
- Headline profit before tax of £9.5m (2021: £29.4m). Excluding the impact of insurance proceeds received of £10.6m (2021: £49.0m), the Group's headline profits would have increased by £18.5m, which reflects the strong recovery of the Group's events
- Adjusted net debt improved to £64.4m (2021: £92.4m) as a result of a return to positive operating cashflow and insurance proceeds
- Liquidity position of £140.5m (2021: £122.6m) has been maintained despite macroeconomic headwinds faced
- Covenant waivers secured up to and including March 2023 and, following the sale of the Russian business, a refinancing process has commenced

Strategic highlights

- 21 (2021: seven) in-person events ran with a faster pace of recovery than expected, and some having surpassed pre-pandemic levels:
  - Domestic events attendance substantially recovered
  - International business travel resuming faster than previously anticipated, except to and from China
  - Continued investment in in-person events with the rollout of facilitated meetings on Spring Fair and Bett
  - Launch of new in-person events in response to customer demand: Ahead by Bett in the first half of the financial year; Shoptalk Europe in the second half and Fintech Meetup and Green Energy Africa Summit in 2023
- Almost full return to pre-pandemic event schedule, with the exception of China
- Exceptional performance from the first Shoptalk to run under Hyve ownership outperforming all expectations by delivering a double-digit increase in like-for-like revenue compared to its 2019 edition
- Continued expansion of omnichannel portfolio in key digital transformation ready sectors, with eight (2021: one) tech-enabled programmes successfully delivered in the reporting period
- Strategic acquisitions of 121 Group and Fintech Meetup accelerate the rollout of the Group's omnichannel strategy
- Diversifying the Board with two new Non-Executive Directors, Anna Bateson and Rachel Addison, who joined Hyve on 1 March 2022, following the departures of Stephen Puckett and Sharon Baylay

Continued support of Ukrainian colleagues

- The Group continues to be in regular communication with those usually based in Ukraine. Salaries have been paid early and support offered to all staff, including relocation assistance
- Events in Ukraine postponed until further notice

Exit of Russian market

- In response to the ongoing conflict in Ukraine, the Group announced its intention to exit the Russian market on 15 March 2022; on 13 May 2022 the Group completed the disposal of the Russian business for a maximum cash consideration of up to £72 million, wholly structured as earn out consideration payable over a ten-year period; the group retained c. £10m from the Russian business prior to closing the sale (see note 7)
- This solution provided stability for the local team, while crystalising some value for shareholders
- The sale of the Russian business accelerated the Group's portfolio refocus towards advanced economies and omnichannel-ready sectors

Outlook

- Momentum continuing into the second half, with forward bookings of £118m (2021: £28m) for FY22
- COVID-19 related restrictions continue to have an impact, concentrated in China, affecting domestic events and Chinese participation in the Group's other events
- Clear omnichannel growth opportunities lie ahead through the roll out of further facilitated meetings programmes
- Net debt for the year ending 30 September 2022 expected to be in the range of £70m - £90m
- Over the medium term, we expect to return to the level of operating profit margins achieved prior to the COVID-19 pandemic
- Following a successful first half, Hyve enters the second half of FY22 with a de-risked and streamlined portfolio of market-leading, omnichannel products, concentrated in growing industries.

Analyst and investor conference call and webcast
There will be an analyst and investor presentation hosted by Mark Shashoua, Chief Executive and John Gulliver, Chief Finance and Operations Officer at 9.30 a.m. today. To join presentation please use the following link:
https://kvgo.com/IJLO/Hyve_HY22_Interim_Results_Announcement
There is also a facility to join the presentation and Q&As via a conference call. Participants should dial:

UK Toll Free: 0808 109 0700
UK-Wide: +44 (0) 33 0551 0200
New York New York: +1 212 999 6659
USA Toll Free: 1 866 966 5335

and quote *Hyve HY22 Results* when prompted by the operator.

A playback facility will be available shortly after the presentation had finished

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About Hyve Group plc

Hyve Group plc is a next-generation global events business whose purpose is to bring together and connect entire sector ecosystems from all corners of the globe. We meet our customer needs to learn, network and trade via both market-leading in person and online events. Hyve Group plc is all about globally consistent best practice and unrivalled quality. Our vision is to create the world's leading portfolio of content-driven, must-attend events delivering an outstanding experience and ROI for our customers. Hyve's market-leading portfolio of global brands includes: Shoptalk, Spring Fair, Bett, Mining Indaba and the recently acquired Fintech Meetup, which is defining the future of events for the fintech ecosystem and uses state-of-the-art technology to power its world renowned meetings programme.

Where business is personal, where meetings move markets and where today's leaders inspire tomorrow's.

Interim Management Report

Executive summary

FY22 has, to date, been another year when our agility and responsiveness as a business was tested as we faced a challenging macroeconomic and geopolitical environment, ultimately resulting in the acceleration of our long-term strategy and evolution.

The invasion of Ukraine has, of course, dominated the news. Like most businesses with operations in the region, it has been the primary focus of our Board during the period. First and foremost, our priority throughout the crisis was, and continues to be, the wellbeing of our people.

For our team of 87 in Ukraine, that has meant continuing to pay and bring forward salaries, helping with relocation, and maintaining regular communication. We have also continued to cover the operating costs of the business in Ukraine throughout this period.

For our 206 people in Russia, and those in other regions who support the Russian business, we were committed to finding a solution which offered them stability. This has been achieved through the timely identification of a buyer. The sale process formally concluded on 13 May 2022 and as a result, we report our interim results presenting contribution from Russian operations as discontinued operations.

COVID-19, despite initial fears around Omicron, continues to have a limited impact on the business, concentrated in China where there are ongoing restrictions across most regions. This impacts our domestic events in China, including our Sinostar joint venture that we cancelled in the period, as well as the attendance of Chinese customers at international events.

Having just completed our Transformation and Growth (TAG) programme when COVID-19 first appeared, we were in the best position possible, not just to react quickly, but also to use this time as an opportunity to accelerate our strategic evolution as we continue to anticipate changing customer demands and ways of working.

In the second half of last year, we reported promising recovery progress and have been pleased to see that momentum continue into FY22, at a faster than expected rate.

We ran a total of 21 (2021: seven) in-person events between October and March including some of our major brands such as e-commerce leader Shoptalk, Africa Oil Week for the commodities community and global EdTech event Bett. We also hosted eight (2021: one) tech-enabled programmes including the launch of Curated Meetings at Spring Fair, the launch of Hosted Leaders at Bett, several 121 Mining Investment programmes and our newly acquired Fintech Meetup.

We also took the opportunity to launch a number of new in-person events. In March we debuted Ahead by Bett, which responds to feedback from customers to create an event focused on higher education alongside Bett, our main EdTech event. In June, Shoptalk Europe will take place, which answers the demand for an e-commerce event of Shoptalk's calibre for the European market. Next year, Green Energy Africa Summit will run for the first time and will be hosted alongside Africa Oil Week in October. It will become the leading meeting place for those within our energy customer community who are driving the renewables debate in Africa. In addition, following the successful online Fintech Meetup in March, we have launched an in-person event for 2023, expanding our presence in this new sector.

A faster recovery than expected

Our in-person events have recovered at a faster pace than expected, with some surpassing their pre-pandemic performance levels.

We delivered strong results against all key performance indicators including like-for-like customer spend, visitor density and forward bookings.

Thanks to the tireless work done by our teams who continue to advance our events and engage our customer communities year-round, we have also seen an increase in customer like-for-like spend and both visitor and exhibitor NPS scores compared with previous years. This rise in customer satisfaction is resulting in strong forward bookings for FY22 which stand at £118m, compared with £28m at the same point in time for FY21.

This emerging picture of future events gives us confidence that the trends we have seen since the pandemic are here to stay, and that this is no longer solely thanks to 'pent-up demand'.

Record-breaking performance at Shoptalk

A particular highlight from the period was the first Shoptalk to run under Hyve ownership, which outperformed all expectations and delivered a double digit increase in like-for-like revenue compared to its 2019 event.

This exceptionally strong performance made Shoptalk 2022 the largest ever event by revenue for both the Shoptalk brand and for the Group.

Shoptalk, with its global, industry-wide reach and tech-enabled model, is a good illustration of where Hyve is heading – focusing in on global, industry-leading, omnichannel platforms.

We are now looking ahead to the first edition of Shoptalk Europe which is to be held in London this June and is on track to significantly outperform its acquisition case.

Sale of Russian business now complete

On 15 March, the Board announced its decision to formally exit the Russian market. A further update was issued on 6 April confirming the proposed sale to Rise Expo Limited for a maximum cash consideration of £72 million, wholly structured as earn-out consideration payable over a ten-year period (see note 7). The group retained c. £10m from the Russian business prior to closing the sale.

A class 1 circular was published on 11 May, which confirmed requisite approval had been obtained to proceed with the sale on the terms previously outlined. The disposal formally completed on 13 May 2022. Our decision to sell the Russian business reflected the significant challenges from a moral, legal, compliance, and operational standpoint that would arise from continuing to operate in Russia. The disposal provided some assurance and stability for those affected, including the staff of the Russian business.

Looking ahead to Hyve's long-term strategic roadmap, the sale has further accelerated the refocusing of our portfolio towards advanced economies and omnichannel-ready sectors.

Changing shape of the portfolio

Both COVID-19 and the conflict in Ukraine have accelerated the change which was already well underway as part of our TAG programme, which completed in 2019 and saw our focus move from quantity to quality.

Hyve is unrecognisable in comparison to just five years ago. Before beginning our TAG programme, we ran 269 in-person events, over 90% of which were based in emerging markets and had a regional focus. Today's de-risked portfolio of 50 market-leading in-person events and 21 tech-enabled platforms is 88% rooted outside of emerging markets and centres around providing our customers with market-leading products and services. In that time, average revenue per event has increased six-fold demonstrating that commitment to quality.

As we pursue our omnichannel strategy further, classifying our events based on their location will become less relevant, as this strategy sees us focus on advanced economies with a portfolio of international products. Therefore, looking ahead we will refocus our categorisation towards sectors rather than geographies, to reflect the evolving nature of the portfolio.

Defining the next generation of events

Events are on a journey, from annual B2B trade shows, to year-round, global, multi-channel hubs for industry community engagement and interaction, enhanced by technology.

The next generation of events brings together the best of the online and physical worlds. Online opportunities such as meetups, webinars and podcasts keep our customer communities connected and in conversation year-round, while in-person experiences such as awards ceremonies, workshops, roadshows and geo-cloned events mean they can deepen relationships, and benefit from the collaboration and creativity which only happens when people come together in the real world.

Technology continues to enable us to evolve our proposition of shaping the next generation of in-person events, by powering opportunities such as facilitated meetings and improving our customer data.

Strategic acquisitions to support omnichannel evolution

Despite the macroeconomic challenges we have faced, two key acquisitions were secured within the period, both of which strongly support our omnichannel development.

We acquired 121 Group (see note 8), the specialist omnichannel meetings programme provider for the mining sector, in November 2021 for initial consideration of £23m, and an estimated total consideration after earn-out of between £42m and £50m.

121 Group comprises of more than ten networking programmes, spanning both online and in-person formats. In addition to strengthening our omnichannel strategy, 121 Group is also highly complementary to our Mining Indaba event, adding further diversity and significant value for its customers. Since the acquisition, 121 Group has performed in line with our expectations.

In March 2022, we acquired Fintech Meetup (see note 8), the online facilitated meetings platform for the US fintech sector, for initial consideration of £4m and contingent consideration of up to c. £38m payable in 2024 and 2025. This adds a new and rapidly growing sector to our product portfolio.

Following its 2021 inaugural edition, revenue for Fintech Meetup 2022 more than doubled. In March 2023, Fintech Meetup will launch its own in-person event in the US, which is set to become the key kick-off event for the entire industry at the beginning of every year. The event will also feature a ground-breaking facilitated meetings programme which will extend to the entire fintech ecosystem.

Secure financial position gives confidence

Financial performance for the six months ended 31 March 2022 showed revenues exceeding those reported for the full year of FY21. Headline profit before tax of £9.5m (2021: £29.4m) was underpinned by the strength of the recovery, despite reduced insurance proceeds of £10.6m (2021: £49.0m).

We close the half year with a better-than-expected adjusted net debt of £64.4m and available liquidity of £140.5m. This strengthened balance sheet and robust liquidity position have been maintained despite the macroeconomic headwinds we have faced, and our de-risked portfolio means that future exposure to macroeconomic issues is reduced.

In November 2021 we extended our bank covenant waivers up to and including March 2023. Following the sale of the Russian business, we have commenced a process to refinance our existing debt facilities which currently expire in December 2023.

A diversified Board

Hyve's ambition to create a more diversified Board made progress in the half year with a number of changes to our non-executive directors. Stephen Puckett, Non-Executive Senior Independent Director and Chair of the Risk Committee, and Sharon Baylay, Non-Executive Director and Chair of the Remuneration and ESG Committees, have both stepped down from their positions.

Hyve has subsequently appointed two new Non-Executive Directors, Anna Bateson and Rachel Addison, with effect from 1 March 2022. Both bring new perspectives and experience to Hyve's Board and will add significant value as the Group enters its next phase. Anna is also Chair of the ESG Committee, and Rachel is Chair of the Remuneration Committee.

