

# Bloomsbury Publishing Plc

Annual Report and Accounts 2023



B L O O M S B U R Y



Our mission is to be an entrepreneurial, independent publisher of works of excellence and originality.

Our purpose is to inform, educate, entertain and inspire readers of all ages.

We champion a life-long love of reading and learning to help build a reading culture with all the benefits which that brings to society.

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# Highlights of Financial Year 2022/2023

## Financial Highlights



### Notes

- Organic revenue for the year is defined as total revenue less revenue attributable to the acquisitions of Head of Zeus ("HoZ"), Red Globe Press ("RGP") and ABC-CLIO LLC ("ABC-CLIO"), completed during 2021/2022.
- Highlighted items comprise amortisation of acquired intangible assets and legal and other professional costs relating to ongoing and completed acquisitions and restructuring costs.
- Adjusted diluted earnings per share is calculated from profit before tax and highlighted items with taxation on profit before tax and highlighted items deducted.

## Operational Highlights

### Non-Consumer Division

- Non-Consumer revenue growth of 19% to £97.4 million (2021/2022: £81.9 million). Organic revenue growth was 3%.
- Non-Consumer profit before taxation and highlighted items<sup>2</sup> increased by 43% to £13.1 million (2021/2022: £9.1 million).
- Academic & Professional revenue growth of 28% to £75.7 million (2021/2022: £59.3 million) and profit before taxation and highlighted items<sup>2</sup> up 37% to £12.4 million (2021/2022: £9.1 million), with prior year acquisitions contributing £21.5 million revenue (2021/2022: £8.4 million).
- Bloomsbury Digital Resources (“BDR”) revenue growth of 41% to £26.2 million (2021/2022: £18.6 million) driven by strong demand for existing BDR products and growth from the acquisition of ABC-CLIO. Organic revenue growth was 18%.
- New BDR target is to achieve further 40% organic revenue growth over the five years to 2027/2028, to reach turnover of approximately £37 million.

### Consumer Division

- Consumer revenue growth of 12% to £166.7 million (2021/2022: £148.2 million). Organic revenue growth was 12%, with the prior year acquisition contributing £11.0 million revenue (2021/2022: £9.0 million) to Adult Trade.
- Consumer profit before taxation and highlighted items<sup>2</sup> up 2% to £18.1 million (2021/2022: £17.8 million).
- Adult Trade revenue up 5% to £57.8 million (2021/2022: £55.2 million) and profit before taxation and highlighted items<sup>2</sup> of £1.0 million (2021/2022: £2.0 million).
- Children’s Trade revenue growth of 17% to £108.9 million (2021/2022: £93.0 million) and profit before taxation and highlighted items<sup>2</sup> up 9% to £17.2 million (2021/2022: £15.8 million).
- Sales growth of Sarah J. Maas’ titles of 51%; Harry Potter sales were strong during the 25<sup>th</sup> anniversary year.



▲ Sarah J. Maas



▲ Bloomsbury Opera Collections

# Investment Case

*Bloomsbury's strong financial position and cash generation, combined academic and general publishing, investment in acquisitions, access to global markets and partners, and its reputation for excellence and originality support the Group's long-term growth.*



## Driven by purpose

Fundamental to our purpose is the social impact that comes from publishing. Books play a vital cultural and educational role, by both reflecting and shaping society, and by helping to build a strong knowledge-based economy. Literacy is an essential skill to enable people to reach their full potential and for social and economic participation. Our books – whether for the general reader or those intended for academic audiences – can have a positive impact and can help make the world a better place.



## Focused acquisition strategy

Bloomsbury has a strong track record in strategic acquisitions, with 33 acquisitions completed since the inception of the Company, and 19 since 2008. We are actively considering further acquisition opportunities in line with our long-term growth strategy. Our focused acquisitions strategy supports long-term growth, strengthening existing areas of publishing, allowing us to expand into new areas, and accelerating our digital offering.



## Diversified publishing in multiple formats

Bloomsbury is the only major UK publisher to combine general and academic publishing, balancing the steady, high margins of academic publishing against the volatility of trade publishing with its explosive upside potential as demonstrated by bestsellers such as Harry Potter, the highest-selling children's series of our time. Bloomsbury has a back catalogue of over 70,000 active titles in multiple formats and a wide range of digital resources covering a variety of disciplines in the Humanities, Social Sciences, Visual Arts, and Performing Arts. Our titles and products appeal to a wide range of audiences, with an increasing percentage classified as "must have" for professionals, academics and students. Our Consumer lists are increasingly diverse, with sizeable lists in specific areas of non-fiction, such as cookery, sport, crime, natural history, health and wellbeing as well as bestselling award-winning fiction lists for both adults and children. This diversified portfolio has enabled Bloomsbury to benefit from the accelerated shift from print to digital products resulting from the pandemic, and increased consumer demand for titles across multiple platforms and formats.





### Strong financial position and liquidity

Bloomsbury's growth remains strong as a result of the successful execution of our diversified, international strategy, organic digital growth, and our acquisition strategy, delivering record results for 2022/2023 with year-on-year revenue growth of 15% to £264.1 million and profit growth of 16% to £31.1 million. Most of Bloomsbury's turnover each year comes from its backlist: repeat sales on older titles and services. Over 73% of revenue comes from outside the United Kingdom. An increasing percentage of revenue derives from digital formats, including significant annual subscription income. Bloomsbury had cash reserves of £51.5 million at 28 February 2023, the result of continued strong demand for Bloomsbury titles in all formats, excellent sales of our digital products and a profitable product mix.

▼ Samantha Shannon



▲ Voice actors involved in *Illuminations* audiobook

▶ *Trespasses* window display at Daunt bookshop



### Brand reputation

Bloomsbury's reputation is for excellence and originality and our brand is recognised worldwide. Our publishing is known for its high production and design values, and our Academic list for its scholarly excellence and focus on digital delivery to the modern scholar and student.



### Global markets and partners

Bloomsbury is a worldwide publisher with offices in London, Oxford, New York, Santa Barbara, Sydney and New Delhi, and a joint venture in China. Bloomsbury has relationships with over 4,000 business customers in over 90 countries worldwide. Bloomsbury's customer base in the retail market ranges from small independent bookshops to large online retailers. In addition, we have relationships with wholesalers for print and ebooks, which supply retailers and libraries, both public and academic. Bloomsbury also sells direct to educational and academic institutions and corporate and professional bodies via our Academic & Professional digital resource platforms ("Bloomsbury Digital Resources" or "BDR"), and direct to consumers via our consumer-facing websites.

# Bloomsbury at a Glance

*Bloomsbury Publishing Plc is an entrepreneurial, independent publisher, with offices in London, Oxford, New York, Santa Barbara, Sydney and New Delhi, and a joint venture in China. Bloomsbury was founded in 1986 by its Chief Executive Nigel Newton and three other publishers, and following significant early success, the Company floated on the main London Stock Exchange in 1994.*

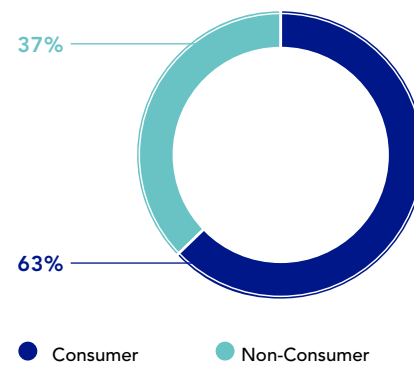
Bloomsbury combines academic, educational, general fiction and non-fiction publishing for the general reader, children, teachers, students, libraries, researchers and professionals.

We bring together the best talent in publishing by combining our dedicated, passionate colleagues and our bestselling authors. Through our single-minded commitment to quality, vigorous pursuit of growth, focus on digital publishing and our diversified, international strategy, Bloomsbury has grown to become one of the world's leading independent publishers in academic, educational and general consumer publishing.

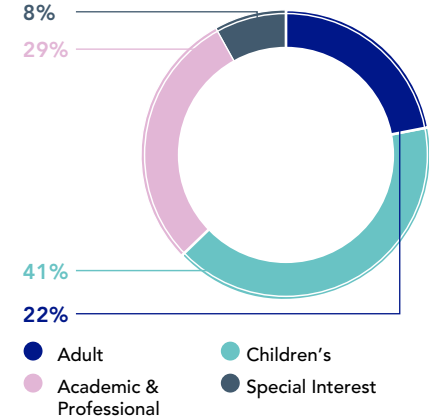
## Operating Divisions

The Group is organised as two worldwide publishing Divisions supported by global back office functions. These Divisions reflect the core market segments for our different publishing activities.

Revenue split by division



Revenue split by subdivision





£166.7m

Revenue

£18.1m\*

PBTA



## Consumer Division

The Consumer Division comprises the Adult Trade and Children's Trade subdivisions. It publishes trade books for both adult and child readers and sells these books globally.

The Consumer Division publishes over 800 new titles per year, in print, ebook and audio book formats.

Adult Trade division core areas of publishing:

- Bloomsbury Trade – focuses on the core existing areas of current publishing, including prize-winning literary fiction and non-fiction; bestselling crossover and book club fiction, groundbreaking non-fiction (history/politics/science/ideas/psychology), nature writing, culture, memoir and poetry.

- Bloomsbury Lifestyle – builds on Bloomsbury's cookery publishing, and the development of more illustrated non-fiction, including wellbeing and books for the gift market.
- Bloomsbury General – includes the bestselling and prize-winning Raven imprint, and expands into new key areas of commercial fiction, genre fiction (including science-fiction and fantasy) and popular culture.

Bestselling authors include Samantha Shannon, Peter Frankopan, Susanna Clarke, Khaled Hosseini, Kiley Reid, Ann Patchett, Kamila Shamsie, Patricia Lockwood, Madeline Miller, George Saunders, Abdulzarak Gurnah, Liz Gilbert, Amia Srinivasan, Tom Kerridge and Paul Hollywood.

The Consumer Division also includes Head of Zeus, which was acquired in 2021 and was fully integrated into the Group's operations during 2022/2023. Head of Zeus publishes genre fiction, narrative non-fiction and children's books. Bestselling authors on the list include Dan Jones, Cixin Liu, Victoria Hislop, Lesley Thomson, and Elodie Harper.

Children's Trade division core areas of publishing:

- Illustrated and picture books;
- Activity books;
- Young adult fiction and non-fiction; and
- Preschool titles.

Major authors include J.K. Rowling, Sarah J. Maas, Louis Sachar, Neil Gaiman, Sarah Crossan, Martha Mumford, Katya Balen and Katherine Rundell.

\* PBTA is profit before taxation, amortisation of acquired intangibles and other highlighted items.

# Bloomsbury at a Glance

*continued*

## Non-Consumer Division

The Non-Consumer Division comprises the Academic & Professional, Special Interest and Education publishing subdivisions within Bloomsbury. The Division's activities are focused on life-long learning and publishing books and digital resources to support research, study, professional careers, hobbies, skills and interests.

### Bloomsbury Academic & Professional

Bloomsbury Academic & Professional publishes content and resources to support students in their learning and scholarly research, help classroom teachers discover innovative ways to teach, and enable professionals to re-skill and develop in their careers.

Core areas of publishing:

- Books for students and scholars in the arts, humanities and social sciences;
- Digital resources and databases for higher education and school libraries;
- Books and digital resources for professionals;
- Educational content for primary and secondary schools; and
- Professional development content for teachers and trainee teacher.

Notable authors include Carol J. Adams, Kehinde Andrews, Karl Barth, Mary Beard, Caryl Churchill, Bernard Crick, Frantz Fanon, Paulo Freire, M A K Halliday, Luce Irigaray, Nina Jankowicz, Arthur Miller, Valerie Steele, Ayanna Thompson, Rafia Zakaria and Slavoj Žižek.



### Bloomsbury Digital Resources

Bloomsbury Digital Resources is committed to serving a global community of students, scholars, instructors, professionals and librarians with creative online research and learning environments that deliver excellence and originality, leveraging Bloomsbury's extensive portfolio of academic and professional content.

Key products include:

- Bloomsbury Video Library;
- Bloomsbury Collections;
- Drama Online;
- Bloomsbury Fashion Central;
- Bloomsbury Architecture Library;
- Study Skills; and
- Bloomsbury Professional Online.

### Bloomsbury Special Interest

Bloomsbury Special Interest publishes expert content for dedicated and passionate communities, which supports hobbies and interests, promotes health and wellbeing and encourages curiosity and learning.

- Books, audiobooks, games and digital reference; and
- Core disciplines include sport and wellbeing, history, current affairs, science and nature, the creative arts and games.

Key brands include Wisden Cricketers' Almanack, the Writers' and Artists' Yearbook, Who's Who and partnership publishing with the RSPB, The National Trust and the Wellcome Collection.



### Bloomsbury Education

Bloomsbury Education publishes content to support primary and secondary school education, including classroom and professional development resources for teachers. Imprints include Bloomsbury Education, Andrew Brodie and Featherstone Education.

Core areas of publishing:

- Educational fiction;
- Children’s poetry;
- Teachers’ books; and
- Learning apps and digital platforms.

Bestselling series include Bloomsbury Readers, which includes stories by award-winning authors for every National Curriculum reading band, and Andrew Jennings’ vocabulary and reading workbooks *Vocabulary Ninja* and *Comprehension Ninja* and mathematics workbooks *Arithmetic Ninja* and *Times Tables Ninja*.

“  
We bring together the best talent in publishing by combining our dedicated, passionate colleagues and our bestselling authors and illustrators.  
”



£97.4m  
Revenue

£13.1m\*  
PBTA

➔ See pages 34 to 41 of this Annual Report for further information on Bloomsbury’s publishing Divisions.

\* PBTA is profit before taxation, amortisation of acquired intangibles and other highlighted items.

# Bloomsbury's Culture

*Bloomsbury's culture is shaped by our purpose and our people, and reflects our shared values. In turn, our culture shapes the way we do things, informs the decisions we make and enhances the spirit of cohesion and belonging amongst Bloomsbury colleagues. It is the foundation of our success.*

The Board and senior management seek to promote a culture of partnership and trust, creativity and collaboration, inclusivity and respect, entrepreneurship and agility in support of individual and collective success.

## Our purpose

Our purpose is inherent in what we do, bringing us together in a common cause and guiding us in our long-term business strategy. We believe that our long-term progress requires us to deliver commercially sustainable social impact. Our purpose inspires Bloomsbury people to be creative and innovative, and to make a difference to society through the works that we publish.

## Our colleagues

Bloomsbury is the only major UK publisher to combine general and academic publishing. The breadth of our publishing brings together the best talent across a variety of disciplines, including expertise in digital, ebooks and audio publishing; Open Access, academic and professional publishing; working with universities and libraries; and excellence in literary fiction and non-fiction, cookery, children's education and illustration. This broad and diverse range of talent provides an environment where best practice is shared across different disciplines and teams. This fusion is enhanced by the regular addition of new companies and publishing lists, bringing fresh talent and diverse perspectives to the Company. Since Bloomsbury's inception, the Company has acquired 33 publishers and imprints.

Bloomsbury's success is due to the belief, commitment and hard work of our talented employees. Our colleagues consistently demonstrate adaptability, optimism, an entrepreneurial spirit and dogged determination to capitalise on positive market trends and demand for our books. Their collaborative spirit and unwavering focus on delivering the Company's strategic goals, despite economic pressures and global supply chain issues, are reflective of Bloomsbury's strong, positive and vibrant culture.

▼ Lunchtime author talk with Louise Gray



## Our values

**Our values frame how we work with each other and with our partners, and shape the culture of Bloomsbury.**

These values drive Bloomsbury to have:

- An intense author focus;
- A determination to create an environmentally sustainable business;
- A creative and innovative approach to achieving our long-term goals;
- Integrity and respect in our dealings with each other and with our partners; and
- A focus that supports Diversity, Equity and Inclusion.

They are essential to achieving our purpose.



Independence



Collaboration



Optimism



Ethical attitude



Determination



Inclusiveness



Entrepreneurial spirit

The Board and senior management seek to create a working environment where Bloomsbury employees have a sense of belonging, understand their value, and are committed to both personal and organisational desired outcomes. We are determined to nurture and develop our employees to their highest potential and to promote a working environment that is inclusive, supportive and ethical. Our overriding priority is the wellbeing of our staff, and we have continued to implement a range of HR initiatives focused on supporting our employees, personally through challenging economic circumstances, including by way of cost-of-living support, and professionally, by continuing to focus on our Diversity, Equity and Inclusion work.

Read more about employee engagement and experience on pages 64 to 73 of this Annual Report.

▼ The Author Lounge



# Bloomsbury's Culture

*continued*

## Bringing everyone together

In July 2022, the Company held a summer picnic for our colleagues. For many, this was the first time they had seen each other since Bloomsbury's offices were closed at the start of the pandemic in March 2020. It was an opportunity to bring the Company together, for colleagues to reconnect and meet new colleagues, and to be reminded of the benefits of in-person interaction and connection. This marked the beginning of a formalised transition back to office life and culture, and in September 2022 the Company implemented a hybrid working policy of two days working in the office and three days working from home. This has enabled colleagues to have the benefits of both ways of working.



► *Company Summer Picnic 2022*

## Transforming our office spaces

At Bedford Square, several spaces were refurbished during the period that staff had been working from home as a result of the pandemic. Celebrated interior designers, Minne and Kit Kemp, of The Firdale Hotel Group, transformed the reception, conservatory and first floor Mews space to create three stunning, colourful and welcoming spaces: the Author Lounge, the Orangery and the Craft House. With their use of vibrant textiles and quirky flourishes, the designers created three distinct spaces that capture the character and creativity of Bloomsbury. The Author Lounge is an open space for Bloomsbury authors to drop in and enjoy and is perfect for small receptions and signings. The Orangery is now a buzzing central hub, where colleagues come for casual meetings and social lunches. Author talks are also hosted in this bright and adaptive space. The Craft House is used for meetings, events and receptions, where colleagues come together for work meetings and to socialise. The refurbishment of Bloomsbury's offices to provide welcoming spaces where colleagues can meet to exchange ideas and collaborate on projects, and where authors and staff can discuss the works published by Bloomsbury, serves to support Bloomsbury's values and promote a culture of excellence and inclusivity.



▲ *Colleagues socialising in the Craft House*

## Inspirational authors

Following the hybrid return to Bloomsbury's offices in September 2022, we were able to reinstate an important feature of Bloomsbury office life: our programme of author talks, hosted for the benefit of Bloomsbury employees. These are intrinsic to Bloomsbury's culture and are extremely popular with our colleagues. They afford employees from across the Company, including those who do not have regular contact with authors, the opportunity to gain insight into the creative process, different approaches to writing, the author inspiration behind – and ambition for – particular titles, and the societal and cultural impact which books can have. Bloomsbury author talks are an important opportunity for all colleagues to engage directly with Bloomsbury's mission and purpose.

▶ *Kamila Shamsie signing books for staff*



## Our relationships with stakeholders

The decisions taken by the Group inevitably affect our stakeholders and the Group has a responsibility to take their interests into consideration in its decision-making processes. Our relationships with customers, business partners and investors underpin our business, and we aim to work collaboratively to ensure those relationships deliver benefits for our stakeholders as well as for Bloomsbury. Effective and ongoing engagement is crucial to understanding the interests and priorities of different stakeholder groups, which enables us to respond and adapt appropriately to ensure we meet our strategic priorities, continue to build a sustainable business, and create long-term value for these stakeholder groups. Our engagement with stakeholders, and the decisions we make which may have an impact on them, are informed by our values.

See pages 52 to 58 for more information on our key stakeholder groups and stakeholder engagement.

▶ *Author Yeva Skalietska signing books in the Author Lounge*



# Chairman's Statement



**Sir Richard Lambert**

Non-Executive Chairman

*In a challenging year for the global economy, Bloomsbury has, again, produced record results. This performance has been built on the success of our long-term growth strategy, reflected in these results in a number of different ways.*

First comes the continued expansion of Bloomsbury Digital Resources, which delivered rapid sales growth with the help of the successful acquisitions of ABC-CLIO and RGP.

Next comes our investment in talented authors. Here the standout contribution in the year came from Sarah J. Maas.

Two high priorities for Bloomsbury are its continuing programme of incremental acquisitions and a progressive dividend policy. Both are made possible by the way investment in high-quality content is fuelling strong customer demand and generating the cash flow needed to fund further acquisitions and higher dividend payments. Subject to shareholder approval of the final payment, dividends over the past ten years will have risen at a compound annual rate of eight per cent.

Underpinning all this is our determination to be an attractive employer for talented people seeking a career in publishing, regardless of background or identity and, thereby, adding to the firepower of our business operations. With this in mind, we have been working hard to develop our policies on Diversity, Equity and Inclusion, along with improved pay structures and clearer pathways for career progression.

We are also conscious of our responsibility to the environment and the need to take this into account in all our business practices. The assessments we have conducted so far indicate that the Group is not likely to be significantly affected by climate issues, but we have more work to do to understand and monitor the risks and their potential impact.

In a world of publishing giants, Bloomsbury is proud to be an independent house growing successfully in both the consumer and academic markets. We are investing in our existing teams to generate further organic growth, and we are keenly searching for new acquisitions to reinforce our portfolio of products. Our revenues have risen by nearly two-thirds in the past five years and our profits have more than doubled. But our personality and our values are unchanged, and remain central to our success. I would like to thank our partners, authors, and above all our colleagues for making this possible.

**Sir Richard Lambert**

Non-Executive Chairman  
Bloomsbury Publishing Plc



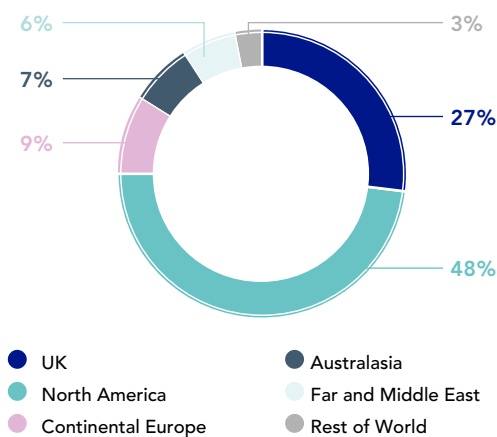
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# Marketplace

## Our geographical reach

Our teams based in London, Oxford, New York, Santa Barbara, New Delhi, Sydney, and Beijing serve all territories, selling and distributing our products worldwide in multiple formats and via multiple channels: in print, as ebooks and audio books, through digital downloads and apps and via online educational databases; in schools, libraries and universities; and through physical and online wholesalers and retailers.



Indicates revenue by destination of sales

## Market segments

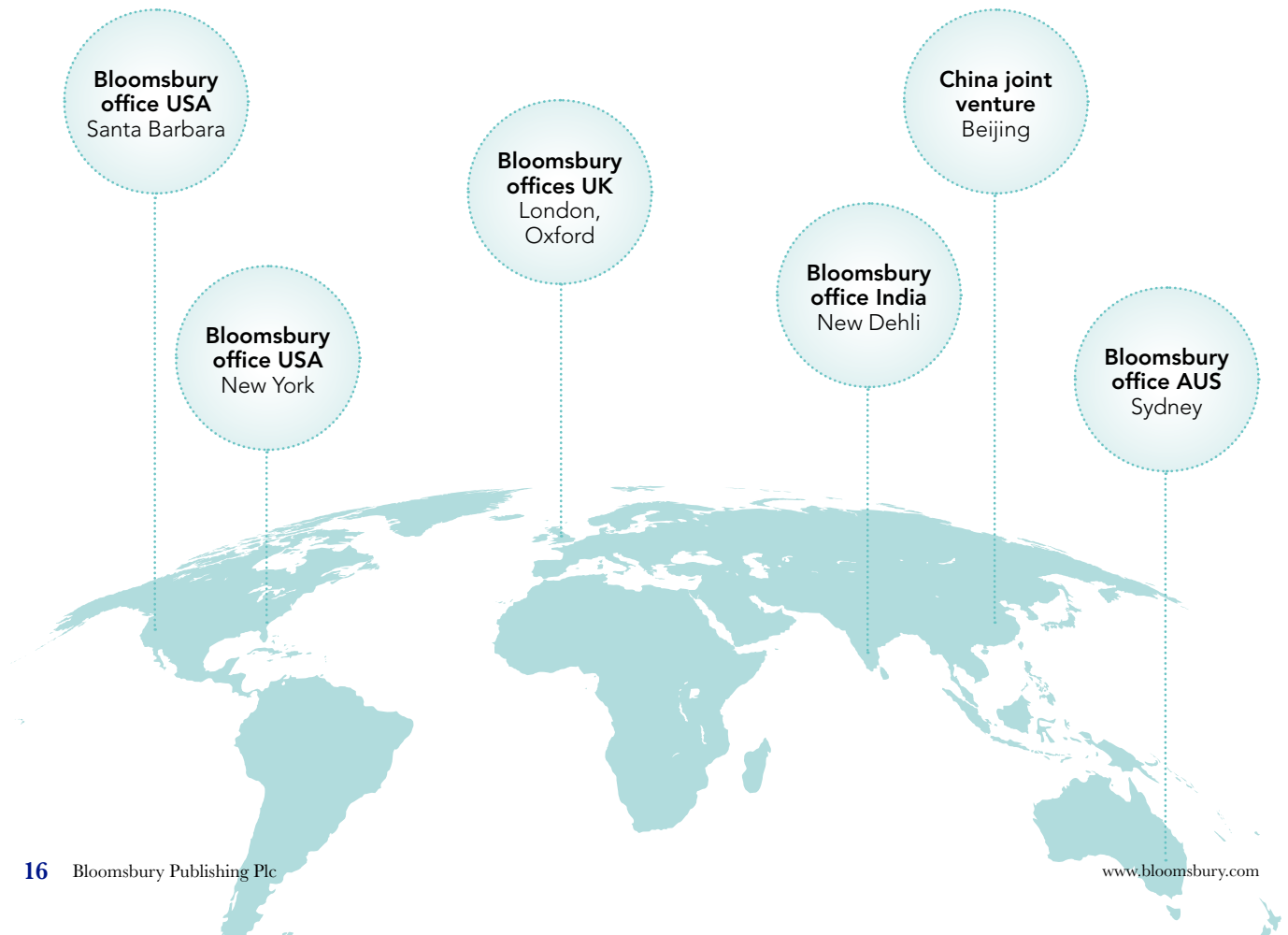
Bloomsbury's publishing encompasses a wide range of genres and sectors, spanning adult fiction and non-fiction, children's books, specialist trade non-fiction, digital academic and professional resources, as well as social sciences monograph publishing and text book publishing. Consequently, our customers span a wide range of market segments, as illustrated below.

### Consumer

- Adult Readers – fiction, non-fiction, poetry and cookery; and
- Young Readers (Children and Young Adults) – fiction, non-fiction, picture books, pre-school titles and activity books.

### Non-Consumer

- Academic institutions;
- Libraries;
- Corporates;
- Professional bodies;
- Academics and students;
- Primary and secondary schools;
- Teachers and trainee teachers; and
- Specialist interest communities.



## Marketplace Trends

Trend	Description	Our response
<b>Global supply chain</b>	<p>Supply chain issues that were widespread during 2021/2022 continued into 2022/2023, although conditions improved. The costs of freight, paper and printing, which had increased due to pandemic-related pressures, eased, although production costs remain elevated due to rising energy prices and geopolitical events, including the war in Ukraine impacting on paper supply.</p>	<p>The Group liaises closely with its partners to manage supply chain issues and has adjusted its printing strategies from time to time in order to respond to changing circumstances. Ongoing monitoring of paper stocks held at printers ensures the availability of paper supply for the manufacture of Bloomsbury's books.</p> <p>Product pricing is continually reviewed and calibrated appropriately to ensure the commercial viability of Bloomsbury products taking into account increased costs.</p>
<b>Inflationary environment</b>	<p>Global inflation swiftly followed supply chain challenges during and following the pandemic and has impacted all industries and markets, with publishing no exception. Publishers have had to assess and respond to significant inflationary pressures across every element of their business model.</p> <p>Cost-of-living pressures, which have impacted consumer purchasing decisions in other sectors, do not appear, for the time being, to be having a material impact on book sales. Demand for consumer books, in particular fiction, children's and audio books has remained strong, despite global economic challenges.</p>	<p>Key functions within the Group continually monitor the impact of price increases to services and raw materials purchased by the Group, and budget appropriately.</p> <p>Inflationary impacts across the supply chain are considered in the Group's product pricing strategies and reviews; these also take into account consumer purchasing trends, which are closely monitored by Bloomsbury's Sales teams to ensure an appropriate response to changes in consumer behaviour from time to time.</p>
<b>Growth in digital – academic digital resources</b>	<p>Strong demand for digital resources continues following the pivot, during the pandemic, by academic institutions to digital learning formats. Growth in digital content reflects the adoption of hybrid teaching methods as digital learning habits become embedded in educational institutions catering to the "digital native" generation.</p>	<p>Bloomsbury continues to expand its digital offerings and Bloomsbury Digital Resources, launching new products and adding content to our existing on-line subject hubs. We continue to work with educational institutions to ensure flexibility over formats and choice of content that meets the requirements of faculty and students as digital learning continues to evolve.</p> <p>In 2022/2023, Bloomsbury added a further c. 2,000 titles, including textbooks, to its leading Bloomsbury Collections platform. The acquisition of ABC-CLIO in 2021/2022 has increased Bloomsbury's market share of the US high school market. In 2022/2023, Bloomsbury launched several new digital resources, including The Asian American Experience, a curriculum and research database for schools, and the Bloomsbury Video Library, with over 2,000 videos in the Arts and Humanities.</p>

# Marketplace

## *continued*

Trend	Description	Our response
<b>Growth in digital – audio books</b>	<p>The audio book market continues to grow, with consumers in all age groups purchasing digital audio. The UK Publishers Association reported an 8% increase in digital downloads in 2022 and, in the US, the Association of American Publishers reported an increase of 7% in digital audio downloads on the prior year.</p>	<p>Bloomsbury continues to invest in audio acquisition, production and promotion to meet the ever-increasing demand for this format. Revenue from sales of Bloomsbury digital audiobooks in 2022/2023 increased by 31% on the prior year. <i>Stolen Focus</i> by Johann Hari was Bloomsbury's bestselling audio title of 2022/2023 and was named in Audible's Best Audiobooks of 2022.</p>
<b>Open Access in academic publishing</b>	<p>Policy changes in the UK, Europe and US are accelerating the requirement for publicly funded scholarly content to be published on an Open Access basis. From 1 January 2024, UK Research and Innovation (UKRI) will require monographs, book chapters and edited collections that acknowledge UKRI funding to be made Open Access within 12 months of publication. In the US, federal agencies including the National Endowment for the Humanities and National Endowment for the Arts are consulting on introducing Open Access requirements by 2026, while in Europe the PALOMERA project aims to align European research funders over the next two years to accelerate Open Access for books and chapters.</p>	<p>Bloomsbury has been offering Open Access options for books since it entered the academic book market in 2006, and offers all its academic authors the option to publish their research work on a Gold Open Access basis. The Group is well positioned to continue to respond to the growing requirement for Open Access content, and in 2022/2023 we launched Bloomsbury Open Collections, a collective-action approach to funding Open Access books which recognises that many authors are unable to publish Open Access under the prevailing model, which requires the author's funder or institution to pay an Open Access fee. Bloomsbury Open Collections aims to make Open Access publication available to a wider range of authors within the research community by spreading the cost across multiple organisations, while providing additional benefits to participating libraries.</p>
<b>Social Media – BookTok</b>	<p>Since mid-2020, TikTok has been one of the driving forces of an unprecedented surge in consumer book sales. The nature of the platform appeals to a younger generation who can engage with the TikTok community to discover and recommend books. The BookTok community has resurfaced many titles, bringing them to an exciting new generation of readers.</p> <p>According to the Nielsen Books and Consumer Survey (2022), one in four book buyers used TikTok/BookTok in 2022, and these users accounted for nearly 90 million book purchases in 2022.</p>	<p>Bloomsbury was one of the first publishers to join TikTok and work with influencers on the platform, and we continue to dynamically respond to user engagement and reader interest in specific genres, including popular genres such as YA, Fantasy, and Romance. For Bloomsbury authors, global views in 2022 reached 11.5 billion for Sarah J. Maas, 805 million for Madeline Miller and 12 million for Samantha Shannon.</p>
<b>Genres growing in popularity – Romance/Fantasy</b>	<p>The increase in consumer interest in romance and fantasy fiction during the pandemic continues in 2022/2023, with TikTok in particular influencing consumer purchasing behaviour in respect of these genres.</p>	<p>Bloomsbury's publication of three series by Sarah J. Maas in this genre, and its investment in strategic promotion, has catapulted Maas to the top of the bestseller lists globally. Bloomsbury coined the cross-over genre term "romantasy", which has now been adopted by the industry. Bloomsbury's strategic use of social media platforms to create awareness and drive sales across authors in this area including Samantha Shannon, has resulted in Number 1 positions for its titles in this genre in the bestseller lists in the UK, US and Australia.</p>

Trend	Description	Our response
Sales channels	<p>Bookshops have recovered following closures during the pandemic and we continue to see a levelling off in online consumer book sales as High Street and physical retail shops operated normally throughout 2022. Physical retail continues to be a growth area with the number of independent bookshops in the UK and Ireland growing for the sixth consecutive year, as reported by the UK Booksellers Association.</p> <p>Online sales still account for the highest proportion of retail sales of Bloomsbury's Consumer titles.</p> <p>Book subscription boxes are increasing in popularity and reflect the growth in demand – driven in part by social media – for exclusive editions of published titles.</p>	<p>Bloomsbury continues to support physical retail and has invested in sales resource to support sales into and by the independent book sector, as well as working with physical retail in the UK, US and Australia on bespoke exclusive editions for key product lines and titles to drive sales through physical retail.</p> <p>At the same time, we continue to invest in sales and marketing resource to maximise sales through online channels.</p> <p>Bloomsbury works hand in hand with the subscription box market to create beautifully designed and produced exclusive content for their members, which serves to increase sales and brand recognition for key Bloomsbury authors, including Samantha Shannon and Sarah J. Maas.</p>

▼ Bloomsbury Video Library Opera Collections



# Business Model

## Key Resources



Valuable intellectual property



Strong financial position and liquidity



Strong, globally recognised brand



Talented colleagues



Inspirational and high-calibre authors



Diversified portfolio of content and services



Access to global markets and partners

## Key Activities

Publishing works of excellence and originality in multiple formats

Strong focus on digital academic and professional publishing

Acquisition of rights from authors, illustrators and other copyright owners

Leveraging existing intellectual property rights through innovative publishing

Managing licensing deals in respect of Bloomsbury's extensive backlist

Providing publishing services for third-party organisations and publishers

Strategic acquisitions in key areas of publishing

International expansion

## Revenue Streams

## Channels

Print books

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Ebooks

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Audiobooks

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Bloomsbury Digital Resources for academic, educational and professional settings

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Games

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Licensing of rights to third parties

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Publishing services



Traditional wholesalers and retailers



Online retailers – print and digital (ebooks and audio books)



Digital content aggregators



Direct to consumers, academic and educational institutions, libraries and corporates

## Creating value for stakeholders

### Consumers and society

Publishing works of excellence and originality to inform, educate, entertain and inspire, supporting literacy and culture and fostering a passion for reading and learning.

Economic and social contribution to our communities through tax contributions, charitable donations and partnerships, and employee time.

### Authors and Illustrators

Helping our authors and illustrators to create stories and communicate ideas to a global audience, connecting them with readers worldwide through multiple formats and channels.

### Shareholders

The opportunity to invest in a resilient, global publishing company with a diversified portfolio operating in global markets.

### Employees

Creating rewarding work in a welcoming and supportive environment, and enabling ongoing professional development. Providing the opportunity to align with a business with a strong socially responsible purpose, entrepreneurial spirit and compelling global opportunity in a dynamic marketplace.

### Partners

Generating business activity that creates commercial opportunity for our suppliers, business partners and commercial customers.

# Strategy

*Our overall growth strategy and long-term focus remains to invest in high value intellectual property and digital channels, publish works of excellence and originality, and grow our diversified portfolio of content and services across our Consumer and Non-Consumer Divisions to build quality revenues and increase earnings. Bloomsbury is committed to playing its part in shaping a more sustainable, equitable and inclusive world, and this commitment informs our strategic priorities, as described on pages 24 and 25.*

## How we aim to achieve this

### What we are investing in

#### Acquisitions

We continue to pursue acquisitions which will support our growth strategy, accelerate our digital offerings, strengthen existing areas of publishing, and enable us to expand into new areas. Since Bloomsbury's inception, we have made 33 acquisitions of publishers and imprints, 19 of those occurring since 2008.

#### Content

We continue to invest in new content by acquiring works of originality and excellence from established and emerging authors and partners across a range of genres and from an array of voices in order to enhance our diversified portfolio of intellectual property and build a strong publishing pipeline.

#### Our colleagues

We are committed to ongoing investment in our colleagues and our working environment, including through the provision of development and training opportunities, the implementation of flexible and balanced working, and the promotion of a diverse, inclusive and ethical culture in order to enable individual and collective success and attract new talent.

#### Digital

We are focused on delivering growth by investing in the development of our existing and most successful digital resource products and accelerating the launch of new products. We continue to invest in audio publishing as this market continues to grow.

## Strategic priorities



Non-Consumer publishing; BDR



Consumer publishing



International expansion



Employee experience and engagement; DE&I



Sustainability

[Go to pages 24 to 25 of this Annual Report for further information on our strategic priorities, and our progress during 2022/2023.](#)





*ABC-CLIO is a strong addition to Bloomsbury USA, our Academic and Professional Division and Bloomsbury Digital Resources. It significantly grows Bloomsbury's academic and digital publishing presence in North America, and opens new publishing areas to Bloomsbury.*

## Case Study Strategy in action

### The Asian American experience – a first-of-its-kind resource for studies in Asian American history and culture

Asian Americans have played an essential role in the development, culture and social fabric of the United States. Yet, more often than not, their unique histories are barely touched upon in the US education system (K–12). There is a need to broaden the historical narrative to account for the important role the Asian American Pacific Islander (AAPI) community has played in US history.

The first digital product launched by ABC-CLIO following its acquisition by Bloomsbury, *The Asian American Experience*, is the only research database for students dedicated to the study of Asian American History and culture, which covers the full journey and experiences of the AAPI community, from early encounters to current times. It is an essential resource for students to gain another lens through which to view American history and places Asian Americans in the narrative of US history education.

With both a high schools version (for US grades 7–12) and a version for higher education institutions, the database not only covers the histories of the more than 20 ethnic groups under the umbrella term “Asian American”, but also takes an interdisciplinary approach to history. This dynamic digital resource allows for deep exploration of Asian American contributions in multiple fields, including culture and customs, government and politics, business, sports, media and entertainment, and social activism, through articles, photos, documents, quotes, video, maps and audio clips.

Part of The American Mosaic series of databases, *The Asian American Experience* contributes to the conversation around key issues, such as the role of discrimination in Asian American history and its effect on citizenship and civil

liberties, the economic impacts of immigration and labour, and changing political and cultural representation.

The database includes a rich and diverse variety of primary sources, perspective essays from leading Asian American studies scholars, and search and citation tools for streamlined academic research.

*The Asian American Experience* boasts a library of more than 2,000 primary and secondary sources, embedded research tools, and inclusive coverage of more than 20 distinct ethnic groups. Data visualisation tools allow for the analysis and comparison of trends across space and time. It is available in both school and academic editions, making it a versatile resource for scholarship in both secondary and higher education.

▼ An image from the AAE datacase: Ruth Mae Wong, a Chinese American woman works on an aircraft engine part in a US factory, 1943.



# Bloomsbury's Strategic Priorities



## Non-Consumer publishing; BDR

### Grow Bloomsbury's portfolio in Non-Consumer publishing

Non-Consumer publishing is characterised by higher, more predictable margins, is less reliant on retailers and presents greater digital and global opportunities. Non-Consumer revenues are derived from our Academic & Professional, Educational and Special Interest publishing.

#### Achieved 2022/2023:

- 19% growth in Non-Consumer revenue.

**New BDR target is to achieve further 40% organic revenue growth over the five years to 2027/2028, to reach approximately £37 million turnover**

#### Achieved 2022/2023:

- 41% revenue growth, of which 18% was organic.



Further information on the Non-Consumer Division and BDR is set out on pages 38 to 41 of this Annual Report

#### Link to KPIs:



## Consumer publishing

### Discover, nurture, champion and retain high-quality authors and illustrators, while looking at new ways to leverage existing title rights

#### Achieved 2022/2023:

- Delivered 12% growth in Consumer Division revenue. Bestsellers included *A Day of Fallen Night* by Samantha Shannon, *Stolen Focus* by Johann Hari, *Bake* by Paul Hollywood, Tom Kerridge's *Real Life Recipes* and *Trespasses* by Louise Kennedy.

### Grow our key authors through effective publishing across all formats alongside strategic sales and marketing

#### Achieved 2022/2023:

- 51% growth in revenue from sales of Sarah J. Maas titles and seven new titles contracted.

### As the originating publisher of J.K. Rowling's Harry Potter series, ensure that new children discover and read it for pleasure every year

#### Achieved 2022/2023:

- Harry Potter title sales remain strong, 26 years after first publication. *Harry Potter and the Philosopher's Stone* was the 3rd bestselling children's book of the year on UK Nielsen Bookscan.



Further information on the Consumer Division is set out on pages 34 to 37 of this Annual Report.

#### Link to KPIs:



## International expansion

### Expand international revenues

Continue our international growth and take advantage of the biggest academic market in the USA

#### Achieved 2022/2023:

- Increased overseas revenues to 73% of Group revenue; US revenues increased to 48% of Group revenue.



Further information on Bloomsbury's international operations is set out on pages 42 and 43 of this Annual Report.

#### Link to KPIs:



#### KEY TO KPIS:

- |                              |                           |   |   |
|------------------------------|---------------------------|---|---|
| <b>1</b> Revenue growth      | <b>2</b> PBTA             | <b>3</b> Digital resources revenue growth | <b>4</b> Adjusted operating profit margin |
| <b>5</b> Employee engagement | <b>6</b> Gender diversity | <b>7</b> Ethnic and racial diversity      | <b>8</b> Environmental performance        |



## Employee experience and engagement; Diversity, Equity and Inclusion (“DE&I”)

Be an attractive employer for all individuals seeking a career in publishing, regardless of background or identity, adding cultural value to our business operations and performance

Focus on targeted initiatives to create an environment that promotes diversity, nurtures talent, stimulates creativity and collaboration, supports wellbeing and is inclusive and respectful of difference

Implement Bloomsbury’s Diversity, Equity and Inclusion Action Plan (“DEIAP”)

Our success is driven by the expertise, passion and commitment of our employees. We understand the importance of attracting, supporting and engaging colleagues wherever they work. We recognise the value of diversity of thought, perspectives and experience in shaping our culture and strategy, driving our long-term success and informing the ways in which we fulfil our social purpose.

### Achieved 2022/2023:

- All employees received a one-off cost-of-living payment of £1,250 in February 2023, in addition to a permanent salary increase of £1,000 per annum from 1 October 2022, to help with the cost of living (tailored for our Indian office to reflect local economic conditions and salaries).
- Shortlisted for the IPG Diversity and Inclusivity Award and the LBF Inclusivity in Publishing Award for the second year running.
- Shortlisted for the Small Cap Diversity & Inclusion award.
- Our DEIAP set targets for Black and minority ethnic groups to represent 20% of new UK recruits, and 35% of new US recruits, by 2024. In 2022/2023, Black and minority ethnic groups represented 31% of overall applications and 20% of offers made in the UK and 40% of overall applications and 59% of offers made in the US. 15% of UK employees are from minority ethnic groups (2021/2022: 13%). 26% of US employees are from minority ethnic groups (2021/2022: 20%).
- Projects launched to collect diversity data from authors and employees, for the purpose of enabling Bloomsbury to monitor the effectiveness of its DE&I initiatives and better understand the demographics of these groups.
- 13 Staff Networks and Employee Resource Groups established across our offices.
- Official partner of The Runnymede Trust’s Lit in Colour initiative, supporting the increase in students’ access to books by writers of colour and those from minority ethnic backgrounds, drawing on our world-leading drama list from Methuen Drama.
- Ran a series of ‘In Conversation’ author interviews for over 700 schools, with live interviews with our authors Tanika Gupta, Benjamin Zephaniah and Khaled Hosseini.
- Founding signatory of the Publishers Association’s Inclusivity Action Plan, to promote equality, diversity and inclusion within the industry’s workforce.

 Further information on employee engagement and DE&I is set out on pages 64 to 73 of this Annual Report

Link to KPIs:




## Sustainability

Maximise our use of sustainable resources while seeking to reduce carbon emissions in line with our science-based targets

We recognise our responsibility to conserve the Earth’s resources and we are committed to monitoring and improving the environmental impact of our operations.

### Achieved 2022/2023:

- Awarded the IPG Sustainability Award and winner of the inaugural London Book Fair Sustainability Initiative Award.
- Reduction of 80% in Scope 1 and 2 emissions from base year of 2019/2020.
- Removed plastic shrink wrap from all Harry Potter paperback boxsets. Piloted the removal of dust jackets and plastic finishes and introduced changes to backlist printing to reduce carbon emissions.
- Completed the CDP Climate Change questionnaire, receiving the second highest score of B, demonstrating our coordinated response to climate change.
- Completed our quantitative analysis of select climate-related risks and progressed our TCFD reporting in line with the recommendations of the Task Force on Climate-Related Financial Disclosures (“TCFD”).

 An analysis of our environmental performance during the year is set out on pages 80 to 87 of this Annual Report.

 See pages 88 to 102 for our TCFD disclosures.

Link to KPIs:



# Chief Executive's Review



**Nigel Newton**  
Founder and Chief Executive

## Bloomsbury's Mission, Purpose and Values

Our mission at Bloomsbury is to be an entrepreneurial, independent publisher of works of excellence and originality.

Our values are to be independent, entrepreneurial, collaborative, author-focused, ethical, optimistic, determined, inclusive and sustainable.

Embedded in our purpose is the impact that comes from publishing, the change that we can create. Many of our books make a positive impact on readers and, in a few cases, help make the world a better place. The Harry Potter series, aside from its commercial success, encouraged more reluctant readers around the world – especially boys – to pick up a book and read for pleasure, more than any other book published at that time. Books about sustainability, such as *Climate Justice* by Mary Robinson, and structural racism, such as *Why I'm No Longer Talking to White People About Race* by Reni Eddo-Lodge, and *The Second* and *White Rage* by Carol Anderson, have the power to educate and contribute to a change of attitudes in society.

Our clear sense of purpose and shared values are the foundation of Bloomsbury's strategy for building a sustainable business, and guide our priorities and decision making throughout the Company. They unite and connect colleagues around the world and are the cornerstone of our approach to publishing. They shape our culture and define Bloomsbury's character.

We are committed to helping authors, both new and established, bring original and powerful works across an array of genres and subjects to readers and learners worldwide, sharing ideas, knowledge and experience, and challenging the status quo. Our independence allows us the freedom to publish in a manner that reflects the value we place on being inclusive by publishing works from a wide spectrum of international – and often contrarian – voices. We are entrepreneurial in the way we seek out new opportunities to reach more readers and learners, whether by entering into new markets or by leveraging our digital rights and our resources in response to the increasing demand for digital products. Determination, optimism and high standards underline the actions we take in pursuit of our purpose and inform our dealings with all our stakeholders.

I am grateful to our colleagues for demonstrating the strong and positive culture of Bloomsbury in the way in which they have risen to meet our challenges and their commitment to ensuring Bloomsbury's continued success. Bloomsbury's excellent performance is testament to how our values drive our behaviours, and to the strength and cohesion of the Bloomsbury community.



## Overview of 2022/2023

Bloomsbury achieved its best ever performance in the year ended 28 February 2023, with revenue growth of 15% to £264.1 million (2021/2022: £230.1 million) and a 16% increase in profit before taxation and highlighted items to £31.1 million (2021/2022: £26.7 million). Profit before taxation increased by 15% to £25.4 million (2021/2022: £22.2 million).

Growth in organic revenue was 9%, with the three strategic acquisitions completed during 2021/2022, ABC-CLIO, RGP and HoZ, contributing revenue of £32.5 million (2021/2022: £17.4 million).

The strength of demand for Bloomsbury titles and the excellent sales of our digital products, reflects our long-term growth strategy, the publishing judgement of our editors and the quality of our sales and marketing teams and infrastructure.

Our strategy of diversification, across channels and markets, continues successfully. Our international revenues have increased to 73% of total revenue – our highest ever. Our digital strategy ensures increasing publishing through digital channels, and we continue to expand our academic as well as consumer markets, most recently to the lucrative US high schools market.

We continue to deliver success with the Bloomsbury Digital Resources (“BDR”) growth strategy of building high-margin, high-quality repeatable revenues from our market-leading Academic and Professional IP. BDR achieved 41% year-on-year revenue growth, and an 18% increase in organic revenue. This highly scalable business has grown its sales from £4.7 million in 2017/2018 to £26.2 million this year, through organic growth and strategic acquisitions. Our Academic customer renewal rate remained above 90%.

Our strategy enables us to continue to deliver growth from the ongoing shift to digital learning, accelerating the breadth and depth of our excellent digital products and the quality of our platforms and infrastructure.

In addition, we accelerated our growth by leveraging last year’s acquisitions of ABC-CLIO and RGP, through global sales as well as cross-selling existing digital products to ABC-CLIO’s US schools market. Given the momentum behind the BDR strategy, Bloomsbury is setting a new growth target of a further 40% organic revenue growth over the five years to 2027/2028, to reach approximately £37 million turnover. Further acquisitions would augment this growth. This new, ambitious target reflects the opportunities, synergies and integration of our acquisitions, particularly ABC-CLIO.

The highlighted items of £5.7 million (2021/2022: £4.6 million) consist of the amortisation of acquired intangible assets of £5.2 million (2021/2022: £2.8 million), one-off legal and other professional fees relating to acquisitions and restructuring costs of £0.5 million (2021/2022: £1.8 million). The effective rate of tax for the year was 20% (2021/2022: 24%). The adjusted effective rate of tax, excluding highlighted items, was 19% (2021/2022: 19%). Diluted earnings per share, excluding highlighted items, grew 18% to 30.56 pence (2021/2022: 25.94 pence). Including highlighted items, profit before tax was £25.4 million (2021/2022: £22.2 million) and diluted earnings per share grew 21% to 24.54 pence (2021/2022: 20.33 pence).

We have increased our international revenues, in particular from the US, during the year. In 2022/2023, changes in exchange rates, mainly the relative strength of the US dollar, increased revenues by £12.2 million and profit before taxation and highlighted items by £2.2 million.



Bloomsbury won the 2022 Master Investor Company of the Year award.



# Chief Executive's Review

*continued*

## Creating value for stakeholders

Bloomsbury creates value for our stakeholders through our business model, set out on page 20.

Highlights for 2022/2023 are:



### Consumers and society

We publish works of excellence and originality to inform, educate, entertain and inspire, supporting literacy and culture. During the year, Bloomsbury authors won, and were shortlisted for, prestigious prizes globally, recognising established and emerging talent.

Our economic and social contribution to our communities was delivered through tax contributions, charitable donations as set out on pages 74 to 76, and partnerships, including with the National Literacy Trust and the 'Lit in Colour' initiative.



### Authors and illustrators

We help our authors and illustrators to create stories and communicate ideas to a global audience, connecting them with readers worldwide through multiple formats and channels. The Harry Potter series continues its enduring appeal, with *Harry Potter and the Philosopher's Stone* ranking as the third bestselling children's book of the year on UK Nielsen Bookscan, 26 years after it was first published. *House of Sky and Breath*, *House of Earth and Blood*, *A Court of Silver Flames* and the *Throne of Glass* series, all by Sarah J. Maas, were all New York Times bestsellers during the year. Other New York Times bestsellers included *Dirtbag*, *Massachusetts* by Isaac Fitzgerald, *This Wicked Fate* by KayLnn Bayron, *Ways to Make Sunshine* by Renee Watson and Brigid Kemmerer's *Forging Silver into Stars* and *Defy the Dawn*. *Bake* by Paul Hollywood was a New York Times and Sunday Times bestseller. Other Sunday Times bestsellers included *Stolen Focus* by Johann Hari, Tom Kerridge's *Outdoor Cooking* and *Real Life Recipes*, *Trespasses* by Louise Kennedy, *Illuminations* by Alan Moore, *A Visible Man* by Edward Enninfu, and the series *We're Going on a Sleigh Ride*, *We're Going on an Egg Hunt* and *Five Little Easter Bunnies*.



### Shareholders

We are a resilient, global publishing company with a diversified portfolio across consumer and academic markets. Our strong and resilient diversified, international strategy enabled us to deliver 21% growth in diluted earnings per share, to 24.54 pence.

In recognition of our strong performance and the importance of delivering attractive shareholder returns in accordance with our dividend policy, the Board proposes an increase of 10% to our final dividend to 10.34 pence per share.

Bloomsbury is well positioned for the future; our strong financial position enables us to invest in continued organic growth and further acquisition opportunities.



## Employees

We create an environment that enables rewarding work, supports ongoing professional development, and provides the opportunity for our employees to align with a business with a strong socially responsible purpose, entrepreneurial spirit and compelling global opportunity in a dynamic marketplace. During the year, we continued our focus on employee engagement and development initiatives, including implementation of our Diversity, Equity and Inclusion Action Plan. Our achievements were recognised when we were shortlisted for the second year for the Inclusivity in Publishing Award at the 2023 London Book Fair International Excellence Awards and the Diversity Award at the 2023 IPG Awards. We were also shortlisted for the 2023 Small Cap Diversity, Inclusion & Engagement award.



## Partners

We generate business activity that creates commercial opportunity for our suppliers, business partners and commercial customers.

## Non-Consumer Division

The Non-Consumer Division consists of Academic & Professional, including BDR, and Special Interest. Revenues in the Division grew by 19% to £97.4 million (2021/2022: £81.9 million). Profit before taxation and highlighted items for the Non-Consumer Division increased by 43% to £13.1 million (2021/2022: £9.1 million). Profit before taxation increased by 25% to £8.2 million (2021/2022: £6.6 million). Organic revenue growth was 3% with ABC-CLIO and RGP, acquired in December 2021 and June 2021 respectively, contributing £21.5 million revenue (2021/2022: £8.4 million).

## Academic & Professional

Academic & Professional revenues increased by 28% to £75.7 million (2021/2022: £59.3 million) and profit before taxation and highlighted items increased by 37% to £12.4 million (2021/2022: £9.1 million). Profit before taxation increased by 15% to £7.8 million (2021/2022: £6.7 million). This was driven by the strength of our BDR strategy, with a 41% increase in revenue from both excellent organic growth in our existing digital products and leveraging recent acquisitions. BDR organic growth was 18%.

Our BDR growth strategy is to build high-margin, high-quality, repeatable digital revenue from our market-leading Academic & Professional IP. The acquisition of ABC-CLIO increased the depth and breadth of our portfolio of digital products.

Through this, we accelerated growth through global sales as well as cross-selling existing digital products to both schools and academic institutions. We increased the number of academic institution customers by 20% and maintained our existing customer retention rate at over 90%. We continue to see significant opportunities for further growth in both the global academic institutions and US school markets.

The Academic & Professional profit margin increased to 16% (2021/2022: 15%), predominantly driven by BDR growth and improved sales mix. Our BDR success delivers high margin incremental revenue, with gross margin of over 70%, created from our IP, which is also sold through print and ebooks.

# Chief Executive's Review

continued

## Special Interest

Special Interest revenue was £21.7 million (2021/2022: £22.6 million), and profit before taxation and highlighted items increased to £0.6 million (2021/2022: break even). Bestsellers during the year included *Wisden Cricketers Almanack*, *Reeds Nautical Almanac*, *Putin's Wars* by Mark Galeotti and Osprey Games' *Undaunted: Stalingrad* and *Stargrave*.

## Consumer Division

The Consumer Division consists of Adult and Children's Trade publishing. The Consumer Division generated revenue growth of 12% to £166.7 million (2021/2022: £148.2 million). Organic revenue growth was 12%. Profit before taxation and highlighted items increased by 2% to £18.1 million (2021/2022: £17.8 million). Profit before taxation increased by 2% to £17.8 million (2021/2022: £17.5 million). The strong performance was driven by the Children's division, across front and backlist titles, and includes £11.0 million revenue (2021/2022: £9.0 million) from HoZ, completed in June 2021.

Bloomsbury's Consumer Division growth outperformed the rest of the UK market in both print and digital formats; the UK Publishers Association reported growth of 2% in consumer trade publishing sales for 2022.

## Adult Trade

The Adult division achieved a 5% increase in revenue to £57.8 million (2021/2022: £55.2 million) and profit before taxation and highlighted items of £1.0 million (2021/2022: £2.0 million). Profit before taxation was £0.6 million (2021/2022: £1.7 million). Revenue growth was driven by the strength of the backlist and includes £11.0 million (2021/2022: £9.0 million) revenue from HoZ, completed in June 2021.

Sunday Times bestsellers in the year included *Stolen Focus* by Johann Hari, *Bake* by Paul Hollywood, Tom Kerridge's *Outdoor Cooking* and *Real Life Recipes*, *Trespases* by Louise Kennedy, *Illuminations* by Alan Moore and *A Visible Man* by Edward Enninful. New York Times bestsellers in the year included *Bake* by Paul Hollywood and *Dirtbag, Massachusetts* by Isaac Fitzgerald.

Recognition for our authors continued with Louise Kennedy's *Trespases* shortlisted for the Women's Prize 2023 and winning the 2023 British Book Awards Book of the Year award-Debut Fiction, both Olivia Sadjic and Saba Sams being named as Granta's best young novelists, Tom Benn winning The Sunday Times Charlotte Aitken Young Writer of the Year for *Oxblood*, and Isaac Butler winning the 2022 National Book Critics Circle Award for Nonfiction for *The Method*.

## Children's Trade

Children's revenue increased by 17% to £108.9 million (2021/2022: £93.0 million). Profit before taxation and highlighted items increased by 9% to £17.2 million (2021/2022: £15.8 million). Profit before taxation was £17.2 million (2021/2022: £15.8 million). High demand for our strong titles continued the momentum from last year, with excellent sales of Sarah J. Maas' titles.

Sales of the Harry Potter titles were strong. *Harry Potter and the Philosopher's Stone* was the third bestselling children's book of the year on UK Nielsen Bookscan, 26 years after it first began, showing the enduring appeal of this classic series.

Sarah J. Maas' sales grew by 51%, reflecting her latest bestselling frontlist title, *Crescent City: House of Sky and Breath*, published in February 2022, and strong backlist sales. *House of Sky and Breath*, *House of Earth and Blood*, *A Court of Silver Flames* and the *Throne of Glass* series were all New York Times bestsellers during the year. All 15 of Sarah J. Maas' titles have been published by Bloomsbury since her first novel, *Throne of Glass*, in 2012.

Revenues for the rest of the Children's division were also good. Other highlights in the Children's list included *October, October* by Katya Balen, which won the Yoto Carnegie medal, Sunday Times bestsellers *We're Going on a Sleigh Ride*, *We're Going on an Egg Hunt* and *Five Little Easter Bunnies*, New York Times bestsellers *This Wicked Fate* by Kalynn Bayron, *Ways to Make Sunshine* by Renee Watson and *Forging Silver into Stars* and *Defy the Dawn* by Brigid Kemmerer.

Three Bloomsbury children's books were included in the BBC's global poll of the best 100 books of all time: two from the Harry Potter series and Neil Gaiman's *The Graveyard Book*.







## Cash and Financing

Bloomsbury's cash generation was strong with cash at the year end of £51.5 million (2021/2022: £41.2 million) and cash conversion of 107% (2021/2022: 194%).

The Group has an unsecured revolving credit facility with Lloyds Bank Plc. The facility comprises a committed revolving loan facility of £10.0 million and an uncommitted incremental term loan facility of up to £6.0 million. At 28 February 2023, the Group had no draw down (2022: £nil) of this facility.

## Acquisitions

Bloomsbury has a successful track record in strategic acquisitions, with 19 completed since 2008. We are actively considering further acquisition opportunities in line with our long-term growth strategy, particularly in Academic & Professional.

## Dividend

The Group has a progressive dividend policy aiming to keep dividend earnings cover in excess of two times, supported by strong cash cover. The Board is recommending a final dividend of 10.34 pence per share, totalling £8.4 million. Together with the interim dividend, this makes a total dividend for the year ended 28 February 2023 of 11.75 pence per share, a 9% increase on the 10.74 pence value of the dividend for the year ended 28 February 2022.

Subject to Shareholder approval at our AGM on 18 July 2023, the final dividend will be paid on 25 August 2023 to Shareholders on the register on the record date of 28 July 2023.

Including the proposed 2022/2023 final dividend, over the past ten years, the dividend has increased at a compound annual growth rate of 8%.

## Future Publishing

In Non-Consumer, we are focused on our BDR growth by continuing the global sales and marketing of ABC-CLIO's 34 databases. We have successfully expanded the customer base for these products in the global academic market, as well as extending our reach into the lucrative US school market, and we will increase our cross-selling of existing school and university level digital resources. We will expand BDR products, including Bloomsbury Collections, to include ABC-CLIO content, as well as invest in new ABC-CLIO content.

Our strong Consumer publishing list for 2023/2024 includes the next new Sarah J. Maas novel, *House of Flame and Shadow*, the third in the *Crescent City* series, which will be published in January 2024. *The Harry Potter WIZARDING Almanac*, the official magical companion to J.K. Rowling's Harry Potter books, will be published in October 2023. We are also publishing *The Earth Transformed* by Peter Frankopan, *Pub Kitchen* by Tom Kerridge, *Impossible Creatures* by Katherine Rundell, *Tom Lake* by Ann Patchett, and the next titles in our bestselling children's series, *We're Going on a Ghost Hunt* and *We're Going to a Birthday Party*, by Martha Mumford and Cherie Zamazing.

As previously announced, we have signed a further four-book contract with Sarah J. Maas, on top of the three books already under contract.

Moreover, on 12 April 2023, HBO Max's streaming service announced an original Harry Potter scripted television series with Warner Bros. Discovery and J.K. Rowling as Executive Producer. The series will be a faithful and authentic adaptation of the books and will be available globally. The stories from J.K. Rowling's books will become a decade-long series with each season dedicated to one of the seven books, full of the much-loved characters that fans have adored for over 25 years. A new cast will lead a new generation of fandom, and the series will stand alongside the original classic and beloved films. As with other high-profile Harry Potter productions, we believe that the series will stimulate further interest in the Harry Potter books.

## Outlook

Our digital strategy continues apace and despite the economic uncertainty, readers continue to turn to books. Bloomsbury is on solid foundations, with significant financial resources available to augment organic growth and invest in future acquisitions. We have continued to expand globally, with almost 75% of our revenues now generated internationally. Diversification in channels and markets continues to serve us well. It is all these factors combined – our customers, our consistent performance, and the scale and resilience of our business – that underpin the confidence we have in the future.

Trading for 2023/2024 has started in line with the Board's expectations.

## Nigel Newton

Chief Executive  
Bloomsbury Publishing Plc

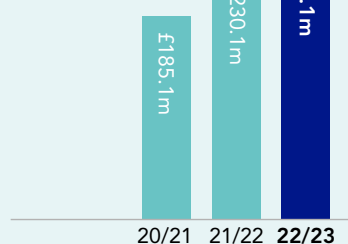
# Key Performance Indicators

## Financial measures

## Non-financial measures

### 1 Revenue growth

£264.1m  
+15%

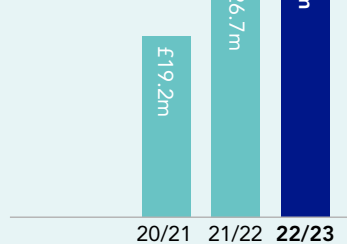


Link to risks:

A B D H

### 2 PBTA<sup>1</sup>

£31.1m  
+16%



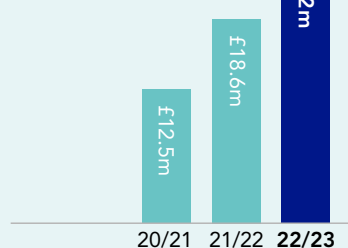
Link to risks:

A B C D F H L

1. PBTA is profit before tax, amortisation of acquired intangibles and other highlighted items.

### 3 Digital resources revenue

£26.2m  
+41%

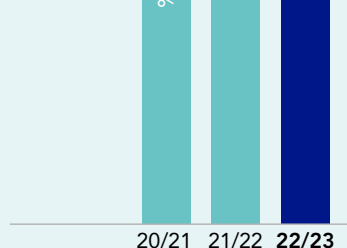


Link to risks:

A B C

### 4 Adjusted operating profit margin<sup>2</sup>

11.8%  
+1%



Link to risks:

A B C D F H L

2. Adjusted operating profit margin is operating profit before tax and highlighted items divided by revenue.

### 5 Employee engagement

15

Employee Voice Meetings connecting employees with the Board and senior management<sup>3</sup>

(2022: 16)

13

Active Staff Networks

(2022: 9)

59%

Average attendance rate at monthly Town Halls<sup>4</sup>

(2022: 62%)

Link to risks:

I K

3. During the year, work was undertaken to evolve the EVM programme through the introduction of Employee Voice Ambassadors to deepen engagement with colleagues. Consequently, EVMs were not held in January or February 2023. The enhanced programme will launch in 2023/2024.

4. Includes live attendance and after-event viewing. During the year, employee head count increased by 8%.

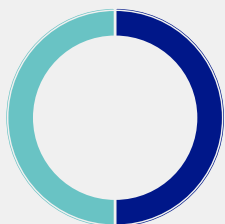
➔ Go to pages 64 to 68 of this Annual Report for more information on employee engagement

#### KEY TO RISKS:

- |   |   |   |                               |
|---|---|---|-------------------------------|
| <b>A</b> Market                           | <b>D</b> Title acquisition                  | <b>G</b> Intellectual property                                      | <b>J</b> Legal and compliance |
| <b>B</b> Importance of digital publishing | <b>E</b> Information and technology systems | <b>H</b> Reliance on key counterparties and supply chain resilience | <b>K</b> Reputation           |
| <b>C</b> Acquisitions                     | <b>F</b> Financial valuations               | <b>I</b> Talent management  | <b>L</b> Cost Inflation       |

## 6 Gender diversity

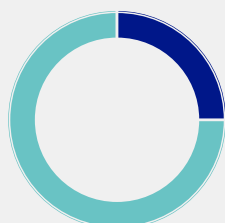
### Female Board members



2023: 50%

2022: 50%

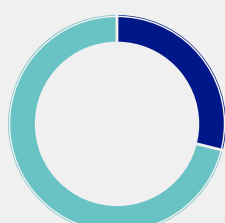
### Female Executive Committee members



2023: 75%

2022: 75%

### Female employees



2023: 71%

2022: 71%

● Male ● Female

### UK median gender pay gap

20.5%

(2022: 14.8%)

### UK mean gender pay gap

19.2%

(2022: 19.3%)

#### Link to risks:



Go to [www.bloomsbury-ir.co.uk/docs/librariesprovider16/archives/governance/gender-pay-gap/2022.pdf](http://www.bloomsbury-ir.co.uk/docs/librariesprovider16/archives/governance/gender-pay-gap/2022.pdf) to see Bloomsbury's 2022 Gender Pay Gap report (snapshot date 5 April 2022)

## 7 Ethnic Diversity

### Board

1 (17%)

Board member – Directors of colour

(2022: 1)

### Company

15%

Ethnic minority groups<sup>5</sup>: UK

(2022: 13%)

26%

Ethnic minority groups: US

(2022: 20%)

#### Link to risks:



5. The UK figures have been taken from the results of the Bloomsbury workforce survey and UK Publishers Association industry survey, conducted in 2022 and 2021, respectively. Participation in these surveys was voluntary, therefore the figures may not have captured Bloomsbury's full workforce.

Go to pages 69 to 73 of this Annual Report for more information on DE&I at Bloomsbury

## 8 Environmental performance – greenhouse gas emissions (absolute tonnes CO<sub>2</sub>e)

69

Stationary fuel use

(2022: 21)

267

Electricity use: location-based emissions

(2022: 194)

0

Electricity use: market-based emissions

(2022: 244)

20

Vehicle fuel use

(2022: 19)

#### Link to risks:



Go to pages 80 to 87 of this Annual Report for more information on Bloomsbury's environmental performance during the year

# Consumer Division



**Ian Hudson**

Managing Director, Consumer Division

*The Consumer Division comprises Bloomsbury Adult, Head of Zeus and Bloomsbury Children's Books. Our Adult lists publish fiction, non-fiction and lifestyle titles, whilst our Children's publishing comprises picture books, young fiction and non-fiction, pre-school and illustrated non-fiction titles. Our main publishing operations are based in London and New York.*

The Consumer Division publishes incisive, engaging, entertaining and challenging books for an inclusive range of audiences. We amplify voices across a wide spectrum and invest in authors with great stories to tell. Known for the quality and the prize-winning calibre of our lists, we publish authors such as Abdulrazak Gurnah, Susanna Clarke, Ann Patchett, Khaled Hosseini, Peter Frankopan, Madeleine Miller, George Saunders, Lisa Taddeo, Kamila Shamsie and Cixin Liu. In Lifestyle, we publish high-profile chefs including Tom Kerridge, Angela Hartnett, Paul Hollywood, Prue Leith, Gino D'Acampo, Heston Blumenthal and Georgina Hayden. On our Children's lists, we publish household names ranging from Katherine Rundell, Jessie

Burton and Neil Gaiman, to Benjamin Zephaniah and J.K. Rowling. Across all of our subdivisions, we invest in the development of new and diverse talent. We also invest in growing author brands such as Sarah J. Maas, Samantha Shannon and Dan Jones, character brands such as Harry Potter and the newly bestselling *Bunny Adventures* pre-school series.

## 2022/2023 Highlights

### Growth in Consumer Publishing

Building further on the significant growth achieved last year, Consumer Division revenue grew to £166.7 million from £148.2 million in 2021/2022, growth of 12%. Profit before tax and highlighted items increased by 2% to £18.1 million (2021/2022: £17.8 million). In 2022/2023, the Division's revenue accounted for 63% of Group turnover. Further information on the financial performance of the Adult and Children's divisions can be found on page 30 of this Annual Report.

In 2022/2023, we consolidated our author portfolio, concluding new contracts with existing major authors including Sarah J. Maas, Samantha Shannon, J.K. Rowling, Elizabeth Gilbert, Ann Patchett and Louise Kennedy. We also signed major deals with Gillian Anderson and Jimmy Wales and bought out the intellectual property rights to our new fast-growing Children's brand *Bunny Adventures*.

“  
*Bloomsbury's Consumer Division is the home of some of the highest selling and most critically acclaimed authors in adult trade, children's and YA publishing. Our successful strategy of prioritising author care, discovering and growing author and character brands, and extending our publishing into all corners of the market, saw us achieve record sales in 2022/2023.*  
”

## Adult Trade

Adult Trade made significant progress in delivering its new publishing strategy during the year, including the launch of our Bloomsbury Tonic imprint with Cariad Lloyd's *You are not Alone* and Munroe Bergdorf's *Transitional*. This imprint is dedicated to books that help us to think, feel and live well. Our new poetry list also enjoyed success in its first year with Anthony Joseph winning the coveted T.S. Eliot Prize for *Sonnets for Albert*.

In Adult Fiction, Samantha Shannon's *A Day of Fallen Night* reached Number 1 in the UK, and Number 3 in Australia and the US. Kamila Shamsie's *Best of Friends*, Louise Kennedy's *Trespasses*, Leila Motley's *Night Crawling* and George Saunders' *Liberation Day*, all published to great critical acclaim and award recognition. Adult Non-Fiction sales were driven by the launch of Peter Frankopan's *The Earth Transformed*, Edward Enninful's *A Visible Man*, the international bestselling *I Want to Die But I Want to Eat Tteokbokki*, Paul Hollywood's *Bake* and Tom Kerridge's *Real Life Recipes*.

In 2022/2023, debut author Leila Mottley became the youngest author ever longlisted for the Booker Prize with *Nightcrawling*, and debut novelist Louise Kennedy won the Irish Book Award for *Trespasses* and the 2023 British Book Awards Book of the Year – Debut Fiction award.

### The markets we serve

- Wholesalers and retailers (physical and online)
- Adult and young readers (children and young adults)
- Foreign language publishers



### A new structure

In March 2022, we announced a new structure for the Adult Trade division, to comprise three sub-divisions: Bloomsbury Trade, Bloomsbury Lifestyle and Bloomsbury General. This is a key pillar of our organic growth strategy to broaden our publishing across commercial genres, at the same time as continuing to invest in our established business of literary publishing. During 2022/2023 we made key editorial appointments to support this new structure and future growth.

### Head of Zeus

Head of Zeus ("HoZ") – acquired by Bloomsbury in 2021 – celebrated its 10<sup>th</sup> anniversary in 2022, enjoying two bestsellers during the year: Faith Hogan's *The Ladies' Midnight Swimming Club* and Fintan O'Toole's *We Don't Know Ourselves*. Other top performers for HoZ were A. G. Riddle's *Lost in Time* and Elodie Harper's *House with the Golden Door*. HoZ also enjoyed its first TikTok sensation with *Bunny* by Mona Awad, which has now sold over 100,000 copies, and has been optioned for film by J.J. Abram's Bad Robot Productions. An adaptation of Min Jin Lee's *Pachinko* aired on AppleTV, driving sales of the title to over 140,000 copies in the year.

# Consumer Division

*continued*

## Children's Trade

Our Children's fiction remained strong across the board with the success of *Lost Girl King* by Catherine Doyle and *The Golden Swift* by Lev Grossman, complemented by two significant breakout successes by debut authors:

- The agenda-setting *You Don't Know What War Is* by Yeva Skalietska, the diary of a 12-year-old Ukrainian girl, which received a full sweep of media coverage including a TedX Talk, raised funds for UNHCR, and has sold over 25,000 copies to date
- *As Long as the Lemon Trees Grow* by Zoulfa Katouh, a ground-breaking young adult novel about love and loss set amid the Syrian revolution, by an author of Syrian heritage



Katya Balen won the prestigious 2022 Yoto Carnegie Medal for outstanding fiction written in the English language for children and young adults for her novel *October, October*.

Our Children's illustrated publishing performed strongly, led by Tom Percival's titles *Milo's Monster* and *Billy's Bravery*, the latter being selected as a World Book Day 2023 title and becoming a bestseller. *When Butterflies Fill the Sky* by Zahra Marwan was named in the 2022 New York Times/New York Public Library Top Ten Best Illustrated Children's Books.

A significant acquisition during 2022/2023 was the buy-out of all intellectual property rights in the *Bunny Adventures* series. Sales of *Bunny Adventures* titles grew significantly during 2022/2023, driven by the huge success of the Christmas title, *We're Going on a Sleigh Ride*, published in October 2022.

## Harry Potter

2022 marked the 25<sup>th</sup> anniversary of the publication of the first Harry Potter title, *The Philosopher's Stone*. Bloomsbury marked the occasion by republishing the original jacket edition by Thomas Taylor, alongside our biggest ever illustrated edition, *Harry Potter and the Order of the Phoenix*, illustrated by Jim Kay and Neil Packer. *Harry Potter and the Philosopher's Stone* maintained its position at third place on the Nielsen BookScan UK top ten titles for 2022 and J.K. Rowling was the sixth bestselling author in the UK.

Our ambition is to bring the Harry Potter novels to new audiences every year, and we continue to promote the bestselling series with imagination and ambition, publishing beautifully illustrated editions and gift editions alongside the core editions.

## Sarah J. Maas

Sarah J. Maas is the #1 New York Times and international bestselling author of the *Throne of Glass*, *Court of Thorns and Roses*, and *Crescent City* series. Her books have sold over 25 million copies across the world in 37 languages. The full *Court of Thorns and Roses* series is currently in development for TV by Ron Moore, creator of *Outlander*, for Hulu.

In 2022/2023, Sarah J. Maas cemented her global position as the market-leading fantasy author, with sales of her titles growing by 51% on the prior year. An innovative, year-round global campaign led by our expert in-house Sarah J. Maas brand team successfully engaged current fans while expanding new readership in the burgeoning market for the 'romantasy' genre of publishing.



For a list of the Division's awards and shortlistings in 2022/2023, visit <https://www.bloomsbury.com/uk/connect/about-us/our-success/>

▼ Author Katya Balen with the Yoto Carnegie Medal



## Strategy for growth

- Implement exciting and ambitious new publishing plans, attracting new editorial commissioning talent to help drive this.
- Focus on author/property brand development and growth, maintaining the success of Harry Potter and Sarah J. Maas whilst growing existing author brands and identifying potential new brands.
- Invest in our people through training and development, engender a culture of empowerment and focus on improving diversity and inclusion within our business.
- Maximise the sales and profitability of our strong backlist catalogue.
- Grow our digital format sales, especially audio, and improve the 'discoverability' of our titles on digital sales platforms such as Amazon.
- Implement margin enhancement programmes with a view to both reducing cost and improving the sustainability of our products.
- Deliver market-leading levels of author care and become the publisher of choice for authors, illustrators and publishing professionals alike.
- Seek value-adding M&A opportunities.



## The Value We Add

The Consumer Division creates value through the following activities:

- Discovering and nurturing debut author talent.
- Championing existing authors and growing their success through strategic sales and marketing.
- Maximising the potential of our major brands, such as Harry Potter, Sarah J. Maas and Samantha Shannon, reaching new audiences through innovative publishing.
- Leveraging existing intellectual property rights, including by entering into licensing deals with foreign publishers.
- Publishing high-quality, entertaining and award-winning books for children and young adults, with the aim of promoting literacy skills, fostering joy, curiosity, empathy and imagination and igniting a lifelong love of reading.

## 2022/2023 Key financial figures

**£166.7m**

Revenue

**£79.9m**

Revenue – UK

**£70.5m**

Revenue – US

**£16.3m**

Revenue – Other territories

**£18.1m**

PBTA\*

**11%**

PBTA Margin

\* PBTA is profit before taxation, amortisation of acquired intangible assets and other highlighted items

# Non-Consumer Division



**Jenny Ridout**

Managing Director, Non-Consumer Division

*The Non-Consumer Division publishes works of excellence and originality to inspire, educate and inform its specialist audiences. Non-Consumer publishing is characterised by more predictable and profitable repeat revenue streams, is less reliant on retailers and presents greater direct digital and global sales opportunities. Revenues are derived from Academic & Professional, which includes Bloomsbury Digital Resources, Educational and Special Interest publishing.*

## 2022/2023 Highlights

### Growth in Non-Consumer publishing

The Non-Consumer Division's revenue grew to £97.4 million, up 19% from £81.9 million in 2021/2022. 2022/2023 profit before tax and highlighted items increased by 43% to £13.1 million (2021/2022: £9.1 million). Over the years, the Division has grown significantly and in 2022/2023 the Division's revenue accounted for 37% of Group turnover. This is the result of a clear long-term investment strategy and strong vision for growth, particularly in terms of digital innovation.

### Academic & Professional Publishing

The Academic and Professional division's revenue grew by 28% to £75.7 million (2021/2022: £59.3 million). In 2022/2023 digital publishing (BDR and e-books) comprised 52% of the Division's turnover, with revenue from Bloomsbury Digital Resources growing 41% to £26.2 million (2021/2022: £18.6 million). Our digital strategy supports the ongoing shift to digital learning, our mergers and acquisitions accelerate the breadth and depth of our content and digital products, while ongoing investments in our long-term organic growth strategy, people, platforms and infrastructure underpin our rapid growth. Diversity, Equity and Inclusion partnerships such as Lit in Colour, our Widening Representation Fund, our Writers & Artists financial assistance programme and our Open Access Collections extend our mission to widen access and effect change in the publishing and education landscape itself. See pages 72 to 73 for more information about these initiatives.

“  
*Bloomsbury is highly committed to building the business of the Non-Consumer Division, with its clear focus on life-long learning in the fields of study, academic research, professional practice and specialist interests. We continue to invest strategically in our people, expert content, digital innovation, company acquisitions and creative partnerships.*  
”



## Bloomsbury Digital Resources

Bloomsbury Digital Resources (“BDR”) provides innovative and award-winning digital academic and professional resources, sold directly to higher education institutions, schools, public libraries and companies worldwide. Combining digital products of excellence and originality with the strength and range of the Division’s extensive IP catalogue alongside media and content partnerships enables BDR to deliver growth from the high-quality platforms and infrastructure it is continuing to build. In 2022/2023, BDR delivered revenue of £26.2 million, an increase of 41% on the prior year. BDR’s growth has been accelerated by the acquisition in 2021 of ABC-CLIO, which provides major digital resources for the US high school library market, and Red Globe Press, which has enabled Bloomsbury to expand into new subject areas of publishing. BDR continues to drive ambitious organic growth plans with the addition of video content collections and major online subject hubs in the Arts, Humanities and Social Sciences. BDR’s customer base continues to increase as our market penetration deepens. The number of Academic customers increased by 15% during the year, to 2,592.

## Bloomsbury Education

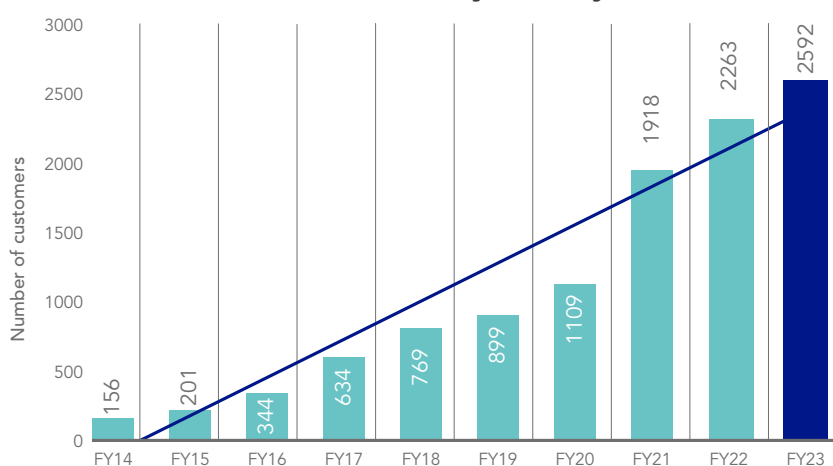
Bloomsbury Education aims to be the go-to educational publisher for innovative and inclusive educational resources, whether books and online resources for teachers to help with their own professional development, materials they can use to have real impact in the classroom or fiction for children to read which is representative of them and the world they live in.

Bloomsbury Education has made great strides in increasing the diversity of our author and illustrator base and we continue to do this through our Bloomsbury Readers and in other areas of our teacher resource publishing. In January 2023, we published a further title in our ‘Ninja’ series which, alongside the other titles from Andrew Jennings, helps to bridge the gap between learning in school and at home. As part of our Education strategy for the year ahead, we are moving some of our education brands into the consumer market space by developing new products directed at parents.

## Special Interest

The Special Interest Division continues to align its core focus of publishing non-fiction for those communities who want to learn and increase their knowledge in a broad range of hobbies, enthusiasms and interests. The division is a market leader in many of these areas including a wide range of subjects: including military history; nautical; science and nature; sport and wellbeing; arts and crafts; philosophy; religion; current affairs and business. The purchase in 2022/2023 of UIT Cambridge, known for publishing science-leading, evidence-based and environmental books will enhance existing subject areas within the Special Interest division, including by expanding its science and nature publishing programme which includes Bloomsbury Wildlife, Helm and Sigma, as well as adding new subject areas to the Special Interest division’s publishing.

### Total number of BDR customers year on year



### The markets we serve

- Global academic research community, school and higher education students who use our books and digital resources.
- Professionals, who use our online law, accounting and tax services.
- Corporations and institutions worldwide looking for publishing services.
- Communities of interest in sports, nautical, military history, natural history, arts and crafts and popular science.
- Teachers and trainee teachers looking for content to support professional development and their teaching.

# Non-Consumer Division

*continued*

## Expansion in international revenues

In 2022/2023, we continued our strategy of expanding international revenues, including taking steps to maximise sales in the US academic market, the biggest academic market worldwide. This included leveraging our acquisitions of ABC-CLIO and RGP to penetrate new markets and expand our customer base.

2022/2023 progress:

- 76% of Academic BDR sales are international (non-UK customers).
- US Academic & Professional sales increased by 74%.
- Australia Academic & Professional sales increased by 127%.



▲ Bloomsbury Art Markets

## The Value We Add

The Non-Consumer Division creates value through the following activities:

- **Publishing academic books in print and ebook formats**  
Arts, humanities and social sciences publishing for students and academics. Expert content curation, editorial and publishing services, global specialist sales and marketing expertise. Global sales distribution through multiple channels.
- **Creating high-quality digital academic resources**  
Online services sold direct to institutions worldwide through subscription and perpetual access. Expertise in content curation, user experience, digital platform development and direct selling to institutions worldwide.
- **Professional development book and online information publishing**  
Online and print resources for librarians, business practitioners, qualified and trainee solicitors, barristers, accountants and tax practitioners, e.g. Bloomsbury Professional Online sold direct through subscription. High-quality content and digital platform capabilities.
- **Publishing books and online resources for teachers**  
Content to support professional development for school and trainee teachers.
- **Provision of publishing services**  
A range of end-to-end publishing and content services including Open Access, digital and print, provided to authors, funders, corporations and organisations.
- **Publishing books, audiobooks, games and special interest digital resources**  
Rich and compelling content and online services for a range of niche communities of interest. Content is sold direct through Bloomsbury websites and through wholesale and retail intermediaries.

## 2022/2023 Key financial figures

£97.4m  
Revenue

£64.7m  
Revenue - UK

£27.8m  
Revenue - US

£4.9m  
Revenue - Other territories

£13.1m  
PBTA\*

13%  
PBTA Margin

\* PBTA is profit before taxation, amortisation of acquired intangible assets and other highlighted items

## Strategy for Growth

- Ongoing investment in organic growth plans in core publishing areas.
- Expansion of Bloomsbury Digital Resources portfolio of products.
- Growth in sales of Bloomsbury Digital Resources; BDR target to achieve 40% organic revenue growth over the five years to 2027/2028.
- Expansion of international revenues particularly in the US.
- Strategic bolt-on acquisitions to accelerate growth, strengthen content coverage and IP ownership, grow market penetration and bolster digital strategy.
- ESG: pursue new innovation, partnerships and initiatives in line with our Group-wide Sustainability and Diversity, Equity and Inclusion Action Plans.

## Acquisitions

In 2022/2023, the Division made significant progress with integrating recent acquisitions, leveraging the content acquired through global sales and cross-selling existing digital products to new markets, which Bloomsbury has gained access to as a result of these strategic acquisitions:


- ABC-CLIO publishes reference, online curriculum and professional development materials in both print and digital formats for schools, academic and public libraries, primarily in the US. ABC-CLIO's 34 databases provide curriculum-aligned content and lesson plans, professional development support and student activities to US schools and academic institutions. A new digital resource, Asian American Experience, was launched in September 2022.
- More than 7,000 text book titles and the digital studies skills resources of Red Globe Press, with its high-quality publishing for higher education students in humanities and social sciences, business and management, and study skills, are now fully integrated into Bloomsbury Academic.



- The acquisition of more than 2,000 films of Artfilms with its unique collections showcasing the global diversity and breadth of the arts, was re-launched as a new product, The Bloomsbury Video Library, in December 2022.

## Content of excellence and originality

The Division's excellence and originality shone through with many award wins and shortlistings, including being shortlisted, once again, for Academic, Professional and Education Publisher of the Year at both the 2023 British Book Awards and the 2023 Independent Publishers Guild Awards. Bloomsbury Digital Resources' Theology and Religion Online was named a Choice Outstanding Academic Title as well as winning the Library Journal Best in Reference Award alongside the Bloomsbury Architecture Library. The Division had nine Choice Outstanding Academic Title winners and two PROSE Award winners. The Popular Culture Association John G Cawelti Award was won by *Communicating Fashion*. The British Association for Irish Studies Award was won by *Irish London* and the American Educational Studies Association was awarded to *Against Sex Education*. The Critics Circle Award for Best New Play was awarded to *Best of Enemies* by James Graham. The Winner of the Scottish Association of Geography Teachers Award was awarded to *Sustainability Education* and *Making Ukraine Soviet* was awarded the American Association for Ukrainian Studies Book Prize and British Association for Slavonic and East European Studies – Alexander Nove Prize.

 For the full list of the Division's awards and shortlistings in 2022/2023, visit <https://www.bloomsbury.com/uk/connect/about-us/our-success/>

# Our International Offices

## Bloomsbury US



**Adrienne Vaughan**  
President

Established in 1998, Bloomsbury US publishes high-quality fiction and non-fiction for adults and children as well as cutting-edge scholarship from a global list of renowned academic authors. Our extensive list of bestselling and award-winning trade authors includes Carol Anderson, Sam Quinones, Jesmyn Ward, Susanna Clarke, Sarah J. Maas, Brigid Kemmerer, Renée Watson and many more. Bloomsbury Academic publishes a rich portfolio of content, in both print and digital formats, across a broad range of disciplines within the humanities, social sciences and law.

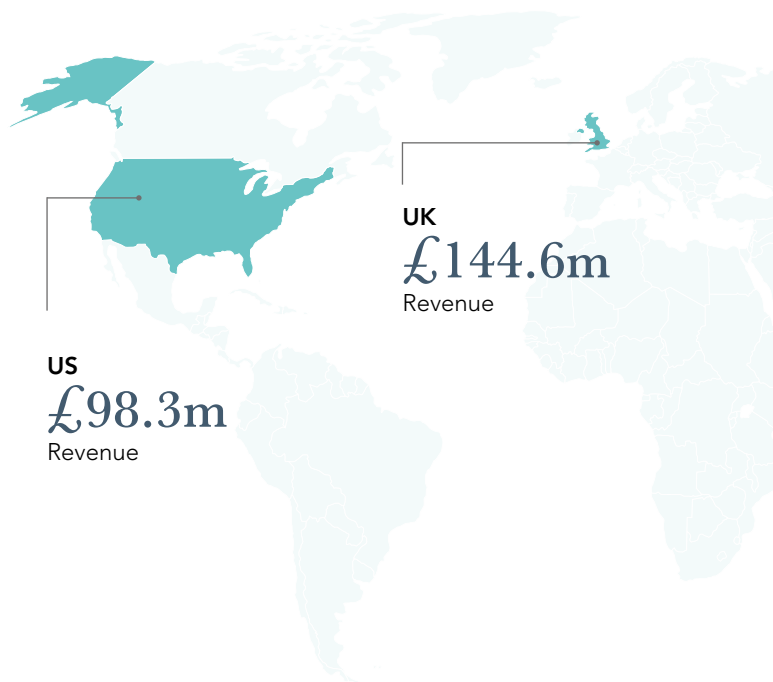
### 2022/2023 Highlights

Bloomsbury US began 2022/2023 with tremendous momentum and the courage of our purpose, mission and values. Our stated goals were to extend the previous year's successes, focusing on our brand growth as an employer, trade and academic publisher, and expanding our overall reach to include the widest audience possible.

2022/2023 was another record-breaking year for Bloomsbury US with record revenue growth of 41% to £98.3m. This growth was coupled with a tremendous year of awards, bestsellers and accolades. The financial year began with the news of our first ever Pulitzer Prize winner, *Chasing Me to My Grave* by the late Winfred Rembert as told to Erin I. Kelly, and culminated with over 15 prestigious Academic awards.

This year's performance was led by the continued growth of Sarah J. Maas, whose backlist of 15 published titles achieved excellent year-on-year growth, with a combined total of 46 weeks on the New York Times Bestseller list in the financial year. In addition, *House of Sky and Breath* by Sarah J. Maas won the Goodreads Choice Award (Maas' 7th Goodreads Choice win) for Best Fantasy with more than 150,000 votes, over 50,000 more than the nearest competitor. Over 25 million copies of titles by Sarah J. Maas have been sold worldwide, and fans are eagerly awaiting *House of Flame and Shadow*, which will publish on 30 January 2024.

In addition to the bestseller positions held by Sarah J. Maas, our trade publishing included five New York Times Bestsellers: *Dirtbag, Massachusetts* by Isaac Fitzgerald, *Bake* by Paul Hollywood, *This Wicked Fate* by Kalynn Bayron, *Defend the Dawn* and *Forging Silver into Stars* by Brigid Kemmerer. The strength of our trade publishing programme was recognised with a wide range of finalists and awards across adult and children's publishing, including debut fiction successes that bookended the financial year. Adult debut novel *Little Rabbit* by Alyssa Songsiridej was shortlisted for the Center for Fiction's First Novel Prize and was a Finalist for the PEN/Hemingway Debut Novel Award. Songsiridej was also named one of The National Book Foundation's 5 under 35, while debut Young Adult novel, *She is a Haunting* by Trang Thanh Tran, published on the last day of the financial year as the Consumer Division's first ever Barnes & Noble and Target YA Book Club pick.

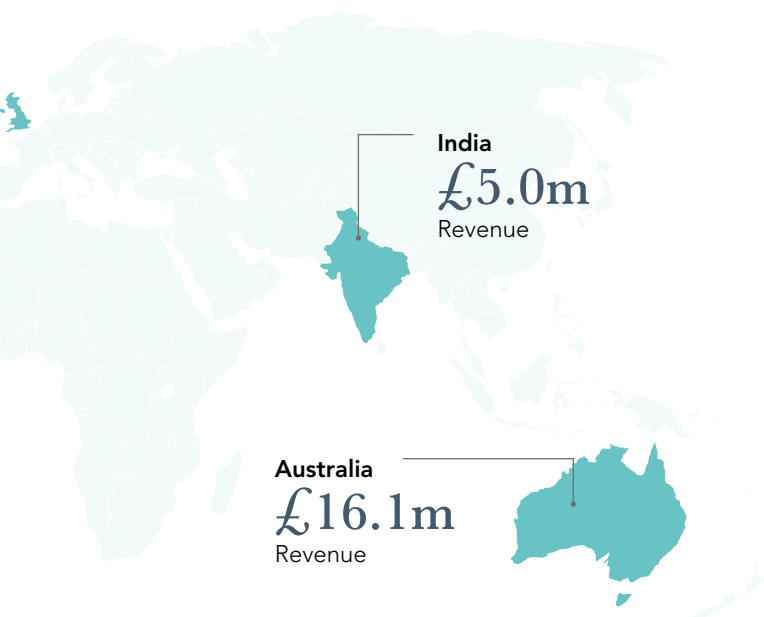


Bloomsbury Academic's US brand, reputation and market strength also continued to grow in 2022/2023, with a broadening product range and an ever-expanding institutional and schools customer base. Bloomsbury's acquisition of ABC-CLIO in December 2021 fuelled the US division's growth in 2022/2023. The combined integrated strength of the two companies was particularly demonstrable on the digital side of the Academic business, as BDR's flagship digital resource Drama Online and other portfolio products were widely embraced by the high school market, while ABC-CLIO's suite of 34 databases benefited from renewed academic and higher education market focus and attention.

Bloomsbury's rich Academic product portfolio reflects valuable partnerships built with other publishers and globally iconic cultural brands, such as the Royal Shakespeare Company and the National Theatre. Our US academic institution customers are investing deeply in our content offering, including our frontlist ebook collections, in addition to acquiring a range of our BDR products. The overall US academic market continues to see a shift to digital, and Bloomsbury is at the forefront with BDR products including Bloomsbury Collections.

Bloomsbury's growing force in reference was further recognised with a host of awards, including six 2023 PROSE finalists and one category winner, and seven 2023 Library Journal Best in Reference mentions, including four ABC-CLIO print titles. In addition, key series such as 33 1/3 and *Object Lessons* continue to gain traction, with increasing publicity and media mentions and a growing audience outside of traditional academic channels.

This year's achievements across all divisions are a testament to our 175 employees across 19 US states, and our ongoing focus on developing dynamic, diverse, and differentiated lists, author talent, products, and channels, all grounded in our company values, purpose and mission.



## Bloomsbury India



**Rajiv Beri**  
Managing Director

Bloomsbury India was established in 2012 with the objective of maximising sales in the Indian market and building strong Indian origin publishing programmes offering significant and sustainable growth. The company has a diverse publishing catalogue with strong publishing programmes in Adult Trade, Children's, and Academic & Professional. Bloomsbury India is among the top four Indian publishers of adult trade books with over 1,000 active India originating titles in its list.

2022/2023 was a year of achievement, as Bloomsbury India marked its ten-year anniversary. Revenue increased by 22% on the previous year with both Consumer and Non-Consumer Divisions achieving growth. In 2022/2023, Bloomsbury India published 167 new India origin titles. To diversify its list, and to give access to quality content in different Indian languages to a wider readership, during the year Bloomsbury India embarked on the translation of selected vernacular works into English.

In 2022/2023, Bloomsbury India was recognised by the Federation of Indian Chambers of Commerce and Industries awards, winning Business Book of the Year (Business Management) for Demystifying Leadership by Asha Kaul and Vishal Gupta. Bloomsbury India also received three further awards from the Federation of Indian Publishers for excellence in book production.

## Bloomsbury Australia



**Cristina Cappelluto**  
Managing Director

Bloomsbury Australia was established in 2010, and is responsible for Australian and New Zealand sales, marketing and distribution of Bloomsbury titles commissioned and published in the UK and US.

### 2022/2023 Highlights

2022/2023 was another dynamic year filled with both challenges and opportunities. In 2022, the market delivered the highest-grossing year on record for book sales in Australia, up 7.2% on the prior year for print sales. Bloomsbury continued to deliver year-on-year growth, outpacing the market with print sales growth of 7.9% over the same period. Total revenues were up 23% on the previous year and the strong performance of our key brands was complemented by successful new releases. Industry acclaim came in the form of a shortlisting for International Book of the Year for Ann Patchett's *These Precious Days* in the 2022 Australian Book Industry Awards.

Bloomsbury Australia's performance in 2022/2023 was underpinned by our key brands:

- Sarah J. Maas, whose sales growth through Bloomsbury Australia made her the sixth highest-grossing author in the Australian market in 2022;
- In 2022/2023, we celebrated the first publication of *Harry Potter and the Philosopher's Stone*; 26 years on, sales remain strong, growing 7% on the prior year to position J.K. Rowling as the fifth highest-grossing author across the entire Australian market;
- Spurred on by BookTok, sales of Madeline Miller's *A Song of Achilles* was our highest-selling individual title for the year.

While these three authors provided a solid foundation for our business, we were proud to deliver terrific results for an impressive frontlist line-up. Stand-outs included Johann Hari's bestseller *Stolen Focus* and Kamila Shamsie's new book, *Best of Friends*, became her fastest-selling title to date on the Australian market.

# Financial Review



**Penny Scott-Bayfield**  
Group Finance Director

*In 2022/2023, Group revenues increased by 15% to £264.1 million (2021/2022: £230.1 million). They grew by 43% from 2020/2021.*

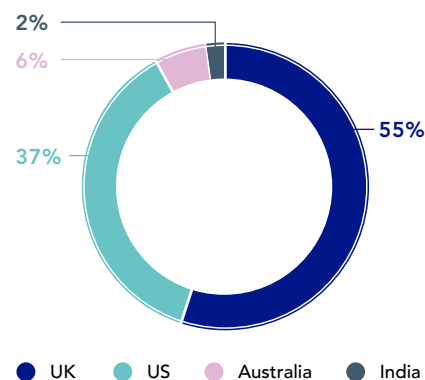
The Non-Consumer Division delivered strong revenue growth of 19%, driven by the excellent performance of Bloomsbury Digital Resources ("BDR"), where revenue increased by 41% to £26.2 million. Total revenue in the Non-Consumer Division increased by 19% to £97.4 million (2021/2022: £81.9 million), generated by 28% growth in the Academic & Professional division, with the Special Interest division in line with last year.

The Consumer Division generated strong revenue growth of 12% to £166.7 million (2021/2022: £148.2 million), with excellent trading delivered by the Children's division, across front and backlist titles.

## Revenue by territory

Revenues from customers outside the UK totalled £191.5 million (2021/2022: £150.8 million), increasing to 73% of total revenues (2021/2022: 66%).

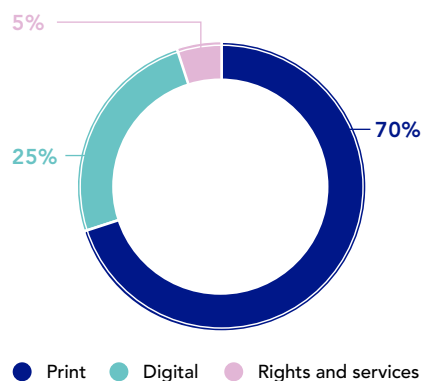
The chart below shows where Group revenues by source were generated for the year ended 28 February 2023.



## Revenue by channel

Digital sales grew by 31%, driven by ebook revenue growth of 25%, the 41% increase in BDR revenues and audio revenue growth of 29%. Print sales were strong with a 9% increase during the year, with growth in Consumer and Non-Consumer sales. Rights and services revenues increased by 29%.

The chart below shows the proportion of Group revenue that each channel/format generates.



## Profit

Profit before tax and highlighted items increased by 16% to £31.1 million (2021/2022: £26.7 million). Profit before tax increased by 15% to £25.4 million (2021/2022: £22.2 million).

The increased profit was driven by the strong performance of both the Consumer and Non-Consumer Divisions, with Non-Consumer profit up 43% to £13.1 million (2021/2022: £9.1 million) and Consumer profit before taxation and highlighted items up 2% to £18.1 million (2021/2022: £17.8 million).

**£31.1m**

Profit before tax and highlighted items

**20.4%**

ROCE

**£264.1m**

Group revenue

**30.56p**

Adjusted diluted EPS (pence per share)

The operating profit margin was 9.7% (2021/2022: 9.8%). The operating profit margin before highlighted items was maintained at 11.8%. Administrative expenses, excluding highlighted items were 24% higher; this was due to the impact of acquisitions and increased staff costs, including the Group-wide cost-of-living payments.

Highlighted items in the year comprised the amortisation of acquired intangible assets of £5.2 million (2021/2022: £2.8 million), one-off restructuring costs and legal and other professional fees relating to the acquisitions of £0.5 million (2021/2022: £1.8 million).

## Interest

The net finance cost was £0.2 million (2021/2022: £0.4 million). The finance income of £0.3 million relates to bank interest and the unwinding of interest on long-term revenue contracts. The finance cost of £0.5 million predominantly relates to interest on lease liabilities under IFRS 16.

## Taxation

The tax charge of £5.2 million (2021/2022: £5.3 million) is a reported effective rate of tax of 20.3%, lower than the reported rate of 23.9% for the prior year. Excluding the effect of highlighted items, the effective tax rate for the Group was 18.9% (2021/2022: 19.4%).

## Earnings per share

Diluted earnings per share before highlighted items increased by 18% to 30.56 pence (2021/2022: 25.94 pence), as a result of profit growth. Diluted earnings per share, after deducting highlighted items, increased by 21% to 24.54 pence (2021/2022: 20.33 pence). Information on distributable reserves can be found in Note 43. Information on the dividend can be found in the Chief Executive's Review on page 31.

## Capital structure

Our balance sheet at 28 February 2023 is summarised in the table below:

	2023 £m	2022 £m
Goodwill and acquired intangible assets	77.7	79.7
Internally generated intangible assets	9.2	8.6
Investments	–	0.1
Property, plant and equipment	2.5	2.3
Net right-of-use assets and lease liability	(1.5)	(1.6)
Net deferred tax assets	4.8	3.5
Working capital	43.8	35.2
Other non-current assets and liabilities	(0.2)	–
Total net assets before net cash	136.3	127.8
Net cash	51.5	41.2
Total net assets	187.8	169.0

Net assets per share were 230 pence (2022: 207 pence). The main movements on the balance sheet were cash and working capital. The £10.3 million increase in net cash was due to strong trading and cash generation. Working capital increased mainly due to inventory.

Inventories were 28% higher at £43.4 million (2022: £33.8 million), reflecting increased levels to ensure stock availability.

Total trade and other receivables increased by 8% to £113.8 million (2022: £105.8 million). Net trade receivables were 6% higher at £69.2 million (2022: £65.2 million) due to strong trading during the year.

Trade and other liabilities increased by 8% to £111.6 million (2022: £103.0 million). Trade payables were 16% higher at £35.0 million (2022: £30.2 million) due to timing of printing. Accruals were £2.6 million higher than last year at £44.1 million (2022: £41.5 million) due to strong trading.

## Cash

Cash and cash equivalents were £51.5 million (2022: £41.2 million). Cash flow conversion in the year was 107% (2022: 194%).

The net cash generated from operating activities, including the effect of highlighted items, was £26.7 million (2022: £39.8 million). This movement is due to increased profit and working capital. Cash used in investing activities was, principally, the cost of internally generated intangible assets such as product and system development. Cash used in financing activities mainly comprised dividend payments.

## Liquidity

The Group has an unsecured committed revolving credit facility with Lloyds Bank Plc of £10.0 million. The facility is subject to two covenants, being a maximum net debt to EBITDA ratio of 2.5x and a minimum interest cover of 4x. The loan facilities mature in October 2024. The Group's net cash position changes over the course of the year as a result of the seasonality of the business, with the most significant expenses being the payment of royalties in March and September, and the most significant sale receipts being in February from Christmas sales. At 28 February 2023, the Group had £nil drawdown (2022: £nil) of this facility with £10.0 million of undrawn borrowing facilities (2022: £10.0 million) available.

# Financial Review

*continued*

## Alternative performance measures

The Board considers it helpful to provide performance measures that it uses to assess the operating performance of the Group.

The Annual Report presents non-GAAP measures alongside the standard accounting terms prescribed by IFRS and the Companies Act, as the Board considers they would be beneficial to users.

These measures exclude Income Statement items arising from significant non-cash charges and major one-off initiatives, which are highlighted in the Income Statement because, in the opinion of the Directors, separate disclosure is helpful in understanding the underlying performance of the business that underpins long-term value generation. These measures also enable investors to more easily, and consistently, track the underlying operational performance of the Group and its operating segments by separating out those items that are not representative of the underlying performance of the business. The Income Statement items that are excluded from adjusted profit measures are referred to as highlighted items.

Alternative performance measures are used by the Board and management for planning and reporting, and have remained consistent with the prior year. The Group's definition of adjusted performance measures may not be comparable to other similarly titled measures that are used by other companies.

Both adjusted profit measures and highlighted items are presented together with statutory measures on the face of the Income Statement. Details of the charges and credits presented as highlighted items are set out in Note 4 to the financial statements. The basis for treating these items as highlighted is as follows:

## Profit before tax and highlighted items/Adjusted profit

Profit before tax and highlighted items or adjusted profit is profit before tax, amortisation of acquired intangibles and other highlighted items.

	Children's Trade £'000	Adult Trade £'000	Consumer £'000	Academic & Professional £'000	Special Interest £'000	Non- Consumer £'000	Unallocated £'000	Total £'000
<b>2022/2023</b>								
<b>Profit/(loss) before taxation and highlighted items</b>	<b>17,169</b>	<b>952</b>	<b>18,121</b>	<b>12,437</b>	<b>616</b>	<b>13,053</b>	<b>(76)</b>	<b>31,098</b>
Amortisation of acquired intangible assets	–	(352)	(352)	(4,660)	(214)	(4,874)	–	(5,226)
Other highlighted items	–	–	–	–	–	–	(457)	(457)
<b>Profit/(loss) before taxation</b>	<b>17,169</b>	<b>600</b>	<b>17,769</b>	<b>7,777</b>	<b>402</b>	<b>8,179</b>	<b>(533)</b>	<b>25,415</b>

## Amortisation of acquired intangible assets

Charges for amortisation of acquired intangible assets arise from the purchase consideration of a number of separate acquisitions. These acquisitions are strategic investment decisions that took place at different times over a number of years, and so the associated amortisation does not reflect current operational performance.

## Other highlighted items

Other highlighted items are recorded in accordance with the Group's policy set out in Note 4 of the financial statements. They arise from one-off major initiatives such that, in the opinion of the Directors, separate disclosure is helpful in understanding the underlying performance of the business that underpins long-term value generation. Examples include major restructuring initiatives or legal and professional fees arising from an acquisition. In the opinion of the Directors, separate disclosure is helpful in understanding the underlying performance and future profitability of the business.

## Tax related to highlighted items

The elements of the overall Group tax charge relating to the above highlighted items are also treated as adjusting. These elements of the tax charge are calculated with reference to the specific tax treatment of each individual highlighted item.



## Adjusted diluted earnings per share/Diluted earnings per share, excluding highlighted items

Adjusted earnings includes profit before tax and highlighted items net of adjusted tax. Adjusted earnings is included as a non-GAAP measure as it is used by management to evaluate performance and by investors to more easily, and consistently, track the underlying operational performance of the Group over time. Adjusted earnings per share is calculated as adjusted earnings divided by the diluted weighted average number of shares in issue.

Tax on other highlighted items is excluded from adjusted earnings. The Group includes the tax amortisation benefit of goodwill and intangible assets within adjusted tax as this benefit more accurately aligns the adjusted tax charge with the expected cash tax payments.

	2022/2023 £'000	2021/2022 £'000
Profit before taxation	25,415	22,181
Amortisation of acquired intangible assets	5,226	2,835
Other highlighted items	457	1,715
<b>Adjusted profit before tax</b>	<b>31,098</b>	<b>26,731</b>
Tax expense	5,171	5,291
Deferred tax movements on goodwill and acquired intangible assets	631	(207)
Tax expense on other highlighted items	79	99
<b>Adjusted tax</b>	<b>5,881</b>	<b>5,183</b>
<b>Adjusted earnings</b>	<b>25,217</b>	<b>21,548</b>
<b>Diluted weighted average shares in issue</b>	<b>82,509,514</b>	<b>83,063,193</b>
<b>Adjusted diluted earnings per share</b>	<b>30.56p</b>	<b>25.94p</b>

## Return on capital employed

Return on capital employed is calculated as profit before tax with other highlighted items and net finance costs added back, divided by average capital employed for the last two years. Capital employed is gross assets excluding cash and cash equivalents, deferred tax assets and current tax receivables less trade and other payables and lease liabilities.

	2022/2023 £'000	2021/2022 £'000
Profit before taxation	25,415	22,181
Other highlighted items	457	1,715
Net interest	188	381
<b>Return</b>	<b>26,060</b>	<b>24,277</b>
Average gross assets	302,175	274,355
Less: Average cash and cash equivalents	(46,383)	(47,846)
Less: Average deferred tax assets	(7,548)	(5,694)
Less: Average current tax receivables	(1,862)	(782)
Average Trade and other payables	(107,324)	(88,685)
Average lease liabilities	(11,439)	(12,585)
<b>Capital employed</b>	<b>127,619</b>	<b>118,763</b>
<b>Return on capital employed</b>	<b>20.4%</b>	<b>20.4%</b>

# Financial Review

*continued*

## Cash conversion

Cash conversion shows how well the Company is converting profit into cash. It is taken from the following GAAP measures:

	2022/2023 £'000	2021/2022 £'000
Cash generated from operating activities	33.3	47.7
Settlement of pre-existing acquisition liabilities	–	0.4
Adjusted cash generated from operating activities	33.3	48.1
Less: Purchase of property, plant and equipment	(0.8)	(0.6)
Less: Purchase of intangible assets	(5.2)	(3.7)
Net cash generated	27.3	43.8
Operating profit	25.6	22.6
Cash conversion	107%	194%

## Constant currency measures

Constant currency measures are disclosed in order to eliminate the effect of the movement in foreign exchange rates. Changes in exchange rates used to record non-sterling businesses result in a lack of comparability between periods since equivalent local currency amounts are recorded at different sterling amounts in different periods. Results using constant currencies are disclosed where they have a material impact on those numbers, enabling a better understanding of the underlying performance.

We have, therefore, restated the current year revenue and operating profit at the prior year exchange rates below.

The currency adjustment is calculated by applying the monthly foreign exchange rates used in 2021/2022 to convert the overseas revenue into sterling. This has been applied on a month-by-month basis to the 2022/2023 revenue and operating profit. This method allows better comparability given the seasonality of the business.

	Children's Trade £'000	Adult Trade £'000	Consumer £'000	Academic & Professional £'000	Special Interest £'000	Non- Consumer £'000	Total £'000
<b>Group revenue 2022/2023 – Reported</b>	108,897	57,796	166,693	75,749	21,660	97,409	264,102
Currency adjustment	(6,814)	(2,036)	(8,850)	(2,688)	(676)	(3,364)	(12,214)
<b>2022/2023 – currency adjusted</b>	<b>102,083</b>	<b>55,760</b>	<b>157,843</b>	<b>73,061</b>	<b>20,984</b>	<b>94,045</b>	<b>251,888</b>
2021/2022 – reported	93,039	55,157	148,196	59,328	22,586	81,914	230,110

	United Kingdom £'000	North America £'000	Australia £'000	India £'000	Total £'000
<b>Group revenue 2022/2023 – Reported</b>	144,632	98,294	16,145	5,031	264,102
Currency adjustment	–	(11,043)	(839)	(332)	(12,214)
<b>2022/2023 – currency adjusted</b>	<b>144,632</b>	<b>87,251</b>	<b>15,306</b>	<b>4,699</b>	<b>251,888</b>
2021/2022 – reported	143,192	69,651	13,133	4,134	230,110

	Children's Trade £'000	Adult Trade £'000	Consumer £'000	Academic & Professional £'000	Special Interest £'000	Non- Consumer £'000	Unallocated £'000	Total £'000
<b>Group operating profit/ (loss) 2022/2023 – reported</b>	17,313	681	17,994	7,851	443	8,294	(685)	25,603
Currency adjustment	(1,482)	(65)	(1,547)	(244)	(58)	(302)	9	(1,840)
<b>2022/2023 – currency adjusted</b>	<b>15,831</b>	<b>616</b>	<b>16,447</b>	<b>7,607</b>	<b>385</b>	<b>7,992</b>	<b>(676)</b>	<b>23,763</b>
2021/2022 – reported	15,962	1,776	17,738	6,792	(136)	6,656	(1,832)	22,562

	Children's Trade £'000	Adult Trade £'000	Consumer £'000	Academic & Professional £'000	Special Interest £'000	Non- Consumer £'000	Unallocated £'000	Total £'000
<b>Group operating profit/ (loss) before highlighted items</b>								
<b>2022/2023 – reported</b>	17,313	1,033	18,346	12,511	657	13,168	(228)	31,286
Currency adjustment	(1,482)	(65)	(1,547)	(605)	(58)	(663)	–	(2,210)
<b>2022/2023 – currency adjusted</b>	<b>15,831</b>	<b>968</b>	<b>16,799</b>	<b>11,906</b>	<b>599</b>	<b>12,505</b>	<b>(228)</b>	<b>29,076</b>
2021/2022 – reported	15,962	2,048	18,010	9,141	78	9,219	(117)	27,112

Where no reconciliation is provided above for alternative performance measures, sufficient information is included in the narrative to be able to perform a reconciliation.

## Penny Scott-Bayfield

Group Finance Director

# Section 172 Directors' Duties Statement

*The Directors of Bloomsbury – and those of all UK companies – must act in a manner which complies with a set of general duties. These duties are detailed in the Companies Act 2006 and include, in s172, a duty to promote the success of the Company, as set out below.*

## Section 172 of the Companies Act 2006

A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole and, in doing so, have regard (amongst other matters) to:

- The likely consequences of any decisions in the long term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, customers and others;
- The impact of the company's operations on the community and the environment;
- The desirability of the company maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between members of the company.

As part of their induction, the Directors are briefed on their duties, including their duties under s172, and are able to access professional advice on these, either through the Company, or from an independent provider should they consider it necessary.

The Board believes that the Company can only be successful when the interests of its key stakeholders are considered and appropriately reflected in how the Company's business and strategy develops. The Board has always had regard for the potential impact of the Group's activities on its various stakeholders. Read more about this on pages 52 to 58.

The Directors fulfil their duties partly through a governance framework that delegates day-to-day decision making to employees of the Company; details of this governance framework are set out in the Corporate Governance section on page 115. In delegating such decision making, the Board is mindful of the importance of an organisational culture which has appropriate regard for the needs and views of its stakeholders and high ethical standards. The Board believes that balancing the interests of the Company's stakeholders with the Company's commercial objectives, and the desire to behave as an ethical and responsible business, is embedded in the way the Company operates, is informed by the strong social purpose which underlies the Group's activities and is reinforced by a robust system of controls

and assurances. As set out in the Chairman's statement on pages 113 to 114 of the Corporate Governance Report, and further on page 126 of the Corporate Governance Report, the Board continues to focus on fostering a corporate culture that is aligned with the Company's purpose, values and strategy; effective engagement with, and regard for the concerns of, key stakeholders is an important aspect of promoting the Company's desired culture and reinforcing its values.

The Board gathers relevant information and feedback on key stakeholder interests and concerns from information provided by the Company's Executive Directors, senior and functional management and through direct engagement where appropriate. During the course of the year, the Board maintains its oversight of the Company's engagement with key stakeholders by receiving reports on the Company's engagement mechanisms, the matters considered during engagement, and the outcomes of such engagement. The insights which the Board gains through the Company's engagement mechanisms form an important part of the context for the Board's discussions and decision-making process.

As is typical of an organisation the size of the Company, engagement with key stakeholders in respect of day-to-day business and operational matters is ordinarily conducted by senior managers and other employees of the Company. By way of example, the Board believes that engagement with the Company's customers and suppliers is most effectively carried out by the operational teams that specialise in, and are responsible for, these areas. The Board gains an understanding of market trends through briefings by the Executive Directors and senior managers and from financial reporting by the Group Finance Director.

The Directors enjoy engaging with colleagues directly, both through attendance by Senior Managers at Board meetings to report on key developments and strategic focus in their areas of responsibility, and by way of attending Employee Voice Meetings, where Directors hear directly from Bloomsbury's employees on matters of concern and interest to them.



▲ Meeting of the Bloomsbury Board's Audit Committee

The Board believes that, individually and together, they have acted in the way they consider, in good faith, would promote the success of the Company for the benefit of its members as a whole, having regard to the matters set out in s172(1)(a–f) of the Companies Act 2006 in the decisions taken during the year ended 28 February 2023, as described in this Annual Report. In particular, you are encouraged to read the following sections of this Report, which illustrate how the Directors, with the support of the wider business, consider these matters in the course of their duties. This is not an exhaustive list as such matters are integrated throughout this report:

- **Business Model** – this identifies and explains the key resources and relationships which our business depends upon (pages 20 and 21).
- **Bloomsbury's Culture** – this describes our mission, purpose and values which drive our culture (pages 10 to 13).
- **Strategy** – this summarises our long-term strategy, our strategic priorities, and the progress we have made in implementing that strategy (pages 22 to 25).
- **Chief Executive's Review** – this reviews our performance and explains how our key decisions during the year have supported our long-term strategy (pages 26 to 31).
- **Stakeholder Engagement** – this identifies our key stakeholder groups and summarises how we engage with them, their key concerns and how their interests are taken into account in the Board's decision making (pages 52 to 58).
- **Corporate Social Responsibility Report** (pages 59 to 86) – this summarises:
  - how the Directors have engaged with employees and had regards to employee interests; and
  - the ways in which we engage in respect of, and have regard for, social and environmental issues.
- **The Corporate Governance Report** – this sets out the Company's governance framework, including how the Directors monitor culture and support the promotion of the desired culture necessary for the achievement of Bloomsbury's long-term goals (pages 126 to 132).

# Engagement with Stakeholders

*We believe that effective engagement with our key stakeholders, and consideration of their interests, is a vital aspect of our ability to achieve our mission and purpose, drive long-term value creation and ensure Bloomsbury's continued success.*

The Board is responsible for oversight of stakeholder engagement, ensuring that we balance the needs and expectations of our different stakeholder groups. The Board maintains its oversight through a variety of direct and indirect mechanisms, as illustrated below.

The insights which the Board gains through Bloomsbury's engagement mechanisms provide essential context for the Board's discussions and decision-making process. Board materials and discussions seek to appropriately consider the interests of key stakeholder groups while ensuring the need to promote the success of the Company for the benefit of its members as a whole. In addition, at each Board meeting, the Directors are presented with a report on a particular stakeholder group, the key

issues affecting that group and the engagement that has taken place to ensure a strong and continued understanding of stakeholder interests and concerns and the potential impact of the Board's decisions across our various stakeholder groups.

On these pages, we have grouped our stakeholders into seven key categories and have provided an overview of their interests and concerns, the ways in which the Company and the Board (directly and through the senior management team) engage with them, and how the interests of these key stakeholder groups are taken into account in our decision making and the formulation of our strategy.

This section of the Annual Report, in conjunction with our Section 172(1) Statement on pages 50 to 51, sets out how the Directors have taken into account the interests of material stakeholders in their decision making during the year.

## Bloomsbury's key stakeholder groups



Shareholders



Authors and illustrators



Employees



Suppliers



Customers –  
wholesale and retail



Customers – academic  
and educational  
institutions, corporate  
customers



Society (including  
community and the  
environment)



## Shareholders

Why they matter	What matters to them	Ways we engage	Considering the interests of our stakeholders
<p>Our Shareholders are the ultimate owners of Bloomsbury. They provide capital, including for growth, while providing challenge and feedback on our business model and strategic plans. We rely on their confidence, support and investment to deliver our strategy and Bloomsbury's long-term sustainable success.</p>	<ul style="list-style-type: none"> <li>• Long-term value creation through a mix of capital appreciation and dividends.</li> <li>• Timely and relevant information on performance against expectations.</li> <li>• Dividend Policy.</li> <li>• Remuneration Policy.</li> <li>• Clear strategy to deliver long-term growth.</li> <li>• Opportunities for engagement with management.</li> <li>• A supportive Company culture and the wellbeing of employees.</li> <li>• ESG (environmental, social and governance) performance.</li> </ul>	<p>Our Executive Directors maintain an investor relations annual plan, which includes:</p> <ul style="list-style-type: none"> <li>• Presentations given to Shareholders upon the release of annual or interim results;</li> <li>• Meetings with current and prospective Shareholders following annual and interim results;</li> <li>• Feedback from current and prospective Shareholders following investor engagement; and</li> <li>• Reporting to the Board on investor matters and investor feedback.</li> </ul> <p>The Chairman offers meetings with our top ten Shareholders twice a year.</p> <p>The Company's Annual Report and Accounts provide information about the Company's performance and governance.</p> <p>Key information and investor presentations are published on the Company's investor relations website (<a href="http://www.bloomsbury-ir.com">www.bloomsbury-ir.com</a>).</p> <p>The Company's Annual General Meeting ("AGM") provides a forum for all Shareholders to address questions to the Board and vote on key resolutions.</p>	<p>The Board is kept informed of all feedback received as part of Shareholder meetings and consultations.</p> <p>Shareholder feedback on Bloomsbury's strategy and performance has been positive; this has affirmed Bloomsbury's commitment to its current strategy and areas of focus. See the Strategic Report on pages 24 to 49, which explains the Company's performance and investment decisions during 2022/2023.</p> <p>The Board recognises that Bloomsbury has a broad range of investors and aims to deliver long-term sustainable value while recognising their diverse interests (e.g. capital appreciation vs dividend earnings). The Board considers these diverse interests in approving annual budgets and longer-term strategic planning.</p> <p>Feedback received from Shareholders in response to the Annual Report and Accounts, and at the Company's AGM in respect of matters relating to governance, are taken into consideration by the Board in deciding whether any revisions to its corporate framework are required.</p> <p>During 2022/2023, in addition to the usual range of matters in respect of which we engage with Shareholders, we consulted with major Shareholders on the new Remuneration Policy to be put to Shareholders for approval at the 2023 AGM. Further information is set out on pages 143 to 168 of the Governance Report.</p>

# Engagement with Stakeholders

*continued*



## Authors and Illustrators

Why they matter	What matters to them	Ways we engage	Considering the interests of our stakeholders
Authors are the lifeblood of our Company.	<ul style="list-style-type: none"><li>• Publication of the author's works to a high and consistent standard, in line with the author's vision for the work.</li><li>• Their work is published in a format that has the furthest reach in the relevant markets.</li><li>• Effective sales and marketing representation in relevant markets.</li><li>• Appropriate compensation.</li><li>• Timely and relevant information on the publication process and sales and marketing strategy for their works.</li><li>• For academic authors, to maximise their impact on the scholarly community, secure tenure and promotion at academic institutions, secure research funding and enhance their professional reputation.</li></ul>	<p>Supporting authors in realising their best works and ensuring that their works are brought to market successfully requires close collaboration throughout the entire publishing process, from editorial and design, to sales and marketing, to production and distribution.</p> <p>Frequent and ongoing engagement with authors and/or their literary agents enables us to help authors achieve their vision and to address any concerns they may have during the publishing process.</p> <p>Building strong relationships with the markets we serve, for example libraries, faculties and the student community, enables us to help shape authors' works for the relevant market segment.</p> <p>In respect of academic publications, monthly production surveys and post-publication editorial surveys are conducted with authors in order to monitor author satisfaction and address any issues identified. Rigorous peer reviews are also conducted to ensure their work meets a specific standard in terms of quality.</p> <p>Authors are also provided with a review and marketing update three months following publication of their works, so that they are kept informed of relevant marketing activities.</p>	<p>Topics raised during the engagement process vary from author to author. A key topic of engagement in respect of new acquisitions will be terms, including the scope of rights granted and royalties payable.</p> <p>Other topics of engagement include the quality of editorial work, jacket design, marketing and publicity campaigns and sales activities. These are considered and responded to on a case-by-case basis.</p> <p>Author surveys have yielded a consistently high level of scores. The Board is provided with survey results for consideration and to identify ways in which author satisfaction can be improved or enhanced.</p> <p>Global supply chain challenges, which continued into 2022/2023, have resulted in longer shipping times from printers' location. We have responded to this by building in buffers to our publication schedules to mitigate the impact of ongoing delays and disruptions, which can impact on author submission deadlines. We have sought to provide timely guidance and support to our authors as we respond to these challenges.</p> <p>Following the lifting of pandemic-related restrictions, we have resumed publicity campaigns in the normal course; these rely heavily on author appearances at public events and are an important aspect of promoting the success of our authors.</p> <p>In addition to the usual range of matters in respect of which we engage with our authors and illustrators, during the year, we communicated closely with relevant authors in respect of the restructure of the Adult Trade division of the Consumer Division. See page 35 of the Strategic Report for further information on this.</p>





## Employees

### Why they matter

Our employees are amongst Bloomsbury's most important strengths. They are key to delivering Bloomsbury's purpose and strategy, and are the driving force behind Bloomsbury's success. Attracting and retaining talent is therefore integral to our performance and our business model.

### What matters to them

- Fulfilling work.
- Recognition.
- Fair and transparent remuneration.
- Career development and progression.
- To work in a stimulating, positive, ethical and supportive environment for a business with a strong social purpose.
- A culture of inclusivity.
- To understand business context and strategy.
- To have a voice in Bloomsbury's business.
- Engagement with management.
- The long-term health of the business.

### Ways we engage

Information about the ways we engage with our employees is set out on pages 64 to 68 of the Strategic Report.

### Considering the interests of our stakeholders

Information about how we consider the interests of our employees and the outcome of our engagement is set out on pages 64 to 68 of the Strategic Report.

# Engagement with Stakeholders

*continued*

## Suppliers

Why they matter	What matters to them	Ways we engage	Considering the interests of our stakeholders
<p>Building strong relationships with our suppliers enables us to obtain the best value and quality of service. We rely on our suppliers to provide specialist services, which enable us to bring our publications and products to market. We wish to work with suppliers who understand our priorities and will adhere to our way of working and our values.</p>	<ul style="list-style-type: none"> <li>• Shared success.</li> <li>• Appropriate compensation for services provided.</li> <li>• Prompt payment.</li> <li>• Predictable workloads.</li> <li>• Provision of timely information required to manage service provision.</li> <li>• Clear processes.</li> <li>• Inventory management.</li> <li>• Impact of legislative or regulatory changes which may impact on service provision.</li> </ul>	<p>Engagement with key suppliers is ongoing and frequent, and is managed by the Heads of the relevant functional divisions. Regular formal meetings as well as day-to-day engagement ensure close collaboration and the effective flow of information required for the successful and timely provision of services.</p> <p>In the case of printers, this includes the successful delivery of finished stock according to Bloomsbury's publication schedules.</p> <p>In the case of Bloomsbury's distributors, this includes the ability to meet customer demand and expectations, exercise effective credit control, and appropriately manage stock levels.</p>	<p>Significant issues arising out of engagement with key suppliers were reported to the Board for consideration, including engagement over commercial terms and our responses to global supply chain challenges.</p> <p>Various supplier reporting processes are in place to manage credit risk, bad debt and retail customer charges and returns.</p> <p>Factors impacting on the provision of services (such as ongoing global supply chain disruptions, paper availability, supplier capacity, internal restructuring by print supplier or restrictions on storage space) are taken into account by Bloomsbury in placing work with relevant suppliers.</p> <p>The Board is committed to high standards of ethical business conduct. The policies and procedures relevant to business conduct are available to all employees and are incorporated by reference into our contracts with suppliers.</p> <p>During the year, we continued to engage with key suppliers to manage supply chain challenges, which continued into 2022/2023, including the availability of raw materials for printed products and inventory control following adaptive measures taken by publishers in response to such challenges. Engagement also concerned cost impacts arising out of an increase in energy prices and of raw materials.</p> <p>In addition, an important subject of engagement with key suppliers during the year was sustainability, including access to relevant environmental data and the consideration of measures to reduce the Scope 3 impact of our operations.</p>



## Customers – wholesale and retail

Why they matter	What matters to them	Ways we engage	Considering the interests of our stakeholders
<p>Wholesalers and retailers are Bloomsbury's primary route to market.</p> <p>Collaboration with such parties is an important aspect of ensuring a work is published successfully.</p> <p>Regular engagement with key customers builds trust and nurtures long-term relationships, which in turn encourages support for Bloomsbury titles.</p> <p>Wholesale and retail customers provide valuable insight into consumer trends and advice on optimum release dates in order to maximise sales.</p>	<ul style="list-style-type: none"> <li>• Maximising sales.</li> <li>• Maximising revenue and margins.</li> <li>• Ensuring a level playing field across wholesalers and retailers.</li> <li>• Reliability of publishing schedules.</li> <li>• Timely delivery of stock.</li> <li>• Inventory control.</li> <li>• Promotional support.</li> </ul>	<p>Senior management meets with key customers at relevant book fairs.</p> <p>Bloomsbury's sales team meets regularly with customers, to discuss forthcoming titles and publishing programmes. Sell-ins to customers occur on a monthly, quarterly or annual basis, depending on the customer.</p> <p>Our sales and marketing teams liaise with key retailers on an ongoing basis on a range of matters with a view to maximising sales.</p>	<p>Key topics of engagement included:</p> <ul style="list-style-type: none"> <li>• Commercial terms;</li> <li>• Sales activity and sales trends;</li> <li>• Matters relevant to maximising the success of particular titles, including cover designs, publication dates, marketing plans and retailer promotions;</li> <li>• Promotional support for individual titles; and</li> <li>• Logistical issues.</li> </ul>



## Customers – academic and educational institutions, corporate customers

Why they matter	What matters to them	Ways we engage	Considering the interests of our stakeholders
<p>Academic and educational institutions and professional organisations are becoming increasingly important customers in respect of Bloomsbury's digital products, and, consequently, for the delivery of our long-term strategy of focusing on digital opportunities to grow our business.</p>	<ul style="list-style-type: none"> <li>• Access to high quality, relevant and comprehensive content to support academic courses and research, and in the case of professional organisations, the activities of their employees or members.</li> <li>• Applying funding to deliver the best value to their own stakeholders.</li> <li>• To ensure a swift, accurate and cost-effective way to purchase and access relevant products.</li> <li>• Publisher responses to policy developments in respect of Open Access publishing (see pages 72 and 105 of the Strategic Report for further information).</li> </ul>	<p>Bloomsbury has in place a range of engagement mechanisms to ensure we understand the priorities of these customers. These include:</p> <ul style="list-style-type: none"> <li>• Regular site visits by our sales team to academic libraries;</li> <li>• Direct meetings with a wide range of senior academics and university staff to understand their requirements;</li> <li>• Attendance of publishing directors and sales team at principal library conferences and professional organisation annual membership events; and</li> <li>• Regular surveys of student, faculty and library users in respect of all aspects of Bloomsbury's publishing and, in particular, in respect of new products.</li> </ul>	<p>Feedback from our customers and their stakeholders informs:</p> <ul style="list-style-type: none"> <li>• How Bloomsbury develops new and existing products, including Open Access publishing models;</li> <li>• The various sales models Bloomsbury offers (subscription vs perpetual access sales, short-term loans, evidence or usage-based sales, title by title sales) to provide flexible buying solutions; and</li> <li>• Product pricing.</li> </ul> <p>In response to feedback from librarians, we develop user case studies and marketing materials to support librarians' internal-facing activities.</p>

# Engagement with Stakeholders

*continued*



## Society – including communities and the environment

Why they matter	What matters to them	Ways we engage	Considering the interests of our stakeholders
<p>At the heart of Bloomsbury is a strong social purpose – to inform, educate, and entertain, to inspire a love for reading and to promote literacy. Making a positive contribution to the wider communities in which we operate is therefore integral to our activities. In addition, the environmental impact of Bloomsbury's business activities is a growing consideration for us and we are committed to effecting improvements where practicable.</p>	<ul style="list-style-type: none"> <li>• That Bloomsbury behaves as a responsible and ethical corporate citizen.</li> <li>• That we support relevant charities.</li> <li>• That we contribute to community success.</li> <li>• That we promote diverse representation within our workforce and in the content we publish.</li> <li>• That we manage our environmental footprint.</li> </ul>	<p>The very essence of our business is engagement with wider society, through the dissemination of stories and ideas, the stimulation of debate and dialogue, the support of learning and research and the enrichment of culture.</p> <p>Information about our charitable donations, charitable initiatives and direct community engagement is set out on pages 74 to 79 of the Strategic Report.</p> <p>Bloomsbury also works in partnership with theatres and other organisations to publish their cultural output in the form of play texts and programme texts to accompany performances. The inclusion of live performance collections in Bloomsbury's educational databases, made available for free to schools, provides a means of extending audience reach and ensuring cultural heritage is embedded within the curriculum.</p> <p>Expanding the Group's activities on sustainability is a key priority for us. Information on our activities in this area and progress during the year is set out on pages 80 to 87.</p> <p>Information on Bloomsbury's work in respect of Diversity, Equity and Inclusion is set out on pages 69 to 73.</p>	<p>The Board supports Bloomsbury's wider social purpose and charitable initiatives, including as part of the approval of the Company's budget and strategic plan, where applicable.</p> <p>The Board considers the long-term impact on the environment of Bloomsbury's operations in its decision making and receives annual reporting on the Group's greenhouse gas emissions, generation of waste, and consumption of water, with comparisons to prior years.</p> <p>The Board has oversight of Bloomsbury's environmental policy and strategies for reducing the environmental impact of our business. The Executive Committee and the Board receive regular presentations on the activities of Bloomsbury's Sustainability Steering Group, consider recommendations from the Steering Group for proposed sustainability initiatives, and approve action where appropriate to improve Bloomsbury's environmental footprint, including the setting of targets to reduce greenhouse gas emissions.</p> <p>Details of the Group's environmental policy and performance can be found on pages 80 to 87.</p>

# Corporate Social Responsibility

*Corporate social responsibility is fundamental to corporate sustainability. Considering and managing the impact our business has on society and the environment – the framework in which we operate – and fulfilling our responsibilities to our stakeholders, is integral to promoting Bloomsbury’s long-term success. Our approach is informed by our purpose and our values.*

In 2021/2022, we undertook a materiality assessment to identify the areas which presented the most significant opportunity to make a positive impact through our business activities and contribute to building a more sustainable future. This analysis involved engagement internally with colleagues, and externally with key stakeholders, including investors, customers, suppliers and literary agents. The process followed and the outcomes of that analysis can be found on pages 60 to 61 of our 2022 Annual Report and Accounts.

The most important sustainability issues we have identified for our business and our stakeholders are:

- Content and Communities
  - Creating social impact through content
  - Promoting a reading culture and education
- Authors
  - Providing excellent levels of author care and promoting their success
- Colleagues
  - Talent attraction and retention
  - DE&I
- Sustainability in our supply chains
  - Working with our suppliers towards reducing the environmental impact of our business
  - Building resilience to climate change



The issues above are reflected in our strategic priorities as set out on pages 24 to 25 of this Annual Report, and the outcomes of our materiality assessment have confirmed that we are focusing on the right issues. These topics inform our CSR and sustainability reporting.

## **Our Social Purpose: content and communities**

At the heart of our business is a strong social purpose – to inform, educate and entertain, to inspire a love for reading, to promote literacy, and to help build a reading culture. Bloomsbury’s core business of publishing books is therefore in itself a social good.

Books have the power to change and shape lives, whether consumed for entertainment, escapism or education. They are a powerful vehicle through which people can connect. They introduce readers to new worlds and experiences, promoting empathy, understanding and tolerance, and can increase a sense of belonging and validation by reflecting the experiences of readers. Books play an important role in encouraging conversation around important subjects, including topics which have traditionally been considered taboo. They help build literacy and critical thinking, and promote social and democratic participation and inclusion through the transmission of knowledge and by supporting equality of access to information.

# Corporate Social Responsibility

*continued*



▲ *The Earth Transformed window display at Daunt bookshop*

Research by the National Literacy Trust has established a link between reading and the mental health and wellbeing of young people, revealing that children who are the most engaged with literacy are three times more likely to have mental wellbeing than those who are the least engaged. Literacy remains a fundamental skill for social and economic participation, and the lack of literacy skills can hold a person back at every stage of their lives.

Our publishing and our partnerships with organisations, which are dedicated to increasing literacy and access to books for those from disadvantaged backgrounds, supports the cultivation of these crucial skills and the emotional and psychological benefits which reading has been shown to bring. Go to pages 74 to 79 to read more about our community engagement and support for such organisations.

We are committed to helping both new and established authors bring original and powerful works across an array of genres and subjects to readers and learners worldwide,

sharing ideas, knowledge and experience by publishing creatively in all formats across our diverse lists. We support learning and help to advance equity through education by way of our extensive portfolio of educational and academic resources for teachers and students.

Our diversified publishing, which combines general trade publishing for adults and children with educational and academic publishing for schools and higher education institutions, and resources to support professional development in the education sector as well as in professions such as law and accountancy, means that Bloomsbury is uniquely placed to make a positive impact across all sectors of society through the books and resources that we publish, and to promote a love for reading and literacy, which are known to underpin wellbeing and success.

Many of our books address issues of social and political importance and have the power to contribute towards a change of attitudes and behaviour in society.

On the Consumer side, our books range from titles about sustainability, such as *Climate Justice* by Mary Robinson, structural racism such as *Why I'm No Longer Talking to White People About Race* by Reni Eddo-Lodge and *White Rage* by Carol Anderson, to the bestseller *Stolen Focus* by Johann Hari, which addresses the impact of digital technology on our mental capacity and wellbeing. *The Earth Transformed* by Peter Frankopan examines how a changing climate has shaped the development and demise of civilisations across time, raising awareness around the relationship between the history of humanity and the environment at a time when climate change is of pressing concern.

Personal narratives such as the Pulitzer Prize-winning *Chasing Me to My Grave* by Winfred Rembert as told to Erin I. Kelly, a memoir that celebrates Black life and summons readers to confront painful and urgent realities at the heart of American history and society, *Transitional* by Munroe Bergdorf, a memoir about learning how to live and grow as a trans person, *You Are Not Alone* by Cariad Lloyd, which explores dealing with grief and how to overcome it, Wendy Mitchell's *What I Wish People Knew About Dementia*, about suffering with Alzheimer's, and Edward Enninful's *A Visible Man*, a memoir of his journey from arriving in the UK as a refugee to becoming the first Black editor-in-chief of British Vogue, open up the conversation around important subjects.

In our Children's division, books such as *Grown: The Black Girls' Guide to Glowing Up* by Melissa Cummings-Quarry and Natalie Carter, a guide to navigating life as a Black teenage girl, *As Long as the Lemon Trees Grow* by Zoulfa Katouh, which is set in the Syrian revolution and explores identity, trauma, refugee experience and the brutality of war, and *Out of the Blue* by Robert Tregonning, an exploration of being different for young readers, are aimed at exploring and reflecting diversity of identity and experience.

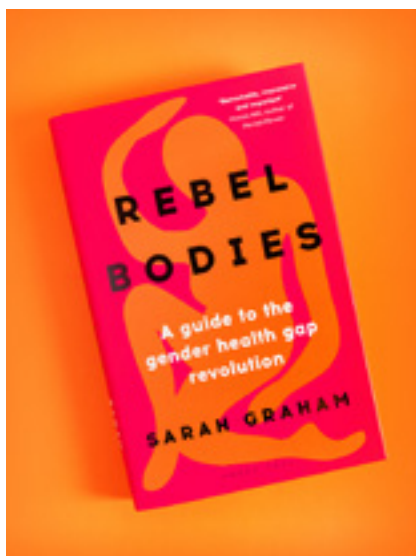
Through the science and nature publishing of our Special Interest division, we seek to act as a bridge between the reader and the natural world around us, foster an appreciation of wildlife, and educate readers about our natural habitat and the threats to it. The social impact of this area of our publishing has grown over the last decade, where our books have set agendas and helped drive societal change. One example is *Inglorious*, Mark Avery's rallying cry against driven grouse shooting, which was part of the ongoing battle against this destructive form of land management. Subsequent titles have included *Forget Me Not* by Sophie Pavell, which enhances consumer understanding of climate change



and its effects on specific species of plants and animals; *Cornerstones* by Benedict Mcdonald, a call for rewilding in the UK; and *Avocado Anxiety* by Louise Gray, which helps readers make sustainable, low-carbon or low-impact choices when purchasing fruit and vegetables. The acquisition in 2022/2023 of the UIT Cambridge and Green Books imprints bolsters Bloomsbury's publishing in these areas of sustainability, environmental awareness and eco-living. The division also publishes books on health and wellbeing to support readers through all phases of life, publishing across a diverse range of topics from managing stress and women's health to retirement planning. Our authors are at the forefront of their fields and include Maisie Hill, author of bestselling book *Period Power*; happiness expert and New York Times bestselling author Arthur C. Brooks, author of *Strength to Strength: Finding Success, Happiness*

and *Deep Purpose in the Second Half of Life*; and award-winning investigative journalist Sarah Graham, author of *Rebel Bodies: A guide to the gender health gap revolution*.

Our Bloomsbury Academic titles, written and edited by a diverse, inclusive group of researchers, journalists, and practitioners, help to explore answers to the biggest questions facing our world today and support specific UN Sustainable Development Goals ("UN SDGs") as set forth in the UN 2030 Agenda (go to <https://www.bloomsbury.com/uk/academic/un-sustainable-development-goals/> to read more about our SDG-aligned titles). From education to climate change, equality to healthcare, these books help drive a uniquely focused, global effort to make our world a better place, and our future commissioning activities will be informed by alignment with the UN SDGs.



# Corporate Social Responsibility

*continued*

In Bloomsbury Education, our books and resources are aimed at supporting teachers to deliver better teaching and create inclusive learning environments, with recent examples being *Time to Shake Up the Primary Curriculum* by Sarah Wordlaw, which is aimed at supporting teachers and school leaders to develop and implement an inclusive curriculum and become more inclusive and aware practitioners, *A Guide to SEND in the Early Years* by Kerry Murphy, which seeks to dispel common myths around special educational needs and disabilities, and *Representation Matters* by Aisha Thomas, which demonstrates how race shapes the experience of Black, Asian and racially minoritised teachers and pupils in the UK and proposes an action plan for classrooms and schools.

We understand the importance of ensuring that the books we publish are reflective of the society in which we operate and we are focused on increasing the diversity of both our workforce and our author base to achieve this.

[Read more about our publishing, our community engagement and DE&I on pages 26 to 41, 74 to 79 and 69 to 73 respectively of this Annual Report.](#)

## Our Colleagues: the driving force behind Bloomsbury's success

Our business performance depends on the ability to attract, develop and retain talented individuals at all levels, with diverse skills, perspectives and backgrounds. The strength, talent and commitment of our colleagues is critical to every aspect of our strategy. We are committed to supporting our colleagues by developing skills and capability, building a diverse and inclusive business, and supporting colleague wellbeing.

[Read more about employee engagement and experience, and Bloomsbury's approach to DE&I, on pages 64 to 73 of this Annual Report.](#)

## Our Environment: treading lightly and building climate resilience

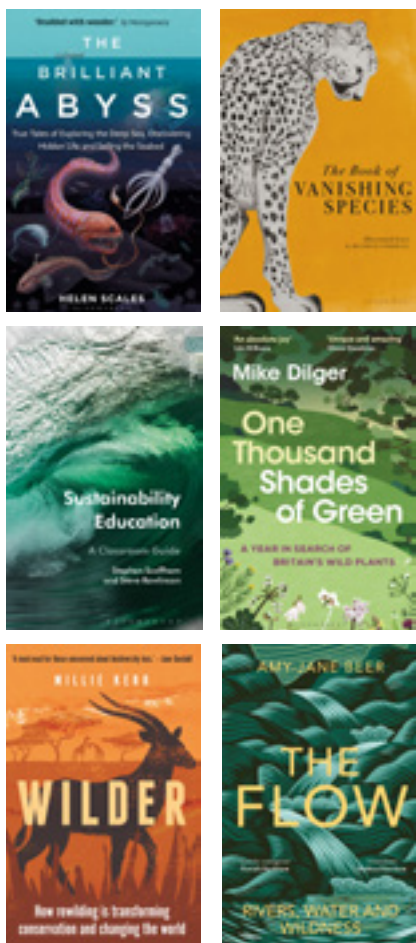
We have made significant progress in our work on environmental sustainability and have achieved a reduction of 80% in our Scope 1 and 2 emissions since our base year of 2019/2020. In addition to this we achieved a B score on our CDP Climate Change disclosure and have won both the 2023 IPG Sustainability Award and the 2023 inaugural London Book Fair Sustainability Initiative Award. This programme of work remains of the utmost importance to Bloomsbury's Board and Executive Committee.

[Read more on our environmental performance during the year on pages 80 to 87 of this Annual Report.](#)

[See pages 88 to 102 for information on our work to understand and measure the risks and opportunities for Bloomsbury arising in connection with climate change.](#)







Through broad engagement, our business decisions are informed by a wide range of perspectives, allowing us to deliver value and opportunities to our stakeholder groups, balanced between the short and long term. The interests of our various stakeholders, and the consequences of any decision in the long term, are considered carefully by the Board. Our stakeholder engagement enables the Board to understand all relevant factors in its decision-making process in order to select the course of action that best leads to long-term success and serves the interests of Bloomsbury's stakeholders.

[Read more on how we engage with our stakeholders on pages 52 to 58 of this Annual Report.](#)

### Linking sustainability to our policies and risk management processes

Our approach to sustainability and broader business governance is underpinned by a set of policies including our Environmental Policy, DE&I Policy, Anti-Modern Slavery and Human Trafficking Policy and Anti-Bribery and Corruption Policy (available on our websites).

As part of our company-wide risk management framework to identify and manage business risks, we consider sustainability-related risks, including climate change, the social impact of our publishing, and our ability to attract and retain talent.

[Read more about our risk management process and principal risks on pages 103 to 110 of this Annual Report.](#)

### Our Stakeholders: engaging effectively and making good long-term decisions

Stakeholder engagement is integral to how we do business and to the formulation and execution of our strategy for long-term success. Respect and consideration for our stakeholders in how we do business delivers better outcomes not just for Bloomsbury, but for society as a whole. We know the importance of partnerships which offer mutual benefits, both for our own success and that of the communities in which we operate.



# Our Colleagues

*Bloomsbury's success is driven by the expertise and commitment of our workforce. We want to attract the highest-calibre employees. Fostering a positive culture and employee experience is a top priority for the Company and has informed the actions taken during 2022/2023 to help our colleagues feel supported and engaged and to work well.*

The Board and Executive Committee are committed to fostering a culture of partnership and trust, and to making life at Bloomsbury welcoming, rewarding, engaging and productive. Bloomsbury supports individual and collective success through effective employee engagement and support, comprehensive training and development opportunities, and the implementation of reward schemes which recognise our colleagues' contribution to Bloomsbury's success.

Bloomsbury's culture continues to evolve through our publishing, our HR initiatives and our work on Diversity, Equity and Inclusion, directed at capturing the full potential of the talented people who work at Bloomsbury and driving value for our stakeholders. Maintaining a good culture also relies on policies and procedures that equip colleagues to make the right decisions and effective channels through which to raise concerns. These include the Group's Diversity, Equity and Inclusion and Whistleblowing Policies, and HR policies directed at preventing bullying, harassment and discrimination.

In June 2023, Karl Burnett will join Bloomsbury in the newly created role of Group Director of People and Engagement and as a member of the Executive Committee, to drive forward Bloomsbury's employee engagement, communications, Diversity, Equity and Inclusion and Sustainability strategies and ensure that Bloomsbury continues to innovate and advance in these important areas. See page 119 for Karl's biography.

## Employee engagement and experience

Following the end of the 2022/2023 Financial Year, colleagues were asked to participate in a survey seeking their responses to a number of questions relating to employee experience, organisational culture and DE&I. The engagement rate was 53%. Of those who responded:

**93%**

are proud to work for Bloomsbury

**85%**

feel they are well informed about what the company is doing

**90%**

recommend Bloomsbury as a great place to work

**82%**

consider that staff are treated fairly regardless of their age/ethnic origin/gender or sexual orientation

## Employee engagement

We recognise the importance of a culture built on open engagement and information sharing, and Bloomsbury has in place a wide range of channels to engage with employees and keep them informed about business performance, HR policies, training and development opportunities and other matters which concern them.

A key element of our engagement strategy is our Employee Voice Programme, which promotes an open dialogue between those who work for Bloomsbury and the Executive Committee and Board.

Running globally, colleagues are encouraged to share their views on Bloomsbury as a publisher and employer. Employee Voice

Meetings ("EVMs") are held routinely throughout the year, with a selection of employees from different levels across the Group being invited to attend scheduled meetings by rotation. These meetings provide every employee with the opportunity to share their views on anything from Bloomsbury's strategy, communications, training, compensation and benefits, to ideas on how to make Bloomsbury a better place to work. Members of the Executive Committee chair the meetings on rotation; Non-Executive Directors are also invited to attend. Employees share their views on the understanding that matters discussed will not be attributed to particular individuals in reports on meeting outcomes, which are provided to the rest of the Executive Committee and the Board. The Executive Committee



and the Board receive the minutes of EVMs on an anonymous basis, together with a list of the key themes arising out of them.

This form of engagement with employees across the Group enables senior management and the Directors of Bloomsbury to keep a finger on the pulse of the organisation and to gain unfiltered feedback from employees. The Board and the Executive Committee discuss and approve new policies and actions based on the views expressed at these meetings.

EVMs also provide an effective means for the Board and senior management to monitor the Company's culture in order to ensure that it aligns with the Company's values and purpose, and continues to support the delivery of the Company's strategy.

Monthly global Town Halls are hosted alternatively by the Chief Executive and Executive Committee Members, presenting company strategy, business news and issues across the industry and reporting on Group-wide initiatives. Our twice-annual global Bloomsbury Publishing Highlights event brings colleagues together from all areas of the business to present and celebrate upcoming publishing plans and the most exciting titles in the pipeline. New starter meetings occur monthly in the UK and US to introduce Bloomsbury, its values, purpose and mission to new colleagues. Our weekly global employee-generated newsletter,

the 'Illustrated Bloomsbury News', focuses on company news, initiatives and updates, as well as celebrating achievements for colleagues, authors and books. The introduction is written by the Chief Executive every other week and by members of senior management in the alternative weeks.

The Company also runs confidential pulse surveys to seek feedback from colleagues on a variety of matters, including Company culture.

## Inclusion and belonging

We believe that a commitment to Diversity, Equity and Inclusion ("DE&I") makes Bloomsbury a better place to work, drives business success and supports our relationship with our communities. Embedding DE&I initiatives in our culture improves the Group's ability to attract talent and improves retention rates. We understand that fostering a working environment which values differences and in which colleagues feel welcome and included increases engagement levels, improves working relationships and leads to greater creativity and productivity.

 See pages 69 to 73 for information about DE&I at Bloomsbury.

▼ *Pride Network Book Club event with author Lex Croucher*



## Our Colleagues *continued*



### Supporting our colleagues

Like many other organisations, the way we work has evolved following the pandemic. Our hybrid working arrangements, introduced after the end of lock-downs, support work-life balance for Bloomsbury colleagues. Colleagues work a full day, with core hours being from 10.00 am to 3.00 pm to allow for flexible start and finish times, enabling colleagues to balance wider personal and family responsibilities with their work. Our hybrid working policy is based on two days in the office and three days at home per week. Office days are allocated to specific teams to facilitate team connection and collaboration. Flexible Fridays allow employees to work additional hours between Monday and Thursday if they wish to finish at lunchtime on Fridays. These policies are designed to help our colleagues be as productive as possible, while benefitting from flexibility and maintaining team collaboration and connection. In preparation for the return to our offices in September 2022 and the full implementation of our hybrid working policy, we invested in upgrading meeting room technology to enable teams to connect well with one another and with partners virtually.

Our broader approach to supporting colleagues includes investing in a flexible range of benefits.

Our annual leave policy grants all employees paid holiday between Christmas and New Year to allow for a restorative year end break.

We actively promote a culture that places importance on mental health. All employees are entitled to take two paid Personal Wellness Days in support of mental health and wellbeing, an initiative introduced during the pandemic, which we have made a permanent benefit. Our global Employee Assistance Programme supports employee wellbeing and mental health. Provided by Workplace Options, the programme gives all employees free access to counselling and support for work and personal issues. We have trained members of staff across our London and Oxford offices to be Mental Health First Aiders. These members of staff are equipped to provide confidential peer-to-peer support and guidance to those in need and help us build a mentally healthy workplace.

Our colleague-run Staff Networks also play an important role in supporting and connecting colleagues and promoting wellbeing through inclusion and a sense of belonging.

See pages 70 to 72 for more information about these networks.

Globally, we offer free access to appointments with two company doctors, general practitioners, providing no-barrier access to medical advice for all staff. In January 2023, we engaged a second company doctor to meet increasing demand.

Our Home Rental Deposit Loan Scheme ensures that UK employees in early career roles can secure a suitable place to live.

Our parental leave policies promote gender equality and recognise the need to balance career progression with personal and family life. They include enhanced shared parental leave and an increased period of discretionary company maternity and adoption leave pay.



## Supporting our colleagues through the cost-of-living crisis

During the year, global inflation and an increase in energy prices led to an increase in the cost of living in many countries, including those in which the Group has offices. Bloomsbury responded to these challenges with the following package of support for colleagues and their families:

- A cost-of-living pay increase of £1,000 in October 2022 for UK, US and Australia employees (tailored to our India office to reflect local economic conditions and salaries).
- A one-time cost-of-living payment of £1,250 in February 2023 for UK, US and Australia employees (tailored to our India office to reflect local economic conditions and salaries).
- A 6% salary increase from 1 March 2023.

## Training and development

In 2021/2022 we recruited a dedicated Training Manager and launched a comprehensive Learning and Development Training Programme for employees. Designed to support staff at all levels and in all areas of the Company, the training programme helps develop skills in support of career progression. The training is focused on four key themes: Core Skills, Management Training, LinkedIn Learning, and DE&I and Wellness. The programme will be expanded in future years.

In May 2021, we launched The Bloomsbury Diploma in Leadership and Management, run by our third-party training provider, Corndel. In September 2022, the first cohort of 28 colleagues graduated and we were delighted to enrol our second cohort of 25 new participants into the 2022 programme.

Executive coaching is provided to employees in senior management roles who wish to enhance their personal and professional development to support the performance of their management roles.

In the UK, our mentoring scheme facilitates senior, peer, and reverse mentoring and builds networks

and connections across all departments and Divisions. The scheme also promotes the sharing of experiences by colleagues from different professional and personal backgrounds, and supports Bloomsbury's focus on DE&I.

The Company provides training to employees in Unconscious Bias and Allyship in the Workplace, and events and talks run variously by the Communications team and our Staff Networks highlight national and international awareness moments, such as Disability History Month, Black History Month and Pride.

Bloomsbury's formal appraisal programme provides the opportunity for colleagues to give and receive feedback on performance and to discuss opportunities for training and career development through the setting of objectives.

## Bloomsbury's Apprentice Scheme



We are committed to nurturing new talent regardless of background: since 2021, we have welcomed

26 Apprentices to Bloomsbury in partnership with the LDN Apprenticeship Scheme, which is rated "Outstanding" by Ofsted. Of the 14 apprentices who have so far completed the programme, nine have secured permanent roles at Bloomsbury and three have secured roles at other publishing houses.

## Reward and recognition

Being recognised and fairly rewarded is important to colleagues everywhere, and fair pay brings benefits for families, communities and our business.

Bloomsbury complies with the UK Living Wage rates, although the nature of our business means that colleagues typically receive compensation which significantly exceeds that.

All Bloomsbury employees participate in the Group bonus scheme, which is based on the achievement of Group profit targets set at the beginning of the financial year. The scheme acknowledges the vital role our colleagues play in Bloomsbury's ongoing success, and allows them to share in this success.

In the UK, employees are eligible to participate in an employee HM Revenue & Customs approved Sharesave scheme to enable employee participation in the performance and growth of the Group. Executive Committee members are also eligible to participate in the Company's Long Term Incentive Plan.

The Company Annual Salary Review is effective from 1 March each year, with employees with at least six months' service at that date benefitting from any Group-wide pay increase from year to year.

# Our Colleagues

*continued*

The table below sets out key features of the Group's employment policies and practices not outlined on the previous pages:

Employment policy	Description
<b>Health, Safety and Wellbeing</b>	<p>Bloomsbury's Head of Facilities reports to the Chief Executive in respect of Health and Safety ("H&amp;S") and heads a H&amp;S team that ensures compliance with the Company's H&amp;S policy. At least annually, the Board and the Executive Committee review H&amp;S including risks assessments, developments and incident reports. The H&amp;S team works closely with management and employees to ensure that the H&amp;S policy is effectively communicated, implemented and maintained across the business. Managers of the worldwide sites are accountable for ensuring their areas of the business are in compliance with H&amp;S policy.</p> <p>The Group maintains H&amp;S risk assessments and accident books for all its locations worldwide (including where there is no local legal requirement to do so) and staff are encouraged to report all accidents or near misses.</p> <p>During the year, there were no serious injuries, fatalities or reportable incidents.</p>
<b>Performance and merit</b>	<p>Senior managers are accountable for the performance of their teams and determine the most appropriate approach to performance management for each team. All employees participate in Bloomsbury's formal annual appraisal process, which serves as a mechanism for managing performance and identifying opportunities for career development. Promotions and external recruitment are based on merit and ensure that the most suitable person is selected for each position.</p>
<b>Flexible working</b>	<p>Go to page 66 of this Annual Report for information on our flexible working policies.</p>
<b>Human rights</b>	<p>Bloomsbury is committed to meeting its responsibility to respect human rights and to complying with employment and other legislation applicable to the locations in which it employs people, ensuring the human rights of individuals are protected. Bloomsbury's Modern Slavery and Human Trafficking Statement can be found on our investor relations website <a href="http://www.bloomsbury-ir.co.uk">www.bloomsbury-ir.co.uk</a>.</p>
<b>Ethical behaviour</b>	<p>We expect employees, Directors, and subcontractors to behave ethically in their work relationships and dealings with third parties on behalf of Bloomsbury. Compliance with ethical behaviour Group policies such as for anti-bribery and corruption, dealing in Bloomsbury shares and modern slavery and human trafficking is an employment term of Group employment contracts. Bloomsbury's Whistleblower policy enables employees, other categories of workers and third parties to have any concerns relating to the Group confidentially addressed. Details of these policies can be found at <a href="http://www.bloomsbury-ir.co.uk">www.bloomsbury-ir.co.uk</a>.</p>
<b>Equality of opportunity</b>	<p>Bloomsbury has a diverse workforce and follows a policy that no employee or other person receives more or less favourable treatment on the grounds of gender, sexual orientation, colour, race and ethnic origin, nationality, religion, disability or age. The Human Resources function monitors compliance with the policy and with applicable legislative requirements to ensure the equality of opportunity in the recruitment, selection and promotion of employees. Grievance and disciplinary procedures protect employees from discriminatory behaviours and attitudes. Further information on our approach to diversity and inclusion is set out on pages 69 to 73.</p>

# Diversity, Equity and Inclusion at Bloomsbury

*Bloomsbury is committed to Diversity, Equity and Inclusion. Diversity is not simply a matter of regulatory compliance, or even social justice. Attracting talented people from all backgrounds enriches our business and the lives of our employees and leads to better culture and performance.*

We know that diversity drives productivity, creativity and innovation. As such, it is integral to the delivery of our strategy, as is creating an environment in which all Bloomsbury employees feel a sense of belonging. We believe that diversity and inclusion go hand in hand.


In 2021, we launched our Global Diversity, Equity and Inclusion “(DE&I)” Action Plan (see <https://www.bloomsbury.com/media/yjvjngs2/dei-action-plan-web.pdf>), created in collaboration with staff, and appointed a dedicated Diversity and Inclusion and Training Administration Manager to organise and lead our work in this important area. Since then, we have been driving tangible positive change across all areas of our business

and continue to contribute to wider industry discussions on this important topic. Bloomsbury is a signatory to The Publishers Association Inclusivity Action Plan, developed with Creative Access, which comprises a set of ten commitments for publishing businesses to undertake over the period 2023 to 2026 aimed at ensuring an equitable, diverse and inclusive workplace.

In January 2023, we published our first DE&I Annual Report, outlining the significant progress the company has made since launching our DE&I Action Plan two years ago. In recognition of the strides which Bloomsbury has made in this area, we were awarded the 2022 Independent Publishers Guild Diversity Award and the 2022

London Book Fair Inclusivity in Publishing Award, and have been shortlisted for both awards in 2023 as well as for the 2023 Small Cap Diversity and Inclusivity Award.

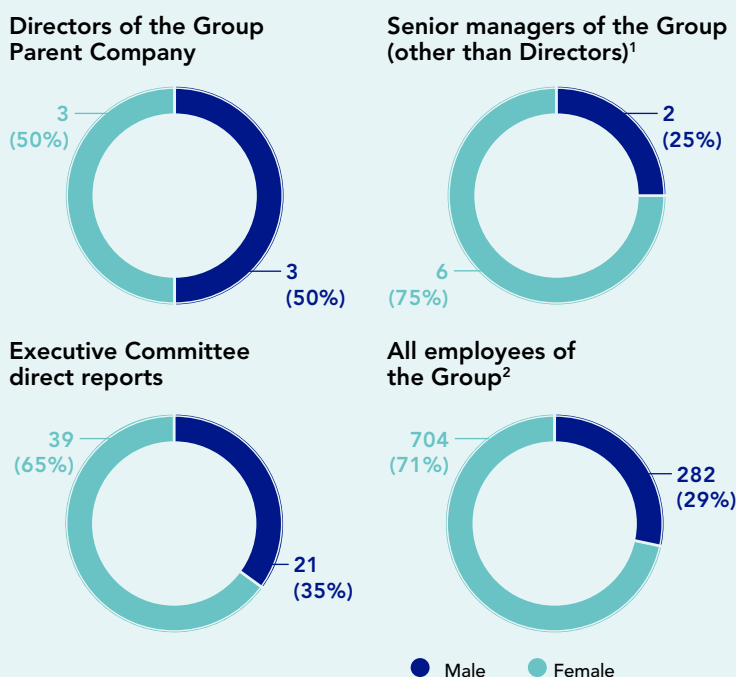
We recognise that there is much more to do to drive change and increase the representation of minority groups within the publishing industry, and we will continue to prioritise this work, including by evolving our recruitment processes to increase access to the industry by those from underrepresented backgrounds and communities.

 See pages 64 to 73 to read more about employee engagement and experience, and DE&I at Bloomsbury.

## Gender diversity at Bloomsbury

We have a diverse workforce and management team led by a gender diverse Board. The majority of senior managers and employees worldwide in the Group are women. The number of employees by each gender as at 28 February 2023 is shown here:

In line with UK regulations, Bloomsbury has provided information on its gender pay gap in the UK (see [www.bloomsburyir.co.uk](http://www.bloomsburyir.co.uk)). We benchmark our gender pay gap against the publishing industry, taking into account the differences that arise from the operation by other publishers of their own warehouse and distribution businesses where the gender ratio in certain quartiles will differ from Bloomsbury’s. We continue to monitor and interrogate the reasons for the existence of any gender pay gap from year to year. Bloomsbury’s gender pay gap, as reported in respect of 2022, is due to fewer men than women being employed in the lower quartiles of the Company.



1. Includes the heads of publishing Divisions, Group functions and country heads who are not Executive Directors on the parent Company Board.  
 2. Excludes workers who are freelance consultants and temps.

# Diversity, Equity and Inclusion at Bloomsbury

*continued*

## Ethnic minority representation at Bloomsbury

Bloomsbury is committed to increasing the diversity of our workforce, including the representation of ethnic minority groups.

One out of the six Directors on Bloomsbury's Plc Board is from a minority ethnic group, in line with the recommendations of the Parker Review.

One out of the eight members of Bloomsbury's Executive Committee is from a minority ethnic/mixed background. In 2022/2023, we started to collect equal opportunities data from colleagues on a voluntary basis, to enable us to better understand the demographics of our workforce and monitor progress against our goals.

Our DE&I Action Plan has set a target for Black and minority ethnic groups to represent 20% of new UK recruits, and 35% of new US recruits, by 2024.

Our recruitment platform enables us to track applicants and monitor year-on-year recruitment data to ensure we are reaching our goals. Jobs at Bloomsbury are posted on various platforms to reach diverse audiences, such as Creative Access, Diversify, io, and The Dots, with our Diversity, Equity and Inclusion policies and staff benefits clearly signposted.

In 2022, Bloomsbury UK employees were invited to participate in the UK Publishers Association's industry diversity survey.

**15%**

of Bloomsbury respondents identified as being from ethnic minority groups (excluding white minorities).

In the US,

**26%**

of Bloomsbury employees identify as being from ethnic minority groups.

In 2022/2023, Black and minority ethnic groups represented

**31%**

of overall applications and

**20%**

of offers made in the UK and

**40%**

of overall applications and

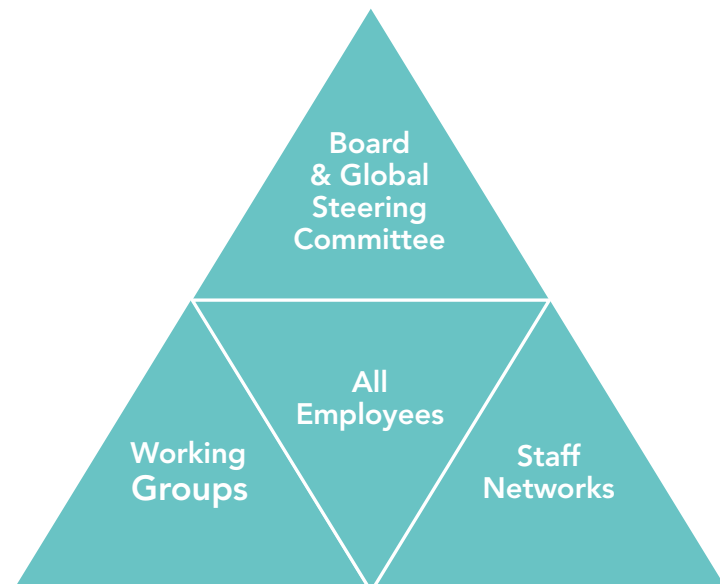
**59%**

of offers made in the US.

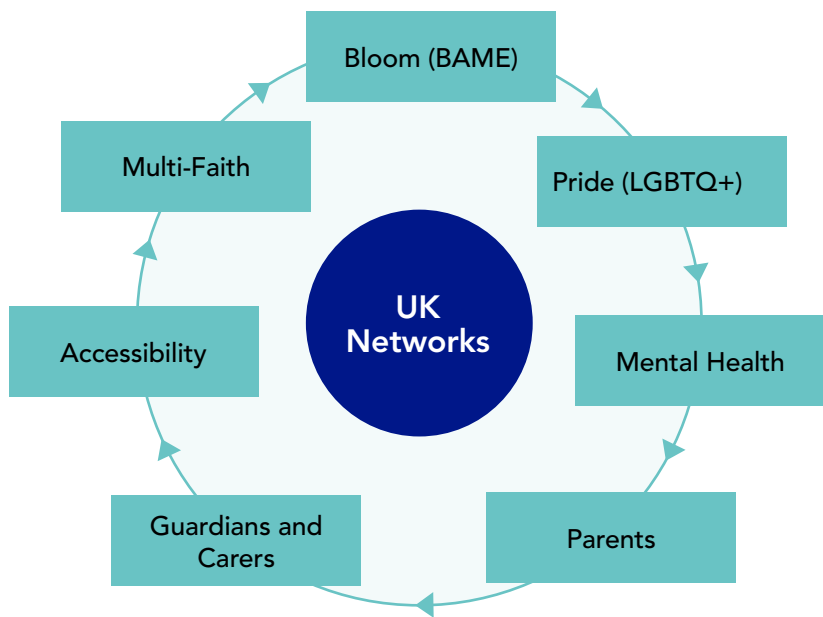
## DE&I Governance and staff networks

The Board receives regular updates on strategic DE&I initiatives across the Group with a view to ensuring that the strategies in place and in development are supportive of a culture that upholds Bloomsbury's principles of equity and inclusion for all.

Bloomsbury's Global DE&I Steering Committee supports our DE&I Project Managers, Staff Networks and Employee Resource Groups ("ERGs"), which provide valuable feedback to management on DE&I initiatives and help set priorities for future action.



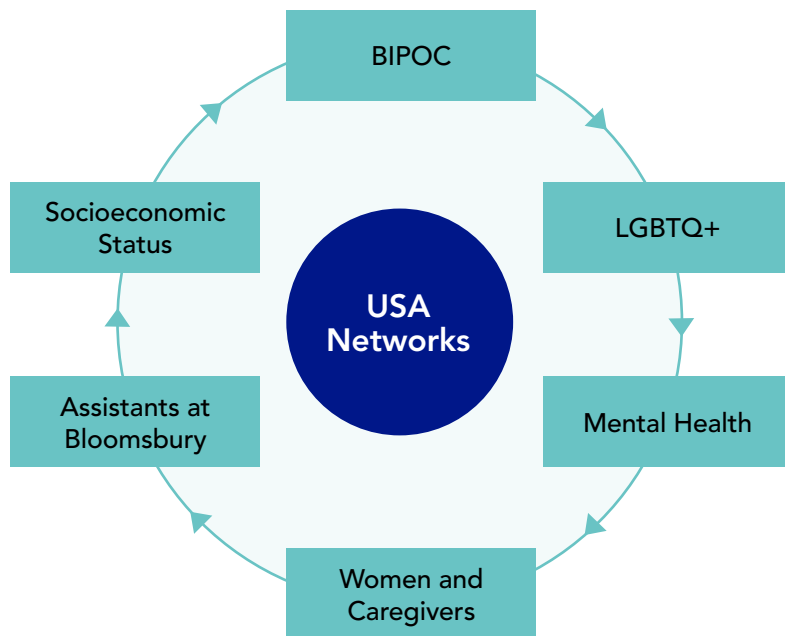




**82%**  
of respondents to a Company-wide pulse survey conducted in March 2023 agreed that people at Bloomsbury are treated fairly regardless of their age, ethnic origin, gender or sexual orientation.

Bloomsbury's DE&I Manager, Annie Muiyang, is responsible for DE&I work across the company. This includes supporting Staff Networks projects and initiatives related to advancing our work in this area. She is also responsible for developing and implementing Bloomsbury's DE&I Action Plan and tracking progress against our targets.

Our Staff Networks are the backbone of ensuring that DE&I is woven into the workplace and that staff are represented at all levels. These networks are run by colleagues and led by Chairs who are committed to cultivating spaces of shared experience, as well as educating colleagues across the Company. Their work helps foster an environment that is welcoming and supportive of difference and individual wellbeing and promotes an inclusive culture in which our workforce feels connected by a common purpose and shared values.



Having launched a new Multi-Faith Network in the UK during 2022/2023, we now have 13 thriving Staff Networks across the UK and US, supporting and representing our diverse array of colleagues.

# Diversity, Equity and Inclusion at Bloomsbury

*continued*

## Activities of the Staff Networks during 2022/2023 include:

- The Bloom Network celebrated Black History Month and South Asian Heritage Month with a series of events and launched the Bloom Buddy Scheme to pair new starters with other ethnically diverse colleagues for guidance and support.
- The Mental Health Network celebrated Mental Health Awareness Week with a series of events and recognised World Suicide Prevention Day and World Mental Health Day. Work began on a menopause policy and 15 staff members became Mental Health First Aiders.
- The Accessibility Network held its first event, celebrating Disability History Month.
- Our Parents, Guardians & Carers Network launched a buddy scheme for parental leave returners and provided consultation on our flexible working and parental policies.
- The UK Pride Network celebrated Pride Month, launched a new book club, and hosted joint events with the US LGBTQ+ Network.
- In the US, a new mentorship programme developed by the Education & Retention ERG was launched, to help pair new starters with mentors across department and expertise areas. The Publishing ERG has been developing a style guide on inclusive language and the Recruitment ERG has created a resource pack for hiring managers.
- All Staff Networks have formulated Mission Statements.

## Widening Access

During 2022/2023, our Academic & Professional division developed a Widening Representation Programme which will run in 2023/2024 with the aim of making our publishing more inclusive, equitable and diverse. The Programme offers financial support for publishing-related costs to authors who may not otherwise be in a position to publish their works. This includes early career scholars, authors for whom English is not their first language, and authors who have accessibility requirements. The ambition of the Programme is to further diversify the authors and the works published by the Division, by improving access for hitherto underrepresented groups.

Bloomsbury's Academic History team has entered into a partnership with the World History Association (WHA) for a diversity in world history first monograph prize. This new annual prize seeks to improve the publishing opportunities available for early career scholars in world history and to diversify the voices of those in the early stages of their career.

Bloomsbury's Writers & Artists community ([www.writersandartists.co.uk](http://www.writersandartists.co.uk)) offers up to £4,000 of financial assistance as part of its accessibility scheme, ensuring that opportunities are available to underrepresented and low-income writers and illustrators. The role of Writers & Artists (W&A) is to put aspiring authors and illustrators in touch with the publishing industry, offering practical, impartial guidance as well as working with established authors to offer advice on the creative process. The W&A website makes hundreds of advice articles on the writing and publishing process available for free, and features a range of editing services, events and writing courses. In 2022/2023, 26 writers benefited from the W&A accessibility scheme.

Bloomsbury Open Collections, an innovative pilot programme developed during 2022/2023, seeks to spread the cost of open-access publications across multiple organisations while providing private benefits to participating libraries. An alternative to more traditional Open Access models, which typically rely on an individual or their funder or institution paying a fee (or 'book processing charge') to cover the costs of publishing, this collective-action approach seeks to spread the cost more equitably across multiple institutions. By taking this approach, Bloomsbury hopes to enable open-access publication for research communities that may, otherwise, have limited, or no, means to access them and, thus, to open up important new research and publishing opportunities for these scholars and bring the work of a more diverse set of authors to a wider global audience. In its pilot year, Bloomsbury Open Collections aims to make research from the Global South more widely available, and to make open-access publishing an option for more authors from the region.

## DE&I in our Publishing

- Bloomsbury is proud to publish a range of titles from an international and ethnically diverse author base, many of whom address issues of social justice and representation in their writing.
- We aim for our authors, illustrators, and creative talent to match, at a minimum, national census data on Black, Asian, and multi-ethnic representation in the UK and US. In 2022/2023, we developed a survey for Bloomsbury authors, illustrators, translators and reviewers in the UK and US focused on capturing ethnicity data on a voluntary basis to enable us to monitor progress against our DE&I Action Plan target for Black and

minority ethnic groups to represent 20% of new authors in the UK and 35% of new authors in the US by 2024.

- The Bloomsbury Poetry list, edited by Kayo Chingonyi, continues to thrive. The list reflects the diversity and energy of contemporary poetry, seeking voices from performance and spoken word and unrepresented communities.
- Our Accessibility Working Group has continued to review ebook and online accessibility in line with industry standard regulations.

## Partnerships

- We are proactively forging partnerships with organisations that drive positive change, including the Black Writers Guild, Creative Access and the Lit in Colour Initiative.
- In February 2023, President of Bloomsbury US, Adrienne Vaughan, was appointed to the American Association of Publishers' working group focused on developing and industry-wide Diversity, Equity and Inclusion action plan and Bloomsbury US will take part in a related summit comprised of top US publishers in 2023.

▼ Poet Anthony Joseph



## Publishing diverse voices

Bloomsbury author Anthony Joseph is an award-winning Trinidad-born poet, novelist, academic and musician. He is the author of five poetry collections and three novels. His first publication with Bloomsbury – and the inaugural publication of the Bloomsbury Poetry list curated by Kayo Chingonyi – is *Sonnets for Albert*, an autobiographical collection. Published in June 2022, the collection was shortlisted for the Forward Prize and won the prestigious T.S. Eliot Prize, as well as the OCM BOCAS Prize for Caribbean Poetry.

On winning the T.S. Eliot Prize, Anthony commented, "It's a tremendous acknowledgement. I've been writing for many years from what felt at times like the periphery of the canon. This feels very much like the centre." *Sonnets for Albert* follows on from Anthony's previous collection *Bird Head Son* and weighs the impact of being the son of an absent father. The Prize judges called it "a luminous collection which celebrates humanity in all its contradictions and breathes new life into this enduring form."

## Bloomsbury Publishing x Lit in Colour

We became an official partner of the Lit in Colour initiative in early 2022. Launched by Penguin Random House alongside race equality think tank The Runnymede Trust, Lit in Colour aims to support schools in diversifying the teaching of English and to increase students' access to texts by writers of colour and from minority ethnic backgrounds.

Bloomsbury commissioned its own research into the current landscape of teaching plays and drama in schools, in order to understand the challenges teachers face when introducing new texts to the curriculum and to inform our programme of teacher support for 2023, putting the spotlight on plays and drama.

**90%** Under the 2022 England and Wales exam specifications, 90% of drama set texts available at GCSE for English Literature are written by white playwrights.

**79%** In England in 2019, 79% of GCSE English Literature candidates answered an exam question on a drama text.

**84%** 84% of respondents to surveys carried out as part of Bloomsbury's research said that, with the right support and resources, they would be likely to choose a new drama text for GCSE English Literature.

To continue to support this initiative, we are pleased to have mezze eade, Pooja Ghai and Hannah Khalil as members of our Advisory Board to help guide and shape our play text offering and resources for teachers and students. The Advisory Board will also guide the development of an evolving "Lit in Colour" list of plays by authors of colour and support a series of educational resources on selected plays, partnering with playwrights and theatres for use in the classroom.

# Our Communities

*Making a positive contribution to the communities in which we operate, and to society generally, is central to Bloomsbury's mission and purpose. During 2022/2023, the Group continued to provide support for charities and community organisations through financial support, in-kind donations and publishing partnerships. The Group made cash donations of £366,279 and donations of books with a wholesale value of £1,860,198.*

## Charitable giving

### Humanitarian causes

During the year, Bloomsbury UK provided financial support to humanitarian appeals and charitable causes across the globe, including:

- £25,000 to the Disasters Emergency Committee Ukraine Humanitarian Appeal, helping people affected by the conflict in Ukraine, and refugees in neighbouring countries.
- £10,000 to the UNHCR, the UN Refugee Agency, in connection with its Afghanistan appeal, providing life-saving support to families displaced from their homes by the most recent wave of conflict in Afghanistan.
- £25,000 to the UNHCR's Turkey and Syria appeal to support the Agency's efforts to provide emergency relief to people affected by the devastating earthquakes which struck both Turkey and Syria in February 2023.
- £25,000 to Médecins Sans Frontières, an international, independent medical humanitarian organisation providing medical assistance to people affected by conflict, epidemics, disasters, or exclusion from healthcare.
- £50,000 to Bloomsbury author Tom Kerridge's "Full Time" campaign, an initiative run in partnership with footballer Marcus Rashford to combat child food poverty in the UK.

- £50,000 to Women for Women International, a non-governmental organisation established during the Bosnian War, which helps women survivors of war rebuild their lives through programmes directed at building women's capabilities in four key areas: earning and savings; rights and decision making; health and wellness; and fostering support networks.
- £6,000 to Save the Children, the international organisation dedicated to supporting children around the world transform their lives and reach their full potential by providing live-saving short-term help and pushing for deep-rooted social change.
- £1,000 to the Alsama Project, which supports children in refugee camps in Syria and Lebanon by teaching them how to play cricket.
- £5,000 to The Book Trade Charity, which was established to support colleagues across the book trade and their families, providing grants and housing when they need it most.

▼ DEC Ukraine Humanitarian Appeal



Bloomsbury India continued its support of local community organisations by making donations to four charities supporting vulnerable, marginalised and deprived groups: The Prayas Juvenile Aid Centre Society, a community-based non-profit service, which supports marginalised and vulnerable groups including women, youth and homeless people (£3,000); the Mijwan Welfare Society, which supports the development of equitable and sustainable communities across rural India by equipping rural citizens with the tools to catalyse change within their own communities (£3,000); the Akshaya Patra Foundation, which strives to eliminate classroom hunger by serving nutritious food to disadvantaged children studying in Government schools and Government-aided schools across India (£2,000); and the Salaam Baalak Trust, which provides care and protection to street children through child-centric programmes (£2,000).

Bloomsbury has also continued to contribute a portion of its proceeds from sales of the Dishoom cookbook by Kavi Thakrar, Naved Masir and Shamil Thakrar to charities providing healthy school meals to hungry and malnourished children in disadvantaged areas of the UK and India, donating the sum of £3,949 to each of the Akshaya Patra Foundation in India and Magic Breakfast in the UK during the year.

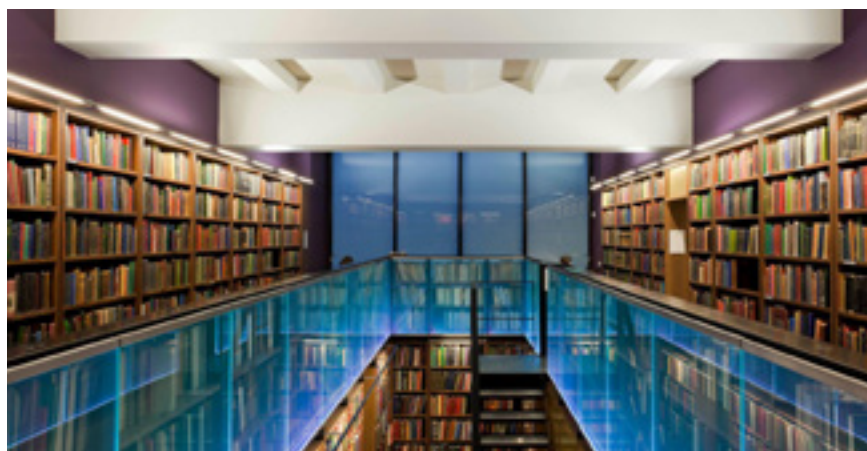
## Promoting literacy and education and supporting creators and colleagues

During the year, Bloomsbury also continued to support initiatives aligned with its mission and purpose by making financial and in-kind contributions to organisations working to increase access to books and education and enrich lives through reading and literacy, and to initiatives aimed at supporting authors and illustrators from diverse backgrounds.

Bloomsbury's ongoing partnership with the National Literacy Trust ("NLT") saw a continuation of our support of the NLT's work to give children and young people from disadvantaged communities the literacy skills to succeed in life. This included a £50,000 cash donation and the donation of 1,000 books with a wholesale value of £32,475. See pages 77 and 79 for more information on our partnership with the NLT.

In Australia, Bloomsbury continued its support of the Indigenous Literacy Foundation (ILF) with a donation of £3,388. The ILF works to address the educational disadvantages faced by indigenous Australian children and young people in remote Communities across Australia. Donations of £3,105 and £3,388 were made respectively to Story Factory, a creative writing centre for underprivileged young people, and The Smith Family's Literacy and Learning for Life educational programmes, which provide emotional, practical and financial support as well as books and resources to support disadvantaged children and young people with their literacy and education.

As part of our ongoing relationship with The Black Writers' Guild in the UK, we donated £10,000 in support of the Guild's work to tackle the underrepresentation of Black authors and publishing professionals within the publishing industry.



▲ The London Library

During 2022/2023, Bloomsbury sponsored The Rock Retreat Gibraltar, a non-profit creative residency for emerging writers and artists focused on books for young readers with a contribution of £1,000. The aim of the Rock Retreat is to equip participants with the motivation, skills, information and networks that they might otherwise not have the opportunity to develop or gain access to. Through the support of sponsors, The Rock Retreat is able to offer fully funded places to attend this career-building retreat. Bloomsbury further sponsored the Accord Literary Creative Retreat (ALCR) in Accra, a collaboration between The Rock Retreat and Accord Literary, a Ghana-based literary agency that aims to mentor, develop and encourage writers based in Africa writing books for young readers, with a contribution of £2,500. Through sponsorship, the ALCR was able to offer fully sponsored places to creators from sub-Saharan Africa.

Bloomsbury contributed £3,000 in support of OpenBooks, a joint initiative between the Publishers Association, the Booksellers Association and the Association of Authors Agents in the UK targeted at 14–19 year olds from underrepresented backgrounds with the aim of providing insights into, and demystifying, the book industry and

publishing career options through free, online events.

Donations of £10,000 were made to each of the Charleston Literary Festival and The London Library. The Charleston Festival provides attendees with the opportunity to engage with books and illuminating ideas through a programme of talks, conversations and performances.

The London Library is one of the world's leading literary institutions and lending libraries, housing a collection of over one million books, and hosts regular literary events throughout the year as well as an annual Literature Festival. The Library offers an Emerging Writers Programme open to anyone over the age of 16, which provides one year's free membership of the Library and includes writing development masterclasses, literary networking opportunities, peer support and guidance in use of the Library's resources. Bloomsbury's donation has been applied by the Library to support five writers as part of this programme.

We recognise that not everyone in society has equal access to books, and we work with various organisations to reach people and communities who may not otherwise have the means or opportunity to enjoy the benefits which reading brings.

## Our Communities

*continued*

During the year, the Group donated books with a total wholesale value of £1,860,198 to multiple organisations promoting literacy and early education. These include:

- The SOHO Centre in the US, which promotes children's literacy, school readiness, and school success by distributing free books to schools, libraries, hospitals and other child-related programs. Through its long-standing partnership with the SOHO Centre, Bloomsbury has donated over 1.8 million books to date to disadvantaged children and their families across Virginia.
- Book Aid International, which works with partner organisations around the world to share the power of books to help create a more equal future by providing access to free books where they are most needed, in libraries, schools, refugee camps, hospitals, prisons and other institutions around the world.
- The NLT in connection with its Ukraine Appeal, which was launched in July 2022 to support children and their families arriving from Ukraine through the gifting of books, recognising the impact which storytelling and the power of reading can have on a child, providing comfort when they need it the most.
- The NLT in support of its ongoing projects to promote literacy within deprived communities.
- The Children's Book Project, which works with settings across the UK to redistribute thousands of new and used books donated by organisations and individuals to disadvantaged children and their families.

### Defending freedom of speech

Freedom of expression is a prerequisite for a thriving publishing industry, which, in turn, plays an essential role in a democratic, knowledge-based society by promoting diversity of knowledge and ideas and fostering creativity and tolerance. During the year, Bloomsbury donated £12,500 to each of PEN America and the American Civil Liberties Union to support their work in defence of freedom of expression and civil liberties in a time when increasingly polarised views on political and cultural issues are leading to rising assaults on freedom of expression, including attempts to ban books in schools, libraries and bookshops.



ACLU



### Protecting the environment

Bloomsbury is committed to playing its part in combatting global warming and protecting the Earth's natural resources and biomes. In addition to taking steps to reduce our own greenhouse gas emissions, and participating in industry groups which are working towards make the publishing industry more sustainable (see pages 80 to 87 for further information about the Group's environmental performance), the Group made donations to two organisations dedicated to fighting climate change and pollution:

- The Woodland Trust, the UK's largest woodland conservation charity, whose mission is to protect woods and trees, preventing the loss of irreplaceable habitat and carbon stores. Bloomsbury donated £20,000 to support the Trust's work to preserve ancient woodland in the UK.
- Surfers Against Sewage, dedicated to marine conservation and protecting the ocean against pollution and the effects of climate change. Bloomsbury donated £10,000 to support the charity's work in this area.



Book Aid International

## Developing partnerships with impact

In addition to providing financial assistance to organisations which promote literature, literacy and education, we provide practical, non-financial assistance. The following examples of our activities in 2022/2023 illustrate the range of Bloomsbury's support.

### Working with the National Literary Trust in Hastings

In 2022/2023, Bloomsbury entered into the fourth year of its partnership with the NLT, continuing with the mission of supporting the NLT in its efforts to overcome literacy challenges facing the residents of Hastings. During our partnership, Bloomsbury has donated over 80,000 books to schools, libraries, food banks and community centres in cooperation with the NLT.

Hastings is characterised by deprivation and intergenerational low literacy. Children from disadvantaged backgrounds in Hastings are less

likely to read regularly than their more affluent peers and this is likely caused by children not having enough positive reading experiences.

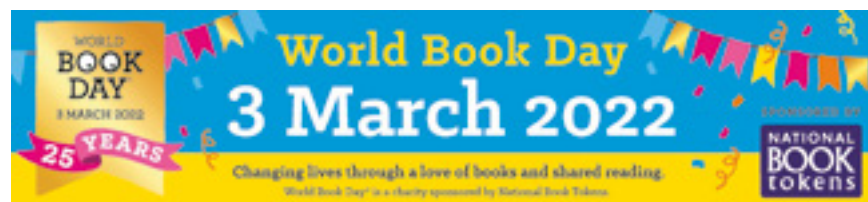
The focus of activity for Bloomsbury and the NLT is to create a number of experiences to engage children to make reading fun and entraining and improve attitudes towards writing and reading for pleasure. During its partnership with the NLT, Bloomsbury has developed and supported a range of activities including organising author events and creative writing competitions for children, and has donated over 80,000 books to schools, libraries, food banks and community centres in cooperation with the NLT.

### World Book Day 2022

In 2022, Bloomsbury Children's celebrated the 25<sup>th</sup> anniversary of World Book Day (WBD) with two

books in the £1 promotion: *The Worst Class in the World in Danger* by Joanna Nadin and Rikin Parekh and *The Last Word* by Ben Bailey Smith. These authors took part in four live digital events and masterclasses, as well as two major multi-school events at Stratford Libraries and Discover Children's Story Centre. Ben Bailey Smith also appeared on CBBC Book Club answering viewers' questions.

Bloomsbury Education took part in WBD online giveaways and made five of their Bloomsbury Young Reader audiobooks available for free on the WBD website. Royal Mail unveiled four special post boxes for WBD, three of which featured Bloomsbury books. On top of all this, Bloomsbury Children's and Education authors reached thousands of school children through WBD events all over the UK.



## Relaunching The Bloomsbury Institute



In 2022, we refocused the core aims of the Bloomsbury Institute, working with the Writers & Artists team to develop a programme that demystifies the publishing industry for those hoping to pursue a career in publishing. Our focus is on reaching people from backgrounds and parts of the country currently underrepresented in publishing, to help create a more diverse and inclusive sector. We bring together publishing professionals from all corners of the industry to share their expertise and insight, and offer advice and support to those considering a career in books. We are partnering with organisations, charities and institutions around the country to deliver events all over the UK, supported by online content and resources.

In October 2022, we hosted the first event of the relaunched Bloomsbury Institute in Edinburgh. We had over 400 attendees and a diverse panel of experts: literary agent Caro Clarke, publisher Leodora Darlington and publishing lecturer Alastair Horne together with members of our own Bloomsbury staff. In November 2022, we attended Brunel University's Creative Careers Fair, where we met students and graduates about the many different paths on offer when considering a career in the publishing industry. Following excellent feedback from event attendees, we will be hosting further events throughout 2023/2024 and pursuing new partnerships.

We also work with 'Get Into Book Publishing' who run affordable online courses taught by current industry experts on how to have a successful career in publishing. Bloomsbury colleagues regularly help to deliver these sessions.

## Our Communities *continued*

As the 25<sup>th</sup> anniversary coincided with the same anniversary for *Harry Potter and the Philosopher's Stone*, each one of the 15.1 million WBD vouchers distributed to schools featured a competition to win a magical family visit to London. The competition was supported by Harry Potter franchise partners including Warner Bros. Studio Tour, the producers of *Harry Potter and the Cursed Child*, Harry Potter Photographic Competition, J. K. Rowling Originals and Wizarding World Digital – with a combined reach of over three million.

### Guiding the next generation

Bloomsbury's Children's and Education teams work with EmpathyLab, the first organisation to build children's empathy, literacy and social activism through a systematic use of high-quality literature. EmpathyLab's strategy builds on new scientific evidence showing the effectiveness of reading in building real-life empathy skills. Working closely with this charity and our authors, we ensure that our books support this important mission.

Bloomsbury Education also works with the Centre for Literacy in Primary Education (CLPE) to create and promote free online teaching notes for our guided reading series, Bloomsbury Readers. The CLPE is an independent UK charity dedicated to raising the literacy achievement of children.

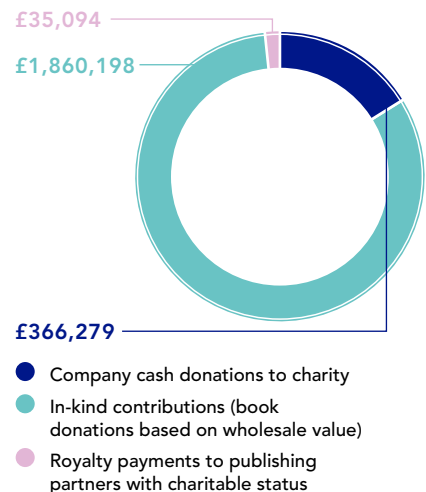
### Partnership publishing

Our Children's team publishes books in partnership with three leading UK charities whose key focus is nature conservation and wildlife: the Royal Society for the Protection of Birds (RSPB), Royal Botanic Gardens Kew and The Woodland Trust. These partnerships involve the publication of titles by Bloomsbury that support the activities of these charities, and embed their public mission statements into the commercial world of bookselling, reaching far beyond their membership pool with titles across all age groups from three years upwards. We are experts at commissioning high profile authors with excellent credentials to work alongside charities we support.

Bloomsbury's Non-Consumer Division also publishes in partnership with the RSPB, with the Special Interest division publishing the popular RSPB Spotlight series, including two titles in 2022/2023: *RSPB Handbook of Garden Wildlife: 3rd edition* and *RSPB Pocket Guide to British Birds*. The Philip Wilson imprint publishes in association with MK Gallery, The Wallace Collection, The National Trust and The George Daniels Educational Trust.

The charities which Bloomsbury partners with in this way are supported by royalty payments made by Bloomsbury in connection with sales of the relevant books.

### Total community investment in 2022/2023



### Staff volunteering

Employees worldwide are involved in formal volunteer reading schemes and regularly attend schools in their respective markets. They provide supervised reading support to young readers, often from disadvantaged backgrounds where their opportunities to develop reading skills may be hindered.

Many employees are involved in their local communities, typically promoting literacy, literature and education, by sitting on committees, as governors of schools, by supporting special interest groups and as trustees and supporters of publishing industry and arts voluntary organisations. These voluntary activities by employees are often directly, or indirectly, assisted by the business and by Bloomsbury colleagues.





## An Innovative programme in association with the National Literacy Trust in Hastings



In 2022/2023, in response to the lasting impact of the pandemic on children's literacy as a result of disruption to education and the social and emotional impact of the pandemic, we decided to increase our support with

a bespoke programme focused on the NLT Hub in Hastings. During the academic year, we rolled out an innovative programme, Lit Up, to change the experience and conversation around reading in the classroom and at home. Running in seven of the University of Brighton Academies Trust's infant and primary schools in Hastings, the project reaches over 1,000 children each year.

Bloomsbury collaborated with the NLT and Brighton Academies Trust to develop a project to support and build on the skills of teachers and teaching assistants, engage children in reading in the classroom, and work with parents as readers, to ensure any progress achieved in school is reinforced at home. The project aims to create increased frequency and enjoyment of reading for year 3 and 4 children, who have been most impacted by the pandemic and many of whom do not have exposure to books in the home.

Hastings was chosen as the focus for the pilot year of the project, being one of the most deprived parts of the UK, with one of the lowest literacy levels.

The programme consists of termly activities that help to create a focus on reading and build engagement among families. In the autumn term, Bloomsbury authors Molly Potter and Sufiya Ahmed worked with schoolchildren on the theme of personal care and emotion. In the spring term, the theme was the environment and Bloomsbury author Caryl Hart visited all seven schools to talk about her book *Meet the Oceans*. Every author works with the children to discuss their particular topic in fun ways that reinforce learning that has already taken place and

encourage children to revisit the book and the subject discussed throughout the term.

The programme approaches the reading experience from every angle:

- Love Reading is for children in years 3 or 4 (Lower Key Stage 2) and, in the case of Dudley Infant Academy, years 1 and 2 (Key Stage 1). Pupils participate in activities around a book to investigate themes relevant to their learning, followed by a visit to the school by the author. When designing this programme, the NLT received feedback from local schools that author visits are a key highlight for children in school. The interactivity inspires children and brings writing and reading to life. There are three rounds of the programme, one each term, introducing children to three new authors and providing teachers with new reading material.
- Bloomsbury author Andrew Jennings is providing support in respect of teacher training, including how to broaden the teaching of reading and the range of titles teachers cover. He is the author of the bestselling Bloomsbury series *Vocabulary Ninja*, *Comprehension Ninja*, *Arithmetic Ninja*, *Maths Like a Ninja* and *Times Tables Ninja*, is an experienced teacher and school leader, and his innovative ninja-themed resources are used in thousands of classrooms in the UK. His involvement with the teachers will take place through training sessions throughout the academic year.
- Teatime Tales invites parents and carers into school to join their children for a special shared reading experience. Over six weeks, parents and carers attend one session a week. The sessions are enjoyable and relaxed and, each week, the group share a different message around the importance of reading. The sessions accommodate 20 children and their parents/carers with sessions and book suggestions for children of any age, including audio books.



▶ Author Caryl Hart delivering an event in Hastings



# Our Environment

*We have a responsibility to manage the impact of our operations on our shared environment, to build a sustainable business and contribute towards a sustainable future. We continue our work to reduce our environmental footprint, which in turn helps build resilience in our operations to climate-related risks.*

## Climate governance at Bloomsbury

The diagram on page 90 of this Annual Report illustrates the governance structures in place at Bloomsbury to manage climate change and sustainability.

## 2022/2023 progress

During the year, we have made significant strides in our work on environmental sustainability, building on the strong progress made in the prior year. The illustration below sets out some of the key milestones achieved in 2022/2023.

Launched quarterly Live Greener webinars to inform colleagues of ways to live more sustainably in and out of work.	Bloomsbury Sigma launched a pilot to drop all plastic from books published on this list as well as the additional paper cover from hardback publications.	Published our 2021/2022 ARA which included a qualitative response to TCFD recommendations.	In collaboration with our printer, CPI, we provided Impact Training for our Design, Editorial and Production teams.	Fully scoped out moving HP Box Set to 100% recycled and recyclable packaging. This will see a move away from plastic shrinkwrap, for implementation in 2023/2024.	Contributed to industry conversation on sustainability through an event with the AAA on 'sustainable production and supply chain.'	Sponsored the planting and protection of trees with the Woodland Trust/ Alongside support to protect UK seas through a donation to Surfers Against Sewage.
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Continue to contribute to industry sustainability groups raising our collective voice to drive change.	Bloomsbury A&P launched the UN SDG Working Group to identify ways to align publishing strategy with the SDGs.	Bloomsbury completed the full version of the CDP Climate Change Questionnaire for the first time.	Bloomsbury completed the minimum version of the CDP Forestry Questionnaire.	TCFD Steering Committee approved the quantification approach and out external partners embarked on the financial quantification of climate risks.	We received a B score from the CDP Climate Change Questionnaire, demonstrating our coordinated action on climate issues.	Embarked on an audit of paper and packaging across operations and supply chain to ensure responsible sourcing.	Bloomsbury won both the 2023 IEA Sustainability Initiative Award and the IPG Sustainability Award.
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## Science-based targets

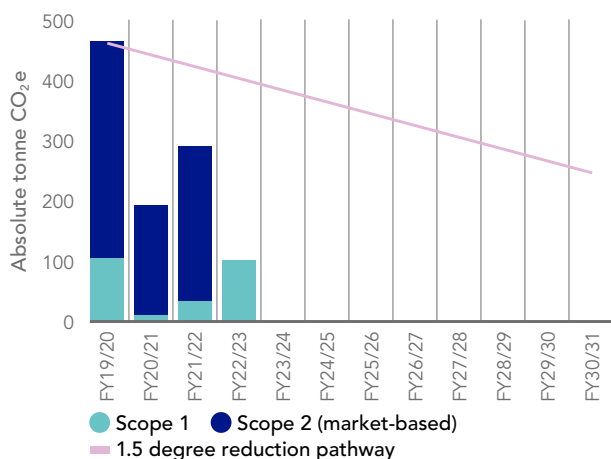
In September 2021, Bloomsbury received validation from the Science Based Targets initiative (“SBTi”) for our near-term Scope 1, 2 and 3 emissions reduction targets.

### Scope 1 and 2 targets

We have set reduction targets for our operational footprint (Scopes 1 and 2) in line with the Paris Agreement and have committed to a 46% reduction in emissions by 2030 (base year 2019/2020). We aim to use 100% renewable energy at our offices where possible. For sites where this is not possible or practicable, we have purchased Renewable Energy Certificates, meaning that 100% of the energy purchased during the year was renewable.

This has resulted in our Scope 2 market-based emissions being zero. Our Scope 1 emissions are 96 tCO<sub>2</sub>e, resulting in an 80% reduction in our total Scope 1 and 2 market-based emissions in 2022/2023 from our base year of 2019/2020.

### Science-Based Targets: Scope 1&2 progress



## Scope 3

We have also set a Scope 3 target to achieve a 20% reduction in emissions across our supply chain by 2035 (base year 2019/2020). Our Scope 3 targets are in respect of Category 1 (purchased goods and services) emissions, which accounted for 83% of Bloomsbury’s Scope 3 emissions in our base year of 2019/2020.

In 2022/2023, we improved our GHG calculation methodology, including as a result of having access to more granular supplier-specific data. This has resulted in an increase in our Scope 3 results (see page 87). The weighting of our Scope 3 emissions has also changed across the relevant categories, as set out in the table on page 87.

Regular engagement with key suppliers in respect of sustainability issues has enabled us to better understand the progress they are making in their own efforts to reduce carbon emissions associated with their operations and how we can partner with them to achieve Bloomsbury’s own targets.

## CDP climate change and forestry questionnaires

In 2022/2023, we completed the CDP climate change questionnaire, achieving a B score in our first scored response, reflecting CDP’s assessment that we are demonstrating coordinated action when it comes to climate issues. As the first step on the way to understanding and disclosing the potential biodiversity impact of our operations, we also completed the minimum version of the CDP Forest questionnaire.

## Industry collaboration

Bloomsbury is represented by the Head of Sustainability on the UK Publishers Association Sustainability Task Force as well as the UK Independent Publishers Guild Sustainability Action Group and the UK Book Industry Communications Green Supply Chain Committee. All groups drive industry-wide collaboration to tackle climate change. Bloomsbury was a founding signatory of the Publishing Association’s ‘Publishing Declares’ pledge and is an active member of the Book Chain Project, a collaborative project run by Carnstone, which aims to provide accurate information about suppliers, enabling publishers to make responsible decisions throughout the supply chain.

# Our Environment

*continued*

## Sustainability partnerships

### Woodland Trust

In 2022/2023, we continued our support for organisations working to preserve our natural environment by sponsoring two one-acre groves at a Woodland Trust site in Leicestershire, the Queen Elizabeth Diamond Jubilee Wood. Each grove contains approximately 750 British native trees which, over their lifetime, have the potential to sequester over 300 tonnes of carbon.



### Surfers Against Sewage



We also provided financial support to grass roots charity, