Reach

# EVOLVING OUR REACH

**Digital growth. Print resilience.**

Annual Report 2024

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Disclaimer
This Annual Report is sent to shareholders who have elected to receive a hard copy and is available on our website www.reachplc.com for those shareholders who have elected to receive a copy electronically. In this document, references to 'the Group', 'the Company', 'we' or 'our' are to Reach plc and its subsidiaries. A reference to a year expressed as 2024 is for the year ending 31 December 2024 and a reference to a year expressed as 2023 is for the 53 weeks ending 31 December 2023. Where we reference 'like-for-like', we are comparing a 52-week period. References to 'the year' and 'the current year' are to 2024 and references to 'last year' and 'the prior year' are to 2023. The Annual Report contains forward-looking statements. By their nature, forward-looking statements involve a number of risks, uncertainties and future assumptions because they relate to events and/or depend on circumstances that may or may not occur in the future and could cause actual results and outcomes to differ materially from those expressed in or implied by the forward-looking statements. No assurance can be given that the forward-looking statements will be realised. Statements about the directors' expectations, beliefs, hopes, plans, intentions and strategies are inherently subject to change and they are based on expectations and assumptions as to future events, circumstances and other factors which are in some cases outside the Company's control. The Annual Report has been prepared on the basis of the knowledge and information available to directors at the date of its preparation and the Company does not undertake any obligation to update or revise the information during the financial year ahead. It is believed that the expectations set out in these forward-looking statements are reasonable, but they may be affected by a wide range of variables which could cause actual results or trends to differ materially. The forward-looking statements should be read in the context of the principal risk factors set out in the Strategic Report.

# REACH IN NUMBERS

FINANCIAL NON-FINANCIAL

Revenue
**£538.6M**
2023: £568.6M

Adjusted operating profit[1]
**£102.3M**
2023: £96.5M

Adjusted earnings per share – basic[1]
**25.3P**
2023: 21.8P

Net debt
**£(14.2)M**
2023: £(10.1)M

Digital revenue
**£130.0M**
2023: £127.4M

Statutory operating profit
**£74.2M**
2023: £46.1M

Statutory earnings per share – basic
**17.0P**
2023: 6.8P

Dividend per share
**7.34P**
2023: 7.34P

% digital data-driven revenue
**45%**
2023: 43%

Trusted brands
**120+**

UK online population reached
**69%**
(AVERAGE MONTHLY REACH 2024)

Digital property in the UK
**6TH LARGEST**

Customers choosing a Reach brand for local news
**26.9M**
(AVERAGE MONTHLY 2024)

Audience size for UK and Ireland commercial publishers
**#1**

Monthly print and online audience
**44.3M**

Sign-ups to direct channels (WhatsApp, newsletters, push notifications)
**9M**

1. Our financial statements disclose financial measures which are required under IFRS. We also report additional financial measures that we believe enhance the relevance and usefulness of the financial statements. These are important for understanding underlying business performance. Statutory figures are shown for comparative purposes where they differ from adjusted figures. See notes 3 and 35 to the consolidated financial statements.

## Our purpose

# A POWERFUL PURPOSE

### Our purpose is:


| | |
|---|---|
| Delivered by our people | page 33 |
| Strengthened by our strategy and our business model | pages 12 to 14 |
| Supported by our responsible business framework | page 25 |
| Measured by our KPIs, which are linked to remuneration | page 16 page 90 |


## To enlighten, empower and entertain through brilliant journalism

Every day, our brands deliver the latest news, entertainment and sport to communities throughout the UK and Ireland and around the world.

Each of our trusted titles is a platform to represent and campaign for the voices of the communities we serve and to hold power to account.

We're proudly mainstream and also believe in giving our audiences something to smile about as part of a well-curated mix of light and shade.

**See more examples of our purpose in action on pages 28 and 29.**

**TOGETHER, WE'RE BUILDING A SUSTAINABLE FUTURE FOR OUR BRANDS.**

# DELIVERED THROUGH OUR BRANDS

We're Reach plc, the largest commercial news publisher in the UK and Ireland. We're home to more than 120 trusted brands, from national titles including the Mirror, Express, Daily Record and Daily Star, to local brands like WalesOnline, BirminghamLive, BelfastLive and the Manchester Evening News. And now, we also bring three brands to our audience in the US which together reach 11% of the US online population. Every month, 69% of the online UK population come to us for news, entertainment and sport they can trust.

Brands across UK and US

**120+**

Every month we reach

**69%**

of the online UK audience

Every month we reach

**11%**

of the online US audience

Chairman's statement

# DELIVERING IN A DIGITAL WORLD

**Nick Prettejohn**
Chairman

## The media landscape

As ever, the media industry is a dynamic and changing place. In 2024, we saw increased consolidation, as well as other movement across the sector. Tech platforms continue to wield dominance over the online landscape, with a disproportionate influence over the news and content people see, and AI presents another important consideration.

With these shifting factors around us, it was all the more important that throughout 2024, we demonstrated our ability to adapt while also remaining steadily on-course to prove the value of good, reliable journalism and diversify our channels and revenue streams.

## Performance and digital return to growth

The Board and I were pleased to see the business deliver a good performance, meeting financial obligations and delivering ahead of market expectations with a strong Q4.

This performance underlines the priorities we have been guided by for a number of years: building our digital asset through the Customer Value Strategy, managing the decline of the print product and maintaining a focus on efficiency and cost management.

Notably in 2024, digital revenue returned to growth. This was thanks in large part to our Customer Value Strategy, which has increased the value of our content and has enabled us to use data to gain a better understanding of our audiences. In 2024, this approach to serving audiences crystallised with the launch of the Content Hub and Distribution Hub teams, which have both shown early success in increasing engagement and page views. It has become clear that media businesses need to be able to adapt quickly to changing algorithms as well as editorial trends. Reach is now well-equipped to do this with a team that is set up to focus specifically on online behaviour and respond quickly to meet audience needs.

This digital performance has been, as ever, supported by a reliable print business, which continues to deliver significant circulation and advertising revenues, despite the ongoing decline of the format. Underpinning all of this work was a commitment to responsible cost management, which saw the business deliver ahead of its savings commitment of 5-6%.

The performance of the business in what remains a challenging sector and environment meant that the Board has agreed bonus payments to the executive team and throughout the organisation to reflect everyone's hard work and commitment.

## Revenue diversification progress

Reach's data-driven Customer Value Strategy, now entering its sixth year, has also allowed the business to establish a more diverse range of revenue streams. The investment in the US expansion has progressed well, and audience levels continue to grow steadily. It has also been encouraging to see our proprietary ad tech platform Mantis building new partnerships as a B2B ad tech business, as well as the ongoing positive growth from ecommerce and affiliates.

The business continues to make progress both in video capability and in AI. The use of artificial intelligence clearly presents all sorts of issues but there is little doubt it will transform the way we all do business. It is essential we grasp how to use this emerging technology productively and responsibly. The Board believes that the Reach teams are taking the appropriate steps to use AI to streamline their ways of working and to improve their offering to audiences. We will watch for continued progress in this area, governed by careful processes and editorial approval on all content.

Reach Studio launched in 2024, tasked with raising the quality and commercial potential of our video and podcast output. Early successes include the Euro Thrash podcast and Won In A Million, a podcast created in partnership with Allwyn and The National Lottery. This will be a key area to continue to grow and prioritise in 2025.

Our Commercial team also secured an important partnership for the Daily Mirror's Pride of Britain Awards, agreeing a deal with P&O Cruises that will support Pride of Britain and Pride of Scotland for the next three years. This event just marked its 25th year of celebrating ordinary people who have done extraordinary things and I look forward to seeing this wonderful event flourish for many years to come.

**Chairman's statement continued**

## Journalism's role in society

At Reach we remain driven by the belief that journalism plays an essential role in a healthy society and democracy. In a year of elections, both in the UK and the US, the strength and range of our journalism really came through. During the UK general election, Reach's titles were able to showcase our breadth of representation across the political spectrum, demonstrated neatly with the Division Bell podcast, hosted by both the Express and Mirror political editors. The 5000 voices vox pop project was another impressive achievement, giving people on the street in communities across the country, from Glasgow and Hull, to Cardiff and Newcastle, the chance to be heard. There are not many platforms able to offer such a range of local voices, and it is something everyone at Reach should be proud of.

Outside of elections, our brands played an important role in politics in other ways. Thanks to three years of campaigning and a petition that brought together the strength of its audience, the Express put assisted dying firmly on the national agenda, leading to a historic vote in November that cut across usual party politics.

Our local brands also made a major impact on their communities, from BirminghamLive and NottinghamshireLive holding power to account by shining a light on council finances, to the Liverpool Echo leading the fundraising charge to successfully save Zoe's Place baby hospice.

Finally, I want to commend the team at the Mirror for their British Journalism Award win in the Online Video Journalism category, for their work uncovering new evidence relating to the murder of Jill Dando. As mentioned above, video will become increasingly important in delivering our purpose of enlightening, empowering and entertaining our audiences. It is exciting to watch our brands build their capability in this area, especially against established broadcast competition, and is a great sign of things to come.

## Responsible business

We must continue to operate as a responsible business, considering the impact our work has not only on our customers but the wider world.
In 2024, the team submitted Reach's near-term science-based target, an important step towards reaching net zero in 2050. On a more local level, I would like to recognise the technology team, which has partnered with the Good Things Foundation to reduce digital waste and in 2024 donated hundreds of devices to people who can make good use of them.

We continue to prioritise the diversity and inclusion of our teams, and are mindful of the importance and benefits of representing a wide range of views and backgrounds in our journalism. It was very good to see two initiatives in 2024 that brought new voices to our teams, including a summer internship scheme and a partnership with The King's Trust that has resulted in eight apprentices now working in our newsrooms.

The Board keeps a close eye on Reach's Gender Pay Gap reporting and though we were disappointed to see the small increase in 2024's gap, we are also reassured by the overall positive change since reporting began in 2017, with an overall reduction of 43% in the mean gender pay gap. We will continue to work with the business and monitor change. In the meantime, we are proud to maintain our standing with our 30% pledges, with over 30% women on both the Board and executive management team.

## Regulatory priorities

The arrival of the new Labour Government has brought some early signs of a focus on the importance of local press in particular. The Digital Markets Act, now passed, will be an important tool to ensure a fairer playing field with the tech platforms. However, until fully implemented, their dominance threatens the freedom of the press across the industry. Local press requires more urgent intervention and we continue to urge Government to implement more immediate solutions. As we saw following the Southport riots, local titles such as ours provide an irreplaceable service to society, and we cannot allow disinformation to continue without challenge.

**"We remain driven by the belief that journalism plays an essential role in a healthy society and democracy."**

## Dividend

The Board proposes a final dividend of 4.46 pence per share for 2024 (2023: 4.46 pence per share), which follows the interim dividend of 2.88 pence per share. In proposing the final dividend, the Board has considered all investment requirements and its funding commitments to the defined benefit pension schemes.

## The year to come

We expect further industry change in 2025, but Reach has a track record of responding appropriately and quickly to change. The achievements of 2024 put the business in a good starting position and I look forward to seeing continued progress in key areas, for example the ongoing rollout of improved website platforms.

None of this success comes easily or without challenges and is very much to the credit of the expertise and commitment of Reach's management and all of its teams. Thank you once again to everyone for continuing to deliver to Reach's audience. The work you do to serve your communities is vital.

**Nick Prettejohn**
Chairman

4 March 2025

Evolving our reach

# DIGITAL GROWTH

As audiences continue to shift in their online behaviour, we must adapt with them. Our Customer Value Strategy allows us to make data-driven decisions about how to best reach our audiences, and how to maximise revenue opportunities.

## Secure audiences

Securing our audience means removing barriers between us and our customers and reducing our reliance on referrers. We can now reach 9m people directly on their devices through WhatsApp, newsletters and push notifications. We also now reach 3.1m subscribers on InYourArea, with the app attracting a loyal audience.

## Enhancing video output

We launched Reach Studio in 2024, tasked with driving more high-quality and monetisable video content. In 2024, we grew social video views year-on-year by 12%, and as of January 2025 reached 100m social media followers, as well as driving commercial sponsorship revenue. We are also building new Studio facilities in five of our Hubs to enhance our capability.

## Audience growth

Following the deprioritisation of news by referrers, we saw a 14% year-on-year decline in page views. These trends improved through the year and by Q4 we saw quarterly growth of 6%. This increase has been supported by our Content Hub, as well as our use of in-house content recommender tools. Many of our journalists are now using AI tools, though always under the careful oversight of a journalist, and in 2024, AI supported 1.8bn page views. For more on AI, see pages 11 and 27. Meanwhile, we continue to grow our US audience and now reach 11% of the US online population.

## Revenue diversification

Our data-led approach has allowed us to make headway in revenue diversification, particularly in ecommerce and affiliates, with the OK! Beauty Box selling 235,659 boxes this year and with the launch of our ecommerce site Yimbly. We have also made progress with expanding our proprietary ad tech Mantis as a B2B proposition, signing several new partners including LadBible Group and Netmums.

## UX improvement

In 2024, we rolled out a new website platform on the Liverpool Echo, followed by four other sites, and we will continue this rollout through 2025. Overall, this work is now seeing page loading speeds nearly tripling and a 2% increase in page views per visit. For more on this work see CEO's review on page 9.

**Digital revenue growth YOY**

**2.1%**

**Ecommerce revenue growth YOY**

**39%**

**Sign-ups receiving content to their device[1]**

**9M**

**Total social media followers**

**100M**

1. WhatsApp, newsletters, push notifications

# PRINT RESILIENCE

Our printed product remains the backbone of our business and funds our transition to digital. Print remains a hugely popular format for a significant portion of our audience, reflecting the habitual nature of newspaper consumption, with over 600,000 copies sold daily. In addition, it remains extremely popular with advertisers, especially around major events such as the Euros, with advertising revenue outperforming the volume decline. We aim to maintain this highly reliable and important revenue stream for as long as possible.

## Maximising circulation

While our print volumes are in stable decline, at a fall of around 17% like-for-like per year, our teams have expertly managed this with pricing. Over 2024, cover prices increased by an average of 15% per title, offsetting the majority of the volume decline. These are balanced with added-value content and reader offers, for example a popular reader promotion with the National Trust.

## Print cost management

At our print sites, we have a track record of responsible cost management, and we have continued to make incremental changes to our operations along with improvements in distribution. Following 2023's solar panel installation, we have been able to reduce our electricity costs, as well as associated emissions (for more on this see page 37). We also completed the sale of our Birmingham print site in June, which we last used in 2021. For more on property costs, see page 21.

Newsprint costs represent nearly 10% of our cost base and declined 28% like-for-like over the year. The majority of this decline is attributable to the fall in volumes. We have taken advantage of inflation unwinding from its peak by negotiating longer-term contracts, creating more stability for the months ahead. These actions have helped address the rising unit costs of production and maintained the strong profitability of the print business.

**600K+**

newspapers purchased every day

YOY decline in newsprint costs

**28%**

like-for-like

Chief Executive's review

# RETURN TO DIGITAL GROWTH

**Jim Mullen**
Chief Executive Officer

2024 was a robust year for Reach, with our teams continuing to deliver on our plans, and driving a return to growth both in digital revenue and in page views in Q4. While we have seen a challenging macro environment and the ongoing dominance of the tech platforms, our strategy, and the plans we put in place for the year, have continued to create value and further our transition to a more resilient digital business.

We have continued to expertly manage print, and our early but necessary actions on costs meant we exceeded our cost-saving target of 5-6% and delivered a strong operating margin of 19% (FY23: 17%).

Throughout all of this, we continued to serve our audiences free-to-access news, which has proven more important than ever in a year of historic elections across the world, social unrest caused by disinformation, and ongoing questions about the power of the platforms. Millions of people in this country are not in a position to pay for news and making ad-funded news sustainable will ensure that it remains accessible to all. Thank you to all our teams for delivering a robust year and passionately serving our audiences.

## CVS driving sustainable growth

Our performance has once again been driven by our Customer Value Strategy (CVS), which gives us a better understanding of our audiences and drives better value, both for us and our advertising partners.

Over the year, we saw 19% growth in yield, meaning we have been able to make each page view more valuable due to our richer data, expertise in trading digital assets and understanding of our audiences. Data-driven page views are now worth nine times more than a programmatic page view, making us less vulnerable to fluctuations in the open market. Overall, this more valuable data-driven revenue now makes up 45% of our overall digital revenue (FY23: 43%).

Our data strategy has also paved the way for significant progress in diversifying our revenue, particularly non-advertising revenue including ecommerce and affiliates. We had a strong Black Friday period, bolstering an already encouraging performance in affiliates, with an overall year-on-year growth of 51%.

Ecommerce also grew strongly with a 39% year-on-year increase in revenue. The OK! Beauty Box continues to sell well and its popular advent calendars sold out before December. This early Customer Value Strategy initiative now has more than 15,000 monthly subscribers and has grown revenue 42% year on year. In the summer we moved further into this space, launching our own ecommerce platform, Yimbly, which is progressing according to plan and which we will scale further in 2025.

To further the diversification of our revenues, we spent 2024 expanding our proprietary ad tech platform Mantis as a B2B proposition and revenue stream in its own right. We now have a dedicated and experienced team in place, which has made good progress in adding revenue and signing partnerships with other publishing groups including LadBible Group, Immediate Media, National World and Netmums in the UK, as well as Nine in Australia.

**"Over the year, we saw 19% growth in yield, meaning we have been able to make each page view more valuable due to our richer data, expertise in trading digital assets and understanding of our audiences."**

**Chief Executive's review continued**

Our US expansion project has also progressed, with our audience continuing to grow steadily every month. Across all of our titles we now reach 11% of the US online population.

Crucially, while page views for the year were down 14%, the trend improved significantly through the year, ending Q4 with a very encouraging 6% year-on-year increase. Our data-driven approach has supported this return to page view growth, with our AI-supported content recommender tool serving each customer more content they might enjoy. Our editorial distribution teams are highly skilled and take a forensic approach to using data to understand our audiences across different channels, which has increased the discoverability of our content with key referrers such as Google Discover.

Behind all of this good work is the awareness that we must improve the customer experience on our websites so that our audiences can better enjoy our great content, and I am happy to say we have made good strides here. In 2024, we trialled a new website platform on the Liverpool Echo, which improved page loading speeds, removed the page shifting issue and increased page views per visit. We have since launched this platform on the Manchester Evening News, Daily Record, BirminghamLive, and the Daily Star, with page loading speed tripling on those sites and page views per visit up 2%. The teams also recently introduced the new platform on the Mirror site and we will continue to roll out across our other sites through 2025.

## Print expertly managed

Our well-managed and reliable print business continues to underpin our digital growth. With the support of carefully considered cover price increases, our circulation revenue has declined more slowly at 3% like-for-like than the industry-wide volume decline in newspaper sales. Our print advertising continues to be a valuable and effective channel for our advertising partners, especially with retailers such as Tesco and Boots, with this revenue stream declining 13.5% on a like-for-like basis, outperforming the 17% decline in volumes.

Protesters in Liverpool following the Southport riots

**Chief Executive's review continued**

Our print business performed particularly well during big events this year, including the Euros and Taylor Swift Eras tour. The teams took this opportunity to maximise print sales with popular souvenir specials, maximising valuable advertising opportunities. We also continue to provide our print customers with value for money, balancing carefully managed cover price increases with enhanced content and partner offers, for example a recurring offering from the National Trust which remains very popular.

We continue to manage our costs effectively, and have been able to reduce our overall newsprint cost by almost 30%. While much of this is due to the fall in volumes, we have also been able to provide further stability by negotiating longer-term contracts for our materials.

## Impactful journalism

At Reach we are proud of the work we do and once again there are many examples of excellent and impactful journalism from our teams, and I will pull out just a few highlights here. As I have mentioned, our titles delivered brilliant journalism in a year of elections, from the UK to the US, to the selection of another new Scottish First Minister. I particularly enjoyed 5000 voices, a joint project across our titles which gathered vox pops around the country, demonstrating our unique strength in having thousands of journalists on the ground who are truly plugged into their communities. I was similarly moved watching the aftermath of the Southport riots unfold, as our teams at the Liverpool Echo, and then our other national and local titles, provided reliable, trustworthy news at a time when the country needed it most, sometimes at their own personal risk.

Our journalists uncovered agenda-setting exclusives, for example the WalesOnline Vaughan Gething investigations. They also drove campaigns that made a difference to their communities, from the Manchester Evening News raising funds to save the Salford Lads Club, to the Mirror's Dentists for All campaign, to the Express making assisted dying part of the national conversation, leading to a historic vote in November.

**12 of our King's Trust work placement cohort, joined by representatives from Re[illegible]&I, and King's Trust**

The editorial teams also continued to focus on engaging audiences across a range of channels, prioritising video growth and increasing engagement from secure audiences, in other words the audience we can communicate with directly. We now have 9m sign-ups from people receiving content directly on their devices via WhatsApp, newsletters and push notifications. While not a like-for-like comparison, it's worth looking at this achievement through the lens of UK subscriptions to Netflix which sit at 17m (Q32024). Along similar lines, these are people whom we can reach directly with our content.

Our Studio has made progress in working with our titles and commercial partners to provide high-quality multi-platform content. Through this work, we have increased our total social video views by 12% year on year, and grown revenues from direct social video buys. This work has also allowed us to secure additional sponsored content, for example the Won In A Million podcast, made in partnership with the National Lottery. In 2025, we will be strengthening our Studio capability with five new Studio facilities, in our London, Glasgow, Manchester, Birmingham and Liverpool hubs.

In an ever-shifting online media environment, it is crucial that our teams are built to be agile and use every tool at their disposal to move with their audiences. We have made great strides on this front, with the creation of the Content Hub in the summer. This allows us to deploy more resources to breaking or trending stories, reduce duplication across some niche topics such as TV, and create subject experts, or writers who have built up higher visibility with search engines. It's early days, but in a short time this new structure has more than doubled the average page views of its team members, while supporting existing core brand teams. One standout example of how this structure can benefit us is SurreyLive – a site which over the year has grown its audience by 321% with the support of Content Hub content, and during that time has built a strong audience in health and wellness.

We will continue to explore the opportunities of using some resource more flexibly in this way and have already been able to expand this team, with an additional 60 editorial roles created in the autumn.

Through the year, we have continued to refine our proprietary AI tool, Guten, which is particularly useful in breaking down data and tailoring original content for different audiences. For example, the teams have found the tool very useful for quickly repurposing a generic weather bulletin to be more relevant to regional audiences at our various sites. With the editorial and product teams working in partnership, the tool has evolved to provide custom functionality including a more automated article upload and image selection process. As always, our journalists continue to decide how and when this tool is used, and must review any piece of content before it is published. Over 2024, Guten supported over 1.8bn page views, and we are further broadening its use across other functions in the business, again in a carefully controlled manner.

## Ensuring we remain relevant

Our work to reach more people and to future-proof our brands can only be achieved through getting a diverse workforce, bringing new views and experiences. Our diversity and inclusion work has played an important part in making this happen, bringing more young people, from a variety of backgrounds, into our newsrooms. We made progress here in 2024 by first relaunching our summer internship scheme and then partnering with The King's Trust on the 'Get Into Journalism' programme which has now led to eight apprentices joining the business on training contracts.

It was more vital than ever this year that we protected our journalists not only through traditional security measures but also through dedicated Online Safety support, an issue which particularly came to the fore this summer during the country-wide unrest. While it is an unfortunate reality that we need to take such measures, our society depends on journalists being able to do their jobs safely and I am proud that Reach leads in this area.

**"The delivery of our strategy is a significant achievement given the challenges our teams face, and this is down to their strong operational expertise and efforts."**

We also made further progress in our work as an environmentally sustainable business in 2024, making our near-term science-based target submission, which takes us one important step closer on our path to net zero.

We remain vocal on wider industry affairs, fighting for the changes that will allow for the healthy media sector we all need. We continue to call for Government to fund reliable local news through its own advertising spend, and to reconsider the considerable spend that funds tech platforms and by extension, disinformation.

## Delivering our strategy

The continued delivery of our strategy is a significant achievement given the challenges our teams face, and this is down to their strong operational expertise and efforts. The difficult cost actions we finished implementing early in the year allowed us to adopt new organisational structures to better reflect the digital environment. Our teams have continued to transform and deliver these plans, balancing quality output with efficiency, and their success creates more confidence as an organisation to face the challenges, known and unknown, ahead.

We have delivered a strong financial performance with an operating margin of nearly 20% and that importantly means we can meet our significant obligations, whether that's to our former employees and pensioners or to our shareholders.

Digital is undeniably the future, and the delivery of our plans to place digital at the centre of our newsrooms, and to structure our resources with the introduction of the Content Hub and new Studio facilities, is not just driving results for today but setting ourselves up to deliver in the years ahead.

## Looking ahead

While many challenges remain and the media world will continue to change in the coming years, we are well set up for the fast-moving and competitive digital landscape we operate in.

In 2025, while we remain mindful of market uncertainty and challenging industry dynamics, we will continue to evolve, building on successes such as the Content Hub and Studio, and making further progress rolling out the new website platform across remaining sites. We continue to manage the risk posed by dominant tech platforms, by securing our audiences and creating more direct channels to bring them to our content.

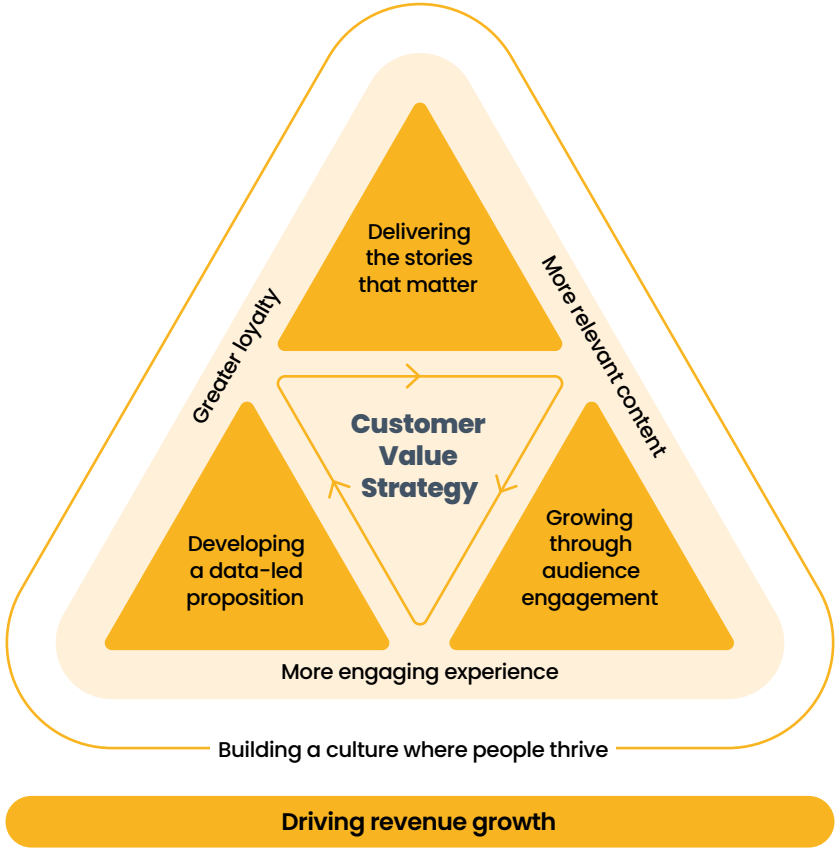
**Jim Mullen**
Chief Executive Officer

4 March 2025

Our strategy

# A STRATEGY FIT FOR THE FUTURE

Our strategy is to get to know our customers better, drawing on behavioural insights to create a virtuous circle of value that delivers more relevant content, a more engaging experience and greater loyalty. This all drives sustainable, data-led revenue for our business as we continue to strengthen our digital position.




## In summary

We're constantly working towards making Reach a more data-led, digitally focused business. The enduring appeal of our print titles supports the investment we need to make in our digital infrastructure and platforms, and in ensuring we have a diverse range of talent in our teams. These investments enable us to deliver a strategy focused on our customers – a Customer Value Strategy, or 'CVS' – which enables our brands to continue pursuing our purpose in an increasingly online world.

## Why data matters

The success of our CVS relies on forming a new kind of relationship with the people who come to us for news, entertainment and sport – our customers.

As a largely ad-funded model, page views are our digital currency. And while customers do not pay directly for their content, they give us their time and attention, which we measure most simply via these page views. In return for data, our customers receive more relevant content and advertising.

This could be declared or personal data such as their email address or postcode, or it could be behavioural or contextual data based on the type of content they consume.

The more our customers engage, the more we learn about their preferences, enabling us to further enhance and personalise their experience. The more we understand the behaviour of our customers, the more valuable their profiles become, which enables advertisers to more accurately target their own customers through us.

## Customer value

Data is the key to unlocking customer value, and we are focused on increasing engagement, understanding each customer better, and delivering content that encourages them to visit us more frequently and for longer, making us part of their daily lives.

The output of these efforts are data-driven revenues which are generated from parts of the business that use data to build a relationship with our audience. For example, by serving them content we know they will be interested in, or by helping advertisers target their audience with, for example, more geographically relevant ads. Today these revenues are growing and make up 45% of our digital revenues.

For more on how we're measuring strategic progress, see our KPIs on pages 16 and 17.

Our investment case

# WHY INVEST IN REACH PLC?

### Great content delivered at scale

The largest commercial news publisher in the UK and Ireland, home to more than 120 trusted brands. Every month, nearly 70% of the online UK population come to us for news, entertainment and sport they can trust.

### Customer Value Strategy driving digital growth

Our Customer Value Strategy uses data to get to know our customers better, drawing on behavioural insights to create a virtuous circle that delivers more relevant content, a more engaging experience and greater loyalty, supporting higher-quality digital earnings.

### Developing our audience and diversifying our revenue

We continue to develop and diversify our audience across new demographics and geographies, including our US brands. We are also diversifying our revenue outside traditional advertising, with new revenue streams including affiliates and ecommerce.

### Predictable and reliable print business

The habitual nature of newspaper consumption means we continue to see reliable demand for our printed products, selling over 230m copies last year, delivering reliable revenues and profitability.

### Strong cash generation and robust balance sheet

Our financial model is highly profitable, with a track record of driving efficiencies to deliver a sustainable operating margin of 19%. The Group generates around £107.3m adjusted operating cash and has a healthy balance sheet with a closing cash balance of £20.8m, and net debt of £14.2m.

### Long-term uncertainties resolved

Over the last two years, significant progress has been made towards resolving two long-standing uncertainties in pension funding and historical legal issues. With the end of these issues in sight, financial obligations will significantly reduce and there is now a clear path forward for the business.

### Clear capital allocation framework

Well understood capital allocation framework supported by a strong balance sheet, with a track record of paying consistent dividends.

## Our business model

# DELIVERING VALUE

We are transforming how we deliver value to our stakeholders, evolving and growing our digital business while maintaining our strong foundations in print. This transition is underpinned by the strength of our talented people and iconic brands.

Our purpose

**To enlighten, empower and entertain through brilliant journalism**

### Our key strengths and resources

**Our people**

The talent and commitment of our people is central to our success as we transform into a digital business. We're building a workplace where our people are empowered to deliver excellence and facilitate change.

**Our audience**

We have the largest audience of any commercial news publisher in the UK and Ireland. Every month, 44m people come to us, in print and online, across our national and local titles, for news, entertainment and sport they can trust. We are a proudly mainstream publisher, reaching 69% of the UK's online population.

**Our technology**

Our investment in data and technology supports our transformation and drives growth. Our proprietary ad tech platform, Mantis, is AI-powered and offers tools to provide key capabilities including content recommendation, brand safety and contextual ad targeting.

**Our infrastructure**

Our newspapers are produced at our three printing sites and, with the help of our distribution partners, reach all corners of the UK and Ireland. Our newsrooms, local and national, are increasingly integrated, and share data, content and expertise.

**Our brands**

We are home to over 120 titles in the UK and Ireland, and now US. Our portfolio is unique, including iconic national titles such as the Mirror, Express, Daily Star and Daily Record, and local ones which sit at the heart of their communities, such as the Manchester Evening News, Liverpool Echo and BirminghamLive.

### Driven by content

Our content covers a range of areas including **news, entertainment, sport**, and much more, from lifestyle to What's On. Providing content for a wide range of interests and needs has helped us become part of our customers' daily lives.

**Our business model continued**

## Our transformational operating model

### Print - Foundation revenue driver

**Market dynamic**
We sell hundreds of thousands of copies daily. While volumes are in decline, cover price rises alongside loyal demand support significant print cash flows.

**Demographics**
The average age of a print customer is 52 and this older demographic has a high degree of loyalty and is of high value to advertisers.

**How we generate revenue**
Newspaper sales account for approximately 55% of our total revenue. We also generate revenue from advertising and printing for third parties.

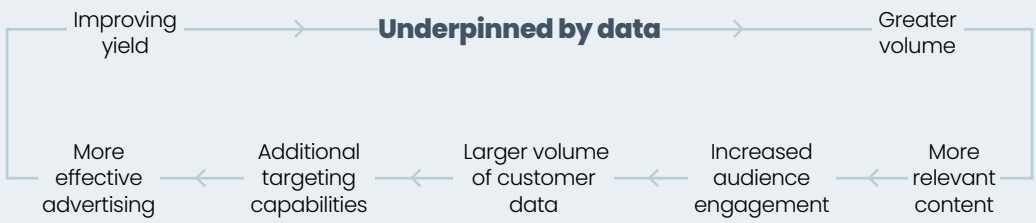
### Reinvestment to fund growth

### Digital - Long-term revenue driver

**Market dynamic**
Every day our UK audience views approx 37m pages. Meanwhile, dominant tech platforms continue to shape the digital market. Our data-led approach aims to address this.

**Demographics**
Our digital audience benefits from a broad demographic. We continue to evolve our audience base by developing formats and building communities across areas such as sport and entertainment.

**How we generate revenue**
Revenue is advertising-led, sold directly by our sales teams or programmatically via auction platforms. We use data to drive higher yields, and we have also diversified into areas like affiliates and ecommerce.




## Delivering stakeholder value

**Our people**
By setting the business up for a sustainable future we're able to invest in the teams we need for long-term growth.

**Customers**
Our data-driven strategy enables us to provide increasingly engaging and relevant content, strengthening our audience relationships.

**Communities**
We're committed to contributing positively to the diverse communities we serve, discussing issues and supporting causes that matter to them.

**Advertisers**
Building a deeper understanding of our customers enables us to help advertisers target their campaigns to reach the right audiences.

**Suppliers and partners**
Our supply chain includes distributors, technology providers, retailers and newsprint suppliers. We work closely with all to ensure fair economics.

**Shareholders**
We work in the interests of our shareholders and other stakeholders by removing long-term uncertainties and providing balanced and clear communications for investors that set out our prospects for growth.

**Pension funds**
Delivering our strategy and maximising business performance demonstrates that Reach is being managed responsibly and sustainably.

**Government and regulators**
A vibrant news sector is key to a functioning democracy. Our transition to digital is a key part of the sector's future, as is the right regulation.

## Key performance indicators

# HOW WE'RE PERFORMING

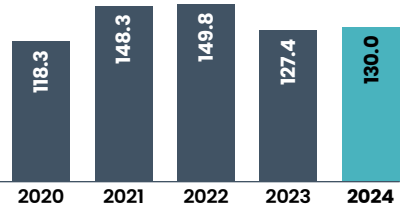
### KPIs

We have six key performance indicators (KPIs) – four financial and two non-financial. Our financial KPIs show how we're performing as a business. Our non-financial KPIs demonstrate how we're performing against our strategy.

### Financial KPIs

For our strategy and our business to succeed, we need to grow our digital revenue and optimise our print revenue despite the structural decline in print volumes. Our Customer Value Strategy drives our data-driven revenues which are higher value, and also increases customer engagement. Across the remainder of our digital business we have seen a stabilisation in open market yields. These dynamics have meant our digital business grew 2.1%. Print has continued to be resilient, declining 7.3%. In aggregate, revenue declined 5.3%. There remains a clear focus on necessary cost control, and the early cost reduction work in 2024 meant that operating costs declined by 7.6%. Together, this meant we delivered an improved operating margin of 19%. Operating cash flow increased by £15.4m, reflecting the higher level of profitability and more efficient working capital management.

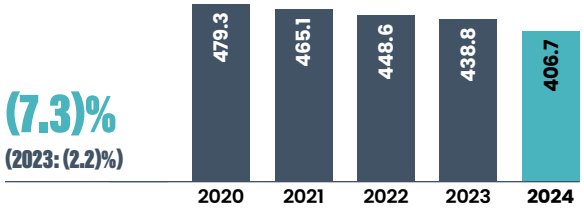
### Digital revenue growth (£m)




**Target:** Year-on-year growth in digital revenue.

**Why it matters to us:** Growth in digital revenue is key to demonstrating progress against our strategy, as we become a more data-led, digital business. Our digital revenue is predominantly driven by advertising, although we have been diversifying our revenues into non-advertising areas such as ecommerce and affiliates. While the macro environment has been unhelpful, we have benefited from the stabilisation in open market prices and through the course of the year improved referral traffic trends. We continue to increase the value and resilience of our digital business by growing our data-driven revenue.

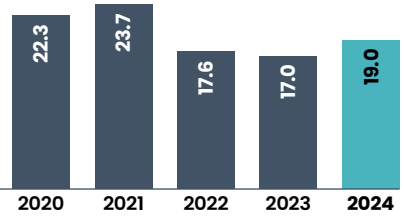
### Print revenue decline (£m)




**Target:** Improving year-on-year percentage decline rate.

**Why it matters to us:** Physical news publication sales are in structural decline, nonetheless print still generates three quarters of our total revenue and remains an important revenue stream. Our team of operational print experts continues to carefully manage the value exchange with our readers, balancing the necessary cover price increases with promotional activity, special one-off products and strong levels of availability. Print revenue continues to drive the strong cash flows which support our digital transformation.

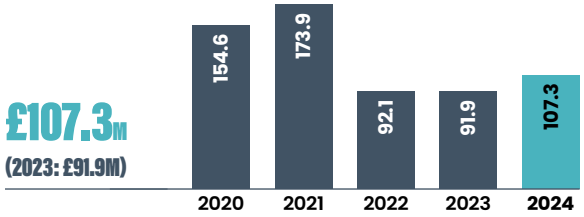
### Adjusted operating margin (%)




**Target:** Continue to grow profitability (measured by operating margin).

**Why it matters to us:** Operating margin is a measure of our profitability. We need to generate enough profit to meet our financial obligations, and therefore we will need to drive higher levels of profitability as we carefully manage print decline. Over the longer term, we expect increasing digital revenues and lower levels of required investment in our strategy, relative to its earlier years, to support a structurally higher operating margin.

### Adjusted operating cash flow (£m)




**Target:** Maintain operating cash flow to meet our financial obligations including the pension funding, historical legal issues, returns to investors and reinvestment into the business.

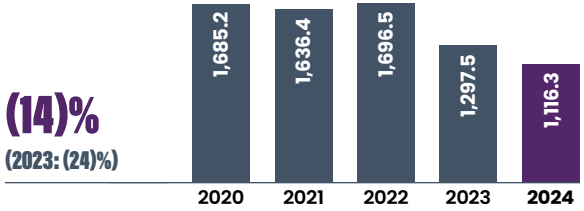
**Why it matters to us:** Operating cash flow supports our commitments to ongoing pension funding and payments on historical legal issues, as well as investment in our strategy and returns to shareholders. The business is strongly cash generative due to the resilience of our print business and efficient operating model.

**Key performance indicators continued**

## Non-financial KPIs

As our strategy progresses, we will evolve our KPIs. The two KPIs outlined on the right measure how our Customer Value Strategy is performing. Page views indicate how much our audience values our content. This measure has been adapted this year to total page views, to better reflect our efforts to diversify our audience across new markets. RPM or revenue per thousand pages is a yield measure which demonstrates the financial return from digital pages traded.

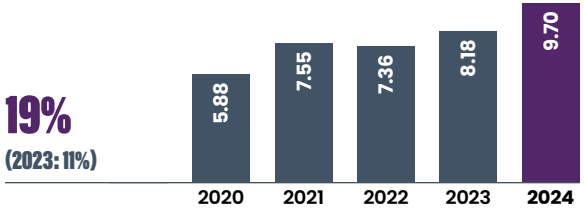
### Total average page views per month (m)




**Target:** Year-on-year growth in total page views.

**Why it matters to us:** Page views are a strong measure of whether customers find our online content valuable. As a customer views more pages, we get to know more about them and can collect more valuable data. In 2023, we saw some major online platforms, most notably Facebook, deprioritise news and these actions continued to impact page views in 2024. We are focused on securing our audiences to better protect ourselves from future tech platform shifts, while also increasing the amount of content our audience consumes. We're doing this by using data to give customers more of the content they like to consume, driving more engagement, and building audiences in channels such as newsletters and WhatsApp, which allow for a more direct relationship.

### Revenue per 1,000 pages (£)




**Target:** Year-on-year growth.

**Why it matters to us:** Digital growth can come from increased supply of advertising and/or an increased traded price. Increasing supply, for example by increasing the number of ad units, is becoming more challenging due to the direct impact and trade-off with audience experience. It's important to understand the traded price which is a key driver of our digital performance. There are a few factors which drive more revenue per thousand pages. We have insights into customers and their behaviour, which can then be used to offer opportunities to brands to adopt better-targeted campaigns and customer offers. We can also drive non-advertising revenues which are not directly related to volume, such as partnerships, affiliates and ecommerce. These link directly to our Customer Value Strategy, therefore we are focused on understanding how RPM trends over time. Importantly, RPM is impacted by changes in page views and therefore these two metrics are connected and should be considered together.

Financial review

# FINANCIAL REVIEW

**Darren Fisher**
Chief Financial Officer

This year, we have made good progress against our strategic objectives and delivered a financial performance ahead of market expectations. Our expert teams have ensured we remain focused on driving forward our Customer Value Strategy while controlling costs and managing our cash position.

Our Customer Value Strategy and the strong trading of our digital assets have increased the portion of data-driven revenues. These revenues are higher yielding and grew 6.8% year-on-year. This revenue growth was supported by the continued diversification of our revenue streams into areas such as affiliates and ecommerce. Over the course of 2024 we have seen two material headwinds ease, which has benefited our more volume-dependent revenues. Firstly, open market prices for our programmatic advertising have stabilised after a long period of decline. Secondly, through the use of data, in the final quarter of 2024 we started to grow our audience and page views, following the referrers' well-publicised deprioritisation of news.

As a result, positive trading momentum returned to our digital business, driving growth of £2.6m or 2.1% to £130.0m (2023: £127.4m). Revenue per thousand pages (RPM) across our digital estate increased by 19%. The business's Black Friday trading period benefited from seasonally skewed activities such as the OK! Beauty Box advent calendar and affiliates.

## Operational expertise

In print, we have a highly skilled team with decades of operational expertise which allows us to optimise our business to deliver revenue of £406.7m (2023: £438.8m). The teams achieve this through data, supporting our titles with market leading promotional deals, additional pagination and standalone supplements, as well as maintaining high levels of availability. The team carefully manages the value exchange between our readership and the increasing cover prices, which is needed to offset the steady 17% year-on-year decline in volumes. Together, this means circulation, which represents 55% of our revenues, declined 4.5% to £298.5m (2023: £312.5m), and print advertising declined by £11.2m or 14.6%, which is well ahead of the volume decline. The print advertising performance demonstrates how valuable this advertising format remains to many of our partners.

## Strong track record of cost and cash management

We have a strong track record of cost management and driving responsible efficiencies. This is an important dynamic, as cost savings are required to bridge the current gap between the decline in print and the growth in digital, to position the business for the long term. At the end of 2023, we made the decision to restructure our business so that we could deliver our cost-saving target to reduce total adjusted operating costs by 5-6%. The cost reduction programme meant that headcount reduced by 13% year-on-year. This large-scale programme enabled changes in how we allocated and operated our editorial resource. A significant step has been the creation of the Content Hub, a brand-agnostic central pool of digital content specialists to improve overall levels of productivity and support journalists in enhancing their offering to our readership. Newsprint costs have also been expertly managed. On a like-for-like basis these costs declined 28%, well in excess of our Group's 17% volume decline, helped by a further unwinding of inflationary pressures. The teams have been prudent in extending contracts to create more stability in our cost base in 2025. In 2024, we delivered operational cost savings of 6.5% on a like-for-like basis and an improved operating margin of 19% (2023: 17%).

We continued to manage our cash efficiently with cash conversion strong at 105%, supported by net adjusted working capital inflows. This, along with the three property disposals (net proceeds from property disposals: £14.6m) meant we closed the year with net debt of £14.2m (2023: £10.1m). The £4.4m working capital includes material timing differences which we expect to reverse during the first half of 2025. Pension scheme contributions during the year were £59.2m (excluding £3.3m paid into escrow and restricted bank accounts), historical legal issue claim settlements totalled £9.1m and we incurred £16.5m of cash restructuring payments. Together these non-operating cash outflows amount to £84.8m.

**Financial review continued**

During the year we continued to invest to fund the development of our US operations, as well as our ecommerce platform Yimbly and our proprietary ad tech platform, Mantis. We have also been investing in our new platform which improves the audience experience and this will be rolled out across the majority of our sites during 2025.

## Longer-term considerations underpinned by robust balance sheet

Our high levels of cash generation are used to meet our financial obligations and provide returns to our shareholders. During 2025, along with our usual pension scheme contributions, we will also need to fund a one-off payment of c.£5m to the West Ferry Printers Pension Scheme to correct a historical procedural issue relating to Barber Window equalisation which we inherited on the 2018 acquisition of Express Newspapers. It is important to highlight that this is separate to the triennial pension valuations and funding arrangements, which remain unchanged. These provide a clear view of our future pension commitments which will materially step down from the current rate of £59.2m in 2024 to around £15m in 2028. In terms of our historical legal issues, the estimated cost of resolving these is unchanged, with a remaining provision of £9.1m at the end of 2024. This is expected to be fully utilised during 2025 and into 2026.

The Group has a robust balance sheet with a closing net debt of £14.2m (inclusive of £2.4m restricted cash) with £35.0m drawn down on our revolving credit facility. During the year we completed the refinancing of our banking facilities, increasing the Group's revolving credit facility to £145.0m and extending the term until December 2028 (with a one-year extension option until December 2029).

## 2025 outlook

Print represents three quarters of Group revenues and underpins both the profitability and cash generation of the Group. Our operational experts will continue to manage the decline in volumes to ensure we deliver a robust circulation and print advertising performance. This enables the Group to meet its financial commitments and continue our digital transformation.

The changes to national insurance contributions increases our labour costs by approximately 2% on an annualised basis. The broader impact of these policy changes on the macro environment including consumer sentiment and discretionary spend such as advertising is less clear.

During the year, we expect to reduce total adjusted operating costs by 4-5%. These savings will be driven by improved organisational efficiency, lower newsprint volumes and lower general input costs.

## Summary income statement

The results have been prepared for the year ended 31 December 2024. The comparative period has been prepared for the 53-week period ended 31 December 2023. The additional week in 2023 contributed £6.2m of revenue and £0.8m of operating profit, and the table illustrating the LFL (like-for-like) performance is shown on page 22.

| | **Adjusted 2024 £m** | Adjusted 2023 £m | YOY change % | **Statutory 2024 £m** | Statutory 2023 £m | YOY change % |
|---|---|---|---|---|---|---|
| **Revenue** | **538.6** | 568.6 | (5.3) | **538.6** | 568.6 | (5.3) |
| Costs | **(439.1)** | (475.0) | (7.6) | **(465.9)** | (523.9) | (11.1) |
| Associates | **2.8** | 2.9 | (3.4) | **1.5** | 1.4 | 4.6 |
| **Operating profit** | **102.3** | 96.5 | 6.0 | **74.2** | 46.1 | 61.0 |
| Finance costs | **(5.1)** | (3.5) | 45.6 | **(11.4)** | (9.4) | 21.4 |
| **Profit before tax** | **97.2** | 93.0 | 4.5 | **62.8** | 36.7 | 71.2 |
| Tax charge | **(17.5)** | (24.6) | (28.9) | **(9.2)** | (15.2) | (39.5) |
| **Profit after tax** | **79.7** | 68.4 | 16.5 | **53.6** | 21.5 | 149.8 |
| Earnings per share – basic (p) | **25.3** | 21.8 | 16.1 | **17.0** | 6.8 | 150.0 |

**Financial review continued**

Group revenue declined by £30.0m or 5.3% to £538.6m, with print decline of 7.3% and digital growth of 2.1%.

Adjusted costs decreased by £35.9m or 7.6% to £439.1m, more than offsetting the decline in revenue. The decline in costs was driven by the reduction in circulation volumes, and the continued unwinding of some of 2022 newsprint cost inflation alongside the cost reduction programmes. Statutory costs were lower by £58.0m or 11.1%, due to lower operating costs and lower operating adjusted items, £26.8m in 2024 versus £48.9m in 2023.

Adjusted operating profit increased by £5.8m or 6.0% to £102.3m, driven by the cost savings. The adjusted operating margin of 19.0% in 2024 compares to 17.0% for 2023. Statutory operating profit increased by £28.1m or 61.0%, primarily due to the decrease in operating adjusted items disclosed in the adjusted operating items table on page 21.

Adjusted earnings per share increased by 3.5p or 16.1% to 25.3p. Statutory earnings per share increased by 10.2p to 17.0p, principally due to the increase in operating profit.

## Revenue

| | **2024 £m** | 2023 £m | YOY change % |
|---|---|---|---|
| Digital | **130.0** | 127.4 | 2.1 |
| Print | **406.7** | 438.8 | (7.3) |
| Circulation | **298.5** | 312.5 | (4.5) |
| Advertising | **65.4** | 76.6 | (14.6) |
| Printing | **17.3** | 20.2 | (14.5) |
| Other | **25.5** | 29.5 | (13.1) |
| Other | **1.9** | 2.4 | (23.9) |
| **Total revenue** | **538.6** | 568.6 | (5.3) |

Revenue declined overall by £30.0m or 5.3%.

Digital revenue increased by 2.1% to £130.0m (2023: 15.0% decrease). Revenue has returned to growth as our strategically driven or 'data-led' revenues, which are more resilient and higher yielding, continued to perform robustly. We have also seen a better performance across the rest of our digital business where revenues are more volume sensitive. After periods of decline, open market prices for mass-scale advertising have stabilised. Similarly, following the deprioritisation of news by the dominant tech firms, referral traffic has also stabilised. While page views declined 14% over 2024, momentum improved over the period and was in growth over quarter four. Our strategy has allowed us to trade our digital assets more effectively and provide our advertisers with more valuable data. Data-driven revenues were £59.1m, an increase of 6.8%, and now represent 45% of digital revenue (2023: 43%).

Print revenue decreased by £32.1m or 7.3% (2023: £438.8m). Circulation revenue declined 4.5%, 3.0% on a LFL basis (2023: £312.5m), with an average 15% increase in cover prices offsetting the ongoing decline in circulation volumes.

Print advertising revenue declined by £11.2m or 14.6% (2023: decreased 11.9%). On a like-for-like basis this represents a 13.5% decline, which is a solid performance as these trends outperformed the 17% decline in print volumes. During the year, the strongest performing sectors for print advertising included retail, entertainment and the Government.

Print revenue also includes external or third-party printing revenues and other print-related revenues, which decreased by £6.8m or 13.7% (2023: decreased 8.0%). These revenues are largely contracted on a cost-plus basis, and reflect the external market demand for print.

## Costs

| | **2024 Adjusted £m** | 2023 Adjusted £m | YOY change % | **2024 Statutory £m** | 2023 Statutory £m | YOY change % |
|---|---|---|---|---|---|---|
| Labour | **(216.0)** | (223.0) | (3.2) | **(216.0)** | (223.0) | (3.2) |
| Newsprint | **(42.2)** | (59.5) | (29.1) | **(42.2)** | (59.5) | (29.1) |
| Depreciation and amortisation | **(19.6)** | (21.6) | (9.4) | **(19.6)** | (21.6) | (9.4) |
| Production and sales-related costs | **(62.0)** | (68.0) | (8.9) | **(62.0)** | (68.0) | (8.9) |
| Other | **(99.3)** | (102.9) | (3.4) | **(126.1)** | (151.8) | (16.9) |
| **Total costs** | **(439.1)** | (475.0) | (7.6) | **(465.9)** | (523.9) | (11.1) |

Adjusted costs of £439.1m (2023: £475.0m) decreased by £35.9m or 7.6%. On a like-for-like basis, adjusted costs declined by 6.5%. Labour costs decreased 3.2% as we implemented our 2023 restructuring and efficiency programme in early 2024, with headcount falling by 13% over the year. Newsprint costs reduced from lower volumes and the continued unwinding of newsprint cost inflation.

Statutory costs were lower by £58.0m or 11.1%, due to lower operating costs and operating adjusted items which were £22.1m lower (£26.8m in 2024 compared to £48.9m in 2023).

**Financial review continued**

Operating adjusted items included in statutory costs above related to the following:

| | Statutory 2024 £m | Statutory 2023 £m |
|---|---|---|
| Provision for historical legal issues | - | 20.2 |
| Restructuring charges in respect of cost reduction measures | (8.0) | (26.9) |
| Pension administrative expenses and past service costs | (9.7) | (5.5) |
| Property-related items | 1.1 | (8.0) |
| Other items | (10.2) | (9.3) |
| Impairment of sublease | - | (19.4) |
| **Operating adjusted items in statutory costs** | **(26.8)** | (48.9) |

The Group estimates for historical legal issues are unchanged, however the timetable for payment of these costs is likely to extend into 2026. As a result, there is no change in the provision for historical legal issues relating to the cost associated with dealing with and resolving civil claims in relation to historical phone hacking and unlawful information gathering (2023: £20.2m decrease).

Restructuring charges of £8.0m (2023: £26.9m) principally relate to in-year cost management actions taken in the period.

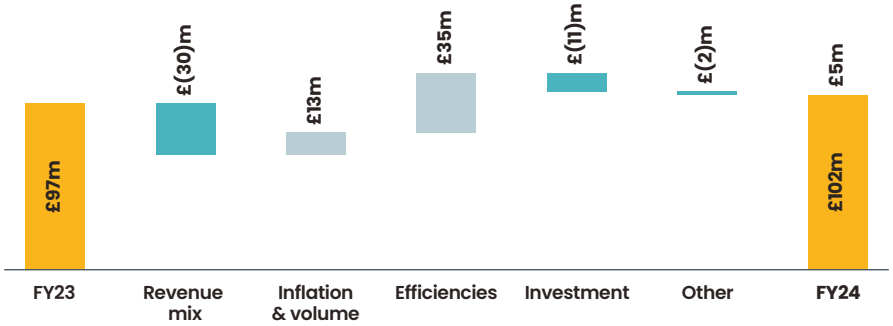
Pension costs of £9.7m (2023: £5.5m) comprise external pension administrative expenses alongside the additional one-off past service cost within the West Ferry Printers Pensions Scheme which we expect to be paid during 2025.

Property-related items comprise the profit on sale of assets (£5.5m) less vacant freehold property-related costs (£1.5m), onerous lease and related costs (£2.8m) and impairment of vacant freehold property (£0.1m). In 2023, property-related items related to the impairment of vacant freehold property (£4.3m), vacant freehold property-related costs (£1.4m) and onerous lease and related costs (£2.6m) less the profit on sale of assets (£0.3m).

Other adjusted items comprise adviser costs in relation to the defined benefit pension schemes (£6.1m); the Group's legal fees in respect of historical legal issues (£1.0m); internal pension administrative expenses (£0.5m); corporate simplification costs (£0.5m); and other restructuring-related project costs (£2.1m). In 2023, other adjusted items comprised the Group's legal fees in respect of historical legal issues (£5.3m); adviser costs in relation to the defined benefit pension schemes (£2.5m); internal pension administrative expenses (£0.6m); corporate simplification costs (£0.5m); and other restructuring-related project costs (£0.7m) less a reduction in National Insurance costs relating to share awards (£0.3m).

The impairment of a sublease during 2023 represented the £10.8m impairment of a finance lease receivable along with the subsequent recognition of onerous costs of £8.6m of the vacant site following the sub-lessee entering administration during the prior year.

## Adjusted operating profit bridge




Adjusted operating profit of £102.3m was an increase of £5.8m or 6.0%, reflecting the decline in revenue of £30.0m or 5.3%, mitigated by a £35.9m or 7.6% decrease in adjusted operating costs. This meant that the adjusted operating margin increased by 2.0 percentage points from 17.0% in 2023 to 19.0% in 2024.

The net cost saving of £35.9m was driven mainly from efficiencies. A majority of these related to labour costs which were lower following the cost reduction programmes, with the balance coming from other operational costs, primarily newsprint. Investments were made into our US operations, our ecommerce market place Yimbly, our proprietary ad tech platform, Mantis, and the new website platform for our digital publications.

**Financial review continued**

## Reconciliation of statutory to adjusted results

| | Statutory results £m | Operating adjusted items £m | Adjusted interest £m | Pension finance charge £m | Adjusted results £m |
|---|---|---|---|---|---|
| **Revenue** | **538.6** | - | - | - | **538.6** |
| **Operating profit** | **74.2** | 28.1 | - | - | **102.3** |
| **Profit before tax** | **62.8** | 28.1 | 2.9 | 3.4 | **97.2** |
| **Profit after tax** | **53.6** | 21.4 | 2.2 | 2.5 | **79.7** |
| **Basic earnings per share (p)** | **17.0** | 6.8 | 0.7 | 0.8 | **25.3** |

The Group excludes adjusted operating items and the pension finance charge from the adjusted results. Adjusted items relate to costs or income that derive from events or transactions that fall within the normal activities of the Group, but are excluded from the Group's adjusted profit measures, individually or, if of a similar type in aggregate, due to their size and/or nature in order to better reflect management's view of the performance of the Group.

Items are adjusted on the basis that they distort the underlying performance of the business where they relate to material items that can recur (including impairment, restructuring, tax rate changes and profit or loss on the sale of freehold buildings) or relate to historical liabilities (including historical legal and contractual issues, and defined benefit pension schemes which are all closed to future accrual).

Other items may be included in adjusted items if they are not expected to recur in future years, such as property rationalisation and items such as transaction and restructuring costs incurred on acquisitions or the profit or loss on the sale of subsidiaries or associates.

Management excludes these from the results that it uses to manage the business and on which bonuses are based to reflect the underlying performance of the business and believes that the adjusted results, presented alongside the statutory results, provide users with additional useful information. Further details on the items excluded from the adjusted results are set out in note 34.

## Like-for-like comparison

| | vs 53 week FY 2024 YOY % | LFL vs 52 week FY 2024 YOY % |
|---|---|---|
| **Digital** | **2.1** | 2.3 |
| **Print** | **(7.3)** | (6.0) |
| Circulation | **(4.5)** | (3.0) |
| Advertising | **(14.6)** | (13.5) |
| **Group revenue** | **(5.3)** | (4.2) |
| **Adjusted operating costs YOY decline %** | **(7.6)** | (6.5) |

The 2024 results have been prepared on a calendar basis, for the 12-month period ended 31 December 2024. The comparative period, the 2023 results, has been prepared for the 53 weeks ended 31 December 2023. The revenue and costs have been adjusted to show the numbers on a 52-week like-for-like basis. The additional week added £6.2m to revenue and £0.8m to operating profit.

## Balance sheet and cash flows

### Historical legal issues provision

The historical legal issues provision relates to the cost associated with dealing with and resolving civil claims in relation to historical phone hacking and unlawful information gathering. Payments of £9.1m have been made during the year. At the year end, a provision of £9.1m remains outstanding and this represents the current best estimate of the amount required to resolve this historical matter. Further details relating to the nature of the liability, the calculation basis and the expected timing of payments are set out in note 27.

### Decrease in accounting pension deficit

The IAS 19 pension deficit (net of deferred tax) in respect of the Group's defined benefit pension schemes decreased by £43.1m from £77.1m at 2023 to £34.0m at the year end. The decrease in the deficit is primarily driven by the Group contributions. The favourable effect of the increase in discount rate and change in demographic assumptions during the year were fully mitigated by adverse investment returns.

**Financial review continued**

Group contributions in respect of the defined benefit schemes in 2024 were £59.2m (2023: £60.0m). Contributions in 2025 are expected to be £55.7m under the current schedule of contributions. This excludes the c.£5m one-off payment to West Ferry Printers Pension Scheme. Also, an additional £5.5m is to be transferred to secure bank and escrow accounts during the year for two of the schemes which is recognised in our Consolidated Balance Sheet, and which may be transferred to the corresponding Schemes at a later date, depending on their funding status.

## Profit to cash measure

This ratio is a measure of our effectiveness at working capital management. It is calculated as our adjusted operating cash flow as a proportion of adjusted operating profit.

| | **2024 £m** | 2023 £m |
|---|---|---|
| **Adjusted operating profit** | **102.3** | 96.5 |
| Depreciation and amortisation | **19.6** | 21.6 |
| **Adjusted EBITDA** | **121.9** | 118.1 |
| Working capital movements | **4.4** | (3.9) |
| Other | **2.9** | 1.3 |
| Associates | **(2.8)** | (2.9) |
| **Adjusted cash generated from operations** | **126.4** | 112.6 |
| Lease payments | **(7.3)** | (5.3) |
| Capital expenditure | **(11.8)** | (15.4) |
| **Adjusted operating cash flow** | **107.3** | 91.9 |
| **Profit to cash ratio** | **105%** | 95% |

During the year, adjusted operating profit was £102.3m (2023: £96.5m) and the adjusted operating cash inflow was £107.3m (2023: £91.9m) with a profit to cash ratio of 105% reflecting efficient ongoing cash management. Adjusted working capital improved year on year, predominantly from timing differences on receipts and payments.

## Uses for cash

The table below shows how the Group is using the cash generated from operations to meet its financial obligations. Adjusted cash generated from operations is adjusted operating cash flow excluding the impact of net lease payments and capital expenditure.

| | **2024 £m** | 2023 £m |
|---|---|---|
| **Adjusted cash generated from operations** | **126.4** | 112.6 |
| Pension payments to schemes | **(59.2)** | (60.0) |
| Pension payments into escrow | **(1.9)** | - |
| Historical legal issues | **(9.1)** | (4.6) |
| Restructuring | **(16.5)** | (18.8) |
| Capital expenditure | **(11.8)** | (15.4) |
| Proceeds from disposal of property | **14.6** | - |
| Final payment on acquisition | **-** | (7.0) |
| Other | **(23.4)** | (19.2) |
| **Cash flow before returns to shareholders** | **19.1** | (12.4) |
| Dividends paid | **(23.2)** | (23.1) |
| **Cash flow after returns to shareholders** | **(4.1)** | (35.5) |
| **Net debt** | **(14.2)** | (10.1) |

Material uses for cash include pension contributions totalling £59.2m (2023: £60.0m) and restructuring payments of £16.5m (2023: £18.8m) which mainly relate to the 2023 cost reduction programmes. Other comprises professional fees in respect of historical legal issues and adviser costs in relation to the defined benefit pension schemes of £4.2m (2023: £7.8m), net lease payments of £7.3m (2023: £5.3m), interest paid on borrowings and refinancing fees of £3.9m (2023: £3.1m) and other movements which account for the balance of cash flows.

The Group paid a dividend in the period of £23.2m (2023: £23.1m).

**Financial review continued**

## Cash balances

Net debt at the year end is £14.2m, inclusive of £2.4m restricted cash, from £10.1m at the end of 2023. The Group has £35.0m drawn down on its revolving credit facility, with the overall total cash position of £20.8m at the year end. The Group has refinanced its banking facilities and has a revolving credit facility of £145.0m, in place to December 2028 with an option to extend to 2029.

Cash generated from operations on a statutory basis was £89.5m (2023: £76.4m). The Group presents an adjusted cash flow which reconciles the adjusted operating profit to the net change in cash and cash equivalents, which is set out in note 35. A reconciliation between the statutory and the adjusted cash flow is set out in note 36. The adjusted operating cash flow was £107.3m (2023: £91.9m).

## Dividends

On 2 May 2024, the final dividend proposed for 2023 of 4.46 pence per share was approved by shareholders at the Annual General Meeting and was paid on 31 May 2024.

An interim dividend for 2024 of 2.88 pence per share was paid on 20 September 2024 (2023: 2.88 pence per share).

The Board proposes a final dividend of 4.46 pence per share for 2024 (2023: 4.46 pence). The final dividend, which is subject to approval by shareholders at the Annual General Meeting on 1 May 2025, will be paid on 30 May 2025 to shareholders on the register at 2 May 2025. The Board has considered all investment requirements and its funding commitments to the defined benefit pension schemes.

## Current trading and outlook

We remain focused on delivering our Customer Value Strategy, optimising our print assets, controlling our costs and managing our cash to continue building a more sustainable business for the future. We remain alive to the uncertain macro environment and dynamic media backdrop. Despite this we continue to expect digital growth, along with a reduction on adjusted operating costs of 4-5%.

Our financial commitments for the year ahead are similar to 2024 notwithstanding an additional £5m payment to the West Ferry Printers Pension Scheme, with the remaining pensions contributions, expectations for historical legal issues and capital expenditure unchanged.

Trading performance across the first two months of 2025 has been encouraging, supported by growing audience numbers. The Group is confident of delivering in line with current market expectations for the full year.

**Darren Fisher**
Chief Financial Officer

4 March 2025

Responsible business overview

# A RESPONSIBLE, SUSTAINABLE BUSINESS

**We aim to act with integrity at all times – not just because we have a responsibility to stakeholders, but because it's the right thing to do. In 2024, we continued to embed our formal framework to guide our approach to responsibility and sustainability. We particularly focused on progressing our environmental data, supporting our path to net zero.**

**We remain committed to challenging and improving the standard of our reporting, making sure we stay focused on the issues that matter to our stakeholders.**

**Through 2024, the Sustainability Committee continued to regularly receive updates under this framework and has agreed to continue using this in 2025, in order to reflect ESG challenges and opportunities affecting Reach and our stakeholders. We will keep the relevance and importance of these issues under continuous review throughout the coming year.**

## Our responsible business framework

### CREATING TRUSTED, QUALITY CONTENT

**Material issues**

- maintaining independent journalism, campaigning and the role of a free press in society;
- product stewardship;
- fair and ethical conduct;
- innovation; and
- making a wider economic contribution.

See page 26

### OPERATING WITH INTEGRITY

**Material issues**

- sustainability governance and management;
- privacy and security;
- political considerations;
- the supply chain (shared);
- human rights;
- labour rights; and
- health and safety.

See page 30

**Our responsibilities...**

### PROTECTING OUR ENVIRONMENT

**Material issues**

- GHG emissions;
- energy and climate change;
- waste;
- biodiversity;
- other emissions, effluents and pollution;
- water;
- the supply chain; and
- speaking up for environmental issues in our editorial content.

See page 36

### DEVELOPING OUR TEAMS

**Material issues**

- supporting diversity and inclusion;
- attracting, developing and retaining talent; and
- supporting a positive culture and wellbeing.

See page 33

# CREATING TRUSTED, QUALITY CONTENT

## We stand up for truth with our trusted, quality content

At a time when disinformation poses a risk to both the industry and our wider society, our titles have an important role to play in providing trusted and quality content. Last summer's disorder following the Southport attacks has shown the consequences of disinformation spreading rapidly on social media. We and our titles stand against this as we campaign and lobby on behalf of communities.

Our titles connect people and communities across the UK, Ireland, US and other countries around the world. We have a responsibility to our audiences to deliver accurate, independent journalism everybody can trust and cover the issues that matter most to them.

**Relevant UN SDGs**

Express Health Editor visiting minefields in Kharkiv, eastern Ukraine, with The Halo Trust

**Responsible business continued**
**Creating trusted, quality content**

## Editorial freedom

Reach is home to many brands that differ in audience and political ideology but which are all built on the principles of freedom of speech and editorial independence. We welcome lawful expression from different perspectives, without exclusion. With no single title or contributor representing Reach as a whole, we are greater than the sum of our parts.

## Regulated by IPSO

While we believe in holding ourselves to high standards, we're also an active member of IPSO, which acts as an independent regulator across many UK titles and enforces the Editors' Code of Practice. As we say in our annual statement to IPSO, we have 'no appetite for behaviours or decisions that knowingly lead to the publication of inaccurate, misleading or distorted information'.

In 2024, IPSO notified us of the outcomes in respect of 35 complaints, some of which were received in previous years. Eight of these complaints have been upheld by IPSO with the requirement to publish a full adjudication or correction, and in 12 cases it deemed that sufficient remedial action (SRA) had been taken. 15 complaints were not upheld and 56 were resolved during the referral period.

## Fighting against disinformation

During the General Election period, and led by our Online Safety Editor Dr Rebecca Whittington, we ran a public-facing digital literacy campaign across Reach titles through websites, social platforms and in print. This raised awareness of how to verify genuine news sources and how to spot disinformation dressed as news.

## Legal and ethics standards

We provide regular legal and ethics training programmes to all editorial colleagues.

Our legal induction and refresher programme touches on all elements of media law, with modules on IPSO and the Editors' Code as well as our own required editorial standards. Editorial colleagues are required to complete this programme every two years.

A refresher module on all aspects of IPSO and the Editors' Code also forms part of our annual mandatory compliance training programme for all editorial employees.

All editorial employees are sent regular legal bulletins highlighting issues and updates; reading is mandatory and timely compliance is monitored.

## Editorial inclusion

In 2024, we widened membership of our monthly Editorial Inclusion Board (EIB) to all national and regional titles, with a focus on increasing our diversity of talent and representation in our content. The Belonging Project, in its third year, has continued making our journalism more representative of the diverse communities served by our brands. For more on making our editorial teams more diverse, see page 34.

## OUR APPROACH TO AI

Along with the rest of the industry and the wider world, we have been exploring ways of using AI to support our work, in particular how we use these tools to make some routine tasks quicker. We estimate that we have doubled the speed at which an average story can be uploaded to our Content Management System. In 2024, journalists using AI tools supported 1.8bn page views, with useful areas including repurposing content for different audiences, for example regionalising a weather bulletin for different local areas.

We continue to test a number of AI opportunities to support both our editorial teams and the wider business. We uphold the principle that everything we publish must be approved by a journalist, whatever tools they have used to support their work.

We remain alive to the risks, particularly in terms of protecting our Intellectual Property (IP) and the impact of AI overviews on search referrals.

**Responsible business continued**
**Creating trusted, quality content**

# CAMPAIGNING ON BEHALF OF OTHERS

From national to local, our journalists produce work that matters to society and to the communities they serve. Our titles understand the responsibility they have to give a voice to those who need it most, and to have a positive impact through high-quality, passionate journalism capable of delivering real change.

**Campaigners at Westminster for the Dignity in Dying vote**

## The Daily Express campaign on the Assisted Dying Bill

In late November, MPs voted in favour of the proposed Assisted Dying Bill following three years of powerful campaigning by the Express. The 'Give Us Our Last Rights' campaign was at the forefront of pressing for a change in the law to allow dying people medical assistance to end their lives with dignity.

In collaboration with Dame Esther Rantzen and the charity Dignity in Dying, a petition was launched in January. Through several powerful interviews with Esther Rantzen, the Express rallied support and by April had secured 200,000 signatures, triggering a parliamentary debate. In November the team achieved a historic result with Parliament's yes vote.

## The Mirror's Dentists for All campaign

In January, the Mirror launched a campaign to save NHS dentistry after it revealed a crisis where more than 100,000 children had been taken to hospital with rotten teeth over five years, and 40% of children no longer have regular NHS check-ups. The campaign has three main demands: everyone should have access to an NHS dentist; restore funding for dental services and recruit more NHS dentists; and change NHS dentists' contracts to ensure dentists treat on the basis of patient need.

The Mirror has launched a petition to the Government to take action, in partnership with the British Dental Association and the Women's Institute. They continue to make the case for change through compelling reporting on the consequences of poor care, from the millions unable to get appointments to the children in so much pain they cannot eat.

**Responsible business continued**
**Creating trusted, quality content**

## The Liverpool Echo supports calls for a Hillsborough Law

The Liverpool Echo has long supported the families of Liverpool fans who died at Hillsborough in 1989, and was a key voice in the campaign for a Hillsborough Law which the new Labour Government has committed to delivering.

After the Conservative Government opposed the introduction of the law in December 2023, the Echo repeatedly pressed the Labour Party and its leader, Sir Keir Starmer, for more lasting change. He committed to deliver the measures and the Echo team celebrated a victory when the promise was honoured in September's King's Speech.

The new law will prevent 'cover-ups' by creating a legal duty of candour on public authorities to tell the truth and proactively co-operate with official investigations and inquiries.

Keir Starmer visits the M.E.N.'s offices to meet Figen Murray

## The Manchester Evening News helps deliver Martyn's Law

This year's King's Speech also delivered the long-awaited confirmation of Martyn's Law, a campaign backed by the Manchester Evening News for many years. Named after Martyn Hett, a victim of the 2017 Manchester Arena terror attack, the law will require many public venues to scale up their preparedness against attacks and bring in new measures to help keep people safe.

In 2019, the M.E.N. urged readers to sign a petition by Martyn's mother, Figen Murray, and backed her tireless six-year campaign for new laws. In May 2024, Figen met with Rishi Sunak, who failed on his promise to pass Martyn's Law that summer. Sir Keir Starmer, who met Figen Murray at the M.E.N.'s offices in January 2024, personally promised that he would bring Martyn's law into force.

## The Bristol Post campaigns to end knife crime in the city

In March, the Bristol Post and BristolLive launched a powerful campaign to end the devastating impact of knife crime. The 'Together for Change' campaign is a partnership with community leaders, organisations and other media outlets in Bristol, and has the support of police and the local authority. In September, a task force met to agree how to tackle the campaign's six goals, with BristolLive taking the lead on looking at how youth centre provision around the city can be improved to help avoid the social exclusion that can lead to knife crime. BristolLive is also developing ongoing content to highlight the cost of knife crime in the city.

## BirminghamLive exposes the city's child poverty emergency

In September, BirminghamLive and the Birmingham Mail launched a campaign demanding change to tackle child poverty, after revealing its startling rise in the city. A new report by BirminghamLive alongside Reach's data unit highlights the impact on housing, health, crime and more.

# OPERATING WITH INTEGRITY

## A proactive approach

We're committed to acting ethically and with integrity in everything we do, from how we source, report and disseminate our journalism, to how we run our business and treat our people. By upholding these standards, and meeting those set by regulators and expected by wider society, we're able to support our journalists and those our journalism empowers in holding authority to account.

In recent years, we have continuously formalised our approach to key policies and practices for all our employees, as detailed in this section. We also have a number of training processes geared specifically around our editorial teams – see page 27.

### Relevant UN SDGs

## Improving ethical standards online

As we move more of our business online, our responsibility to our customers and advertisers is greater than ever.

Our proprietary ad tech platform, Mantis, has brand safety features which ensure our clients' ads only appear in appropriate environments, providing 100% accuracy and a faster safety categorisation, compared to traditional blocklist methods.

Reach belongs to several industry bodies and is an active member of the News Media Association (NMA). We comply with the Advertising Standards Authority's (ASA) Code for Non-broadcast Advertising and are members of The Trust Project. Reach is also a Board Member partner of the Internet Advertising Bureau and a member of the News Media Coalition.

## Protecting our customers and their data

We have procedures and mandatory training to manage personal data and maintain cyber security in line with regulation in the countries where we operate, namely the UK General Data Protection Regulation (GDPR), the Data Protection Act (DPA) and US State and Federal laws including the California Consumer Privacy Act, the Virginia Consumer Data Protection Act and Texas Data Privacy and Security Act. Our security policies and incident response procedures are regularly tested up to and including executive level.

## Data protection principles

We have developed a core set of fundamental principles to further embed a culture of data trust and integrity across every area of the business in all countries we operate in. These principles inform our approach and ensure we act with integrity when dealing with customers' data. These principles include:

- we only collect, store and process personal data that is relevant and necessary for the purpose for which it was collected;
- we communicate openly with individuals on how and why their data is being processed, and have appropriate policies, practices and training in place for the safe handling, storage, sharing, retention and deletion of the personal data we process; and
- we take appropriate technical and organisational security measures to protect personal data throughout its data lifecycle, and require the same standards from our third-party service providers.

Alongside our Data Protection Policies and controls, our data protection team supports overall compliance, working closely with teams across the business. The data protection team also leads on personal data incident management and timely data subject rights compliance, for which we have comprehensive procedures.

## Key policies, principles and practices

We take a strong stand on areas such as anti-bribery, anti-corruption, anti-slavery and discrimination. Further information regarding our policies is available to read on our website.

### Anti-bribery and anti-corruption

- we comply with relevant anti-bribery and anti-corruption laws, and have an anti-bribery policy and compulsory e-learning module on anti-bribery and anti-corruption for all employees; and
- we require our suppliers, contractors and business partners to comply with the law and include mandatory warranties on anti-bribery and anti-corruption in our contracts to support this.

### Anti-slavery

- our anti-slavery policy, in accordance with the Modern Slavery Act 2015, sets out our zero-tolerance approach to slavery, child labour, bribery and corruption – and indicates to employees what slavery, servitude, forced or compulsory labour and human trafficking might look like. It applies to all our employees and anybody who works on our behalf.

### Code of conduct and discrimination

- our Code of Conduct makes it clear we won't accept discrimination of any kind – including against gender, race, disability, sexuality, religion or age – in line with the law. To reduce the likelihood of discrimination taking place, we communicate policies and make them available to all employees, promote awareness when we recruit and train our managers in inclusive hiring.

### Disciplinary and grievance processes

- every Reach employee has the right to be heard and the right to a fair hearing; they can also seek advice through our Employee Assistance Programme (EAP).

### Inside information

- as Reach is a listed company, we have an established Inside Information policy, which is approved by the Board and ensures our employees are aware of our obligations under the Listing Rules and the Market Abuse Regulation.

### Whistleblowing

- our Speak Up policy, which is reviewed by the Audit & Risk Committee, and a confidential, independent whistleblowing line promoted on our intranet, enable all employees to report concerns about the integrity of the business or breaches of our policies without fear of criticism or discrimination.

Our employees complete compliance courses relating to many of our policies and practices, plus courses including cyber security, editorial policy and corporate criminal offences. We aim for 100% of employees to complete courses relevant to their role. In 2024, we saw a 98.6% completion rate, with leavers and long-term absences mainly accounting for the remainder.

**Responsible business continued**
**Operating with integrity**

### Our Human Rights principles:

- we issue clear contracts of employment, make sure working hours are well within the Working Time Directive maximum thresholds, and commit to never forcing our people to opt out of working time regulations;
- we pay employees for the work they do and provide holidays and rest periods in line with regulations;
- we monitor holiday usage with our leave and time management process, and regularly encourage colleagues, directly and via managers, to take their full entitlement; and
- we pay above the national minimum wage, and never subject anyone to forced labour.

## Working together to achieve a safe working environment

Reach is a dynamic organisation with two key operations: Reach Publishing, which covers newsgathering and commercial activities, and Reach Printing Services.

Our commitment to health and safety was recognised in 2024 when both Health & Safety teams achieved the RoSPA Order of Distinction Award – the 20th consecutive Gold for Reach plc.

In 2024, we continued our single certification for the ISO standards across Reach Printing Services, with all sites certified to ISO 9001 (Quality Management), ISO 14001 (Environmental Management) and ISO 45001 (Occupational Health and Safety).

To reflect the realities of safety in the internet age, we have put in place a dedicated Online Safety Editor who works closely with the security team and health and safety. For more on online safety, see page 35.

## 2024 highlights

This year, we've continued to gather the latest news stories across the globe, from reporting from war zones in Ukraine and the Middle East to following royal tours around the world. In 2024, our Health & Safety professionals used our in-depth risk assessment process to provide concise information that enabled our people to work safely in challenging situations, such as the riots in the UK and challenging reporting situations overseas.

Our events safety team collaborated closely with our events staff to execute two successful and safe national events: the Pride of Scotland and Pride of Britain events in 2024.

## Health and safety performance in 2024

In 2024, information on three accidents reportable according to Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013 (RIDDOR) was passed to the Health and Safety Executive – a decrease of one from 2023's data.

We investigated each event and acted accordingly. All three were reported under the 'over-seven-day incapacitation' requirement. This is when an employee is off work or not able to perform their normal duties for seven days or more as a result of a workplace accident.

## Reportable accidents under RIDDOR

| | 2019 | 2020 | 2021 | 2022 | 2023 | **2024** |
|---|---|---|---|---|---|---|
| RIDDOR events per year | 2 | 1 | 3 | 3 | 4 | **3** |

## Health and safety enforcement activity

No health and safety enforcement action was taken against Reach in 2024.

Our section 172 statement can be found on pages 70 to 73. It sets out how the Board has, in performing its duties over the course of the year, considered the matters set out in section 172 of the Companies Act 2006, alongside examples of how each of our key stakeholders has been considered and engaged.

We report against the Sustainability Accounting Standards Board (SASB) framework on pages 178 and 179.

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## Building a culture where people thrive

Our success as a business is dependent on the talent, welfare and safety of our people. This year, we continued to prioritise open communication, inclusive ways of working, and supporting people to achieve balance. We continue to be data-led, using insights to support the business. Through investing in outreach programmes and re-developing our employee-led networks, we have laid a solid foundation while continuing to be industry leaders in online safety.

- 869 members of employee-led networks
- 3 years of the industry-leading online safety function
- 8 apprentices recruited through The King's Trust
- 86% participation in Be Counted inclusion data campaign
- 15.7m page views generated by The Belonging Project

### Relevant UN SDGs

**Responsible business continued**
**Developing our teams**

## Developing our talent

To support our people with new ways of working, we focused on developing leaders and managers to drive change and set new teams up for success.

To support this focus, we provided targeted leadership and management development programmes, as well as coaching and operational support for new leaders. We also created a new self-development toolkit for people managers around topics including leading change and promoting wellbeing and engagement.

## Diversity and inclusion at Reach

We have a responsibility to reflect the world around us through our content and serve our audience with a rich and varied offering. We believe that creating a diverse and inclusive environment is crucial to achieving this.

This year, we renewed our employee-led colleague networks with a new structure and focus.

Networks Week in July relaunched the five active networks, attracting 111 new members joining sessions across groups. Our networks currently have over 850 members. We have also relaunched ReachMind and a new Jewish Network in October.

The menopause toolkit, which has been developed with Meno-Chat, has evolved with an interactive e-learning module and video.

In 2024, 86% of all employees had contributed data to our ongoing Be Counted campaign, which gathers data on characteristics including social mobility, educational and occupational backgrounds, ethnicity and sex.

## Outreach

Outreach has been a top priority, and in September we launched 'Get Into Journalism', a new programme in partnership with The King's Trust for young people aged 18 to 30 from underprivileged and under-represented backgrounds. Eight candidates, all from an ethnic minority background, have now secured an 18-month content creator apprenticeship in our newsrooms.

Separately, 11 interns joined our teams for three months through the summer, developing key newsroom skills under a paid scheme aimed at people committed to supporting inclusive reporting.

## Belonging Project

In its third year, The Belonging Project has continued making our journalism more representative of the diverse communities served by our brands.

These principles were evident in our work covering the tragedy and violent unrest in Southport this summer. The Liverpool Echo reported with compassion, sensitivity and balance while our journalists around the UK navigated dangerous situations to tackle online misinformation.

Coverage of the many cultural events and faith holidays celebrated by our diverse communities has also been strong, with content around Ramadan and Eid ul-Fitr generating around one million page views. BirminghamLive led the way, reporting unique perspectives and experiences, such as women celebrating Eid at a domestic violence shelter.

## Supporting people with disability

We've continued our commitment to giving fair consideration to applications for employment made by disabled people, subject to the requirements for the job. We strive to ensure that disabled employees receive equal access to planned employee training and development, as well as equal opportunities for promotion. We make every effort to ensure that continuing employment opportunities are provided for employees who become disabled, where reasonably practical to do so. In addition, we are founding members of the Valuable 500, a disability-focused business collective.

## Keeping our people engaged

Our CEO, Jim Mullen, continues to devote time to communicating across the business through a range of sessions, weekly emails and livestreams. All executive members similarly run regular updates for their teams, particularly following important announcements such as financial results. In 2024, we brought the top 50 executives together at three leadership events and rolled out regular town hall meetings in regional groups run by the Chief Digital Publisher. A new AI channel and monthly AI bulletin have also ensured colleagues are using AI appropriately.

We also monitor retention rates and absenteeism as critical indicators of engagement and satisfaction. In 2024, the voluntary rate of employee turnover was 8.96%, down from 9.65% in 2023. The retention rate (defined as employees in Reach's employment for the full 12 months) was 84% in 2024, down from 88% in 2023.

In 2024, the Group's absenteeism rate reduced to an average 1.17%, from 1.35% in 2023.

## Supporting our people's mental health

We take our responsibility to support our people very seriously and provide several tools to support their wellbeing, communicated both formally and informally throughout the year.

Our Employee Assistance Programme (EAP) offers 24/7 advice via a dedicated phone line and the Spectrum Life app, which all employees can access. We also have a group of colleagues around the UK trained as Mental Health First Aiders who are on hand for support during working hours.

### Protecting our people from online abuse

Overall, reported instances were approximately halved in 2024 in comparison with 2023, partly due to a combination of business changes and high engagement in protective training.

We continued to raise awareness outside Reach, authoring a joint letter to police chiefs with Reporters Without Borders (UK) and Women in Journalism, calling for improved recording of reports of criminal-level online abuse made to police by women working in journalism. It was signed by more than 100 media leaders.

**Responsible business continued**
**Developing our teams**

## Gender pay gap

Our mean and median gender pay gaps of 10.3% and 9.6%, respectively, remain well below the figures first reported in 2017 (18% and 15% respectively).

While the overall trend has been down, we saw a small increase from the 2023 report this year, with the mean increasing by 1.2% to 10.3% and the median increasing by 2.6% to 9.6%. There is no single factor that has contributed to the change and we continue to monitor this closely. We remain committed to taking action to reduce the gender pay gap as part of our broader ambition for inclusivity across our business.

For more on the gender split of directors, other senior managers and all employees, see pages 78 and 79.

## Employee rewards

All eligible colleagues were awarded a 5% pay increase in the 2024 pay review and we continue our commitment to offer the Living Wage Foundation rates as a minimum. In 2024 we opened a new employee Sharesave scheme – giving our people an opportunity to have a share in the future success of our strategy. In addition, employees have the opportunity to participate in a Group bonus scheme annually, and for 2024, the Board has chosen to award the maximum bonus for all employees.

We continue to offer competitive employee benefits, including:

- a defined contribution pension scheme;
- Company-funded healthcare for all employees;
- enhanced family leave policies, including neonatal leave;
- a paid annual volunteer day for colleagues to support causes important to them; and
- retailer discounts, including supermarkets and loan schemes, as well as rail season tickets, cars and technology purchases.

## OUR TEAMS

**As at 31 December 2024**

| 3,566 | 2,327 | 564 | 354 | 321 |
|---|---|---|---|---|
| employees[1] | in editorial teams | in commercial teams | in print teams | in other key areas |

This is a slight increase following the cost reductions announced in late 2023 which were completed in March 2024. When those changes completed our team sizes were as follows:

**As at 31 March 2024**

| 3,564 | 2,326 | 568 | 348 | 322 |
|---|---|---|---|---|
| employees[1] | in editorial teams | in commercial teams | in print teams | in other key areas |

1. For permanent and temporary employees in the UK, Republic of Ireland and the United States.

Responsible business continued
Protecting our environment

# PROTECTING OUR ENVIRONMENT

## Managing our impact and speaking up for environmental issues

As a responsible business, we aim to reduce the negative impacts of our operations while seizing opportunities to make positive changes. Unlike many other businesses, however, we have the power to influence a large audience. Every day our content reaches millions of people, and this platform enables us to raise awareness of environmental issues to our audiences. We are committed to playing our part in helping to shape a more sustainable future for all.

### Relevant UN SDGs

**Responsible business continued**
**Protecting our environment**

## OUR ENVIRONMENTAL REPORTING IN 2024

Our dedicated environmental reporters continue to campaign for change, deliver exclusives and report on the biggest environmental stories of the year. Just a few of our reporting highlights, below:

- the Daily Record celebrated a victory for its 'Bin the Vapes' campaign, with disposable e-cigarettes to be banned across Britain from 1 April 2025;
- the Express linked up with conservation charity Born Free to share a world exclusive from South Africa. Two lions rescued from Kyiv just two days after war broke out in Ukraine were freed into a 'forever home' sanctuary;
- the Irish Mirror's Shauna Corr reported on the release of the latest European State of the Climate report, which revealed how Ireland faces a huge financial bill and a credibility crisis if its politicians don't take action to reduce emissions; and
- the Mirror's long-running 'Fur Free Britain' campaign edged closer to achieving a ban on fur imports, reporting that a Labour MP plans to table a bill that would prevent the import and sale of all animal fur.

## Promoting a culture of sustainability

In 2024, the Reach Sustainability colleague network continued to promote sustainability and connect people interested in the topic. The network partnered with Slow Ways, a national walking network, to encourage the use of walking routes as an alternative to carbon-based transport and to improve physical and mental health. The network has also delivered sustainability awareness sessions for colleagues.

Reach has been working with the Good Things Foundation to reduce digital waste and in 2024 donated 878 devices to people who were able to make use of them. We have since been recognised as one of the foundation's Platinum Partners.

## Climate change

In 2023, for the first time, Reach reported the Company's full Greenhouse Gas (GHG) emissions across all three scopes for two years. In 2024, the GHG emissions for 2023 were independently verified, aligned to the ISO 14064-3:2019 standard. We are committed to continuing this process.

Our Market-based carbon footprint for 2024 is 178,228 $tCO_2e$, 11.5% lower than our baseline emissions in 2022. This reduction has partly been achieved through efficiency savings across our sites and operations, and working closely with key suppliers to reduce emissions.

After our investment to install solar panels in 2023 we now produce renewable energy across all of our print sites. We have seen a 4.8% reduction in electricity consumption and a 4.6% reduction in heating gas. In 2024, we carried out surveys across our print sites to identify the most effective ways to reduce our consumption of heating gas.

### Path to net zero

In 2024, we submitted our near-term Science Based Target (SBT) to the Science Based Targets initiative, an important milestone in our climate strategy and path to net zero in 2050. We will find out if it is approved in mid-2025 and will continue to work toward the carbon reduction goals we have set within this target.

We progressed with the Task Force on Climate-related Financial Disclosures (TCFD) in 2024, continuing to develop our understanding on how risks posed by climate change might impact us and identifying the right set of metrics and targets for our most material climate-related risks. We have also defined a set of metrics and targets for flood risk and carbon pricing, engaging with relevant stakeholders to set these targets appropriately. See more on these metrics and targets and our progress in the TCFD section on pages 42 to 49.

## Environmental management

Our Environmental, Social and Governance (ESG) Steering Committee, chaired by our Chief Financial Officer, sits under our Board Sustainability Committee. The ESG Steering Committee has representatives from departments across the business, and it meets quarterly to ensure sufficient oversight and support for all of the Group's environment-based key performance indicators (KPIs), including our emission reduction targets. These targets, which have also been approved by the Sustainability Committee, align with our five-year Climate Strategy, published in 2022.

Our day-to-day management of the environment is carried out through our ISO 14001:2015 Environmental Management System (EMS). In 2024, we changed the scope of our EMS to better reflect recent operational changes. This change has increased scrutiny of environmental management across the Group, enabling us to act on risk and opportunities to better maintain or improve on our standards. No non-conformances were raised in 2024 and all sites maintained the standard.

In 2024, we carried out our first supplier engagement project focused solely on greenhouse gas emissions. We identified our top suppliers by GHG impacts, reviewing our engagement process, tailoring and enhancing emission calculations for specific suppliers and identifying opportunities to reduce these emissions.

## Targets table

| 2024 target | Progress | 2025+ target |
|---|---|---|
| **Climate change** | | |
| We will reduce GHG emissions (Scope 1 and Scope 2 market-based) by 75% by 2025 versus a 2019 baseline and maintain this. | Achieved<br>Our Scope 1 and Scope 2 market-based emissions have decreased by 79.7% versus a 2019 baseline. | In line with our near term SBT target (submitted in 2024) we will continue working toward an absolute reduction of:<br>• Scope 1 and Scope 2 market-based emissions by 50% by 2030, from a 2022 baseline.<br>• Scope 3 emissions by 58.8% by 2034, from a 2022 baseline. |
| We aim to submit a near-term Science Based Target in 2024. | Achieved | Completed. |
| Maintain GHG emissions associated with UK/domestic business travel in 2024 compared with 2019, on a like-for-like basis. Note: Overseas travel is excluded because the requirement to cover news events fluctuates year on year and is outside the Company's control. | Achieved<br>We have had a 53% reduction in all business travel GHG emissions versus 2019. | Maintain GHG emissions associated with UK/domestic business travel in 2025 compared with 2019, on a like-for-like basis. Note: Overseas travel is excluded because the requirement to cover news events fluctuates year on year and is outside the Company's control. |
| **Environmental management** | | |
| We aim to maintain the ISO 14001:2015 standards for our three owned print sites and our publishing division. We will review the scope of the Publishing ISO 14001:2015 accreditation to reflect recent changes to our working environment. | Achieved<br>ISO 14001:2015 certification was combined and maintained for print sites. ISO 14001:2015 scope was reviewed and certification was maintained for publishing sites in scope. | We aim to maintain the ISO 14001:2015 standards for our three owned print sites and our publishing division. |
| We aim to report GHG emissions on all relevant Scope 3 categories in 2024. | Achieved<br>We have fully baselined our total GHG emissions including Scope 3. 11 out of 15 categories are relevant to Reach's operations. | We will continue to report and independently verify our full Scope 1, 2 and 3 emissions. |
| To have our GHG emissions data independently verified. | Achieved<br>We have verified our emissions in accordance with ISO 14064-3:2019 standard. | Covered in another KPI. |

**Responsible business continued**
**Protecting our environment**

| 2024 target | Progress | 2025+ target |
|---|---|---|
| **Environmental management continued** | | |
| To develop the Group's Sustainability Report. | Achieved<br>We have produced an internal report advising on how Reach can enhance its impacts on sustainability. | To develop the Company's first Transition Plan. To be developed over 2025 and 2026. |
| **Supply chain** | | |
| We aim to use 100% graphic paper (all newsprint and magazine paper grades) manufactured from fibre using recycled materials or wood from certified sustainable forests. We commit to achieving at least 95% recycled materials or wood from certified sustainable forests. | Achieved<br>97.94% graphic paper manufactured from fibre using recycled materials or wood from certified sustainable forests, and we continued to work with suppliers to maximise this. | We aim to use 100% graphic paper (all newsprint and magazine paper grades) manufactured from fibre using recycled materials or wood from certified sustainable forests. We commit to achieving at least 95% recycled materials or wood from certified sustainable forests. |
| We aim to identify and engage with our top 20 suppliers by GHG emissions, aiming to reduce our Scope 3 emissions associated with them. | Achieved<br>We engaged with 20 of our most significant suppliers around GHG emissions. | Completed. |
| **Waste and water** | | |
| We will reduce our Volatile Organic Compound (VOC) emissions annually versus the previous year. | Achieved<br>24% reduction from 2023. | We will reduce our VOC emissions annually versus the previous year. |
| Maximum of 3% of hazardous waste generated at print sites under our ownership to go to landfill. | Achieved<br>1.53% for 2024. | Maximum of 3% of hazardous waste generated at print sites under our ownership to go to landfill. |
| **Biodiversity** | | |
| We will carry out an internal review aiming to better understand our impact on biodiversity. | Achieved<br>We have carried out an initial review to better understand our impacts on biodiversity. | To develop on the initial review. Developing a report on Reach's impacts on biodiversity. To be developed over 2025 and 2026. |

**Responsible business continued**
**Protecting our environment**

## Environmental performance data[1]

| | Consumption | | | | GHG emissions ($tCO_2e$) | | | |
|---|---|---|---|---|---|---|---|---|
| | **2024** | 2023 | 2022 | 2019 | **2024** | 2023[2] | 2022 | 2019 |
| **UK and Offshore Scope 1**[3] | | | | | | | | |
| Gas combustion – heating (kWh) | **13,707,279** | 14,373,324 | 14,265,096 | 17,359,411 | **2,507** | 2,629 | 2,604 | 3,192 |
| Diesel combustion – electricity generation (kWh) | **393,978** | 1,364 | 84,331 | 956,029 | **100** | 0.35 | 22 | 242 |
| LPG consumption (kWh) | **596,136** | 544,026 | 1,376,681 | 333,355 | **137** | 125 | 317 | 71 |
| Commercial vehicles (kWh)[4,5] | **585,244** | 1,248,687 | 1,431,149 | 3,149,678 | **139** | 297 | 343 | 788 |
| Refrigerant gas loss (kg)[5] | **50** | 163 | 324 | 263 | **89** | 279 | 608 | 608 |
| **Total UK and Offshore Scope 1** | | | | | **2,973** | 3,330 | 3,894 | 4,901 |
| **Global (excluding UK and Offshore) Scope 1 (ROI commercial vehicles only kWh)** | | 6,130 | 13,233 | - | | 1 | 3 | - |
| **UK and Offshore Scope 2**[6] | | | | | | | | |
| Grid electricity used – location-based (kWh) | **27,293,876** | 28,680,401 | 34,918,787 | 51,206,683 | **5,382** | 5,939 | 6,753 | 13,088 |
| Grid electricity used – market-based (kWh) | **27,293,876** | 28,680,401 | 34,918,787 | 51,206,683 | **17** | - | - | 9,816 |
| **UK and Offshore Scope 2 (market-based)**[7] | | | | | **17** | - | - | 9,816 |
| **UK and Offshore total Scope 1 and Scope 2 (market-based)** | | | | | **2,990** | 3,330 | 3,894 | 14,717 |
| **Global (excluding UK) total Scope 1 and Scope 2 (market-based)** | | | | | **-** | 1 | 3 | - |
| UK and Offshore Scope 1 & 2 per £million revenue[9] | | | | | **5.55** | 5.86 | 6.47 | 20.95 |
| Global (excluding UK and Offshore) Scope 1 & 2 per £million revenue | | | | | **-** | 0.003 | 0.005 | - |

1. GHG emissions and energy consumption are calculated in line with Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance March 2019 using the UK Government's Greenhouse gas reporting: conversion factors 2024 (BEIS). 2023 restated GHG emissions used 2023 conversion factors from BEIS.
2. 2023 figures have been updated for several items across Scope 1, 2 and 3. This is due to updates to methodologies and data, following verification and updates made to emissions factor databases.
3. Scope 1 covers the annual quantity of emissions in tonnes of carbon dioxide equivalent from emission sources that are under the operational control of Reach. Scope 1 for 2024 includes increased diesel oil usage compared with previous years; this was due to loss of power at our print site and the use of generators.
4. The Commercial vehicles data in kWh has been added to the reporting table for SECR reporting.
5. Scope 1 natural gas, commercial vehicles and refrigerant gas loss have been restated for 2023, to reflect better quality activity data after the inventory was verified in June 2024. In January 2025, Scope 2 electricity has been restated for 2023 following the provision of better-quality activity data.
6. Scope 2 covers the annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from the purchase of electricity by Reach for its own use.
7. Market-based emissions are slightly higher in 2024, due to a new addition of company cars (Electric and Plug-in hybrid) which are not being charged onsite.
8. No global (excluding UK) Scope 2 as all UK based operations.
9. Intensity metrics per £million revenue for 2019-2024 have been used in place of intensity emissions per million pages printed used in previous years.

**Responsible business continued**
**Protecting our environment**

| Scope 3[10] | GHG emissions ($tCO_2e$) 2024 | 2023[2] | 2022 | Change from baseline % |
|---|---|---|---|---|
| Category 1. Purchased Goods and Services[11,12] | **117,861** | 97,474 | 118,432 | -0.5% |
| Category 2. Capital Goods[9,11] | **395** | 1,147 | 1,249 | -68% |
| Category 3. Fuel and Energy[11] | **2,264** | 2,458 | 3,013 | -25% |
| Category 4. Upstream T&D[13] | **20,409** | 22,922 | 29,383 | -31% |
| Category 5. Waste[14] | **145** | 250 | 305 | -52% |
| Category 6. Business Travel[11] | **1,090** | 1,649 | 1,521 | -28% |
| Category 7. Employee Commuting | **2,961** | 3,430 | 4,260 | -30% |
| Category 8. Upstream Leased Assets[15] | **297** | 651 | 576 | -49% |
| Category 11. Use of Sold Products | **13,457** | 23,694 | 28,190 | -52% |
| Category 12. End of Life Treatment of Sold Products | **14,742** | 16,342 | 9,241 | 60% |
| Category 15. Investments | **1,615** | 1,645 | 1,253 | 29% |
| **Total Scope 3**[16] | **175,238** | 171,659 | 197,423 | -11% |
| **Total Scope 3 $tCO_2e$ per revenue £** | **325.36** | 301.90 | 328.27 | |

| Waste | 2024 | 2023 | 2022 | 2020 |
|---|---|---|---|---|
| Total hazardous waste from print sites (tonnes) | **951** | 1,039 | 1,147 | 1,379 |
| Total hazardous waste from print sites to landfill (tonnes) | **14.6** | 13.7 | 19 | 38 |
| % hazardous waste from print sites to landfill | **1.53%** | 1.32% | 1.69% | 2.80% |
| Total weight of non-hazardous paper waste recycled (tonnes) | **7,290** | 7,543 | 9,744 | 10,627 |
| % non-hazardous paper waste from print sites under our ownership recycled | **100%** | 100% | 100% | 100% |
| % waste electrical and electronic equipment from publishing sites reused or recycled | **100%** | 100% | 100% | 100% |
| % aluminium printing plates recycled | **100%** | 100% | 100% | 100% |

| Water | 2024 | 2023 | 2022 | 2020 |
|---|---|---|---|---|
| Total water consumption at all print and major publishing sites ($m^3$) | **22,061** | 20,572 | 24,857 | 35,458 |

| Volatile Organic Compounds (VOC) | 2024 | 2023 | 2022 | 2020 |
|---|---|---|---|---|
| Emissions of Volatile Organic Compounds (VOCs) (tonnes)[17] | **1.99** | 2.62 | 7.33 | 10.47 |

10. Scope 3 covers other indirect greenhouse gas emissions for which data is currently collected, i.e. where the emissions are from sources that are not owned by Reach and where it does not have operational control. Our Scope 3 records for 2024, 2023 and 2022 now represent a comprehensive and complete carbon footprint for all of our Scope 3 emissions. In line with best practice, BEIS, International Energy Agency (for international electricity) and CEDA (for spend-based data) emission factors have been used.
11. In Scope 3, Categories 1, 2, 3 and 6 have been re-stated for 2023 due to improvements in the methodology and updates made to emissions factor databases. Categories 1 and 2 are also restated for 2022.
12. Scope 3 Category 1 emissions have increased from 2023-2024 due to large increase in the emissions factors applied to paper calculations. This negated any decreases in the weight of paper, or the proportion of recycled paper.
13. In Scope 3, Category 4 has been restated for 2023 and 2022 due to updated information from one of Reach's suppliers which resulted in a methodology change.
14. In Scope 3, Category 5 includes emissions from waste generated in Reach's owned or controlled operations in the reporting year.
15. In Scope 3, Category 8 has also been re-stated for 2023 due to additional data becoming available.
16. Category 9, 10, 13 and 14 are not relevant to Reach's business.
17. VOCs represent those associated with Reach print sites only.

## Task Force on Climate-related Financial Disclosures (TCFD)

# PREPARING OUR BUSINESS FOR THE CHANGING CLIMATE

The year 2024 has been a record-breaking year for climate change. We have once again experienced one of the hottest years on record, with global temperatures surpassing, for the first time, the critical 1.5°C threshold set by the Paris Agreement.

Businesses are key to the fight against climate change, and at Reach, we recognise the part we can play in driving climate action from both an operational and an educational perspective through our media channels.

Our commitment to taking action on climate change includes assessing and managing our climate-related risks and opportunities, both now and into the future. We have built on our work in 2023, which focused on better understanding the impacts of climate change on our business, and continue our work to ensure that our business model and strategy are resilient to the changing climate, while pursuing sustainable growth.

### Summary of our work in 2024

Since we disclosed our first Task Force on Climate-related Financial Disclosures (TCFD) report in our 2022 Annual Report, we have reviewed and expanded our work annually to better understand our climate-related risks and opportunities. This year, we have focused on improving our alignment with the Metrics and Targets pillar of the TCFD. As a result, we are now fully aligned with 10 of the 11 TCFD recommendations, and are partially aligned with one recommendation (see TCFD reference table on the following page). In addition, we remain fully compliant with the Companies (Strategic Report) (Climate-Related Financial Disclosure) Regulations 2022 (CFD) requirements.

The following work was undertaken in 2024 in our efforts to align with the climate-related disclosures:

- defining metrics and targets for our most material climate-related risks;
- submitting our Scope 1, 2 and 3 emissions reduction targets for the near term to the Science Based Targets Initiative (SBTi);
- continuing to provide training for leadership and employees to improve Reach's overall understanding and management of climate-related issues; and
- linking the Long Term Incentive Plan (LTIP) to key ESG metrics, specifically including an ESG metric for the reduction in Scope 1 and 2 emissions as one of the measures for Reach's most senior colleagues.

### Consistency with TCFD and CFD

This is our third year of mandatory reporting against the TCFD recommendations. As a UK listed company, we report against the recommendations on a 'comply or explain' basis. This is consistent with the requirements of the UK's Financial Conduct Authority and Reach has taken into account all of the guidance specified by the UK Listing Rule 6.6.6(8). In addition, this is the second year that we are required to align our disclosures with the CFD. As such, we have not excluded any CFD requirements from our disclosure.

## TCFD report continued

| TCFD recommendation | TCFD alignment | CFD requirement | Page reference |
|---|---|---|---|
| **Governance: Disclose the organisation's governance around climate-related risks and opportunities** | | | |
| **A.** Describe the board's oversight of climate-related risks and opportunities | Full alignment | **A.** A description of the company's governance arrangements in relation to assessing and managing climate-related risks and opportunities | **44 and 45** |
| **B.** Describe management's role in assessing and managing climate-related risks and opportunities | Full alignment | | **44 and 45** |
| **Strategy: Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning where such information is material** | | | |
| **A.** Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term | Full alignment | **D.** A description of i. the principal climate-related risks and opportunities arising in connection with the company's operations, and ii. the time periods by reference to which those risks and opportunities are assessed | **46 to 48** |
| **B.** Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning | Partial alignment | **E.** A description of the actual and potential impacts of the principal climate-related risks and opportunities on the company's business model and strategy (non-mandatory if the director provides an explanation) | **46 to 48** |
| | | **F.** An analysis of the resilience of the company's business model and strategy, taking into consideration different climate-related scenarios | |
| **C.** Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario | Full alignment | **F.** An analysis of the resilience of the company's business model and strategy, taking into consideration different climate-related scenarios | **46** |
| **Risk management: Disclose how the organisation identifies, assesses, and manages climate-related risks** | | | |
| **A.** Describe the organisation's processes for identifying and assessing climate-related risks | Full alignment | **B.** A description of how the company identifies, assesses, and manages climate-related risks and opportunities | **45** |
| **B.** Describe the organisation's processes for managing climate-related risks | Full alignment | | **45** |
| **C.** Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management | Full alignment | **C.** A description of how processes for identifying, assessing, and managing climate-related risks are integrated into the company's overall risk management process | **45** |
| **Metrics and targets: Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material** | | | |
| **A.** Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process | Full alignment, Increase from last year | **H.** The key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and a description of the calculations on which those key performance indicators are based | **47 to 49** |
| **B.** Disclose Scope 1, 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks | Full alignment, Increase from last year | | **40 and 41** |
| **C.** Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets | Full alignment, Increase from last year | **G.** A description of the targets used by the company to manage climate-related risks and to realise climate-related opportunities, and of performance against those targets | **47 to 49** |

Partial alignment Full alignment Increase from last year

## Governance

In 2024, we continued to support and develop our employees in delivering climate action. We are now in the second year since the launch of our Reach Sustainability Network. The mission of this network is to elevate the profile of our ESG initiatives, offer training opportunities, champion best practices and foster connections and engagement among all employees. At the Board and management level, we have provided training sessions to support our understanding of climate-related issues.

To enhance accountability across our leadership for our climate agenda, we have linked our progress towards environmental targets with our LTIP's performance conditions for our most senior colleagues. More details can be found in the Metrics and Targets section (page 49).

### Board, Sustainability Committee and Audit & Risk Committee

The governance structure at Board level has not changed since last year (see the governance diagram on the next page). The Board's oversight of climate-related and environmental issues is directed by the Sustainability Committee. All members of the Sustainability Committee, chaired by Non-Executive Director Priya Guha, are also members of the Board. The Sustainability Committee oversees and recommends the Group's responsible business framework and related commitments for Board approval, as well as reviewing progress towards annual sustainability-related targets. The Sustainability Committee is supported by the executive management team and the ESG Steering Committee. In 2024, the Sustainability Committee met twice to review progress on climate-related issues, including a progress update in aligning with the TCFD recommendations and updates on our climate-related risks and opportunities.

Our Audit & Risk Committee, chaired by Non-Executive Director Anne Bulford, oversees Reach's risk management framework, which includes climate-related risks, and reviews the content and accuracy of our reporting. In 2024, the Audit & Risk Committee met five times. Similar to the Sustainability Committee, the Audit & Risk Committee has been provided with regular updates on TCFD, and climate-related risks and opportunities.

The Board regularly receives training on ESG topics. In 2024, the focus areas were emerging sustainability reporting requirements, science-based targets, and biodiversity.

### Management

Management-level oversight of Reach's climate-related risks and opportunities is conducted by the ESG Steering Committee, chaired by our Chief Financial Officer, Darren Fisher. The ESG Steering Committee reports to the Sustainability Committee and is formed of senior managers from across the business. The members of the ESG Steering Committee met twice in 2024 to review and manage the Company's approach to ESG topics, including sustainability and climate-related issues, and to develop Reach's approach to tackling them as part of our strategy and risk management policies.

The TCFD Working Group has continued to lead our efforts to increase alignment with the TCFD recommendations. The focus of the Working Group this year has been on improving the disclosure of metrics and targets, and to further understand and monitor climate-related risks. Several teams across the business contribute to the TCFD Working Group to support the ESG Steering Committee with its climate-related work. The Audit & Risk team identifies, quantifies and monitors climate-related risks, while the Environment and Operations team is responsible for monitoring greenhouse gas (GHG) emissions and energy consumption, among other environmental topics such as water and waste. This team also includes Green Teams at the print sites, who lead environmental initiatives. As we improve our understanding of climate-related risks and their potential implications, the Group Finance team plays an increasing role in identifying and managing them. For example, Finance oversees and monitors the potential financial effects of climate-related issues.

### Governance next steps

- the Board and relevant committees will track progress towards our near-term targets to reduce our Scope 1, 2 and 3 emissions;
- we will continue to train our Board and management team on climate-related issues; and
- as we further develop our understanding of financial impacts, we will clarify the roles and responsibilities of senior management regarding the monitoring and management of climate-related issues.

**TCFD report continued**

## TCFD Governance

**Key** Direction and oversight Reporting Advice

**Board**

**Board**

The Board ensures that our governance framework is implemented through a programme of action plans and annual targets. This year the Board has undertaken training on climate-related issues.

**Sustainability Committee**

The Sustainability Committee is made up of all Board directors. It has responsibility to review, challenge, oversee and recommend for approval the Group's responsible business framework and related commitments; review and challenge annual sustainability-related targets; and review and oversee the Group's sustainability reporting.

**Audit & Risk Committee**

The Audit & Risk Committee is responsible for scrutinising climate-related and financial reporting, and for monitoring our risks.

**Management**

**Environmental, Social and Governance Steering Committee**

The ESG Steering Committee is chaired by the Chief Financial Officer and is attended by various senior managers across the business. The Committee is responsible for ensuring that all climate change and environmental targets and legislation are met; for reviewing and challenging annual sustainability-related targets; and for reviewing and overseeing the Group's sustainability reporting.

**Executive management team**

The executive management team facilitates and manages communication between the different committees as well as co-ordinating input into the climate-related financial disclosures.

**TCFD Working Group**

The TCFD Working Group is made up of colleagues from Group Finance, the Audit & Risk team, Company Secretariat, and the Environment and Operations team.

## Risk management

In 2024, we have built on the work undertaken in previous years (specifically, a qualitative climate scenario analysis (CSA) in 2022 and a more detailed quantitative CSA in 2023) by developing specific metrics and targets that will allow us to monitor our progress in managing these risks.

In 2022 and 2023, the climate-related risks that were identified as most material as part of the qualitative CSA and were then quantified were: carbon pricing, flooding and energy pricing. The potential magnitude of these risks was categorised using our existing risk framework (see page 52 for details on our risk framework). These risks are now integrated into our risk management process and included in our environmental risk register.

Climate change is considered an emerging risk within our risk framework. Our Risk team is responsible for the risk framework, which includes climate-related risks. Climate change and the most material climate-related risks are monitored by our senior leadership team through our risk management process. This process also includes the implications of current and proposed climate regulation. On climate-related disclosures, we remain alert to the expected endorsement of the International Financial Reporting Standard S2 (IFRS S2), by the UK in 2025. We regularly, at least once a year, evaluate our alignment with climate-related disclosures that may affect our reporting requirements.

We regularly endeavour to enhance the information on climate-related risks in our risk management process and, for the following year, we plan to embed considerations of the financial impacts of these risks into our financial plans. Our next cycle to review the identification and assessment of climate-related risks will be in 2026. Further details on our approach to CSA and our material climate-related risks and opportunities can be found in the Strategy section on page 46.

### Risk management next steps

- the next climate scenario analysis assessment will be in 2026, as part of our process to review all identified climate-related risks and reassess their relevance to Reach every three years. In the meantime, we will regularly monitor the most material climate-related risks that have been identified.

## Strategy

At Reach, our business strategy is underpinned by our shift from paper-based to digital products. Considering this, and as part of our CSA work done in 2022 and 2023 at the Group level, we identified several climate-related physical and transition risks and opportunities that could impact Reach's current business model and strategy, and we quantified the potential impacts of the main risks on our business.

The approach taken in the CSA to quantify the most material risks included an impact assessment (including financial, reputational and regulatory impacts), and an analysis of the likelihood of a climate event taking place. Each risk was then categorised according to whether it was considered financial, strategic, operational or compliance-related in line with the risk framework at Reach (read more about our risk framework on page 52).

Our CSA work was underpinned by research across the latest climate science which gave us an overview of the latest climate projections across different possible scenarios. Based on the findings, we considered two scenarios to identify and assess our risks. These scenarios lie at opposite ends of the spectrum, which enabled us to gain an understanding of the range of potential climate-related risks and opportunities relevant to Reach. These scenarios are potential pathways, rather than predictions, and either is still considered possible.

They are:

- low-carbon scenario: this 'net zero by 2050' scenario assumes that the goal of the Paris Agreement is achieved, namely that global temperature rise is limited to 1.5°C above pre-industrial levels. In this scenario, the most likely risks are those associated with the transition to a lower-carbon economy, while physical risks are not expected to increase significantly. For energy and carbon pricing risks, data from two specific low-carbon scenarios developed by the International Energy Agency (IEA) was used. These scenarios are Maximum Ambition (leading to net zero by 2050) and Enhanced Ambition (which assumes national targets and commitments are achieved). For physical risks, RCP2.6 (Representative Concentration Pathway 2.6) projections from regional climate models were considered; and
- high-carbon scenario: this 'business-as-usual' scenario assumes that climate policies and other actions taken are insufficient to achieve the goals of the Paris Agreement and transition to a low-carbon economy, and so global temperatures rise to between 3 and 4°C above pre-industrial levels. In this scenario, we expect to see severe physical risks. A business-as-usual IEA scenario was used to analyse transition risks, and RCP8.5 (Representative Concentration Pathway 8.5) projections from regional climate models were considered to assess physical risks.

The time horizons we have considered are:

- near: now to 2030
- medium: 2030 to 2050
- long: beyond 2050

These time horizons align with national climate targets (for example, the UK's commitment to achieve net zero by 2050), key target years for Reach in relation to climate actions, time horizons where climate drivers are likely to materialise and, as far as practical, with the timeframes used in relevant climate science publications. It is important to note that there are inherent uncertainties in climate model outputs for a specific scenario, given how much depends on variables such as the introduction – or not – of climate-related policies by governments across the world, the speed of the energy transition, and how quickly the climate changes in response. Nonetheless, the analysis allows us to understand the potential consequences and plan accordingly.

### Assessment of our most material climate-related risks and opportunities

Overall, carbon pricing has been identified as the most relevant risk for Reach. In the near term, Reach could face some risks from paper manufacturers facing higher carbon prices and passing some of their costs on to Reach. Flooding does not present a significant risk to most of our offices and print sites directly, although there is a possible indirect exposure through flooding of the surrounding area, or by impacting circulation revenue if copies cannot be delivered to retailers or readers do not venture out to purchase their copy.

We have deemed energy pricing as unlikely to pose a material financial risk to the business, especially when considering scenarios that include our planned actions. Therefore, in comparison to last year's disclosure, this risk has been excluded from the detailed risk tables below.

The analysis of risks in the near and medium term under two global climate scenarios has shown that our current business model and our strategy are resilient to these main climate risks. In fact, our strategy aligns with the climate actions needed to decrease exposure to certain physical and transition risks.

Our qualitative CSA work in 2022 showed that climate change also presents several opportunities. We used the same approach as with our climate-related risks to identify the most significant opportunities for our business. Our key opportunity is the transition from print to digital which is already underway as we deliver our strategy. In our quantitative assessment, we identified scenarios where Reach's operational costs are reduced.

## Table summarising quantitative CSA work for each risk

## Flooding

| Risk description and overall risk | Relevant climate scenario and time horizons | Likelihood and impact | Mitigation actions | Metrics and targets |
|---|---|---|---|---|
| **Context**<br>Flooding is the major physical climate-related risk in the UK and, under climate change conditions, it is expected to increase both in intensity and frequency. Reach has offices and print sites in more than 13 locations across the UK and Ireland. The level of flood risk (including surface, river and coastal flood risk) varies depending on the site, its location and the systems it depends on. Flooding risk has been assessed through direct and indirect impacts, with the indirect impacts identified as the main physical risk to Reach, e.g. downtime due to disruption in systems that the sites depend on, such as energy and transport systems. Flooding could also present a risk to Reach if it impacts the distribution of copies to retailers or the ability of readers to access their copies.<br>**Risk category:** Physical, acute.<br>**Link to existing principal risk:** Supply chain disruption, acceleration of print circulation decline.<br><br>**Overall risk**<br>Low/moderate (depending on the site and for high-carbon scenario and medium term).<br>The financial impact of flooding is expected to be minimal given the mitigation measures available and the existing insurance to cover damages. In addition, given Reach's strategy to become a digitally focused business, flood risk to print sites would decrease as the strategy is implemented. | **Scenarios**<br>Low carbon and high carbon<br><br>**Time horizons**<br>Near, medium, and long<br>The most relevant scenario is the high-carbon scenario (analysed using climate modelling output from RCP8.5). The time horizon at which the increase in the risk might be significant compared to the baseline period is the 2050s. | **Likelihood**<br>**Likelihood rating:** It varies by site, but overall, direct exposure to flooding is categorised as very unlikely, but indirect exposure is categorised as possible.<br>**Likelihood description:** We have analysed flood exposure at each site using flood models to assess current and future exposure. Under the mid- to long-term horizon and high-carbon scenario, we have identified two locations that are expected to be directly exposed to flooding in the future, but the vulnerability of these sites is categorised as low and hence not at considerable risk. Projections show that some sites are expected to be indirectly exposed to flooding, i.e. the site may not flood but surrounding areas are likely to experience flooding.<br><br>**Impact**<br>**Impact rating:** It varies per site, but overall it is categorised as low for office sites and major for print sites.<br>**Impact description:** A set of vulnerability considerations were assessed at the site and Group level to determine the state of preparedness for flooding.<br>If a flood event was to occur at an office site, there is generally no critical equipment that could be damaged, and employees can work from home. At print sites, if a flood event occurs, there may be damage to materials, equipment and operations if the energy system is impacted. | • existing working from home policy for office-based workers if offices are inaccessible;<br>• existing warning system to inform employees in the case that working from an office is not possible;<br>• in specific sites, elevation of water-sensitive materials and equipment to above ground level;<br>• backup power generators at print sites;<br>• contingency plans for print sites (shifting printing load between sites); and<br>• planned move to digital and reduce reliance on printing. | **Metric:**<br>• value of sites exposed to flood risk rated medium or higher.<br>**Target:**<br>• all flood-exposed sites have risk mitigation plans in place in line with a 2050 projected 100-year flood event.<br><br>**Metric:**<br>• print volume and print circulation lost due to flood events.<br>**Target:**<br>• maintain the cost of flood events (from damage to Reach sites or lost circulation sales) at the baseline level. |

**TCFD report continued**

## Carbon Pricing

| Risk description and overall risk | Relevant climate scenario and time horizons | Likelihood and impact | Mitigation actions | Metrics and targets |
|---|---|---|---|---|
| **Context**<br>Carbon pricing represents a major climate-related risk in the UK primarily due to the UK Emissions Trading Scheme (UK ETS) that puts a price on emissions from certain sectors. There are also carbon prices impacting Reach's upstream supply chain partners in countries in the European Union (EU) and North America, and the prevalence of these mechanisms is growing. Depending on how carbon price mechanisms evolve, Reach could face risks from the consumption of electricity, natural gas, diesel, paper and road freight services. In all such cases, carbon costs could be passed through to Reach from the suppliers of these services, themselves directly subject to a carbon tax or emissions trading scheme.<br>**Risk category:** Transition, policy and legal.<br>**Link to existing principal risk:** Supply chain disruption, macroeconomic environment, acceleration of print circulation decline.<br><br>**Overall risk**<br>Moderate (for low-carbon scenario and near term).<br>Even if Reach is not directly regulated by a carbon price, it could face some near-term risks from paper consumption due to our suppliers passing on their increased carbon costs. As Reach moves away from print, the risk of facing carbon costs from suppliers is expected to fall. Reach will soon be largely built around grid-based electricity consumption and cloud-based data storage. While fossil-fuelled electricity production can be regulated by carbon pricing, Reach's electricity consumption is unlikely to be at a level that would cause a major concern. | **Scenarios**<br>Low carbon<br><br>**Time horizons**<br>Near and medium<br>The low-carbon scenario (in enhanced and maximum ambition) is the one in which carbon prices increase to the highest levels. In the near term, Reach's direct and supply chain emissions will be highest as paper products and print sites remain critical for Reach's operations. Consequently, the risk will increase in the near term and peak around 2030. | **Likelihood**<br>**Likelihood rating:** While Reach will not face direct exposure to carbon pricing, it is likely to face exposure to carbon prices due to costs passed through from suppliers. The likelihood has therefore been categorised as probable.<br>**Likelihood description:** Reach sources paper from several countries that already have carbon prices in place (such as the UK, EU and Canada).<br>Reach may also be impacted by price increases from electricity suppliers in the UK. In a low-carbon scenario, carbon prices in these regions are expected to increase considerably in the near and medium term.<br><br>**Impact**<br>**Impact rating:** Potential impact is moderate, based on carbon pricing trends and Reach's planned digitalisation actions.<br>**Impact description:** Reach's greatest source of risk will be from carbon costs passed through from electricity suppliers. If the UK ETS expands, Reach may also face risk due to on-site natural gas consumption and any remaining road freight services. | • digitalisation will reduce both paper and energy consumption from direct operations, thereby reducing exposure to both carbon and energy pricing; and<br>• installation of on-site solar power has reduced exposure to both carbon and energy pricing. | **Metric:**<br>• estimated carbon cost of newsprint as a percentage of total cost for newsprint.<br>**Target:**<br>• carbon cost of newsprint procurement is maintained as low impact based on risk categorisation at Reach and will not exceed the material threshold compared to the total annual newsprint procurement cost.<br><br>**Metric:**<br>• average daily print run copies.<br>**Target:**<br>• year-on-year decline in newsprint consumption.<br><br>**Target:**<br>• our Scope 1, 2 and 3 science-based targets. |

**TCFD report continued**

## Strategy next steps

- we will expand our work on climate-related risks and opportunities by quantifying financial impacts and expanding the analysis of physical risks to any new sites in our portfolio;
- we will continue to monitor external factors and pressures on the business and how these interact with the identified risks and/or opportunities; and
- we will review the climate-related risks identified on an annual basis using the metrics and targets developed.

## Metrics and targets

Having robust and relevant metrics is vital to understanding our progress towards our goals, our climate-related risks and opportunities, and to support decisions relating to Reach's strategy and business model. In 2024, we have made significant progress in fully aligning with the TCFD's recommendations on metrics and targets.

We report our energy consumption (page 40), waste (page 41), and water consumption (page 41) metrics and targets. We also fully report our Scope 1, Scope 2 (location- and market-based) and Scope 3 GHG emissions, which are aligned with the GHG Protocol (see details on our footprint on page 37). This enables us to identify high emissions sources and develop actions to reduce them. We have also submitted to the SBTi our near-term target to reduce our Scope 1, 2 and 3 emissions.

This year, we have enhanced our approach to monitoring our climate-related risks and opportunities. We have defined a set of metrics and targets for flood risk and carbon pricing, which will be monitored to ensure that the magnitude of the risks remains within acceptable levels. To develop these metrics and targets, various internal stakeholders were engaged including Risk and Audit, Environment and Finance to ensure these are both decision-useful and align with our existing processes. Details regarding these metrics and targets are included in the assessment of our most material climate-related risks and opportunities within the Strategy section of this TCFD narrative.

As we progress in understanding the financial impact of climate-related risks and opportunities on our business, the metrics and targets will be reviewed and updated as appropriate.

### Remuneration Policy

To demonstrate our commitment to reducing our environmental impact, we have incorporated climate-related metrics into Reach's Remuneration Policy for our most senior colleagues. Progress towards our Scope 1 and 2 reduction targets have a 15% weighting as part of Reach's 2024 LTIP awards and the 2025 LTIP awards will have the same target and weighting (see pages 97 and 103).

## Metrics and targets next steps

- we will collect and monitor data against the identified metrics and targets and further define roles and responsibilities for the management of the identified metrics.

# NON-FINANCIAL AND SUSTAINABILITY INFORMATION STATEMENT

This table summarises our policies and sets out where you can find the information required to meet the non-financial reporting requirements under sections 414CA and 414CB of the Companies Act 2006.

| Focus area | Policies and guidelines | In summary | More information |
|---|---|---|---|
| **Environment** | **Environmental Policy** | Specific commitments in relation to the main areas where the Company has the potential to cause environmental impacts | *Pages 36 to 41*<br>*Pages 42 to 49 for the TCFD report* |
| | | Compliance with required Climate-related Financial Disclosures | *Page 43* |
| **Employees** | **Dealing and Disclosure Policy** | Compliance by employees with insider and share-dealing regulations | *Internal only* |
| | **Inside Information Policy** | Clear and documented procedures for handling and disclosing inside information | *Internal only* |
| | **Dealing Code for Directors and PDMRs** | Compliance by directors and persons discharging managerial responsibilities (PDMRs) with insider-dealing regulations | *Internal only* |
| | **Inclusion Policy** | Understanding the Group's approach to diversity and inclusion, the role all our people play in fostering an inclusive culture, why it matters and where to find help | *Pages 33 to 35* |
| | **Health & Safety Policy** | Understanding the Group's commitment to the health and safety of its employees and others affected by its business activities | *Page 32* |
| | **Speak Up Policy** | Describes how to report any behaviour colleagues believe is in breach of the Code of Conduct, or otherwise illegal or unethical | *Page 31* |
| **Human rights** | **Anti-slavery Policy** | Compliance with modern slavery regulations under the Modern Slavery Act 2015 | *Page 31* |

**Non-financial and sustainability information statement continued**

| Focus area | Policies and guidelines | In summary | More information |
|---|---|---|---|
| **Anti-bribery and anti-corruption** | **Anti-bribery Policy** | Compliance with applicable anti-bribery and anti-corruption laws | *Page 31* |
| | **Anti-fraud Policy** | Clear and documented procedures on reporting suspected fraud and how the Group will respond to a concern about fraud | *Internal only* |
| | **Standards of Business Conduct** | Maintaining high standards of integrity and personal conduct | *www.reachplc.com* |
| **Social matters** | **Code of Conduct Policy** | Understanding the professional conduct that the Group expects everyone to abide by, to create a culture that all employees are proud to be a part of | *Page 31* |
| | **Procurement Policy** | To set out the rules and restrictions surrounding procurement of goods and services and the entering into contracts on behalf of Reach | *Internal only* |
| | **Data Protection Policy** | Compliance with the UK General Data Protection Regulations (UK GDPR) and the UK Data Protection Act 2018, the Irish Data Protection Acts, and data protection laws and regulations in all jurisdictions in which we operate, including in the US | *Page 31* *www.reachplc.com* |
| **Community matters** | | Responsible business overview | *Pages 25 to 49* |
| **Non-financial key performance indicators** | | Understanding the key metrics in measuring the Group's non-financial performance | *Pages 16 and 17* |
| **Management of principal risks and uncertainties** | | Understanding the key risks that the Group faces | *Pages 54 to 58* |
| **Business model** | | Understanding how value is created for stakeholders | *Pages 14 and 15* |

# MANAGING RISK

Embedded and effective risk management is at the heart of how we manage our business and deliver our strategy

## Our risk management framework

Reach has an established risk management and internal control framework based around the three lines model. We take a ground-up and top-down approach to risk management to support the identification, evaluation and management of risks at all levels of the business, including Group-level and principal risks, and ensure appropriate controls are in place to mitigate those risks. The key roles and responsibilities within the framework are:

**Risk governance** — Top down

### Board

- sets strategic objectives and corporate risk appetite
- determines and regularly assesses principal and emerging risks
- establishes policies and procedures to manage risk and oversees the internal control framework
- concludes annually on internal controls effectiveness
- oversees the Audit & Risk Committee's work to monitor principal risks and uncertainties

### Audit & Risk Committee

- reviews the effectiveness of the risk management framework and internal control systems and reports to the Board (see Audit & Risk Committee Report on page 89 for the results of this year's assessment)
- reviews effectiveness and integrity of financial reporting
- identifies, evaluates and monitors principal risks and uncertainties
- oversees risk-based internal audit activity
- monitors compliance with the corporate risk appetite

**Risk management** — Ground up

### 1st Line of Defence

**Executive Committee**

- owns day-to-day risk management and internal controls
- identifies and assesses risks and mitigating controls
- ensures significant issues are escalated promptly to the Board
- ensures that decisions taken are in line with the corporate risk appetite
- implements key Group policies and procedures

**Business areas and support functions**

- review risks and mitigations on a regular basis within their business areas
- review and monitor the implementation of key Group policies and procedures
- identify emerging risks and incidents, and escalate to the Executive Committee

### 2nd Line of Defence

**Risk management**

- supports and advises the business on the development of appropriate and proportionate risk management actions
- co-ordinates risk identification, reporting and governance activity

**Compliance functions**

- monitor for and support implementation of new areas of compliance
- advise management and operational teams on specialist areas of compliance
- monitor adherence to Group policies
- support first-line teams on resolution of risk incidents

### 3rd Line of Defence

**Internal audit**

- provides independent assurance on the risk programme, testing of key controls and risk response plans for significant risks

## Identifying, evaluating and monitoring risks

Our risk management framework, which operates throughout the Group, sets out a consistent approach to identifying, categorising and quantifying risks. As well as a detailed description and owner, the impact and likelihood are assessed and quantified both before controls (gross risk) and taking current controls into account (net risk) using a consistent Group-wide rating criteria. Risks are categorised according to whether they are strategic, operational, financial or compliance-related. We also assess our appetite for each risk with reference to the Board's risk appetite statement. Lastly, risks are mapped to enable a visual comparison between risks and with appetite to ensure consistency of relative scoring.

Each Executive Committee member maintains risk registers that capture and quantify the key risks for their business areas or support functions. These registers are reviewed and refreshed bi-annually with the support of the risk team. We also track emerging risks (risks where the extent and implications are not yet fully understood or are increasing over time). We track these risks by monitoring the velocity of change in the risk score.

We also maintain a Group Risk Register, which captures the biggest risks from the business area and functional registers overlaid with Group-wide, external and strategic risks. Our principal risks comprise the most significant Group risks. The Executive Committee owns the Group Risk Register and reviews it each quarter. The Audit & Risk Committee reviews the principal risks at least bi-annually and undertakes deep dive reviews on principal and Group risk topics at each meeting, which this year included: cyber security, data protection, brand reputation, health and safety, fraud, availability of funding and key supplier management. The Board also undertakes a robust assessment of the Group's emerging and principal risks on an annual basis.

In accordance with the 2018 Code, the Audit & Risk Committee, on behalf of the Board, also reviewed the effectiveness of the Company's risk management and internal control systems, covering all material controls , including financial, operational and compliance controls and concluded that they were effective. Further details are given in the Audit & Risk Committee Report on page 89.

## Managing risks

Managing each risk is the responsibility of the risk owner, typically an Executive Committee member. Risks are actively managed by control improvement projects until the net risk rating is within the agreed appetite range, at which point mitigating controls are maintained as part of business as usual. Any change in a risk is evaluated to understand the effect it has on the gross and net risk scores and then steps are undertaken to enhance controls and other mitigations as necessary to maintain the net risk within the Board-set appetite. Currently, all principal net risk ratings are within or below the appetite for that risk. See the Principal Risk Waterfall on page 54.

## Our risk appetite

We generally have a flexible appetite for strategic risks, reflecting the external and uncontrollable nature of these risks. Taking strategic risk is key to unlocking value, i.e. they tend to be rewarded risks. This means that we are willing to consider all options and balance the likelihood of successful delivery with the degree of benefit and value for money. Activities that drive strategic risk may potentially carry, or contribute to, a high degree of residual risk.

Our appetite for operational and financial risks is generally cautious. Activities undertaken may carry a high degree of inherent risk that is deemed controllable to a large extent. These risks cannot be entirely avoided and are inherent to our business operations. They are generally not rewarded and there is limited benefit to taking more risk.

We generally have a minimalist appetite for compliance risks, reflecting the potential impact of regulatory fines and reputational damage. We have a preference for activities or options with a low-to-moderate degree of inherent risk and low residual risk. Potential benefits are not the only consideration.

**Risk report continued**

## Our principal risks and uncertainties

Monitoring and managing our principal and emerging risks is key to how the Board assesses the overall risk landscape and makes strategic decisions.

This year, most of our risks remained stable with some, mainly those relating to funding and our people, softening slightly. We have not noted any risks that have significantly increased during 2024. While the macro environment has remained fairly challenging, the fall in inflation and resultant drop in interest rates towards the end of the year were both welcome. The refinancing of our revolving credit facility to 2028 has resulted in an improvement in the risk relating to funding capability. Though we have not identified any new risks to include in our principal risks and uncertainties this year, we have split the risk relating to falling circulation and/or page views into two separate risks. Although these risks are related and have similar impacts, they have different causes, mitigations and owners. We continue to monitor the risks relating to climate change and AI, which are considered emerging risks.

Our 10 principal risks are reflected on the risk waterfall below. The risk waterfall allows us to show the gross risk (without mitigations applied) alongside the net risk (the rating following consideration of the mitigations in place). Ratings for both gross and net risk are calculated as a function of impact and likelihood. The vertical black line on each column reflects the Group's risk appetite for the related risk. The appetite range is a view which outlines the desired risk the Group wishes to take in respect of each risk. Appetite ranges are: 'Open' (where we are focused on maximising opportunities); 'Flexible' (willing to consider all options); 'Cautious' (where we are willing to tolerate a degree of risk); 'Minimalist' (preferring options with low inherent risk); and 'Averse' (where we avoid risk and uncertainty).

Where the net risk sits within the appetite box, the risk is considered to be managed within appetite. At year end, there are no net risks currently above appetite, though some are below. The tables on the following pages describe each principal risk in detail, including mitigating controls and changes in the year.

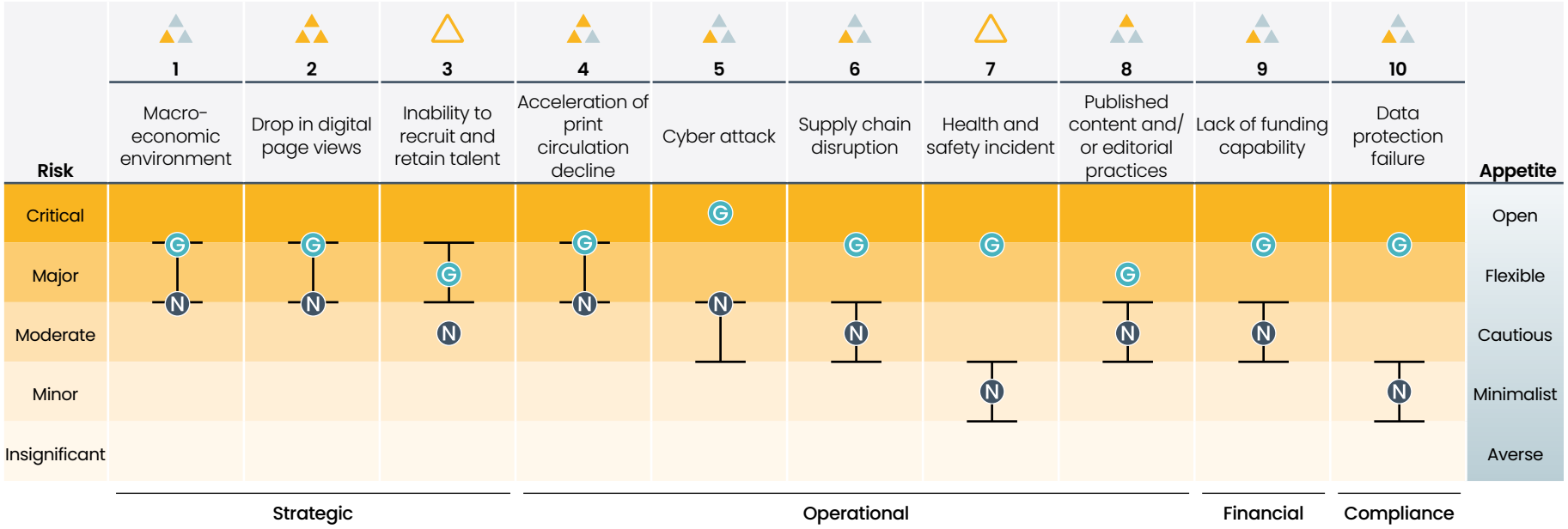
We have continued to develop a better understanding of our three climate-related risks throughout the year. While we do not consider these to be principal risks at this time, they are emerging risks and are identified and managed in accordance with our risk management framework. In line with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD); these risks are set out on pages 47 and 48.

**Key:**

- G Gross risk
- N Net risk
- Appetite range

**Link to strategic pillar:**

- Delivering the stories that matter
- Growing through audience engagement
- Developing a data-led proposition
- Building a culture where people thrive



**Risk report continued**

**Key** Improving Stable

| Risk and description | How we mitigate the risk | Change in year |
|---|---|---|
| **Strategic** | | |
| **1. Macroeconomic environment**<br>**Risk owner:** Executive Committee<br>**Appetite:** Flexible<br>Deterioration in macroeconomic conditions, including high interest rates and inflation could result in:<br>• reduced customer and advertiser spending in both digital and print advertising;<br>• lower revenue, cash flow and profits;<br>• rising salary, printing and other costs from inflationary pressures; and<br>• increased debt interest costs. | • bi-annual Board review of strategy and financial targets;<br>• annual budgets set and approved by the Board;<br>• regular re-forecast throughout the year;<br>• macroeconomic factors, inflation and interest rates are monitored by the Executive Committee each month and Board at each meeting;<br>• weekly Executive Committee trading meeting to review results and other factors affecting performance; and<br>• costs under constant review. | **Change in year:** Stable<br>Inflation decreased significantly during 2024 and interest rates reduced in August and November. Though the general election created some initial optimism, the autumn budget was widely perceived to be negative for business. Economic growth has been slow throughout 2024 and the uncertain macro environment is expected to continue in 2025. |
| **2. Drop in digital page views**<br>**Risk owner:** Chief Digital Publisher/Chief Product Officer<br>**Appetite:** Flexible<br>Digital page views fall significantly for an extended period. This could be caused by changes in major platforms' support and referrals to our content, changes to search and disruption from AI, competition in the market, lower demand for our brands or issues with user experience. Could result in:<br>• lower digital advertising revenue; and<br>• direct impact on operating profits if costs cannot be reduced. | • bi-annual Board review of strategy and financial targets;<br>• Customer Value Strategy aims to increase page views per session and revenue per page;<br>• annual budgets set, regular re-forecast throughout the year;<br>• weekly Executive Committee trading meeting to review results and factors affecting performance;<br>• re-platforming our digital assets to improve user experience; and<br>• Reach Studios set up to produce video content. | **Change in year:** Stable<br>Page views have remained broadly stable over 2024, though increased in the final quarter of the year. We have focused on a number of activities to help support or grow page views, including:<br>• Content Hub, to evolve and engage with our audiences;<br>• Reach Studio, to create video content that builds audience volume and engagement;<br>• increased capacity within the distribution teams focusing on improving visibility of our content; and<br>• continued to grow US operations. |
| **3. Inability to recruit and retain talent**<br>**Risk owner:** Group Human Resources Director<br>**Appetite:** Flexible<br>The inability to recruit and retain talent with appropriate skills, knowledge and experience would compromise our ability to deliver our strategy. This may be caused by:<br>• lack of understanding of people/skills required by the business;<br>• employment market trends e.g. wages;<br>• reward insufficient to retain and attract the best;<br>• reliance on key individuals;<br>• lack of employee movement or progression; and<br>• capacity for change/volume of change. | • we continually monitor and review:<br>  • turnover levels;<br>  • pay and benefits;<br>  • employee proposition;<br>  • succession plans in place for key senior roles;<br>  • digital capabilities of our workforce;<br>  • the recruitment channels and opportunities to expand our talent pool (e.g. outside London); and<br>  • diversity and inclusion.<br>• regular reporting to the Board on key people metrics and trends. | **Change in year:** Improving<br>We have seen this risk improve slightly over the course of the year due to availability of editorial talent as other publishers restructured. In other areas of the business, the risk has remained stable. |

**Risk report continued**

**Key** Improving Stable

| Risk and description | How we mitigate the risk | Change in year |
|---|---|---|
| **Operational** | | |
| **4. Acceleration of print circulation decline**<br>**Risk owner:** Executive Committee<br>**Appetite:** Flexible<br>An acceleration of the decline in demand for printed newspapers at the national and local level due to industry-wide changing consumer habits. This could result in:<br>• lower circulation revenue;<br>• reduced advertiser spending on print advertising;<br>• print site costs per copy increase, due to fixed costs<br>• distribution through wholesalers becoming less economic at lower volumes; and<br>• revenue falls at a higher rate than costs, impacting profits. | • weekly Executive Committee trading meeting to review results and other factors affecting performance;<br>• bi-annual Board strategy days;<br>• annual budget set, approved by Board. Regular re-forecast throughout the year;<br>• long-term planning for manufacturing and distribution decline; and<br>• cover price increases used to offset fall in circulation revenue. | **Change in year:** Stable<br>Circulation decline has continued at a stable pace and in line with our expectations throughout 2024. The Executive Committee and Board review regularly, to monitor trends and consider cover price updates and other actions. |
| **5. Cyber attack**<br>**Risk owner:** Chief Financial Officer/Chief Information Officer<br>**Appetite:** Cautious<br>An internal or external cyber threat or attack, or a breach within one of our suppliers, could lead to:<br>• direct impact on our ability to produce and publish content either digitally or in print;<br>• resultant immediate impact on income and profits;<br>• reputational damage and loss of market share;<br>• management time required to manage back to BAU; and<br>• other core systems inaccessible. | • business-critical systems well established and supported by disaster recovery plans;<br>• regular assessment of vulnerability and ability to re-establish operations in the event of a failure;<br>• cyber incident training and table-top exercises to rehearse re-establishing operations in the event of a failure;<br>• hardened cloud environments to contain the damage from a potential cyber attack; and<br>• regular penetration tests. | **Change in year:** Stable<br>Given our continued strategic focus on customer data as a source of revenue, the potential gross risk of a cyber security breach is increasing all the time. In response we continued to deliver cyber security improvements and focused on the preparedness and management of cyber incidents, including cyber incident training and table-top exercises. We have continued to harden our cloud environments and performed regular penetration tests to identify vulnerabilities. As a result, the net risk has remained stable. |

**Risk report continued**

**Key** Improving Stable

| Risk and description | How we mitigate the risk | Change in year |
|---|---|---|
| **Operational continued** | | |
| **6. Supply chain disruption**<br>**Risk owner:** Chief Operating Officer/Chief Financial Officer/ Chief Product Officer<br>**Appetite:** Cautious<br>Our print and digital products rely on a small number of key suppliers and could be adversely affected by changes to supplier dynamics. A major failure, breach or prolonged performance issues at a key supplier could result in:<br>• business interruption or disruption;<br>• damage to reputation;<br>• loss of revenue;<br>• increased costs; and<br>• reduced service and product quality. | • monitor and manage all key third-party print and information systems and technology providers;<br>• business continuity/disaster recovery plans in place with our key partners;<br>• clear governance arrangements covering risk management, change control, security and service delivery;<br>• use of multiple suppliers where possible;<br>• stock holdings at levels that would provide time to switch to alternative suppliers; and<br>• robust on-boarding of suppliers. | **Change in year:** Stable<br>The risk has remained broadly stable in the year, though we closely monitored the impact of disruption to trade routes in the Middle East on our print-related suppliers and increased stock holdings as a result. The Audit & Risk Committee undertook a deep-dive into this risk in the summer, including reviewing the key processes and controls in place to monitor and manage this risk. |
| **7. Health and safety incident**<br>**Risk owner:** Chief Operating Officer<br>**Appetite:** Minimalist<br>Reach operates manufacturing sites and sends journalists to high-risk locations. This results in the inherent risk of injury or death to colleagues, freelance journalists, contractors or other visitors to our sites. Online abuse of journalists, including harassment, threats and attempts to undermine their credibility can create a challenging and sometimes hostile environment for them to perform their duties effectively. | • Group-wide health and safety policies and management system;<br>• health and safety committees across the business monitor compliance;<br>• health and safety manager and occupational health provider at every site;<br>• risk assessments in key areas of the business covering work in hostile and high-risk environments;<br>• health and wellbeing support, including for mental health, to all our colleagues;<br>• Online Safety Editor monitors threats and abuse towards our journalists; and<br>• ISO 45001 certification confirms the operation of controls at manufacturing locations. | **Change in year:** Stable<br>Overall, health and safety risk has remained stable with incidents remaining consistently low. However, within editorial, the gross risk has increased as a result of reporting from war zones in Ukraine and the Middle East, and civil unrest in the UK. Our established procedures to protect colleagues working in high-risk environments, including online, have once again helped to ensure that the net risk remained stable. |
| **8. Published content and/or editorial practices**<br>**Risk owner:** Group General Counsel/Chief Digital Publisher<br>**Appetite:** Cautious<br>We publish significant volumes of content every day across our national and local titles. Breaches of regulations or editorial guidelines, editorial errors, or issues with the tone of our content could damage our reputation, cause us to lose readership, or put us at risk of legal or regulatory proceedings. | • governance structures provide clear accountability for compliance with all laws and regulations;<br>• policies and procedures in place to meet all relevant requirements, refreshed in 2024;<br>• monitor upcoming legislative changes and emerging trends; and<br>• all editorial employees are trained on how to create content that complies with relevant legislation. | **Change in year:** Stable<br>While occasional complaints and corrections are unavoidable given the number of titles and volume of content published, the number of incidents in 2024 has been consistent with prior years and is deemed acceptable. |

**Risk report continued**

**Key** Improving Stable

| Risk and description | How we mitigate the risk | Change in year |
|---|---|---|
| **Financial** | | |
| **9. Lack of funding capability**<br>**Risk owner:** Chief Financial Officer<br>**Appetite:** Cautious<br>Lack of funding or available cash to meet business needs. This may be caused by a lack of working capital, unexpected increases in interest costs or increased liabilities, in particular due to defined benefit pension schemes or settlement of historical legal issues. | • committed loan facilities to December 2028;<br>• regular forecasting and monitoring of cash flow, including daily updates to cash flow forecasts;<br>• weekly cash flow and debt meetings;<br>• monthly Treasury Committee meetings chaired by the CFO;<br>• regular reporting to the Board;<br>• regular discussions with pension scheme trustees to review ways of de-risking our pension liabilities; and<br>• regular reviews, updates and provisioning for historical legal liabilities. | **Change in year:** Improving<br>The risk has improved in 2024 with the extension of our committed loan facilities and falling interest rates in the second half of the year. The Company completed refinancing of its banking facilities in late 2024. The facility comprises a £145m Revolving Credit Facility ("RCF"), with a four-year maturity to December 2028 including an option to extend by up to one year. We also continued to make significant payments to our pension schemes and to settle liabilities for historical legal issues. |
| **Regulatory** | | |
| **10. Data protection failure**<br>**Risk owner:** Group General Counsel/Data Protection Officer<br>**Appetite:** Minimalist<br>A contravention of data protection regulations applicable to Reach, such as the UK or EU General Data Protection Regulations (GDPR), Privacy and Electronic Communications Regulations 2003 (PECR), various state and federal legislation in the US and Canada (e.g. the updated California Consumer Privacy Act CCPA Amended), could lead to monetary penalties, reputational damage and a loss of customer trust. | • governance structures to direct and oversee our data protection strategy;<br>• data protection policies, processes and controls;<br>• Data Protection Officer and team;<br>• champions across the business;<br>• 'data protection by design and default' approach to collecting and using personal data;<br>• a comprehensive data protection and privacy plan; and<br>• active 'horizon scanning' to ensure legislative changes and guidance are anticipated and planned for. | **Change in year:** Stable<br>The risk has remained stable during the year though the regulatory landscape continues to increase in complexity, increasing the gross risk of regulatory breach. We continued to focus on embedding data, enhancing and embedding controls and processes, and responding to evolving requirements in the US. While our collection and use of personal data continues to increase, breaches and incidents have more than halved since 2022. |

# VIABILITY STATEMENT

In accordance with the UK Corporate Governance Code the directors have assessed the Group's prospects over an appropriate period of time selected by them.

The directors assessed the prospects of the Group over a three-year period as it enables thorough consideration of the investment required to drive growth in digital and the impact of declining print revenues, and this time period is deemed to appropriately reflect the evolving environment in which the Group operates. The assessment took into account the Group's current and future financial position, principal and emerging risks and uncertainties facing the Group which have the greatest potential impact on viability in the period.

The projections used for the purpose of the viability assessment comprise the annual budget (which is also used by the Remuneration Committee to set targets for the annual incentive plan) together with consideration of future year projections used in connection with the Group's impairment review.

A number of key assumptions were made in generating the baseline three-year forecast as follows:

- digital growth supported by investment in the Customer Value Strategy;
- print revenue declines with reference to recent trends and reduction in related costs;
- overall stability in total current revenue decline and operating profit levels;
- funding of the historical defined benefit pension obligations based on the existing schedule of contributions agreed with the Trustees;
- payments in relation to historical legal issues reflecting the provisions held in the balance sheet;
- covenant compliance on existing financing facilities; and
- dividend payments in each year.

The assessment was undertaken recognising the principal risks and uncertainties that could have the greatest potential impact on viability in the period. A number of hypothetical scenarios have been modelled. While each of the principal risks on pages 54 to 58 has a potential impact and has been considered as part of the assessment, only those that represent severe but plausible scenarios were selected for modelling, summarised below:

| Scenario | Associated principal risk(s) | Description |
|---|---|---|
| Adverse changes in external environment leading to lower than expected revenue and higher than expected costs | Macroeconomic environment<br>Drop in digital page views<br>Acceleration of print circulation decline | Inflationary pressure in the Group's cost base alongside a deterioration in consumer and advertiser confidence |
| Temporary disruption caused by supply chain or manufacturing issues | Supply chain disruption<br>Drop in digital page views<br>Acceleration of print circulation decline | Temporary key supplier or manufacturing failure, impacting our print revenue streams |
| Cyber security breach | Cyber attack<br>Data protection failure<br>Published content and/or editorial practices | An external cyber attack which leads to breaches of confidential data and interruption to our systems and services, resulting in a material reduction in page views and subsequent digital revenues, together with additional investigation and remediation costs while the attack is rectified, in addition to associated regulatory costs and fines |

These scenarios were assessed individually and in unison to understand our capacity for each risk incident and further stress test viability. The modelling showed that the Group would be able to withstand the impact of these scenarios occurring over the assessment period. The Board also assessed the likely effectiveness of any proposed mitigating actions. This did not change the conclusions of the assessment.

Based on the above, the directors have a reasonable expectation that the Group will remain viable and be able to continue operations and meet its liabilities as they fall due over the three-year period considered. Such future assessments are subject to a level of uncertainty that increases with time and, therefore, future outcomes cannot be guaranteed or predicted with certainty.

The Strategic Report was approved on behalf of the Board on 4 March 2025.

**Darren Fisher**
Chief Financial Officer

4 March 2025

Chairman's statement

# STRONG GOVERNANCE TO SUPPORT STRATEGIC DELIVERY

**Nick Prettejohn**
Chairman

Effective corporate governance becomes all the more important when trying to achieve our strategic goals in a dynamic and ever-changing environment, requiring agility and quick adaptability.

The Board closely monitors culture and internal practices across the business to make sure they're aligned with our purpose and strategy, and we recognise that governance plays a key role in setting teams up for success. We nurture a culture that encourages colleagues to be entrepreneurial, take advantage of development opportunities and fulfil their potential.

Below is a summary of the most important Board activities in 2024. These initiatives are outlined in more detail throughout the Governance Report.

## Continued focus on strategic delivery

The Board's focus in 2024 has been on guiding, supporting and holding management to account for the continued delivery of our Customer Value Strategy (CVS) and the journey to becoming a digital-first organisation. The Board discussed progress on investment initiatives to support digital growth, diversify revenue streams and further develop audience insight, which were reviewed and endorsed by the Board in 2023. More information on the Board's strategy days can be found on page 66.

In response to the continuously evolving online media environment, and in developing strategies to reach new audiences, the Board supported the implementation of the Content Hub, an updated editorial structure that enables our newsrooms to use resources more efficiently and create niche topic areas and topic experts with strong search authority. Producing high-quality multi-platform content through our Studio team has been another priority, and we've invested in new Studio facilities in both London and some of our regional hubs. Good progress has been made during 2024, and the Board will continue to monitor and provide oversight as both the Content Hub and Studio facilities progress in 2025 and beyond.

The Board was pleased to see that the US investment grew during 2024, an organic growth initiative we approved in late 2022. The Board has regularly discussed the US expansion, including the newly appointed Managing Director in the US attending a Board meeting, where we reviewed key actions to further grow US audiences.

## Our Board and Executive Committee

There have been no changes to the Board's composition during 2024. Through the Nomination Committee, the Board considers its composition and succession planning on an ongoing basis, including identifying skills that could enhance its current composition and which should be considered when making future appointments.

Olivia Streatfeild who reached nine years of service in January 2025 has indicated her willingness to remain on the Board and will stand for re-election at the 2025 AGM. She continues to provide a wealth of strategic and commercial knowledge and experience to Board discussions. As part of rotation of Board roles, Barry Panayi, Non-Executive Director, will be taking over as Remuneration Committee Chair and Denise Jagger, Senior Independent Director, will be taking on the role of Colleague Ambassador at the conclusion of the AGM on 1 May 2025.

We continue to meet the targets on Board diversity that must be reported on under the Listing Rule requirements, and we will continue to prioritise diversity on the Board. The Board acknowledges that, as set out on page 78, there is still progress to be made at Executive Committee and senior management level regarding ethnic diversity. We recognise that diversity needs to be considered throughout the whole organisation to maintain a strong and diverse pipeline of talent and to ensure that the organisation better reflects its wider audience. We have discussed in detail ethnicity and diversity data through the hiring process and started to collect it in 2024 to establish potential areas of opportunity.

The Board has continued to work closely with the Executive Committee and other senior leaders, particularly through the two Board strategy meetings. Individual non-executive directors have continued to provide insight and expertise in certain areas to teams outside the formal Board meeting structure, and their advice has been positively received. This enables non-executive directors to share their deep knowledge and expertise, assisting strategic decision-making in the boardroom and, in turn, gaining wider insight into the business in a less formal setting.

## Risk management and internal controls

We have continued to make good progress on the journey to strengthen the effectiveness of our risk management and internal control framework. While Reach has a well-established and mature system of internal controls, a working group and steering committee were established in 2024 to assist with the documentation and review of controls and the subsequent prioritisation of those controls internally. A risk-based assurance framework will then be developed in order to support the Board's declaration, which is required at the end of 2026, in accordance with the 2024 UK Corporate Governance Code.

The Audit & Risk Committee has overseen this workstream and is pleased with the progress made to date, which will continue throughout 2025.

## Reflecting on our effectiveness as a Board

A vital part of Board governance is to reflect on our own performance and consider ways we can improve our processes and behaviours to ensure we are operating effectively. During 2024, we took several actions to address the issues and recommendations that arose from our internal Board evaluation in 2023, covering Board engagement, succession planning, and risk and controls. At the end of 2024, we conducted another internal Board evaluation through a detailed questionnaire. You can find more details on our processes, recommendations and actions on pages 76 and 77, and we will report on progress against 2024's recommendations at the end of 2025.

## Remuneration

At the 2024 Annual General Meeting (AGM), shareholders voted 89.92% in favour of renewing the three-year authority of our Directors' Remuneration Policy (the Policy) and 92.01% in favour of operating our share plans within the 10% in 10 years share plan dilution limit (removing the 5% in 10 years limit for selective plans). In 2023 and early 2024, the Remuneration Committee reviewed the Policy approved at the 2021 AGM and proposed to roll the Policy forward materially with only minor changes. The full Policy can be found in the Company's 2023 Annual Report, available on the Company's website at www.reachplc.com/investors/results-and-reports.

You can read more about this in our section 172 statement on pages 70 to 73.

## The year ahead

The Board will continue to oversee the data-driven CVS, which saw digital revenue return to growth in 2024. While we expect industry change to continue into 2025, our role as a Board will remain focused on supporting management and holding them to account on the transition to a more resilient digital business.

**Nick Prettejohn**
Chairman

4 March 2025

### Compliance with the UK Corporate Governance Code

The Board considers that, during 2024, the Company applied the principles and complied with the provisions of the Financial Reporting Council's (FRC) 2018 UK Corporate Governance Code (2018 Code). You can read more about our compliance with the 2018 Code on page 104.

## Our Board

# OUR BOARD

N Nomination Committee
A Audit & Risk Committee
S Sustainability Committee
R Remuneration Committee
Denotes Committee chair

### Nick Prettejohn
**Chairman**

N S R

**Appointment date:** March 2018
(appointed as Chairman in May 2018)

**Skills, experience and contribution:** Nick has significant chairmanship and listed company experience. Since his appointment in 2018, he has successfully led the Board through a period of transition, bringing on board a new CEO, two CFOs, a Senior Independent Director and an Audit & Risk Committee Chair. Nick has deep financial services experience, in-depth regulatory knowledge, significant experience in strategic planning and implementation, and strong leadership qualities. The Board believes Nick's strong leadership and chairing skills mean he continues to effectively lead the Board. Some of Nick's previous appointments include Chairman of the Financial Services Practitioner Panel, the Britten-Pears Foundation, Brit Insurance, the Royal Northern College of Music and Scottish Widows Limited. He was also Non-Executive Director of Lloyds Banking Group plc, the Prudential Regulation Authority and Legal & General plc, Member of the BBC Trust, and CEO of Prudential UK and Europe and Lloyd's of London.

**Current external appointments:** Chairman of TSB Banking Group plc and the charity Prisoners Abroad, Senior Independent Director of YouGov plc and Trustee of the charity Opera Ventures.

### Jim Mullen
**Chief Executive Officer**

N S

**Appointment date:** August 2019

**Skills, experience and contribution:** Jim has significant experience in advertising and communications, having spent more than 10 years in some of the industry's leading marketing and communications groups, as well as on significant digital transformation projects. Since his appointment in August 2019, Jim has developed and communicated a clear strategic vision for the future of the business, and the Board considers his continuing leadership critical to executing the strategy. Some of Jim's previous appointments include Group CEO of Ladbrokes Coral plc and Ladbrokes plc, Chief Operating Officer of William Hill Online and Director of Digital Strategy and Product Management at News International.

**Current external appointments:** Senior Non-Executive Director of Racecourse Media Group.

### Darren Fisher
**Chief Financial Officer**

S

**Appointment date:** February 2023

**Skills, experience and contribution:** Darren is a seasoned finance professional with more than 30 years' leadership experience in global multi-service sector, blue-chip companies in the UK, India and Australia. He has worked across the media, technology, business services and aviation sectors. Darren's extensive experience enables him to offer the Board relevant insight into strategy development and implementation, business transformation and integrating acquisitions.

Darren was previously Group Director of Finance at ITV plc, responsible for the group finance functions and operations. He was also divisional CFO for the Media & Entertainment division, which contains the UK broadcast business as well as ITV's digital offerings (ITVX). He has previously served as Director of Finance for Micro Focus plc, Sage plc and Xchanging plc.

**Current external appointments:** None.

**Our Board continued**

N Nomination Committee
A Audit & Risk Committee
S Sustainability Committee
R Remuneration Committee
Denotes Committee chair

## Anne Bulford, CBE

**Independent Non-Executive Director**

N S A R

**Appointment date:** June 2019

**Skills, experience and contribution:** Anne is a chartered accountant and an experienced media CFO and Audit Committee Chair. The Board considers her continuing leadership of the Audit & Risk Committee to be important in ensuring the Company continues to benefit from an independent and objective audit. Anne was awarded an OBE in 2012 for services to UK broadcasting and, in 2020, a CBE for services to broadcasting and charity. Some of Anne's previous appointments include Deputy Director General of the BBC and Chief Operating Officer of Channel 4. Her previous non-executive roles include Chair of the Audit Committee of the Executive Committee of the Army Board and Audit Committee Chair of Ofcom and the Ministry of Justice. Anne qualified as a chartered accountant with KPMG and spent 12 years in practice.

**Current external appointments:** Non-Executive Member of KPMG's Public Interest Committee, Non-Executive Chair of Trustees of Great Ormond Street Children's Hospital Charity and Governor of the Royal Ballet.

## Priya Guha, MBE

**Independent Non-Executive Director**

N S A R

**Appointment date:** September 2022

**Skills, experience and contribution:** Priya brings a unique mix of senior diplomatic and governmental leadership to the Board, alongside extensive experience of the technology sector. She is a Venture Partner at Merian Ventures, with a focus on women-led innovation investments. She is also a Non-Executive Director of Herald Investment Trust and UK Research & Innovation and Senior Independent Director of Digital Catapult. Previously, Priya was a career diplomat, most recently as British Consul General to San Francisco, with postings before that in India and Spain. In 2021, Priya was awarded an MBE for services to international trade and women in innovation.

**Current external appointments:** Venture Partner at Merian Ventures, Non-Executive Director of Herald Investment Trust and UK Research & Innovation, Senior Independent Director of Digital Catapult, Member of Associate Faculty at the Hult Ashridge Business School, Member of the Royal Academy of Engineering International Committee and Trustee of TechSheCan.

## Denise Jagger

**Senior Independent Director**

N S A R

**Appointment date:** December 2022

**Skills, experience and contribution:** Denise is a qualified solicitor, having been a partner at Addleshaw Goddard and, until 2020, at Eversheds Sutherlands LLP. Denise brings extensive governance and plc experience to the Board, having held several non-executive positions during her career. Her previous appointments include Non-Executive Director at CLS Holdings plc, Bellway plc, Pool Reinsurance Company Limited, Redrow plc and the British Olympic Association, and Chair and Pro Chancellor of the University of York. She was also a Director of Asda Stores, and Group General Counsel and Company Secretary of Asda Walmart. Through these roles, she has acquired a broad range of M&A, finance raising, competition, regulation compliance, HR and remuneration and benefits experience.

**Current external appointments:** Senior Independent Director of Topps Tiles plc, Trustee of the National Trust and a Member of the Advisory Panel of the charity IntoUniversity.

**Our Board continued**

N Nomination Committee
A Audit & Risk Committee
S Sustainability Committee
R Remuneration Committee
Denotes Committee chair

## Barry Panayi

**Independent Non-Executive Director**

N S A R

**Appointment date:** October 2021

**Skills, experience and contribution:** Barry is an established and recognised leader in the digital and data space, having spent most of his career in senior positions at a range of sectors focusing on data, insight and analytics capability development. He has current executive experience, having worked as Chief Data and Insight Officer at the John Lewis Partnership since March 2021. Before this, he was Group Chief Data & Analytics Officer at Lloyds Banking Group. Barry has extensive experience in leading data-driven transformations and managing large teams, having also held senior roles at Bupa and Virgin Group. He started his career working in consultancy for EY, specialising in data and digital.

**Current external appointments:** Chief Data and Insight Officer at the John Lewis Partnership and Non-Executive Director of Ofgem.

## Wais Shaifta

**Independent Non-Executive Director**

N S A R

**Appointment date:** September 2022

**Skills, experience and contribution:** Wais brings a varied ecommerce background and customer focus expertise to the Board, having previously held executive roles in several online businesses. He has extensive experience driving growth and transformation for several digitally enabled brands, with a track record of leveraging data to drive customer engagement. As the former CEO of Push Doctor, one of the leading digital healthcare companies in Europe, Wais worked in partnership with the NHS to connect thousands of patients each week with clinicians. Before joining Push Doctor, Wais was Director of Global Operations at Treatwell and before that International Operations Director at Just Eat.

**Current external appointments:** Non-Executive Director and Chair of the Sustainability Committee and Remuneration Committee of The Gym Group plc, Non-Executive Director of The Co-operative Group Limited and Snappy Shopper Ltd, Operating Partner of Samaipata and Senior Independent Trustee of The Football Foundation.

## Olivia Streatfeild

**Independent Non-Executive Director and Colleague Ambassador**

N S A R

**Appointment date:** January 2016

**Skills, experience and contribution:** Olivia has a strong commercial and consumer background, having previously held executive roles at TalkTalk, including as Commercial Director and Marketing & CRM Director. Olivia has a data-driven and analytical approach to problem-solving, having worked in consulting for McKinsey & Company. This enables Olivia to support the Board in overseeing the data-driven and customer-centric strategy. Some of Olivia's previous appointments include Chief Executive Officer of INTO University Partnerships, Commercial Director of TalkTalk's consumer business and Partner at Sir Charles Dunstone's investment vehicle, Freston Ventures. Olivia was an Associate Principal at McKinsey & Company and a leader in the business's consumer retail practice.

**Current external appointments:** Chief Executive Officer of Flamingo Group International and Non-Executive Director of Denhay Farms Limited.

See page 77 for the Board's assessment of Olivia Streatfeild's independence.

# BOARD IN ACTION

## BOARD ACTIVITIES DURING 2024

### MANTIS

Mantis, our proprietary ad tech platform, was launched in 2019 as an AI brand safety solution product for publishers and advertisers, and since then, has also developed as a contextual targeting and recommender tool. The Board frequently receives updates on Mantis and its development into a standalone product. The Board has invested in people to drive Mantis's growth, which included the appointment of a managing director in June. At the strategy meeting in September, the Board discussed the progress of the partnerships in place in 2024 and the growth opportunities.

For more information on Mantis, please see page 8.

### FEBRUARY

- Editorial review and discussion on the creation of the Content Hub
- Presentation from an external expert on Net Promoter Scores (NPS)
- Financial training for Audit & Risk Committee members

### MARCH

- 2023 full-year results released and final dividend declared to shareholders
- 2023 Annual Report approved
- Broker update covering the full-year results and roadshow, equity market backdrop and macro economy
- Approval of the Reach Pension Plan to Master Trust model
- Update on the US business from newly appointed Managing Director, US
- 2023 Gender Pay Gap Report approved

### APRIL

- Strategy off-site meeting held in Glasgow to discuss progress against the CVS, including Mantis, non-advertising revenues, Studio and the Content Hub
- Colleague lunch held with the Board, Executive Committee and regional leaders in Glasgow
- Mirror deep dive with newly appointed Editor-in-Chief

### MAY

- AGM held with shareholders and Remuneration Policy approved
- Q1 trading update released
- Modern Slavery Statement approved
- Colleague lunch held with the Board and Finance Leadership Team

### JULY

- 2024 half-year results and interim dividend declared to shareholders
- Sharesave scheme approved for launch in UK, Ireland and the US for eligible employees
- Colleague breakfast hosted by non-executive directors
- Update on cyber security programme

### SEPTEMBER

- Second strategy off-site meeting held in Birmingham
- Colleague lunch held with the Board, the Executive Committee and regional leaders in Birmingham
- Update on Mantis and its role in the Company's strategy
- Purchase of £0.6m of shares into the employee benefit trust approved

### OCTOBER

- Colleague breakfast hosted by non-executive directors
- Q3 trading update released
- Update on data protection priorities and progress

### NOVEMBER

- Climate-related training for the Board and Executive Committee

### DECEMBER

- Submission of sustainability targets to Science Based Targets initiative (SBTi) for validation approved
- Approach to our third year of reporting under TCFD approved, including metrics and targets
- 2025 budget approved
- Refinancing of the Revolving Credit Facility approved
- Express deep dive with newly appointed Editor-in-Chief
- Annual review of corporate governance compliance

**Board in action continued**

# SUPPORTING DELIVERY OF THE STRATEGY

## Purpose

Our purpose is to enlighten, empower and entertain through brilliant journalism.

This purpose directly informs and inspires our strategy. By better understanding our customers and delivering more data-led content and advertising, we can continue to invest in our journalism, our people and our future.

To deliver our purpose, we must continue to strengthen our data capabilities and audience engagement, and support our strategy by maintaining a company culture that empowers our people to perform at their best.

For more information, see Our strategy on page 12 of the Strategic Report.

## Strategy days

The Board held two in-depth strategy days in 2024: the first in April and the second in September. The goals and objectives of the sessions were to reflect on the Company's progress with CVS, review progress on investment initiatives endorsed by the Board in 2023 and identify further areas with potential for growth.

Given the importance to the Board of understanding the business rationale and the risks and opportunities faced, it worked together with the Executive Committee throughout the strategy days to encourage an immersive debate and discussion.

The main topics covered were:

- reaffirming Reach's CVS priorities of a data-driven approach enabling a richer understanding of our audiences, and broadening revenue beyond advertising while still protecting our core purpose, journalism;
- newsroom transformation to further support the digital-first approach;
- key growth areas, including youth and social audiences; and
- ways to improve engagement and user experience, including a new website platform.

Outcomes from these topics were:

- continued diversification of revenue streams through Mantis, affiliates and ecommerce. Reach's own ecommerce platform, Yimbly, was launched in 2024;
- launching the centralised Content Hub, enabling editorial teams to adapt quickly to breaking news or trending stories and reach wider audiences;
- a new website platform was trialled on the Liverpool Echo, which doubled page loading speeds, removed the issues of page shifting and ad buffering and increased page views per visit. The platform has since been launched for numerous titles and we will continue to roll it out through 2025; and
- further investment in multi-platform content was approved for new Studio facilities in London and various regional hubs.

## Next steps

Given the ongoing development of strategic priorities, the Board will continue to monitor and evaluate progress made. As well as reviewing progress at two planned off-site strategy sessions in 2025, the Board will spend time outside these sessions discussing all aspects of the strategy.

**Board in action continued**

# MONITORING OUR CULTURE

The Board wants Reach to be a community in which all colleagues feel respected, happy in their work, united by a shared purpose and empowered to succeed. While the Board works to establish and support this culture, it is the individual actions of all colleagues that make it a reality and ensure that these values are embedded within the business.

For the Board, developing a culture that encourages and creates opportunities for individuals and teams to thrive and to realise their full potential is not only the right thing to do for us as people, but also helps create long-term value for shareholders and stakeholders.

Throughout 2024, the Board used several indicators and measures to monitor and assess the Group's culture, and we describe some of those below.

## Employee engagement surveys and experience

The Board receives quarterly reports on engagement survey results, which contain several culture-related questions.

The HR Director reports the findings to the Board and discusses key focus areas and actions in detail. The mechanisms for understanding engagement include:

- employee metrics (such as absence, unplanned leavers and churn), employee relations cases, health and wellbeing, and talent, including management training;
- engagement forums, such as interest networks, working groups, ambassadors and union relationships; and
- employee feedback, such as monthly surveys, focus groups, leadership meetings and monthly check-ins for all colleagues with their managers.

Close monitoring of employee sentiment and feedback through the monthly pulse survey allows the impact of initiatives to be quickly assessed, as well as highlighting areas where specific action needs to be taken. In 2024, the survey highlighted a positive response to the Company's annual pay award, with sentiment around reward improving significantly. In response to lower sentiment relating to the management of change and transformation, the approach to communicating change initiatives, such as the implementation of the new Content Hub, was adjusted to promote earlier engagement and involvement from colleagues.

## Colleague Ambassador

In her role as Colleague Ambassador, Non-Executive Director Olivia Streatfeild provides the Board with an independent link to our workforce. Olivia joins regular employee engagement review meetings with our Group HR Director, which cover key diversity and inclusion initiatives and outputs, overall employee experiences and feedback, and talent and succession planning.

These are all supported by clear data and evidence.

Olivia reports her observations and the matters raised by colleagues to the Board to make sure they are considered and factored into key decisions.

Denise Jagger will take over as Colleague Ambassador on 1 May 2025.

## Colleague breakfasts

In 2023, the Board decided to expand opportunities for engagement with the workforce and introduced colleague breakfasts with non-executive directors (without senior executives present) to our events schedule. This continued in 2024, with Olivia Streatfeild hosting both breakfasts as Colleague Ambassador, joined by Denise Jagger in July and Barry Panayi in October. The breakfasts were held in person in small groups to make sure everyone had a chance to be heard and give the Board a direct insight into the opinions of the workforce, its current morale and any

"Through the opportunity to speak to colleagues at the colleague breakfast, I was not only able to understand the sentiment around certain elements of the strategy but also discuss in depth what the feelings, hopes and challenges were around topics such as the use and management of AI across Reach and the excitement around the plans to produce more high-quality video content in-house. Hearing real examples was great confirmation that Reach is focusing on the areas that our colleagues believe are huge opportunities and are confident we can excel in."

**Barry Panayi, Non-Executive Director**

**Board in action continued**

issues faced by the business. Colleagues from a wide range of teams attended both breakfasts to ensure a diverse range of voices were present, including the editorial, commercial, finance, IT, HR, print, customer and product teams.

The insights and outcomes of the sessions were fed back to the Board at the following Board meetings. Themes raised included:

- our plans to embrace AI and also manage the risks it presents;
- ideas to foster a collaborative culture;
- supporting diversity and inclusion, in our teams and our content; and
- our plans to produce more video content.

The sessions were very well received by both colleagues and the Board and will continue in 2025.

## Site visits

All our Board members met with colleagues in person in 2024 as part of visits to our Glasgow and Birmingham hubs, where they also held lunches with the Executive Committee and other regional leaders. These allowed the Board to gather views about how well the strategy was understood and embedded within the business and gain valuable insights into the regions.

## Diversity and inclusion

The Group HR Director presented regular updates to the Board. In 2024, these included updates on that year's agreed priorities (read more on page 34), which were:

- employee networks – supporting and evolving our employee inclusion networks to grow membership and increase value to members and the organisation;
- data – carrying out early analysis of ethnicity data at the hiring stage to establish potential areas of opportunity, and working with employee networks on internal progression; and
- outreach – delivering talent outreach programmes targeting communities less likely to pursue a career in journalism.

In September, the Company announced its partnership with The King's Trust to launch Get Into Journalism, a four-week training programme for young people from underprivileged and underrepresented backgrounds. Jim Mullen, our CEO, provided updates to the Board outlining the success of the programme, including eight candidates securing an apprenticeship in our newsrooms. You can read more about this on page 34.

The Board recognises that the employee data it receives helps it to understand and refine the cultural and organisational characteristics of Reach. During 2025, it will continue to focus on gathering high-quality information to enable it to monitor progress.

## Talent

The Nomination Committee regularly receives talent assessment updates about the Executive Committee and its direct reports. This provides the Board with insight into decision-making around investing, succession planning and managing our talent pipeline, in line with Reach's values, vision and strategy.

## Gender Pay Gap

The Remuneration Committee undertook a deep dive to understand the various factors contributing to the small increase between the 2023 and 2024 Gender Pay Gap. We will continue to monitor the situation closely so that we can maintain the long-term downward trend of our Gender Pay Gap.

## Compliance

The Board oversees the implementation of policies regarding anti-bribery, anti-slavery, data protection and cyber security. It also oversees e-learning modules for colleagues and receives regular updates on completion rates. The Director of Risk and Audit provides updates on any matters raised through the Group's whistleblowing procedures.

**Directors' attendance at Board and Committee meetings during the year is outlined below:**

| Director | Board | Nomination Committee | Sustainability Committee | Audit & Risk Committee | Remuneration Committee |
|---|---|---|---|---|---|
| Nick Prettejohn[1] | 8/10 | 2/2 | 2/2 | n/a | 4/5 |
| Anne Bulford | 10/10 | 2/2 | 2/2 | 5/5 | 5/5 |
| Darren Fisher | 10/10 | n/a | 2/2 | n/a | n/a |
| Priya Guha | 10/10 | 2/2 | 2/2 | 5/5 | 5/5 |
| Denise Jagger[2] | 10/10 | 2/2 | 2/2 | 4/5 | 5/5 |
| Jim Mullen | 10/10 | 2/2 | 2/2 | n/a | n/a |
| Barry Panayi | 10/10 | 2/2 | 2/2 | 5/5 | 5/5 |
| Wais Shaifta[3] | 9/10 | 1/2 | 2/2 | 4/5 | 4/5 |
| Olivia Streatfeild[4] | 9/10 | 2/2 | 2/2 | 4/5 | 5/5 |

1. Nick Prettejohn was unable to attend and Chair two Board meetings and attend a Remuneration Committee meeting as he was recovering from an operation.
2. Denise Jagger was unable to attend an Audit & Risk Committee meeting due to a pre-agreed prior commitment.
3. Wais Shaifta was unable to attend a Board, Nomination Committee, Audit & Risk Committee and a Remuneration Committee meeting due to pre-agreed prior commitments.
4. Olivia Streatfeild was unable to attend a Board and an Audit & Risk Committee meeting due to pre-agreed prior commitments.

**Board in action continued**

# Q&A WITH OLIVIA STREATFEILD

### How have you seen the Company evolve since you joined the Board?

There are three key areas that really stand out to me. First, our digital and data capabilities have grown immensely. Everything we do is driven by our CVS, underpinned by headline metrics like revenue per thousand pages (RPM), and we've built a formidable dataset of registered users. The teams are forensically analysing user data to drive engagement and commercial benefits.

Second, the close collaboration between editorial and commercial teams continues to grow, driving an integrated, data-driven approach to revenue generation. We've built up centres of excellence in sports, politics, what's on, and so on. This enables us to better harness our scale for speed, efficiency and cutting-edge campaigns.

And third, our colleague base has become far more dynamic and inclusive. Reach speaks to, and for, a diverse UK population from a range of backgrounds, and we recognise the importance of our colleagues representing our audience. We believe we are the natural champion of the UK's underrepresented segments and are tailoring our talent strategies to reflect this. As Colleague Ambassador, I host a series of breakfasts with mixed groups of colleagues from across the Company and I always come away wholly galvanised by their conviction, diversity of skills and experience, and restlessness to improve. It's truly inspiring.

### How is the Board supporting Reach's long-term strategy and what Company milestones have stood out to you during your tenure to date?

The Board has been focused on guiding the Company through key challenges, like drawing a line under the long-standing historical legal issues and also moving closer to fully funding the Group's pension obligations. The Board is now looking forward to building on the foundations of the CVS. It is focused on extending the breadth of our content and enhancing the user experience to encourage our audience to spend more time on our platforms. We can see this happening successfully with our investments in the Content Hub, strengthening our authority in many lifestyle areas, including health, gardening and sports beyond football.

In terms of achievements, several moments stand out. These include launching the Live portfolio of online local sites, as well as introducing the CVS itself. Moving to RPM as a primary metric has sharpened our focus on what drives success. There have also been pivotal editorial moments, such as the Mirror breaking the news on the political scandal of what is now called Partygate.

### How does Reach support employee wellbeing and engagement?

Supporting our colleagues is a key focus for Reach. There's been a huge emphasis on mental health, with a range of resources available to employees, and best-in-class online safety support. Our Diversity and Inclusion (D&I) efforts have also grown tremendously and we're now recognised as one of the top diversity employers, with employee inclusion networks being a vital part of providing equal access to opportunities at Reach. On top of that, we've developed a highly granular, data-led view of the colleague base, which allows us to dig deep into sentiment and engagement.

# S172 STATEMENT

As directors, we are committed to promoting the long-term success of the Company for the benefit of its members as a whole while responsibly balancing the interests of our diverse stakeholder groups. In accordance with section 172 of the UK Companies Act 2006 (the Act), we place the interests and insights of our stakeholders at the heart of our decision-making. This involves carefully considering the impact of our actions on our people, customers, communities, suppliers, shareholders and the environment.

We acknowledge that key decisions we make will affect long-term performance. We also recognise that every decision we make will not necessarily result in a positive or equivalent outcome for all of our stakeholders. By considering our purpose, vision and values, together with our strategic priorities, we are better able to choose the best course of action for the Company while maintaining our reputation for high standards of business conduct.

Our focus remains on ensuring that our actions today support sustainable, long-term performance. By continually assessing the outcomes of our decisions, engaging in meaningful dialogue and adapting to our stakeholders' evolving needs, we aim to strengthen our resilience and adaptability in a dynamic business environment.

In this section, we set out how the Board has, in performing its duties over the year, considered matters set out in section 172 of the Act, alongside examples of how each of our key stakeholders has been considered and engaged. We also discuss how we do this on pages 25 to 41 of the Strategic Report.

## Principal decisions in 2024

Here are two examples of our principal decisions in 2024 and how we considered section 172 matters:

### Remuneration Policy and share dilution limits

In May 2024, the updated three-year Remuneration Policy and amendments to the Long Term Incentive Plan (LTIP) rules regarding share plan dilution limits were approved by shareholders at the AGM.

The Remuneration Committee undertook a thorough review of the continuing appropriateness of the previous Policy and proposed to materially roll forward the Policy in terms of incentive quantum and architecture. The Committee put this updated Policy forward to ensure decisions taken by executives are in the long-term best interests of stakeholders.

In deciding to propose revised share plan dilution limits, the Board considered the impact on colleagues and felt the new limit would enhance the Group's ability to make LTIP awards to colleagues who had been making important contributions to the business, particularly the Company's continuing transformation into a customer data-led business. The Board, therefore, considered the change as important in supporting the CVS, which also benefits other stakeholder groups such as customers and advertisers as well as our workforce.

The Committee also engaged with the top 11 shareholders (owning more than 70% of the share register) via a formal consultation letter. The Remuneration Committee Chair offered meetings with shareholders to further discuss the proposals.

Following feedback received from shareholders, the Company confirmed its intention to proceed with the new Policy and revised dilution limit, and to also buy shares into the employee benefit trust (EBT) when it was appropriate to do so, to manage overall dilution from share plans. The Board subsequently approved the purchase of £0.6m of shares into the EBT in September 2024, which involved careful review of the Company's cash and liquidity position to ensure other financial obligations could continue to be met.

### Science Based Targets submission

In 2024, the Sustainability Committee approved the near-term Science Based Targets (SBTs) for submission to the SBTi for official validation. This forms part of the Company's five-year climate strategy, which was approved by the Sustainability Committee in 2022.

The Company has committed to reducing the negative impact that our operations have on the environment. This included setting commitments to reducing Scope 1, 2 and 3 greenhouse gas emissions. To help decide on the Scope 1, 2 and 3 emission reduction targets that would be submitted to the SBTi, the Board instructed further analysis be undertaken on how Reach could achieve its proposed near-term SBT target. This included detailed energy surveys to refine the investment costs of the different emission reduction measures to ensure these were affordable. It was determined critical that any required investment would allow for our financial obligations, particularly to our defined benefit pension schemes, to continue to be met. Investment costs for Scope 3 emission reductions would involve engaging with material suppliers, and further action would need to be taken by them to reduce their emissions. The Board acknowledges that working with low-carbon suppliers could affect procurement costs and this was considered as part of the approval process.

**S172 statement continued**

## Board engagement

| Stakeholder | How we engaged in 2024 | Outcomes and impact |
|---|---|---|
| **Our people** | • Site visits to the Glasgow and Birmingham hubs, where the Board met with colleagues on an informal basis and hosted lunches with Reach leaders<br>• Olivia Streatfeild, Colleague Ambassador, hosted two breakfast sessions with colleagues, each attended by another non-executive director, to hear directly from a diverse range of voices (read more on pages 67 and 68)<br>• The directors continued to interact with senior leaders and receive presentations at Board meetings. Executive Committee members all regularly presented to the Board, often discussing the views and sentiments of their respective teams<br>• The Board launched a Sharesave scheme for colleagues in the UK, Ireland and the US, enabling employee investment in the Group<br>• The Audit & Risk Committee undertook a deep dive into the attraction and retention of talent, one of our principal risks<br>• The CEO held regular breakfast sessions with colleagues across the business and communicated with colleagues via weekly emails as well as livestreams throughout the year<br>• The Board received regular updates on HR matters, diversity and inclusion, and employee engagement survey results | Site visits and face-to-face interactions with colleagues provided first-hand insight into culture and sentiment within the business, helping the Board make broader strategic decisions.<br><br>Using insight to drive people-based decisions means we can support colleagues, fostering a positive working experience. Employee survey results provide the Board with insights which help us keep colleagues engaged and enable us to make better decisions for the workforce.<br><br>The Sharesave scheme, which will give colleagues the opportunity to acquire shares in the business at a discounted rate at the end of the savings period in 2027, has strengthened alignment between employee and shareholder interests. |
| **Customers** | • Endorsed strategies to reach wider audiences, including the new Studio team, which is focused on producing strong video content<br>• Discussed Guten, our in-house AI tool that assists our newsrooms by automating and speeding up content uploading<br>• Continued the diversification of digital revenues, including OK! Beauty Box and the launch of Yimbly, a dedicated marketplace platform<br>• Supported the rollout of a new platform for our websites to improve the user experience<br>• Reviewed the Mirror, Express and Daily Star's NPS<br>• Endorsed the creation of the Content Hub, allowing newsrooms to use resources more efficiently, and create niche topics and topic experts with strong search authority | The Board's focus on customer engagement has enhanced our strategic direction, enabling us to refine our content and adapt to customer preferences. By expanding our video capabilities, we are better positioned to provide relevant, diverse content that strengthens customer loyalty, and can reach our audiences through various different media.<br><br>By diversifying our digital revenue streams, we can attract a different audience demographic and also further enhance our advertising offering.<br><br>The NPS is a market research metric that measures customer satisfaction, loyalty and enthusiasm. The Board agreed to reinvigorate the metric to gain deeper insights into customer perceptions and responses to product innovations and launched an updated NPS survey to customers. |

**S172 statement continued**

| Stakeholder | How we engaged in 2024 | Outcomes and impact |
|---|---|---|
| **Communities** | • Participated in climate-related training<br>• The Sustainability Committee received presentations on the positive social impact that the Group's content has had on communities across the country, through campaigns, lobbying and forcing change, protecting the environment and promoting social good<br>• Monitored compliance with, and progress on, the journey to net zero and climate-related reporting, including the Task Force on Climate-related Financial Disclosures (TCFD)<br>• Received updates on the Get Into Journalism programme in partnership with The King's Trust, providing training and opportunities in journalism for young people from underprivileged and underrepresented backgrounds | Reach's titles publish content read by a wide audience and we have a responsibility to uphold our reputation as a trustworthy news publisher. Our titles are embedded within our communities, ensuring important issues are covered and we spearhead campaigns to effect change.<br><br>Through further training, the Board's understanding of near- and medium-term Environmental, Social and Governance (ESG) compliance has deepened.<br><br>We implemented a register for tracking the quantity and impact of editorial ESG work within the Group, and the Board approved the submission of near-term SBTs to the SBTi for official validation. |
| **Advertisers** | • Received regular updates from executive directors on advertising performance and also marketplace trends as part of the financial performance<br>• Reviewed the performance of Mantis (our in-house advertising technology platform in the B2B market), exploring its role in the advertising strategy and securing its first deals with external partners | The Board's engagement with our advertising strategy has provided valuable insights into the performance of Mantis, supporting innovation in targeted advertising solutions. |
| **Suppliers and partners** | • Discussed contracts and relationships for major suppliers, looking at each supplier's perspectives and pressures, with any key risks to Reach and relevant mitigating actions<br>• Reviewed and negotiated the terms of two significant wholesale suppliers<br>• The Audit & Risk Committee undertook a deep dive into supply chain disruption, one of our principal risks, focusing on print/operations and digital product risks, and mitigation strategies in place, including insurance | The Board remains committed to fostering strong, transparent relationships with our suppliers and partners, ensuring that any significant decisions or changes reflect our dedication to sustainable and mutually beneficial partnerships. The Board oversaw and approved the renegotiation of two long-standing wholesale distribution agreements to better reflect current operations and relationships, strengthen contractual terms, reduce risk and improve alignment between the two agreements. |
| **Shareholders** | • Held an AGM in May 2024, providing an opportunity for shareholders to interact with directors and ask questions<br>• The Remuneration Committee Chair met with institutional shareholders to discuss the 2024 Remuneration Policy<br>• The CEO and CFO held investor roadshows and briefings for the full-year and half-year results, including presentations and Q&A sessions for analysts<br>• Reviewed reports and received presentations from brokers and the Investor Relations Director on shareholder feedback and market perceptions | Frequent and transparent engagement activities provide opportunities for the Board to communicate its strategy and financial performance, governance and strategic directions and to understand shareholder views and perceptions.<br><br>The 2024 Remuneration Policy was approved by 89.92% of shareholders voting at the AGM, showing strong support for the renewed Policy. Following shareholder feedback, the Board subsequently approved the purchase of £0.6m of shares into the EBT (read more on page 70). |

**S172 statement continued**

| Stakeholder | How we engaged in 2024 | Outcomes and impact |
|---|---|---|
| **Pension funds and members** | • Approved the 2022 triennial pensions valuation for the Trinity Retirement Benefit Scheme, the Midland Independent Newspapers Pension Scheme and the Express Newspapers 1988 Pension Fund, which concluded all 2022 triennial pensions valuations<br>• Approved the transition of the Reach Pension Plan (a defined contribution pension scheme) to a Master Trust model | The conclusion of the 2022 triennial pension valuations means there is an agreed pathway to fully funding the schemes and, from 2028, pension commitments are expected to reduce by c.£40m.<br><br>Transitioning to a Master Trust pension model allows the pension scheme to be managed more efficiently, at a reduced cost, with consistent governance arrangements. |
| **Government and regulators** | • Received a series of regulatory updates from the CEO and Head of External Communications covering topics such as the Digital Markets, Competition and Consumers Bill, Government advertising spend and the Employment Rights Bill<br>• Through the CEO's directorship of the News Media Association, the Board received regular updates regarding the views and concerns of the Government, regulatory authorities, industry bodies and other organisations on political, legal and regulatory matters | Government policies and regulation in areas such as competition and technology can affect our ability to operate effectively. We will continue to engage with the Government and other stakeholders to make sure our views feed into policymaking. This engagement positions us to effectively navigate regulatory changes, and build and maintain strong relationships with regulatory bodies. |

## Nomination Committee Report

# COMPOSITION, SUCCESSION AND EVALUATION

**Nick Prettejohn**
Nomination Committee Chair

The Nomination Committee (the Committee) is responsible for reviewing the composition, size and structure of the Board, its governance and succession arrangements and its knowledge and independence. The Committee reviews Board tenure, skills and experience to ensure it remains appropriately balanced and aligned with current and future strategic priorities. The Committee also looks at talent and succession planning for the Executive Committee and senior management.

We performed another internal evaluation in 2024, and the results and progress made against 2023's recommendations are discussed on pages 76 and 77. Board engagement was one area of focus, and non-executive directors hosted two colleague breakfasts, providing insight into workforce sentiments and morale, and we will repeat these valuable engagements in 2025 and beyond. You can learn more about the 2024 events on pages 67 and 68.

Building and maintaining a diverse and inclusive workforce is of the utmost importance to the Board and the Committee, and the shared desire to achieve this goal influences every hiring discussion and decision. At the end of 2024, the Board was 44.4% female (four of nine directors), with two Board members from an ethnic minority background. The position of senior independent director is also held by a woman, meaning the Board meets the diversity requirements under the Listing Rules.

Olivia Streatfeild who reached nine years of service in January 2025 has indicated her willingness to remain on the Board and will stand for re-election at the 2025 AGM. She continues to provide a wealth of strategic and commercial knowledge and experience to Board discussions. As part of rotation of Board roles, Barry Panayi, Non-Executive Director, will be taking over as Remuneration Committee Chair and Denise Jagger, Senior Independent Director, will take on the role of Colleague Ambassador at the conclusion of the AGM on 1 May 2025.

Executive and senior management succession and talent will remain an area of keen focus to ensure that we develop the strong and diverse pipeline of future leaders we need to deliver our strategy and long-term plans.

**Nick Prettejohn**
**Nomination Committee Chair**

4 March 2025

### Role of the Committee

The Committee is responsible for:

- Board composition – the Committee considers the balance of skills, diversity, knowledge and experience of the Board and its Committees, and reviews the Board's structure, size and composition, including the time commitment required from non-executive directors;
- Board appointments – the Committee leads on the recruitment and appointment process for directors and makes recommendations regarding any adjustments to the composition of the Board; and
- succession planning – the Committee proposes recommendations to the Board for the continuation in service of each director and ensures that the Board is well prepared for changes to its composition, with appropriate succession plans in place.

The Committee has formal terms of reference, which are available on the Company's website at www.reachplc.com.

## Committee membership

The members of the Committee are the Chairman of the Board as the Committee Chair, all non-executive directors and the CEO. The majority of Committee members are independent non-executive directors. The Committee met twice during 2024 and attendance is set out in the table opposite.

## Key focus areas

### Board succession planning

At least twice a year, the Committee discusses the future composition of the Board, with a rolling programme to consider its size and shape, taking into account the tenure of individuals, expertise required and diversity.

The Committee regularly reviews Board and Committee succession plans. There were no changes to Committee Chairs in 2024, but emergency and short-term succession plans for Board and Committee roles were reviewed and agreed by the Committee.

### Executive succession planning and talent

The Committee regularly reviews Executive Committee and senior management succession planning and has formal plans in place for the short, medium and long term. Emergency plans are in place should the need arise to fill any executive position and these are periodically assessed. This proactive approach allows the Committee to identify and develop internal talent capable of stepping into key leadership positions.

The Committee received presentations on the performance of the Executive Committee and other senior managers, and reviewed the Executive Committee and senior management pipeline.

### Board Diversity Policy

The Board and Committee fully recognise the importance of Diversity and Inclusion (D&I) at Board and senior management level. The Board Diversity Policy (the Policy) is reviewed annually and available to view at www.reachplc.com/investors/corporate-governance/policies.

The Policy formally sets out the Company's approach to the diversity of the Board and its Committees. The Policy is consistent with the Company's objective to promote D&I across the business and is aligned with the Company's three D&I pillars: connect, respect and thrive. This helps to ensure that the skills, experience, and social, cultural, educational and professional backgrounds of the workforce are appropriately diverse to support the Company's strategy.

The Policy and the Group's Inclusion Policy's objectives are inextricably linked to the Company's strategy, which includes creating a culture in which all can thrive. The governance framework ensures that, for senior leaders, the Executive Committee and the Board's strategic priorities incorporate D&I where appropriate. You can read more about how D&I forms part of our strategy on page 34.

## Non-executive director induction

A full, formal and tailored induction programme is in place for new Board members, to provide a comprehensive induction to the Group and enable them to contribute to Board discussions from the outset. The induction is designed to cover a range of areas, including Board procedures and listed company director duties, the Group's operational and financial performance and strategic direction, and key areas of the business.

### Committee membership and attendance

| | |
|---|---|
| Nick Prettejohn, Chair | 2/2 |
| Anne Bulford | 2/2 |
| Priya Guha | 2/2 |
| Denise Jagger | 2/2 |
| Jim Mullen | 2/2 |
| Barry Panayi | 2/2 |
| Wais Shaifta | 1/2 |
| Olivia Streatfeild | 2/2 |

**"Building and maintaining a diverse and inclusive workforce is of the utmost importance to the Board and the Committee, and the shared desire to achieve this goal influences every hiring discussion and decision."**

**Nomination Committee Report continued**

## Evaluating performance

A formal review of the Board, its Committees and the Chairman is performed annually. The Board last undertook an externally facilitated evaluation in 2021, which was conducted by Sam Allen Associates Limited. The 2022, 2023 and 2024 reviews were conducted internally and led by the Chairman, Nick Prettejohn. The non-executive directors, led by the Senior Independent Director, Denise Jagger, conducted a review of the Chairman's performance, with Denise providing feedback from this review to Nick.

A detailed questionnaire was completed by all Board members, regular Committee attendees from senior management and external advisers. The questionnaire sought feedback on a range of matters, including the Board's oversight of the Company's purpose, values, strategy and risk, and the composition and diversity of the Board, as well as themes and issues that emerged from the last external evaluation in 2021. The 2024 evaluation confirmed that the Board was operating effectively, with appropriately balanced agendas and discussions to cover all key areas and issues. While workforce engagement had been an area of priority during the year, the Board determined there was opportunity for more interactions with colleagues and this would be a focus for 2025.

The following table sets out the actions undertaken during 2024 as a result of the 2023 evaluation and also actions to be taken in 2025 as a result of the 2024 evaluation.

| Issues and recommendations from the 2023 evaluation | Actions undertaken in 2024 |
|---|---|
| **Board engagement**<br>Continue the Board's formal and informal engagement activities with key talent across the Group | Key talent, including the Executive Committee and the level below the Executive Committee, have presented where appropriate to the Board and Committees throughout 2024, with attendance being wider than previous years.<br><br>The Board held informal engagements with leaders throughout 2024 in Glasgow and Birmingham in connection with the strategy away days. The Board and finance leadership team also met informally to build relationships, following a number of changes in the team. |
| **Succession planning**<br>Review the Board's composition and the skill sets needed over the medium term | The Board completed a skills self-assessment during 2024 and reviewed the skill sets to understand what areas might be desired for future Board members.<br><br>Succession planning discussions started for the roles of Remuneration Committee Chair and Colleague Ambassador. While Olivia Streatfeild will stand for re-election at the 2025 AGM, the Board determined it would be beneficial to rotate roles and refresh committee chairmanship at the same time. The Board has therefore appointed Barry Panayi, Non-Executive Director, as the Remuneration Committee Chair and Denise Jagger, Senior Independent Director, as Colleague Ambassador, to take effect from 1 May 2025. |
| **Risks and controls**<br>Continue work to strengthen governance and controls in light of upcoming governance reforms | In relation to the FRC's 2024 Corporate Governance Code (the 2024 Code), the Audit & Risk Committee has continued to oversee documentation and, where necessary, further strengthen controls to ensure compliance with the new requirements.<br><br>The Committee has considered and reviewed the work undertaken so far on the journey on maintaining and improving the effectiveness of the risk management and internal control framework, which included setting timelines and documenting next steps. Further updates to the work being undertaken will be provided to the Committee during 2025. |

**Nomination Committee Report continued**

| Issues and recommendations from the 2024 evaluation | Actions to be taken in 2025 |
|---|---|
| **Market developments**<br>Regular information about market developments and the Company's key competitors to be provided to the Board | A summary of the Company's key competitors for each area of the business to be presented to the Board.<br><br>Regular narrative insight on the competitive landscape and the state of play to be provided at Board meetings. |
| **Lessons learnt**<br>Lessons learnt from previous decisions or approaches to be reviewed and captured | A more systematic approach on looking back at previous decisions to be implemented. This could include management reflecting back on recent projects and sharing the learnings and areas for future improvement with the Board. |
| **Board engagement**<br>Continue and widen the Board's formal and informal engagement activities with key talent across the Group | In addition to the current programme of engagement activities, further opportunities to be considered so that the Board can meet with a wider range of colleagues across the business, and in different forums. |

## Director independence

The Board conducted an annual review of their independence for 2024, and confirmed that, excluding the Chairman, Nick Prettejohn, 66.67% of the Board are independent in the form of independent non-executive directors. The Chairman was deemed independent on appointment in 2018 and continues to demonstrate objective judgement.

Olivia Streatfeild continues to provide a wealth of strategic and commercial knowledge and experience to the Board. The Board agreed that it would be beneficial for Olivia to remain on the Board as a non-executive director, notwithstanding her tenure where she has now served over nine years on the Board. Olivia continues to ensure that all matters at committee and Board level are robustly debated and challenged. The Board considers Olivia to be independent as she continues to demonstrate objective judgement and independence.

## Diversity

Valuing D&I is an integral priority of the Company. While the Policy applies to the Board only, it sits alongside the wider Company Inclusion Policy, setting out the Company's broader commitment to D&I. It is implemented, in part, through the Code of Conduct programme.

The Board recognises the importance of D&I in the boardroom and seeks to recruit directors with varied backgrounds, skills and experience. Reach seeks to broaden the diversity of the Board to reflect its audience and their communities. This will continue to be a key consideration when appointing new non-executive directors in the future.

As at 31 December 2024, the Company has met the targets on Board diversity required to be reported on under UK Listing Rule 6.6.6R (9) with 44.4% of Board members being women (four of nine in total), the senior Board position of senior independent director being held by a woman, and two Board members being from a minority ethnic background. In addition, the Audit & Risk, Remuneration, and Sustainability Committees each have a female chair, and all of the non-executive directors are members of all committees, therefore reflecting the diversity of our Board.

**Nomination Committee Report continued**

The Committee keeps the Board composition and size under review to maintain an appropriate balance of skills, experience, diversity and knowledge for the Group. The Board also recognises the importance of D&I at senior management level. The Group's Executive Committee, the members of which are direct reports of the CEO and CFO, has nine members, including the CEO and CFO. In 2024, there were three women on the Executive Committee, the same number as in 2023. There are 77 direct reports to the Executive Committee for the purposes of FTSE 350 Women Leaders Review reporting, of whom 36 were female. Information on senior management D&I initiatives can be found on page 34 of the Strategic Report. The percentage of women within the Group overall increased slightly to 39.9% (2023: 39.0%), with women occupying 36% of senior managerial roles across the Group (2023: 36.3%).

In 2021, Reach plc joined the 30% Club, committing the Company to 30% representation of women on the Board, including one person of colour by 2023, and 30% representation of women on the Executive Committee, including one person of colour by 2023. By committing to these targets, the Board also voluntarily committed to meeting the Parker Review requirements by 2024. At the end of 2024, these targets continue to have been met, other than the Executive Committee including one person of colour.

The Board also aspires to meet the Parker Review requirement voluntarily for the Executive Committee that at least 10% of the Executive Committee will self-identify as being from an ethnic minority background by 2027.

We launched our Be Counted initiative in 2021 to capture colleague demographic and diversity data and develop the D&I strategy. According to the protected characteristics of the Equality Act 2010, along with socioeconomic data, Reach can identify areas of opportunity, along with challenges, to help drive D&I activity. Regular updates on the results of the Be Counted initiative have been provided to the Board, including how this has fed into progressing the social mobility agenda.

The following table sets out the information required under UK Listing Rule 6.6.6R (10) on the Board's and executive management's ethnic background and gender identity or sex as at 31 December 2024:

| | Number of Board members | Percentage of the Board | Number of senior positions on the Board (CEO, CFO, SID and Chair) | Number in executive management | Percentage of executive management |
|---|---|---|---|---|---|
| Men | 5 | 55.6% | 3 | 6 | 66.7% |
| Women | 4 | 44.4% | 1 | 3 | 33.3% |
| Other categories | 0 | 0 | 0 | 0 | 0 |
| Not specified/prefer not to say | 0 | 0 | 0 | 0 | 0 |
| White British or other White (including minority-white groups) | 4 | 44.4% | 2 | 8 | 88.9% |
| Mixed/Multiple ethnic groups | 1 | 11.1% | 0 | 0 | 0 |
| Asian/Asian British | 1 | 11.1% | 0 | 0 | 0 |
| Black/African/Caribbean/Black British | 0 | 0 | 0 | 0 | 0 |
| Other ethnic group | 0 | 0 | 0 | 0 | 0 |
| Not specified/prefer not to say | 3 | 33.3% | 2 | 1 | 11.1% |

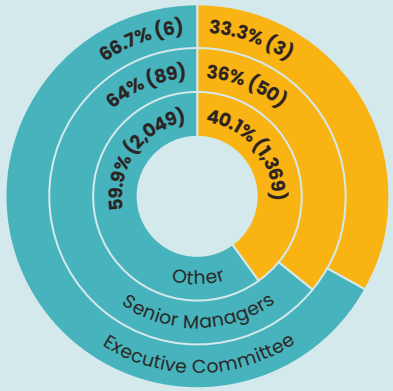
**Nomination Committee Report continued**

## Gender breakdown as at 31 December 2024

### Gender split of direct reports to the Executive Committee[1]

| | |
|---|---|
| Female | 36 |
| Male | 41 |
| Total | 77 |

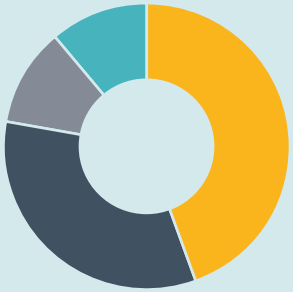
### Gender split of Group employees[1]




| | |
|---|---|
| Female | 1,422 |
| Male | 2,144 |

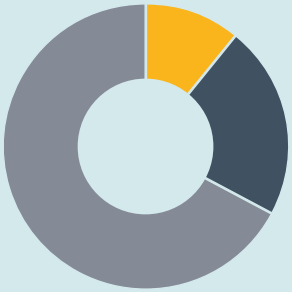
## Board composition as at 31 December 2024

### Board tenure



| | |
|---|---|
| 0-3 years | 4 |
| 3-6 years | 3 |
| 6-9 years | 1 |
| 9+ years[2] | 1 |

### Board composition



| | |
|---|---|
| Chairman | 1 |
| Executive directors | 2 |
| Non-executive directors | 6 |

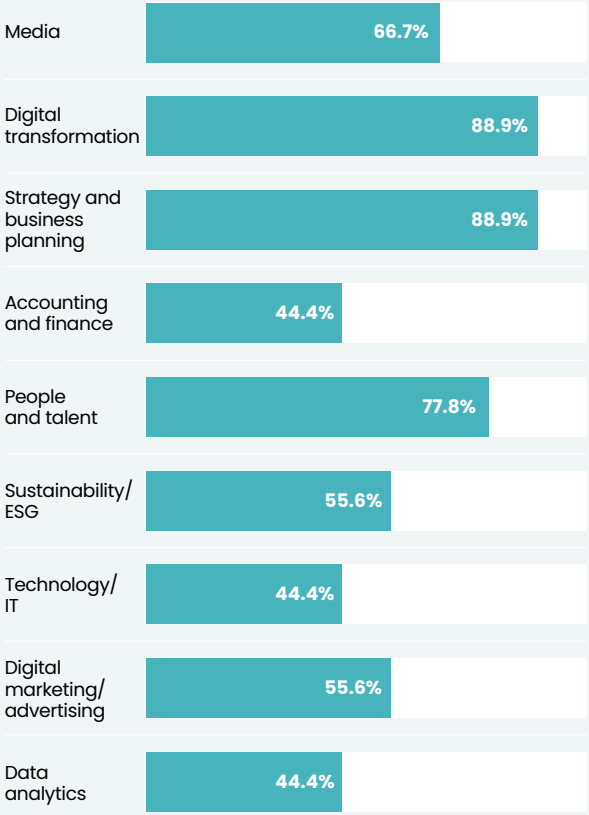
### Board gender diversity

| | |
|---|---|
| Female | 4 |
| Male | 5 |

## Board skills and experience

### Board skills evaluation

The broad range of skills, experience and diversity of the Board that are relevant to Reach's strategy and business are illustrated below. This represents where the Board, as at 4 March 2025, considers it has considerable or expert knowledge in the listed area.




**Nick Prettejohn**
Nomination Committee Chair

4 March 2025

1. For permanent and temporary employees in the UK, Republic of Ireland and the United States.
2. See more information on Olivia Streatfeild's tenure and independence on page 77.

## Sustainability Committee Report

# TO EMBED, REVIEW AND CHALLENGE

**Priya Guha, MBE**
Sustainability Committee Chair

Being a responsible, sustainable business is a key priority in Reach's business framework. I am pleased to report on the activities undertaken in 2024 and the progress that we have made towards our sustainability objectives. As Chair of the Sustainability Committee (the Committee), my focus in 2024 has been on enhancing our reporting against the Task Force on Climate-related Financial Disclosures (TCFD) and overseeing the submission of our near-term Science Based Targets (SBTs) for Scope 1, 2 and 3 for validation with the Science Based Targets initiative (SBTi). The Committee has also focused on developing tools to measure the positive social impact of our editorial ESG initiatives.

The Committee continues to operate under the four pillars of the responsible business framework. During 2024, the Committee received updates on the work undertaken by the business under each pillar. Some of the highlights include:

- **protecting the environment** – overseeing detailed energy surveys across our print sites to refine the investment cases of the different emission reduction measures;
- **operating with integrity** – a review of core data protection and privacy principles established to ensure the integrity of consumer, employee and client data;
- **creating trusted, quality content** – agreeing a new tracking structure that measures the progress of editorial ESG initiatives and the positive impact of ESG-related content; and
- **developing the team** – receiving updates on the 2024 priorities and progress for diversity, equity and inclusion; developing, rewarding and retaining talent; and culture.

Ensuring that the Committee is up to date with regulatory and reporting requirements is essential to delivering on our sustainability targets. The Committee is kept informed of the challenges and opportunities of climate and sustainability matters through presentations, and in 2024, received training on upcoming regulatory changes from external experts.

Looking ahead, we will be monitoring progress against the objectives of the Group's greenhouse gas (GHG) reduction strategy. Following the Government's delay in endorsing the International Sustainability Standards Board's (ISSB) disclosure standards for the UK in 2024, the Committee will oversee the application of the standards and any work required to be undertaken to comply with them by the time they are expected to come into force in 2026. We will also oversee the development of Reach's long-term SBTs through 2025 and into 2026.

**Priya Guha, MBE**
Sustainability Committee Chair

4 March 2025

## Role of the Committee

The role and responsibilities of the Committee are set out in its terms of reference, which are available on the Company's website at www.reachplc.com.

The role of the Committee is to:

- review, challenge, oversee and recommend for Board approval the sustainability strategy and any sustainability-related commitment communicated externally in support of the Group's corporate purpose;
- embed, review, challenge, oversee and support the sustainability strategy, management initiatives and their performance, to ensure a coherent and consistent approach is adopted across the Group;
- balance non-financial targets and commitments within the sustainability strategy with the delivery of financial value for shareholders and other stakeholders;
- be responsible for the oversight and review of relevant internal reporting regarding the implementation of the sustainability strategy;
- stay up to date with ESG best practice and thought leadership, keeping under review the extent and effectiveness of the Group's external reporting of relevant sustainability performance and its participation in external benchmarking indices;
- consider the appropriateness of the Group's position on relevant emerging sustainability issues; and
- be responsible for the oversight of diversity and inclusion matters, people and community engagement and monitoring of corporate culture in support of the Group's purpose and values, reporting to the Board on such matters as appropriate.

The members of the Committee are all non-executive and executive directors. The Committee met twice during 2024 and attendance is set out below. The Board remains satisfied that the members of the Committee collectively have the relevant skills and knowledge required for the Company's sector and business in which the Company operates.

### Committee membership and attendance

| | |
|---|---|
| Priya Guha, Chair | 2/2 |
| Anne Bulford | 2/2 |
| Darren Fisher | 2/2 |
| Denise Jagger | 2/2 |
| Jim Mullen | 2/2 |
| Barry Panayi | 2/2 |
| Nick Prettejohn | 2/2 |
| Wais Shaifta | 2/2 |
| Olivia Streatfeild | 2/2 |

## TCFD

The Committee receives regular updates on the Group's progress against our climate-related strategy and alignment with the TCFD recommendations. In 2024, the focus has been on advancing our approach to monitoring our material climate-related risks and opportunities.

This was achieved by carrying out detailed analysis of suitable metrics and targets for the material climate-related risks identified as part of quantitative climate scenario analysis work undertaken in 2023. The approved set of metrics and targets for flood risk and carbon pricing, which we are going to monitor to ensure that the magnitude of the risks remains within acceptable levels, can be found on pages 47 and 48.

## Pathway to net zero

We continue to make significant progress towards our emissions-reducing initiatives. In December 2024, the Committee approved the submission of Reach's near-term SBTs for Scope 1, 2 and 3 for validation by the SBTi. The Committee will be notified if it has been approved in mid-2025.

More information can be found on page 37.

## Measuring the social impact of editorial content

The Committee continued to receive updates on ESG editorial highlights, covering campaigning against injustice, striving to improve the common good, lobbying to change laws and fight inequity and promoting social good, inclusion and diversity.

In 2024, we have focused efforts on tracking the social impact of Reach's editorial ESG work. Following the Committee's request, Reach has implemented a new register to measure and monitor the quantity and impact in this area.

At each Committee meeting, we received updates on the progress to refine the register and reporting mechanisms. The register is now being populated by ESG champions within the business, who are detailing new campaigns as they are launched, as well as outlining objectives and setting clear timescales for delivery. This has been rolled out to our national and regional titles, and will assist with ensuring all campaigns have impactful and deliverable aims.

More information can be found on pages 28 and 29.

**Priya Guha, MBE**
**Sustainability Committee Chair**

4 March 2025

## Audit & Risk Committee Report

# AUDIT, RISK AND INTERNAL CONTROLS

**Anne Bulford, CBE**
Audit & Risk Committee Chair

The Audit & Risk Committee's (the Committee) key role is to review the integrity of the Group's financial reporting and monitor the effectiveness of the Group's internal controls and risk management framework. The Committee also helps the Board to fulfil its responsibilities and provides independent challenge around financial reporting, risk and controls as well as overseeing the external auditor relationship.

During 2024, the Committee reviewed the Group's principal risks and uncertainties, including strategic, operational, financial and compliance risks, and undertook several principal risk deep dives, including into cyber risk, data protection compliance, dependence on key suppliers and fraud. The Committee also reviewed the Company's ability to attract and retain talent, which is essential in enabling us to deliver our strategy and ensure continued business performance. We also spent time reviewing our health and safety risk, concentrating on two main areas: online safety, and health and wellbeing. Understanding the risks our colleagues face in their day-to-day activities enables us to implement appropriate policies and procedures to better support them in their roles.

In February 2024, the Committee received training from external experts on financial and corporate reporting to further equip and strengthen our knowledge of these key issues.

I am pleased to confirm that Reach has continued to make good progress on its journey to strengthen the effectiveness of the risk management and internal control framework. In accordance with the 2024 UK Corporate Governance Code (the 2024 Code), a working group and steering committee have been established to assist with the documentation and review of controls and the subsequent prioritisation of those controls internally. A risk-based assurance framework will then be developed in order to support the Board's declaration, which is required at the end of 2026.

The Committee has received regular reports from Internal Audit, ensuring that agreed actions in those reports are completed on time.

On financial reporting, as ever, the Committee focused on key accounting judgements, clarity of financial reporting and the adoption of new accounting standards.

In 2025, the Committee will increase its focus on the implementation of the 2024 Code and the Economic Crime and Corporate Transparency Act while maintaining oversight on its core areas of focus described above.

**Anne Bulford, CBE**
Audit & Risk Committee Chair

4 March 2025

### Role of the Committee

The role and responsibilities of the Committee are set out in its terms of reference, which are available at www.reachplc.com.

The key objectives of the Committee are to review and report to the Board and shareholders on the Group's financial reporting, internal control and risk management framework, and the independence and effectiveness of the external auditors.

The Committee is also responsible for:

- monitoring the financial reporting process, including the integrity of the financial statements of the Company, such as its annual and half-year financial results;
- reviewing and assessing the Annual Report to determine whether it can advise the Board that, taken as a whole, the Annual Report is fair, balanced and understandable;
- monitoring the statutory audit of the annual, and the review of the half-year, consolidated financial statements;
- reviewing significant financial reporting issues;
- recommending to the Board the appointment of the external auditors and approving their remuneration and terms of engagement;
- monitoring and reviewing the external auditors' independence, objectivity and the effectiveness of the external audit process, including considering relevant UK professional and regulatory requirements such as the appropriateness of the provision by the auditors of non-audit services;
- monitoring and reviewing the effectiveness of the internal controls and risk management framework, including the internal audit function; and
- reviewing and approving the remit of the internal audit function, ensuring it has the necessary resources and can meet appropriate professional standards for internal auditors.

## Committee membership and attendance

| | |
|---|---|
| Anne Bulford, Chair | 5/5 |
| Priya Guha | 5/5 |
| Denise Jagger | 4/5 |
| Barry Panayi | 5/5 |
| Wais Shaifta | 4/5 |
| Olivia Streatfeild | 4/5 |

### Time allocation

The Board's responsibility for the assessment of risk is delegated to the Committee. The Board has confirmed it is satisfied that the members of the Committee are independent and, as a whole, have competence relevant to the sector in which the Group operates, gained from their respective external roles, previous and present. Committee member biographies are set out on pages 62 to 64.

Anne Bulford, the Committee Chair, is considered by the Board to have recent and relevant financial experience for the purposes of the Financial Reporting Council's (FRC) 2018 UK Corporate Governance Code (the 2018 Code).

At the invitation of the Committee Chair, the Chairman, CEO and CFO, along with the Director of Finance and the Director of Risk and Audit, attended all meetings during 2024 to maintain effective and open communications. The external auditors, PricewaterhouseCoopers LLP (PwC), attend meetings and have direct access to the Committee should they wish to raise any concerns outside the formal Committee meetings.

## Committee membership

The members of the Committee are all of the independent non-executive directors. The Committee met five times during 2024, and their attendance is set out in the table on the left.

## Key focus areas in 2024

The Committee:

- continued to monitor regulatory and legislative changes applicable to its remit;
- reviewed and assessed the Group's financial reports and interim statements before making recommendations to the Board;
- undertook detailed risk deep dives into cyber security, data protection, fraud, health and safety, supply chain disruption, recruitment and retention of talent, and lack of funding capability;
- reviewed TCFD compliance and its application through the governance framework alongside the Sustainability Committee; and
- reviewed the internal control environment through completed internal audits and the project to comply with the 2024 Code.

## Annual Report

The Committee has undertaken a review and assessment of the Annual Report to determine whether it can advise the Board that, taken as a whole, the Annual Report is fair, balanced and understandable, and provides shareholders with the information they need to assess the Group's position, performance, business model and strategy.

In doing this, the Committee has:

- considered the results of an internal review performed by a senior chartered accountant not involved in the preparation of the Annual Report;
- reviewed and discussed the findings from the external auditors as part of the 2024 year-end audit; and
- fully discussed the Annual Report at the Committee meetings in February 2025.

Following a rigorous process, the Committee recommended to the Board that the Annual Report, taken as a whole, is fair, balanced and understandable.

## Going concern and viability statement

In its Annual Report, the Company is required to include statements relating to going concern and viability. The Committee reviewed and discussed a report from management and concluded that the financial statements can be prepared on a going concern basis; it also concluded that there is a reasonable expectation that the Group will be able to continue operating and meet its liabilities as they fall due over the next three years.

The directors assessed the prospects of the Group over a three-year period, which enabled them to consider the investment required to drive growth in digital and the impact of declining print revenues. The Group's going concern statement is set out on pages 123 and 124, and the viability statement is set out on page 59 of the Strategic Report.

## Interactions with the FRC

In September 2024, the Company received a letter from the FRC, which notified us that it had reviewed the Company's Annual Report for the year ended 31 December 2023 in accordance with Part 2 of the FRC Corporate Reporting Review Operating Procedures. The FRC also took the opportunity to review the Remuneration Report against the relevant requirements of Schedule 8 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410).

Based on its review, no questions or queries were raised. Certain recommendations were however noted for improvements to our disclosures, which may benefit users of the accounts. These recommendations were brought to the Board's attention along with an assessment of implementation for each. The majority of the recommendations have been adopted and these changes have been reflected in the Company's Annual Report for the year ended 31 December 2024 including

further clarity over some Alternative Performance Measures, obligations for returns and similar obligations attributable to applicable revenue streams in accordance with paragraph 119(d) of IFRS 15 and Related Party Disclosures.

As communicated by the FRC, it is noted that its review was based solely on the Annual Report for the year ended 31 December 2023. Its review provides no assurance that the Annual Report is correct in all material respects, and its role is not to verify the information provided to it but to consider compliance with reporting requirements.

## External auditors

### Auditors' appointment and independence

PwC was appointed by shareholders as the Group's statutory auditor in 2019 following a formal tender process. The external audit contract will be put out to tender every 10 years. It is the Committee's current intention to tender its audit services by no later than 2028.

The lead audit partner at PwC is rotated at least every five years to ensure continuing independence. The current audit partner, Colin Bates, has been in post since the start of 2021.

PwC has indicated its willingness to continue in office and shareholders' approval will be sought at the AGM on 1 May 2025.

The Company complied throughout 2024 with the provisions of the Statutory Audit Services Order 2014 relating to the UK audit market for large companies. There are no contractual obligations that restrict the Company's choice of external auditors.

During 2024, private meetings were held with PwC to ensure there were no restrictions on the scope of its audit and to discuss any items that the external auditors did not wish to raise with the executive directors present.

The Committee is satisfied that there are no relationships between the Company and the external auditors, its employees or its affiliates that may reasonably be thought to impair the external auditors' objectivity and independence.

The Committee formally reviews the effectiveness of the external auditors in July each year and considers the results of a survey sent to directors and senior managers, including the Executive Committee and members of the finance team. This survey asks questions about independence, planning, expertise and resources, the audit process, communications and fees. A full report of the survey results was reviewed by the Committee, which concluded that the external auditors remained effective. The effectiveness review of PwC for the 2024 audit will be carried out in the coming months.

An example of the auditors demonstrating their effectiveness in 2024 was through debate and challenge on key assumptions within the impairment assessment, including circulation decline and digital growth within the Group's financial projections from 2025 to 2029.

In addition, the effectiveness of the external auditors is closely monitored on an ongoing basis and there is a regular cycle of meetings between the Company and PwC where audit planning and process are discussed and any issues can be raised. This includes monthly meetings between the CFO and the lead audit partner, and a meeting between the Committee Chair and the lead audit partner, before each scheduled Committee meeting. In audit periods, weekly meetings are held between the finance team and PwC to discuss progress on deliverables and resolve any issues in real time.

### Non-audit services

The Group has a formal policy on the engagement and supply of non-audit services to protect the objectivity and independence of the external auditors and avoid a conflict of interest. The policy is in line with the recommendations set out in the FRC's Guidance on Audit Committees and its 2019 Revised Ethical Standard. Generally, the external auditors will not be engaged to provide any additional services other than audit-related services, including the review of the interim financial information and loan covenant reporting.

There may, however, be circumstances where it could be in the Company's and shareholders' interests if the external auditors were engaged. Such circumstances are likely to relate to either exceptional transactions or those deemed not to be material.

The Committee's approval must be obtained before the external auditors are engaged to provide any permitted non-audit services, which are detailed in the policy.

For permitted non-audit services that are trivial, the Audit & Risk Committee has pre-approved the use of the external auditors, subject to the following limits:

| Value of service requested | Approval required prior to engagement of the external auditors |
|---|---|
| **Up to £25,000** | Chief Financial Officer |
| **£25,001 to £50,000** | Audit & Risk Committee Chair |
| **£50,001 and above** | Audit & Risk Committee |

Where non-audit work is performed by PwC, steps are taken to safeguard auditors' objectivity and independence, including a different team of people working on the task.

Details of the fees paid to PwC for the financial period ending 31 December 2024 can be found in note 6 to the consolidated financial statements. In 2024, the approved non-audit fee items provided by PwC related to the interim review and loan covenant reporting.

The spend in relation to these services was £181,000, totalling 12% of the overall fees paid. The Committee was satisfied that the non-audit services purchased were in line with the non-audit services policy and did not compromise the independence of the auditors.

The Committee is satisfied that the Company was compliant during 2024 with both the 2018 Code and the 2019 Revised Ethical Standard, with respect to the scope and maximum level of permitted fees incurred for non-audit services provided by PwC.

## Significant matters considered by the Committee in relation to the financial statements

The Committee has assessed whether suitable accounting policies have been adopted and whether management has made appropriate estimates and judgements on significant issues.

The Committee reviews accounting papers prepared by management, which provide details of the main financial reporting judgements. The Committee also reviews reports by the external auditors on the full-year and half-year results, which highlight any issues concerning the work undertaken. After receiving reports on the significant issues and after discussion with PwC, the Committee agreed that the judgements made by management were appropriate.

| Critical estimate or key judgement | How the Committee addressed the issue |
|---|---|
| **Impairment reviews in respect of the carrying value of assets on the consolidated and parent company balance sheets** | The Committee received detailed papers from management in respect of the impairment reviews in relation to the carrying value of assets on the consolidated and parent company balance sheets.<br><br>The Group's consolidated balance sheet has material goodwill and other intangible assets (publishing rights and titles), and the parent company balance sheet has material investment in subsidiary undertakings.<br><br>The Committee needed to assess whether the carrying value of assets of a cash-generating unit are impaired and are carried at no more than their recoverable amount (the higher of fair value less costs of disposal and value-in-use) in the consolidated balance sheet.<br><br>The Committee also assessed whether the carrying value of investments are impaired and are carried at no more than the recoverable amount (the higher of fair value less costs of disposal and value-in-use) in the parent company balance sheet.<br><br>The value-in-use has been calculated using a discounted cash flow model, and the fair value has been considered based on the value of the Group with costs of disposal considered to be minimal.<br><br>The discounted cash flow model has been prepared based on the final budget for 2025, and then high-level projections for the period 2026 to 2029. There are a number of judgements made in setting the assumptions that underpin the model:<br><br>• the projections are management's best estimate of the future performance of the Group which are subject to risk and uncertainties as set out in the Annual Report;<br>• the key assumptions in the projections relate to the continuation of print declines, of digital growth and the associated change in the cost base as a result of the changing revenue mix;<br>• the long-term growth rate has been set at -0.1% from year five (2023: 0.9% from year 10);<br>• capital expenditure has been based on expected run rates of the existing business over the next five years;<br>• tax has been modelled based on the expected future tax rates at the balance sheet date; and<br>• the weighted average cost of capital post-tax rate of 10.3% (2023: 10.2%) is calculated after due consideration of market factors impacting the rate and items that are specific to the Group, such as the current capital structure and the best estimate of future movements in the capital structure.<br><br>The value-in-use from the discounted cash flow model is in excess of the carrying value of assets of the cash-generating unit resulting in no impairment (2023: nil) being required in respect of the carrying value of assets on the consolidated balance sheet. Management also considered sensitivity scenarios which highlighted that reasonably possible changes could lead to the erosion of headroom and be indicative of an impairment.<br><br>The impairment review in respect of the carrying value of investments in the parent company balance sheet resulted in no impairment (2023: £167.8m). The impairment review is highly sensitive to reasonably possible changes in key assumptions. The Committee noted that the Company has significant distributable reserves of £495.9m (2023: £522.0m) following the capital reduction during the prior year, converting the entirety of the share premium account into distributable reserves, which has provided headroom relating to the Company's ability to pay dividends. |

**Audit & Risk Committee Report continued**

| Critical estimate or key judgement | How the Committee addressed the issue |
|---|---|
| **Impairment reviews in respect of the carrying value of assets on the consolidated and parent company balance sheets continued** | The Committee members reviewed in detail the papers supporting the impairment review ensuring consistency with Board discussions relating to the budget and the progress on the Customer Value Strategy (CVS) which underpin the digital growth in the projections (all members of the Committee are Board members). The Committee also reviewed the consistency of the current year model with the prior year model. The cash flow period upon which the assessment is conducted has changed during the current year, reducing from 10 to five years. The reduction in the assessment period reflects the decline in print volumes and revenues together with the growing relevance of our digital business. There are lower historical data requirements and fewer judgemental assumptions for the shorter assessment period.<br><br>The external auditors challenged the conclusions and considered any external factors which may change the conclusions of the review. The external auditors also undertook a detailed review of the assumptions and of the model supporting the papers.<br><br>In reaching its conclusion on the impairment review, the Committee considered the papers prepared by management and the external auditors. The Committee noted the comparisons to external forecasts (which were supportive of the projections) and sensitivity analysis (which showed sufficient headroom of the carrying value of assets in the consolidated and parent company balance sheets).<br><br>The Annual Report contains disclosure of the Critical Judgements in applying the Group's accounting policies, the key factors relating to the impairment reviews and the conclusions reached (note 3 and note 16 in the notes to the consolidated financial statements, note 2 and note 4 in the notes to the parent company financial statements).<br><br>Impairment is not considered a principal risk for the Group, as identified on pages 54 to 58 of the Strategic Report, as it relates to historical transactions with no future cash impact, nor is there any impact on the financial covenants for the Group's debt facilities.<br><br>**Consideration was also given to the continued adoption of the indefinite life assumption in respect of publishing rights and titles, and in assessing the publishing rights and titles with reference to a single publishing cash-generating unit. The appropriateness of a single cash-generating unit for the publishing rights and titles:**<br><br>The assumption is considered at each reporting date and is a Critical Judgement in applying the Group's accounting policies.<br><br>The Group is a content business with content delivered through multiple brands. The brands have traditionally been in print and are transitioning to digital. The challenges facing the brands have resulted in the Group becoming more integrated to such an extent that the interdependency of revenues across the network of brands is significant. As such, assessing the publishing rights and titles with reference to a single publishing cash-generating unit, whose cash flows are interconnected, is deemed to be the most appropriate treatment. There has been no change to the assessment of this Critical Judgement.<br><br>**The indefinite life assumption in respect of publishing rights and titles:**<br><br>The assumption is considered at each reporting date and is a Critical Judgement in applying the Group's accounting policies.<br><br>The Group has, from first recognition to the latest results announcement, consistently adopted an indefinite life assumption for its publishing rights and titles. Indefinite life intangible assets are not amortised. The Committee noted that indefinite is not the same as infinite (that is, limitless in extent). The brands have delivered trusted news to readers for many years in print and more recently digital. The brands are core to our digital strategy, either directly or indirectly. In support of the assumption, management has prepared five-year illustrative projections which highlight that print will continue to be significant, and that digital will be increasingly significant. Based on the Group's strategic focus and the illustrative projections, it is considered that there is no foreseeable limit to the period over which the net cash inflows are expected to be generated from the publishing rights and titles and that the current carrying value will be supported for the foreseeable future. As such, continuing to adopt the indefinite life assumption in respect of publishing rights and titles is deemed to be the most appropriate treatment. There has been no change to the assessment of this Critical Judgement. |

**Audit & Risk Committee Report continued**

| Critical estimate or key judgement | How the Committee addressed the issue |
|---|---|
| **Pensions** | At each reporting date, the Group's actuaries for this purpose, Willis Towers Watson (WTW), undertake a detailed calculation of the IAS 19 valuation of the Group's defined benefit pension schemes and of the specific financial disclosures in the financial statements.<br><br>The assumptions are agreed by management after taking advice from WTW. This includes external benchmarking of the key assumptions by WTW.<br><br>Independent investment manager confirmations are received for all investment assets and confirmation is received from the scheme administrators for all scheme bank accounts.<br><br>An executive summary and a detailed report prepared by WTW setting out the methodology, judgements, assumptions and conclusions is presented to the Committee for review. The assumptions regarding the discount rate, inflation rates and demographic assumptions are reviewed by the Committee.<br><br>The external auditors perform a detailed review of the reports prepared by WTW and of the methodology, judgements and assumptions used for the valuation, including external benchmarking and testing in respect of the investment assets and bank accounts.<br><br>Full disclosure of the Group's pension schemes including valuation, the approach to setting assumptions and the sensitivity to changes in key assumptions are disclosed in note 21 in the notes to the consolidated financial statements.<br><br>Pension schemes are included in one of the Group's principal risks that are set out in the risks and uncertainties section on pages 54 to 58 of the Strategic Report. This sits under the wider lack of funding capability risk which sets out the pensions risk and mitigating management action. |
| **Historical legal issues** | The Group is exposed to civil claims in relation to historical phone hacking. This is a standing item on the Board agenda and therefore is not specifically an agenda item for the Committee. The Committee does assess the appropriateness of any provisions in relation to these matters and other implications on the consolidated financial statements, and that the Annual Report contains sufficient disclosure of such matters, including the material reduction in the provision during the prior year following the High Court's judgment on time limitation during December 2023. Disclosures relating to the latest position are set out on page 22 of the Strategic Report and in note 27 in the notes to the consolidated financial statements.<br><br>The external auditors' report to the Committee details the procedures undertaken by them and their discussions with management, and this is discussed in detail by the Committee.<br><br>Historical legal issues are included in one of the Group's principal risks that are set out in the risks and uncertainties section on pages 54 to 58 of the Strategic Report. This sits under the wider lack of funding capability risk which sets out the historical legal issues risk and mitigating management action. |
| **Restructuring** | The Group has recorded significant restructuring charges in respect of in-year transformation programmes. The Committee reviewed the reasonableness and inclusion of these items in operating adjusted items and the disclosures in the Annual Report. |

## Internal control and risk management systems

The Board is responsible for establishing and maintaining an effective risk management and internal control framework. The Committee supports the Board in discharging this responsibility.

## Risk management

Reach has an established framework for identifying, evaluating and managing the principal and emerging risks faced by the Company. This framework is described in the Risk report on pages 52 and 53. The process accords with the FRC's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting, as applicable for this financial year.

The Committee regularly reviews the principal risks, including descriptions of the risks and quantification of their impact and likelihood both before and after considering mitigating controls. The Group's appetite for each risk is also reviewed in accordance with our corporate risk appetite statement. As noted above, the Committee also undertook a more detailed review of several key risks during 2024. The Board also undertakes a robust assessment of principal and emerging risks on an annual basis.

## Internal controls

Reach has a well-established and mature system of internal controls which follows the three lines model, as described in the Risk report on page 52. The Committee monitors the internal control environment by receiving regular reports from the Internal Audit function and management teams, through the risk deep dives described above and through the annual effectiveness assessment, described on the following page. No system of internal control can provide absolute assurance against material misstatement or loss. However, such a system is designed to provide the directors with reasonable assurance that problems are identified promptly and dealt with appropriately.

The key procedures that were in place and effective throughout the year and that have been established and designed to provide effective internal financial control are:

- an established organisational structure with clear lines of responsibility, approval levels and delegated authorities;
- a disciplined management and committee structure which facilitates regular performance review and decision-making. This includes the Board, which met 10 times in 2024, and its Committees (including Audit & Risk, Remuneration, Nomination and Sustainability), the Executive Committee, and operational and risk management committees at various levels throughout the Group;
- a comprehensive strategic review and quarterly business planning process, including annual budgeting, two in-year reforecasts and financial reporting;
- regular reviews of business performance including: weekly trading pack and Executive Committee trading review meeting, monthly review of financial performance based on a detailed monthly management accounts pack and regular Board deep dives into key strategic initiatives;
- a Code of Conduct, Group policies and procedures underpinning the operations of the business;
- an embedded and comprehensive risk management framework as described above and in the Risk report;
- a risk and controls compliance certification process conducted in relation to the full-year results and business activities generally;
- annual compliance training programme for all employees covering a range of topics including positive confirmation of policy awareness and compliance. Completed by 98.6% of employees in 2024;
- a robust system of internal controls over financial reporting, supported by documented minimum control frameworks and a financial statement verification process;
- an Internal Audit function whose work spans the whole Group; and
- an incident reporting process and independent whistleblowing line (further details can be found on the next page) that enables concerns and/or risk incidents to be reported confidentially and on an anonymous basis and for those concerns to be investigated.

## Group Internal Audit

The Internal Audit function focuses on providing assurance over the design and operating effectiveness of the internal control system and enhancing the Group's internal controls. It has an annual plan based on a rolling programme and specific risk-based audits, which are approved by the Committee every year. Internal Audit sits independently of the business, with no responsibility for operational management.

The Director of Risk and Audit oversees delivery of the internal audit programme using in-house resources and the services of external subject matter experts, as necessary. The internal audit plan, being risk-based, is focused on those areas deemed critical to achieving our business objectives.

During 2024, Internal Audit completed 13 audits covering financial, operational and compliance controls including: business resilience planning; sales commissions; ecommerce; employee expenses; and artificial intelligence usage. Completed audits resulted in over 40 recommendations for control or process improvements. Each audit was given an overall rating ranging from 'highly effective' to 'needs significant improvement'. There were no audit areas that were rated as needing significant improvement in 2024.

The Committee oversees the performance of the Internal Audit function and the Director of Risk and Audit attends all Committee meetings. In addition, a review of the effectiveness of the Internal Audit function is undertaken each year.

The Committee concluded that the function continues to operate effectively.

## Speak Up Policy and procedure

The Group has an established Speak Up Policy (the Policy) and procedure in place, which provides a confidential, independent whistleblowing line where employees may report any concerns about the integrity of the business or breaches of the Group's policies without fear of criticism or future discrimination.

The Policy is supported by an independent external service provider, overseen by the Director of Risk and Audit. The Policy is owned by the Director of Risk and Audit with oversight from the Committee.

The Director of Risk and Audit oversees the investigation of all reported concerns, involving relevant resources as necessary. The Group General Counsel and Group HR Director are informed of all cases as they arise. The CEO and Committee Chair are also informed. The Committee reviews all information received to ensure the process is working in accordance with the Policy.

The Committee has reviewed the Policy and procedures and concluded they are strong and adequate.

## Effectiveness of risk management and internal controls system

In accordance with the 2018 Code, the Committee, on behalf of the Board, reviewed the effectiveness of the Company's risk management and internal control systems, covering all material controls, including financial, operational and compliance controls and concluded that they were effective.

In completing this review, the Committee:

- reviewed reports from the Internal Audit function and management teams, which provided reasonable assurance that internal control procedures remain in place and are being followed. Formal procedures were established for taking appropriate action to correct weaknesses identified from these reports and for enhancing the internal control environment. The Committee confirmed that necessary actions have been or are being taken where failings or weaknesses were identified;
- reviewed the results of the risk and controls compliance certification process conducted in relation to the full-year results, where all members of the Senior Leadership Team certified the effectiveness of risk management and internal control processes in their areas of responsibility; and
- reviewed the Speak Up reporting process and independent whistleblowing line that enables concerns and/or risk incidents to be reported confidentially and on an anonymous basis and for those concerns to be investigated.

The Board reviewed the Committee's assessment and concurred with its conclusion.

**Anne Bulford, CBE**
Audit & Risk Committee Chair

4 March 2025

# CONTINUING OUR FOCUS ON COLLEAGUES

**Olivia Streatfeild**
Remuneration Committee Chair

**"Our people remain our most important asset and recognising this with pay that promotes retention and rewards performance will, we believe, be to the long-term benefit of the business."**

Our report is split into two parts: our Annual Statement, including this foreword and our 2024 Remuneration at a glance summary on page 92, and the Annual Remuneration Report.

I thank our shareholders for their support on remuneration matters at our 2024 Annual General Meeting (AGM), when the resolutions to approve our 2023 Directors' Remuneration Report and the three-yearly renewal of our Directors' Remuneration Policy each received strong shareholders' support.

## 2024 performance and pay outcomes

Our strong performance that benefited all stakeholders in 2024 enabled Reach to provide appropriate increases in remuneration for our colleagues. Our people remain our most important asset and recognising this with pay that promotes retention and rewards performance will, we believe, be to the long-term benefit of the business.

Our April 2024 base salary review increased salaries by 5% across the business. This was a step change from the 2023 salary review where we focused increases on colleagues earning less than £60k per year, with a pay freeze for many colleagues, including all executive directors and Executive Committee members, earning more than £60k per year.

Our strong adjusted operating profit outcome for 2024 (£102.3m) allowed our 2024 bonus 'profit pool' to be fully self-funded and allowed us to pay bonuses to around 3,300 colleagues across the business.

Our executive directors also participated in the bonus pool, and this meant we were able to award our first bonuses for our executive directors for three years (2022 and 2023 bonuses for the executive directors were £nil). Cash bonuses of 50% of base salary will be paid to each of our CEO and CFO for the 2024 bonus, and each will also receive a bonus deferred share award that is capable of vesting in three years' time (CEO 75% of base salary; CFO 50% of base salary).

Before confirming these bonuses for the executive directors, the Remuneration Committee also considered performance against a wider range of factors monitored throughout the year, including both digital and print revenues, environmental performance and diversity and inclusion actions.

The performance metrics for our 2022 Long Term Incentive Plan (LTIP) award which were measured over three years to 31 December 2024 were not attained and these awards have lapsed in full (nil vesting).

The Remuneration Committee did not exercise any discretion (positive or negative) regarding directors' remuneration outcomes for 2024.

## Applying our Remuneration Policy in 2025

We will apply our Directors' Remuneration Policy in 2025 in a way which is closely aligned with how we applied our Policy in 2024. As we have done over the past two years, our 2025 annual bonus plan will have a single metric across the business of adjusted operating profit, but with a wider range of metrics also considered for executive directors' bonuses.

We also intend to make further LTIP awards in 2025. The same mix of metrics and weightings as applied for 2024 LTIP awards (relative TSR, absolute TSR, RPM and $CO_2$ reduction targets) will again apply for 2025's LTIP awards. Further details are set out on page 103.

## Matters to be approved at our 2025 AGM

At the 2025 AGM, shareholders will be asked to approve the Directors' Remuneration Report, which is the normal annual advisory resolution on this report.

I hope that our shareholders will remain supportive of our approach to executive pay at Reach and vote in favour of this resolution.

The Committee welcomes all input on remuneration matters and if you have any comments or questions on any element of the Directors' Remuneration Report, please email me, care of Laura Harris, Group Company Secretary, at company.secretary@reachplc.com. We are grateful for the guidance and support we have received from our shareholders on remuneration matters in the past year.

I am pleased to confirm that Barry Panayi, Non-Executive Director, who has served on the Board and the Committee since October 2021 will take over as Committee Chair on 1 May 2025 at the conclusion of the 2025 AGM.

**Olivia Streatfeild**
Remuneration Committee Chair

4 March 2025

### Committee membership and attendance

| | |
|---|---|
| Olivia Streatfeild, Chair | 5/5 |
| Anne Bulford | 5/5 |
| Priya Guha | 5/5 |
| Denise Jagger | 5/5 |
| Barry Panayi | 5/5 |
| Nick Prettejohn | 4/5 |
| Wais Shaifta | 4/5 |

**Remuneration Report continued**

# 2024 REMUNERATION AT A GLANCE

## 2024 Single total figure of remuneration for executive directors (£'000)

| Executive directors (£'000) | Salary | Taxable benefits | Pension benefits | Other | Single-year variable | Multiple-year variable | Total |
|---|---|---|---|---|---|---|---|
| Jim Mullen | 523 | 23 | 39 | – | 662 | – | **1,247** |
| Darren Fisher | 374 | 23 | 28 | 54[1] | 378 | – | **857** |

1. Part of the buy-out awards made to Darren Fisher on joining Reach in 2023 vested on 13 May 2024 and had a value of £53,929.10 (67,076 shares; share price £0.804).

## Summary of Remuneration Policy

| Pay element | Overview of Policy | Remuneration in respect of 2024 | Implementation of Policy in 2025 |
|---|---|---|---|
| **Base salary** | Reviewed annually, considering salary increases across the Group. Increases not normally to exceed workforce increases | CEO, Jim Mullen = £529,646 (2023: £504,425)<br>CFO, Darren Fisher = £378,000 (2023: £360,000)<br>The increases in 2024 were at the same rate (5%) as applied to all eligible colleagues at that time. Our CEO had received nil increase in 2023 and our CFO joined the business in February 2023 and received no increase in April 2023 | Salary review date is 1 April 2025. If the CEO and CFO receive any salary increase, this will be in line with workforce increases for 2025 |
| **Benefits** | Benefits typically consist of provision of a car allowance, private medical cover, permanent health insurance and life assurance | In line with Policy | No change to benefits for 2025 |
| **Pensions** | 7.5% salary contribution level, with this rate being within the range of contribution rates for the workforce (for which there are a large range of legacy arrangements in place) | 7.5% of base salary | No change to pensions for 2025 |
| **Annual bonus** | Maximum annual bonus opportunity of 125% of salary for CEO and 100% of salary for CFO based on financial/business performance, with financial measures to be not less than 50% of the total bonus opportunity<br>Any bonus up to 50% of salary is paid in cash, with the remainder delivered in the form of deferred bonus share awards vesting after three years<br>Clawback provisions apply | Annual bonus for 2024 confirmed as 100% of maximum<br>Performance measures for 2024 were fully assessed on Group adjusted operating profit for 2024. Progress was also considered against a wider range of factors (including Customer Value Strategy, diversity and inclusion and costs management) | Maximum annual bonus opportunities remain at 125% of salary for CEO and 100% of salary for CFO<br>Performance measures for 2025 will be similar to 2024. These are fully assessed on Group adjusted operating profit. Progress will also be considered on a wider range of factors |
| **LTIP** | Annual awards of LTIP of 175% of salary for CEO and 150% of salary for CFO in normal circumstances<br>Awards vest subject to performance over a three-year period. Vested shares are subject to an additional two-year holding period<br>Malus and clawback provisions apply | Awards of 175%/150% of salary made to the CEO/CFO<br>2024 LTIP performance to be measured over the three financial years to December 2026 against relative TSR (40% weighting), absolute TSR growth (20% weighting), Customer Value Strategy metrics (25% weighting), and ESG (Scope 1 and Scope 2 reduction) (15% weighting)<br>2022 LTIP has nil vesting | No change to structure or quantum of LTIP for 2025<br>Performance to be measured over the period January 2025 to December 2027 against the same mix of metrics as applied for 2024 LTIP awards |

## Introduction

This Directors' Remuneration Report has been prepared in accordance with the provisions of the Companies Act 2006 and Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) (DRR Regulations).

The report meets the requirements of the FCA Listing Rules and the Disclosure Guidance and Transparency Rules. In it, we describe how the principles of good governance relating to directors' remuneration, as set out in the FRC's UK Corporate Governance Code July 2018 (2018 Code), are applied in practice.

## Directors' Remuneration Policy

The Directors' Remuneration Policy for executive and non-executive directors for the three-year period expiring at the Company's 2027 AGM, and which was approved by shareholders at the 2024 AGM on 2 May 2024, can be found within the Company's 2023 Annual Report which is available on the Company's website at www.reachplc.com/investors/results-and-reports.

## Annual Remuneration Report

The following section provides details of how the current Policy was implemented during 2024. References to 2024 or any other year in the Annual Remuneration Report (unless otherwise stated) refer to a calendar year (1 January to 31 December inclusive).

The Remuneration Committee is a committee of the Board of directors and has been established with formal terms of reference approved by the Board. The Committee's purpose is to help the Board fulfil its oversight responsibility by ensuring that Reach's Remuneration Policy and practices reward fairly and responsibly, link to corporate and individual performance, and take account of the generally accepted principles of good governance. A copy of the terms of reference is available on the Company's website at www.reachplc.com.

The Committee fulfils its duties with a combination of formal meetings and informal consultation with relevant parties internally. During the year, the Committee, where appropriate, sought advice and assistance from the executive directors and the Group HR Director in connection with carrying out its duties. The activities of the Committee include appropriate review and oversight of the operation and implementation of the Company's Remuneration Policy each year. The Committee also reviewed its terms of reference in the year.

The Chairman of the Board, together with the CEO, is responsible for evaluating and making recommendations to the Board on the remuneration of the non-executive directors. Members of the Committee and any person attending its meetings do not participate in any decision on their own remuneration.

The Committee met five times during the year, and details of members' attendance at meetings are provided on page 68 of the Governance Report and page 91 of this Remuneration Report.

During the year, the Committee considered its obligations under the 2018 Code and concluded that:

- the Directors' Remuneration Policy supports the Company's strategy, including the performance measures chosen; and
- remuneration for our directors remains appropriate.

In addition, the Committee has ensured that its policy and practices are consistent with the six factors set out in Provision 40 of the 2018 Code:

**Clarity –** our Policy is well understood by our senior executive team and has been clearly articulated to our shareholders and representative bodies.

**Simplicity –** the Committee is mindful of the need to avoid overly complex remuneration structures that can be misunderstood and deliver unintended outcomes. Therefore, a key objective of the Committee is to ensure that our executive remuneration policies and practices are straightforward to communicate and operate. We operate one annual bonus and one senior executive share plan across all our senior team.

**Risk –** our Policy has been designed to ensure that inappropriate risk-taking is discouraged and will not be rewarded, through: 1) the balanced use of both annual incentives and LTIPs; 2) the significant role played by shares in our incentive plans, together with bonus deferral and in-employment and post-cessation shareholding guidelines; and 3) malus and clawback provisions within all our incentive plans. The Committee reviews the overall appropriateness of all incentive plan outcomes before they are confirmed, and any risk-related concerns can be considered during that review.

**Predictability –** our incentive plans are subject to individual caps, with our share plans also subject to appropriate share plans dilution limits. The weighting towards use of shares within our incentive plans means that actual pay outcomes are highly aligned to the experience of our shareholders.

**Proportionality –** there is a clear link between individual awards, delivery of strategy and our long-term performance. In addition, the significant role played by incentive/'at risk' pay, together with the structure of the executive directors' service contracts, ensures that poor performance is not rewarded. Both post-vesting holding periods for LTIP awards and deferral of annual bonus ensures that rewards at Reach are aligned with longer-term shareholder experience.

**Alignment to culture –** our executive pay policies are fully aligned to Reach's culture through the use of metrics in both the annual bonus and the application of performance conditions for LTIPs. These metrics consider how we perform against key aspects of our strategy.

**Remuneration Report continued**

The Company engages in collective bargaining on pay for those areas in the business where there are agreements to do so. The members of the Committee (as full Board members) are kept informed on these engagements.

We consider that our executive directors' pay is shown to be aligned to wider Company pay policy through the consistency of approach taken on base salary increases and annual bonus measures.

Before proposing the revised and updated Directors' Remuneration Policy which was presented at the 2024 AGM, the Company engaged with some of its major shareholders with regards to the continued appropriateness of our Policy.

## Advisers

The Committee evaluates the support provided by its advisers annually to ensure that advice is independent, appropriate and cost-effective. The Committee retains responsibility for appointing any consultants in respect of executive director remuneration.

The Committee received advice from FIT Remuneration Consultants LLP (FIT) in 2024. FIT was appointed by the Committee in 2019 following a competitive tender process. FIT also provided share plan implementation advice to the Company during the year. The Committee reviewed the advice provided to it and is satisfied that the advice received from FIT in 2024 was independent and objective. FIT does not have any connection with the Company or its directors.

FIT's total fees for the provision of remuneration services to the Committee in 2024 were £69,250 plus VAT. These fees were charged on the basis of FIT's normal terms of business for advice provided.

## Summary of shareholder voting on remuneration matters

The table below shows the results of the votes on: 1) the Directors' Remuneration Policy at the 2024 AGM; and 2) the advisory vote on the 2023 Directors' Remuneration Report at the 2024 AGM.

| Resolution text | Votes for | % for | Votes against | % against | Total votes cast | Votes withheld |
|---|---|---|---|---|---|---|
| 1) Approve the Directors' Remuneration Policy | 214,150,887 | 89.92 | 24,007,481 | 10.08 | 238,158,368 | 24,458 |
| 2) Approve the Directors' Remuneration Report | 218,832,862 | 91.89 | 19,324,155 | 8.11 | 238,157,017 | 25,809 |

## Single total figure of remuneration for executive directors (audited)

The table below sets out a single figure for the total remuneration received by each executive director for the years ended 31 December 2024 and 31 December 2023.

| | Salary £'000 | | Taxable benefits £'000 | | Pension benefit £'000 | | Total fixed remuneration £'000 | | Other £'000[2] | | Single-year variable £'000 | | Multiple-year variable £'000 | | Total variable remuneration £'000 | | Total £'000 | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Executive director | **2024** | 2023 | **2024** | 2023 | **2024** | 2023 | **2024** | 2023 | **2024** | 2023 | **2024** | 2023 | **2024** | 2023 | **2024** | 2023 | **2024** | 2023 |
| Jim Mullen | **523** | 504 | **23** | 22 | **39** | 38 | **585** | 564 | **–** | – | **662** | – | **–** | – | **662** | – | **1,247** | 564 |
| Darren Fisher[1] | **374** | 330 | **23** | 21 | **28** | 25 | **425** | 376 | **54** | 195 | **378** | – | **–** | – | **432** | 195 | **857** | 571 |

1. Darren Fisher was appointed as CFO on 1 February 2023 and accordingly 2023 data represents a part year.
2. Part of the buy-out awards made to Darren Fisher on joining Reach in 2023 vested on 13 May 2024 and had a value of £53,929.10 (67,076 shares; share price £0.804). The 2023 values shown represent the vesting of other buy-out awards in 2023 and a buy-out cash payment made in 2023.

**Remuneration Report continued**

## SALARY (AUDITED)

The salary review date in the year was 1 April 2024. The CEO and CFO each received a 5% increase in base salary which was in line with the percentage increase for all colleagues in the UK and Republic of Ireland made at that time.

| | Salary until 31 March 2024 | Salary from 1 April 2024 | % increase |
|---|---|---|---|
| Jim Mullen | **£504,425** | **£529,646** | 5% |
| Darren Fisher | **£360,000** | **£378,000** | 5% |

## TAXABLE BENEFITS (AUDITED)

This item incorporates the value of all tax-assessable benefits arising from employment with the Company and relates to the provision of car allowance and healthcare cover. Although not taxable, we also include as required by the DRR Regulations, the deemed value of Sharesave, being the value of the award made (discounted option price compared to the year-end share price).

| | Car allowance | Value of healthcare cover | Value of Sharesave |
|---|---|---|---|
| Jim Mullen | £20,000 | £2,991 | £159 |
| Darren Fisher | £20,000 | £2,991 | £159 |

## PENSIONS (AUDITED)

For both Jim Mullen and Darren Fisher, this item applied a 7.5% pensions contribution rate throughout the year to paid salary.

Neither of the executive directors participated in any of the Group's defined contribution or defined benefit pension schemes. Each executive director received the above as an annual cash sum to use for pension purposes.

## SINGLE YEAR VARIABLE (AUDITED)

The 2024 annual bonus was based on the achievement of Group adjusted operating profit as described below.

| Measure | Weighting (% of bonus) | Below Target | Target | Stretch | Actual | Total payout (% of maximum) |
|---|---|---|---|---|---|---|
| Group adjusted operating profit | 100% | Below £98m (nil) | £98m (10%) | Equal to or above £100.6m (100%) | £102.3m | 100% |
| **Total** | | | | | | **100%** |

The use of Group adjusted operating profit as the sole metric allowed a 'profit pool' from which all Reach 2024 bonuses were self-funded, covering a total of around 3,300 colleagues. This consistency of approach on 2024 annual bonus throughout the Company helped to drive focus on this key profit metric in a challenging operating environment.

The range for Group adjusted operating profit was set to reflect budgets for 2024. No bonus was payable for below on-target performance and 10% of maximum only was payable at 2024's on-target level (£98m); this level was also ahead of the prior year attainment (2023: £96.5m).

The Group adjusted operating profit for 2024 which was achieved at £102.3m allowed bonuses to be self-funded in full.

For our executive directors, before confirming bonus outcomes for 2024, the Remuneration Committee also took account of a range of performance factors (a number of which are KPIs) including the following:

- Revenue per thousand page views (RPM) which increased materially in 2024 to £9.70 (2023: £8.18) (KPI)
- Print Revenues – maintaining print revenues to expected levels (KPI)
- Costs – managing year-on-year cost reductions appropriately to ensure profitability was maintained
- ESG – remaining on track to deliver Scope 1 and Scope 2 reductions by the mid-point (2026) of our plan for Scope 1 and Scope 2 emissions to be halved by 2030
- Diversity and Inclusion – qualitative measurement of progress regarding Talent Acquisition diversity and the actions required to further progress our reduction of the Gender Pay Gap.

Having reviewed the material progress against these performance factors, and the performance of the Group more holistically in addition to the level of adjusted operating profit achieved, the Remuneration Committee regarded it as appropriate to confirm the formulaic outcomes of the 2024 annual bonus for the executive directors based on Group adjusted operating profit without further adjustment.

In the year, the annual bonus maximum for the CEO was 125% of base salary and 100% of base salary for the CFO. Any portion of bonus above 50% of base salary is deferred in shares for three years. Accordingly, a maximum outcome produces an annual bonus of £662,057 for the CEO (where 75% of salary, £397,234 is deferred) and an annual bonus of £378,000 for the CFO (where 50% of salary, £189,000 is deferred). Deferrals are made under the terms of the Restricted Share Plan (RSP). Until released, these awards are subject to potential forfeiture on ceasing employment in some circumstances (see page 102).

**Remuneration Report continued**

## 2022 LTIP AWARDS (AUDITED)

Details of the performance metrics applying for the 2022 LTIP awards, the performance period for which ended in December 2024, are summarised below.

Vesting of the 2022 LTIP award was dependent on achieving performance metrics on relative Total Shareholder Return (TSR) (70% weighting), Cumulative Net Cash Flow (20% weighting), and Overall Digital Average Revenue Per User (ARPU) (10% weighting) as follows:

| TSR performance relative to constituents of FTSE 250 (ex. IT) | % of award that can be exercised |
|---|---|
| Upper quartile or above | 70% |
| Between median and upper quartile | Straight-line vesting between 14% and 70% |
| Median | 14% |
| Below median | Nil |

TSR performance was measured using a three-month average period at the start and end of the three-year performance period. The Company's ranking was below median (89th percentile), which warranted nil vesting of the TSR shares.

| Cumulative Net Cash Flow over the performance period | % of award that can be exercised |
|---|---|
| £330m (or above) | 20% |
| Between £285m and £330m | Straight-line vesting between 4% and 20% |
| £285m | 4% |
| Below £285m | Nil |

Cumulative Net Cash Flow was measured over financial years 2022, 2023 and 2024. However, the Cumulative Net Cash Flow attained was £171m and so was below the £285m threshold. Accordingly, there was nil vesting of the Cumulative Net Cash Flow shares. Cumulative Net Cash Flow for the 2022 award was defined as the net cash flows generated by the business before the payment of dividends, pension deficit funding and associated tax relief, and the cost of acquisitions, and before any significant cash outflows that have been treated as non-recurring in the financial statements.

The Customer Value Strategy metrics applied for the 2022 award considered Overall ARPU with the following scale, measured to the end of financial year 2024. Overall ARPU is defined as the total digital revenue generated across the business, divided by the active UK digital audience (based on the accepted industry measurement standard). The ARPU figure attained was £3.80, and there was nil vesting of the ARPU shares.

| ARPU | % of award that can be exercised |
|---|---|
| £5.85 (or above) | 10% |
| Between £5.57 and £5.85 | Straight-line vesting between 7.33% and 10% |
| Between £5.29 and £5.57 | Straight-line vesting between 2% and 7.33% |
| £5.29 | 2% |
| Below £5.29 | Nil |

## Single total figure of remuneration for non-executive directors (audited)

The table below sets out a single figure for the total remuneration received by each non-executive director for 2023 and 2024.

| | Base fee £'000 | | Other fees £'000 | | Total £'000 | |
|---|---|---|---|---|---|---|
| | **2024** | 2023 | **2024** | 2023 | **2024** | 2023 |
| Anne Bulford | **54** | 52 | **13** | 13 | **67** | 65 |
| Priya Guha | **54** | 52 | **13** | 13 | **67** | 65 |
| Denise Jagger | **54** | 52 | **13** | 13 | **67** | 65 |
| Barry Panayi | **54** | 52 | **–** | – | **54** | 52 |
| Nick Prettejohn[1] | **193** | 185 | **–** | – | **193** | 185 |
| Wais Shaifta | **54** | 52 | **–** | – | **54** | 52 |
| Olivia Streatfeild | **54** | 52 | **13** | 13 | **67** | 65 |

1. This amount includes amounts paid to Nick Prettejohn during 2024 correcting for payroll errors from earlier years (less than £1,000 in aggregate).

The non-executive director fee rates below were in place during 2024.

| | Fees until 31 March 2024 | Fees from 1 April 2024 |
|---|---|---|
| Chairman base fee | £185,400 | £194,670[1] |
| Non-executive director base fee | £52,000 | £54,600[1] |
| Additional fee for Senior Independent Director | £12,500 | £12,500 |
| Additional fee for chairing Audit & Risk Committee | £12,500 | £12,500 |
| Additional fee for chairing Remuneration Committee | £12,500 | £12,500 |
| Additional fee for chairing Sustainability Committee | £12,500 | £12,500 |

1. Increase in line with 5% review for colleague salaries.

The aggregate remuneration of all executive and non-executive directors under salary, fees, benefits, cash supplements in lieu of pensions and annual bonus in 2024 was £2.62m (2023: £1.63m).

## LTIP interests awarded in 2024 (audited)

On 8 May 2024, Jim Mullen and Darren Fisher were granted awards under the LTIP. To the extent that performance conditions are met, these awards will vest on 8 May 2027. The three-year period over which performance is to be measured is from 1 January 2024 to 31 December 2026. Vested shares are subject to a two-year holding period.

| | Date of grant | Shares over which awards granted[1] | Value of awards granted | % of salary |
|---|---|---|---|---|
| Jim Mullen | 8 May 2024 | 1,311,004 | £926,880 | 175 |
| Darren Fisher | 8 May 2024 | 801,980 | £567,000 | 150 |

1. The base price for calculating the level of awards was £0.707, the three-month average share price to the date of grant.

Vesting of LTIP awards granted (as nil-cost options) in 2024 is subject to four performance conditions: relative TSR (40% of each award), absolute TSR growth (20%), RPM (25%) and ESG – reduction in Scope 1 and Scope 2 emissions (15%).

More details of the targets applying to these awards are included in the tables below.

| TSR performance relative to constituents of FTSE SmallCap (ex. IT) | % of award that can be exercised |
|---|---|
| Upper quartile or above | 40% (100% of this part) |
| Between median and upper quartile | Straight-line vesting between 8% and 40% |
| Median | 8% (20% of this part) |
| Below median | Nil |

| Absolute growth in TSR (three-year CAGR) | % of award that can be exercised |
|---|---|
| 20% or above | 20% (100% of this part) |
| Between 10% and 20% | Straight-line vesting between 4% and 20% |
| 10% | 4% (20% of this part) |
| Below 10% | Nil |

For both TSR conditions, measurement will be on the basis of three-month average return figures at the start and end of the performance period. In the three-month average base period to 31 December 2023, Reach's average share price was £0.754.

The RPM metrics relate to Reach's Customer Value Strategy. For RPM, the range of targets has been set by the Committee for 2024 LTIP awards by reference to the three-year business plan, and the Committee considers the ranges set to require stretching growth over the period 2024 to 2026.

The Committee regards the RPM targets for the 2024 LTIP awards as commercially sensitive at the current time and, accordingly, will not be disclosing the target ranges on a prospective basis. The information will be disclosed when it is appropriate to do so, and no later than on the publication of the Directors' Remuneration Report for the year of vesting.

The environmental metrics will measure the absolute reduction in Scope 1 and Scope 2 emissions ($tCO_2e$) over the period 1 January 2024 to 31 December 2026.

| % reduction from 2023 baseline | % of award that can be exercised |
|---|---|
| 19% or above | 15% (100% of this part) |
| Between 16% and 19% | Straight-line vesting between 3% and 15% |
| 16% | 3% (20% weighting of this part) |
| Below 16% | Nil |

The targets for this metric are aligned to Reach's near-term science-based targets for Scope 1 and Scope 2 emissions in 2030 which were approved by the Sustainability Committee in December 2023 and the measurement will be subject to external verification.

If there are changes to the business that would result in significant changes in the emissions inventory, Reach plc's 2030 baseline and targets would be recalculated in line with best practice in a process overseen by the Sustainability Committee with external validation. The Committee will continue to work closely with the Sustainability Committee to ensure the environmental metrics for LTIP continue to be an appropriate incentive as the business evolves.

## Payments to past directors and payments for loss of office (audited)

There were no payments to past directors in the year or payments for loss of office. Following the 2024 financial year end, Simon Fuller's 2022 LTIP award (which had been retained on a time pro-rated basis) lapsed in full.

## External directorship fees

Jim Mullen serves as a non-executive director of Racecourse Media Group Limited. For 2024, he received fees of £40,000, which he retained.

## Annual percentage change in remuneration of directors and employees

The table on the next page shows the percentage change in CEO remuneration from the prior year, compared to the average percentage change in remuneration for all other employees. In accordance with Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended), we also show the relevant percentage changes for all other directors, and figures are shown for 2020 through to 2024.

The CEO's and CFO's remuneration includes base salary paid in 2024, taxable benefits and bonus. The base salary and taxable benefits for all other employees is calculated using the increase in the earnings of employees taken from salary (as at the end of the year and the end of the previous year) and payroll and P11D data from the relevant tax years. It excludes any discount from participation in the Reach Savings-Related Share Option Scheme.

**Remuneration Report continued**

The table is based on a consistent set of employees, that is, the same individuals appear in both years' populations for comparisons. The annual bonus is the amount payable in respect of 2024 compared to the amount paid in respect of 2023 (nil). The base salary data for part-time employees has been pro-rated up to the full-time equivalent.

| | Jim Mullen CEO | All other employees[5] | Darren Fisher CFO[6] | Nick Prettejohn Chairman | Anne Bulford Non-Executive Director[7] | Priya Guha Non-Executive Director[8] | Denise Jagger Non-Executive Director[9] | Barry Panayi Non-Executive Director[10] | Wais Shaifta Non-Executive Director[8] | Olivia Streatfeild Non-Executive Director |
|---|---|---|---|---|---|---|---|---|---|---|
| **2024[1,2]** | | | | | | | | | | |
| **Salary** | **3.8%** | **6.7%** | **13.3%** | **4.3%** | **3.1%** | **3.1%** | **3.1%** | **3.8%** | **3.8%** | **3.1%** |
| **Taxable benefits** | **4.5%** | **(14.2)%[11]** | **9.5%** | **n/a** | **n/a** | **n/a** | **n/a** | **n/a** | **n/a** | **n/a** |
| **Annual bonus** | **100%** | **100%** | **100%** | **n/a** | **n/a** | **n/a** | **n/a** | **n/a** | **n/a** | **n/a** |
| **2023[1]** | | | | | | | | | | |
| Salary | 0.6% | 5.4% | n/a | 1.1% | 4.8% | 282.4% | n/a | 6.1% | 205.9% | 4.8% |
| Taxable benefits | 0.0% | 7.0% | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| Annual bonus[3] | 0.0% | 0.0% | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| **2022** | | | | | | | | | | |
| Salary | 2.7% | 6.3% | n/a | 1.7% | 6.9% | n/a | n/a | 390.0% | n/a | 21.6% |
| Taxable benefits | (12.0%) | 10.7% | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| Annual bonus[3] | (100%) | (100%) | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| **2021** | | | | | | | | | | |
| Salary | 13.2% | 3.8% | n/a | 11.8% | 13.7% | n/a | n/a | n/a | n/a | 27.5% |
| Taxable benefits | 13.6% | (0.3%) | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| Annual bonus | 100% | 100% | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| **2020** | | | | | | | | | | |
| Salary[4] | (14.8%) | 4.2% | n/a | (10.6%) | 112.5% | n/a | n/a | n/a | n/a | (11.1%) |
| Taxable benefits | nil | 2.9% | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| Annual bonus[3] | (100%) | (100%) | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |

All figures are expressed as percentage changes from the prior year

1. Please see the single total figure of remuneration tables for both the executive directors and non-executive directors.
2. Annual reviews from 1 April each year produce year-on-year changes and, for non-executive directors, differentials can reflect changes in committee chair responsibilities.
3. The annual bonus for 2023 was nil, the annual bonus for 2022 was nil and the annual bonus for 2020 was cancelled.
4. The voluntary salary reduction in 2020 for all directors impacts differentials for 2020 and 2021.
5. There are no other employees of the listed parent and, as such, the all employees (of the Group) measure is a more appropriate comparable.
6. Darren Fisher was appointed as Chief Financial Officer on 1 February 2023. Accordingly, the percentage difference in 2024 shown represents a comparison between a full year (2024) and a part year (2023).
7. Anne Bulford was appointed as a non-executive director on 18 June 2019. Accordingly, the percentage difference in 2020 shown represents a comparison between a full year (2020) and a part year (2019).
8. Priya Guha and Wais Shaifta were appointed as non-executive directors on 1 September 2022. Accordingly, the percentage difference in 2023 shown represents a comparison between a full year (2023) and a part year (2022).
9. Denise Jagger was appointed as a non-executive director on 31 December 2022.
10. Barry Panayi was appointed as a non-executive director on 13 October 2021. Accordingly, the percentage difference in 2022 shown represents a comparison between a full year (2022) and a part year (2021).
11. This reflects a change in taxable values from benefits due to changes in car policies.

**Remuneration Report continued**

## Chief Executive Officer pay ratio

The table below shows the ratio of the CEO's single figure total of remuneration to the total remuneration for the median (50th percentile), 25th and 75th percentile paid employee.

| Year | Method | 25th percentile pay ratio | Median pay ratio | 75th percentile pay ratio |
|---|---|---|---|---|
| 2018 | Option B | 38:1 | 27:1 | 18:1 |
| 2019[1] | Option B | 43:1 | 31:1 | 24:1 |
| 2020 | Option B | 17:1 | 14:1 | 11:1 |
| 2021 | Option B | 59:1 | 53:1 | 41:1 |
| 2022 | Option B | 18:1 | 16:1 | 10:1 |
| 2023 | Option B | 17:1 | 14:1 | 9:1 |
| **2024** | **Option B** | **35:1** | **26:1** | **19:1** |

1. The CEO single figure total of remuneration for 2019 was determined by adding together Simon Fox and Jim Mullen's single figures of total remuneration as disclosed in the single figure table for that year.

The ratios are calculated using the Option B methodology set out in the DRR Regulations. This was considered the optimum approach utilising data compiled for annual gender pay reporting which provides a robust set of data to refer to in order to identify representative employees in the organisation at median, lower and upper quartile. Our preference is to have a consistent reporting reference date.

The median, 25th and 75th percentile employees were identified from the list of full pay relevant employees in the organisation on 5 April 2024 and where the individuals were also in employment at full year end in December 2024. The total compensation figure was then calculated and checks made to ensure the employees identified are representative of pay at these levels in the organisation. The data points are reflective of our Company structure and types of roles across the organisation and accordingly the Committee believes the median pay ratio for 2024 to be consistent with the pay, reward and progression policies for the Company's UK employees taken as a whole as at the reference date.

The median pay ratio for 2024 is higher than the figure reported for 2023. This is due to an annual bonus being payable to the CEO for 2024 performance, compared to no bonus payment in 2023. LTIP vesting is nil for awards granted in 2022 so the ratio remains lower than years when both bonus and LTIP outcomes were positive.

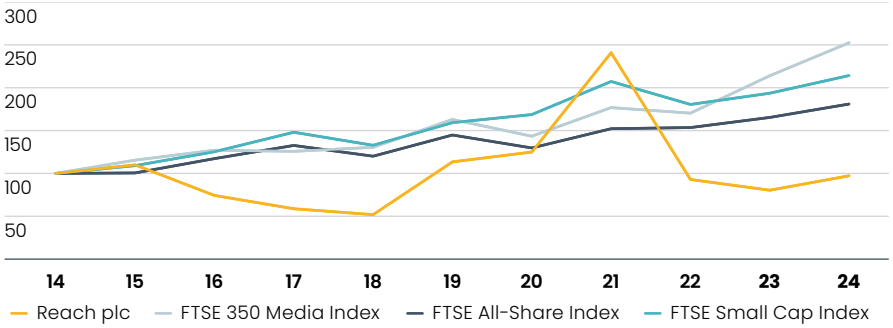
As the CEO pay ratio will involve the inclusion of variable pay outcomes for any year, it is reasonable to expect the ratio to vary from year to year. However, the Committee will take employee pay arrangements into account when setting the pay of our executive directors for any year, and is committed to paying our directors appropriately and in line with Company performance.

| Supporting data compensation figures | 25th percentile | Median | 75th percentile |
|---|---|---|---|
| Total employee pay and benefits figure | £36,080 | £47,980 | £66,934 |
| Salary and wages component of total employee pay and benefits figure | £33,312 | £43,730 | £61,635 |

## Review of past performance

The following chart illustrates the Company's performance as measured by TSR compared to the FTSE SmallCap Index, which is considered the most appropriate form of 'broad equity market index' against which the Company's performance should be measured (of which the Company is a constituent), and the FTSE AllShare Index (of which the Company is also a constituent), and to the FTSE 350 Media Index, as required by legislation.

## 10-year TSR chart




Source: Refinitiv Eikon

**Remuneration Report continued**

## Chief Executive Officer's single figure of remuneration

| | 2015 | 2016 | 2017 | 2018 | 2019(a)[1] | 2019(b)[2] | 2020 | 2021 | 2022 | 2023 | **2024** |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Single figure of remuneration (£'000) | 2,260 | 749 | 893 | 949 | 780 | 323 | 485 | 2,069 | 561 | 564 | **1,247** |
| Annual bonus outcome (% of maximum) | 34.6% | 34.6% | 39.7% | 38.3% | 67.65% | 67.65% | nil | 70.83% | nil | nil | **100%** |
| LTIP vesting (% of maximum) | 25.3% | nil | 40% | 40% | 40% | n/a | n/a | 100% | nil | nil | **nil** |

1. 2015 to 2019(a) figures for the CEO are in respect of Simon Fox. Simon Fox resigned on 16 August 2019.
2. 2019(b) to 2024 figures are in respect of Jim Mullen.

## Relative importance of spend on pay

The table below shows shareholder distributions (dividends and any share buy-backs) and total employee pay expenditure for 2023 and 2024, along with the percentage change in both.

| | **2024 £'000** | 2023 £'000 | % change 2023–2024 |
|---|---|---|---|
| Shareholder distributions (dividends) | **23,200** | 23,100 | 0.4% |
| Total employee expenditure | **213,500** | 221,700 | (3.7)% |

## Directors' beneficial interests shareholding requirements (audited)

The table below sets out the beneficial interests of the current non-executive directors in the share capital of the Company as at 31 December 2024.

| Non-executive directors[1] | **Ordinary shares at 31 December 2024** | Ordinary shares at 31 December 2023 |
|---|---|---|
| Anne Bulford | **11,953** | 11,953 |
| Priya Guha | **–** | – |
| Denise Jagger | **–** | – |
| Barry Panayi | **3,979** | 3,979 |
| Nick Prettejohn | **131,640** | 131,640 |
| Wais Shaifta | **–** | – |
| Olivia Streatfeild | **55,255** | 55,255 |

1. Includes the interests of connected persons.

The table below sets out beneficial interests of the executive directors in the share capital of the Company and achievement against shareholding requirements, being 200% of base salary for the CEO and CFO. The requirements were not met as at 31 December 2024.

Until the relevant shareholding levels are attained, executive directors are required to retain 100% of shares vesting, after the sale of sufficient shares to meet any income tax or National Insurance obligations in respect of vested LTIP awards or in respect of vested deferred bonus share awards (such awards are made under the RSP).

| Executive directors | Owned outright[1] | Unvested and subject to other conditions[2] | Total share interests for SOGs[3] | Value of share interests[4] | Current shareholding (% salary/fee) |
|---|---|---|---|---|---|
| Jim Mullen | 806,009 | 85,514 | 891,523 | £709,159 | 134% |
| Darren Fisher | 93,106 | 237,742 | 330,848 | £182,518 | 48% |

1. Includes the interests of connected persons.
2. For the CEO, these are RSP awards in respect of deferred bonus, and for the CFO are buy-out awards. The RSP awards and buy-out awards are subject to continuing service requirements and malus and clawback provisions.
3. Share Ownership Guidelines.
4. Calculations are based on the share price as at 31 December 2024. Value of the RSP and the CFO's buy-out awards are reduced by 47% to reflect estimated tax and NI due at time of vesting in line with Investment Association guidelines.

None of the directors has a beneficial interest in the shares of any other Group company. Since 31 December 2024 and up to the latest practicable date (25 February 2025), there have been no changes in the directors' interests in shares.

The lowest closing price of the shares during the year was £0.591 and the highest price was £1.076. The share price as at 31 December 2024 was £0.833.

**Remuneration Report continued**

## Directors' interests in shares under the Reach share plans (audited)

| Director | Date of grant | Share price used at date of grant | At 1 January 2024 | Granted | Exercised LTIPs/ released RSPs[1] | Lapsed | **At 31 December 2024** | Performance period | Exercise period (holding period) |
|---|---|---|---|---|---|---|---|---|---|
| **Jim Mullen** | | | | | | | | | |
| LTIP | 11.05.21 | £2.3517 | 364,430 | – | – | (364,430) | **–** | 28.12.20-31.12.23 | 11.05.24-11.11.24 (11.05.24-11.05.26) |
| Sharesave | 14.07.21 | £2.46 | 3,658 | – | – | (3,658)[2] | **–** | 01.09.21-01.09.24 | 01.09.24-01.03.25 |
| LTIP | 11.04.22 | £2.207 | 399,974 | – | – | – | **399,974** | 27.12.21-31.12.24 | 11.04.25-11.10.25 (11.04.25-11.04.27) |
| RSP | 11.04.22 | £2.207 | 85,514 | – | – | – | **85,514** | – | Restricted until 11.04.25 |
| LTIP | 13.04.23 | £0.848 | 1,040,970 | – | – | – | **1,040,970** | 26.12.22-31.12.25 | 13.04.26-13.10.26 (13.04.26-13.04.28) |
| LTIP | 08.05.24 | £0.707 | – | 1,311,004 | – | – | **1,311,004** | 01.01.24–31.12.26 | 08.05.27-08.11.27 (08.05.27-08.05.29) |
| Sharesave | 23.09.24 | £0.89 | – | 10,421[3] | – | – | **10,421** | – | 01.11.27–01.05.28 |
| **Darren Fisher** | | | | | | | | | |
| LTIP | 13.04.23 | £0.848 | 582,708 | – | – | – | **582,708** | 26.12.22-31.12.25 | 13.04.26-13.10.26 (13.04.26-13.04.28) |
| Buy-out[4] | 06.06.23 | £0.7771 | 61,164 | 5,912[5] | (67,076)[6] | – | **–** | – | 13.05.24-12.11.24 |
| Buy-out[4] | 06.06.23 | £0.7771 | 80,816 | – | – | – | **80,816** | – | 28.03.25-28.09.25 |
| Buy-out[4] | 06.06.23 | £0.7771 | 77,360 | – | – | – | **77,360** | – | 28.03.25-28.09.25 |
| Buy-out[4] | 06.06.23 | £0.7771 | 79,566 | – | – | – | **79,566** | – | 28.03.26-28.09.26 |
| LTIP | 08.05.24 | £0.707 | – | 801,980 | – | – | **801,980** | 01.01.24–31.12.26 | 08.05.27-08.11.27 (08.05.27-08.05.29) |
| Sharesave | 23.09.24 | £0.89 | – | 10,421[3] | – | – | **10,421** | – | 01.11.27-01.05.28 |

1. The aggregate amount of gains made by the directors on the exercise of share options in the year was £143,636 and release of vested RSP awards in the year was £0 (2023: £64,925 and £27,943). The exercise of share options in 2024 included the release of an additional 103,055 shares to Jim Mullen in December 2024 for the value of dividends on vested 2019 LTIP shares during the relevant two-year LTIP holding period from December 2022 to December 2024.
2. Jim Mullen cancelled his participation in the 2021 Sharesave Scheme as the option was underwater, resulting in the lapse of an option over 3,658 shares.
3. These shares were granted as options under the Reach Savings-Related Share Option Scheme.
4. These awards represent a buy-out of awards previously held by Darren Fisher that were forfeited on his joining the Company. The buy-out awards will vest on the original vesting dates of the forfeited awards, subject to Darren's continued employment with Reach up to the relevant vesting dates. The number of shares under the buy-out awards are equivalent in value to the awards forfeited, calculated using a three-month average share price of £0.7771 per share.
5. On vesting of this award, another 5,912 shares in respect of dividends in the period to vesting were credited to this award in accordance with the terms of the LTIP plan rules.
6. Of the 67,076 LTIP shares which vested on 13 May 2024 and were exercised on 23 May 2024, 31,638 shares were sold to cover tax and NI liabilities. The share price on 23 May 2024 was £0.783.

## Details of plans

### Long Term Incentive Plan

Vesting of LTIP awards is subject to continued employment and the Company's performance over a three-year performance period. If no entitlement has been earned at the end of the relevant performance period, awards will lapse. There is a two-year holding period on vested LTIP shares, with malus and clawback provisions. All LTIP awards are granted as nil-cost options, with a six-month exercise period post vesting.

The performance conditions for the 2022 LTIP awards are summarised on page 96.

The performance conditions for the 2023 awards were 75% on relative TSR and 25% on Customer Value Strategy metrics (12.5% weighting on ARPU and 12.5% weighting on RPM).

The performance conditions for the 2024 awards are summarised on page 97.

### Restricted Share Plan

Awards under the RSP are deferred bonus share awards. Participants beneficially own the restricted shares from the date of grant. Legal title is held by the RSP Trustees until the restricted shares are released into the participant's name. These awards may not be transferred or otherwise disposed of by a participant for a period of three years from the date of grant, and are subject to potential forfeiture on resignation or malus and clawback provisions. Additional shares representing reinvested dividends may be released following the vesting of share awards.

Restrictions on the shares end on the third anniversary of the grant, when the shares will be released into the participant's name.

### Share plans dilution

Overall dilution from share plans for our share plans dilution limit is 5.7% of issued share capital (ISC) as at 31 December 2024. This comprises 4.7% in respect of LTIP and 1.0% in respect of Sharesave and other all-employee plans. These figures consider all share plan awards made in the last 10 years, excluding awards which have lapsed and awards which have been satisfied by shares purchased on the market by Reach's employees' share trust. A further 0.6% of ISC is held by the employees' share trust and is available for use, which reduces effective share plans dilution to 5.1% of ISC.

## Implementation of Remuneration Policy for 2025

### Base salary

The Group-wide salary review date is 1 April 2025. As at the date of this report, the salary of the CEO is £529,646 and the salary of the CFO is £378,000.

### Pension and benefits

Jim Mullen and Darren Fisher each have a 7.5% of salary pension allowance for 2025.

### Annual bonus and RSP

For 2025, the maximum annual bonus opportunity will be 125% of salary for the CEO and 100% of salary for the CFO.

The annual bonus plan for our executive directors in 2025 will be fully assessed on Group adjusted operating profit.

Before any 2025 annual bonus outcomes are confirmed, the Committee will conduct an overview assessment of performance in the year and consider progress against a wider range of factors.

Performance targets for the 2025 financial year are considered to be commercially sensitive and are not disclosed on a prospective basis. However, it is intended that performance against targets will continue to be disclosed in next year's Annual Remuneration Report.

Any bonus earned in excess of 50% of salary will be deferred in shares under the RSP for three years.

### LTIP awards to be awarded in 2025

In 2025, LTIP awards will be made to each of the CEO and CFO at the levels allowed by the Policy (175% base salary for the CEO and 150% base salary for the CFO).

The three-year performance period for all metrics for the 2025 LTIP awards is the period from 1 January 2025 to 31 December 2027. The balance of metrics will be:

- Relative TSR (40%);
- Absolute TSR Growth (20%);
- Revenue per thousand page views (RPM) (25%);
- ESG – reduction in Scope 1 and Scope 2 emissions (15%).

**Remuneration Report continued**

The following paragraphs describe the targets for each metric.

| TSR performance relative to constituents of FTSE SmallCap (ex. IT) | % of award that can be exercised |
|---|---|
| Upper quartile or above | 40% (100% of this part) |
| Between median and upper quartile | Straight-line vesting between 8% and 60% |
| Median | 8% (20% of this part) |
| Below median | Nil |

| Absolute growth in TSR (three-year CAGR) | % of award that can be exercised |
|---|---|
| 20% or above | 20% (100% of this part) |
| Between 10% and 20% | Straight-line vesting between 4% and 20% |
| 10% | 4% (20% of this part) |
| Below 10% | Nil |

For both TSR conditions, measurement will be on the basis of three-month average return figures at the start and end of the performance period.

The FTSE SmallCap (ex. IT) is used for relative TSR as Reach was a member of that index at the start of the performance period.

The RPM metrics relate to Reach's Customer Value Strategy. For RPM the range of targets has been set by the Committee for 2025's awards by reference to the three-year business plan, and the Committee considers the ranges set to require stretching growth over the period 2025 to 2027.

The Committee regards the RPM targets for the 2025 LTIP awards as commercially sensitive at the current time and, accordingly, will not be disclosing the target ranges on a prospective basis. The information will be disclosed when it is appropriate to do so, and no later than on the publication of the Directors' Remuneration Report for the year of vesting.

The environmental metrics will measure the absolute reduction in Scope 1 and Scope 2 emissions ($tCO_2e$) over the period 1 January 2025 to 31 December 2027.

| % reduction from 2024 baseline | % of award that can be exercised |
|---|---|
| 19% or above | 15% (100% of this part) |
| Between 16% and 19% | Straight-line vesting between 3% and 15% |
| 16% | 3% (20% of this part) |
| Below 16% | Nil |

The targets for this metric are aligned to Reach's near-term science-based targets for Scope 1 and Scope 2 emissions in 2030 which were approved by the Sustainability Committee in December 2023 and the measurement will be subject to external verification.

If there are changes to the business that would result in significant changes in the emissions inventory, Reach plc's 2030 baseline and targets would be recalculated in line with best practice in a process overseen by the Sustainability Committee with external validation. The Committee will continue to work closely with the Sustainability Committee to ensure the environmental metrics for LTIP continue to be an appropriate incentive as the business evolves.

## Chairman and non-executive director fees

The fees for the Chairman and non-executive directors for 2025 will apply as described on page 96.

**Olivia Streatfeild**
Remuneration Committee Chair

4 March 2025

# COMPLIANCE WITH THE 2018 UK CORPORATE GOVERNANCE CODE

The Board considers that, during 2024, the Company applied the principles and complied with all of the provisions set out in the 2018 UK Corporate Governance Code (the 2018 Code), for the period under review. Details on how Reach has applied the principles set out in the 2018 Code and how governance operates at Reach have been summarised throughout this Governance section and elsewhere in this Annual Report as set out below. The full 2018 Code is available on the Financial Reporting Council's (FRC) website at www.frc.org.uk.

| | Principles | Pages and/or website |
|---|---|---|
| **Board leadership and company purpose** | **A** – Promoting long-term sustainable success and value | 65, and on our website at www.reachplc.com/investors/corporate-governance/accountability |
| | **B** – Purpose, value, strategy and alignment with culture | 65, 67 and 68 |
| | **C** – Performance measures, controls and risk management | 52, 88 and 89, and on our website at www.reachplc.com/investors/corporate-governance/accountability |
| | **D** – Shareholder and other stakeholder engagement | 70 to 73, 107 |
| | **E** – Workforce policies and practices | 66 to 68, 89 |
| **Division of responsibilities** | **F** – Chair role and responsibilities | www.reachplc.com/investors/corporate-governance/accountability |
| | **G** – Board roles and responsibilities | 62 to 64, 77 and on our website at www.reachplc.com/investors/corporate-governance/accountability |
| | **H** – Non-executive directors' role and capacity | 62 to 65, 106 |
| | **I** – Board effectiveness and efficiency | 106 |
| **Composition, succession and evaluation** | **J** – Board appointments and succession plans | 75, 77 and 78 |
| | **K** – Board skills, experience, knowledge and tenure | 75, 79, 106 |
| | **L** – Board evaluation and composition, diversity and effectiveness | 76 and 77 |
| **Audit, risk and internal control** | **M** – Independence and effectiveness of internal and external audit functions, integrity of financial and narrative statements | 84, 88 |
| | **N** – Fair, balanced and understandable assessment of the Company's position and prospects | 83 |
| | **O** – Risk management and internal controls | 55 to 59, 88 |
| **Remuneration** | **P** – Remuneration policies and practices | 90 to 103, Remuneration Policy can be found on our website www.reachplc.com/investors/results-and-reports |
| | **Q** – Procedure for developing remuneration policy | 93 |
| | **R** – Independent judgement and discretion when authorising remuneration outcomes | 93 to 103 |

# DIRECTORS' REPORT

The Directors' Report comprises the Governance Report (on pages 60 to 89), the Directors' Report (on pages 105 to 109) and the Shareholder information section (on pages 180 and 181). The following information is provided in other appropriate sections of the Annual Report and is incorporated by reference in this table.

| Information | Reported in | Page number(s) |
|---|---|---|
| **Business review including principal risks, key performance indicators and matters on environment, employees and social and community issues** | Strategic Report | 1 to 59 |
| **Likely future developments and performance of the Company** | Strategic Report | 24 |
| **Stakeholder engagement** | Strategic Report | 25 to 41 |
| | Governance Report | 60 to 89 and 104 |
| **Engaging with employees** | Strategic Report | 34 |
| | Governance Report | 71 |
| **Employment of disabled persons** | Strategic Report | 34 |
| **Greenhouse gas emissions, energy consumption and energy efficiency action** | Strategic Report | 40 and 41 |
| **Task Force on Climate-related Financial Disclosures (TCFD) report** | Strategic Report | 42 to 49 |
| **Viability statement** | Strategic Report | 59 |
| **Compliance with the 2018 UK Corporate Governance Code** | Governance Report | 104 |
| **Directors** | Our Board | 62 to 64 |
| | Directors' Remuneration Report | 90 to 103 |
| | Directors' Remuneration Report – directors' beneficial interests and shareholding requirements | 100 and 101 |
| **Details of Long Term Incentive Plan** | Directors' Remuneration Report | 102 |
| **Going concern** | Financial statements | 123 and 124 |
| **Accounting policies, financial instruments and financial risk management** | Financial statements | 123 to 130<br>153 to 156<br>165 and 166 |

To comply with DTR 4.1.5R(2) and DTR 4.1.8R, the required content of the Management Report can be found in the Strategic Report or this Directors' Report, including the material incorporated by reference.

## Articles of Association

The Company's Articles of Association (the Articles) set out the internal regulations of the Company and cover such matters as the rights of shareholders, the appointment and removal of directors, and the conduct of the Board and general meetings.

The Articles can only be amended by at least a 75% vote in favour from those voting in person or by proxy at a general meeting of the shareholders.

A copy of the Articles is available to view on our website at www.reachplc.com/investors/corporate-governance.

## Directors

The directors of the Company who were in office during the year and up to the date of signing the financial statements are listed on pages 62 to 64, together with details of each director's skills, experience and current external appointments. Details of directors' beneficial and any non-beneficial interests in the shares of the Company are shown on page 100. Options granted to directors under the Sharesave scheme, the Long Term Incentive Plan and the Restricted Share Plan are shown on page 101. More information regarding employee share option schemes is provided in note 30 to 31 to the consolidated financial statements on pages 152 and 153.

The main responsibilities of the non-executive directors are to provide an external perspective in Board discussions, to be responsible for scrutinising executive management on behalf of shareholders, and to constructively challenge Board discussions and help develop proposals on strategy.

The non-executive directors' letters of appointment set out the time commitment expected from them. The Board is satisfied that each director has sufficient time to devote to discharging their responsibilities as a director of the Company. The Board reviews and approves as necessary any additional external appointments the directors may look to obtain.

## Appointment and replacement of directors

The Articles give the directors the power to appoint and replace directors. Under the terms of reference of the Nomination Committee, appointments must be recommended by the Nomination Committee for approval by the Board.

The Articles also require directors to retire and submit themselves for election to the first Annual General Meeting (AGM) following their appointment and to retire at the AGM held in the third calendar year after election or last re-election. However, to comply with the 2018 UK Corporate Governance Code, all the directors will submit themselves for election or re-election at each AGM.

The Chairman, on behalf of the Board, has confirmed each non-executive director continues to be an effective member of the Board and will stand for re-election at the 2025 AGM.

## Compensation for loss of office

There are no agreements in place between the Company and any director or employee for loss of office in the event of a takeover.

## Directors' indemnity and insurance

The directors have the benefit of an indemnity, which is a qualifying third-party indemnity provision as defined by section 234 of the Companies Act 2006 (the Act). This provision was in force during the financial year and when the Directors' Report was approved.

The Company maintains appropriate liability insurance for its directors and officers, which provides cover for any legal action brought against them.

## Company Secretary

The Company Secretary enables effective communication flows between the Board and its Committees, and between senior management and the non-executive directors. They also provide effective support to the Board during meetings and when setting agendas and ensure the Board operates in accordance with the Company's corporate governance framework. All directors have access to the advice and services of the Company Secretary, who also facilitates any other professional development that directors consider necessary to help them carry out their duties.

## Share capital

As at 31 December 2024, the Company's issued share capital comprised 322,085,269 ordinary shares with a nominal value of 10 pence each. The Company held 3,927,313 ordinary shares in Treasury. Therefore, the total number of voting rights in the Company was 318,157,956.

All shares other than those held in Treasury are freely transferable and rank equally for voting and dividend rights. The Company is not aware of any agreements between holders of shares that result in any restrictions.

As at 31 December 2024, the Trinity Mirror Employees' Benefit Trust held 2,329,117 shares (2023: 3,271,758).

Details of the authorised and issued share capital, share premium account, Treasury shares and Employee Benefit Trusts can be found in notes 29 to 31 in the notes to the consolidated financial statements.

As at the latest practicable date (25 February 2025), the Company held 3,927,313 shares in Treasury, representing 1.2% of the issued share capital of the Company. Treasury shares do not receive dividends and are not included when calculating the total voting rights in the Company. The Company, if deemed fit, can sell the shares for cash or transfer the shares for use in an employee share scheme.

During the year, the following transfers from Treasury were made:

| Date | Transfer |
|---|---|
| 23 May 2024 – 21 November 2024 | 183,266 shares were withdrawn from Treasury and transferred to Equiniti to satisfy Reach share plans |

## Purchase of own shares

The Board's powers for the management of the business of the Company are set out in the Company's Articles of Association, which include the directors' ability to issue or buy back shares. At the Company's AGM on 2 May 2024, shareholders approved an authority for the Company to make market purchases of its own shares up to a maximum of 31,797,469 shares (being 10% of the issued share capital less Treasury shares at that time) at prices not less than the nominal value of each share (being 10 pence each) and not exceeding 105% of the average mid-market price for the preceding five business days. No use was made of this authority during the period. The Company intends to renew this authority at its 2025 AGM.

## Substantial shareholdings

The Company has been notified, in accordance with Chapter 5 of the Disclosure Guidance and Transparency Rules, of the following direct or indirect holdings of voting rights, including shares and other financial instruments, in the Company's shares:

| Date | As at 31 December 2024 Number of voting rights | As at 31 December 2024 % of total voting rights | As at 25 February 2025 Number of voting rights | As at 25 February 2025 % of total voting rights |
|---|---|---|---|---|
| Aberforth Partners[1] | **31,795,824** | **10.03%** | 31,795,824 | 10.03% |
| Dimensional Fund Advisor[2] | **12,843,108** | **4.98%** | 12,843,108 | 4.98% |
| FMR LLC[1] | **16,057,004** | **5.05%** | 16,057,004 | 5.05% |
| Lombard Odier Asset Management (Europe) Limited | **31,616,267** | **9.94%** | 31,616,267 | 9.94% |
| M&G plc[3] | **44,209,812** | **14.03%** | 44,209,812 | 14.03% |
| Schroders plc[4] | **14,488,704** | **4.63%** | 14,488,704 | 4.63% |
| Slater Investments[3] | **15,789,961** | **5.02%** | 15,789,961 | 5.02% |
| Wellcome Trust | **15,958,396** | **5.08%** | 15,958,396 | 5.08% |

1. Disclosures made in 2023.
2. Disclosure made in 2015 and prior to 2020 bonus issue and increases in the share capital pursuant to transactions that took place in 2015 and 2018.
3. Disclosures made in 2022.
4. Disclosures made in 2021.

## Allotment of shares

At the Company's AGM on 2 May 2024, shareholders approved an authority for the Company to allot ordinary shares up to a maximum nominal amount of £10,599,156 (being one-third of the Company's issued share capital less Treasury shares at that time). The Company intends to renew this authority at its 2025 AGM.

## Change of control provisions

The directors are not aware of there being any significant agreements that contain any material change of control provisions to which the Company is a party other than in respect of the financing facilities that expire in December 2028 (including an option to extend by up to one year). Under the terms of these facilities, and in the event of a change of control of the Company, the banks can withdraw funding, and all outstanding loans, accrued interest and other amounts due and owing become payable within 30 days of the change.

## Research and development activities

During the ordinary course of business, the Company conducts research and subsequently develops new products and services within its business units.

## AGM

The AGM provides an opportunity for directors to engage with shareholders, answer their questions and meet them informally. At the 2024 AGM, the Board's proposals received a high level of support and all resolutions were passed with over 89% of votes cast in favour. The next AGM is planned to take place on 1 May 2025 in London. More details of the arrangements will be posted on our website at www.reachplc.com, and will be contained within the Notice of Meeting.

The Notice of Meeting and proxy form for the 2025 AGM will be shared with shareholders at least 20 working days prior to the meeting date, as required by the FRC's Guidance on Board Effectiveness. A detailed explanation of each item of business to be considered at the 2025 AGM will be included in the Notice of Meeting, which will either be sent by post to the shareholders in advance of the 2025 AGM or will be available to download from our website at www.reachplc.com.

Shareholders who are unable to attend the 2025 AGM are encouraged to vote in advance of the meeting, either online at www.shareview.co.uk or by using the proxy form, which will be sent to all shareholders.

## Dividends

The Board proposes a final dividend for 2024 of 4.46 pence per share (2023: 4.46 pence per share), which, subject to shareholder approval, will be payable on 30 May 2025 to shareholders on the register on 2 May 2025. The proposed final dividend together with the interim dividend of 2.88 pence per share (2023: 2.88 pence per share) results in a total dividend for 2024 of 7.34 pence per share (2023: 7.34 pence per share).

## Dividend waivers

There is a waiver in place in respect of all or any future right to dividend payments on shares held in the Trinity Mirror Employees' Benefit Trust (2,329,117 shares as at 31 December 2024) and shares held in Treasury (3,927,313 shares as at 31 December 2024).

## Dividend Policy

The Board recognises the importance of growing dividends for shareholders while also investing to grow the business and meeting our funding commitments to the defined benefit pension schemes. The Board expects to continue to adopt a policy of paying dividends that are aligned to the free cash generation of the Group. Free cash generation for this purpose is the net cash flow generated by the Group before the repayment of debt, dividend payments, other capital returns to shareholders and additional contributions made to the defined benefit pension schemes.

The Board will also continue to consider, if appropriate, the return of capital to shareholders through a share buy-back if it has generated surplus cash and sees an opportunity to enhance earnings per share and therefore shareholder value. Prior to initiating a share buy-back programme, the Board will carefully consider the cash generation of the business and the Group's obligations to its defined benefit pension schemes.

The risks associated with delivering the Dividend Policy are:

- the availability of distributable reserves – in 2014, an impairment of the carrying value of investments held by the Company resulted in a negative balance on the profit and loss reserve, so the Company had no distributable reserves. This was addressed by undertaking a court-approved capital reduction to eliminate the negative balance in the profit and loss reserve and, since then, the distributable reserves have been rebuilt through dividends received from subsidiary companies from profits. The Company subsequently performed another court-approved capital reduction in 2023, converting the total £605.4m within the share premium account into distributable reserves within the profit and loss reserve;
- a significant fall in profit and cash flow that materially reduces free cash flow – under these circumstances, the Group would review all investment requirements and pension obligations. In such circumstances, we would seek to hold dividends unless it would place increased pressure on the Group's ability to fund investment to deliver its strategy or if it was to create any financing issues; and
- the payment of dividends would potentially restrict the ability of the Group to meet payments due under the recovery plans agreed with the Group's defined benefit pension schemes. The Group agrees recovery plans with the Trustees of the Group's defined benefit pension schemes at each triennial valuation based on developments in the funding position between valuations, and these may be also revised as a result of material corporate activity. As part of the triennial valuations of four of the Group's defined benefit pension schemes which remain not fully bought-in, the Group has committed to dividend-sharing arrangements, whereby it would pay to each scheme a pro-rated share of the excess in dividend payment increases greater than 5% in any year for so long as the schemes continue to receive contributions. Further, the Group has agreed that dividend payments or any other return of capital to shareholders in any year will not be in excess of the aggregate contributions due to the defined benefit pension schemes in the same year to address past deficits. These obligations may restrict future increases in dividends.

## Political donations

At the Company's AGM held on 2 May 2024, the Company and its subsidiaries received authority from shareholders under the Act to make donations to political parties of up to £75,000 in aggregate each year. The resolution passed, with 92.53% of participating shareholders voting in favour.

This resolution was proposed to ensure that neither the Company nor its subsidiaries inadvertently commit any breaches of the Act through undertaking routine activities. No political donations were made during 2024 (2023: nil).

## Strategic Report

The Company's Strategic Report is set out on pages 1 to 59. It sets out the Company's business model and strategy, principal risks and uncertainties facing the Group and how these are managed and mitigated.

## Results

A review of the Company's consolidated results can be found on pages 18 to 24.

## Modern slavery

In compliance with the Modern Slavery Act 2015, the Company's Modern Slavery Statement can be found on our website at www.reachplc.com/investors/corporate-governance/policies.

## Disclosure table pursuant to UK Listing Rule 6.6.4R

In accordance with UKLR 6.6.4R, the table below sets out the location of the information required to be disclosed, where applicable.

| Applicable sub-paragraph within UKLR 6.6.1R | Page number |
|---|---|
| (5) Waivers of future emoluments | Remuneration Report page 92 |
| (11) Waivers of dividends | Directors' Report page 107 |
| (12) Waivers of future dividends | Directors' Report page 107 |

## Environmental management

Reach continues to comply with the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013. We are also reporting in compliance with the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, known as SECR (Streamlined Energy and Carbon Reporting). We have fully disclosed our Scope 1 and 2 emissions as well as all relevant Scope 3 emissions for the reporting period 1 January 2024 to 31 December 2024. We also comply with the Climate Change Agreements (Eligible Facilities) Regulations. Energy consumption and greenhouse gas emissions have been calculated in line with the UK Government's Regulations as published in Environmental reporting guidelines including SECR requirements.

## Statement of directors' responsibilities in respect of the financial statements

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

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

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the parent company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and parent company will continue in business.

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

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

The directors are responsible for the maintenance and integrity of the parent company's financial statements published on the ultimate parent company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Directors' confirmations

The directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and parent company's position and performance, business model and strategy.

Each of the directors, whose names and functions are listed in the Our Board section on pages 62 to 64 of the Annual Report, confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Group;
- the parent company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the parent company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Group and parent company, together with a description of the principal risks and uncertainties that it faces.

In the case of each director in office at the date the Directors' Report is approved:

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

The Directors' Report was approved on behalf of the Board on 4 March 2025.

**Darren Fisher**
**Chief Financial Officer**

4 March 2025

# Independent auditors' report to the members of Reach plc

## Report on the audit of the financial statements

### Opinion

In our opinion:

- Reach plc's group financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2024 and of the group's profit and the group's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Consolidated and Parent company balance sheets as at 31 December 2024; the Consolidated income statement, the Consolidated statement of comprehensive income, the Consolidated cash flow statement and the Consolidated and Parent company statements of changes in equity for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit & Risk Committee.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in Note 6, we have provided no non-audit services to the company or its controlled undertakings in the period under audit.

### Our audit approach

#### Overview

Audit scope

- The group's core publishing operations are accounted for on one general ledger. We performed full scope audits over this and the parent company ledger. This involved work undertaken at locations where the group's main financial business processes are managed which are the central accounting function in Liverpool, the group's London headquarters and print operations in Watford.
- Our audit scoping gave us coverage of 99% (2023: 99%) of revenue.

Key audit matters

- Carrying value of intangible assets (group) and investments in subsidiaries (parent)
- Valuation of pension liability and pension assets (group)

Materiality

- Overall group materiality: £4.1m (2023: £4.9m) based on 5% of 2024 year profit before tax and before impairment charges, gains on the sale of fixed assets, significant restructuring charges, and costs associated with historical legal issues.
- Overall company materiality: £5.8m (2023: £6.0m) based on 1% of total assets.
- Performance materiality: £3.0m (2023: £3.7m) (group) and £4.3m (2023: £4.5m) (company).

#### The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

#### Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

**Independent auditors' report to the members of Reach plc continued**

Provision for historical legal issues, which was a key audit matter last year, is no longer included because of the decrease in the magnitude of the provision and uncertainty involved. Otherwise, the key audit matters below are consistent with last year.

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Carrying value of intangible assets (group) and investments in subsidiaries (parent)**<br><br>Refer to Note 3 of the consolidated financial statements for the directors' disclosure on the critical accounting judgements, Notes 15 and 16 of the consolidated financial statements and Note 4 of the parent company financial statements for the directors' disclosure of the key sources of estimation uncertainty, and pages 85 and 86 for the views of the Audit & Risk Committee.<br><br>At 31 December 2024, the group held indefinite life intangibles (being the carrying value of acquired publishing rights and titles, after previous impairment charges) of £818.7m (2023: £818.7m) and goodwill of £35.9m (2023: £35.9m). The parent company held investments with a carrying value of £543.1m. An impairment was recognised in the previous year, with the carrying value of investments held impaired from £708.2m to £543.1m. | **Indefinite life consideration**<br><br>In assessing whether the indefinite life judgement was appropriate, we examined management's evaluation of the life of the intangible assets, considering criteria in International Accounting Standard 38, "Intangible assets". We found that the group has continues to develop digital capabilities and earns significant amounts of digital revenue which together supported the principle of a potentially sustainable digital business without a finite life. In particular we found the group continues to develop its 'data driven' revenues, which have increased as a proportion of overall digital revenue, and has made operational and strategic progress in continuing their customer value strategy; both of which supported management's position.<br><br>**Impairment assessment**<br><br>Change in modelling period: Management moved from a 10 year to a 5 year model in the year with the primary reason for the change being that the relevance of their digital business is growing and is expected to achieve steady growth.<br><br>**Key assumptions in the impairment model**<br><br>We met with management to understand the basis of preparation of the FY25 budget, and challenged them to provide internal and market evidence for the key assumptions (which we then evaluated and tested to source data and to our own external sources as relevant), including: historical trend data for circulation revenues (considering both volumes and pricing), digital revenue growth rates, and cost reduction plans to mitigate inflationary factors. We paid specific attention to the group's cost reduction plans and its impact on the budget, forecast cover price increases ("CPI") and the group's digital revenue budget.<br><br>In assessing the assumptions used, we also considered management's historical forecasting accuracy, including the degree to which variances noted could have been forecast in advance, and the degree to which changes in CPI increase and digital revenue assumptions would lead to an impairment of the group's intangible assets.<br><br>We assessed the discount rates that management's experts calculated using our valuations experts. They benchmarked the discount rates used and final rates used in the model were both in range. |

**Independent auditors' report to the members of Reach plc continued**

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Carrying value of intangible assets (group) and investments in subsidiaries (parent) (continued)** | When considering print circulation revenue decline assumptions, we challenged management's forecast of future changes to prices and whether the assumptions made were compatible with the forecast declines in circulation volumes. Taking into account the group's performance when compared to market analysis, we found the forecast decline in circulation revenue was reasonable.<br><br>When considering digital revenue growth assumptions, we challenged management as to their ability to maintain page views given the corresponding forecast decline in headcount and the degree to which this will impact output of articles. We have also considered the forecast growth in page views from the US operations regarding the scale of the immediate growth forecast, noting the scope that the market has for growth.<br><br>Additionally in digital revenue, we have considered management's ability to increase revenues from their non-audience variable streams. The key challenges have focussed around the business to business sales of their AI offering and the phasing of these cash flows in the future, along with management's ability to grow in the ecommerce market. Both of these areas are in their infancy for the business and through our challenge, we have determined that management's forecasts are not unreasonable. The overall growth in non-audience variable digital revenue is in line with historic run rates and we have considered the overall delivery of the forecasts in this stream to be supportable.<br><br>We challenged management on the difference between the current market capitalisation and the outcome of the value in use model, after allowing for a reasonable control premium. We evaluated management's explanations as part of assessing the reasonableness of the assumptions used. For the parent company investment impairment consideration, we also considered management's approach to modelling past service pension contributions and compared this with the IAS 19 deficit and the funding commitments made with the Trustees of the pension schemes and evaluated the relative merits of alternative approaches and their impact on the resulting carrying value. The pension amounts are included in the model for the parent company investment impairment because the subsidiaries are required to fund these liabilities.<br><br>We found that the group's impairment model supported the carrying value of the group's intangible assets and was based on reasonable assumptions. We note that the headroom in the impairment model is in line with the prior year and is still sensitive to changes in a number of assumptions in the model. Similarly, the impairment model also supports the carrying value of investments in the parent company with sufficient headroom based on the same assumptions.<br><br>We also evaluated the group's disclosures and sensitivity analysis in notes 3, 15 and 16 to the group financial statements and note 4 of the parent company financial statements which states that any reasonable possible change to the assumptions will result in an impairment. We consider these disclosures to be appropriate. |

**Independent auditors' report to the members of Reach plc continued**

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Valuation of pension liability and pension assets (group)**<br><br>Refer to Note 3 for the directors' disclosure on the critical accounting judgements and key sources of estimation uncertainty, Note 21 for details of the schemes and amounts recognised in respect of defined benefit pension schemes and page 87 for the views of the Audit & Risk Committee.<br><br>Pensions obligations are significant in the context of the overall balance sheet of the group. The group has six defined benefit pension plans which comprise total pension liabilities of £1,616.3m (2023: £1,835.6m). The net pension deficit (pre deferred tax) on the consolidated balance sheet is £45.3m (2023: £102.8m).<br><br>The valuation of the schemes' liabilities requires a significant level of judgement and the Audit & Risk Committee has therefore highlighted this key audit matter as a significant financial issue in their report.<br><br>The following factors have led to us classifying pension liabilities as a key audit matter:<br><br>• Determining the assumptions to be applied requires technical expertise.<br>• Changes in a significant assumption can have a material impact on the overall defined benefit obligation and ultimately the net asset/liability which sits in the balance sheet.<br>• Developing actuarial models and selecting appropriate assumptions to estimate the present value of the pension liabilities is complex. Specialist actuarial knowledge is required to understand this process and to critically assess the output.<br><br>The total scheme assets across the schemes totalled £1,571.0m (2023: £1,733.0m). Approximately 75% of the total assets are held in pooled investment vehicles ("PIVs"), of which approximately 26% are considered more complex.<br><br>PIVs categorised as "more complex" require additional audit work to ensure that the year-end valuation is appropriate. The complex categorisation is linked to the underlying assets, pricing frequency, location of the fund as well as any trading restrictions. Where a significant proportion of the underlying assets of the funds being level 2 or 3 and as such there is no observable market price, the fund is not priced frequently (i.e. either daily or weekly) or there are restrictions over the purchase or sale of the units or underlying asset of the fund, there are therefore added complexities involved in determining an appropriate fair value at the year end. Where a combination of these factors exist, the fund is classified as more complex. | We reviewed the pension assumptions, including, but not limited to the key assumptions: discount rates, inflation and mortality. In doing this we utilised our expert actuarial team and considered and challenged the reasonableness of the actuarial assumptions against our internally developed benchmark ranges, finding them to be within a materially acceptable range.<br><br>We verified that the valuation of the pension liabilities is reasonable based on the following:<br><br>• Reviewing the methodology used to determine the liabilities. Our expert actuarial team has built up a detailed understanding of this methodology through meetings with the group's actuary and management. The group's discount rates were found to be, on average, around the middle of our range which is consistent with the previous year end. Inflation rates used were found to be reasonable.<br>• Testing that the movement in the liabilities over the financial year is reasonable. Our expert actuarial team supported us in reviewing these movements. They concluded that the movements and resulting liability values were materially reasonable.<br>• Testing over the WFPPS adjustment of £5.0m. We consider the adjustment to be materially reasonable.<br>• Examining the membership data which drives the year-end liability calculation for all schemes to confirm that the data was complete and accurate. No issues were noted with the testing performed. The liabilities are based on the 2022 funding valuations for MGNPS, TRBS, MINPS and EN88PF, whereas WFPPS continues to be based on the 2019 funding valuation and adjusted for events since 2019. This rollforward was assessed by our expert actuarial team who concluded the approach followed complied with the requirements of IAS 19 and noted no material exceptions.<br><br>We verified that the valuation of the more complex pooled investment vehicles (PIVs) is reasonable based on the following:<br><br>• Independent investment manager confirmations were obtained for all material PIVs. The total value was agreed to the group's asset listing.<br>• An assessment was performed on each PIV to determine whether it is straightforward or more complex in nature. More complex funds are subject to additional procedures and evidence obtained to corroborate the valuation. This included, where available, a review of the transactions surrounding the year end to establish the completeness and accuracy of the valuation, obtaining and reviewing the investment manager's latest internal controls report to assess any issues with the control environment or exceptions noted with controls relating to the valuation of assets (and obtaining bridging letters for any gap between the report and the year end).<br><br>The latest fund financial statements were also obtained and reviewed in comparison with unaudited statements as at the same date, to understand any updates to valuations, once the fund audit is complete, indicating issues with the valuation process.<br><br>All evidence received regarding the valuation of PIVs was reviewed to ensure it did not contradict the year end valuation and we considered if there were any indications of valuation uncertainty. No issues were identified in the testing performed. |

**Independent auditors' report to the members of Reach plc continued**

## How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

The group operates from a number of locations in the UK. From a financial reporting perspective, the most significant are the group's London office and headquarters, its Liverpool shared service centre and the operational centre of its print activities in Watford. The group's core publishing operations are accounted for through the Liverpool shared service centre and in a single general ledger, that is then disaggregated for statutory reporting requirements. Our group audit scope focused on the core publishing operations and the parent company, which account for over 99% of the group's revenue. The materiality level applied in our audit of the two component entities was £3.6m. At the parent company level, we also tested the consolidation process, tax and pensions.

## The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the process they have adopted to assess the extent of the potential impact of climate change risk on the group's financial statements. In addition to these enquiries, we also read Reach's external reporting including its 2024 Carbon Disclosure Project public submission.

Management has assessed the key risks and opportunities for the group and has begun to quantify the financial impact of these within the Annual Report. However, they have noted that climate risks identified and their environmental sustainability related targets and commitments may impact future forecasts, such as those used when considering if assets are impaired.

Using our knowledge of the business, we evaluated management's risk assessment and their assessment of the impact of climate risks identified and their environmental sustainability related targets and commitments on the discounted cash flow model used by management to assess whether the group's publishing right and titles and the parent company's investment are impaired.

We also considered the consistency of the disclosures in relation to climate change (including the disclosures in the Task Force on Climate-related Financial Disclosures (TCFD) section) within the Annual Report with the financial statements and our knowledge obtained from our audit.

Our procedures did not identify any material impact in the context of our audit of the financial statements as a whole, or our key audit matters for the year ended 31 December 2024.

## Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

| | **Financial statements – group** | **Financial statements – company** |
|---|---|---|
| **Overall materiality** | £4.1m (2023: £4.9m). | £5.8m (2023: £6.0m). |
| How we determined it | 5% of 2024 year profit before tax and before impairment charges, gains on the sale of fixed assets, significant restructuring charges, and costs associated with historical legal issues | 1% of total assets |
| Rationale for benchmark applied | Based on the benchmarks used in the annual report, profit before tax is the primary measure used by the shareholders in assessing the performance of the group and is a generally accepted auditing benchmark. This has been adjusted for significant restructuring charges, gains on the sale of fixed assets, impairment charges and costs associated with historical legal issues, consistent with previous years. The volatility in profit before tax seen in previous years as a result of one-off events is no longer present. We have therefore moved back to a single year benchmark of profit before tax. | As the parent entity, Reach plc is essentially a holding company for the group and therefore the materiality benchmark has been determined to be based on total assets, which is a generally accepted auditing benchmark. |

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The materiality allocated to both components was £3.6m. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

**Independent auditors' report to the members of Reach plc continued**

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2023: 75%) of overall materiality, amounting to £3.0m (2023: £3.7m) for the group financial statements and £4.3m (2023: £4.5m) for the company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit & Risk Committee that we would report to them misstatements identified during our audit above £203k (group audit) (2023: £249k) and £288k (company audit) (2023: £300k) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

## Conclusions relating to going concern

Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- Evaluating the going concern cash flow model, including agreeing amounts included to internal forecasts and assessing the reasonableness of these forecasts
- Evaluating the working capital movements and other cash items such as pension and tax cash outflows included in the cash flow model
- Reading the revolving credit facility agreement and agreeing key terms such as length of facility and covenants used in management's assessment to the agreement
- Evaluating the forecast available facility headroom and compliance with financial covenants during the going concern assessment period. This includes considering the appropriateness of management's downside scenario and the adequacy of headroom in this scenario.

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

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

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

In relation to the directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

## Reporting on other information

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

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

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

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

### Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

### Directors' Remuneration

In our opinion, the part of the Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

## Corporate governance statement

The Listing Rules require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the group's and company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the group's and company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the group and company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the group and company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the group's and company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit & Risk Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

## Responsibilities for the financial statements and the audit

### Responsibilities of the directors for the financial statements

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

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

**Independent auditors' report to the members of Reach plc continued**

## Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to employment law, data privacy law and the Listing Rules of the UK Financial Conduct Authority, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as UK tax legislation and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to management's estimates and the posting of inappropriate journal entries so as to manipulate revenue (particularly digital revenue) and expenditure.. Audit procedures performed by the engagement team included:

- Discussions with management, internal audit and the group's legal advisors, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud.
- Requesting legal confirmations from external lawyers and reviewing the nature of legal expenses.
- Challenging assumptions and judgements made by management in their significant accounting estimates, including impairment of intangible assets and investments and the provision for historical legal issues as explained in the key audit matters above.
- Identifying and testing journal entries to address the risk of inappropriate journal entries being posted, as referred to above.
- With regards to data privacy law, procedures in respect of historical legal issues, including discussions with external lawyers.
- Assessing the classification of items as adjusting within the determination of adjusted profit.
- Assessing financial statement disclosures and agreeing these to underlying supporting documentation for compliance with laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

## Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**Independent auditors' report to the members of Reach plc continued**

## Other required reporting

### Companies Act 2006 exception reporting

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the company financial statements and the part of the Remuneration Report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

## Appointment

Following the recommendation of the Audit & Risk Committee, we were appointed by the members on 7 June 2019 to audit the financial statements for the year ended 29 December 2019 and subsequent financial periods. The period of total uninterrupted engagement is 6 years, covering the years ended 29 December 2019 to 31 December 2024.

## Other matter

The company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R – 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

**Colin Bates (Senior Statutory Auditor)**
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

4 March 2025

## Consolidated income statement

for the year ended 31 December 2024 (53 weeks ended 31 December 2023)

| | notes | **Adjusted 2024 £m** | **Adjusted items 2024 £m** | **Statutory 2024 £m** | Adjusted 2023 £m | Adjusted items 2023 £m | Statutory 2023 £m |
|---|---|---|---|---|---|---|---|
| **Revenue** | 5 | **538.6** | **-** | **538.6** | 568.6 | – | 568.6 |
| Cost of sales | | **(303.4)** | **-** | **(303.4)** | (344.7) | – | (344.7) |
| **Gross profit** | | **235.2** | **-** | **235.2** | 223.9 | – | 223.9 |
| Distribution costs | | **(36.8)** | **-** | **(36.8)** | (36.9) | – | (36.9) |
| Administrative expenses | 8 | **(98.9)** | **(26.8)** | **(125.7)** | (93.4) | (48.9) | (142.3) |
| Share of results of associates | 20 | **2.8** | **(1.3)** | **1.5** | 2.9 | (1.5) | 1.4 |
| **Operating profit** | 6 | **102.3** | **(28.1)** | **74.2** | 96.5 | (50.4) | 46.1 |
| Interest income | 9 | **0.2** | **-** | **0.2** | 1.0 | – | 1.0 |
| Finance costs | 10 | **(5.3)** | **(2.9)** | **(8.2)** | (4.5) | – | (4.5) |
| Pension finance charge | 21 | **-** | **(3.4)** | **(3.4)** | – | (5.9) | (5.9) |
| **Profit before tax** | | **97.2** | **(34.4)** | **62.8** | 93.0 | (56.3) | 36.7 |
| Tax charge | 11 | **(17.5)** | **8.3** | **(9.2)** | (24.6) | 9.4 | (15.2) |
| **Profit for the period attributable to equity holders of the parent** | | **79.7** | **(26.1)** | **53.6** | 68.4 | (46.9) | 21.5 |

| **Earnings per share** | notes | **2024 Pence** | **2024 Pence** | 2023 Pence | 2023 Pence |
|---|---|---|---|---|---|
| Earnings per share – basic | 13 | **25.3** | **17.0** | 21.8 | 6.8 |
| Earnings per share – diluted | 13 | **24.9** | **16.7** | 21.6 | 6.8 |

The above results were derived from continuing operations. Set out in note 34 is the reconciliation between the statutory and adjusted results.

## Consolidated statement of comprehensive income

for the year ended 31 December 2024 (53 weeks ended 31 December 2023)

| | notes | 2024 £m | 2023 £m |
|---|---|---|---|
| **Profit for the period** | | **53.6** | 21.5 |
| **Items that will not be reclassified to profit and loss:** | | | |
| Actuarial gain/(loss) on defined benefit pension schemes | 21 | **11.4** | (0.5) |
| Tax on actuarial gain/(loss) on defined benefit pension schemes | 11 | **(2.8)** | 0.1 |
| Share of items recognised by associates after tax | 20 | **-** | 0.4 |
| **Other comprehensive income for the period** | | **8.6** | – |
| **Total comprehensive income for the period** | | **62.2** | 21.5 |

## Consolidated statement of changes in equity

for the year ended 31 December 2024 (53 weeks ended 31 December 2023)

| | Share capital £m | Share premium account £m | Merger reserve £m | Capital redemption reserve £m | (Accumulated loss)/retained earnings and other reserves £m | Total £m |
|---|---|---|---|---|---|---|
| **At 26 December 2022** | 32.2 | 605.4 | 17.4 | 4.4 | (21.9) | 637.5 |
| Profit for the period | – | – | – | – | 21.5 | 21.5 |
| Other comprehensive income for the period | – | – | – | – | – | – |
| Total comprehensive income for the period | – | – | – | – | 21.5 | 21.5 |
| Credit to equity for equity-settled share-based payments | – | – | – | – | 1.3 | 1.3 |
| Dividends paid (note 12) | – | – | – | – | (23.1) | (23.1) |
| Capital reduction (note 29) | – | (605.4) | – | – | 605.4 | – |
| **At 31 December 2023** | 32.2 | – | 17.4 | 4.4 | 583.2 | 637.2 |
| Profit for the period | **-** | **-** | **-** | **-** | **53.6** | **53.6** |
| Other comprehensive income for the period | **-** | **-** | **-** | **-** | **8.6** | **8.6** |
| Total comprehensive income for the period | **-** | **-** | **-** | **-** | **62.2** | **62.2** |
| Purchase of own shares (note 29) | **-** | **-** | **-** | **-** | **(0.6)** | **(0.6)** |
| Credit to equity for equity-settled share-based payments | **-** | **-** | **-** | **-** | **2.5** | **2.5** |
| Tax credit for equity-settled share-based payments | **-** | **-** | **-** | **-** | **0.5** | **0.5** |
| Dividends paid (note 12) | **-** | **-** | **-** | **-** | **(23.2)** | **(23.2)** |
| **At 31 December 2024** | **32.2** | **-** | **17.4** | **4.4** | **624.6** | **678.6** |

## Consolidated cash flow statement

for the year ended 31 December 2024 (53 weeks ended 31 December 2023)

| | notes | 2024 £m | 2023 £m |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Cash generated from operations | 14 | **89.5** | 76.4 |
| Pension deficit funding payments | 21 | **(59.2)** | (60.0) |
| Pension payments into escrow | 21 | **(1.9)** | – |
| Income tax paid | | **(2.4)** | (0.5) |
| **Net cash inflow from operating activities** | | **26.0** | 15.9 |
| **Investing activities** | | | |
| Interest received | 9 | **0.2** | 0.6 |
| Dividends received from associated undertakings | 20 | **1.9** | 1.9 |
| Proceeds on disposal of property, plant and equipment | | **14.6** | 0.9 |
| Purchases of property, plant and equipment | | **(1.3)** | (3.5) |
| Expenditure on capitalised internally generated development | 16 | **(10.5)** | (12.8) |
| Interest received on leases | 19 | **–** | 0.4 |
| Finance lease receipts | 19 | **–** | 0.2 |
| Deferred consideration payment | | **–** | (7.0) |
| **Net cash generated from/(used in) investing activities** | | **4.9** | (19.3) |
| **Financing activities** | | | |
| Interest and charges paid on borrowings | | **(3.9)** | (3.1) |
| Dividends paid | 12 | **(23.2)** | (23.1) |
| Interest paid on leases | 19 | **(1.3)** | (1.2) |
| Repayment of obligation under leases | 19 | **(6.0)** | (4.7) |
| Purchase of own shares | 29 | **(0.6)** | – |
| Drawdown of borrowings | 24 | **5.0** | 15.0 |
| **Net cash used in financing activities** | | **(30.0)** | (17.1) |
| **Net increase/(decrease) in cash and cash equivalents** | | **0.9** | (20.5) |
| Cash and cash equivalents at the beginning of the period | 24 | **19.9** | 40.4 |
| **Cash and cash equivalents at the end of the period** | 24 | **20.8** | 19.9 |

## Consolidated balance sheet

at 31 December 2024 (at 31 December 2023)

| | notes | 2024 £m | 2023 £m |
|---|---|---|---|
| **Non-current assets** | | | |
| Goodwill | 15 | **35.9** | 35.9 |
| Other intangible assets | 16 | **843.3** | 840.8 |
| Property, plant and equipment | 17 | **104.2** | 113.6 |
| Right-of-use assets | 18 | **9.9** | 13.0 |
| Investment in associates | 20 | **14.1** | 14.5 |
| Retirement benefit assets | 21 | **72.4** | 66.0 |
| | | **1,079.8** | 1,083.8 |
| **Current assets** | | | |
| Inventories | 22 | **10.2** | 11.4 |
| Trade and other receivables | 23 | **87.6** | 85.1 |
| Current tax receivable | 11 | **6.6** | 8.1 |
| Cash and cash equivalents | 24 | **20.8** | 19.9 |
| Other financial assets | 21 | **1.9** | – |
| | | **127.1** | 124.5 |
| Assets classified as held for sale | 25 | **2.6** | 11.0 |
| | | **129.7** | 135.5 |
| **Total assets** | | **1,209.5** | 1,219.3 |
| **Non-current liabilities** | | | |
| Trade and other payables | 26 | **–** | (1.1) |
| Lease liabilities | 19 | **(23.0)** | (28.5) |
| Retirement benefit obligations | 21 | **(117.7)** | (168.8) |
| Provisions | 27 | **(21.5)** | (26.6) |
| Deferred tax liabilities | 28 | **(210.3)** | (200.1) |
| | | **(372.5)** | (425.1) |
| **Current liabilities** | | | |
| Trade and other payables | 26 | **(105.3)** | (96.2) |
| Borrowings | 24 | **(35.0)** | (30.0) |
| Lease liabilities | 19 | **(4.3)** | (4.7) |
| Provisions | 27 | **(13.8)** | (26.1) |
| | | **(158.4)** | (157.0) |
| **Total liabilities** | | **(530.9)** | (582.1) |
| **Net assets** | | **678.6** | 637.2 |

| | notes | 2024 £m | 2023 £m |
|---|---|---|---|
| **Equity** | | | |
| Share capital | 29,30 | **32.2** | 32.2 |
| Merger reserve | 29 | **17.4** | 17.4 |
| Capital redemption reserve | 29 | **4.4** | 4.4 |
| Retained earnings and other reserves | 29 | **624.6** | 583.2 |
| **Total equity attributable to equity holders of the parent** | | **678.6** | 637.2 |

These consolidated financial statements on pages 119 to 161 were approved by the Board of directors and authorised for issue on 4 March 2025.

They were signed on its behalf by:

**Jim Mullen**
Chief Executive Officer

**Darren Fisher**
Chief Financial Officer

# Notes to the consolidated financial statements

for the year ended 31 December 2024 (53 weeks ended 31 December 2023)

## 1 General information

Reach plc is a public company limited by shares and listed on the London Stock Exchange. The Company is incorporated and domiciled in England and Wales. The Company's registered number is 82548. The address of the registered office is One Canada Square, Canary Wharf, London E14 5AP. The principal activities of the Group are discussed in the Strategic Report on pages 1 to 59.

These consolidated financial statements were approved for issue by the Board of directors on 4 March 2025. The Annual Report for the year ended 31 December 2024 will be available on the Company's website at www.reachplc.com and at the Company's registered office at One Canada Square, Canary Wharf, London E14 5AP before the end of March 2025 and will be sent to shareholders who have elected to receive a hard copy with the documents for the Annual General Meeting to be held on 1 May 2025.

The Company presents the results on a statutory and adjusted basis and revenue trends on a statutory and like-for-like basis as described in note 3.

The presentational currency of the Group is sterling.

These consolidated financial statements have been prepared for the year ended 31 December 2024 and the comparative period has been prepared for the 53 weeks ended 31 December 2023.

## 2 Adoption of new and revised standards

The following new standards and interpretations are effective for the year ended 31 December 2024, but have not had a material impact on the Group:

- IFRS 17 Insurance Contracts;
- Definition of Accounting Estimates – Amendments to IAS 8;
- International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12;
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12;
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2;
- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current;
- Amendments to IAS 1 – Non-current Liabilities with Covenants;
- Lease Liability in a Sale and Leaseback – Amendments to IFRS 16 Leases; and
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures – Supplier Finance Arrangements.

The following standards and interpretations, which have not been applied and when adopted are not expected to have a material impact on the Group, were in issue and will be effective for the year ended 31 December 2025, unless stated below:

- Lack of Exchangeability (Amendments to IAS 21).

## 3 Material accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented. The Group also opts to present cash flows relating to the use of its revolving credit facility net where the loans drawn down through use of the facility are repaid within three months of the initial draw down.

### International Financial Reporting Standards (IFRS)

The consolidated financial statements have been prepared in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 and the disclosure guidance and transparency rules sourcebook of the United Kingdom's Financial Conduct Authority.

The Group has adopted standards and interpretations issued by the International Accounting Standards Board (IASB) and the IFRS Interpretations Committee of the IASB applicable to companies reporting under UK-adopted International Accounting Standards.

The parent company financial statements of Reach plc for the year ended 31 December 2024, prepared in accordance with applicable law and UK Accounting Practice, including FRS 101 'Reduced Disclosure Framework', are presented on pages 162 to 177.

### Going concern

The directors consider it appropriate to adopt the going concern basis of accounting in the preparation of the Group's annual consolidated financial statements and the Company's parent company financial statements.

In accordance with LR 9.8.6(3) of the Listing Rules, and in determining whether the financial statements can be prepared on a going concern basis, the directors considered all factors likely to affect its future development, performance and its financial position, including cash flows, liquidity position and borrowing facilities and the risks and uncertainties relating to its business activities.

The key factors considered by the directors were as follows:

- The performance of the business in 2024 and the progress being made in the implementation of the Group's Customer Value Strategy and the implications of the current economic environment including inflationary pressures. The Group undertakes regular forecasts and projections of trading, identifying areas of focus for management to improve the delivery of the Customer Value Strategy and mitigate the impact of any deterioration in the economic outlook;
- The impact of the competitive environment within which the Group's businesses operate;

## 3 Material accounting policies continued

### Going concern continued

- The impact on our business of key suppliers (in particular newsprint) being unable to meet their obligations to the Group;
- The impact on our business of key customers being unable to meet their obligations for services provided by the Group;
- The deficit funding contributions to the defined benefit pension schemes and payments in respect of historical legal issues; and
- The available cash reserves and committed finance facilities available to the Group. On 12 December 2024, the Group agreed a £145.0m facility, which expires on 12 December 2028. The Group has drawn down £35.0m on the facility at the reporting date.

Having considered all the factors impacting the Group's businesses, including downside sensitivities (relating to trading and cash flow), the directors are satisfied that the Company and the Group will be able to operate within the terms and conditions of the Group's financing facilities for the foreseeable future.

The directors have reasonable expectations that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future, which comprises the period of at least 12 months from the date of approval of the financial statements. Accordingly, they continue to adopt the going concern basis in preparing the Group's annual consolidated financial statements and the Company's parent company financial statements.

### Basis of accounting

These consolidated financial statements have been prepared in accordance with UK-adopted international accounting standards. The consolidated financial statements have been prepared under the historical cost convention, except for the following:

- assets held for sale – measured at the lower of carrying amount and fair value less costs to sell; and
- defined benefit pension schemes – plan assets measured at fair value.

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of Reach plc and all entities controlled by it for the year ended 31 December 2024. Control is achieved where the Company has the power to govern the financial and operating policies of the investee entity, has the rights to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. All intra-group transactions, balances, income, and expenses are eliminated on consolidation.

On the acquisition of a business, including an interest in an associated undertaking or a joint venture, fair values are attributed to the Group's share of the identifiable assets and liabilities of the business existing at the date of acquisition and reflecting the conditions as at that date. Where necessary, adjustments are made to the financial statements of businesses acquired to bring their accounting policies in line with those used in the preparation of the consolidated financial statements. Results of businesses are included in the consolidated income statement from the effective date of acquisition and in respect of disposals up to the effective date of relinquishing control.

### Goodwill

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Negative goodwill arising on an acquisition is recognised directly in the consolidated income statement upon acquisition. On disposal of a subsidiary or associate, the remaining amount of goodwill is included in the determination of the profit or loss on disposal.

Goodwill is reviewed for impairment either annually or more frequently if events or changes in circumstances indicate a possible decline in the carrying value. For the purpose of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash flows, known as cash-generating units. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit, pro-rated on the basis of the carrying amount of each asset in the unit, but subject to not reducing any asset below its recoverable amount. An impairment loss recognised for goodwill is not reversed in a subsequent period.

The Group has one cash-generating unit relating to Publishing. All goodwill at the reporting date relates to Publishing.

## 3 Material accounting policies continued

### Other intangible assets

Other intangible assets include acquired publishing rights and titles. On acquisition, the fair value of the acquired publishing rights and titles is calculated based on forecast discounted cash flows. On disposal, the carrying amount of the related other intangible asset is de-recognised and the gain or loss arising from de-recognition, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, is recognised in the consolidated income statement.

Publishing rights and titles are initially recognised as an asset at fair value with an indefinite economic life. They are not subject to amortisation. For the purpose of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash flows, known as cash-generating units. Where the asset does not generate cash flows that are independent from other assets, value-in-use estimates are made based on the cash flows of the cash-generating unit to which the asset belongs. The publishing rights and titles are reviewed for impairment either at each reporting date or more frequently when there is an indication that the recoverable amount is less than the carrying amount. Recoverable amount is the higher of fair value less costs to sell and value-in-use.

In assessing value-in-use the estimated future cash flows of the cash-generating unit relating to the asset are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset for which estimates of future cash flows have not been adjusted. Use of a post-tax discount rate to discount the future post-tax cash flows is materially equivalent to using a pre-tax discount rate to discount the future pre-tax cash flows.

The impairment conclusion remains the same on a pre- or post-tax basis. If the recoverable amount of a cash-generating unit is estimated to be less than its carrying amount, the carrying value of the cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised in the consolidated income statement in the period in which it occurs and may be reversed in subsequent periods.

The Group has one cash-generating unit relating to Publishing.

The Group capitalises internally generated assets relating to software and website development costs.

Costs incurred are only capitalised if the criteria specified in IAS 38 are met. Development costs have only been capitalised when the project is technically feasible, the intention is to complete the asset and use or sell it, the asset will generate future economic benefit and the development costs can be reliably measured. The development costs are costs directly attributable to the design and testing of software and website development. Expenditure which does not meet the criteria above is recognised in the period in which it is incurred. These assets are amortised using the straight-line method over their estimated useful lives (3-5 years). Amortisation is recognised in the consolidated income statement within cost of sales and administrative expenses.

### Investment in associates

Associates are all entities over which the Group has significant influence but not control and are accounted for by the equity method of accounting, initially recognised at cost. The Group's share of associates' post-acquisition profits or losses after tax is recognised in the consolidated income statement and its share of other comprehensive income is recognised in the consolidated statement of comprehensive income.

### Revenue recognition

Revenue is recognised in line with IFRS 15 and in accordance with the 5 Step model framework. Revenue primarily comprises sales of goods and services excluding sales taxes. Revenue is measured based on the consideration received, net of returns, applicable discounts and value added tax to which the Group expects to be entitled.

The sources of revenue for the Group are circulation, print advertising (including digital classified which is predominantly upsold from print), printing (including third-party printing contracts), print other (contract publishing, syndication and events) and digital (display and transactional revenue streams). Revenue is recognised when the performance obligations identified in the contract are fulfilled, with revenue being measured as the transaction price allocated in respect of that performance obligation.

Payment is received in line with the satisfaction of performance obligations. Where this is not the case, accrued or deferred revenue is recognised. The majority of customers are on a credit term of 25 to 60 days.

The Group recognises revenue when it transfers control of a product or service to a customer. The following accounting policies are applied to the principal revenue generating activities in which the Group is engaged:

**Notes to the consolidated financial statements continued**

## 3 Material accounting policies continued

### Revenue recognition continued

#### Circulation revenue

The Group sells newspapers and magazines through wholesalers on a sale and return basis. Revenue is recognised when the performance obligation has been fulfilled, being when the publication has been delivered to the wholesaler. Revenue is measured at cover price less the contractual wholesaler and retailer margins. Due to the nature and timing of returns, there is a low level of estimation required in the associated year-end returns provision, which is immaterial.

#### Print advertising revenue

Print advertising revenue includes digital classified revenue which is predominantly upsold from print advertising. Revenue comprises third-party clients and agency contracts. The performance obligation is fulfilled, and revenue is recognised, on publication of the advert. If an advertising campaign is over a period of time, revenue is recognised on a straight-line basis over the period of the campaign reflecting the pattern in which the performance obligation is fulfilled. Revenue is measured at the transaction price in the contract. Rebates are recognised based on the level of third-party spend over the contract period. Rebates are only recognised where the third party has a clear entitlement to the receipt of the rebate and a reliable estimate can be made.

#### Printing revenue

Printing revenue mainly comprises third-party printing contracts. Printing revenue is recognised at a point when the service is provided and the performance obligation is fulfilled. Revenue is measured at the transaction price in the contract.

#### Print other revenue

Print other revenue includes contract publishing, syndication and events. Within print other revenue, the performance obligation is fulfilled, and revenue is recognised, on publication of the product or holding of the event, or when the goods have been purchased by a reader or at a point when the service is provided and the performance obligation is fulfilled. Revenue is measured at the transaction price in the contract.

#### Digital revenue

For digital display advertising revenue, the performance obligation is fulfilled, and revenue is recognised, on publication of the advert. If an advertising campaign is over a period of time, revenue is recognised over the period of the online campaign on a straight-line basis or pages served basis reflecting the pattern in which the performance obligation is fulfilled. For digital transaction revenue, the performance obligation is fulfilled, and revenue is recognised, when the service is provided. Revenue is measured at the transaction price in the contract.

### Leases

#### The Group as a lessee

Leases are recognised on the balance sheet as a right-of-use asset and corresponding liability at the date at which a leased asset is made available for use by the Group, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Right-of-use assets are tested for impairment if there are any indicators that the carrying amount may not be recoverable. An impairment loss is recognised in the consolidated income statement in the period in which it occurs and may be reversed in subsequent periods.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the Group's weighted average incremental borrowing rate and subsequently held at amortised cost in accordance with IFRS 9. Finance costs are charged to the income statement over the lease term, at a constant periodic rate of interest. Right-of-use assets are depreciated over the lease term on a straight-line basis. Each lease payment is allocated between the liability and finance cost.

#### The Group as a lessor

When the Group acts as a lessor, it determines whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment as to whether the lease transfers substantially all of the risks and rewards of ownership of the underlying asset to the lessee. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. Under IFRS 16, the Group is required to assess the classification of a sub-lease with reference to the right-of-use asset, not the underlying asset.

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment in the lease.

### Foreign currency

Transactions denominated in foreign currencies are translated at the rates of exchange prevailing on the date of the transactions. At each reporting date, items denominated in foreign currencies are retranslated at the rates prevailing on the reporting date. Exchange differences arising on settlement and on retranslation are included in the consolidated income statement for the period.

## 3 Material accounting policies continued

### Retirement benefits

The Group operates a number of defined benefit pension schemes, all of which have been set up under trusts that hold their financial assets independently from those of the Group and are controlled by Trustees. The amount recognised in the balance sheet in respect of defined benefit pension schemes is the present value of the defined benefit obligation at the reporting date less the fair value of scheme assets. The resultant liability or asset of each scheme is included in non-current liabilities or non-current assets as appropriate.

Any surplus recognised is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions. Where surpluses are not recognised, a liability is recognised being the value of future committed deficit contribution. The defined benefit obligation is calculated at each reporting date by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds approximating to the terms of the related pension liability.

The Group operates defined contribution pension schemes which are set up under Trusts that hold the financial assets independently from those of the Group and are controlled by Trustees. Payments to defined contribution pension schemes are charged as an expense as they fall due.

### Tax

The tax expense represents the sum of the corporation tax currently payable and deferred tax.

The corporation tax currently payable is based on taxable profit for the period. Taxable profit differs from profit before tax as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the consolidated income statement except when it relates to items charged or credited in the consolidated statement of comprehensive income or items charged or credited directly to equity, in which case the deferred tax is also dealt with in the consolidated statement of comprehensive income and equity respectively.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### Property, plant and equipment

Property, plant and equipment are stated in the consolidated balance sheet at cost less accumulated depreciation and impairment losses. Cost includes the purchase price and all directly attributable costs of bringing the asset to its location and condition necessary to operate as intended.

Depreciation is charged so as to write off the cost, other than freehold land and assets under construction which are not depreciated, using the straight-line method over the estimated useful lives of buildings (15–67 years) and plant and equipment (3–25 years). Assets in the course of construction are carried at cost, less any recognised impairment loss. Depreciation commences when the assets are ready for their intended use.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the consolidated income statement.

### Assets classified as held for sale

Non-current assets are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. Assets held for sale are not depreciated and are stated at the lower of carrying amount and fair value less costs to sell.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first in first out method.

### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated balance sheet when the Group becomes a party to the contractual provisions of the instrument.

## 3 Material accounting policies continued

### Trade receivables

Trade receivables do not carry any interest. Conversion to a readily known amount of cash occurs over a short period and is subject to an insignificant risk of changes in value. Therefore balances are initially recognised at fair value and subsequently at amortised cost.

The Group recognises a loss allowance for expected credit losses (ECL) on trade receivables and accrued income. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition.

The Group recognises lifetime ECL for trade receivables and accrued income. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

#### Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet the following criteria are generally not recoverable:

- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 120 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) Significant financial difficulty of the debtor;

(b) A breach of contract, such as a default or past due event; and

(c) It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

#### Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

#### Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. The expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and short-term bank deposits with an original maturity of one week or less.

### Borrowings

Sterling interest-bearing loans and bank overdrafts are recorded at the proceeds received, net of direct issue costs. Foreign currency interest-bearing loans are recorded at the exchange rate at the reporting date. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the consolidated income statement using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise. All other borrowing costs are recognised in the consolidated income statement in the period in which they are incurred.

### Trade payables

Trade payables are not interest-bearing. Payments occur over a short period and are subject to an insignificant risk of changes in value. Therefore balances are stated at their nominal value.

**Notes to the consolidated financial statements continued**

## 3 Material accounting policies continued

### Credit risk

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the consolidated balance sheet are net of allowances for doubtful receivables, estimated based on prior experience and assessment of the current economic environment.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

### Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the reporting date, and are discounted to present value where the effect is material. Provisions are made for legal and other costs in respect of historical litigation and other matters in progress and for estimated damages where it is judged probable that damages will be payable.

### Share-based payments

The Group issues equity-settled benefits to certain employees. Information relating to these benefits is set out in note 31. These equity-settled share-based payments are measured at fair value at the date of grant taking advice from third-party experts. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions, with a corresponding increase in equity.

Fair value is measured by use of a stochastic (Monte-Carlo binomial) model. The expected life used in the model has been adjusted, based on the directors' best estimates, for the effects of non-transferability, exercise restrictions and behavioural considerations.

### Share capital

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

Where the Group's own shares are purchased, the consideration paid including any directly attributable incremental costs, net of income taxes, is deducted from equity attributable to the Group's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are cancelled, the nominal value of shares cancelled is shown in the capital redemption reserve. Where such shares are subsequently reissued or disposed of, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Group's equity holders.

### Dividend distributions

Dividend distributions to the Company's shareholders are recognised as a liability in the consolidated financial statements in the period in which the dividends are approved.

### Alternative performance measures

The Company presents the results on a statutory and adjusted basis and revenue trends on a statutory and like-for-like basis. The Company believes that the adjusted basis and like-for-like trends will provide investors with useful supplemental information about the financial performance of the Group, enable comparison of financial results between periods where certain items may vary independent of business performance, and allow for greater transparency with respect to key performance indicators used by management in operating the Group and making decisions. Although management believes the adjusted basis is important in evaluating the Group, it is not intended to be considered in isolation or as a substitute for, or as superior to, financial information on a statutory basis. The alternative performance measures are not recognised measures under IFRS and do not have standardised meanings prescribed by IFRS and may be different to those used by other companies, limiting the usefulness for comparison purposes. Note 34 sets out the reconciliation between the statutory and adjusted results. An adjusted cash flow is presented in note 35 which reconciles the adjusted operating profit to the net change in cash and cash equivalents. Set out in note 36 is the reconciliation between the statutory and adjusted cash flow. Note 37 shows the reconciliation between the statutory and like-for-like revenue.

### Adjusting items

Adjusting items relate to costs or income that derive from events or transactions that fall within the normal activities of the Group, but are excluded from the Group's adjusted profit measures, individually or, if of a similar type in aggregate, due to their size and/or nature in order to better reflect management's view of the performance of the Group. The adjusted profit measures are not recognised profit measures under IFRS and may not be directly comparable with adjusted profit measures used by other companies. All operating adjusting items are recognised within administrative expenses. Details of adjusting items are set out in note 34 with additional information in notes 8 and 21.

### Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

## 3 Material accounting policies continued

### Key sources of estimation uncertainty continued

#### Historical legal issues (note 27)

The historical legal issues provision relates to the cost associated with resolving civil claims in relation to historical phone hacking and unlawful information gathering. The provision consists of known claims and the associated costs. The key uncertainties in relation to this matter relate to how each claim progresses, the amount of any settlement and the associated legal costs. Our assumptions have been based on historical trends, our experience and the expected evolution of claims and costs.

In December 2023, a judgment was handed down in respect of four test claims and as a result all claims issued after 31 October 2020 are now likely to be dismissed as time barred, other than where individuals can demonstrate specific exceptional circumstances. This significantly reduced the amounts that are expected to be paid out. On 17 May 2024, the Claimants' Application for Permission to Appeal that decision was refused. This means that the Judge's ruling on limitation stands and no further appeal against it is possible. This provides us with further certainty in respect of the level of our provisioning. There have been no changes to the provision other than settlements made during the period. The majority of the provision is expected to be utilised within the next two years.

Our view on the range of outcomes at the reporting date for the provision, applying more and less favourable outcomes to all aspects of the provision is £4m to £16m (2023: £12m to £22m). Despite making a best estimate, the timing of utilisation and ongoing legal matters related to the provided-for claims could mean that the final outcome is outside of the range of outcomes.

#### Retirement benefits (note 21)

Actuarial assumptions adopted and external factors can significantly impact the surplus or deficit of defined benefit pension schemes. Valuations for funding and accounting purposes are based on assumptions about future economic and demographic variables. These result in risk of a volatile valuation deficit and the risk that the ultimate cost of paying benefits is higher than the current assessed liability value. Advice is sourced from independent and qualified actuaries in selecting suitable assumptions at each reporting date.

#### Impairment review (note 16)

There is uncertainty in the value-in-use calculation. The most significant area of uncertainty relates to expected future cash flows for the cash-generating unit. Determining whether the carrying values of assets in a cash-generating unit are impaired requires an estimation of the value-in-use of the cash-generating unit to which these have been allocated.

The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Projections are based on both internal and external market information and reflect past experience. The discount rate reflects the weighted average cost of capital of the Group.

#### Property provisions (note 27)

Provisions are measured at the best estimate of the expenditure required to settle the obligation based on the assessment of the related facts and circumstances at each reporting date. There is uncertainty in relation to the size and period over which the provision will be utilised and this is dependent on our ability to sublease the vacant properties. We have assumed no subletting but if this were to change, there could be a material impact on the provision.

### Critical judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, described above, management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements:

#### Indefinite life assumption in respect of publishing rights and titles (note 16)

There is judgement required in continuing to adopt an indefinite life assumption in respect of publishing rights and titles. The directors consider publishing rights and titles (with a carrying amount of £818.7m) have indefinite economic lives due to the longevity of the brands and the ability to evolve them in an ever-changing media landscape. The brands are central to the delivery of the Customer Value Strategy which is delivering digital revenue growth. At each reporting date management review the suitability of this assumption.

#### Identification of cash-generating units (note 16)

There is judgement required in determining the cash-generating unit relating to our Publishing brands. At each reporting date management review the interdependency of revenues across our portfolio of Publishing brands to determine the appropriate cash-generating unit. The Group operates its Publishing brands such that a majority of the revenues are interdependent and revenue would be materially lower if brands operated in isolation. As such, management do not consider that an impairment review at an individual brand level is appropriate or practical. As the Group continues to centralise revenue generating functions and has moved to a matrix operating structure over the past few years, all of the individual brands in Publishing have increased revenue interdependency and are assessed for impairment as a single Publishing cash-generating unit.

#### Historical legal issues (note 27)

Following the judgment handed down on 15 December 2023, all claims issued after 31 October 2020 are now likely to be considered time barred and subsequently dismissed, other than where individuals can demonstrate there were exceptional circumstances why they could not have been aware of their putative claims.

Subsequently, the test claimants' application for permission to appeal was refused by the trial judge on 9 February 2024, with claimants having a further short period to apply for permission to appeal to the Court of Appeal. On 17 May 2024, the Application for Permission to Appeal was refused by the Court of Appeal. This means that the Judge's ruling on limitation stands and no further appeal against the test claims being time barred is possible. As such no contingent liability has been disclosed in the accounts.

**Notes to the consolidated financial statements continued**

## 4 Segments

The performance of the Group is presented as a single reporting segment as this is the basis of internal reports regularly reviewed by the Board and chief operating decision-maker (executive directors) to allocate resources and to assess performance. The Group's operations are primarily located in the UK and the Group is not subject to significant seasonality during the year.

## 5 Revenue

| | 2024 £m | 2023 £m |
|---|---|---|
| Print | **406.7** | 438.8 |
| Circulation | **298.5** | 312.5 |
| Advertising | **65.4** | 76.6 |
| Printing | **17.3** | 20.2 |
| Other | **25.5** | 29.5 |
| Digital | **130.0** | 127.4 |
| Other | **1.9** | 2.4 |
| **Total revenue** | **538.6** | 568.6 |

The Group's operations are located primarily in the UK. The Group's revenue by location of customers is set out below:

| | 2024 £m | 2023 £m |
|---|---|---|
| UK | **510.9** | 542.4 |
| Europe | **25.2** | 25.5 |
| Rest of World | **2.5** | 0.7 |
| **Total revenue** | **538.6** | 568.6 |

The Group has two customers (representing over 80% of the circulation revenue) where revenues represent more than 10% of total revenue.

## 6 Operating profit

| | 2024 £m | 2023 £m |
|---|---|---|
| **Operating profit for the period is arrived at after charging:** | | |
| Staff costs (note 7) | **(216.0)** | (223.0) |
| Cost of inventories recognised as cost of sales | **(49.8)** | (67.9) |
| Amortisation of other intangible assets (note 16) | **(7.4)** | (4.9) |
| Depreciation of property, plant and equipment (note 17) | **(9.4)** | (13.9) |
| Depreciation of right-of-use assets (note 18) | **(2.8)** | (2.8) |
| Trade receivables impairment (note 23) | **(0.8)** | (0.2) |
| Net foreign exchange loss | **(0.4)** | (0.7) |
| Operating adjusted items (note 8) | | |
| – excluding associates | **(26.8)** | (48.9) |
| – share of associates | **(1.3)** | (1.5) |
| **Auditors' remuneration:** | | |
| Fees payable to the Company's auditors for the audit of the Company's annual financial statements | **(0.9)** | (0.8) |
| Fees payable to the Company's auditors for the other services to the Group: | | |
| – the audit of the Company's subsidiaries | **(0.4)** | (0.5) |
| **Total audit fees** | **(1.3)** | (1.3) |
| Non-audit fees payable to the Company's auditors for: | | |
| – audit-related assurance services | **(0.2)** | (0.1) |
| **Total non-audit fees** | **(0.2)** | (0.1) |
| **Total fees** | **(1.5)** | (1.4) |

There are also £1k of fees for other non-audit services during the year (2023: £1k).

A description of the work of the Audit & Risk Committee is set out in the Audit & Risk Committee Report on pages 82 to 89 and includes an explanation of how the objectivity and independence of the auditors are safeguarded when non-audit services are provided by the auditors.

**Notes to the consolidated financial statements continued**

## 7 Staff costs

The average monthly number of persons, including executive directors, employed by the Group in the period was:

| | 2024 Number | 2023 Number |
|---|---|---|
| Production and editorial | **2,587** | 2,994 |
| Sales and distribution | **680** | 761 |
| Administration | **312** | 348 |
| **Total** | **3,579** | 4,103 |

The majority of employees are primarily employed in the UK. The above excludes casual employees working for the Group during the period due to the impracticality of determining an average.

Staff costs, including directors' emoluments, incurred during the period were:

| | 2024 £m | 2023 £m |
|---|---|---|
| Wages and salaries | **(176.0)** | (183.1) |
| Social security costs | **(21.7)** | (21.3) |
| Share-based payments charge in the period (note 31) | **(2.5)** | (1.3) |
| Pension costs relating to defined contribution pension schemes (note 21) | **(15.8)** | (17.3) |
| **Total** | **(216.0)** | (223.0) |

Wages and salaries include bonuses payable in the period. Restructuring costs and the National Insurance costs relating to share awards which are included in operating adjusted items (note 8) are excluded from staff costs.

Disclosure of individual directors' remuneration, share awards, long-term incentive schemes, pension contributions and pension entitlements required by the Companies Act 2006 and those elements specified for audit by the Financial Conduct Authority are shown in the tables in the Remuneration Report on pages 90 to 103 and form part of these consolidated financial statements.

## 8 Operating adjusted items

| | 2024 £m | 2023 £m |
|---|---|---|
| Provision for historical legal issues (note 27) | **–** | 20.2 |
| Restructuring charges in respect of cost reduction measures (note 27) | **(8.0)** | (26.9) |
| Pension administrative expenses and past service costs (note 21) | **(9.7)** | (5.5) |
| Property-related items (note 34) | **1.1** | (8.0) |
| Other items (note 34) | **(10.2)** | (9.3) |
| Impairment of sublease (note 19) | **–** | (19.4) |
| **Operating adjusted items included in administrative expenses** | **(26.8)** | (48.9) |
| Operating adjusted items included in share of results of associates (note 20) | **(1.3)** | (1.5) |
| **Total operating adjusted items** | **(28.1)** | (50.4) |

Operating adjusted items relate to costs or income that derive from events or transactions that fall within the normal activities of the Group, but are excluded from the Group's adjusted profit measures, individually or, if of a similar type in aggregate, due to their size and/or nature in order to better reflect management's view of the performance of the Group. The adjusted profit measures are not recognised profit measures under IFRS and may not be directly comparable with adjusted profit measures used by other companies. Set out in note 34 is the reconciliation between the statutory and adjusted results which includes descriptions of the items included in adjusted items.

The Group estimates for historical legal issues are unchanged, however the timetable for payment of these costs is likely to extend into 2026. As a result, there is no change in the provision for historical legal issues relating to the cost associated with dealing with and resolving civil claims in relation to historical phone hacking and unlawful information gathering (2023: £20.2m decrease) (note 27).

Restructuring charges of £8.0m (2023: £26.9m) principally relate to in-year cost management actions taken in the period.

Pension costs of £9.7m (2023: £5.5m) comprise external pension administrative expenses of £4.7m (2023: £5.5m) alongside the additional one-off past service cost of £5.0m relating to a Barber Window equalisation adjustment identified by the Trustees of the West Ferry Printers Pension Scheme (the 'WF Scheme') during the year.

**Notes to the consolidated financial statements continued**

## 8 Operating adjusted items continued

Property-related items comprise the profit on sale of assets (£5.5m) less vacant freehold property-related costs (£1.5m), onerous lease and related costs (£2.8m) and impairment of vacant freehold property (£0.1m). In 2023, property-related items related to the impairment of vacant freehold property (£4.3m), vacant freehold property-related costs (£1.4m) and onerous lease and related costs (£2.6m) less the profit on sale of assets (£0.3m).

Other adjusted items comprise adviser costs in relation to the defined benefit pension schemes (£6.1m), the Group's legal fees in respect of historical legal issues (£1.0m), internal pension administrative expenses (£0.5m), corporate simplification costs (£0.5m), and other restructuring-related project costs (£2.1m). In 2023, other adjusted items comprised the Group's legal fees in respect of historical legal issues (£5.3m), adviser costs in relation to the defined benefit pension schemes (£2.5m), internal pension administrative expenses (£0.6m), corporate simplification costs (£0.5m), and other restructuring-related project costs (£0.7m) less a reduction in National Insurance costs relating to share awards (£0.3m).

The impairment of a sublease during 2023 represented the £10.8m impairment of a finance lease receivable along with the subsequent recognition of onerous costs of £8.6m of the vacant site following the sub-lessee entering administration during the prior year.

## 9 Interest income

| | **2024 £m** | 2023 £m |
|---|---|---|
| Interest income on bank deposits | **0.2** | 0.6 |
| Interest on finance lease receivable | **–** | 0.4 |
| **Interest income** | **0.2** | 1.0 |

## 10 Finance costs

| | **2024 £m** | 2023 £m |
|---|---|---|
| Interest and charges on borrowings | **(4.0)** | (3.3) |
| Interest on lease liabilities | **(1.3)** | (1.2) |
| **Adjusted finance costs** | **(5.3)** | (4.5) |
| Other interest costs (note 11) | **(2.9)** | – |
| **Finance costs** | **(8.2)** | (4.5) |

## 11 Tax charge

| | **2024 £m** | 2023 £m |
|---|---|---|
| Corporation tax charge for the period | **(2.1)** | (5.5) |
| Prior period adjustment | **0.6** | (1.1) |
| **Current tax charge** | **(1.5)** | (6.6) |
| Deferred tax charge for the period | **(10.8)** | (8.1) |
| Prior period adjustment | **3.1** | (1.0) |
| Deferred tax rate change | **–** | 0.5 |
| **Deferred tax charge** | **(7.7)** | (8.6) |
| **Tax charge** | **(9.2)** | (15.2) |

**Notes to the consolidated financial statements continued**

## 11 Tax charge continued

| Reconciliation of tax charge | 2024 £m | 2023 £m |
|---|---|---|
| Profit before tax | **62.8** | 36.7 |
| Standard rate of corporation tax of 25.0% (2023: 23.5%) | **(15.7)** | (8.6) |
| Variance in overseas tax rates | **1.2** | 0.9 |
| Impact of change in tax rates | **–** | 0.5 |
| Tax effect of permanent items that are not included in determining taxable profit | **1.8** | (5.8) |
| Deferred tax not recognised | **(9.0)** | (0.4) |
| Prior period adjustment | **3.7** | (2.1) |
| Capital loss on disposal of property | **8.4** | – |
| Tax effect of share of results of associates | **0.4** | 0.3 |
| **Tax charge** | **(9.2)** | (15.2) |

The standard rate of corporation tax for the period is 25.0% (2023: 23.5%). The current tax receivable of £6.6m (2023: £8.1m) primarily comprises residual overpayments held with HMRC following the agreement of the deductibility of certain costs. In 2023 the current tax receivable of £8.1m was net of the uncertain tax provision of £23.4m held in respect of this matter. £2.9m of related interest (note 10) has been recognised in the period upon agreement of this position, reducing the current tax receivable.

The tax on actuarial gains (2023: losses) on defined benefit pension schemes taken to the consolidated statement of comprehensive income is a deferred tax debit of £2.8m (2023: credit of £0.1m).

The amount taken to the consolidated income statement as a result of pension contributions was £11.6m (2023: £11.4m).

## 12 Dividends

| | 2024 Pence per share | 2023 Pence per share |
|---|---|---|
| **Amounts recognised as distributions to equity holders in the period** | | |
| Dividends paid per share – prior year final dividend | **4.46** | 4.46 |
| Dividends paid per share – interim dividend | **2.88** | 2.88 |
| **Total dividends paid per share** | **7.34** | 7.34 |
| | | |
| Dividend proposed per share but not paid nor included in the accounting records | **4.46** | 4.46 |

The Board proposes a final dividend for 2024 of 4.46 pence per share. An interim dividend for 2024 of 2.88 pence per share was paid on 20 September 2024 bringing the total dividend in respect of 2024 to 7.34 pence per share. The 2024 final dividend payment is expected to amount to £14.1m.

On 2 May 2024, the final dividend proposed for 2023 of 4.46 pence per share was approved by shareholders at the Annual General Meeting and was paid on 31 May 2024.

Total dividends paid in 2024 were £23.2m (2023 final dividend payment of £14.1m and 2024 interim dividend payment of £9.1m).

## 13 Earnings per share

Basic earnings per share is calculated by dividing profit for the period attributable to equity holders of the parent by the weighted average number of ordinary shares during the period, and diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares in issue on the assumption of conversion of all potentially dilutive ordinary shares.

| | 2024 Thousand | 2023 Thousand |
|---|---|---|
| Weighted average number of ordinary shares for basic earnings per share | **315,352** | 314,206 |
| Effect of potential dilutive ordinary shares in respect of share awards | **4,582** | 2,893 |
| Weighted average number of ordinary shares for diluted earnings per share | **319,934** | 317,099 |

**Notes to the consolidated financial statements continued**

## 13 Earnings per share continued

The weighted average number of potentially dilutive ordinary shares not currently dilutive was 7,625,633 (2023: 6,328,039).

| Statutory earnings per share | 2024 Pence | 2023 Pence |
|---|---|---|
| Earnings per share – basic | **17.0** | 6.8 |
| Earnings per share – diluted | **16.7** | 6.8 |

| Adjusted earnings per share | 2024 Pence | 2023 Pence |
|---|---|---|
| Earnings per share – basic | **25.3** | 21.8 |
| Earnings per share – diluted | **24.9** | 21.6 |

Set out in note 34 is the reconciliation between the statutory and adjusted results.

## 14 Cash flows from operating activities

| | 2024 £m | 2023 £m |
|---|---|---|
| **Operating profit** | **74.2** | 46.1 |
| Depreciation of property, plant and equipment | **9.4** | 13.9 |
| Depreciation of right-of-use assets | **2.8** | 2.8 |
| Amortisation of other intangible assets | **7.4** | 4.9 |
| Impairment of property, plant and equipment | **0.4** | 4.7 |
| Impairment of finance lease receivable | **–** | 10.8 |
| Impairment of right-of-use assets | **0.9** | 1.3 |
| Impairment of other intangible assets | **0.6** | – |
| Profit on disposal of property, plant and equipment | **(5.5)** | (0.3) |
| Profit on early termination of leases | **(0.3)** | – |
| Share of results of associates | **(1.5)** | (1.4) |
| Share-based payments charge | **2.5** | 1.3 |
| Pension administrative expenses and past service costs | **9.7** | 5.5 |
| **Operating cash flows before movements in working capital** | **100.6** | 89.6 |
| Decrease in inventories | **1.2** | 1.5 |
| (Increase)/decrease in receivables | **(2.6)** | 9.5 |
| Decrease in payables and provisions | **(9.7)** | (24.2) |
| **Cash flows from operating activities** | **89.5** | 76.4 |

## 15 Goodwill

| | Total £m |
|---|---|
| **Cost** | |
| At 26 December 2022 | 189.9 |
| At 31 December 2023 | 189.9 |
| **At 31 December 2024** | **189.9** |
| **Accumulated impairment** | |
| At 26 December 2022 | (154.0) |
| At 31 December 2023 | (154.0) |
| **At 31 December 2024** | **(154.0)** |
| **Carrying amount** | |
| At 31 December 2023 | 35.9 |
| **At 31 December 2024** | **35.9** |

All goodwill at the reporting date relates to Publishing. Note 16 sets out the results of the impairment review at the reporting date relating to Publishing.

**Notes to the consolidated financial statements continued**

## 16 Other intangible assets

| | Publishing rights and titles £m | Internally generated assets £m | Total £m |
|---|---|---|---|
| **Cost** | | | |
| At 26 December 2022 | 2,100.3 | 16.7 | 2,117.0 |
| Additions | – | 12.8 | 12.8 |
| At 31 December 2023 | 2,100.3 | 29.5 | 2,129.8 |
| Additions | **–** | **10.5** | **10.5** |
| **At 31 December 2024** | **2,100.3** | **40.0** | **2,140.3** |
| **Accumulated amortisation** | | | |
| At 26 December 2022 | (1,281.6) | (2.5) | (1,284.1) |
| Charge for the period | – | (4.9) | (4.9) |
| At 31 December 2023 | (1,281.6) | (7.4) | (1,289.0) |
| Charge for the period | **–** | **(7.4)** | **(7.4)** |
| Impairment | **–** | **(0.6)** | **(0.6)** |
| **At 31 December 2024** | **(1,281.6)** | **(15.4)** | **(1,297.0)** |
| **Carrying amount** | | | |
| At 31 December 2023 | 818.7 | 22.1 | 840.8 |
| **At 31 December 2024** | **818.7** | **24.6** | **843.3** |

During the year, the Group capitalised internally generated assets relating to software and website development costs of £10.5m (2023: £12.8m). These assets are amortised using the straight-line method over their estimated useful lives (3-5 years).

Publishing rights and titles are not amortised. There is judgement required in continuing to adopt an indefinite life assumption in respect of publishing rights and titles. The directors consider publishing rights and titles (with a carrying amount of £818.7m) have indefinite economic lives due to the longevity of the brands and the ability to evolve them in an ever-changing media landscape. The brands are central to the delivery of the Customer Value Strategy which is delivering digital revenue growth. This, combined with our inbuilt and relentless focus on maximising efficiency, gives confidence that the delivery of sustainable growth in revenue, profit and cash flow is achievable in the future.

There is judgement required in determining the cash-generating units. At each reporting date management review the interdependency of revenues across our Publishing brands to determine the appropriate cash-generating unit. The Group operates its Publishing brands such that a majority of the revenues are interdependent and revenue would be materially lower if brands operated in isolation. As such, management do not consider that an impairment review at an individual brand level is appropriate or practical. As the Group continues to centralise revenue generating functions and has moved to a matrix operating structure over the past few years, all of the individual brands in Publishing have increased revenue interdependency and are assessed for impairment as a single Publishing cash-generating unit.

The Group tests the carrying value of assets at the cash-generating unit level for impairment annually or more frequently if there are indicators that assets might be impaired. The review is undertaken by assessing whether the carrying value of assets is supported by their value-in-use which is calculated as the net present value of future cash flows derived from those assets, using cash flow projections. If an impairment charge is required this is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit and then to the other assets of the cash-generating unit but subject to not reducing any asset below its recoverable amount.

The impairment review in respect of the Publishing cash-generating unit concluded that no impairment charge was required.

**Notes to the consolidated financial statements continued**

## 16 Other intangible assets continued

For the impairment review, cash flows have been prepared based on the approved Budget for 2025 and projections for a further four years. The prior year was based on a 10 year model. The reduction in the assessment period reflects the decline in print volumes and revenues together with the growing relevance of our digital business. The shorter assessment period requires fewer judgemental assumptions and involves less uncertainty. The forecasts for 2026 to 2029 are internal projections. The underlying assumptions assume a continued decline in print revenues, growth in digital revenues and the associated change in the cost base as a result of the changing revenue mix, together with ongoing efficiency initiatives. These projections are used to develop the key assumption of EBITDA levels across the five-year period. The long-term growth rate applied beyond the forecast period has been assessed at -0.1% (2023: 0.9%). This is based on the Board's view of being able to maintain EBITDA broadly at current levels over the forecast period. This growth rate is lower than the prior year due to being applied at the end of 5 years, instead of 10, whereby circulation revenue remains a higher overall proportion of total revenue upon which future declines need to be considered. We continue to believe that there are significant longer-term benefits of the scale of our national and local digital audiences and there are opportunities to grow revenue and profit in the longer term.

The discount rate reflects the weighted average cost of capital of the Group. The current post-tax and equivalent pre-tax discount rate used is 10.3% (2023: 10.2%) and 15.2% (2023: 13.6%) respectively.

In respect of the values assigned by management to each of the above assumptions used to develop the key assumption of EBITDA growth, revenue is based on past performance and current trends, alongside management's planned pricing strategies and circulation volume trends experienced across the industry. Operating costs are based on management's forecasts for the current structure of the business, adjusting for inflationary increases, the transition of the cost base arising from the shift from print to digital and ongoing efficiencies. The long-term growth rate used to extrapolate cash flows beyond the forecast period is based on future anticipated growth opportunities, including consideration of industry forecasts. The discount rate reflects specific risks relating to the industry in which the Group operates.

The impairment review is highly sensitive to reasonably possible changes in key assumptions used in the value-in-use calculations. In addition, the macro environment remains uncertain. The headroom in the impairment review is £50m (2023: £53m). EBITDA in the five-year projections is forecast to remain broadly consistent over the period, with a CAGR of -0.4% (2023: CAGR of 0.2%). A decrease in EBITDA is a reasonably possible change, driven by changes such as print revenue declining at a faster rate than projected, digital revenue growth being lower than projected or the associated change in the cost base being different than projected. Such a change would lead to an impairment if EBITDA in the five-year projections were to decline at a CAGR of 2.0% (2023: 10-year projections declining at 0.6%). Alternatively, an increase in the discount rate by 0.7 percentage points (2023: 0.6 percentage points) would lead to the removal of the headroom.

## 17 Property, plant and equipment

| | Freehold land and buildings £m | Plant and equipment £m | Asset under construction £m | Total £m |
|---|---|---|---|---|
| **Cost** | | | | |
| At 26 December 2022 | 204.6 | 341.2 | 0.5 | 546.3 |
| Additions | – | 1.6 | 2.1 | 3.7 |
| Disposals | (2.3) | (0.7) | – | (3.0) |
| Reclassification | – | 1.1 | (1.1) | – |
| Transfer to assets classified as held for sale | (46.7) | – | – | (46.7) |
| At 31 December 2023 | 155.6 | 343.2 | 1.5 | 500.3 |
| Additions | **–** | **0.5** | **0.6** | **1.1** |
| Reclassification | **–** | **1.8** | **(1.8)** | **–** |
| Transfer to assets classified as held for sale | **(10.3)** | **–** | **–** | **(10.3)** |
| **At 31 December 2024** | **145.3** | **345.5** | **0.3** | **491.1** |
| **Accumulated depreciation and impairment** | | | | |
| At 26 December 2022 | (106.1) | (300.1) | – | (406.2) |
| Charge for the period | (2.6) | (11.3) | – | (13.9) |
| Eliminated on disposal | 1.7 | 0.7 | – | 2.4 |
| Impairment | (4.3) | (0.4) | – | (4.7) |
| Transfer to assets classified as held for sale | 35.7 | – | – | 35.7 |
| At 31 December 2023 | (75.6) | (311.1) | – | (386.7) |
| Charge for the period | **(2.2)** | **(7.2)** | **–** | **(9.4)** |
| Impairment | **(0.1)** | **(0.3)** | **–** | **(0.4)** |
| Transfer to assets classified as held for sale | **9.6** | **–** | **–** | **9.6** |
| **At 31 December 2024** | **(68.3)** | **(318.6)** | **–** | **(386.9)** |
| **Carrying amount** | | | | |
| At 31 December 2023 | 80.0 | 32.1 | 1.5 | 113.6 |
| **At 31 December 2024** | **77.0** | **26.9** | **0.3** | **104.2** |

Impairment of vacant freehold property of £0.1m (2023: £4.3m) (note 8) was as a result of the carrying value of certain Group properties being in excess of their market value at the reporting date. Plant and equipment was impaired by £0.3m in the current period as no longer in use. Plant and equipment was impaired by £0.4m in 2023 due to site closures and was included within onerous lease and related costs of £2.6m (note 8).

**Notes to the consolidated financial statements continued**

## 18 Right-of-use assets

| | Properties £m | Vehicles £m | Total £m |
|---|---|---|---|
| **Cost** | | | |
| At 26 December 2022 | 27.4 | 3.2 | 30.6 |
| Additions | 4.1 | 2.0 | 6.1 |
| Other movements | 0.1 | – | 0.1 |
| Derecognition at end of lease term | (3.5) | (1.6) | (5.1) |
| At 31 December 2023 | 28.1 | 3.6 | 31.7 |
| Additions | **–** | **0.7** | **0.7** |
| Other movements | **(0.2)** | **–** | **(0.2)** |
| Derecognition at end of lease term | **(1.8)** | **(1.0)** | **(2.8)** |
| **At 31 December 2024** | **26.1** | **3.3** | **29.4** |
| **Accumulated depreciation and impairment** | | | |
| At 26 December 2022 | (17.2) | (2.5) | (19.7) |
| Charge for the period | (2.1) | (0.7) | (2.8) |
| Impairment | (1.3) | – | (1.3) |
| Derecognition at end of lease term | 3.5 | 1.6 | 5.1 |
| At 31 December 2023 | (17.1) | (1.6) | (18.7) |
| Charge for the period | **(1.9)** | **(0.9)** | **(2.8)** |
| Impairment | **(0.9)** | **–** | **(0.9)** |
| Other movements | **0.1** | **–** | **0.1** |
| Derecognition at end of lease term | **1.8** | **1.0** | **2.8** |
| **At 31 December 2024** | **(18.0)** | **(1.5)** | **(19.5)** |
| **Carrying amount** | | | |
| At 31 December 2023 | 11.0 | 2.0 | 13.0 |
| **At 31 December 2024** | **8.1** | **1.8** | **9.9** |

Impairment of property right-of-use assets of £0.9m (2023: £1.3m) has been recognised within onerous lease and related costs (note 8). Other movements include the impact of changes in lease term and rent reviews.

### Amounts recognised in the consolidated income statement

The consolidated income statement includes the following amounts relating to leases:

| | 2024 £m | 2023 £m |
|---|---|---|
| Depreciation of right-of-use assets | **(2.8)** | (2.8) |
| Impairment of right-of-use assets | **(0.9)** | (1.3) |
| Impairment of finance lease receivable | **–** | (10.8) |
| Expenses relating to short-term leases | **(0.1)** | (0.1) |
| Interest on lease liabilities (included in finance cost) | **(1.3)** | (1.2) |
| Interest on finance lease receivable (included in interest income) | **–** | 0.4 |
| **Total charged to the consolidated income statement** | **(5.1)** | (15.8) |

### Amounts recognised in the consolidated cash flow statement

The total cash outflow for leases in 2024 was £7.3m (2023: £5.9m). The total cash received in relation to the finance lease receivable in 2024 was nil (2023: £0.6m).

## 19 Leases

### Finance lease receivable

| | Properties £m | Total £m |
|---|---|---|
| At 26 December 2022 | 11.0 | 11.0 |
| Interest income | 0.4 | 0.4 |
| Lease receipts | (0.6) | (0.6) |
| Impairment | (10.8) | (10.8) |
| At 31 December 2023 | – | – |
| **At 31 December 2024** | **–** | **–** |

**Notes to the consolidated financial statements continued**

## 19 Leases continued

### Finance lease receivable continued

Following the sublet of the vacant print site during 2022 under a finance lease which resulted in the recognition of a finance lease receivable of £11.0m at the commencement of the sublease, the sub-lessee subsequently entered into administration during 2023. As a result, the corresponding £10.8m finance lease receivable was impaired down to nil in 2023.

The finance lease receivable (net investment in the lease) included in the consolidated balance sheet is nil (2023 nil).

### Lease liabilities

Lease liabilities represent rental obligations for office properties and motor vehicles.

| | Properties £m | Vehicles £m | Total £m |
|---|---|---|---|
| At 26 December 2022 | (30.9) | (0.8) | (31.7) |
| Additions | (4.1) | (2.0) | (6.1) |
| Interest costs | (1.1) | (0.1) | (1.2) |
| Payments | 5.2 | 0.7 | 5.9 |
| Other movements | (0.1) | – | (0.1) |
| At 31 December 2023 | (31.0) | (2.2) | (33.2) |
| Additions | **–** | **(0.7)** | **(0.7)** |
| Interest costs | **(1.1)** | **(0.2)** | **(1.3)** |
| Payments | **6.4** | **0.9** | **7.3** |
| Other movements | **0.4** | **0.2** | **0.6** |
| **At 31 December 2024** | **(25.3)** | **(2.0)** | **(27.3)** |

Other movements include the impact of changes in lease term and rent reviews.

The lease liabilities have been analysed between current and non-current as follows:

| | 2024 £m | 2023 £m |
|---|---|---|
| Current | **(4.3)** | (4.7) |
| Non-current | **(23.0)** | (28.5) |
| | **(27.3)** | (33.2) |

The Group does not face significant liquidity risk in relation to its lease liabilities.

## 20 Investment in associates

Details of the Group's associates at 31 December 2024 are set out on page 177.

The carrying value of investments in associates is set out below:

| | PA Media 2024 £m | PA Media 2023 £m |
|---|---|---|
| Opening balance | **14.5** | 14.6 |
| Dividends received | **(1.9)** | (1.9) |
| Share of results: | **1.5** | 1.4 |
| Results before adjusted items | **2.8** | 2.9 |
| Adjusted items | **(1.3)** | (1.5) |
| Share of other comprehensive income | **–** | 0.4 |
| **Closing balance** | **14.1** | 14.5 |

The share of total comprehensive income from associates recognised in 2024 is £1.5m (2023: income of £1.8m).

Information on principal associate:

| Company | Country of incorporation | Class of shares | Shareholding | Accounting year end |
|---|---|---|---|---|
| PA Media Group Limited | UK | ordinary | 25.41% | 31 December |

The table below provides summarised financial information for PA Media Group Limited which is material to the Group. The information disclosed reflects the amounts presented in the financial statements and management accounts of the associate as amended to reflect adjustments made when using the equity method, including fair value adjustments and modifications for differences in accounting policy.

**Notes to the consolidated financial statements continued**

## 20 Investment in associates continued

| | 2024 £m | 2023 £m |
|---|---|---|
| **PA Media Group Limited** | | |
| Non-current assets | **46.4** | 52.7 |
| Current assets | **50.2** | 48.0 |
| Total assets | **96.6** | 100.7 |
| Current liabilities | **(39.1)** | (43.8) |
| Non-current liabilities | **(2.2)** | – |
| Total liabilities | **(41.3)** | (43.8) |
| Net assets | **55.3** | 56.9 |
| **Group's share of net assets** | **14.1** | 14.5 |
| Revenue | **116.4** | 111.4 |
| Profit for the period | **5.8** | 5.7 |
| **Group's share of profit for the period** | **1.5** | 1.4 |

The financial statements of PA Media Group Limited are made up to 31 December each year. For the purposes of applying the equity method of accounting, the audited financial statements of PA Media Group Limited for the year ended 31 December 2023 together with the management accounts up to the end of December 2024 have been used with appropriate year-end adjustments made. Included in the share of operating adjusted items of associates are after-tax restructuring charges of £0.2m (2023: £0.2m) and after-tax amortisation charges of £1.1m (2023: £1.3m). The share of other comprehensive income is nil in the period (2023: income of £0.4m).

## 21 Retirement benefit schemes

### Defined contribution pension schemes

The Group operates defined contribution pension schemes for qualifying employees, where the assets of the schemes are held separately from those of the Group in funds under the control of Trustees.

The current service cost charged to the consolidated income statement for the year of £15.8m (2023: £17.3m) represents contributions paid by the Group at rates specified in the scheme rules. All amounts that were due have been paid over to the schemes at all reporting dates.

### Defined benefit pension schemes

#### Background

The defined benefit pension schemes operated by the Group are all closed to future accrual. The Group has six defined benefit pension schemes:

- the MGN Pension Scheme (the 'MGN Scheme'), the Trinity Retirement Benefit Scheme (the 'Trinity Scheme'), the Midland Independent Newspapers Pension Scheme (the 'MIN Scheme'), the Express Newspapers 1988 Pension Fund (the 'EN88 Scheme'), the Express Newspapers Senior Management Pension Fund (the 'ENSM Scheme') and the WF Scheme.

#### Characteristics

The defined benefit pension schemes provide pensions to members, which are based on their final pensionable salary, normally from age 65 (although some schemes have some pensions normally payable from an earlier age) plus surviving spouses or dependants' benefits following a member's death. Benefits increase both before and after retirement either in line with statutory minimum requirements or in accordance with the scheme rules if greater. Such increases are either at fixed rates or in line with retail or consumer prices but subject to upper and lower limits. All of the schemes are independent of the Group with assets held independently of the Group. They are governed by Trustees who administer benefits in accordance with the scheme rules and appropriate UK legislation. The schemes, with the exception of the ENSM Scheme, each have a professional or experienced independent Trustee as their Chairman with generally half of the remaining Trustees nominated by the members and half by the Group.

#### Maturity profile and cash flow

Across all of the schemes, the uninsured liabilities related 65% to current pensioners and their spouses or dependants and 35% to deferred pensioners. The average term from the period end to payment of the remaining uninsured benefits is expected to be around 11 years. Uninsured pension payments by the schemes in 2024, excluding lump sums and transfer value payments, were £77m and these payments by the schemes are projected to rise to an annual peak in 2034 of £89m and reduce thereafter.

**Notes to the consolidated financial statements continued**

## 21 Retirement benefit schemes continued

**Funding arrangements**

The funding of the Group's schemes is subject to UK pension legislation as well as the guidance and codes of practice issued by the Pensions Regulator. Funding targets are agreed between each Trustee board and the Group and are reviewed and revised usually every three years. The funding targets must include a margin for prudence above the expected cost of paying the benefits and so are different from the liability value for IAS 19 purposes. The funding deficits revealed by these triennial valuations are removed over time in accordance with an agreed recovery plan and schedule of contributions for each scheme (where applicable). The latest valuation date for the schemes was 31 December 2022. The ENSM Scheme commenced winding up in February 2024.

The funding valuation of the MGN Scheme at 31 December 2022 was agreed on 9 October 2023. This showed a deficit of £219.0m. The Group paid contributions of £46.0m to the MGN Scheme in 2024 and the agreed schedule of contributions includes payments of £46.0m per annum (pa) from 2025 until January 2028. During the year, the Trustees of the MGN Scheme purchased a bulk annuity policy insuring 18% of the total liabilities of the scheme.

The funding valuation of the Trinity Scheme at 31 December 2022 was agreed on 28 March 2024. This showed a deficit of £5.8m. The Group paid contributions of £3.5m to this scheme in 2024, and agreed a schedule of contributions of payments of £5.2m pa to 31 March 2024 and £4.5m pa from 1 April 2024 to 31 December 2027, or if earlier, until the Scheme has reached 100% funding on the technical provisions basis. 100% funding on this basis was confirmed during July 2024 and contributions from August 2024, totalling £1.9m during the period, have subsequently been diverted into an escrow account.

The funding valuation of the MIN Scheme at 31 December 2022 was agreed on 28 March 2024. This showed a deficit of £53.3m. The Group paid contributions of £9.7m to this scheme in 2024 and the agreed schedule of contributions features payments of £9.7m in 2025, £10.6m pa in 2026 and 2027 and £11.4m in 2028.

The funding valuation of the EN88 Scheme at 31 December 2022 was agreed on 27 March 2024. This showed a surplus of £2.0m. Deficit contributions payable to the Scheme were instead paid into a separate bank account held by the Group for the period from September 2023 to March 2024. The 2022 valuation does not provide for any deficit recovery contributions but instead payments are made to the separate bank account of £1.0m pa until 31 December 2027 or if earlier when the Scheme has attained full funding on a long term basis (or a specified trustee release condition occurs, namely that (i) the value of the Scheme assets is sufficient for the Trustee to enter into a full buy-in, or (ii) an insolvency event occurs). In 2024, £1.5m of payments were made into the bank account. In certain events the EN88 Scheme Trustee has the right to have the bank account balance released to it; its purpose is to avoid future trapped surplus in the EN88 Scheme.

During 2022, the Trustees of the ENSM Scheme purchased a bulk annuity at no cost to the Group. The Trustee of the ENSM Scheme subsequently converted this to a buy-out policy on 28 February 2024, converting all pension liabilities previously covered by the buy in into individual annuity policies between the insurer and former scheme members, with the value of the insured liability and assets removed from the balance sheet. The residual cash held by the ENSM Scheme is currently held as a surplus until all the costs of the transaction are known. No further funding is expected.

The funding valuation of the WF Scheme at 31 December 2022 was agreed on 27 March 2024. This showed neither surplus nor deficit. The company ceased deficit funding payments to the WF Scheme in 2021 which together with a one-off payment enabled the Trustees to purchase a bulk annuity for all known pension liabilities. During 2024, as part of the due diligence to prepare the WF Scheme for buy-out, the Trustee identified a required Barber Window equalisation adjustment dating back to 1990. The impact of the required adjustment has been recognised in the consolidated income statement as a past service cost. The additional anticipated £5.0m of funding will be paid during 2025 to cover the additional liability. Following this no further funding is expected.

Group contributions in respect of the defined benefit pension schemes in the year were £59.2m (2023: £60.0m).

At the reporting date, the funding deficit in the schemes is expected to be removed by 2028 through a combination of the contributions and asset returns. Contributions (which include funding for pension administrative expenses) are payable monthly. Contributions per the current schedule of contributions are £61.3m (including £1.0m for the EN88 scheme to a separate bank account and £4.5m for the Trinity Scheme to the Escrow account) in 2025, £62.1m pa in 2026 and 2027, and £15.3m in 2028.

The future deficit funding commitments are linked to the three-yearly actuarial valuations. Although the funding commitments do not generally impact the IAS 19 position, IFRIC 14 guides companies to consider for IAS 19 disclosures whether any surplus can be recognised as a balance sheet asset and whether any future funding commitments in excess of the IAS 19 liability should be provisioned for. Based on its interpretation of the rules for each of the defined benefit pension schemes, the Group considers that it has an unconditional right to any potential surplus on the ultimate wind-up after all benefits to members have been paid in respect of all of the schemes except the WF Scheme. Under IFRIC 14 it is therefore appropriate to recognise any IAS 19 surpluses which may emerge in future and not to recognise any potential additional liabilities in respect of future funding commitments of all of the schemes except for the WF Scheme.

The calculation of Guaranteed Minimum Pension ('GMP') is set out in legislation and members of pension schemes that were contracted out of the State Earnings-Related Pension Scheme ('SERPS') between 6 April 1978 and 5 April 1997 will have built up an entitlement to a GMP.

## 21 Retirement benefit schemes continued

**Funding arrangements continued**

GMPs were intended to broadly replicate the SERPS pension benefits but due to their design they give rise to inequalities between men and women, in particular, the GMP for a male comes into payment at age 65 whereas for a female it comes into payment at the age of 60 and GMPs typically receive different levels of increase to non-GMP benefits. On 26 October 2018, the High Court handed down its judgment in the Lloyds Trustees vs Lloyds Bank plc and Others case relating to the equalisation of member benefits for the gender effects of GMP equalisation. This judgment creates a precedent for other UK defined benefit schemes with GMPs. The judgment confirmed that GMP equalisation was required for the period 17 May 1990 to 5 April 1997 and provided some clarification on legally acceptable methods for achieving equalisation. An allowance for GMP equalisation was first included within liabilities at 30 December 2018 and was recognised as a charge for past service costs in the income statement. In 2020 further clarification was issued relating to GMP equalisation in respect of transfers out of schemes and a further allowance for GMP equalisation was included within liabilities at 27 December 2020 and was recognised as a charge for past service costs in the income statement. The estimate is subject to change as more detailed member calculations are undertaken, as guidance is issued and/or as a result of future legal judgments. Past service costs in 2022 related to a Barber Window equalisation adjustment identified by the Trustees of the MGN Scheme. The impact relates to the equalisation of retirement ages to 65, which was previously implemented from 17 May 1990, rather than the date of the Deed of Amendment of the Rules which was 4 April 1991.

**Risks**

Valuations for funding and accounting purposes are based on assumptions about future economic and demographic variables. This results in the risk of a volatile valuation deficit and the risk that the ultimate cost of paying benefits is higher than the current assessed liability value.

The main sources of risk are:

- investment risk: a reduction in asset returns (or assumed future asset returns);
- inflation risk: an increase in benefit increases (or assumed future increases); and
- longevity risk: an increase in average life spans (or assumed life expectancy).

These risks are managed by:

- investing in insured annuity policies: the income from these policies exactly matches the benefit payments for the members covered, removing all of the above risks. At the reporting date the insured annuity policies covered 23% of total liabilities;
- investing a proportion of assets in other classes such as Government and corporate bonds and in liability-driven investments: changes in the values of the assets aim to broadly match changes in the values of the uninsured liabilities, reducing the investment risk, however some risk remains as the durations of the bonds are typically shorter than those of the liabilities and so the values may still move differently. At the reporting date non-equity assets amounted to 97% of assets excluding the insured annuity policies;
- investing a proportion of assets in equities: with the aim of achieving outperformance and so reducing the deficits over the long term. At the reporting date this amounted to 3% of assets excluding the insured annuity policies; and
- the gradual sale of equities over time to purchase additional annuity policies or liability-matching investments: to further reduce risk as the schemes, which are closed to future accrual, mature.

Pension scheme accounting deficits are snapshots at moments in time and are not used by either the Group or Trustees to frame funding policy. The Group and Trustees seek to be aligned in focusing on the long-term sustainability of the funding policy which aims to balance the interests of the Group's shareholders and members of the schemes. The Group and Trustees also seek to be aligned in reducing pensions risk over the long term and at a pace which is affordable to the Group.

The EN88 Scheme, the ENSM Scheme and the Trinity Scheme have an accounting surplus at the reporting date, before allowing for the IFRIC 14 asset ceiling. The WF Scheme was in deficit on the accounting basis at the 2024 year end due to the Barber Window equalisation adjustment identified in the year. Across the MGN Scheme and the MIN Scheme, the invested assets are expected to be sufficient for the schemes to pay the uninsured benefits due up to 2044, based on the reporting date assumptions. The remaining uninsured benefit payments, payable from 2045, are due to be funded by a combination of asset outperformance and the deficit contributions currently scheduled to be paid up to 31 January 2028 for the MGN Scheme and 31 December 2028 for the MIN Scheme. For the MGN Scheme and MIN Scheme, actuarial projections at the year-end reporting date show removal of the accounting deficit by the end of 2026 for the MGN Scheme and 2027 for the MIN Scheme due to scheduled contributions and asset returns at the current target rate. From this point, the assets are projected to be sufficient to fully fund the liabilities on the accounting basis. The Group is not exposed to any unusual, entity-specific or scheme-specific risks. Other than the impact of the Barber Window adjustment relating to the WF scheme and the MGN Scheme purchase of a bulk annuity, there were no plan amendments, settlements or curtailments in 2024 or 2023 which resulted in a pension cost.

In June 2023, the UK High Court (Virgin Media v NTL Pension Trustees II Limited) ruled that certain historical amendments for contracted-out defined benefit schemes were invalid if they were not accompanied by the correct actuarial confirmation. In July 2024 the Court of Appeal upheld the High Court's judgment.

The Group has taken legal advice and conducted investigations into the changes made to the Schemes across this period. We have not identified any issues and at this time do not consider there to be a financial impact from this ruling. The Group will continue to monitor the impact of future developments.

**Results**

For the purposes of the Group's consolidated financial statements, valuations have been performed in accordance with the requirements of IAS 19 with scheme liabilities calculated using a consistent projected unit valuation method and compared to the estimated value of the scheme assets at 31 December 2024.

**Notes to the consolidated financial statements continued**

## 21 Retirement benefit schemes continued

**Results continued**

Based on actuarial advice, the assumptions used in calculating the scheme liabilities are:

| | **2024** | 2023 |
|---|---|---|
| **Financial assumptions (nominal % pa)** | | |
| Discount rate | **5.49** | 4.62 |
| Retail price inflation rate | **3.20** | 3.08 |
| Consumer price inflation rate | **1.0% pa lower than RPI to 2030 and equal to RPI thereafter** | 1.0% pa lower than RPI to 2030 and equal to RPI thereafter |
| Rate of pension increases in deferment | **2.88** | 2.71 |
| Rate of pension increases in payment | **3.40** | 3.34 |
| **Mortality assumptions – future life expectancies from age 65 (years)** | | |
| Male currently aged 65 | **21.2** | 21.4 |
| Female currently aged 65 | **23.3** | 23.7 |
| Male currently aged 55 | **21.0** | 21.0 |
| Female currently aged 55 | **24.2** | 24.2 |

The defined benefit pension liabilities are valued using actuarial assumptions about future benefit increases and scheme member demographics, and the resulting projected benefits are discounted to the reporting date at appropriate corporate bond yields. For 2023 and 2024, the financial assumptions have been derived as a yield curve with different rates per year, with the figures in the table above representing a weighted average of these rates across all of the schemes. This is considered to be a more robust and accurate approach to setting assumptions as it allows for each scheme's individual circumstances, rather than considering the schemes in aggregate as has been done in the past.

The discount rate should be chosen to be equal to the yield available on 'high-quality' corporate bonds of appropriate term and currency. For 2023 and 2024, the discount rate has been set as the full corporate bond yield curve.

The inflation assumptions are based on market expectations over the period of the liabilities. For 2023 and 2024, the inflation assumptions have been set using the full inflation curve. The RPI assumption is set based on the break-even RPI inflation curve with a margin deducted. This margin, called an inflation risk premium, reflects the fact that the RPI market-implied inflation curve can be affected by market distortions and as a result it is thought to overstate the underlying market expectations for future RPI inflation. Allowing for the extent of RPI linkage on the schemes' benefits pre and post 2030, the average inflation risk premium has been set at 0.2% per annum to 2030 and 0.4% per annum thereafter. The CPI assumption is set based on a margin deducted from the RPI assumption, due to lack of market data on CPI expectations. Following the UK Statistics Authority's announcement of the intention to align RPI with CPIH from 2030 the assumed gap between RPI and CPI inflation is 1.0% per annum up to 2030 and 0.0% per annum beyond 2030, consistent with 2023.

The estimated impacts on the IAS 19 liabilities and on the IAS 19 deficit at the reporting date, due to a reasonably possible change in key assumptions over the next year, are set out in the table below:

| | **Effect on liabilities £m** | **Effect on deficit £m** |
|---|---|---|
| Discount rate +/- 1.0% pa | -150/+175 | -115/+140 |
| Retail price inflation rate +/- 0.5% pa | +19/-19 | +12/-12 |
| Consumer price inflation rate +/- 0.5% pa | +19/-17 | +17/-15 |
| Life expectancy at age 65 +/- 1 year | +70/-70 | +50/-50 |

The RPI sensitivity impacts the rate of increases in deferment for some of the pensions in the EN88 Scheme and some of the pensions in payment for all schemes except the MGN Scheme. The CPI sensitivity impacts the rate of increases in deferment for some of the pensions in most schemes and the rate of increases in payment for some of the pensions in payment for all schemes.

The effect on the deficit is usually lower than the effect on the liabilities due to the matching impact on the value of the insurance contracts held in respect of some of the liabilities. Each assumption variation represents a reasonably possible change in the assumption over the next year but might not represent the actual effect because assumption changes are unlikely to happen in isolation.

The estimated impact of the assumption variations makes no allowance for changes in the values of invested assets that would arise if market conditions were to change in order to give rise to the assumption variation. If allowance were made, the estimated impact would likely be lower as the values of invested assets would normally change in the same directions as the liability values.

**Notes to the consolidated financial statements continued**

## 21 Retirement benefit schemes continued

**Results continued**

The amounts included in the consolidated income statement, consolidated statement of comprehensive income and consolidated balance sheet arising from the Group's obligations in respect of its defined benefit pension schemes are as follows in the table below.

Past service costs of £5.0m relate to a Barber Window equalisation adjustment identified by the Trustees of the WF Scheme during the year.

| Consolidated income statement | 2024 £m | 2023 £m |
|---|---|---|
| Pension administrative expenses | **(4.7)** | (5.5) |
| Past service costs | **(5.0)** | – |
| Pension finance charge | **(3.4)** | (5.9) |
| **Defined benefit cost recognised in income statement** | **(13.1)** | (11.4) |

| Consolidated statement of comprehensive income | 2024 £m | 2023 £m |
|---|---|---|
| Actuarial gain due to liability experience | **6.5** | 14.1 |
| Actuarial gain/(loss) due to liability assumption changes | **173.3** | (6.9) |
| Total liability actuarial gain | **179.8** | 7.2 |
| Returns on scheme assets less than discount rate | **(168.6)** | (8.7) |
| Impact of IFRIC 14 | **0.2** | 1.0 |
| **Total gain/(loss) recognised in statement of comprehensive income** | **11.4** | (0.5) |

| Consolidated balance sheet | 2024 £m | 2023 £m |
|---|---|---|
| Present value of uninsured scheme liabilities | **(1,240.5)** | (1,557.7) |
| Present value of insured scheme liabilities | **(375.8)** | (277.9) |
| Total present value of scheme liabilities | **(1,616.3)** | (1,835.6) |
| Invested and cash assets at fair value | **1,195.2** | 1,455.1 |
| Value of liability-matching insurance contracts | **375.8** | 277.9 |
| Total fair value of scheme assets | **1,571.0** | 1,733.0 |
| Funded deficit | **(45.3)** | (102.6) |
| Impact of IFRIC 14 | **–** | (0.2) |
| **Net scheme deficit** | **(45.3)** | (102.8) |
| | | |
| Non-current assets – retirement benefit assets | **72.4** | 66.0 |
| Non-current liabilities – retirement benefit obligations | **(117.7)** | (168.8) |
| **Net scheme deficit** | **(45.3)** | (102.8) |
| | | |
| Net scheme deficit included in consolidated balance sheet | **(45.3)** | (102.8) |
| Deferred tax included in consolidated balance sheet | **11.3** | 25.7 |
| **Net scheme deficit after deferred tax** | **(34.0)** | (77.1) |

| Movement in net scheme deficit | 2024 £m | 2023 £m |
|---|---|---|
| Opening net scheme deficit | **(102.8)** | (150.9) |
| Contributions | **59.2** | 60.0 |
| Consolidated income statement | **(13.1)** | (11.4) |
| Consolidated statement of comprehensive income | **11.4** | (0.5) |
| **Closing net scheme deficit** | **(45.3)** | (102.8) |

**Notes to the consolidated financial statements continued**

## 21 Retirement benefit schemes continued

| Changes in the present value of scheme liabilities | 2024 £m | 2023 £m |
|---|---|---|
| Opening present value of scheme liabilities | **(1,835.6)** | (1,860.0) |
| Past service costs | **(5.0)** | – |
| Interest cost | **(81.6)** | (88.5) |
| Actuarial gain – experience | **6.5** | 14.1 |
| Actuarial gain – change to demographic assumptions | **23.9** | 35.7 |
| Actuarial gain/(loss) – change to financial assumptions | **149.4** | (42.6) |
| Benefits paid | **109.4** | 105.7 |
| Bulk transfer due to buy-out | **16.7** | – |
| **Closing present value of scheme liabilities** | **(1,616.3)** | (1,835.6) |

| Impact of IFRIC 14 | 2024 £m | 2023 £m |
|---|---|---|
| Opening impact of IFRIC 14 | **(0.2)** | (1.2) |
| Decrease in impact of IFRIC 14 | **0.2** | 1.0 |
| **Closing impact of IFRIC 14** | **–** | (0.2) |

| Changes in the fair value of scheme assets | 2024 £m | 2023 £m |
|---|---|---|
| Opening fair value of scheme assets | **1,733.0** | 1,710.3 |
| Interest income | **78.2** | 82.6 |
| Actual return on assets less than discount rate | **(168.6)** | (8.7) |
| Contributions by employer | **59.2** | 60.0 |
| Benefits paid | **(109.4)** | (105.7) |
| Administrative expenses | **(4.7)** | (5.5) |
| Bulk transfer due to buy-out | **(16.7)** | – |
| **Closing fair value of scheme assets** | **1,571.0** | 1,733.0 |

| Fair value of scheme assets | 2024 £m | 2023 £m |
|---|---|---|
| UK equities | **3.3** | 2.2 |
| Other overseas equities | **34.0** | 32.5 |
| Property | **27.2** | 28.3 |
| Corporate bonds | **250.0** | 279.0 |
| Fixed interest gilts | **1.5** | 1.1 |
| Liability-driven investment | **779.9** | 1,029.2 |
| Cash and other | **99.3** | 82.8 |
| Invested and cash assets at fair value | **1,195.2** | 1,455.1 |
| Value of insurance contracts | **375.8** | 277.9 |
| **Fair value of scheme assets** | **1,571.0** | 1,733.0 |

The assets of the schemes are primarily held in pooled investment vehicles which are unquoted. The pooled investment vehicles hold both quoted and unquoted investments. Scheme assets include neither direct investments in the Company's ordinary shares nor any property assets occupied nor other assets used by the Group.

When setting the investment strategy, the Trustees of the defined benefit pension schemes consider a wide range of asset classes for investment, taking account the expected returns and key individual risks associated with those asset classes as well as how these risks can be mitigated where appropriate.

The assets of the individual schemes are held across matching and growth portfolios. Details regarding each scheme's approach to the allocation of the assets between these portfolios can be found on our website under pension scheme disclosure notices, www.reachplc.com/pension-scheme-disclosure-notices, included in the Statement of Investment Principles (SIP).

The purpose of the assets in the matching portfolios is to generate cash flows to match the expected cash outflows arising from the pension obligations. The asset classes in the matching portfolios include, but are not limited to, asset-backed securities, short-duration buy and maintain credit, synthetic credit, bonds, gilts, swaps, liability-driven investment (LDI) and cash funds.

The purpose of the assets in the growth portfolios is to generate consistent, absolute returns while managing downside risks and reducing the chance of large losses in stress situations. The asset classes in the growth portfolios include, but are not limited to, equities, bonds, diversified growth, multi-asset credit, emerging markets, inflation swaps, property, infrastructure and private credit funds.

The MGN Scheme, the Trinity Scheme and the MIN Scheme also hold bulk annuity contracts to match the benefits payable to a portion of the scheme's pensioners.

**Notes to the consolidated financial statements continued**

## 22 Inventories

| | 2024 £m | 2023 £m |
|---|---|---|
| Raw materials and consumables | **10.2** | 11.4 |

## 23 Trade and other receivables

| Trade and other receivables | 2024 £m | 2023 £m |
|---|---|---|
| Gross trade receivables | **55.7** | 58.8 |
| Expected credit loss | **(1.6)** | (1.0) |
| Net trade receivables | **54.1** | 57.8 |
| Prepayments | **12.1** | 9.6 |
| Accrued income | **14.6** | 13.2 |
| Other receivables | **6.8** | 4.5 |
| | **87.6** | 85.1 |

### Net trade receivables

Trade receivables net of expected credit loss at the reporting date amounted to £54.1m (2023: £57.8m). The average credit period taken on sales is 38 days (2023: 38 days). No interest is charged on the receivables.

Before accepting any new customers, the Group, where appropriate, uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed during the period where appropriate. There are two (2023: two) customers who individually represent more than 10% of net trade receivables. Included in the net trade receivables balance are debtors with a carrying amount of £3.3m (2023: £3.6m) which are past their due date at the reporting date for which the Group has not provided as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances. The average age of these receivables is 93 days (2023: 92 days).

| Ageing of past due receivables | 2024 £m | 2023 £m |
|---|---|---|
| 60–90 days | **1.7** | 1.8 |
| 90–120 days | **0.9** | 1.3 |
| 120 days+ | **0.7** | 0.5 |
| | **3.3** | 3.6 |

| Movement in allowance for doubtful debts | 2024 £m | 2023 £m |
|---|---|---|
| Opening balance | **1.0** | 1.4 |
| Impairment losses recognised | **0.8** | 0.2 |
| Utilisation of provision | **(0.2)** | (0.6) |
| **Closing balance** | **1.6** | 1.0 |

| Ageing of impaired receivables | 2024 £m | 2023 £m |
|---|---|---|
| 120+ days | **1.6** | 1.0 |
| | **1.6** | 1.0 |

The carrying amount of trade and other receivables approximates their fair value.

**Notes to the consolidated financial statements continued**

## 24 Net debt

The net debt for the Group is as follows:

| | 1 January 2024 £m | Cash flow £m | Loan drawdown £m | IFRS 16 lease liabilities movement: Interest £m | New leases £m | Other movements £m | 31 December 2024 £m |
|---|---|---|---|---|---|---|---|
| **Liabilities from financing activities** | | | | | | | |
| Borrowings | (30.0) | – | (5.0) | – | – | – | (35.0) |
| Lease liabilities | (33.2) | 7.3 | – | (1.3) | (0.7) | 0.6 | (27.3) |
| | **(63.2)** | **7.3** | **(5.0)** | **(1.3)** | **(0.7)** | **0.6** | **(62.3)** |
| **Current assets** | | | | | | | |
| Cash and cash equivalents | 19.9 | (4.1) | 5.0 | – | – | – | 20.8 |
| **Net cash less lease liabilities** | **(43.3)** | | | | | | **(41.5)** |
| **Net debt** | **(10.1)** | **(4.1)** | **–** | **–** | **–** | **–** | **(14.2)** |

| | 26 December 2022 £m | Cash flow £m | Loan drawdown £m | IFRS 16 lease liabilities movement: Interest £m | New leases £m | Other Movements £m | 31 December 2023 £m |
|---|---|---|---|---|---|---|---|
| Liabilities from financing activities | | | | | | | |
| Borrowings | (15.0) | – | (15.0) | – | – | – | (30.0) |
| Lease liabilities | (31.7) | 5.9 | – | (1.2) | (6.1) | (0.1) | (33.2) |
| | (46.7) | 5.9 | (15.0) | (1.2) | (6.1) | (0.1) | (63.2) |
| Current assets | | | | | | | |
| Cash and cash equivalents | 40.4 | (35.5) | 15.0 | – | – | - | 19.9 |
| Net cash less lease liabilities | (6.3) | | | | | | (43.3) |
| Net cash/(debt) | 25.4 | (35.5) | – | – | – | – | (10.1) |

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with an original maturity of one week or less. The carrying amount of these assets approximates their fair value. The cash and cash equivalents disclosed above and in the statement of cash flows include £2.4m (2023: £0.9m) of restricted cash relating to potential pension contributions to the EN88 Scheme if the funding is deemed required (note 21). This is not available for general use within the Group. In addition, whilst not classified as cash and cash equivalents, this is also true for £1.9m held in escrow in relation to the Trinity Scheme (note 21), which is recognised within Other financial assets on the Consolidated Balance Sheet.

Following a refinancing during December 2024, the Group has a revolving credit facility of £145.0m which expires on 12 December 2028, including an option to extend by up to one year. The Group had drawings of £35.0m, at the reporting date. The facility is subject to two covenants: Interest Cover and Net Debt to EBITDA, both of which were met at the reporting date.

## 25 Assets classified as held for sale

| | 2024 £m | 2023 £m |
|---|---|---|
| Opening balance | **11.0** | – |
| Classified as held for sale in the year (note 17) | **0.7** | 11.0 |
| Disposals | **(9.1)** | – |
| **Closing balance** | **2.6** | 11.0 |

At 31 December 2024, two properties were recognised as assets classified as held for sale with a total carrying value of £2.6m. As part of measuring the properties at the lower of their carrying amount and fair value less costs to sell, a £0.1m impairment loss has been recognised within impairment of vacant freehold property costs (note 8). The fair value was determined by the sale price or the value of offers received on the property.

## 26 Trade and other payables

| **Trade and other payables** | 2024 £m | 2023 £m |
|---|---|---|
| Trade payables | **(23.7)** | (19.5) |
| Social security and other taxes | **(6.1)** | (6.4) |
| Accruals | **(47.3)** | (36.7) |
| Deferred income | **(4.8)** | (10.4) |
| Other payables | **(23.4)** | (24.3) |
| | **(105.3)** | (97.3) |

**Notes to the consolidated financial statements continued**

## 26 Trade and other payables continued

The trade and other payables have been analysed between current and non-current as follows:

| | 2024 £m | 2023 £m |
|---|---|---|
| Current | **(105.3)** | (96.2) |
| Non-current | **–** | (1.1) |
| | **(105.3)** | (97.3) |

Trade payables principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 36 days (2023: 28 days). For most suppliers no interest is charged on the trade payables for the first 60 days from the date of the invoice. Thereafter, interest is charged on the outstanding balances at various interest rates. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe. The carrying amount of trade payables approximates to their fair value.

## 27 Provisions

| | Share-based payments £m | Property £m | Restructuring £m | Historical legal issues £m | Other £m | Total £m |
|---|---|---|---|---|---|---|
| At 1 January 2024 | (0.5) | (19.1) | (12.7) | (18.2) | (2.2) | (52.7) |
| Charged to income statement | **(0.3)** | **(1.6)** | **(8.1)** | **–** | **(0.9)** | **(10.9)** |
| Released to income statement | **–** | **0.3** | **0.1** | **–** | **–** | **0.4** |
| Utilisation of provision | **0.1** | **2.0** | **16.5** | **9.1** | **0.2** | **27.9** |
| **At 31 December 2024** | **(0.7)** | **(18.4)** | **(4.2)** | **(9.1)** | **(2.9)** | **(35.3)** |

The provisions have been analysed between current and non-current as follows:

| | 2024 £m | 2023 £m |
|---|---|---|
| Current | **(13.8)** | (26.1) |
| Non-current | **(21.5)** | (26.6) |
| | **(35.3)** | (52.7) |

The share-based payments provision relates to National Insurance obligations attached to the future crystallisation of awards. This provision will be utilised over the next three years.

The property provision relates to property-related onerous contracts and onerous committed costs related to vacant properties. The provision will be utilised over the remaining term of the leases or expected period of vacancy.

The restructuring provision relates to restructuring charges incurred in the delivery of cost reduction measures. The net charge of £8.0m principally relates to in-year cost management actions taken in the period (note 8). The restructuring provision is expected to be utilised within the next year.

The historical legal issues provision relates to the cost associated with resolving civil claims in relation to historical phone hacking and unlawful information gathering. The provision consists of known claims and costs. The key uncertainties in relation to this matter relate to how each claim progresses, the amount of any settlement and the associated legal costs. Our assumptions have been based on historical trends, our experience and the expected evolution of claims and costs. The known and common costs provision is calculated using the most likely outcome method.

At the period end, a provision of £9.1m remains outstanding and this represents the current best estimate of the amount required to resolve this historical matter. The majority of the provision is expected to be utilised within the next two years (2023: two years).

Our view on the range of outcomes at the reporting date for the provision, applying more and less favourable outcomes to all aspects of the provision, is £4m to £16m (2023: £12m to £22m). Despite making a best estimate, the timing of utilisation and ongoing legal matters related to provided for claims could mean that the final outcome is outside of the range of outcomes.

The other provision balance of £2.9m at the period end relates to libel and other matters, the majority of which is expected to be utilised over the next year.

**Notes to the consolidated financial statements continued**

## 28 Deferred tax assets and liabilities

The following are the major deferred tax assets and liabilities recognised by the Group and movements thereon:

| | Accelerated tax depreciation £m | Tax losses £m | Other short-term timing £m | Intangibles £m | Retirement benefit obligations £m | Share-based payments £m | Total £m |
|---|---|---|---|---|---|---|---|
| At 26 December 2022 | (21.9) | – | (2.9) | (204.7) | 37.0 | 0.9 | (191.6) |
| Credit/(charge) to consolidated income statement | 1.3 | 3.1 | (1.2) | – | (11.4) | (0.4) | (8.6) |
| Credit to other comprehensive income statement | – | – | – | – | 0.1 | – | 0.1 |
| At 31 December 2023 | (20.6) | 3.1 | (4.1) | (204.7) | 25.7 | 0.5 | (200.1) |
| Credit/(charge) to consolidated income statement | **5.8** | **(3.1)** | **0.9** | **–** | **(11.6)** | **0.3** | **(7.7)** |
| Charge to other comprehensive income statement | **–** | **–** | **–** | **–** | **(2.8)** | **–** | **(2.8)** |
| Credit to statement of changes in equity | **–** | **–** | **–** | **–** | **–** | **0.3** | **0.3** |
| **At 31 December 2024** | **(14.8)** | **–** | **(3.2)** | **(204.7)** | **11.3** | **1.1** | **(210.3)** |

All deferred tax relates to the UK and therefore the Group has a legally enforceable right to offset the deferred tax assets and deferred tax liabilities. The Group has unrecognised losses of £80.6m (2023: £38.3m) and other temporary differences of £4.3m (2023: nil) at the reporting date.

Certain deferred tax assets will unwind within 12 months of the year end. The following sets out the expected unwind profile:

| | Accelerated tax depreciation £m | Tax losses £m | Other short-term timing £m | Intangibles £m | Retirement benefit obligations £m | Share-based payments £m | Total £m |
|---|---|---|---|---|---|---|---|
| Within one year | **(5.8)** | **–** | **(1.2)** | **–** | **5.8** | **0.3** | **(0.9)** |
| More than one year | **(9.0)** | **–** | **(2.0)** | **(204.7)** | **5.5** | **0.8** | **(209.4)** |
| **At 31 December 2024** | **(14.8)** | **–** | **(3.2)** | **(204.7)** | **11.3** | **1.1** | **(210.3)** |

**Notes to the consolidated financial statements continued**

## 29 Share capital and reserves

| | Share capital £m | Share premium account £m | Merger reserve £m | Capital redemption reserve £m | (Accumulated loss)/retained earnings and other reserves £m | Total £m |
|---|---|---|---|---|---|---|
| At 26 December 2022 | 32.2 | 605.4 | 17.4 | 4.4 | (21.9) | 637.5 |
| Total comprehensive income for the period | – | – | – | – | 21.5 | 21.5 |
| Credit to equity for equity-settled share-based payments | – | – | – | – | 1.3 | 1.3 |
| Dividends paid | – | – | – | – | (23.1) | (23.1) |
| Capital reduction | – | (605.4) | – | – | 605.4 | – |
| At 31 December 2023 | 32.2 | – | 17.4 | 4.4 | 583.2 | 637.2 |
| Total comprehensive income for the period | **–** | **–** | **–** | **–** | **62.2** | **62.2** |
| Purchase of shares | **–** | **–** | **–** | **–** | **(0.6)** | **(0.6)** |
| Credit to equity for equity-settled share-based payments | **–** | **–** | **–** | **–** | **2.5** | **2.5** |
| Tax credit for equity-settled share-based payments | **–** | **–** | **–** | **–** | **0.5** | **0.5** |
| Dividends paid | **–** | **–** | **–** | **–** | **(23.2)** | **(23.2)** |
| **At 31 December 2024** | **32.2** | **–** | **17.4** | **4.4** | **624.6** | **678.6** |

**Notes to the consolidated financial statements continued**

## 29 Share capital and reserves continued

The share capital comprises 322,085,269 (2023: 322,085,269) allotted, called up and fully paid ordinary shares of 10p each.

The share premium account reflected the premium on issued ordinary shares. On 18 December 2023, a capital reduction of £605.4m became effective. The balance on the share premium account of £605.4m was cancelled, creating distributable reserves of the same amount within retained earnings. The merger reserve comprises the premium on the shares allotted in relation to the acquisition of Express & Star. The capital redemption reserve represents the nominal value of the shares purchased and subsequently cancelled under share buy-back programmes.

The Company holds 3,927,313 shares as Treasury shares (2023: 4,110,884 shares). In 2024, 183,266 shares were withdrawn from Treasury to satisfy the vesting of awards granted under the Reach Long Term Incentive Plan and buy-out awards granted in 2023.

Cumulative goodwill written off to accumulated loss and other reserves in respect of continuing businesses acquired prior to 1998 is £25.9m (2023: £25.9m). On transition to IFRS, the revalued amounts of freehold properties were deemed to be the cost of the asset and the revaluation reserve has been transferred to accumulated loss and other reserves.

Shares purchased by the Trinity Mirror Employees' Benefit Trust are included in retained earnings and other reserves at £2.6m (2023: £3.8m). During the year, the Trust purchased 590,205 shares (2023: no shares) for a cash consideration of £0.6m (2023: nil). The Trust received a payment of £0.6m from the Company to purchase these shares. During the year, 1,716,112 shares were released relating to grants made in prior years (2023: 1,229,928).

## 30 Share capital

| | **2024 Number** | **2024 £m** | 2023 Number | 2023 £m |
|---|---|---|---|---|
| **Allotted, called up and fully paid ordinary shares of 10 pence each** | | | | |
| Opening balance and closing balance | **322,085,269** | **32.2** | 322,085,269 | 32.2 |

The Company has one class of share capital, being ordinary shares with a nominal value of 10 pence each. The Company's ordinary shares give the shareholders equal rights to vote, receive dividends and to the repayment of capital. There are no restrictions on these shares in relation to the distribution of dividends and the repayment of capital.

The lowest closing price of the shares during the year was 59.1 pence on 29 February 2024 (2023: 66.05 pence on 13 December 2023) and the highest closing price was 107.6 pence on 1 August 2024 (2023: 110.8 pence on 9 January 2023). The closing share price as at the reporting date was 83.3 pence (2023: 74.9 pence).

### Trinity Mirror Employees' Benefit Trust

The Trinity Mirror Employees' Benefit Trust ('the Trust') is established in Jersey and is administered by the Trustee Estera Trust (Jersey) Limited. The Trust holds shares of the Company for subsequent transfer to employees under the terms of the Group's share plans.

At the reporting date, the Trust held 2,329,117 shares (2023: 3,271,758 shares) with a carrying value of £2,611,543 (2023: £3,846,792) and a market value of £1,940,154 (2023: £2,450,547). In addition, the Trust holds cash to purchase future shares of £5,254 (2023: £5,707). The costs associated with the Trust are included in the consolidated income statement as they accrue. Shares held by the Trust have been excluded from the weighted average number of shares used in the calculation of earnings per share.

**Notes to the consolidated financial statements continued**

## 30 Share capital continued

### TIH Employee Benefit Trust

An Employee Benefit Trust administered by the Trustee Zedra Trust Company (Guernsey) Limited held shares of the Company for subsequent transfer to employees under a Restricted Share Plan. The TIH Employee Benefit Trust was wound up on 31 August 2023, and the 94,740 shares held in this trust were transferred to the Trinity Mirror Employees' Benefit Trust. As a result, at the reporting date, nil shares (2023: nil shares) were held with a carrying value of nil (2023: nil) and a market value of nil (2023: nil), none of which (2023: none) had options granted over them under the Restricted Share Plan.

## 31 Share-based payments

The charge related to share-based payments during the period was £2.5m (2023: £1.3m).

### Long Term Incentive Plan

Under these schemes, the Remuneration Committee can recommend the grant of awards of shares to an eligible employee. Full details of how the schemes operate are explained in the Remuneration Report on pages 90 to 103. The vesting period is three years and is subject to continued employment of the participant. The Performance Shares granted in 2023 vest if targets measuring the Company's share price, ARPU and RPM are met. The Performance Shares granted in 2024 vest if targets measuring the Company's share price, RPM and emissions reductions are met.

| | **2024 Number of Performance Shares** | 2023 Number of Performance Shares |
|---|---|---|
| **Awards outstanding at start of period** | **9,047,686** | 8,111,869 |
| Granted during the period | **6,061,164** | 4,709,530 |
| Dividend accrued granted during the period | **105,886** | 1,775 |
| Lapsed during the period | **(1,775,070)** | (2,699,235) |
| Exercised during the period | **(1,649,036)** | (1,076,253) |
| **Awards outstanding at end of period** | **11,790,630** | 9,047,686 |

During the year, awards relating to 2,112,984 shares were granted to executive directors on a discretionary basis under the Long Term Incentive Plan (2023: 1,623,678). The exercise price of each award is £1 for each block of awards granted. The awards vest after three years, subject to the continued employment of the participant and satisfaction of certain performance conditions, and are required to be held for a further two years.

During the year, awards relating to 3,948,180 shares were granted to senior managers on a discretionary basis under the Long Term Incentive Plan (2023: 3,085,852). The exercise price of each award is £1 for each block of awards granted. The awards vest after three years, subject to the continued employment of the participant and satisfaction of certain performance conditions.

The average exercise period of awards outstanding at the reporting date is 9 months (2023: 12 months). The share price at the date of grant for the Performance Shares was 85.0 pence for 6,032,910 shares and 95.3 pence for 28,254 shares (2023: 75.8 pence for 4,591,398 shares and 82.95 pence for 118,132 shares). The weighted average share price at the date of lapse for awards lapsed during the period was 81.5 pence (2023: 75.8 pence). The weighted average share price at the date of exercise for awards exercised during the period was 78.0 pence (2023: 75.6 pence).

The estimated fair values at the date of grant of the shares awarded are as follows:

| | **Awarded in 2024 £** | Awarded in 2023 £ | Awarded in 2022 £ | Awarded in 2021 £ | Awarded in 2020 £ |
|---|---|---|---|---|---|
| Performance Shares | **4,020,031** | 2,455,648 | 1,919,693 | 2,881,556 | 2,420,546 |

During 2023, awards relating to 394,666 shares were granted to an executive director under the Long Term Incentive Plan representing a buy-out of awards that were forfeited on joining the Group. The awards vest in line with the original vesting dates of the forfeited awards, subject to the continued employment up to the relevant vesting dates. 61,164 of these shares had a vesting date in 2024 (2023: 95,760 shares).

### Save As You Earn Plan

In 2021, awards relating to 1,500,736 shares were granted to employees on a discretionary basis under the Save As You Earn Plan. The exercise price of each award is 246.0 pence. The awards vest after three years, subject to the continued employment of the participant. The estimated fair value of the options was £1,753,760. The share price on the vesting date in 2024 was 99.7 pence, lower than the exercise price of each award, resulting in all of the shares granted in 2021 lapsing.

In 2024, awards relating to 2,400,238 shares were granted to employees on a discretionary basis under the Save As You Earn Plan. The exercise price of each award is 89.0 pence. The awards vest after three years, subject to the continued employment of the participant. The estimated fair value of the options was £671,587.

**Notes to the consolidated financial statements continued**

## 31 Share-based payments continued

The fair values for the Performance Shares and Save As You Earn Plan were calculated using a stochastic (Monte-Carlo binomial) model at the date of grant. The inputs to the model for awards from 2021 were as follows:

| | **Save As You Earn Plan 2024 24 September 2024** | **Performance Shares 2024 17 October 2024** | **Performance Shares 2024 8 May 2024** | Performance Shares 2023 12 October 2023 | Performance Shares 2023 13 April 2023 | Performance Shares 2022 12 October 2022 | Performance Shares 2022 11 April 2022 | Save As You Earn Plan 2021 14 July 2021 | Performance Shares 2021 11 May 2021 |
|---|---|---|---|---|---|---|---|---|---|
| Expected volatility (%) | **55.5** | **49.0** | **59.1** | 62.2 | 63.5 | 65.4 | 58.9 | 50.8 | 54.0 |
| Expected life (years) | **3.4** | **2.6** | **3.0** | 2.5 | 3.0 | 2.5 | 3.0 | 3.4 | 3.0 |
| Risk-free (%) | **3.9** | **3.8** | **4.3** | 4.5 | 3.5 | 4.1 | 1.7 | 0.2 | 0.1 |

Expected volatility has been determined by calculating the historical volatility of the Company's share price over the three-year period prior to the grant date. The exercise price used in the model is nil as the exercise price of the granted awards is £1 for each block of awards granted.

### Restricted Share Plan

During the year, no awards relating to shares were granted to executive directors under the Restricted Share Plan (2023: no shares).

## 32 Financial instruments

### Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through an optimal balance of bank debt and equity. The capital structure of the Group consists of:

- bank debt and facilities (note 24);
- cash and cash equivalents (note 24); and
- equity attributable to equity holders of the parent comprising share capital and reserves (note 29).

The Group's Dividend Policy is set out on page 108 of the Directors' Report.

The Group monitors its capital allocation and there are no changes from the previous year.

The Board reviews the capital structure, including the level of gearing and interest cover, as required. As part of this review, the Board considers the cost of capital and the risks associated with each class of capital.

The Group has a revolving credit facility of £145.0m which expires on 12 December 2028. The Group had drawings of £35.0m at the reporting date. The facility is subject to two covenants: Interest Cover and Net Debt to EBITDA. The Group was compliant with both debt covenants as at 31 December 2024. The revolving credit facility is held by the parent company.

### Externally imposed capital requirement

The Group is subject to externally imposed capital requirements which are financial covenants under the revolving credit facility, all of which were met at the reporting date. The financial covenants are monitored on a monthly basis and formally reported on a half-yearly basis.

**Notes to the consolidated financial statements continued**

## 32 Financial instruments continued

### Material accounting policies

Details of the material accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument, are disclosed in note 3.

### Categories of financial instruments

The Group recognises the following financial instruments on its balance sheet which are held at amortised cost.

| | notes | **2024 £m** | 2023 £m |
|---|---|---|---|
| **Financial assets** | | | |
| Net trade receivables | 23 | **54.1** | 57.8 |
| Accrued income | 23 | **14.6** | 13.2 |
| Other receivables | 23 | **6.8** | 4.5 |
| Cash and cash equivalents | 24 | **20.8** | 19.9 |
| Other financial asset | 21 | **1.9** | – |
| | | **98.2** | 95.4 |
| **Financial liabilities** | | | |
| Trade payables | 26 | **(23.7)** | (19.5) |
| Accruals | 26 | **(47.3)** | (36.7) |
| Other payables | 26 | **(23.4)** | (24.3) |
| Borrowings | 24 | **(35.0)** | (30.0) |
| Lease liabilities | 19 | **(27.3)** | (33.2) |
| | | **(156.7)** | (143.7) |

### Financial risk management objectives

The Group's Treasury function provides services to the business, co-ordinates access to domestic and international financial markets and monitors and manages the financial risks relating to the operations of the Group through regular meetings with the Chief Financial Officer and by analysing exposures by degree and magnitude of risk. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

The Group seeks to minimise the effects of these risks by using derivative financial instruments where appropriate to hedge these exposures. The use of financial derivatives is governed by policies approved by the Board, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the internal auditors on a continuous basis.

The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The Group did not enter into any derivative financial instruments in 2024 (2023: none).

The Group's Treasury function provides regular updates to the Board covering compliance with covenants and other Treasury-related matters.

### Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

### Foreign currency risk management

The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward exchange contracts where appropriate.

The carrying amounts of the Group's foreign currency-denominated monetary assets and monetary liabilities at the reporting date are as follows:

| | **Liabilities** | | **Assets** | |
|---|---|---|---|---|
| | **2024 £m** | 2023 £m | **2024 £m** | 2023 £m |
| Euro | **(0.7)** | – | **3.4** | 1.4 |
| US dollar | **(1.0)** | – | **2.0** | 0.3 |

**Notes to the consolidated financial statements continued**

## 32 Financial instruments continued

### Foreign currency sensitivity analysis

The Group is mainly exposed to the Euro and US dollar.

The Euro exposure arises on sales of newspapers in Europe and from costs relating to our office in Dublin. The Euro and US dollar sales represent less than 5% and 1% respectively (2023: less than 5% and 1%) of Group revenue. Euro and US dollar balances are kept on deposit and used to fund Euro and US dollar costs. When Euros or US dollars on deposit build to a target balance they are converted into sterling. The Group does not hedge the Euro and US dollar income or deposits because the risk of foreign exchange movements is not deemed to be significant.

The Group's sensitivity to a 10% increase and decrease in the sterling rate against the Euro and US dollar impacts profit by £0.4m (2023: £0.2m) and equity by nil (2023: nil). A 10% movement in exchange rates based on the level of foreign currency denominated monetary assets and liabilities represents the assessment of a reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency-denominated monetary items.

### Forward foreign exchange contracts

It is the policy of the Group to enter into forward foreign exchange contracts only to cover specific foreign currency payments such as significant capital expenditure. During the current and prior period no contracts were entered into.

### Interest rate risk management

The Group is exposed to interest rate risk as it borrows funds at both fixed and floating interest rates. The risk is managed by the Group by considering the appropriate mix between fixed and floating rate borrowings and if appropriate, by the use of interest rate swaps contracts and forward interest rate contracts. During the current and prior period no contracts were entered into.

Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring optimal hedging strategies are applied, by either positioning the balance sheet or protecting interest expense through interest rate cycles.

The Group's exposures to interest rates on the financial assets and liabilities are detailed in the liquidity risk management section of this note.

### Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the reporting date. For floating rate liabilities, the analysis is prepared using the Group's monthly cash forecasting model. A 100bps increase in interest rates has been used and represents the assessment of a reasonably possible change.

If interest rates had been 100bps higher/lower and all other variables were held constant, the Group's profit for the period would decrease/increase by £0.7m (2023: £0.5m). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

### Other price risks

The Group has no significant listed equity investments and is not directly exposed to equity price risk. The Group has indirect exposure through its defined benefit pension schemes.

### Credit risk management

Credit risk refers to the risk that a counterparty with the Group will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties, with the exception of exceptional circumstances, such as the financial crisis in the past, and the Group only transacts with financial institutions that are rated the equivalent to investment grade and above. This information is supplied by independent rating agencies where available and, if not, the Group uses other publicly available financial information and its own trading records to rate its major customers. As a result the credit risk is deemed to be low. The Group's exposure and credit ratings of its counterparties are reviewed by the Chief Financial Officer and where material the Board at appropriate times and the aggregate value of transactions concluded is spread among approved counterparties.

Trade receivables consist of a large number of customers spread across diverse sectors. Ongoing credit evaluation is performed on the financial condition of trade receivables. Other than two customers representing more than 10% of net trade debtors, the Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

**Notes to the consolidated financial statements continued**

## 32 Financial instruments continued

### Credit risk management continued

The Group defines counterparties as having similar characteristics if they are connected entities. Concentration of credit risk with a single counterparty is limited by reference to the long-term credit ratings assigned for that counterparty by Standard & Poor's. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The Group's cash and cash equivalents of £20.8m (2023: £19.9m) is held with counterparties with a minimum Standard & Poor's credit-rating of A. The Group monitors the exposure and credit rating of its counterparties on a regular basis.

The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the Group's maximum exposure to credit risk.

### Liquidity risk management

Liquidity risk results from having insufficient financial resources to meet day-to-day fluctuations in working capital and cash flow. Ultimate responsibility for liquidity risk management rests with the Board. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

### Liquidity risk

At the reporting date the Group has a £35.0m (2023: £30.0m) sterling variable interest rate bank drawing and has access to financial facilities of which the total unused amount is £110.0m (2023: £90.0m). The Group has a £145.0m non-amortising revolving credit facility which expires on 12 December 2028.

The Group expects to meet its obligations from cash held on deposit, operating cash flows and its committed financing facilities.

The table below shows the maturity analysis of the undiscounted remaining contractual cash flows of the Group's financial liabilities:

| **2024 non-derivative financial liabilities** | **Less than one year £m** | **Between one and five years £m** | **Greater than five years £m** | **Total £m** |
|---|---|---|---|---|
| Trade payables | **(23.7)** | **–** | **–** | **(23.7)** |
| Accruals | **(47.3)** | **–** | **–** | **(47.3)** |
| Other payables | **(23.4)** | **–** | **–** | **(23.4)** |
| Borrowings | **(35.0)** | **–** | **–** | **(35.0)** |
| Lease liabilities | **(5.4)** | **(16.9)** | **(9.5)** | **(31.8)** |
| **Total cash flows** | **(134.8)** | **(16.9)** | **(9.5)** | **(161.2)** |

| 2023 non-derivative financial liabilities | Less than one year £m | Between one and five years £m | Greater than five years £m | Total £m |
|---|---|---|---|---|
| Trade payables | (19.5) | – | – | (19.5) |
| Accruals | (36.7) | – | – | (36.7) |
| Other payables | (24.3) | – | – | (24.3) |
| Borrowings | (30.0) | – | – | (30.0) |
| Lease liabilities | (5.7) | (20.9) | (12.1) | (38.7) |
| Total cash flows | (116.2) | (20.9) | (12.1) | (149.2) |

**Notes to the consolidated financial statements continued**

## 33 Related party transactions

The parent and controlling party of the Group is Reach plc. Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Transactions with the retirement benefit schemes and employee benefit trusts are disclosed in notes 21 and 30 respectively. Details of other related party transactions are disclosed below.

### Trading transactions

Sales of goods and services to related parties would be made at the Group's usual list prices less average volume discounts. Purchases would be made at market prices discounted to reflect volume purchase and the relationship between the parties. Any outstanding amounts will be settled by cash payment.

PA Media Group Limited

The Group earned revenue of nil (2023: nil) and the Group incurred charges for services received of £3.5m (2023: £4.4m) which is recognised in cost of sales. The amount outstanding at the reporting date amounted to nil (2023: nil) owed to PA Media Group Limited.

### Compensation of key management personnel

Key management are the executive directors and non-executive directors.

The remuneration of the executive directors is determined by the Remuneration Committee having regard to competitive market position and performance of individuals. The remuneration of the non-executive directors is determined by the Company Chairman and the executive directors. The pension provision for the executive directors is a cash sum to use for pension purposes. Neither of the executive directors participates in any of the Group's defined contribution or defined benefit pension schemes. Key management personnel compensation is as follows:

| | **2024 £m** | 2023 £m |
|---|---|---|
| Short-term employee benefits | **2.0** | 1.6 |
| Post-employment benefits | **0.1** | 0.1 |
| Share-based payment | **0.8** | 0.6 |
| | **2.9** | 2.3 |

Further information regarding the remuneration of the executive directors and non-executive directors is provided in the Remuneration Report on pages 90 to 103. The compensation in the table above excludes amounts due to executive directors due to annual bonus that has been deferred.

## 34 Reconciliation of statutory to adjusted results

| **Year ended 31 December 2024** | **Statutory results £m** | **Operating adjusted items (a) £m** | **Pension finance charge (b) £m** | **Adjusted interest (c) £m** | **Adjusted results £m** |
|---|---|---|---|---|---|
| **Revenue** | **538.6** | **–** | **–** | **–** | **538.6** |
| **Operating profit** | **74.2** | **28.1** | **–** | **–** | **102.3** |
| **Profit before tax** | **62.8** | **28.1** | **3.4** | **2.9** | **97.2** |
| **Profit after tax** | **53.6** | **21.4** | **2.5** | **2.2** | **79.7** |
| **Basic earnings per share (p)** | **17.0** | **6.8** | **0.8** | **0.7** | **25.3** |

| 53 weeks ended 31 December 2023 | Statutory results £m | Operating adjusted items (a) £m | Pension finance charge (b) £m | Adjusted results £m |
|---|---|---|---|---|
| Revenue | 568.6 | – | – | 568.6 |
| Operating profit | 46.1 | 50.4 | – | 96.5 |
| Profit before tax | 36.7 | 50.4 | 5.9 | 93.0 |
| Profit after tax | 21.5 | 42.4 | 4.5 | 68.4 |
| Basic earnings per share (p) | 6.8 | 13.6 | 1.4 | 21.8 |

(a) Operating adjusted items relate to the items charged or credited to operating profit as set out in note 8.

(b) Pension finance charge relates to the defined benefit pension schemes as set out in note 21.

(c) Adjusted interest relates to other interest costs as set out in note 11.

Set out in note 3 is the rationale for the alternative performance measures adopted by the Group. The reconciliations in this note highlight the impact on the respective components of the income statement.

Items are adjusted on the basis that they distort the underlying performance of the business where they relate to material items that can recur (including impairment, restructuring, tax rate changes and profit or loss on the sale of freehold buildings) or relate to historical liabilities (including historical legal and contractual issues, defined benefit pension schemes which are all closed to future accrual). Other items may be included in adjusted items if they are not expected to recur in future years, such as property rationalisation and items such as transaction and restructuring costs incurred on acquisitions or the profit or loss on the sale of subsidiaries or associates.

**Notes to the consolidated financial statements continued**

## 34 Reconciliation of statutory to adjusted results continued

Impairments to non-current assets arise following impairment reviews or where a decision is made to close or retire printing assets. These non-cash items are included in adjusted items on the basis that they are material and vary considerably each year, distorting the underlying performance of the business.

The opening deferred tax position is recalculated in the period in which a change in the standard rate of corporation tax has been enacted or substantively enacted by parliament. The impacts of the change in rates are included in adjusted items on the basis that when they occur they are material, distorting the underlying performance of the business.

Provision for historical legal issues relates to the cost associated with dealing with and resolving civil claims for historical phone hacking and unlawful information gathering. This is included in adjusted items as the amounts are material, it relates to historical matters and movements in the provision can vary year to year.

The Group's defined benefit pension schemes are all closed to new members and to future accrual and are therefore not related to the current business. The pension administration expenses and the pension finance charge are included in adjusted items as the amounts are significant and they relate to the historical pension commitment.

Also included in adjusted items in 2024 are vacant freehold property-related costs (£1.5m), onerous lease and related costs (£2.8m), impairment of vacant freehold property (£0.1m), the Group's legal fees in respect of historical legal issues (£1.0m), adviser costs in relation to the defined benefit pension schemes (£6.1m), internal pension administrative expenses (£0.5m), corporate simplification costs (£0.5m), and other restructuring-related project costs (£2.1m) less the profit on sale of assets (£5.5m). These are included in adjusted items as they relate to historical liabilities or are one-off items not expected to recur.

Also included in adjusted items in 2023 were the impairment of finance lease receivable of £10.8m and recognition of onerous costs of £8.6m of a vacant print site where the sub-lessee entered into administration during 2023. Other adjusted items comprised impairment of vacant freehold property (£4.3m), vacant freehold property-related costs (£1.4m), onerous lease and related costs (£2.6m), the Group's legal fees in respect of historical legal issues (£5.3m), adviser costs in relation to the defined benefit pension schemes (£2.5m), internal pension administrative expenses (£0.6m), corporate simplification costs (£0.5m), and other restructuring-related project costs (£0.7m) less a reduction in National Insurance costs relating to share awards (£0.3m) and the profit on sale of impaired assets (£0.3m). These were included in adjusted items as they related to historical liabilities or are one-off items not expected to recur.

## 35 Adjusted cash flow

| | **2024 £m** | 2023 £m |
|---|---|---|
| **Adjusted operating profit** | **102.3** | 96.5 |
| Depreciation and amortisation | **19.6** | 21.6 |
| **Adjusted EBITDA** | **121.9** | 118.1 |
| Working capital movements | **4.4** | (3.9) |
| Net capital expenditure | **(11.8)** | (15.4) |
| Net interest paid on leases | **(1.3)** | (0.8) |
| Finance lease receipts | **–** | 0.2 |
| Repayment of obligation under leases | **(6.0)** | (4.7) |
| Other | **2.9** | 1.3 |
| Associates | **(2.8)** | (2.9) |
| **Adjusted operating cash flow** | **107.3** | 91.9 |
| Interest and charges payments and receipts | **(3.7)** | (2.5) |
| Income tax paid | **(2.4)** | (0.5) |
| Restructuring payments | **(16.5)** | (18.8) |
| Historical legal issues payments | **(9.1)** | (4.6) |
| Dividends paid | **(23.2)** | (23.1) |
| Purchase of own shares | **(0.6)** | – |
| Pension funding payments | **(59.2)** | (60.0) |
| Pension payments into escrow | **(1.9)** | – |
| Dividends received from associated undertakings | **1.9** | 1.9 |
| Legal fee payments in respect of historical legal issues | **(0.8)** | (5.3) |
| Adviser cost payments in relation to defined benefit schemes | **(3.4)** | (2.5) |
| Proceeds from disposal of property | **14.6** | – |
| Other adjusted items payments | **(7.1)** | (5.0) |
| **Net cash flow before acquisitions** | **(4.1)** | (28.5) |
| Bank facility drawdown | **5.0** | 15.0 |
| Acquisition-related cash flows | **–** | (7.0) |
| **Net increase/(decrease) in cash and cash equivalents** | **0.9** | (20.5) |

**Notes to the consolidated financial statements continued**

## 36 Reconciliation of statutory to adjusted cash flow

| Year ended 31 December 2024 | Statutory 2024 £m | (a) £m | (b) £m | Adjusted 2024 £m | |
|---|---|---|---|---|---|
| **Cash flows from operating activities** | | | | | |
| Cash generated from operations | 89.5 | (19.1) | 36.9 | 107.3 | Adjusted operating cash flow |
| Pension deficit funding payments | (59.2) | – | – | (59.2) | Pension funding payments |
| Pension payments into escrow | (1.9) | – | – | (1.9) | Pension payments into escrow |
| | – | – | (16.5) | (16.5) | Restructuring payments |
| | – | – | (9.1) | (9.1) | Historical legal issues payments |
| | – | – | (0.8) | (0.8) | Legal fee payments in respect of historical legal issues |
| | – | – | (3.4) | (3.4) | Adviser cost payments in relation to defined benefit schemes |
| | – | – | (7.1) | (7.1) | Other adjusted items payments |
| Income tax paid | (2.4) | – | – | (2.4) | Income tax paid |
| **Net cash inflow from operating activities** | 26.0 | | | | |
| **Investing activities** | | | | | |
| Interest received | 0.2 | – | – | 0.2 | Interest and charges payments and receipts |
| Dividends received from associated undertakings | 1.9 | – | – | 1.9 | Dividends received from associated undertakings |
| Proceeds on disposal of property, plant and equipment | 14.6 | – | – | 14.6 | Proceeds from disposal of property |
| Purchases of property, plant and equipment | (1.3) | 1.3 | – | – | Net capital expenditure |
| Expenditure on capitalised internally generated development | (10.5) | 10.5 | – | – | Net capital expenditure |
| **Net cash generated from investing activities** | 4.9 | | | | |
| **Financing activities** | | | | | |
| Interest and charges paid on borrowings | (3.9) | – | – | (3.9) | Interest and charges payments and receipts |
| Dividends paid | (23.2) | – | – | (23.2) | Dividends paid |
| Interest paid on leases | (1.3) | 1.3 | – | – | Net interest paid on leases |
| Repayment of obligations under leases | (6.0) | 6.0 | – | – | Repayment of obligation under leases |
| Purchase of own shares | (0.6) | – | – | (0.6) | Purchase of own shares |
| Drawdown of borrowings | 5.0 | – | – | 5.0 | Bank facility drawdown |
| **Net cash used in financing activities** | (30.0) | | | | |
| **Net increase in cash and cash equivalents** | 0.9 | – | – | 0.9 | |

(a) Items included in the statutory cash flow on separate lines which for the adjusted cash flow are included in adjusted operating cash flow.

(b) Payments in respect of adjusted items are shown separately in the adjusted cash flow.

**Notes to the consolidated financial statements continued**

## 36 Reconciliation of statutory to adjusted cash flow continued

| 53 weeks ended 31 December 2023 | Statutory 2023 £m | (a) £m | (b) £m | Adjusted 2023 £m | |
|---|---|---|---|---|---|
| Cash flows from operating activities | | | | | |
| Cash generated from operations | 76.4 | (20.7) | 36.2 | 91.9 | Adjusted operating cash flow |
| Pension deficit funding payments | (60.0) | – | – | (60.0) | Pension funding payments |
| | – | – | (18.8) | (18.8) | Restructuring payments |
| | – | – | (4.6) | (4.6) | Historical legal issues payments |
| | – | – | (5.3) | (5.3) | Legal fee payments in respect of historical legal issues |
| | – | – | (2.5) | (2.5) | Adviser cost payments in relation to defined benefit schemes |
| | – | – | (5.0) | (5.0) | Other adjusted items payments |
| Income tax paid | (0.5) | – | – | (0.5) | Income tax paid |
| Net cash inflow from operating activities | 15.9 | | | | |
| Investing activities | | | | | |
| Interest received | 0.6 | – | – | 0.6 | Interest and charges payments and receipts |
| Dividends received from associated undertakings | 1.9 | – | – | 1.9 | Dividends received from associated undertakings |
| Proceeds on disposal of property, plant and equipment | 0.9 | (0.9) | – | – | Net capital expenditure |
| Purchases of property, plant and equipment | (3.5) | 3.5 | – | – | Net capital expenditure |
| Expenditure on capitalised internally generated development | (12.8) | 12.8 | – | – | Net capital expenditure |
| Interest received on leases | 0.4 | (0.4) | – | – | Net interest paid on leases |
| Finance lease receipts | 0.2 | (0.2) | – | – | Finance lease receipts |
| Deferred consideration payment | (7.0) | – | – | (7.0) | Acquisition-related cash flow |
| Net cash used in investing activities | (19.3) | | | | |
| Financing activities | | | | | |
| Interest and charges paid on borrowings | (3.1) | – | – | (3.1) | Interest and charges payments and receipts |
| Dividends paid | (23.1) | – | – | (23.1) | Dividends paid |
| Interest paid on leases | (1.2) | 1.2 | – | – | Net interest paid on leases |
| Repayment of obligations under leases | (4.7) | 4.7 | – | – | Repayment of obligation under leases |
| Drawdown of borrowings | 15.0 | – | – | 15.0 | Bank facility drawdown |
| Net cash used in financing activities | (17.1) | | | | |
| Net decrease in cash and cash equivalents | (20.5) | – | – | (20.5) | |

(a) Items included in the statutory cash flow on separate lines which for the adjusted cash flow are included in adjusted operating cash flow.

(b) Payments in respect of adjusted items are shown separately in the adjusted cash flow.

**Notes to the consolidated financial statements continued**

## 37 Reconciliation of statutory to like-for-like revenue

| 2024 v 2023 | Statutory and like-for-like 2024 £m | Statutory 2023 £m | (a) £m | Like-for-like 2023 £m |
|---|---|---|---|---|
| Print | **406.7** | 438.8 | (5.9) | 432.9 |
| Circulation | **298.5** | 312.5 | (4.7) | 307.8 |
| Advertising | **65.4** | 76.6 | (1.0) | 75.6 |
| Printing | **17.3** | 20.2 | (0.2) | 20.0 |
| Other | **25.5** | 29.5 | – | 29.5 |
| Digital | **130.0** | 127.4 | (0.3) | 127.1 |
| Other | **1.9** | 2.4 | – | 2.4 |
| **Total revenue** | **538.6** | 568.6 | (6.2) | 562.4 |

(a) Exclusion of week 53.

## 38 Subsidiary undertakings

A list of the subsidiary undertakings, all of which have been consolidated, is on pages 171 to 177.

## 39 Subsidiaries exempt from audit

The following UK subsidiaries have taken advantage of the audit exemption set out within Section 479A of the Companies Act 2006 for the year ending 31 December 2024:

| Company number | Company name |
|---|---|
| 1904765 | Reach Work Limited |
| 1131297 | The Adscene Group Limited |
| 2191577 | AMRA Limited |
| 47310 | The Hinckley Times Limited |
| 46946 | Media Wales Limited |
| 204478 | NCJ Media Limited |
| 1958646 | North Wales Independent Press Limited |
| 01633971 | Reach Magazines Publishing Limited |
| 211184 | Reach Printing Services (Midlands) Limited |
| 1985909 | Reach Southern Media Limited |
| 4089434 | Trinity Mirror Digital Limited |

No dormant subsidiaries have taken the exemption from preparing individual financial statements by virtue of Section 394A of the Companies Act 2006.

No dormant subsidiaries have taken the exemption from filing with the registrar individual financial statements by virtue of Section 448A of the Companies Act 2006.

## Parent company balance sheet

at 31 December 2024 (at 31 December 2023) Company registration number 82548

| | notes | 2024 £m | 2023 £m |
|---|---|---|---|
| **Non-current assets** | | | |
| Investments | 4 | **543.1** | 541.1 |
| Right-of-use assets | 5 | **3.5** | 4.4 |
| Deferred tax assets | 6 | **–** | 0.1 |
| | | **546.6** | 545.6 |
| **Current assets** | | | |
| Debtors: amounts falling due within one year | 7 | **17.5** | 39.2 |
| Cash at bank and in hand | | **12.9** | 15.3 |
| | | **30.4** | 54.5 |
| **Creditors: amounts falling due within one year** | | | |
| Lease liabilities | 8 | **(1.8)** | (2.3) |
| Borrowings | 9 | **(35.0)** | (30.0) |
| Other creditors | 10 | **(1.4)** | (0.7) |
| | | **(38.2)** | (33.0) |
| **Net current (liabilities)/assets** | | **(7.8)** | 21.5 |
| **Total assets less current liabilities** | | **538.8** | 567.1 |
| **Creditors: amounts falling due after more than one year** | | | |
| Lease liabilities | 8 | **(6.3)** | (8.5) |
| | | **(6.3)** | (8.5) |
| **Net assets** | | **532.5** | 558.6 |

| | notes | 2024 £m | 2023 £m |
|---|---|---|---|
| **Equity capital and reserves** | | | |
| Called up share capital | 11 | **32.2** | 32.2 |
| Capital redemption reserve | 12 | **4.4** | 4.4 |
| Retained earnings | 12 | **495.9** | 522.0 |
| **Total shareholders' funds** | | **532.5** | 558.6 |

The Company reported a loss for the period of £4.8m (2023: loss of £173.4m). As permitted by section 408 of the Companies Act 2006, the Company has elected not to present its own income statement for the period.

These parent company financial statements on pages 162 to 177 were approved by the Board of directors and authorised for issue on 4 March 2025.

They were signed on its behalf by:

**Jim Mullen**
Chief Executive Officer

**Darren Fisher**
Chief Financial Officer

## Parent company statement of changes in equity

for the year ended 31 December 2024 (53 weeks ended 31 December 2023)

| | Called up share capital £m | Share premium account £m | Capital redemption reserve £m | Retained earnings £m | Total £m |
|---|---|---|---|---|---|
| **At 26 December 2022** | 32.2 | 605.4 | 4.4 | 111.8 | 753.8 |
| Loss for the period | – | – | – | (173.4) | (173.4) |
| Credit to equity for equity-settled share-based payments | – | – | – | 1.3 | 1.3 |
| Dividends paid | – | – | – | (23.1) | (23.1) |
| Capital reduction | – | (605.4) | – | 605.4 | – |
| **At 31 December 2023** | 32.2 | – | 4.4 | 522.0 | 558.6 |
| Loss for the period | **–** | **–** | **–** | **(4.8)** | **(4.8)** |
| Purchase of shares | **–** | **–** | **–** | **(0.6)** | **(0.6)** |
| Credit to equity for equity-settled share-based payments | **–** | **–** | **–** | **2.5** | **2.5** |
| Dividends paid | **–** | **–** | **–** | **(23.2)** | **(23.2)** |
| **At 31 December 2024** | **32.2** | **–** | **4.4** | **495.9** | **532.5** |

# Notes to the parent company financial statements

## 1 Basis of preparation

The financial statements of Reach plc have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 as applicable to companies using FRS 101. The preparation of financial statements in conformity with FRS 101 requires the use of certain key accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

These parent company financial statements have been prepared on a going concern basis as set out in note 3 in the notes to the consolidated financial statements.

The presentational and functional currency of the Company is sterling.

These parent company financial statements have been prepared for the year ended 31 December 2024 and the comparative period has been prepared for the 53 weeks ended 31 December 2023.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, presentation of a cash flow statement, related party transactions, and share-based payments. Where required, equivalent disclosures are given in the consolidated financial statements.

Reach plc is the parent company of Reach (the Group) and its principal activity is to act as the ultimate holding company of the Group.

### Loss for the financial period

The Company reported a loss for the period of £4.8m (2023: loss of £173.4m). At the reporting date an impairment review was undertaken which indicated that no impairment (2023: impairment charge of £167.8m) in the investments held by the Company was required (note 4). The audit fees relating to the Company are disclosed in note 6 in the notes to the consolidated financial statements and are borne by another Group company. Fees payable to PricewaterhouseCoopers LLP for non-audit services to the Company are not required to be disclosed because the consolidated financial statements are required to disclose such fees on a consolidated basis.

### Impact of amendments to accounting standards

The accounting policies used in the preparation of the parent company financial statements have been consistently applied to all the periods presented.

**Notes to the parent company financial statements continued**

## 1 Basis of preparation continued

### Impact of amendments to accounting standards continued

The following new standards and interpretations are effective for the year ended 31 December 2024 but have not had a material impact on the Company:

- IFRS 17 Insurance Contracts;
- Definition of Accounting Estimates – Amendments to IAS 8;
- International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12;
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12;
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2;
- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current;
- Amendments to IAS 1 – Non-current Liabilities with Covenants;
- Lease Liability in a Sale and Leaseback – Amendments to IFRS 16 Leases; and
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures – Supplier Finance Arrangements.

No standards and interpretations have been early adopted.

The Company has applied the exemption available under FRS 101 in relation to paragraphs 30 and 31 of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued and is not yet effective).

## 2 Material accounting policies

The principal accounting policies adopted in preparation of these parent company financial statements are set out below:

### Fixed asset investments

Fixed asset investments are stated at cost, less provision for any impairment. An impairment review is undertaken at each reporting date or more frequently when there is an indication that the recoverable amount is less than the carrying amount. Recoverable amount is the higher of fair value less costs to sell and value-in-use. In assessing value-in-use the estimated future cash flows of the cash-generating units relating to the investment are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset for which estimates of future cash flows have not been adjusted. Use of a post-tax discount rate to discount the future post-tax cash flows is materially equivalent to using a pre-tax discount rate to discount the future pre-tax cash flows. The impairment conclusion remains the same on a pre- or post-tax basis. If the recoverable amount of the cash-generating unit relating to the investment is estimated to be less than its carrying amount, the carrying value of the investment is reduced to its recoverable amount. An impairment loss is recognised in the income statement in the period in which it occurs and may be reversed in subsequent periods.

### Foreign currency

Transactions denominated in foreign currencies are translated at the rates of exchange prevailing on the date of the transactions. At each reporting date, items denominated in foreign currencies are retranslated at the rates prevailing on the reporting date. Exchange differences arising on settlement and on retranslation are included in the income statement for the period.

### Tax

The tax expense represents the sum of the corporation tax currently payable and deferred tax.

The corporation tax currently payable is based on taxable profit for the period. Taxable profit differs from profit before tax as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement except when it relates to items charged or credited in the statement of comprehensive income or items charged or credited directly to equity, in which case the deferred tax is also dealt with in the statement of comprehensive income and equity respectively.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### Financial instruments

Financial assets and financial liabilities are recognised in the parent company balance sheet when the Company becomes a party to the contractual provisions of the instrument.

### Financial assets

Financial assets are measured at amortised cost. The principal financial asset is intercompany receivables which are unsecured and repayable on demand. The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default.

**Notes to the parent company financial statements continued**

## 2 Material accounting policies continued

### Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and short-term bank deposits with an original maturity of one week or less.

### Share-based payments

The Company issues equity-settled benefits to certain employees. These equity-settled share-based payments are measured at fair value at the date of grant taking advice from third-party experts. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Company's estimate of shares that will eventually vest and be adjusted for the effect of non-market-based vesting conditions.

Fair value is measured by use of a stochastic (Monte-Carlo binomial) model. The expected life used in the model has been adjusted, based on the directors' best estimates, for the effects of non-transferability, exercise restrictions and behavioural considerations.

### Share capital

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

Where the Company's own shares are purchased, the consideration paid including any directly attributable incremental costs, net of income taxes, is deducted from equity attributable to the Company's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are cancelled, the nominal value of shares cancelled is shown in the capital redemption reserve. Where such shares are subsequently reissued or disposed of, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

### Leases

Leases are recognised on the balance sheet as a right-of-use asset and corresponding liability at the date at which a leased asset is made available for use by the Company, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the Group's weighted average incremental borrowing rate and subsequently held at amortised cost in accordance with IFRS 9. Finance costs are charged to the income statement over the lease term, at a constant periodic rate of interest. Right-of-use assets are depreciated over the lease term on a straight-line basis. Each lease payment is allocated between the liability and finance cost. The Company does not act as a lessor.

### Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### Impairment of investments (note 4)

There is uncertainty in the value-in-use calculation. The most significant area of uncertainty relates to expected future cash flows (including future pension contributions) of the cash-generating unit relating to the investment. The value-in-use calculation requires the Company to estimate the future cash flows expected to arise and a suitable discount rate in order to calculate present value. Projections are based on both internal and external market information and reflect past experience. The discount rate reflects the cost of equity.

## 3 Staff costs

The average monthly number of persons, including directors, employed by and charged to the Company in the period was:

| | **2024 Number** | 2023 Number |
|---|---|---|
| Administration | **9** | 9 |

The costs of a number of employees (not directors) who have contracts of employment with the Company are charged to other Group companies and their staff costs are disclosed in those companies' statutory financial statements.

**Notes to the parent company financial statements continued**

## 3 Staff costs continued

All employees are employed in the UK.

| | 2024 £m | 2023 £m |
|---|---|---|
| **Staff costs, including directors' emoluments, incurred during the period were:** | | |
| Wages and salaries | **2.6** | 1.6 |
| Social security costs | **0.4** | 0.4 |
| Share-based payments charge | **0.8** | 0.6 |
| Pension costs relating to defined contribution pension schemes | **0.1** | 0.1 |
| | **3.9** | 2.7 |

Disclosure of individual directors' remuneration, share options, long-term incentive schemes, pension contributions and pension entitlements required by the Companies Act 2006 and those elements specified for audit by the Financial Conduct Authority are shown in the tables in the Remuneration Report on pages 90 to 103 and form part of these parent company financial statements. Further details of share-based payments are contained in note 31 in the notes to the consolidated financial statements.

## 4 Investments

| | Shares in subsidiary undertakings £m |
|---|---|
| **Cost** | |
| At 26 December 2022 | 1,526.5 |
| Additions | 0.7 |
| At 31 December 2023 | 1,527.2 |
| Additions | **2.0** |
| **At 31 December 2024** | **1,529.2** |
| **Provision for impairment** | |
| At 26 December 2022 | (818.3) |
| Impairment in the period | (167.8) |
| At 31 December 2023 | (986.1) |
| Impairment in the period | **–** |
| **At 31 December 2024** | **(986.1)** |
| **Net book value** | |
| At 31 December 2023 | 541.1 |
| **At 31 December 2024** | **543.1** |

At the period-end reporting date an impairment review of the investments held by the company was undertaken which indicated headroom of £44m (2023: impairment charge of £168m). The impairment review was based on the same projections used in the impairment review performed in relation to the Group's goodwill and other intangible assets which is disclosed in note 16 in the notes to the consolidated financial statements. In respect of investments the current post-tax and equivalent pre-tax discount rate used is 11.7% (2023: 11.8%) and 15.4% (2023: 15.2%) respectively and the long-term growth rate beyond the five-year period is -0.1% (2023: 0.9%).

The impairment review in respect of the investments held by the Company is highly sensitive to reasonably possible changes in key assumptions used in the value-in-use calculations. EBITDA in the five-year projections is forecast to remain broadly consistent over the period, with a CAGR of -0.4% (2023: CAGR of 0.2%). A decrease in EBITDA is a reasonably possible change, driven by changes such as print revenue declining at a faster rate than projected, digital revenue growth being lower than projected or the associated change in the cost base being different than projected. Such a change would lead to an impairment in the investments held by the Company if EBITDA in the five-year projections were to decline at a CAGR of 2.0%. Alternatively, an increase in the discount rate by 0.8 percentage points would lead to the removal of the headroom.

Details of the Company's subsidiary undertakings at 31 December 2024 are set out on pages 171 to 177.

**Notes to the parent company financial statements continued**

## 5 Right-of-use assets

| | Properties £m |
|---|---|
| **Cost** | |
| At 26 December 2022 | 16.1 |
| At 31 December 2023 | 16.1 |
| Other movements | **0.5** |
| Derecognition at end of lease term | **(0.4)** |
| **At 31 December 2024** | **16.2** |
| **Accumulated depreciation and impairment** | |
| At 26 December 2022 | (10.7) |
| Charge for the period | (1.0) |
| At 31 December 2023 | (11.7) |
| Charge for the period | **(1.0)** |
| Impairment | **(0.4)** |
| Derecognition at end of lease term | **0.4** |
| **At 31 December 2024** | **(12.7)** |
| **Carrying amount** | |
| At 31 December 2023 | 4.4 |
| **At 31 December 2024** | **3.5** |

## 6 Deferred tax assets

| | Other short-term timing £m |
|---|---|
| At 26 December 2022 | 0.2 |
| Charge to income statement | (0.1) |
| At 31 December 2023 | 0.1 |
| Charge to income statement | **(0.1)** |
| **At 31 December 2024** | **–** |

## 7 Debtors: amounts falling due within one year

| | 2024 £m | 2023 £m |
|---|---|---|
| **Amounts falling due within one year:** | | |
| Amounts owed by subsidiary undertakings | **16.5** | 38.4 |
| Other debtors | **1.0** | 0.8 |
| | **17.5** | 39.2 |

The amounts owed by subsidiary undertakings are unsecured, interest free and repayable on demand.

**Notes to the parent company financial statements continued**

## 8 Lease liabilities

| | Total £m |
|---|---|
| At 26 December 2022 | (13.0) |
| Interest costs | (0.4) |
| Payments | 2.6 |
| At 31 December 2023 | (10.8) |
| Interest costs | **(0.3)** |
| Payments | **3.4** |
| Other movements | **(0.4)** |
| **At 31 December 2024** | **(8.1)** |

Of the lease liability, £1.8m (2023: £2.3m) is included in creditors: amounts falling due within one year and £6.3m (2023: £8.5m) is included in creditors: amounts falling due after more than one year.

Total undiscounted future payments amounting to £8.6m are payable, £2.0m in 2025 and £2.7m per year for 2026 to 2027 with a total of £1.2m payable in 2028.

## 9 Borrowings

The details of the Company's borrowings are disclosed in note 24 in the notes to the consolidated financial statements.

## 10 Other creditors

| | 2024 £m | 2023 £m |
|---|---|---|
| **Amounts falling due within one year:** | | |
| Share-based payments | **(0.7)** | (0.5) |
| Accruals | **(0.7)** | (0.2) |
| | **(1.4)** | (0.7) |

The share-based payments provision relates to National Insurance obligations attached to the future crystallisation of awards.

## 11 Called up share capital

The details of the Company's called up share capital and dividends are disclosed in notes 12, 29 and 30 in the notes to the consolidated financial statements.

## 12 Other reserves

| | Capital redemption reserve £m | Retained earnings £m |
|---|---|---|
| At 26 December 2022 | 4.4 | 111.8 |
| Loss for the period | – | (173.4) |
| Share-based payments credit | – | 1.3 |
| Dividends paid | – | (23.1) |
| Capital reduction | – | 605.4 |
| At 31 December 2023 | 4.4 | 522.0 |
| Loss for the period | **–** | **(4.8)** |
| Purchase of shares | **–** | **(0.6)** |
| Share-based payments credit | **–** | **2.5** |
| Dividends paid | **–** | **(23.2)** |
| **At 31 December 2024** | **4.4** | **495.9** |

**Notes to the parent company financial statements continued**

## 12 Other reserves continued

The capital redemption reserve represents the nominal value of the shares purchased and subsequently cancelled as part of share buy-back programmes. The retained earnings reserves are all distributable.

The reserves, which are distributable to the Company's equity shareholders, are determined with reference to the Companies Act 2006. Further guidance is given in the Institute of Chartered Accountants in England and Wales technical release 02/17BL in relation to what profits can be treated as distributable. At 31 December 2024, all the Company's retained earnings are distributable, however, the available amount may be different at the point any future distributions are made.

## 13 Related party transactions

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to related party transactions. Transactions with the retirement benefit schemes and employee benefit trusts are disclosed in notes 21 and 30 respectively in the notes to the consolidated financial statements. Details of other related party transactions are disclosed below.

### Trading transactions

The Company did not trade with the Group's associated undertakings.

### Compensation of key management personnel

Key management are the executive directors and non-executive directors. The remuneration of the executive directors is determined by the Remuneration Committee having regard to competitive market position and performance of individuals. The remuneration of the non-executive directors is determined by the Company Chairman and the executive directors. The pension provision for the executive directors is a cash sum to use for pension purposes. Neither of the executive directors participates in any of the Group's defined contribution or defined benefit pension schemes. Further information regarding the remuneration of the executive directors and non-executive directors is set out in note 33 in the notes to the consolidated financial statements.

**Notes to the parent company financial statements continued**

## 14 Subsidiary and associated undertakings

As at 31 December 2024

In accordance with section 409 of the Companies Act 2006, all related undertakings are set out below.

The following subsidiary undertakings are 100% owned other than where specified (all share classes), and are incorporated in England and Wales, with a registered office at One Canada Square, Canary Wharf, London, E14 5AP.

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| 08000 Recruit Limited (3829341) | £0.01 ordinary | – | 100 |
| Ad-Mag (North East) Limited (3083880)[2] | £1.00 ordinary | – | 100 |
| Advertiser North London Group (Holdings) Limited (1693151) | £1.00 ordinary | – | 100 |
| Advertiser North London Limited (1036821) | £1.00 ordinary | – | 100 |
| AMRA Limited (2191577) | £1.00 ordinary | – | 100 |
| Arrow Interactive Limited (3521226)[9] | £1.00 ordinary | – | 100 |
| Beaverbrook Newspapers Limited (00971744) | £1.00 ordinary | – | 100 |
| Birmingham Live Limited (3020729)[3] | £1.00 ordinary | – | 100 |
| Birmingham Post & Mail (Exhibitions) Limited (517223)[7] | £1.00 ordinary | – | 100 |
| Blackfriars Leasing Ltd. (01692745) | £1.00 ordinary | – | 100 |
| Blackmore Vale Publishing Company Limited (2151903) | £1.00 ordinary | 100 | – |
| BPM Media (Midlands) Limited (1034883) | £1.00 ordinary | – | 100 |
| Broughton Printers Limited (01091137) | £1.00 ordinary-A | – | 100 |
| | £1.00 ordinary-B | – | 100 |
| Burginhall 677 Limited (02789921)[6] | £1.00 ordinary | – | 100 |
| Buy Sell Limited (2032657) | £1.00 ordinary | 100 | – |
| Camberry Limited (1661112)[10] | £1.00 ordinary | – | 100 |
| Channel One Liverpool Limited (3219679)[1] | £1.00 ordinary | – | 100 |
| Chargestake Limited (3518494)[2] | £1.00 ordinary | – | 100 |
| Charles Elphick Limited (529125)[5] | £1.00 ordinary | – | 100 |

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| City Television Network Limited (3376809)[3] | £1.00 ordinary | – | 100 |
| Community Magazines Limited (2026564)[9] | £1.00 ordinary | – | 100 |
| Conrad & Partners Limited (2415617)[9] | £1.00 ordinary | – | 100 |
| Daily Express Limited (00529175) | £1.00 ordinary | – | 100 |
| Daily Post Investments Limited (1360376) | £1.00 ordinary | 100 | – |
| Daily Post Overseas Limited (1354793)[4] | £1.00 ordinary | – | 100 |
| Daily Star Limited (00980542) | £1.00 ordinary | – | 100 |
| Denitz Investments Limited (3775012) | £1.00 ordinary | – | 100 |
| | £0.01 ordinary-A | – | 100 |
| | £0.01 ordinary-C | – | 100 |
| | £0.00001 ordinary-D | – | 100 |
| | £0.001 ordinary-E | – | 100 |
| Echo Press (1983) Limited (1679832)[4] | £1.00 ordinary | – | 100 |
| Enterprise Magazines Limited (1502649)[7] | £1.00 ordinary | – | 100 |
| Examiner News & Information Services Limited (624466) | £1.00 ordinary | – | 100 |
| Export Magazine Distributors Limited (02711709)[6] | £1.00 ordinary | – | 100 |
| Express Newspapers (00141748) | £0.25 ordinary | – | 100 |
| | £0.01 deferred | – | 100 |
| Express Newspapers Pension Trustees Limited (02222373) | £1.00 ordinary | – | 100 |

**Notes to the parent company financial statements continued**

## 14 Subsidiary and associated undertakings continued

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| Express Newspapers Properties Limited (00967305) | £1.00 ordinary | – | 100 |
| Financial Jobs Online Limited (3846941)[1] | £1.00 ordinary | – | 100 |
| Fish4 Limited (03105246) | £1.00 ordinary-A | – | 100 |
| | £1.00 ordinary-B | – | 100 |
| Fish4 Trading Limited (04280832) | £1.00 ordinary | – | 100 |
| Fish4Cars Limited (03955815) | £1.00 ordinary | – | 100 |
| Fish4Homes Limited (03943230) | £0.10 ordinary (paid) | – | 100 |
| | £0.10 ordinary (unpaid) | – | 100 |
| | £0.10 ordinary non-voting | – | 39.4 |
| Fish4Jobs Limited (03961754) | £1.00 ordinary | – | 100 |
| Gazette Media Company Limited (216451) | £1.00 ordinary | – | 100 |
| Gimmejobs Limited (4053381) | £1.00 ordinary | – | 100 |
| Gisajob Limited (2734099) | £1.00 ordinary | – | 100 |
| High Street Direct Limited (3656084)[8] | £1.00 ordinary | – | 100 |
| Hot Exchange Limited (3939705) | £1.00 ordinary | – | 100 |
| Hotrecruit Limited (4166527) | £1.00 ordinary-A | – | 100 |
| Huddersfield Examiner Limited (972525)[4] | £1.00 ordinary | – | 100 |
| Huddersfield Newspapers Limited (2254191) | £1.00 ordinary | 100 | – |
| I.T. Trade Publishing Limited (3091844) | £1.00 ordinary | 100 | – |
| Informer Publications Limited (2563349) | £1.00 ordinary | – | 100 |
| Isle of Wight Newspapers Limited (2234798)[9] | £1.00 ordinary | – | 100 |
| Job Search Limited (3164594) | £1.00 ordinary | – | 100 |
| Jobsfinancial Limited (3845499) | £1.00 ordinary | – | 100 |
| Jobsin Limited (3871542) | £1.00 ordinary | – | 100 |
| Joseph Woodhead & Sons Limited (84100)[4] | £1.00 ordinary | – | 100 |
| Just London Jobs Limited (2348940)[8] | £1.00 ordinary | – | 100 |
| Kennyhill Limited (2761493)[9] | £1.00 ordinary | – | 100 |
| Kent Regional Newspapers Limited (1381259)[5] | £1.00 ordinary | – | 100 |
| Legionstyle Limited (1936042)[10] | £1.00 ordinary | – | 100 |
| Live TV Limited (2965940)[3] | £1.00 ordinary | – | 100 |
| Liverpool Web Offset Limited (797447) | £1.00 ordinary | 100 | – |
| Liverpool Weekly Newspaper Group Limited (714750) | £1.00 ordinary | 100 | – |
| Llandudno Advertiser Limited (332137)[3] | £1.00 ordinary | – | 100 |
| Local World Holdings Limited (07550888)[1] | £0.0001 ordinary-A | – | 100 |
| | £0.0001 ordinary-B | – | 100 |
| | £0.0001 ordinary-C | – | 100 |
| | £0.0001 ordinary-D | – | 100 |
| Local World Limited (08290481) | £1.00 ordinary | – | 100 |
| London and Westminster Newspapers Limited (1208670)[5] | £1.00 ordinary | – | 100 |
| London Newspaper Group Limited (2126851)[5] | £1.00 ordinary | – | 100 |
| Mainjoy Limited (1970628) | £1.00 ordinary | – | 100 |
| Markstead Limited (3025792)[2] | £1.00 ordinary | – | 100 |
| Media Wales Limited (46946) | £1.00 ordinary | – | 100 |
| Medpress Limited (559427) | £1.00 ordinary | 100 | – |

**Notes to the parent company financial statements continued**

## 14 Subsidiary and associated undertakings continued

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| Meilin Limited (2166364)[5] | £1.00 ordinary | – | 100 |
| MEN Media Limited (3890740) | £1.00 ordinary | – | 100 |
| Mercury Distribution Services Limited (885364) | £1.00 ordinary | – | 100 |
| Merseymart Limited (319598)[3] | £1.00 ordinary | – | 100 |
| MG Estates Limited (3555219)[9] | £1.00 ordinary | – | 100 |
| MG Guarantee Co Limited (6256959) | – | 100 | – |
| MGL2 Limited (6234510) | £1.00 ordinary | – | 100 |
| MGN (86) Limited (421836)[9] | £1.00 ordinary | – | 100 |
| MGN (AW) Limited (2946962)[9] | £1.00 ordinary | – | 100 |
| MGN (Canada Square) Limited (02892419)[10] | £1.00 ordinary | – | 100 |
| MGN Limited (2571173) | £1.00 ordinary | – | 100 |
| MGN Pension Trustees Limited (2658322) | £1.00 'A' ordinary | – | 100 |
| Micromart (UK) Limited (2122028) | £1.00 ordinary | 100 | – |
| Middlesex County Press Limited (2068255)[9] | £1.00 ordinary | – | 100 |
| Midland Independent Magazines Limited (1206379)[7] | £1.00 ordinary | – | 100 |
| Midland Independent Newspaper & Media Sales Limited (2281540) | £1.00 ordinary | 100 | – |
| Midland Independent Weekly Newspapers Limited (385159)[7] | £1.00 ordinary | – | 100 |
| Midland Newspapers Limited (1663033)[9] | £1.00 ordinary | – | 100 |
| Midland Newspapers Pension Trustees Limited (2228647) | £1.00 ordinary | 100 | – |
| Midland Newspapers Printers Limited (2552554)[7] | £1.00 ordinary | – | 100 |
| Midland United Newspapers Limited (2212019)[7] | £1.00 ordinary | – | 100 |
| Midland Weekly Media (Birmingham) Limited (105934) | £1.00 ordinary | 100 | – |
| Midland Weekly Media (Wolverhampton) Limited (1119011) | £1.00 ordinary | 100 | – |
| Midland Weekly Media Limited (3103975)[4] | £1.00 ordinary | – | 100 |
| Mirror Colour Print (London) Limited (1678318)[1] | £1.00 ordinary | – | 100 |
| Mirror Colour Print (North) Limited (537916)[1] | £1.00 ordinary | – | 100 |
| Mirror Colour Print Services (London) Limited (1969510)[1] | £1.00 ordinary | – | 100 |
| Mirror Colour Print Services Limited (935731)[1] | £1.00 ordinary | – | 100 |
| Mirror Financial Services Limited (3804460)[10] | £1.00 ordinary | – | 100 |
| Mirror Group Music Limited (3087502) | £1.00 ordinary | – | 100 |
| Mirror Group Newspapers Limited (2542560) | £1.00 ordinary | – | 100 |
| Mirror Group Newspapers North (1986) Limited (1348163)[10] | £1.00 ordinary | – | 100 |
| Mirror Projects Limited (2822578)[9] | £1.00 ordinary | – | 100 |
| MirrorAd Limited (3573736)[10] | £1.00 ordinary | – | 100 |
| Mirrorair Limited (1376321)[10] | £1.00 ordinary | – | 100 |
| Mirrorgroup Limited (7680699) | £1.00 ordinary | – | 100 |
| MirrorNews Limited (3573742)[10] | £1.00 ordinary | – | 100 |
| MirrorTel Limited (2820338)[3] | £1.00 ordinary | – | 100 |
| NCJ Media Limited (204478) | £1.00 ordinary | – | 100 |
| Net Recruit UK Limited (4153006) | £1.00 ordinary | – | 100 |
| North Eastern Evening Gazette Limited (3441979)[4] | £1.00 ordinary | – | 100 |
| North Wales Independent Press Limited (1958646) | £1.00 ordinary | 100 | – |

**Notes to the parent company financial statements continued**

## 14 Subsidiary and associated undertakings continued

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| North Wales Weekly News (486584)[3] | £1.00 ordinary | – | 100 |
| Nunews Limited (2858756)[4] | £1.00 ordinary | – | 100 |
| O K Magazines Trading Co Limited (02812158)[6] | £1.00 ordinary | – | 100 |
| O.K. Magazines Limited (02768369)[6] | £1.00 ordinary | – | 100 |
| Odhams Newspapers Limited (2179889)[10] | £1.00 ordinary | – | 100 |
| Official Starting Prices Ltd. (2477911)[10] | £1.00 ordinary | – | 100 |
| Planetrecruit Limited (3712451) | £1.00 ordinary | – | 100 |
| Quids-In (North West) Limited (2667020) | £1.00 ordinary | 100 | – |
| R.E. Jones & Bros. Limited (707920)[3] | £1.00 ordinary | – | 100 |
| R.E. Jones Graphic Services Limited (1198462)[3] | £1.00 ordinary | – | 100 |
| R.E. Jones Newspaper Group Limited (1238072)[3] | £1.00 ordinary | – | 100 |
| Reach Directors Limited (4331538) | £1.00 ordinary | 100 | – |
| Reach Group Holdings Limited (14613070) | £1.00 ordinary | – | 100 |
| Reach Magazines Distribution Limited (02794459) | £1.00 ordinary | – | 100 |
| Reach Magazines Limited (03009449) | £1.00 ordinary | – | 100 |
| Reach Magazines Publishing Limited (01633971) | £1.00 ordinary | – | 100 |
| Reach Magazines Worldwide Limited (06395556) | £1.00 ordinary | – | 100 |
| Reach Media Group Ltd (11051310) | £1.00 ordinary | – | 100 |
| Reach Midlands Media Limited (5286985) | £1.00 ordinary | – | 100 |
| Reach Nationals Limited (04386569)[1] | £1.00 ordinary | – | 100 |
| Reach Network Media Limited (4086475) | £1.00 ordinary | – | 100 |
| Reach Pension Trustees Ireland Limited (13812160) | £1.00 ordinary | – | 100 |
| Reach Pension Trustees Limited (4705180) | £1.00 ordinary | 100 | – |
| Reach Printing Services (Midlands) Limited (211184) | £1.00 ordinary | – | 100 |
| Reach Printing Services (Oldham) Limited (2177980) | £1.00 ordinary | – | 100 |
| Reach Printing Services (Teesside) Limited (5286989) | £1.00 ordinary | – | 100 |
| Reach Printing Services (Watford) Limited (2064914) | £1.00 ordinary | – | 100 |
| Reach Printing Services (West Ferry) Limited (01997219) | £1.00 ordinary | – | 100 |
| Reach Printing Services Limited (1979335) | £1.00 ordinary | – | 100 |
| Reach Publishing Group Limited (3890730) | £1.00 ordinary | 100 | – |
| Reach Publishing Services Limited (08339522) | £1.00 ordinary | – | 100 |
| Reach Regionals Limited (3890736) | £1.00 ordinary | – | 100 |
| Reach Regionals Media Limited (127699) | £1.00 ordinary | – | 100 |
| Reach Secretaries Limited (4333688) | £1.00 ordinary | 100 | – |
| Reach Shared Services Limited (3890737) | £1.00 ordinary | 100 | – |
| Reach Southern Media Limited (1985909) | £1.00 ordinary | – | 100 |
| Reach Work Limited (1904765) | £1.00 ordinary | – | 100 |
| Reliant Distributors Limited (1225496)[5] | £1.00 ordinary | – | 100 |
| RH1 Limited (648191)[2] | £1.00 ordinary | – | 100 |
| Scene Magazines Limited (1381396)[5] | £1.00 ordinary | – | 100 |
| Scene Newspapers Limited (1108815)[5] | £1.00 ordinary | – | 100 |

**Notes to the parent company financial statements continued**

## 14 Subsidiary and associated undertakings continued

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| Scene Printing (Midlands) Limited (1391392)[5] | £1.00 ordinary | – | 100 |
| Scene Printing Web Offset Limited (1206696)[5] | £1.00 ordinary | – | 100 |
| Sightline Publications Limited (01510224)[6] | £1.00 ordinary | – | 100 |
| Sunday Express Limited (00184146) | £0.05 ordinary | – | 100 |
| Sunday People Limited (301999)[10] | £1.00 ordinary | – | 100 |
| Syndication International (1986) Limited (448509)[9] | £1.00 ordinary | – | 100 |
| Syndication International Limited (850258)[9] | £1.00 ordinary | – | 100 |
| T M S Pension Trustee Limited (4522021) | £1.00 ordinary | – | 100 |
| The Adscene Group Limited (1131297) | £0.05 ordinary<br>£1.00 7.8% Series 2 Cumulative Convertible Redeemable Preference | –<br>– | 100<br>100 |
| Associated Catholic Newspapers (1912) Limited (The) (120837) | £0.10 ordinary | 100 | – |
| Birmingham Boat Shows Limited (The) (697854)[7] | £1.00 ordinary | – | 100 |
| The Birmingham Post & Mail Limited (3141237)[4] | £1.00 ordinary | – | 100 |
| The Career Engineer Limited (4138919)[1] | £1.00 ordinary | – | 100 |
| Chester Chronicle and Associated Newspapers Limited(The) (222859) | £1.00 ordinary | – | 100 |
| The Daily Mirror Newspapers Limited (166810)[10] | £1.00 ordinary | – | 100 |
| The Echo Press Limited (171206)[4] | £1.00 ordinary | – | 100 |
| The Graduate Group Ltd (3730922) | £0.01 ordinary | – | 100 |
| The Green Magazine Company Limited (02403686) | £1.00 ordinary | – | 100 |
| The Hinckley Times Limited (47310) | £1.00 ordinary | – | 100 |
| The Hotgroup Limited (3236337) | £0.10 ordinary | – | 100 |
| This Is Britain Limited (03268034) | £0.10 ordinary | – | 100 |
| TIH (Belfast) (Nominees) Limited (3909863)[1] | £1.00 ordinary | – | 100 |
| TIH (Cardiff) Limited (3026546)[2] | £1.00 ordinary<br>£0.683 ordinary-A | –<br>– | 100<br>100 |
| TIH (Chester) Limited (3026545)[2] | £1.00 ordinary<br>£0.683 ordinary-A | –<br>– | 100<br>100 |
| TIH (Newcastle) Limited (3036379)[2] | £1.00 ordinary<br>£0.683 ordinary-A | –<br>– | 100<br>100 |
| TIH (Properties) Limited (553965) | £1.00 ordinary | 100 | – |
| TIH (Teesside) Limited (3036380)[2] | £1.00 ordinary<br>£0.683 ordinary-A | –<br>– | 100<br>100 |
| TIH (Trustee) Limited (3469055) | £1.00 ordinary | 100 | – |
| TM Leasing Limited (06391524) | £1.00 ordinary | – | 100 |
| TM Media Holdings Limited (04104523) | £1.00 ordinary | – | 100 |
| TM Mobile Solutions Limited (10292426)[10] | £0.01 ordinary | – | 100 |
| TM North America Limited (05320973) | £1.00 ordinary-A<br>£1.00 ordinary-B | –<br>– | 100<br>100 |
| TM Regional New Media Limited (3890734) | £1.00 ordinary | 100 | – |
| TM Titles Limited (02827197) | £1.00 ordinary | – | 100 |
| Totallyfinancial.com Ltd (3823143)[8] | £1.00 ordinary | – | 100 |
| Totallylegal.com Limited (3823137)[8] | £1.00 ordinary | – | 100 |
| Tower Magazines Limited (02528573)[6] | £1.00 ordinary | – | 100 |
| Trinity 100 Limited (3441980)[4] | £1.00 ordinary | – | 100 |
| Trinity Mirror (L I) Limited (5317967)[9] | £1.00 ordinary | – | 100 |

**Notes to the parent company financial statements continued**

## 14 Subsidiary and associated undertakings continued

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| Trinity Mirror Acquisitions Limited (5534393) | £1.00 ordinary | – | 100 |
| Trinity Mirror Cheshire Limited (3890747) | £1.00 ordinary | – | 100 |
| Trinity Mirror Digital Limited (4089434) | £1.00 ordinary | 100 | – |
| Trinity Mirror Digital Media Limited (3906084) | £1.00 ordinary | 100 | – |
| Trinity Mirror Distributors Limited (4968805) | £1.00 ordinary | – | 100 |
| Trinity Mirror Finance Limited (04315964) | £1.00 ordinary | – | 100 |
| Trinity Mirror Huddersfield Limited (5286931) | £1.00 ordinary | – | 100 |
| Trinity Mirror Media Limited (04106172) | £1.00 ordinary | – | 100 |
| Trinity Mirror Merseyside Limited (3890743) | £1.00 ordinary | – | 100 |
| Trinity Mirror North Wales Limited (3890745) | £1.00 ordinary | – | 100 |
| Trinity Mirror Printing (Cardiff) Limited (5286933) | £1.00 ordinary | – | 100 |
| Trinity Mirror Printing (Liverpool) Limited (5286986) | £1.00 ordinary | – | 100 |
| Trinity Mirror Printing (Newcastle) Limited (5286987) | £1.00 ordinary | – | 100 |
| Trinity Mirror Videos Limited (02729730)[6] | £1.00 ordinary | – | 100 |
| Trinity Newspaper Group Limited (919233) | £1.00 ordinary | 100 | – |
| Trinity Newspapers Southern Limited (1491074)[9] | £1.00 ordinary | – | 100 |
| Trinity Publications Limited (1953315) | £1.00 ordinary | 55.238 | 44.762 |
| Trinity Retirement Benefit Scheme Limited (714710) | Limited by guarantee | – | – |
| Trinity Shared Services Limited (827234) | £1.00 ordinary | – | 100 |
| Trinity Weekly Newspapers Limited (13297) | £1.00 ordinary | 100 | – |
| United Magazines Publishing Services Limited (01693996) | £1.00 ordinary | – | 100 |
| Vivid Group Limited (143647)[1] | £1.00 ordinary | 100 | – |
| Wandsworth Independent Limited (2152840)[9] | £1.00 ordinary | – | 100 |
| Welsh Universal Holdings Limited (976111)[3] | £1.00 ordinary | – | 100 |
| Welshpool Web-Offset Co. Limited (1071324)[5] | £1.00 ordinary | – | 100 |
| West Ferry Leasing Limited (04086472) | £1.00 ordinary | – | 100 |
| West Ferry Printers Pension Scheme Trustees Limited (08984753) | £1.00 ordinary | – | 100 |
| Western Mail & Echo Limited (326067)[2] | £1.00 ordinary | – | 100 |
| Whitbread Walker Limited (2535880)[2] | £1.00 ordinary | – | 100 |
| Wirral Newspapers Limited (152425) | £1.00 ordinary | 100 | – |
| Wood Lane One Limited (4318355) | £1.00 ordinary | 100 | – |
| Wood Lane Two Limited (4318345) | £1.00 ordinary | 100 | – |
| Workthing Limited (3873867) | £0.10 ordinary | – | 100 |
| | £0.10 ordinary-A | – | 100 |
| | £0.10 ordinary-B | – | 100 |
| | £1.00 Cumulative Redeemable Preference Shares at 9.25% | – | 100 |

1. Company entered into voluntary liquidation on 29 January 2024.
2. Company entered into voluntary liquidation on 18 April 2024.
3. Company entered into voluntary liquidation on 30 April 2024.
4. Company entered into voluntary liquidation on 19 June 2024.
5. Company entered into voluntary liquidation on 8 July 2024.
6. Company entered into voluntary liquidation on 24 July 2024.
7. Company entered into voluntary liquidation on 17 September 2024.
8. Company entered into voluntary liquidation on 30 October 2024.
9. Company entered into voluntary liquidation on 10 December 2024.
10. Company entered into voluntary liquidation on 25 February 2025.

**Notes to the parent company financial statements continued**

## 14 Subsidiary and associated undertakings continued

The following subsidiary undertakings are 100% owned (all share classes), and incorporated in Scotland, with a registered office at 55 Douglas Street, Glasgow, G2 7NP.

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| Anderston Quay Printers Limited (SC097571)[1] | £1.00 ordinary | – | 100 |
| First Press Publishing Limited (SC139798)[8] | £1.00 ordinary | – | 100 |
| Glaswegian Publications Limited (SC109893)[8] | £1.00 ordinary | – | 100 |
| Insider Publications Limited (SC094795)[8] | £1.00 ordinary | – | 100 |
| Media Scotland Limited (SC097566) | £1.00 ordinary | – | 100 |
| Metropolitan Free Newspapers Limited (SC126368)[8] | £1.00 ordinary | – | 100 |
| Northern Print Services Limited (SC092400)[10] | £1.00 ordinary | – | 100 |
| Reach Printing Services (Saltire) Limited (SC276920) | £1.00 ordinary | – | 100 |
| Saltire Press Limited (SC151303)[8] | £1.00 ordinary | – | 100 |
| Scottish and Universal Newspapers Limited (SC005761) | £1.00 ordinary | – | 100 |
| Scottish Daily Record and Sunday Mail Limited (SC012921) | £1.00 ordinary | – | 100 |
| Scottish Express Newspapers Limited (SC020889) | £1.00 ordinary | – | 100 |
| The Edinburgh and Lothians Post Limited (SC122538)[8] | £1.00 ordinary | – | 100 |
| Trinity Mirror Printing (Blantyre) Limited (SC276879) | £1.00 ordinary | – | 100 |

The following subsidiary undertakings are 100% owned (all share classes), and incorporated in the United States, with a registered office at 112 S. French Street, Suite 105, Wilmington, Delaware, DE 19801.

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| Reach US Holdings Inc. (92-1945745) | US$125.00 ordinary | – | 100 |
| Reach US OpCo LLC (92-1983200) | US$125.00 ordinary | – | 100 |

The following subsidiary undertakings are 100% owned (all share classes) and incorporated in Ireland, with a registered office at 38 Upper Mount Street, Dublin 2.

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| Independent Star Limited (122550) | €1.27 ordinary-E | – | 100 |
| | €1.27 ordinary-I | – | 100 |
| | €1.27 Preference | – | 100 |
| Reach Publishing (Ireland) Limited (646649) | €1.00 ordinary | – | 100 |

The following subsidiary undertaking is 100% owned (all share classes), and incorporated in Northern Ireland, with a registered office at 415 Holywood Road, Belfast BT4 2GU.

| Subsidiary name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) |
|---|---|---|---|
| Trinity Mirror Limited (NI650694) | £1.00 ordinary | 100 | – |

## Associated undertakings

The following associated undertakings are incorporated in England and Wales.

| Name and company number | Share class | Proportion of shares held by the Company (%) | Proportion of shares held by subsidiary (%) | Registered office address |
|---|---|---|---|---|
| Ozone Project Limited (11471303) | £0.0001 ordinary-D | – | 21% | New City Court, 20 St. Thomas Street, London, SE1 9RS |
| | £0.0001 preference | – | 4% | |
| PA Media Group Limited (00004197) | £1.00 ordinary | 2.7% | 22.8% | The Point, 37 North Wharf Road, Paddington, London, W2 1AF |

# 2024 SASB INDEX

The Sustainability Accounting Standards Board (SASB) is an Environmental, Social and Governance (ESG) voluntary guidance framework that sets standards for the disclosure of financially material sustainability information by companies to their investors. Available for 77 industries, the standards identify the subset of ESG issues most relevant to financial performance in each industry. Below we report against metrics from the Media & Entertainment standard.

## Sustainability disclosure topics and accounting metrics

### Media pluralism

| | |
|---|---|
| **Percentage of gender and racial/ethnic group representation for (1) management; (2) professionals; and (3) all other employees** | The percentage of racial/ethnic groups and gender representation for the Board and management can be found on page 78 in the Governance Report.<br><br>The percentage of gender representation for employees can be found on page 79 in the Governance Report. The percentage of racial/ethnic groups for employees is not reported for 2024. We continue to gather robust ethnicity data from our teams via our Be Counted data-gathering which asks colleagues about a range of characteristics, and in 2024 had an 86% participation rate. Analysis of this data allows us to better understand the makeup of our teams and work to build an inclusive culture at Reach. |
| **Description of policies and procedures for ensuring pluralism in news media content** | All our newsbrands operate with editorial independence and reflect a broad spectrum of opinion that is designed to appeal to their community of readers and not to reflect any Group-influenced ideological position. Therefore, no single title or contributor represents Reach as a whole.<br><br>Our Company position on the issue is that we believe the media sector has a responsibility to reflect more accurately the diverse communities within the UK, and we have embarked on a number of diversity and inclusion activities to address this.<br><br>In 2024, we refined several ways to achieve our inclusion aims within our editorial content, via the Editorial Inclusion Board, the completion of the Inclusive Reporting programme and the Speak Up for Inclusion feedback process, which enables any Reach colleague to share concerns about editorial content. The Belonging Project also continued to keep newsrooms accountable for ensuring that they reach underrepresented communities. For more on these initiatives to improve inclusive reporting, see page 34. |

### Journalistic integrity and sponsorship identification

| | |
|---|---|
| **Total amount of monetary losses as a result of legal proceedings associated with libel or slander** | We do not disclose this information. |
| **Revenue from embedded advertising** | We do not have material revenues from embedded advertising. |

**2024 SASB Index continued**

## Journalistic integrity and sponsorship identification continued

| | |
|---|---|
| **Description of approach for ensuring journalistic integrity of news programming related to: (1) truthfulness, accuracy, objectivity, fairness and accountability; (2) independence of content and/or transparency of potential bias; and (3) protection of privacy and limitation of harm** | Maintaining high editorial standards is at the core of Reach's business. By the terms of their employment, all editorial colleagues, including those writing for our US and ROI titles, are contractually bound to adhere to the Editors' Code of Practice (Code) as administered by the Independent Press Standards Organisation (IPSO) in the UK. Similarly, all agencies and freelancers that supply us with editorial material must comply with the Code. We report annually to IPSO on compliance with the Code by our UK titles and our journalistic standards and integrity.<br><br>We hold regular, mandatory legal training for our editorial colleagues. We expect our colleagues to use their best endeavours to verify the stories that are put forward for publication, and to adhere to the law and the Code to protect privacy and limit harm.<br><br>Each newsbrand enjoys editorial independence and, as a company, Reach is committed to protecting what is enshrined in the Code, namely the fundamental right to freedom of expression and the right to inform, to be partisan, to challenge, shock, be satirical and to entertain. Read the Code at www.ipso.co.uk/editors-code-of-practice. |

## Intellectual property protection and media piracy

| | |
|---|---|
| **Description of approach to ensuring intellectual property (IP) protection** | We protect our large portfolio of registered trademarks by monitoring applications by others, which means we can act early to oppose any organisations seeking to register conflicting marks.<br><br>Reach makes use of a variety of resources, services and technologies to protect, detect and prevent unauthorised use and infringement of our IP, including the unauthorised use and copying of content from our digital properties. Our in-house commercial licensing operation robustly manages the use of our content to ensure third-party use is properly authorised including, where practicable and within the limits of existing technology, imposing restrictions over third-party use of our content for the purposes of training AI and its output. We work with a number of partners in certain territories to protect our IP rights.<br><br>Nevertheless, despite our continued efforts and ongoing investment to protect and monitor our IP, including enforcement action where necessary, the threat to our content and innovation remains. It is something we will continue to monitor and will adapt our approach and response accordingly.<br><br>Reach is a certified Gold Standard member of the Internet Advertising Bureau (IAB) and we participate in its efforts to uphold brand safety and fight piracy. |

## Activity metrics

| | |
|---|---|
| **Total recipients of media and the number of: (1) households reached by broadcast TV; (2) subscribers to cable networks; and (3) circulation for magazines and newspapers** | The total recipients of media was 46m unique digital visitors/viewers (average for 2024, data from IPSOS). Reach does not have broadcast television channels or subscribers to cable networks. The circulation for magazines and newspapers in 2024 was 230m sales across all our titles. |
| **Total number of media productions and publications produced** | We have over 120 brands, including websites and print products; 17 books published from Mirror Books; and 168 active podcasts. |

# SHAREHOLDER INFORMATION

## Registered office

One Canada Square, Canary Wharf, London, E14 5AP
Telephone: +44 (0) 20 7293 3000
Company website: www.reachplc.com
Registered in England and Wales No. 82548

## Advisers

### Corporate brokers

Panmure Liberum Ltd
Ropemaker Place, Level 12, 25 Ropemaker Street,
London, EC2Y 9LY
Telephone: +44 (0) 20 3100 2000

Deutsche Numis
45 Gresham Street, London, EC2V 7BF
Telephone: +44 (0) 20 7260 1000

### Independent auditors

PricewaterhouseCoopers LLP
1 Embankment Place, London, WC2N 6RH
Telephone: +44 (0) 20 7583 5000

### Registrar

Equiniti Limited
Aspect House, Spencer Road, Lancing,
West Sussex, BN99 6DA
Telephone: +44 (0) 371 384 2235*
www.shareview.co.uk

* Please use the country code when calling from outside the UK. Lines are open from 8:30am to 5:30pm (UK time), Monday to Friday (excluding public holidays in England and Wales).

If you have any queries regarding your shareholding, please contact the Registrar.

## Dividends

As a responsible business, Reach is committed to reducing its carbon footprint across its business activities. In support of this, Reach plc no longer pays dividends by cheque. If you want to continue to receive your dividends, you will need to provide your bank or building society account details to Equiniti as soon as possible, so that future dividend payments and any other money payable to you in connection with your shares can be made by direct payment.

## Financial public relations

Teneo
The Carter Building, 11 Pilgrim Street, London, EC4V 6RN
Telephone: +44 (0) 20 7260 2700

**Financial calendar 2025:**

| | |
|---|---|
| 1 May 2025 | Trading Update |
| 1 May 2025 | Ex-Dividend Date |
| 2 May 2025 | Record Date |
| 30 May 2025 | Full-year 2024 Final Dividend Payment |
| 24 July 2025 | Interim results for 2025 |

## Annual General Meeting

The next AGM will take place on 1 May 2025 in London. More details of the arrangements will be posted to our website at www.reachplc.com, and will be contained within the Notice of Meeting.

The Notice of Meeting and Proxy Card for the AGM to be held on 1 May 2025 will be provided to shareholders at least 20 working days prior to the meeting date, as required by the FRC's Guidance on Board Effectiveness.

## Share price information

The Company's ordinary shares are listed on the Main Market of the London Stock Exchange. Share price information can be found on our website at www.reachplc.com.

ISIN number: GB0009039941
SEDOL number: 0903994
Legal Entity Identifier: 213800GNI5XF3XOATR61

As well as using the Reach website to view details of the current and historical share price, shareholders can find share prices listed in most national newspapers. For a real-time buying or selling price, you should contact a stockbroker.

## E-communications

Reach encourages its shareholders to consider receiving shareholder information electronically. Electing to receive shareholder communications in this way allows shareholders to access information quickly and securely. It also reduces Company costs by decreasing the amount of paper it needs to use and minimises its environmental impact.

To register for this service, please visit www.shareview.co.uk.

**Shareholder Information continued**

## Share dealing and Shareview

The Company's shares can be traded through most banks, building societies and stockbrokers. Additionally, shareholders can buy and sell shares through a telephone and internet service provided by the Company's Registrar, Equiniti.

Shareview, a website operated by Equiniti, allows shareholders to view the details of their shareholding, register for e-communications and send voting instructions electronically if they have received a voting form with an electronic reference or signed up for Shareview. For more information about both services, log on to www.shareview.co.uk or call 03456 037037 for Shareview Dealing.**

** Lines are open Monday to Friday from 8:00am to 4:30pm for Shareview Dealing and until 6:00pm for any other Shareview Dealing enquiries.

## Warning to shareholders – boiler room scams

In recent years, many companies have become aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas-based 'brokers' who target UK shareholders, offering to sell them what often turn out to be worthless or high-risk shares in US or UK investments. These operations are commonly known as 'boiler rooms'. These 'brokers' can be very persistent and extremely persuasive. It is not just the novice investor that has been duped in this way; many of the victims had been successfully investing for several years. Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports.

### How to avoid share fraud

1. Keep in mind that firms authorised by the FCA are unlikely to contact you out of the blue with an offer to buy or sell shares.
2. Do not get into a conversation, note the name of the person and firm contacting you and then end the call.
3. Check the Financial Services Register (the Register) from www.fca.org.uk, to see if the person and firm contacting you is authorised by the FCA.
4. Beware of fraudsters claiming to be from an authorised firm, copying its website or giving you false contact details.
5. Use the firm's contact details listed on the Register if you want to call it back.
6. Call the FCA on 0800 111 6768 if the firm does not have contact details on the Register or you are told they are out of date.
7. Search the list of unauthorised firms to avoid at www.fca.org.uk/consumers/protect-yourself-scams.
8. Consider that if you buy or sell shares from an unauthorised firm you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme.
9. Think about getting independent financial and professional advice before you hand over any money.
10. Remember: if it sounds too good to be true, it probably is!

### Report a scam

If you are approached about an investment scam, you should tell the FCA using the share fraud reporting form at www.fca.org.uk/consumers/protect-yourself-scams, where you can find out more about investment scams. You can also call the FCA Consumer Helpline on 0800 111 6768.

If you have already paid money to share fraudsters, you should contact Action Fraud on 0300 123 2040.

Details of any share dealing facilities that the Company endorses will be included in Company mailings.

## Investor relations

We communicate with the financial community on a regular and ongoing basis to support our stakeholders in their investment decision process. While the investor relations programme is driven by statutory reporting requirements, it also contains a strong element of additional communication in the form of meetings and presentations.

# Group five-year summary

| Adjusted | 2024 £m | 2023 £m | 2022 £m | 2021 £m | 2020 £m |
|---|---|---|---|---|---|
| **Income statement** | | | | | |
| Revenue | **539** | 569 | 601 | 616 | 600 |
| Operating profit | **102** | 97 | 106 | 146 | 134 |
| Finance costs net of interest income | **(5)** | (4) | (3) | (3) | (3) |
| Profit before tax | **97** | 93 | 103 | 143 | 131 |
| Tax charge | **(17)** | (25) | (18) | (26) | (25) |
| Profit for the period | **80** | 68 | 85 | 117 | 106 |
| Basic earnings per share | **25.3p** | 21.8p | 27.1p | 37.6p | 34.4p |

| Statutory | 2024 £m | 2023 £m | 2022 £m | 2021 £m | 2020 £m |
|---|---|---|---|---|---|
| **Income statement** | | | | | |
| Revenue | **539** | 569 | 601 | 616 | 600 |
| Operating profit | **74** | 46 | 71 | 79 | 8 |
| Pension finance charge | **(3)** | (6) | (2) | (3) | (5) |
| Finance costs net of interest income | **(8)** | (3) | (3) | (3) | (3) |
| Profit before tax | **63** | 37 | 66 | 73 | – |
| Tax charge | **(9)** | (15) | (14) | (70) | (27) |
| Profit/(loss) for the period | **54** | 22 | 52 | 3 | (27) |
| Basic earnings/(loss) per share | **17.0p** | 6.8p | 16.8p | 0.9p | (8.6)p |

| | 2024 £m | 2023 £m | 2022 £m | 2021 £m | 2020 £m |
|---|---|---|---|---|---|
| **Balance sheet** | | | | | |
| Intangible assets | **879** | 877 | 869 | 860 | 855 |
| Property, plant and equipment | **104** | 114 | 140 | 157 | 168 |
| Assets classified as held for sale | **3** | 11 | – | – | – |
| Other assets and liabilities | **(293)** | (355) | (396) | (444) | (498) |
| | **693** | 647 | 613 | 573 | 525 |
| Net (debt)/cash | **(14)** | (10) | 25 | 66 | 42 |
| Net assets | **679** | 637 | 638 | 639 | 567 |
| | | | | | |
| Total equity | **679** | 637 | 638 | 639 | 567 |