Strong trading momentum set to continue, but headwinds remain

HY22 saw faster than anticipated revenue recovery across our key brands. We see this momentum continuing into the second half of the year with forward bookings already reaching £118m for FY22, like-for-like customer spend up, and a faster recovery to market-leading shows.

While COVID-19 related restrictions continue to have an impact, it is reasonably limited and concentrated in China, where restrictions prevent us from running domestic events, as well as impact Chinese participation in international events.

Our net debt for the year ending 30 September 2022 is expected to be in the range of £70m - £90m. Over the medium term, we expect to return to the level of operating profit margins achieved prior to the COVID-19 pandemic. The geopolitical environment presents some headwinds, with events in Ukraine suspended until further notice.

We enter the second half of FY22 with a de-risked and streamlined portfolio of market-leading, omnichannel products. While mindful of the global economic and geopolitical headwinds, the Group is in a strong position with a renewed confidence following a better-than-expected first half, trading momentum continuing to build, a clearer focus on growing industries which are benefitting from significant digital disruption, and with an exciting vision for the future.

Financial performance

Statutory results

Following the Group's decision to formally exit the Russian market and the advanced stage of discussions with Rise Expo Limited at the period end in respect of the sale of its Russian business, which subsequently completed on 13 May, the assets and liabilities of the Russian business have been classified as held for sale at 31 March 2022. The Russian business delivered revenues of £17.0m and a profit before tax of £4.8m in the first six months of the year, but the business is treated as a discontinued operation throughout the 2022 Interim Results. Unless otherwise stated all results are presented from continuing operations.

Revenues for the first six months of the year were £58.6m (2021: £5.0m), £53.6m higher than the comparative period, with the Group largely returned to a pre-pandemic event schedule. The Group ran a total of 21 in-person events (2021: seven events), excluding seven (2021: five) Russian events, in the first half.

The first Shoptalk event under Hyve's ownership took place in Las Vegas in March 2022 and delivered an exceptionally strong performance, outperforming its last pre-COVID-19 edition and was the largest event by revenue that the Group has ever run. In the UK, Spring Fair built on the momentum created at Autumn Fair last year and Bett returned following postponement from January to March due to Omicron, and was extremely well received by customers and wider stakeholders.

The impact of COVID-19 on the Group continues to reduce, with the exception of China, where the reintroduction of restrictions has had an impact on events in the country and Chinese exhibitor attendance at the Group's other events. Two Chinese events were postponed to later in the financial year and one was cancelled. ChinaCoat, the Sinostar JV event, was also cancelled in the first half having initially been postponed from December to March.

The Group has continued to execute its omnichannel strategy through the rollout of facilitated meetings across key in-person events and also the delivery of online networking programmes. The Group held a total of eight (2021: one) tech-enabled programmes during the reporting period. This included three 121 Mining Investment programmes, following the acquisition of 121 Group in November 2021, and the Group's first Fintech Meetup event which took place shortly after its acquisition in March 2022.

Two of the Group's events in Ukraine that were scheduled to take place in March have been postponed until further notice and the Group does not expect to be able run any events in the region for the remainder of the financial year.

The Group's loss before tax was £11.5m (2021: profit of £20.5m[1]). Further insurance proceeds of £10.6m (2021: £49.0m) have been recognised during the period in relation to claims regarding events cancelled in previous financial periods.

The Group's share of its losses from associates and joint ventures was £0.2m in the period (2021: profit of £1.8m), primarily due to the Sinostar event, ChinaCoat, being cancelled for the year.

The Turkish lira significantly weakened relative to sterling compared to the comparative period, increasing from 10.3 lira to the pound to 16.6 lira to the pound. The Euro and the Indian rupee also weakened relative to sterling by 5% and 2% compared to the comparative period. The Russian ruble was also particularly volatile, impacting the Group's results presented within discontinued operations. The value of the United States dollar was largely consistent with the comparative period.

Diluted earnings per share from continuing operations for the first six months was (4.3)p (2021: 6.5p[1])

[1] Restated as disclosed in Note 1.

Headline results

In addition to the statutory results, headline results are presented, which are the statutory results after excluding a number of adjusting items, as the Board consider this to be the most appropriate way to measure the Group's underlying performance. In addition to providing a more comparable set of results year-on-year, this is also in line with similar adjusted measures used by our peer companies and therefore facilitates comparison across the industry, although the adjusting items excluded may not be identical. The adjusting items presented are consistent with those presented in the previous year.

Headline profit before tax for the first six months of the year was £9.5m (2021: £29.4m[1]). Excluding the impact of insurance proceeds received of £10.6m (2021: £49.0m), the Group's headline profits would have increased by £18.5m, which reflects the strong recovery of the Group's events.

Headline diluted earnings per share for the first six months was 2.1p (2021: 9.1p[1]), reflecting the decrease in headline profits.

The following table reconciles statutory (loss)/profit before tax to headline profit before tax:

	Six months to 31 March 2022 £m	Six months to 31 March 2021 Restated[1] £m	Year ended 30 September 2021 Restated[1] £m
(Loss)/profit on ordinary activities before taxation	**(11.5)**	20.5	(28.3)
Operating items			
Amortisation of acquired intangible assets	**14.3**	13.7	27.8
Impairment of assets	**2.9**	-	19.0
Profit on disposal of investments	**(3.1)**	-	(0.2)
Transaction costs on completed and pending acquisitions and disposals	**2.5**	0.7	0.7
Tax on income from associates and joint ventures	**(0.1)**	0.5	0.5
Financing items			
Revaluation of assets and liabilities on completed acquisitions and disposals	**4.5**	(6.0)	(6.4)
Headline profit before tax	**9.5**	29.4	13.1

[1] Restated as disclosed in Note 1.

Amortisation of acquired intangible assets relates to the amortisation charge in respect of intangible assets acquired through business combinations. The charge has increased in the period as a result of the amortisation of the intangible assets acquired through the acquisitions of 121 Group in November 2021 and Fintech Meetup in March 2022.

An impairment charge of £2.1m has been recognised in respect of Fin-mark Srl, which previously organised the Aquatherm event in Ukraine. Deferred consideration receivable in respect of the October 2018 disposal of ITE Expo LLC, the portfolio of regionally-focused Russian events, has been impaired by £0.8m due to reduced expectation of payment following the Russian invasion of Ukraine.

In November 2021 the Group disposed of its 60% interest in ABEC, the operating company for a portfolio of exhibitions in India. The Group received upfront consideration of £1.0m for the sale. After the disposal of net liabilities of £0.7m, the release of cumulative exchange differences of £2.4m and the non-controlling interest of (£1.0m), a gain on disposal of £3.1m was recognised.

Transaction costs on completed and pending acquisitions and disposals relate principally to costs incurred on the acquisitions of 121 Group and Fintech Meetup. The most significant of these costs are professional and consultancy fees incurred in relation to the due diligence and legal procedures necessary for the completion of the deals. In the previous year the costs recognised related to the acquisition of Retail Meetup in December 2020.

Tax on income from associates and joint ventures is an adjustment to ensure headline profit before tax is presented pre-tax. Statutory reported profits from associates and joint ventures are presented post-tax, therefore, in order to present a measure of profit before tax for the Group that is purely pre-tax, the tax on associate and joint venture profits is added back when reporting headline profit before tax. The tax on associates and joint ventures is included within the headline post-tax measure of profit and therefore headline profit after tax is presented consistently with the statutory measure of post-tax profit. In the six months ended 31 March 2022, the joint ventures recorded losses, resulting in a tax credit.

A number of the Group's acquisitions and disposals completed in recent years have future earn-out commitments, through deferred or contingent consideration payments. These are held on balance sheet at fair value and therefore change based on the latest foreign exchange rates, the proximity of the settlement date and the latest expectation of the settlement value. The revaluation of assets and liabilities on completed acquisitions and disposals includes the imputed interest credit on the unwinding of the discount on the Group's deferred consideration receivable in relation to the disposals of ITE Expo LLC and its Central Asia event portfolios (credit of £0.8m), a loss on the revaluation of the same deferred consideration receivable balances (charge of £0.6m), the unwinding of the discount on the Group's deferred consideration payable in relation to the acquisitions of 121 Group and Fintech Meetup (charge of £1.3m) and a loss on the revaluation of the deferred consideration payable for Fintech Meetup (charge of £3.4m).

Cash flows

The Group's cash flow generated from operations over the first six months was £26.7m (2021: (£0.4m)) and cash conversion was 209% (2021: 1%), as presented below. Adjusted net debt at 31 March 2022 has improved to £64.4m (2021: £92.4m) as a result of the increase in cash generated from operations.

	Six months to 31 March 2022 £m	Six months to 31 March 2021 (restated) £m	Year ended 30 September 2021 £m
Cash generated from operations	**26.7**	(0.4)	30.4
Adjusting items (which have cash impact):			
Transaction costs on acquisitions and disposals	2.5	0.7	0.7
Other adjustments:			
Headline cash generated from operations (A)	**29.2**	0.3	40.1
Headline operating profit	**13.4**	33.9	21.1
Add back:			
Depreciation of property, plant and equipment	2.0	2.2	5.7
Amortisation of computer software	0.4	0.5	1.3
Foreign exchange loss/(gains) on operating activities	(1.8)	(0.5)	-
Headline operating profit before non-cash items (B)	**14.0**	36.1	28.1
Cash conversion % (A/B)	**209%**	1%	143%

2022 interim dividend

The Board has not declared an interim dividend (2021: nil) for the year ending 30 September 2022. The payment of dividends is currently restricted under the terms of the waivers agreed with the Group's lenders in May 2020 and extended in November 2021.

Trading highlights and review of operations

During the period the Group organised 21 in-person events (2021: seven events) and volume sales for the period were 104,600 sqm (2021: 24,800 sqm), excluding Russian events, with the Group largely returned to a pre-pandemic event schedule with the exception of China. The Group held a total of eight (2021: one) tech-enabled programmes during the reporting period, including Curated Meetings at Spring Fair, Hosted Leaders at Bett, Hosted Retailers at Shoptalk, Shoptalk Fall Meetup, Fintech Meetup and three 121 Mining Investment programmes.

A reconciliation of the period-on-period movement in the Group's volume sales, revenue and headline profit before tax for the period is set out below in order to aid understanding of the Group's performance and improve the comparability of results.

	Square metres sold '000	Revenue £m	Headline profit before tax £m
First half 2021 (including discontinued operations)	**39**	**10.5**	**26.8**
Discontinued operations	(15)	(5.5)	2.6
First half 2021	**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)
Annually recurring 2021	**8**	**1.7**	**29.7**
Disposal	(4)	(0.5)	0.5
Acquisitions	-	5.4	2.1
Biennial	7	0.7	-
Recurring	4	0.6	0.4
FX Translation	-	-	2.1
Annually recurring 2022	**15**	**7.9**	**34.8**
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)
First half 2022	**105**	**58.6**	**9.5**
Discontinued operations	68	17.0	4.8
First half of 2022 (including discontinued operations)	**173**	**75.6**	**14.3**

[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.

During the year the Group has made changes to its reportable segments. The Global Communities segment was divided into three new operating segments, reflecting the new management structure in place for these businesses as we refocus our categorisation towards sectors rather than geographies, to reflect the evolving nature of the portfolio. The three new operating segments are as follows:

- EdTech & Commodities;
- Retail, Engineering & Manufacturing; and
- RetailTech & FinTech

EdTech & Commodities

The EdTech & Commodities division includes the Bett portfolio, Africa Oil Week, Mining Indaba and the newly acquired 121 Group events.

Revenues for the division increased by £13.2m, primarily due to the return of Bett, which took place for the first time since the beginning of the pandemic. Despite the postponement of the event from January 2022 to March 2022 due to Omicron, demand for the event remained high and the reduced space available in March was fully sold out. Africa Oil Week was unable to run in South Africa due to local restrictions but successfully relocated to Dubai in November 2021.

Mining Indaba was postponed from February to May and therefore took place in the second half of the financial year, with reported revenue already in excess of the final pre-COVID-19 event.

Three 121 Mining Investment programmes have taken place since the acquisition of 121 Group in November 2021 with the acquired business performing in line with expectations.

Retail, Engineering & Manufacturing

The Retail, Engineering & Manufacturing division comprises the manufacturing and engineering portfolio (Breakbulk and CWIEME) and the UK retail portfolio, which comprises Spring and Autumn Fair, Glee and the UK fashion portfolio which includes Pure and Scoop.

Revenues were £13.3m higher than the comparative period, primarily due to the return of Spring Fair. The event took place in February and performed well despite the proximity of the event to the Omicron variant emerging. CWIEME Shanghai had been scheduled to take place in the first half of the year but has been postponed as a result of restrictions in China.

Breakbulk Europe and CWIEME Berlin will take place for the first time since the beginning of the pandemic in May, in addition to Glee, Pure and Autumn Fair which will also take place later in the year.

RetailTech & FinTech

The RetailTech & FinTech division comprises the Shoptalk, Retail Meetup and Fintech Meetup brands which are new acquisitions with high growth potential and reflect the Group’s strategy to focus on omnichannel-ready industry sectors.

Shoptalk and Groceryshop are two US-based market-leading e-commerce events focused on the retail and grocery segments respectively. They were acquired in December 2019 and, as a result of COVID-19, ran events for the first time under Hyve’s ownership in March 2022 and September 2021 respectively.

Revenues increased by £25.7m compared to the comparative period primarily due to strong performance from the in-person Shoptalk event which took place in March in Las Vegas and outperformed its last pre-COVID-19 edition and delivered the largest event by revenue that the Group has ever run.

In March 2022 the Group acquired Fintech Meetup LLC, the organiser of the leading U.S. based fintech facilitated meetings event. Following its 2021 maiden edition, revenue from Fintech Meetup 2022 more than doubled, taking place under the Group’s ownership in March 2022. From 2023, Fintech Meetup will also be launching an in-person event, driven by customer demand, in addition to its market-leading virtual format.

Asia

The Asia division includes the Group’s businesses in India and China. Revenues for the Asia division were down 73% (from £2.1m to £0.6m) compared to the comparative period due to the reintroduction of restrictions in China which prevented the Group’s events from running in the first half.

Only one small event in China was able to take place, while one event was held in India. All other Chinese events have been cancelled or rescheduled to later in the year. Paperex, the Indian biennial event, was postponed from January due to Omicron but took place successfully in the second half, in May.

Historically, a significant contributor to the division's profits has been the ChinaCoat event operated by our 50% owned joint venture partner, Sinostar. The event contributed a loss of £0.2m to headline profit before tax as it was unable to run in the six months to 31 March 2022 due to the impact of COVID-19, whereas in the comparative period it contributed £2.8m to headline profit before tax.

Eastern & Southern Europe

The Eastern & Southern Europe division is comprised of the event portfolios in Turkey and Ukraine. Revenues for the division increased by £3.0m from the comparative period due to the division being able to run a close to normalised event schedule in the first half.

Turkeybuild and EMITT were both able to take place in the period after being cancelled in the comparative period. Eurasia Rail, a biennial event, also took place in the first half.

Five events took place in Ukraine in the period, including three events which ran for the second time since the pandemic and outperformed their previous editions. From March 2022 onwards, all events in the region have been postponed until further notice as a result of the ongoing conflict between Russia and Ukraine.

Discontinued operations - Russia

Revenues on Russian events were £11.5m higher than the comparative period, driven by the returning YugAgro, which had been unable to take place in the comparative period due to regional restrictions in place in Krasnodar, and growth across all other events.

In total, seven (2021: five) events took place in Russia in the period, also including Pharmtech & Ingredients and Aquatherm Moscow. Prior to the conflict with Ukraine, the region's events were trading well and delivering a strong recovery from the pandemic, but the impact of sanctions on Western participation was felt towards the end of the period, particularly in respect of MITT, the international tourism event.

Principal risks and uncertainties

The principal risks and uncertainties listed below represent those that we consider have the potential for the greatest impact on our ability to meet our strategic objectives.

- Pandemic, natural disaster or terrorist incident
- Political and economic instability
- Liquidity risk
- Venue unavailability
- Repatriation of profits from subsidiaries
- Breach of anti-bribery laws or similar
- Breach of sanctions or sanction extensions
- Breach of health and safety regulations
- Breach of GDPR regulations
- IT cyber/phishing attack resulting in data loss
- Acquisition integration
- Effective control over non-wholly owned subsidiaries
- Pay and performance – for business benefit

All of these were also disclosed as principal risks and uncertainties in the 2021 Annual Report. No new risks have been identified for the 2022 Interim Results. Refer to pages 36-39 of the 2021 Annual Report, where details of the potential impact and mitigating actions in place for each is discussed.

Since the date of the 2021 Annual Report, the invasion of Ukraine by Russia on 24 February 2022 increased Hyve's legal, compliance, operational and reputational risks from continuing to operate in Russia.

The Board assessed the risks following the invasion and this assessment contributed to the decision to proceed with a sale of the Russian business, announced on 15 March 2022. The disposal formally completed on 13 May 2022, thereby addressing the most pressing risks from a continuing presence in Russia.

Going concern

As part of the Directors' assessment of the appropriateness of adopting the going concern basis in preparing the Interim Report and financial statements, the current strength of the Group's liquidity has been considered alongside the impact a range of forecast scenarios would have on the Group's financial position over the next 12 months.

At 31 March 2022 the Group has available liquidity of £140.5m (2021: £122.6m) and adjusted net debt of £64.4m (2021: £92.4m). The Group's liquidity has strengthened significantly in the last 12 months as a result of the Group's strong trading and the recovery of its events, continued strong cost control and insurance proceeds in respect of cancelled events.

The Group has access to debt facilities totalling £207.5m, with scheduled repayments reducing the total available over the period to November 2023 to £172.5m before the facility matures in December 2023. In November 2021 the Group extended its existing covenant waivers by 12 months up to and including March 2023, with a minimum liquidity level of £40m required at the end of each month until then.

The Group has modelled a number of scenarios based on different assumptions regarding the next twelve months. For the purposes of considering the Group's going concern assessment, we have focussed on two scenarios:

1. A Base Case; and
2. A Downside Case

The Base Case scenario represents the Group's current event schedule for the remainder of FY22 and FY23. This scenario incorporates the Group's proposed disposal of its Russian business and reflects the latest trajectory of the recovery of the Group's events from the COVID-19 pandemic. The acquisitions of 121 Group and Fintech Meetup in the six months to 31 March 2022 have been assumed to perform in line with expectations.

The Downside Case scenario assumes that due to the current COVID-19 restrictions in place in China that the Group's events in the region will not be able to take place for their next scheduled edition. The Downside Case scenario also assumes that the Group's other events significantly underperform expectations throughout the forecast period, reflecting a material deterioration in the external environment, either as a result of a resurgence in the impact of the pandemic and/or wider macro-economic issues. This has been reflected through a 20% reduction to event revenues throughout the forecast period, with no incremental cost savings. Under the Downside Case available liquidity is expected to remain in excess of £70m throughout the 12 month period from the date of the Interim Report.

The Directors have also modelled a reverse stress test, which assesses the liquidity and covenant position if an even more extreme deterioration in event performance were to occur. This has been reflected through a 50% reduction to event revenues throughout the forecast period, with no incremental cost savings. In this test the Group would breach the liquidity covenant in June 2023 and would therefore require a covenant waiver. The Directors feel that the assumptions applied in this reverse stress test are extremely remote, given the performance of the Group's recent events and the current level of COVID-19 restrictions globally.

Based on the current and projected levels of liquidity under the modelled scenarios the Directors believe that the Group is well placed to manage its financial obligations and other business risks satisfactorily and have been able to form a reasonable expectation that the Group has adequate resources to continue in operation for at least twelve months from the signing date of these financial statements. However, the two modelled scenarios and the reverse stress test would result in a breach of both the leverage and interest cover covenants upon their reinstatement in June 2023, without action being taken in advance of this date.

The possibility of a covenant breach in June 2023, shortly after the 12 month period of assessment, cannot be discounted, and as such indicates the existence of a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as a going concern and therefore that the Group and Company may be unable to realise their assets or settle their liabilities in the ordinary course of business should the Group's lenders request repayment of the outstanding debt, as would be their right in the event of a covenant breach. Given the time horizon and options available to the Group in securing either waivers or new forms of funding, the Directors consider it appropriate to adopt the going concern basis of accounting in preparing the Interim financial statements.

A project to refinance the business, following the sale of the Russian business, has commenced with the intention of completing a refinancing of the existing facilities before our results announcement for the full financial year in December 2022.

Responsibility statement

We confirm that to the best of our knowledge:

(a) the condensed set of interim financial statements, which have been prepared in accordance with IAS 34 “Interim Financial Reporting” give a true and fair view of the assets, liabilities, financial position and profit or loss of the undertakings included in the consolidation as a whole as required by DTR 4.2.4R;

(b) the interim management report includes a fair review of the information required by DTR 4.2.7R (indication of important events and their impact, and description of principal risks and uncertainties for the remaining six months of the financial year); and

(c) the interim management report includes a fair review of the information required regarding related party transactions (under DTR 4.2.8R).

By the order of the board

Chief Executive Officer
Mark Shashoua

Condensed Consolidated Income Statement

For the six months ended 31 March 2022

		Six months to 31 March 2022 (Unaudited)			Six months to 31 March 2021 (Unaudited)			Year ended 30 September 2021 (Audited)		
		Headline	Adjusting items (note 3)	Statutory	Headline (restated[1])	Adjusting items (note 3)	Statutory (restated[1])	Headline (restated[1])	Adjusting items (note 3)	Statutory (restated[1])
	Notes	£000	£000	£000	£000	£000	£000	£000	£000	£000
Revenue	2	**58,648**	-	**58,648**	4,989	-	4,989	27,904	-	27,904
Cost of sales		**(39,194)**	-	**(39,194)**	(8,278)	-	(8,278)	(34,880)	-	(34,880)
Impairment loss from trade receivables		**(229)**	-	**(229)**	(62)	-	(62)	592	-	592
Gross profit/(loss)		**19,225**	-	**19,225**	(3,351)	-	(3,351)	(6,384)	-	(6,384)
Other operating income		**10,570**	-	**10,570**	49,746	-	49,746	66,101	-	66,101
Administrative expenses		**(18,001)**	**(16,522)**	**(34,523)**	(15,638)	(14,441)	(30,079)	(40,125)	(47,291)	(87,416)
Foreign exchange gain on operating activities		**1,825**	**-**	**1,825**	128	-	128	(306)	-	(306)
Share of results of associates and joint ventures	2	**(221)**	**52**	**(169)**	2,256	(478)	1,778	1,880	(455)	1,425
Operating profit/(loss)		**13,398**	**(16,470)**	**(3,072)**	33,141	(14,919)	18,222	21,166	(47,746)	(26,580)
Investment revenue		**149**	**798**	**947**	53	9,664	9,717	163	10,401	10,564
Finance costs		**(4,062)**	**(5,353)**	**(9,415)**	(3,770)	(3,683)	(7,453)	(8,241)	(4,037)	(12,278)
Profit/(loss) before taxation	2	**9,485**	**(21,025)**	**(11,540)**	29,424	(8,938)	20,486	13,088	(41,382)	(28,294)
Tax on profit/(loss)	4	**(3,156)**	**2,403**	**(753)**	(5,867)	2,066	(3,801)	(588)	6,475	5,887
Profit/(loss) from continuing operations		**6,329**	**(18,622)**	**(12,293)**	23,557	(6,872)	16,685	12,500	(34,907)	(22,407)
Profit/(loss) from discontinued operations		**4,027**	**-**	**4,027**	(2,363)	-	(2,363)	5,991	(3,604)	2,387
Profit/(loss) for the period		**10,356**	**(18,622)**	**(8,266)**	21,194	(6,872)	14,322	18,491	(38,511)	(20,020)
Attributable to:										
Owners of the Company		**10,166**	**(18,622)**	**(8,456)**	21,582	(6,872)	14,710	19,323	(38,511)	(19,188)
Non-controlling interests		**190**	**-**	**190**	(388)	-	(388)	(832)	-	(832)
		10,356	**(18,622)**	**(8,266)**	21,194	(6,872)	14,322	18,491	(38,511)	(20,020)
Earnings per share (p)										
Basic	6	**3.5**		**(2.9)**	8.2		5.6	7.3		(7.3)
Diluted	6	**3.5**		**(2.9)**	8.2		5.6	7.3		(7.3)
Earnings per share from continuing operations (p)										
Basic		**2.1**		**(4.3)**	9.1		6.5	5.0		(8.2)
Diluted		**2.1**		**(4.3)**	9.1		6.5	5.0		(8.2)

[1] Refer to Note 1 and Note 17.

Notes 1 to 20 form an integral part of the condensed consolidated financial statements.

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 31 March 2022

	Six months to 31 March 2022 Unaudited	Six months to 31 March 2021 Unaudited (restated)	Year ended 30 September 2021 Audited (restated)
	£000	£000	£000
Profit/(loss) for the period attributable to shareholders	**(8,266)**	**14,322**	**(20,020)**
Cash flow hedges:			
Movement in fair value of cash flow hedges	**268**	340	649
Fair value of cash flow hedges released to the income statement	**-**	-	224
Currency translation movement on net investment in subsidiary undertakings	**887**	(7,295)	(3,227)
Total other comprehensive income	**1,155**	**(6,955)**	**(2,354)**
	(7,111)	**7,367**	**(22,374)**
Tax relating to components of comprehensive income	**(50)**	(148)	(130)
Total comprehensive income for the period	**(7,161)**	**7,219**	**(22,504)**
Attributable to:			
Owners of the Company	**(7,240)**	**7,607**	**(21,672)**
Non-controlling interests	**79**	(388)	(832)
	(7,161)	**7,219**	**(22,504)**

All items recognised in comprehensive income may be reclassified subsequently to the income statement.

Notes 1 to 20 form an integral part of the condensed consolidated financial statements.

Condensed Consolidated Statement of Changes in Equity

31 March 2022

Six months ended 31 March 2022 (Unaudited):

	Share Capital	Share Premium Account	Merger Reserve	Capital Redemption Reserve	ESOT Reserve	Retained Earnings (restated)	Put Option Reserve	Translation Reserve (restated)	Hedge Reserve	Total (restated)	Non Controlling Interests (restated)	Total Equity
	£000	**£000**	**£000**	**£000**	**£000**	**£000**	**£000**	**£000**	**£000**	**£000**	**£000**	**£000**
Balance as at 1 October 2021 (restated)	**26,513**	**160,271**	**2,746**	**457**	**(3,083)**	**21,978**	**-**	**(53,935)**	**(85)**	**154,862**	**1,753**	**156,615**
Profit/(loss) for the period	-	-	-	-	-	(8,456)	-	-	-	**(8,456)**	190	**(8,266)**
Currency translation movement on net investment in subsidiary undertakings	-	-	-	-	-	-	-	998	-	**998**	(111)	**887**
Movement in fair value of cash flow hedges	-	-	-	-	-	-	-	-	268	**268**	-	**268**
Tax relating to components of comprehensive income	-	-	-	-	-	-	-	-	(50)	**(50)**	-	**(50)**
Total comprehensive income for the six months to 31 March 2022	-	-	-	-	-	**(8,456)**	**-**	**998**	**218**	**(7,240)**	**79**	**(7,161)**
Issue of shares	2,651	25,426	-	-	-	-	-	-	-	**28,077**	-	**28,077**
Exercise of share options	-	-	-	-	65	(65)	-	-	-	**-**	-	**-**
Share-based payments	-	-	-	-	-	789	-	-	-	**789**	-	**789**
Tax credited to equity	-	-	-	-	-	50	-	-	-	**50**	-	**50**
Disposal of a subsidiary	-	-	-	-	-	-	-	(2,457)	-	**(2,457)**	978	**(1,479)**
Balance as at 31 March 2022	**29,164**	**185,697**	**2,746**	**457**	**(3,018)**	**14,296**	**-**	**(55,394)**	**133**	**174,081**	**2,810**	**176,891**

Notes 1 to 20 form an integral part of the condensed consolidated financial statements.

Condensed Consolidated Statement of Changes in Equity

Six months ended 31 March 2021 (Unaudited):

	Share Capital	Share Premium Account	Merger Reserve	Capital Redemption Reserve	ESOT Reserve	Retained Earnings (restated)	Put Option Reserve	Translation Reserve (restated)	Hedge Reserve	Total (restated)	Non Controlling Interests (restated)	Total Equity (restated)
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
Balance as at 1 October 2020 (restated)	**26,513**	**160,271**	**2,746**	**457**	**(3,175)**	**52,957**	**(13,255)**	**(52,636)**	**(958)**	**172,920**	**4,126**	**177,046**
(Loss)/profit for the period	-	-	-	-	-	14,710	-	-	-	**14,710**	(388)	**14,322**
Currency translation movement on net investment in subsidiary undertakings	-	-	-	-	-	-	-	(7,295)	-	**(7,295)**	-	**(7,295)**
Movement in fair value of cash flow hedges	-	-	-	-	-	-	-	-	340	**340**	-	**340**
Tax relating to components of comprehensive income	-	-	-	-	-	-	-	-	(148)	**(148)**	-	**(148)**
Total comprehensive income for the six months to 31 March 2021	**-**	**-**	**-**	**-**	**-**	**14,710**	**-**	**(7,295)**	**192**	**7,607**	**(388)**	**7,219**
Dividends paid to minority interests (Note 5)	-	-	-	-	-	-	-	-	-	**-**	(13)	**(13)**
Share-based payments	-	-	-	-	-	339	-	-	-	**339**	-	**339**
Tax (debited)/credited to equity	-	-	-	-	-	191	-	-	-	**191**	-	**191**
Balance as at 31 March 2021 (restated)	**26,513**	**160,271**	**2,746**	**457**	**(3,175)**	**68,197**	**(13,255)**	**(59,931)**	**(766)**	**181,057**	**3,725**	**184,782**

Notes 1 to 20 form an integral part of the condensed consolidated financial statements.

Condensed Consolidated Statement of Changes in Equity

Year ended 30 September 2021 (Audited):

	Share capital £000	Share premium account £000	Merger reserve £000	Capital redemption reserve £000	ESOT reserve £000	Retained earnings (restated) £000	Equity option reserve £000	Translation reserve (restated) £000	Hedge reserve £000	Total (restated) £000	Non-controlling interests (restated) £000	Total equity £000
Balance as at 1 October 2020 (restated)	**26,513**	**160,271**	**2,746**	**457**	**(3,175)**	**52,957**	**(13,255)**	**(52,636)**	**(958)**	**172,920**	**4,126**	**177,046**
Net loss for the year	-	-	-	-	-	(19,188)	-	-	-	**(19,188)**	(832)	**(20,020)**
Currency translation movement on net investment in subsidiary undertakings	-	-	-	-	-	-	-	(3,227)	-	**(3,227)**	-	**(3,227)**
Movement in fair value of cash flow hedges	-	-	-	-	-	-	-	-	649	**649**	-	**649**
Fair value of cash flow hedges released to the income statement	-	-	-	-	-	-	-	-	224	**224**	-	**224**
Tax relating to components of comprehensive income	-	-	-	-	-	(130)	-	-	-	**(130)**	-	**(130)**
Total comprehensive income for the year	-	-	-	-	-	**(19,318)**	-	**(3,227)**	**873**	**(21,672)**	**(832)**	**(22,504)**
Dividends paid to minority interests	-	-	-	-	-	-	-	-	-	-	(671)	**(671)**
Exercise of share options	-	-	-	-	92	(92)	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	715	-	-	-	**715**	-	**715**
Tax credited to equity	-	-	-	-	-	101	-	-	-	**101**	-	**101**
Disposal of subsidiary	-	-	-	-	-	870	-	1,928	-	**2,798**	(870)	**1,928**
Expiry of equity option	-	-	-	-	-	(13,255)	13,255	-	-	-	-	-
Balance as at 30 September 2021 (restated)	**26,513**	**160,271**	**2,746**	**457**	**(3,083)**	**21,978**	-	**(53,935)**	**(85)**	**154,862**	**1,753**	**156,615**

Notes 1 to 20 form an integral part of the condensed consolidated financial statements.

Condensed Consolidated Statement of Financial Position

31 March 2022

	Notes	31 March 2022 Unaudited £000	31 March 2021 (restated) Unaudited £000	30 September 2021 (restated) Audited £000
Non-current assets				
Goodwill	9	**117,794**	70,782	73,702
Intangible assets	10	**198,668**	232,019	200,660
Property, plant and equipment	11	**15,735**	19,724	17,237
Interests in associates and joint ventures	12	**33,905**	38,464	37,126
Investments	8	**-**	1,540	-
Deferred consideration receivable	13	**6,473**	4,931	7,357
Deferred tax asset		**3,743**	460	5,707
		376,318	367,920	341,789
Current assets				
Trade and other receivables	13	**29,770**	46,436	35,569
Tax prepayment		**1,315**	2,094	1,818
Derivative financial instruments	16	**183**	-	-
Cash and cash equivalents		**38,491**	57,975	41,733
Assets classified as held for sale	7	**32,504**	6,540	-
		102,263	113,045	79,120
Total assets		**478,581**	480,965	420,909
Current liabilities				
Bank loans	15	**(12,500)**	(3,000)	(11,751)
Trade and other payables	14	**(66,639)**	(46,482)	(42,665)
Current tax liabilities		**(470)**	(1,181)	(1,259)
Deferred income		**(49,070)**	(57,631)	(72,277)
Provisions		**-**	(170)	-
Liabilities classified as held for sale	7	**(32,971)**	(3,369)	-
		(161,650)	(111,833)	(127,952)
Non-current liabilities				
Bank loans	15	**(90,342)**	(150,198)	(109,849)
Provisions		**(1,410)**	(1,350)	(1,400)
Contingent consideration		**(24,478)**	-	-
Lease liabilities		**(12,206)**	(14,773)	(13,375)
Deferred tax liabilities		**(11,604)**	(17,496)	(11,633)
Derivative financial instruments	16	**-**	(533)	(85)
		(140,040)	(184,350)	(136,342)
Total liabilities		**(301,690)**	(296,183)	(264,294)
Net assets		**176,891**	184,782	156,615
Equity				
Share capital	17	**29,164**	26,513	26,513
Share premium account		**185,697**	160,271	160,271
Merger reserve		**2,746**	2,746	2,746
Capital redemption reserve		**457**	457	457
ESOT reserve		**(3,018)**	(3,175)	(3,083)
Retained earnings		**14,296**	68,197	21,978
Put option reserve		**-**	(13,255)	-
Translation reserve		**(55,394)**	(59,931)	(53,935)
Hedge reserve		**133**	(766)	(85)
Equity attributable to equity holders of the parent		**174,081**	181,057	154,862
Non-controlling interest		**2,810**	3,725	1,753
Total equity		**176,891**	184,782	156,615

Notes 1 to 20 form an integral part of the condensed consolidated financial statements.

Condensed Consolidated Cash Flow Statement

For the six months ended 31 March 2022

	Notes	Six months to 31 March 2022 Unaudited £000	Six months to 31 March 2021 (restated) Unaudited £000	Year ended 30 September 2021 (restated) Audited £000
Operating activities				
Operating (loss)/profit from continuing operations		**(3,072)**	18,222	(26,580)
Operating profit/(loss) from discontinued operations		**4,792**	(2,593)	3,351
Adjustments for non-cash items:				
Depreciation and amortisation	10,11	**16,800**	16,476	34,734
Impairment of assets	3	**2,850**	-	19,028
Share-based payments		**848**	371	761
Increase/(decrease) in provisions		**10**	(30)	(442)
(Profit)/loss on disposal of plant, property and equipment and computer software		**(16)**	99	146
(Profit)/loss on disposal of investments	3	**(3,140)**	-	3,415
Fair value of cash flow hedges recognised in the income statement		**-**	-	224
Share of profit from associates and joint ventures	12	**288**	(1,632)	(1,545)
Operating cash flows before movements in working capital		**19,360**	30,913	33,092
Increase in receivables		**(4,942)**	(19,190)	(7,298)
Utilisation of venue advances and prepayments		**-**	25	72
Increase/(decrease) in deferred income		**1,962**	(1,215)	11,959
Increase/(decrease) in payables		**10,301**	(11,472)	(9,367)
Operating cash flows after movements in working capital		**26,681**	(939)	28,458
Dividends received from associates and joint ventures	12	**-**	531	1,958
Cash generated from operations		**26,681**	(408)	30,416
Tax paid		**(2,205)**	(716)	(3,266)
Net cash from operating activities		**24,476**	(1,124)	27,150
Investing activities				
Interest received		**149**	53	163
Acquisition of businesses – cash paid net of cash acquired	8	**(23,389)**	(18,514)	(23,000)
Purchase of property, plant and equipment and computer software		**(1,106)**	(219)	(975)
Disposal of plant, property and equipment and computer software		**-**	15	73
Disposal of subsidiaries – cash received net of cash disposed	7	**(1,085)**	304	(3,480)
Settlement of deferred consideration receivable	13	**1,362**	-	-
Net cash flows from investing activities		**(24,069)**	(18,361)	(27,219)
Financing activities				
Dividends paid to non-controlling interests		**-**	(13)	(671)
Interest paid and bank charges		**(3,761)**	(3,440)	(6,556)
Principal paid on lease liabilities		**(1,625)**	(1,902)	(4,015)
Proceeds from the issue of share capital and exercise of share options		**29,048**	-	-
Fees relating to share placing		**(971)**	-	-
Drawdown of borrowings		**194**	70,213	69,604
Repayment of borrowings		**(18,952)**	(35,000)	(67,249)
Net cash flows from financing activities		**3,933**	29,858	(8,887)
Net (decrease)/increase in cash and cash equivalents		**4,340**	10,373	(8,956)
Cash and cash equivalents at beginning of period		**41,733**	50,330	50,330
Effect of foreign exchange rates on cash and cash equivalents		**(142)**	99	359
Cash and cash equivalents classified as held for sale	7	**(7,440)**	(2,827)	-
Cash and cash equivalents at end of period		**38,491**	57,975	41,733

Notes 1 to 20 form an integral part of the condensed consolidated financial statements.

Notes to the Interim Financial Statements

1. General Information and basis of preparation

The information for the year ended 30 September 2021 does not constitute statutory accounts as defined in section 434 of the Companies Act 2006. A copy of the statutory accounts for that year has been delivered to the Registrar of Companies. The auditors, BDO LLP, reported on those accounts: their report was unqualified, did not draw attention to any matters by way of emphasis and did not contain a statement under section 498(2) or (3) of the Companies Act 2006.

This condensed consolidated half year financial information for the half year ended 31 March 2022 has been prepared in accordance with the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority and with IAS 34, "Interim financial reporting". The condensed consolidated half year financial information should be read in conjunction with the annual financial statements for the year ended 30 September 2021, which have been prepared in accordance with IFRSs adopted pursuant to Regulation (EC) No. 1606/2002 as it applies in the European Union.

On 31 December 2020, IFRS as adopted by the European Union at that date was brought into UK law and became UK-adopted international accounting standards, with future changes being subject to endorsement by the UK Endorsement Board. The group transitioned to UK-adopted international accounting standards in its consolidated financial statements from the period commencing on 1 October 2021. There was no impact or changes in accounting policies from the transition.

The condensed consolidated financial statements have been reviewed by BDO LLP but have not been audited. They do not include all the information and disclosures required in the annual financial statements, and therefore should be read in conjunction with the Group's consolidated financial statements for the year ended 30 September 2021. The Group's activities, together with the factors likely to affect the future development, performance and position of the business are set out in this half year report. The annual financial statements for the year ended 30 September 2021 included the Group's objectives, policies and processes for managing capital, its financial risk management objectives, details of its financial instruments and hedging activities and its exposure to credit risk and liquidity risk.

Going concern

The condensed consolidated interim financial statements have been prepared on the going concern basis, as outlined in the 'Going Concern' section of the Interim Management Report. As part of the Directors' assessment of the appropriateness of adopting the going concern basis, the current strength of the Group's liquidity has been considered alongside the impact a range of forecast scenarios would have on the Group's financial position over the next 12 months.

At 31 March 2022 the Group has available liquidity of £140.5m (2021: £122.6m) and adjusted net debt of £64.4m (2021: £92.4m). The Group's liquidity has strengthened significantly in the last 12 months as a result of the Group's strong trading and the recovery of its events, continued strong cost control and insurance proceeds in respect of cancelled events.

The Group has access to debt facilities totalling £207.5m, with scheduled repayments reducing the total available over the period to November 2023 to £172.5m before the facility matures in December 2023. In November 2021 the Group extended its existing covenant waivers by 12 months up to and including March 2023, with a minimum liquidity level of £40m required at the end of each month until then.

Based on the current and projected levels of liquidity under the modelled scenarios described in the 'Going Concern' section of the Interim Management Report, the Directors believe that the Group is well placed to manage its financial obligations and other business risks satisfactorily. The Directors have been able to form a reasonable expectation that the Group has adequate resources to continue in operation for at least twelve months from the signing date of these financial statements. However, the two modelled scenarios and the reverse stress test would result in a breach of both the leverage and interest cover covenants upon their reinstatement in June 2023, without action being taken in advance of this date.

The possibility of a covenant breach in June 2023, shortly after the 12 month period of assessment, cannot be discounted, and as such indicates the existence of a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as a going concern and therefore that the Group and Company may be unable to realise their assets or settle their liabilities in the ordinary course of business should the Group's lenders request repayment of the outstanding debt, as would be their right in the event of a covenant breach. Given the time horizon and options available to the Group in securing either waivers or new forms of funding, the Directors consider it appropriate to adopt the going concern basis of accounting in preparing the Interim financial statements.

Accounting policies

The Group has applied the same accounting policies and methods of computation in its interim consolidated financial statements as in its 2021 annual financial statements. Critical accounting judgements and key sources of estimation uncertainty have not changed since the publication of the 2021 annual financial statements

Notes to the Interim Financial Statements

1. General Information and basis of preparation (continued)

Impact of accounting standards to be applied in future periods

There are a number of standards and interpretations which have been issued by the International Accounting Standards Board that are effective for periods beginning subsequent to 30 September 2022 (the date on which the company's next annual financial statements will be prepared up to) that the Group has decided not to adopt early. The Group does not believe these standards and interpretations will have a material impact on the financial statements once adopted.

Prior period errors

During the year ended 30 September 2021, the Financial Reporting Council (FRC) submitted a request for further information on the Group's Annual Report and Accounts for the year ended 30 September 2020. The review conducted by the FRC was based solely on the Group's published Annual Report and Accounts and does not provide any assurance that the Annual Report and Accounts are correct in all material aspects.

Following discussions with the FRC and the Group's external auditors, an adjustment was identified to the right-of-use asset recognised at the acquisition date of Shoptalk Commerce LLC and Groceryshop LLC in December 2019.

The following table summarises the impact of the restatements on the financial statements of the Group. The net impact on the Group's profit for the six months to 31 March 2021 is £60,000. The net impact on the Group's net assets is £131,000.

Consolidated income statement	**Six months to 31 March 2021 Unaudited**
	£000
Depreciation of right-of-use asset	(184)
Short-term leases – offices	124
Administrative expenses	(60)
Change in profit for the period	(60)

Consolidated statement of financial position	**31 March 2021 Unaudited**
	£000
Goodwill	(3,151)
Property, plant and equipment	2,806
Trade and other payables	214
Change in net assets	(131)
Retained earnings	19
Translation reserve	(150)
Change to total equity	(131)

Refer to Note 1 of the FY21 Annual Report for further details.

In addition, an error has been identified in respect of the Group's accounting for its non-controlling interests. In the financial years preceding the year ended 30 September 2021, impairment and amortisation charges recognised in respect of goodwill and acquired intangible assets relating to non-wholly owned businesses were attributed wholly to the owners of the company, rather than being apportioned between the owners of the company and the non-controlling interests. In total, impairment and amortisation charges of £19.5m were incorrectly attributed to the owners of the company rather than the non-controlling interests. Similarly, amounts totalling £1.7m, previously recognised in the Group's translation reserve in respect of the translation of the same goodwill and intangibles, have been incorrectly attributed to the owners of the company rather than the non-controlling interests. The Group's retained earnings, translation reserve and non-controlling interests in the statement of financial position and consolidated statement of changes of equity have been restated to correct for these errors.

Notes to the Interim Financial Statements

1. General Information and basis of preparation (continued)

The following table summarises the impact of the restatements on the financial statements of the Group. The net impact on the Group's net assets is £nil.

	1 October 2020 and 30 September 2021
	£000
Retained earnings	(19,531)
Translation reserve	1,735
Non-controlling interest	17,796
Change to total equity	-

A 31 March 2020 balance sheet has not been presented as the change is not considered material; the impact would have been an increase in retained earnings of £6.4m and increase in translation reserve of £1.0m and a decrease in non-controlling interests of £7.4m.

The Group's results for the period ended 31 March 2022, as well as the year ended 30 September 2021, have also been restated for the treatment of the Russia business as a discontinued operation. See Note 7 for further details. All subsequent references to restatements throughout these results refer to the changes as disclosed in Note 1 and Note 7.

2. Segmental information

The Group has identified reportable segments based on financial information used by the Executive Directors in allocating resources and making strategic decisions. The Executive Directors (consisting of the Chief Executive Officer and the Chief Finance and Operations Officer), are considered to be the Group's Chief Operating Decision Maker. The Group evaluates performance on the basis of headline profit or loss before tax.

The Group's reportable segments are operational business units and groups of events that are managed separately, either based on geographic location or as portfolios of events.

During the year the Group has made changes to its reportable segments. The Global Communities segment was divided into three new operating segments, reflecting the new management structure in place for these businesses. The three new operating segments are as follows:

- EdTech & Commodities;
- Retail, Engineering & Manufacturing; and
- RetailTech & FinTech.

Following the Group's decision to formally exit the Russian market and its subsequent agreement with Rise Expo Limited in respect of the sale of its Russian business, the assets and liabilities of the Russian business have been classified as held for sale at 31 March 2022 and the business is treated as a discontinued operation in both the current and comparative periods.

In the six months ended 31 March 2021, the Central Asia division was also treated as a discontinued operation. As a result, the comparative results incorporate both the Russia and Central Asia divisions.

Notes to the Interim Financial Statements

2. Segmental information (continued)

The products and services offered by each business unit are identical across the Group. The revenue and headline profit before tax are attributable to the Group's one principal activity, the organisation of trade exhibitions, conferences and related activities and can be analysed by operating segment as follows:

Six months to 31 March 2022 Unaudited	**EdTech & Commodities £000**	**Retail, Manufacturing & Engineering £000**	**RetailTech & FinTech £000**	**Asia £000**	**Eastern & Southern Europe £000**	**Continuing operations £000**	**Discontinued operations £000**	**Total Group £000**
Revenue	**13,941**	**13,343**	**27,065**	**567**	**3,732**	**58,648**	**16,961**	**75,609**
Segment headline (loss)/profit before tax	**(808)**	**(872)**	**12,634**	**(1,620)**	**(587)**	**8,747**	**4,792**	**13,539**
Other operating income						**10,570**	**-**	**10,570**
Unallocated costs						**(9,832)**	**-**	**(9,832)**
Headline profit before tax						**9,485**	**4,792**	**14,277**
Adjusting items (note 3)						**(21,025)**	**-**	**(21,025)**
(Loss)/profit before tax						**(11,540)**	**4,792**	**(6,748)**
Tax						**(753)**	**(765)**	**(1,518)**
(Loss)/profit for the period						**(12,293)**	**4,027**	**(8,266)**

The revenue in the period of £75.6m includes £0.2m (six months to 31 March 2021: £nil; year ended 30 September 2021: £0.5m) of marketing and advertising services revenues. No individual customer amounts to more than 10% of Group revenues.

Unallocated items include:

- head office costs;
- foreign exchange gains and losses on translation of monetary assets and liabilities held in Group subsidiary companies that are denominated in currencies other than the functional currency of the subsidiaries; and
- net finance costs.

The impairment and derecognition charges recognised in respect of goodwill, intangible assets, investments in associates and joint ventures, and other assets can be analysed by operating segment as follows:

	Six months to 31 March 2022 £000	Six months to 31 March 2021 £000	Year ended 30 September 2021 £000
EdTech & Commodities	-	-	-
Retail, Manufacturing & Engineering	-	-	19,028
RetailTech & FinTech	-	-	-
Asia	-	-	-
Eastern & Southern Europe	**(2,072)**	-	-
Discontinued operations	-	-	-
	(2,072)	-	19,028

The impairment of deferred consideration receivable of £0.8m (2021: £nil) is an unallocated cost relating to the October 2018 disposal of ITE Expo LLC.

2. Segmental information (continued)

The Group's share of profits from associates and joint ventures, capital expenditure and amortisation and depreciation can be analysed by operating segment as follows:

Six months to 31 March 2022 Unaudited	EdTech & Commodities £000	Retail, Manufacturing & Engineering £000	RetailTech & FinTech £000	Asia £000	Eastern & Southern Europe £000	Continuing operations £000	Discontinued operations £000	Total Group £000
Share of results of joint ventures								
Share of results before tax	-	-	-	(221)	-	(221)	(149)	(370)
Tax	-	-	-	52	-	52	30	82
Share of results after tax	-	-	-	(169)	-	(169)	(119)	(288)
Capital expenditure								
Segment capital expenditure	5	15	52	15	57	144	190	334
Unallocated capital expenditure								772
								1,106
Depreciation and amortisation								
Segment depreciation and amortisation	4,727	5,063	4,027	626	26	14,469	121	14,590
Unallocated depreciation and amortisation								2,210
								16,800

Notes to the Interim Financial Statements

2. Segmental information (continued)

The Group's assets and liabilities can be analysed by operating segment as follows:

As at 31 March 2022 Unaudited	**EdTech & Commodities £000**	**Retail, Manufacturing & Engineering £000**	**RetailTech & FinTech £000**	**Asia £000**	**Eastern & Southern Europe £000**	**Total Group £000**
Assets						
Segment assets	**126,251**	**97,190**	**134,175**	**62,544**	**3,643**	**423,803**
Assets classified as held for sale						**32,504**
Unallocated assets						**22,274**
Total assets						**478,581**
Liabilities						
Segment liabilities	**(42,957)**	**(20,136)**	**(67,182)**	**(34,143)**	**(3,224)**	**(167,642)**
Liabilities classified as held for sale						**(32,971)**
Unallocated liabilities						**(101,077)**
Total liabilities						**(301,690)**
Net assets						**176,891**

The assets and liabilities classified as held for sale at 31 March 2022 relate to the Russia segment which is now treated as a discontinued operation.

Six months to 31 March 2021 Unaudited (restated[1])	**EdTech & Commodities £000**	**Retail, Manufacturing & Engineering £000**	**RetailTech & FinTech £000**	**Asia £000**	**Eastern & Southern Europe £000**	**Continuing operations £000**	**Discontinued operations £000**	**Total Group £000**
Revenue	750	62	1,337	2,088	752	4,989	5,464	10,453
Segment headline (loss)/profit before tax	(3,145)	(3,806)	(2,017)	166	(1,697)	(10,499)	(2,593)	(13,092)
Other operating income						49,434	-	49,434
Unallocated items						(9,511)	-	(9,511)
Headline profit before tax						29,424	(2,593)	26,831
Adjusting items (note 3)						(8,938)	-	(8,938)
Profit/(loss) before tax						20,486	(2,593)	17,893
Tax						(3,801)	230	(3,571)
Profit/(loss) for the period						16,685	(2,363)	14,322

[1] Restated for discontinued operations (see Note 7), the revision of operating segments and the prior period adjustment (see Note 1).

Notes to the Interim Financial Statements

2. Segmental information (continued)

Six months to 31 March 2021 Unaudited (restated[1])	EdTech & Commodities £000	Retail, Manufacturing & Engineering £000	RetailTech & FinTech £000	Asia £000	Eastern & Southern Europe £000	Continuing operations £000	Discontinued operations £000	Total Group £000
Share of results of associates and joint ventures								
Share of results before tax	-	-	-	2,256	-	2,256	(146)	2,110
Tax	-	-	-	(478)	-	(478)	-	(478)
Share of results after tax	-	-	-	1,778	-	1,778	(146)	1,632
Capital expenditure								
Segment capital expenditure	10	3	-	64	8	85	43	128
Unallocated capital expenditure								91
								219
Depreciation and amortisation								
Segment depreciation and amortisation	4,199	4,986	3,869	798	35	13,887	192	14,079
Unallocated depreciation and amortisation								2,416
								16,495

[1] Restated for discontinued operations (see Note 7), the revision of operating segments and the prior period adjustment (see Note 1).

As at 31 March 2021 Unaudited (restated[1])	EdTech & Commodities £000	Retail, Manufacturing & Engineering £000	RetailTech & FinTech £000	Asia £000	Eastern & Southern Europe £000	Russia £000	Total Group £000
Assets							
Segment assets	75,776	120,301	98,032	66,405	7,187	31,826	399,527
Assets classified as held for sale							6,540
Unallocated assets							74,898
Total assets							480,965
Liabilities							
Segment liabilities	(9,958)	(19,016)	(18,868)	(12,351)	(5,427)	(44,101)	(109,721)
Liabilities classified as held for sale							(3,369)
Unallocated liabilities							(183,093)
Total liabilities							(296,183)
Net assets							184,782

[1] Restated for the revision of operating segments, the prior period adjustment (see Note 1) and the consolidation of intercompany trading balances.

Notes to the Interim Financial Statements

2. Segmental information (continued)

Year ended 30 September 2021 Unaudited (restated[1])	EdTech & Commodities £000	Retail, Manufacturing & Engineering £000	RetailTech & FinTech £000	Asia £000	Eastern & Southern Europe £000	Continuing operations £000	Discontinued operations £000	Total Group £000
Revenue	933	10,121	6,622	4,114	6,065	27,855	27,346	55,201
Segment headline (loss)/profit before tax	(8,483)	(6,679)	(5,128)	(7,454)	(1,944)	(29,688)	6,954	(22,734)
Other operating income						66,101	-	66,101
Unallocated items						(23,325)	-	(23,325)
Headline profit before tax						13,088	6,954	20,042
Adjusting items (note 3)						(41,382)	(3,604)	(44,986)
Profit before tax						(28,294)	3,350	(24,944)
Tax						5,887	(963)	4,924
(Loss)/profit for the period						(22,407)	2,387	(20,020)

[1] Restated for discontinued operations (see Note 7) and the revision of operating segments.

Year ended 30 September 2021 Unaudited (restated[1])	EdTech & Commodities £000	Retail, Manufacturing & Engineering £000	RetailTech & FinTech £000	Asia £000	Eastern & Southern Europe £000	Continuing operations £000	Discontinued operations £000	Total Group £000
Share of results of associates and joint ventures								
Share of results before tax	-	-	-	1,880	-	1,880	120	2,000
Tax	-	-	-	(443)	-	(443)	(12)	(455)
Share of results after tax	-	-	-	1,437	-	1,437	108	1,545
Capital expenditure								
Segment capital expenditure	54	3	63	71	96	287	134	421
Unallocated capital expenditure								554
								975
Depreciation and amortisation								
Segment depreciation and amortisation	8,501	11,096	6,789	1,588	140	28,114	294	28,408
Unallocated depreciation and amortisation								6,326
								34,734

[1] Restated for discontinued operations (see Note 7) and the revision of operating segments.

Notes to the Interim Financial Statements

2. Segmental information (continued)

The Group's assets and liabilities can be analysed by operating segment as follows:

As at 30 September 2021 Unaudited (restated[1])	EdTech & Commodities £000	Retail, Manufacturing & Engineering £000	RetailTech & FinTech £000	Asia £000	Eastern & Southern Europe £000	Russia £000	Total Group £000
Assets							
Segment assets	78,893	115,828	76,566	68,488	5,938	31,592	377,305
Unallocated assets							43,604
Total assets							420,909
Liabilities							
Segment liabilities	(14,384)	(17,657)	(17,524)	(22,172)	(3,914)	(26,567)	(102,218)
Unallocated liabilities							(162,076)
Total liabilities							(264,294)
Net assets							156,615

[1] Restated for revision of operating segments and the consolidation of intercompany trading balances.

Geographical information

Information about the Group's revenue by origin of sale and non-current assets by geographical location are detailed below:

	Revenue[1]			Non-current assets[2]		
	Six months to 31 March 2022	**Six months to 31 March 2021**	**Year ended 30 September 2021**	**Six months to 31 March 2022**	**Six months to 31 March 2021**	**Year ended 30 September 2021**
	Unaudited £000	**Unaudited £000**	**Audited £000**	**Unaudited £000**	**Unaudited £000**	**Audited £000**
Asia	**567**	2,098	4,317	**46,833**	48,591	46,377
Central Asia	**-**	49	49	**-**	-	-
Eastern & Southern Europe	**3,732**	582	5,401	**119**	2,409	2,340
Russia	**16,961**	3,877	21,398	**-**	18,090	19,170
UK	**24,817**	1,275	9,311	**75,585**	107,772	82,073
US	**27,117**	1,337	6,674	**115,060**	94,385	91,879
Rest of the World	**2,415**	1,235	8,100	**134,978**	96,673	94,243
Total	**75,609**	10,453	55,250	**372,575**	367,920	336,082

[1] Includes revenue from discontinued operations.

[2] Non-current assets exclude deferred tax assets and non-current assets classified as held for sale at 31 March 2022.

Notes to the Interim Financial Statements

3. Adjusting items

The following (charges)/credits have been presented as adjusting items:

	Six months to 31 March 2022	Six months to 31 March 2021	Year ended 30 September 2021
	Unaudited £000	**Unaudited £000**	**Audited £000**
Operating items			
Amortisation of acquired intangible assets	**(14,344)**	(13,760)	(27,770)
Impairment of assets	**(2,850)**	-	(19,028)
Profit on disposal of investments	-	-	189
Profit on disposal of subsidiary holdings (note 7)	**3,140**	-	-
Transaction costs on acquisitions and disposals	**(2,468)**	(681)	(682)
Tax on income from associates and joint ventures	**52**	(478)	(455)
Financing items			
Gain on revaluation of equity option liabilities	-	8,807	8,807
Unwind of imputed interest charged on discounted deferred consideration payable	**(1,347)**	-	-
Loss on revaluation of deferred consideration payable	**(3,435)**	(602)	(1,350)
Unwind of imputed interest charged on discounted deferred consideration receivable	**798**	857	1,594
Loss on revaluation of deferred consideration receivable	**(571)**	(3,081)	(2,687)
	(21,025)	(8,938)	(41,382)

Please refer to the Financial Performance section of this report for explanations provided on adjusting items.

Notes to the Interim Financial Statements

4. Tax on profit/(loss) on ordinary activities

	Six months to 31 March 2022 Unaudited £000	Six months to 31 March 2021 (restated)[1] Unaudited £000	Year ended 30 September 2021 (restated)[1] Audited £000
Current tax			
UK corporation tax	-	(123)	(815)
Foreign tax	**(185)**	368	(1,279)
	(185)	245	(2,094)
Deferred tax	**(568)**	(4,046)	7,981
Tax (charge)/credit on profit on ordinary activities from continuing operations	**(753)**	(3,801)	5,887

[1] Restated for discontinued operations. See Note 7.

Tax for the interim period is charged on pre-tax profits, including those of associates and joint ventures, at a blended rate representing the best estimate of the weighted average annual corporation tax expected for the financial year adjusted for discrete items in the interim period. The effective tax rate on headline profit before tax is 33% (31 March 2021 (restated): 20%; 30 September 2021: 4%) and in relation to the statutory loss before tax for the period is (7%) (31 March 2021 (restated): 19%; 30 September 2021: 21%). The tax on adjusting items consists of a credit of £2.4m (31 March 2021: £1.6m; 30 September 2021: £6.0m) relating to the adjusting items set out in note 3.

Tax charge on profit on ordinary activities from discontinuing operations for the six months to 31 March 2022 was £0.8m (2021: £0.2m credit).

5. Dividends

The Board has not declared an interim dividend (2021: nil) for the year ending 30 September 2022. The payment of dividends is currently restricted under the terms of the waivers agreed with the Group's lenders in May 2020 and extended in November 2021. There were not any dividends declared or paid in the year ended 30 September 2021.

Notes to the Interim Financial Statements

6. Earnings per share

The calculation of basic, diluted and headline diluted earnings per share is based on the following earnings and numbers of shares:

	Six months to 31 March 2022 Unaudited	Six months to 31 March 2021 Unaudited	Year ended 30 September 2021 Audited
	Number of shares ('000)	Number of shares ('000)	Number of shares ('000)
Weighted average number of shares:			
For basic earnings per share	**287,388**	264,349	264,349
Dilutive effect of exercise of share options	**293**	109	132
For diluted earnings per share	**287,681**	264,458	264,481

Basic and diluted earnings per share

The calculations of basic and diluted earnings per share are based on the loss for the financial period attributable to equity holders of the parent of £8.5m (31 March 2021 (restated): profit of £14.7m; 30 September 2021: loss of £19.2m). Basic and diluted earnings per share were (2.9p) and (2.9p) respectively (31 March 2021: 5.6p and 5.6p respectively; 30 September 2021: (7.3p) and (7.3p) respectively). No share options were excluded from the weighted average number of ordinary shares used in the calculations of the diluted earnings per share because their effect would have been antidilutive.

Headline earnings per share

The calculations of headline basic and diluted earnings per share are based on the headline profit for the financial period attributable to equity holders of the parent of £10.2m (31 March 2021 (restated): £21.6m; 30 September 2021: profit of £19.3m). Headline basic and diluted earnings per share were 3.5p and 3.5p respectively (31 March 2021 (restated): 8.2p and 8.2p respectively; 30 September 2021: 7.3p and 7.3p respectively).

Basic and diluted earnings per share from continuing operations

The calculations of basic and diluted earnings per share are based on the loss for the financial period attributable to equity holders of the parent from continuing operations of £12.3m (31 March 2021 (restated): profit of £16.7m; 30 September 2021 (restated): loss of £22.4m). Basic and diluted earnings per share from continuing operations were (4.3p) and (4.3p) respectively (31 March 2021 (restated): 6.5p and 6.5p respectively; 30 September 2021 (restated): (8.2p) and (8.2p) respectively). No share options were excluded from the weighted average number of ordinary shares used in the calculation of the diluted earnings per share because their effect would have been antidilutive.

Headline earnings per share from continuing operations

The calculations of headline basic and diluted earnings per share are based on the headline profit for the financial period attributable to equity holders of the parent from continuing operations of £6.3m (31 March 2021 (restated): profit of £23.6m; 30 September 2021 (restated): profit of £12.5m). Headline basic and diluted earnings per share were 2.1p and 2.1p respectively (31 March 2021 (restated): 9.1p and 9.1p respectively; 30 September 2021 (restated): 5.0p and 5.0p respectively).

Notes to the Interim Financial Statements

7. Disposal group held for sale and discontinued operations

In March 2022 the Group announced its decision to formally exit the Russian market following the ongoing conflict between Russia and Ukraine.

In order to be recognised as a disposal group held for sale, IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' requires the business to be available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, and the sale must be highly probable.

The Group considered how advanced the disposal process was at 31 March 2022 and concluded that the relevant criteria for recognition as held for sale have been met as at this date. This conclusion has subsequently been supported by the conditional agreement for the sale of the Russian business reached with Rise Expo Limited on 6 April 2022. The sale completed on 13 May 2022.

IFRS 5 requires the disposal group held for sale to be measured at the lower of its carrying value and fair value less costs to sell. The fair value of the disposal group is deemed to be the present value of the expected consideration of £14.6m (the undiscounted value of the expected consideration is £72.0m). As the fair value less costs to sell of the disposal group exceeds the carrying value of the disposal group of (£0.5m), at 31 March 2022, the disposal group was stated at carrying value and comprised the following assets and liabilities:

	31 March 2022 Unaudited £000
Goodwill	13,061
Investments in associates	2,549
Property, plant and equipment	1,091
Deferred tax asset	576
Trade and other receivables	7,544
Tax prepayment	243
Cash and cash equivalents	7,440
Total assets classified as held for sale	**32,504**
Trade and other payables	(7,293)
Deferred income	(24,654)
Lease liabilities	(812)
Current tax liabilities	(212)
Total liabilities classified as held for sale	**(32,971)**
Net liabilities classified as held for sale	**(467)**

A loss on disposal is expected to be recognised in the year ending 30 September 2022 as the fair value of the consideration is expected to be lower than the net assets being disposed of, after including the amounts held within the Group's foreign currency translation reserve in respect of the Russian business, which must be reclassified to the income statement on disposal.

Net assets classified as held for sale includes deferred income of £18.9m and prepayments of £2.8m in respect of Russian events due to take place in April 2022, before the completion date of the sale.

During the period discontinued operations generated cash of £9.4m (2021: (£1.1m)) in respect of operating activities and utilised cash of (£0.4m) (2021: (£0.3m)) in respect of investing and financing activities.

Notes to the Interim Financial Statements

7. Disposal group held for sale and discontinued operations (continued)

In line with the requirements of IFRS 5, the Group's exit from Russia has been treated as a discontinued operation, as it represents the disposal of a component of the entity, a separate major line of business and a separate geographical area of business. The profit from discontinued operations for the six months ended 31 March 2022 was £4.0m (31 March 2021: loss of £2.4m; 30 September 2021: profit of £6.0m). In the six months ended 31 March 2021, the Central Asia division was treated as a discontinued operation. As a result, the comparative results incorporate both the Russia and Central Asia divisions.

The results of the discontinued operations which have been included in the consolidated statement of profit and loss are as follows:

	Six months to 31 March 2022	**Six months to 31 March 2021**	**Year ended 30 September 2021**
	Unaudited	**Unaudited**	**Audited**
	£000	£000	£000
Revenue	**16,961**	5,464	27,346
Cost of sales	**(9,758)**	(5,754)	(16,474)
Gross profit/(loss)	**7,203**	(290)	10,872
Administrative expenses	**(2,292)**	(2,157)	(4,038)
Share of results of associates and joint ventures	**(119)**	(146)	120
Operating profit/(loss)	**4,792**	(2,593)	6,954
Profit/(loss) before tax	**4,792**	(2,593)	6,954
Tax on profit/(loss)	**(765)**	230	(963)
Profit/(loss) from discontinued operations	**4,027**	(2,363)	5,991
Attributable to:			
Owners of the Company	4,027	(2,363)	5,991
Non-controlling interests	-	-	-
	4,027	(2,363)	5,991
Earnings per share from discontinued operations (p)			
Basic	**1.4**	(1.1)	0.9
Diluted	**1.4**	(1.1)	0.9

Notes to the Interim Financial Statements

7. Disposal group held for sale and discontinued operations (continued)

On 12 November 2021, the Group completed the disposal of its 60% shareholding in ABEC, the operating company for a portfolio of exhibitions in India including the Acetech constructions events. The Group received upfront consideration of £1.0m in respect of the disposal. The business was sold to the previous minority shareholders. The goodwill arising from the acquisition of ABEC was fully impaired in the year ended 30 September 2020. As a result the net book value of goodwill on the date of disposal was £nil (see Note 9). The Group's disposal of ABEC is not treated as a discontinued operation because the disposal did not meet the IFRS 5 criteria: the disposal of a separate major line of business or a separate geographical area of business.

The net assets of the entity disposed of at the date of disposal were as follows:

	£000 **Unaudited**
Property, plant and equipment	**30**
Trade and other receivables	**3,668**
Cash and cash equivalents	**2,059**
Trade and other payables	**(1,834)**
Deferred income	**(3,789)**
Deferred consideration payable	**(820)**
Net liabilities	**(686)**
Fair value of consideration received	**974**
Proceeds	**974**
Non-controlling interest	**(978)**
Cumulative exchange differences	**2,458**
Profit on disposal	**3,140**

Net cash outflow arising on disposal:	
Consideration received in cash and cash equivalents	974
Less: cash and cash equivalents disposed of	(2,059)
	(1,085)

Notes to the Interim Financial Statements

8. Acquisitions

121 Group
On 26 November 2021 the Group acquired 100% of the share capital of 121 Group (HK) Limited and 121 Partners Limited (together "121 Group"), a market leading omnichannel meetings programme organiser focused on the mining sector across EMEA, North America and APAC. Initial cash consideration of £22.9m was paid at acquisition and the fair value of the contingent consideration at the acquisition date was £22.3m.

The deferred contingent consideration relates to three earn-out payments based on the EBITDA of 121 Group for the years-ending 31 March 2022, 31 March 2023 and 31 March 2024. The contingent consideration has been calculated based on management's expectations of EBITDA at acquisition.

The amounts to be recognised in respect of the identifiable assets acquired and liabilities assumed are presented as follows:

	121 Group Fair value Unaudited £000
Non-current assets	
Intangible assets – Customer relationships	6,742
Intangible assets – Trademarks	2,243
Property, plant and equipment	586
Current assets	
Trade and other receivables	1,547
Cash and cash equivalents	3,103
Total assets	**14,221**
Current liabilities	
Trade and other payables	(1,031)
Current tax liabilities	(429)
Deferred income	(879)
Non-current liabilities	
Lease liabilities	(254)
Deferred tax liability	(1,674)
Total liabilities	**(4,267)**
Identifiable net assets	**9,954**
Goodwill arising on acquisition	35,227
Total consideration	**45,181**
Satisfied by	
Initial cash consideration	**22,905**
Contingent consideration	**22,276**
	45,181
Net cash outflow arising on acquisition	(19,802)
Net cash outflow arising on settlement of contingent consideration	(22,276)
Total net cash outflow from acquisition	**(42,078)**

Notes to the Interim Financial Statements

8. Acquisitions (continued)

121 Group (continued)

The goodwill of £35.2m arising from the acquisition of 121 Group reflects the strategic value of the opportunity to share best practices across Hyve and 121 Group omnichannel events and the potential synergies with the Group's Mining Indaba event.

The acquired business has contributed £1.7m to Group revenue and £0.2m to statutory loss before tax. Had the acquisition occurred on 1 October 2021, the acquired businesses would have contributed £4.6m to Group revenue and £2.2m to statutory loss before tax. During the period the Group incurred transaction costs on the acquisition of £1.6m, which are included within administrative expenses.

The values used in accounting for the identifiable assets of the acquisition are provisional at the balance sheet date. If necessary, adjustments will be made to these carrying values and the related goodwill, within 12 months of the acquisition date.

Fintech Meetup

On 11 March 2022 the Group announced the acquisition of 100% of the share capital of Fintech Meetup LLC ("Fintech Meetup"), an organiser of the leading U.S. based fintech facilitated meetings event, for initial cash consideration of £4.2m. Contingent consideration with a fair value of £19.9m was recognised at the acquisition date. The contingent consideration relates to two earn-out payments based on the EBITDA of Fintech Meetup in the year-ending 30 September 2023 and 30 September 2024.

The amounts to be recognised in respect of the identifiable assets acquired and liabilities assumed are presented as follows:

	Fintech Meetup Fair value Unaudited £000
Non-current assets	
Intangible assets – Customer relationships	797
Intangible assets – Trademarks	797
Deferred tax asset	490
Current assets	
Trade and other receivables	17
Cash and cash equivalents	622
Total assets	**2,723**
Current liabilities	
Trade and other payables	(108)
Deferred income	(2,396)
Total liabilities	**(2,504)**
Identifiable net assets	**219**
Goodwill arising on acquisition	23,903
Total consideration	**24,122**
Satisfied by	
Initial cash consideration	**4,208**
Contingent consideration	**19,914**
	24,122
Net cash outflow arising on acquisition	(3,586)
Net cash outflow arising on settlement of contingent consideration	(19,914)
Total net cash outflow from acquisition	**(23,500)**

8. Acquisitions (continued)

Fintech Meetup (continued)
The goodwill of £23.9m arising from the acquisition reflects the strategic value of the acquisition of an innovative product, including the expectation of new contracts and relationships and the potential for growth from further digital spin-off events.

The acquired business has contributed £2.3m revenue and £2.3m profit before tax to Group statutory results. Had the acquisition occurred on 1 October 2021, the acquired businesses would have contributed £2.3m to Group revenue and (£1.5m) to statutory profit before tax. During the period the Group incurred transaction costs on the acquisition of £0.5m, which are included within administrative expenses.

The values used in accounting for the identifiable assets of the acquisition are provisional at the balance sheet date. If necessary, adjustments will be made to these carrying values and the related goodwill, within 12 months of the acquisition date.

Learnit
During the prior year the Group acquired the remaining 89% stake of Learnit Worldwide Limited. The Group had previously recognised an investment of £1.5m (Presented within 'Investments' in the statement of financial position), consisting of its initial 11% stake acquired at cost of £0.5m, in addition to further capital contribution of £1.0m.

9. Goodwill

	Total Unaudited £000
Cost	
At 1 October 2021	300,950
Additions through business combinations (Note 8)	59,130
Disposals	(33,078)
Goodwill classified as held for sale	(14,141)
Foreign exchange	144
At 31 March 2022	**313,005**
Provision for Impairment	
At 1 October 2021	**(227,248)**
Disposals	33,078
Impairment	(2,072)
Foreign exchange	(49)
Accumulated impairment losses classified as held for sale	1,080
At 31 March 2022	**(195,211)**
Net book value	
At 31 March 2022	**117,794**
At 30 September 2021	73,702

Goodwill with a net book value of £nil was disposed of during the period following the disposal of the Group's 60% shareholding in ABEC (see Note 7).

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired. For the six months to 31 March 2022 various indicators of impairment were identified. Most notably, the ongoing conflict between Russia and Ukraine has had a significant impact on the Group, while the reintroduction of COVID restrictions in China has prevented events from taking place in the country and is preventing Chinese exhibitors from attending events across the Group. In light of this all CGUs have been assessed for impairment. The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding operating profit growth rates within the Group's cash flow forecasts, along with the long-term growth rates and discount rates applied to the forecast cash flows.

Notes to the Interim Financial Statements

9. Goodwill (continued)

Management estimates discount rates that reflect the current market assessments of the time value of money and risks specific to the CGUs. There are a number of different inputs used in the build-up of the discount rates, including inflation rates, risk free rates, market risk premiums and industry betas, taken from a number of independent sources including the IMF, Bloomberg and Financial Times. The pre-tax discount rates applied to the cash generating units are between 13% and 18%. The large variance in discount rates applied reflects the differences in risks inherent in the regions in which the CGUs operate.

The cash flow forecasts used in the value in use calculation have been revised to take into account the latest view of the Group's event schedule, its disposal of the Russian division and its recovery from the COVID-19 pandemic. The profile of the recovery differs across the portfolio, influenced by pre-COVID trajectory, the proportion of the customer base that is international, the resilience of the industry sector and speed of recovery expected by geography. The forecasts assume that in many cases the effects of the pandemic will continue to be felt in the financial years ending 30 September 2022 and 30 September 2023, however a full recovery is expected by the end of the financial year ending 30 September 2024, supported by growth from the Group's omnichannel strategy, including the impact of the Fintech Meetup and 121 Group acquisitions.

Central costs are allocated to the CGUs to the extent that they are necessarily incurred to generate the cash inflows, and can be directly attributed, or allocated on a reasonable and consistent basis. Growth rates beyond the detailed plans are based on IMF forecasts of GDP growth rates in the local markets, as the CGUs are expected to grow in line with their relevant underlying markets over the long term. These growth rates, of between 2% and 4%, do not exceed the long-term growth rates for the economies in which these businesses operate.

Individually significant CGUs

Significant CGUs	**Goodwill**		**Other intangible assets**		**Long term growth rates**		**Pre-tax discount rates**		**Recoverable amount in excess of carrying value**	
	31 March 2022	30 September 2021	31 March 2022	30 September 2021	31 March 2022	30 September 2021	31 March 2022	30 September 2021	31 March 2022	30 September 2021
	£m	£m	£m	£m	%	%	%	%	£m	£m
Russia	**13.1**	14.9	**-**	-	**4.0**	4.0	**17.7**	16.3	**76.5**	132.0
China	**10.0**	9.6	**1.2**	1.8	**2.0**	2.0	**13.8**	12.7	**15.0**	18.8
Shipping & Specialised Engineering	**16.2**	16.2	**39.3**	41.5	**3.8**	1.9	**13.0**	12.0	**13.7**	14.1
EdTech	**0.7**	0.7	**38.3**	43.0	**2.0**	2.0	**13.7**	12.6	**20.6**	6.9
RetailTech	**30.2**	29.4	**56.1**	58.6	**2.5**	2.4	**13.6**	12.5	**66.7**	39.6
FinTech	**23.9**	-	**1.6**	-	**2.5**	-	**13.6**	-	**44.2**	-
Africa Oil & Mining	**36.8**	0.8	**34.0**	27.7	**3.3**	3.3	**16.4**	15.1	**16.0**	14.1
UK	**-**	-	**26.1**	28.9	**2.0**	2.0	**13.7**	13.0	**15.5**	-

A new CGU, FinTech, has been formed following the acquisition of Fintech Meetup (Note 8).

Goodwill of £35.2m and intangibles of £9.0m recognised in respect of the acquisition of 121 Group have been allocated to the Africa Oil & Mining CGU.

An impairment charge of £2.1m has been recognised in respect of Fin-mark Srl, which previously organised the Aqua-therm event in Ukraine.

Sensitivity to changes in assumptions

The calculation of value in use is most sensitive to the discount rates, growth rates and forecast cash flows used. The Group has conducted a sensitivity analysis taking into consideration the impact on these assumptions arising from a range of reasonably possible trading and economic scenarios, including an additional adverse impact from the coronavirus outbreak. The scenarios have been performed separately, and in aggregate, for each CGU with a recoverable value in excess of its carrying value, with the sensitivities summarised as follows:

- An increase in the discount rate by 1%.
- A decrease in the long-term growth rate by 0.5%.
- A decrease in forecast operating profits by 5%

9. Goodwill (continued)

The sensitivity analysis shows that no impairment would result from either an increase in the discount rates, a decrease in the long-term growth rate, or a decrease in the operating profit growth rate, or an aggregate of these sensitivities, in any CGU other than in the Shipping & Specialised Engineering CGU. The changes in key assumptions that would cause the recoverable value of the CGU to equal its carrying value are shown below.

Sensitivity	Shipping & Specialised Engineering
% change in discount rate	1.8%
% change in long term growth rate	-2.3%
% change in forecast operating profits	-10.0%

10. Other intangible assets

	Total Unaudited £000
At 1 October 2021	**200,660**
Additions	**553**
Additions through business combinations (Note 8)	**10,580**
Disposals	**(20)**
Amortisation of acquired intangible assets	**(14,344)**
Amortisation of computer software	**(431)**
Exchange differences	**1,670**
At 31 March 2022	**198,668**

Other intangible assets relate to customer relationships, trademarks and licences, visitor databases, perpetual technology licences and computer software.

11. Property, plant and equipment

	Right of use assets (restated) £000	Other property, plant and equipment £000	Total Unaudited (restated) £000
At 1 October 2021	**15,234**	**2,003**	**17,237**
Additions	568	553	1,121
Additions through business combinations (Note 8)	420	157	577
Depreciation	(1,590)	(447)	(2,037)
Disposals	(82)	-	(82)
Foreign exchange	61	(52)	9
Assets classified as held for sale (Note 7)	(705)	(385)	(1,090)
At 31 March 2022	**13,906**	**1,829**	**15,735**

12. Interests in associates and joint ventures

	Total Unaudited £000
At 1 October 2021	**37,126**
Share of results of associates and joint ventures	**(288)**
Cash received	-
Foreign exchange	**(384)**
Assets classified as held for sale (Note 7)	**(2,549)**
At 31 March 2022	**33,905**

13. Trade and other receivables

	31 March 2022 Unaudited £000	31 March 2021 Unaudited £000	30 September 2021 Audited £000
Trade receivables	**17,174**	14,429	20,333
Other receivables	**853**	18,376	1,602
Deferred consideration	**1,412**	578	2,443
Prepayments and accrued income	**10,331**	11,355	11,122
Taxation and social security	**-**	1,698	69
	29,770	46,436	35,569

The movements in deferred consideration receivable during the year are shown in the table below:

	Unaudited £000
At 1 October 2021	**9,800**
Payments received	(1,362)
Impact of unwind of discounting	798
Foreign exchange	(124)
Revaluation	(448)
Impairment	(779)
At 31 March 2022	**7,885**
Included in current assets	1,412
Included in non-current assets	6,473
	7,885

As at 30 September 2021 £2.4m of deferred consideration receivable was included in current assets and £7.4m was included in non-current assets.

Notes to the Interim Financial Statements

14. Trade and other payables

	31 March 2022 Unaudited	31 March 2021 Unaudited	30 September 2021 Audited
	£000	£000	£000
Trade payables	**991**	1,433	1,324
Taxation and social security	**1,426**	770	837
Lease liabilities	**3,246**	3,477	3,347
Other payables	**14,343**	23,601	10,833
Accruals	**23,857**	12,393	25,489
Contingent consideration	**22,776**	4,808	835
	66,639	46,482	42,665

As at 31 March 2022 £3.2m of lease liabilities were included in current liabilities and £12.2m was included in non-current liabilities.

As at 31 March 2022 £22.6m of contingent consideration was included in current liabilities and £24.5m was included in non-current liabilities.

15. Bank loans

	31 March 2022 Unaudited
	£000
Total drawdowns under debt facility	**(105,471)**
Capitalised refinancing fees	**2,629**
Bank loans	**(102,842)**
Included in current liabilities	**(12,500)**
Included in non-current liabilities	**(90,342)**
	(102,842)

In December 2020 the Group agreed with its lenders various amendments to the existing agreement, including a new repayment schedule with repayments made earlier if additional insurance proceeds are received. As at 31 March 2022, having repaid £7.5m during the six month period following the receipt of additional insurance proceeds, there were scheduled repayments of the term loan of £0.5m in June 2022, £6.0m in September 2022 and November 2022, £22.5m in November 2023 and a final repayment of £22.5m on the termination date in December 2023.

Subsequent to the period end, in May 2022 the Group received an additional £8.7m of insurance proceeds. As a result of this, £4.3m is repayable in May 2022, reducing the June 2022 payment to £nil and the September 2022 payment to £2.2m. All other repayments due are unchanged.

Interest is charged on any utilised amount on the debt facility at a rate of LIBOR plus a margin ranging from 1.90% to 3.40% dependent on the Group's leverage ratio under the agreement. The debt facility is secured by asset pledges and debentures given by a number of Group companies.

The total drawdowns under the facility of £105.5m at 31 March 2022 (30 September 2021: £124.4m, 31 March 2021: £156.7m) were denominated in sterling. At 31 March 2022 the Group had £102.0m (30 September 2021: £88.4m, 31 March 2021: £61.8m) of undrawn committed facilities.

Notes to the Interim Financial Statements

15. Bank loans (continued)

All borrowings are arranged at floating interest rates, thus exposing the Group to interest rate risk. The Group uses interest rate swaps to mitigate this risk, hedging £32.5m of the debt (30 September 2021: £41.3m, 31 March 2021: £82.5m), reducing the exposure to fluctuations in interest rates. All borrowings are secured by a guarantee between a number of Group companies.

As at 31 March 2022 there are capitalised fees of £2.6m (30 September 2021: £2.8m, 31 March 2021: £3.5m) in relation to the Group's current debt facility.

16. Derivative financial instruments

Derivative financial instruments are classified according to the following categories in the table below. The Group's derivative financial instruments are categorised into levels to reflect the degree to which observable inputs are used for determining their fair value. The Group's interest rate swaps are classified as Level 2.

	31 March 2021 Unaudited		31 March 2021 Unaudited		30 September 2021 Audited	
	Notional	**Fair value**	**Notional**	**Fair value**	**Notional**	**Fair value**
	£000	**£000**	**£000**	**£000**	**£000**	**£000**
Current assets						
Interest rate swaps	**183**	**183**	-	-	-	-
	183	**183**	-	-	-	-
Current liabilities						
Interest rate swaps	-	-	-	-	73	73
Non-current liabilities						
Interest rate swaps	-	-	533	533	12	12
	-	-	533	533	85	85

Level 1 fair values are measured using quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair values are measured using inputs, other than quoted prices included within Level 1 that are observable for the asset or liability either directly or indirectly.

17. Share capital

	31 March 2022 Unaudited	31 March 2021 Unaudited	30 September 2021 Audited
	£000	**£000**	**£000**
Allotted and fully-paid			
291,640,907 ordinary shares of 10p each (31 March 2021: 265,128,107; 30 September 2021: 265,128,107)	**29,164**	**26,513**	26,513

17. Share capital (continued)

	31 March 2022 Unaudited Number of shares	31 March 2021 Unaudited Number of shares	30 September 2021 Audited Number of shares
At 1 October	**265,128,107**	265,128,107	265,128,107
Share issue	**26,512,800**	-	-
At 31 March	**291,640,907**	265,128,107	265,128,107

On 18 November 2021, the Group announced it had placed 13,818,698 new ordinary shares at a price of £1.07 raising gross proceeds of £14.8m to part-fund the acquisition of 121 Group (see Note 8). Alongside this, a subscription of 12,694,102 new ordinary shares at a price of £1.1235 per new ordinary share was completed by investment funds managed by Strategic Value Partners, LLC. Total net proceeds were £28.1m after expenses of £1.0m which were deducted from share premium.

During the period, no ordinary shares of 10p each (2021: nil) were allotted pursuant to the exercise of share options. The Company has one class of ordinary shares which carry no right to fixed income.

18. Net debt

	At 1 October 2021 Audited £000	Cash flow £000	Non-cash movements £000	Foreign exchange £000	Classified as held for sale £000	At 31 March 2022 Unaudited £000
Cash at bank and on hand	41,733	**4,340**	**-**	**(142)**	**(7,440)**	**38,491**
Debt due within one year	(11,751)	**(749)**	**-**	**-**	**-**	**(12,500)**
Debt due after one year	(109,849)	**19,507**	**-**	**-**	**-**	**(90,342)**
Adjusted net debt	(79,867)	**23,098**		**(142)**	**(7,440)**	**(64,351)**
Lease liabilities	(16,722)	**1,624**	**(787)**	**39**	**812**	**(15,034)**
Net debt	(96,589)	**24,722**	**(787)**	**(103)**	**(6,628)**	**(79,385)**

Net debt is defined as cash and cash equivalents after deducting bank loans and lease liabilities. Adjusted net debt in defined as cash and cash equivalents after deducting bank loans. The Board consider adjusted net debt to be a reliable measure of the Group's net indebtedness that provides an indicator of the overall balance sheet strength. It is also a single measure that can be used to assess the combined impact of the Group's cash position and its indebtedness.

The disclosure of adjusted net debt is not required for interim reporting purposes but is a key alternative performance measure for the Group and is therefore included to provide additional information on the performance of the business.

19. Related party transactions

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions with key management personnel will be disclosed in the Group's Annual Report for the year ended 30 September 2022. Transactions between the Group and its associates and joint ventures, where relevant, are disclosed below.

Trading transactions with joint ventures

During the period ended 31 March 2022 the Group charged management fees of £nil (2021: £0.2m) to Sinostar ITE, the Group's joint venture operation in Hong Kong and China.

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20. Post balance sheet events

Insurance proceeds

Since 31 March 2022 the Group has had confirmation of a further £8.7m of insurance proceeds in respect of event cancellation and postponement claims, taking confirmed insurance proceeds in FY22 to £19.3m and in total since the outbreak of COVID-19 to £106.3m.

Disposal of Russian events portfolio

Following the ongoing conflict between Russia and Ukraine, the Group announced on 6 April 2022 that it had entered into a conditional agreement with Rise Expo Limited with respect to the sale of its Russian business. The sale completed on 13 May 2022.

The Group's current expectation for consideration receivable is between £60.0m and £72.0m over a five to ten year period. The amount of the consideration and timing of payments varies by reference to the performance of the Russian business.

The assets and liabilities of the Russia business have been classified as held for sale at 31 March 2022. The Group’s decision to exit from Russia has been treated as a discontinued operation. See Note 7.

INDEPENDENT REVIEW REPORT TO HYVE GROUP PLC

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 31 March 2022 is not prepared, in all material respects, in accordance with UK adopted International Accounting Standard 34 and the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

We have been engaged by the Company to review the condensed consolidated financial statements in the half-yearly financial report for the six months ended 31 March 2022 which comprises the condensed consolidated income statement, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of changes in equity, the condensed consolidated statement of financial position, the condensed consolidated cash flow statement and the related notes 1 to 20.

Basis for Conclusion:

We conducted our review in accordance with International Standard on Review Engagements (UK) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" ("ISRE (UK) 2410"). A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

As disclosed in note 1, the annual financial statements of the Group are prepared in accordance with UK adopted international accounting standards. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with UK adopted International Accounting Standard 34, "Interim Financial Reporting.

Material uncertainty related to going concern

We draw attention to the 'Going Concern' section of Note 1 to the condensed consolidated financial statements which indicates the Group could, under both modelled scenarios and reverse stress test, breach both its leverage and interest cover covenants upon their reinstatement in June 2023 which would give the Group's lenders the right to request repayment of the outstanding debt. These events or conditions, along with the other matters set forth in note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

This conclusion is based on the review procedures performed in accordance with ISRE (UK) 2410, however future events or conditions may cause the Company to cease to continue as a going concern.

Responsibilities of directors

The directors are responsible for preparing the half-yearly financial report in accordance with the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

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

Auditor's responsibilities for the review of the financial information

In reviewing the half-yearly report, we are responsible for expressing to the Group a conclusion on the condensed set of financial statement in the half-yearly financial report. Our conclusion, including our Material uncertainty relating to going concern, are based on procedures that are less extensive than audit procedures, as described in the Basis for Conclusion paragraph of this report.

Use of our report

Our report has been prepared in accordance with the terms of our engagement to assist the Company in meeting the requirements of the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of our terms of engagement or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

BDO LLP
Chartered Accountants
London, UK
23 May 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Directors and professional advisers

Directors	Richard Last, non-executive Chairman Mark Shashoua, Chief Executive Officer John Gulliver, Chief Finance and Operations Officer Nicholas Backhouse, non-executive Director Sharon Baylay, non-executive Director (resigned on 1 March 2022) Stephen Puckett, non-executive Director (resigned on 3 February 2022) Rachel Addison Horsley, non-executive Director (appointed on 1 March 2022) Anna Bateson, non-executive Director (appointed on 1 March 2022)
Company Secretary	Jared Cranney
Registered office	Hyve Group plc, 2 Kingdom Street, London, W2 6JG
Registration number	01927339
Auditor	BDO LLP, 55 Baker St., London, W1U 7EU
Solicitors	Macfarlanes LLP, 20 Cursitor St., London, EC4A 1LT
Company Brokers	Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London, EC4M 7LT
Registrars	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA
Public Relations	FTI Consulting Limited, 200 Aldersgate Street, London, EC1A 4HD
Website	www.hyve.group

Financial calendar

The Group's financial calendar can be found at https://hyve.group/Investors/Financial-Calendar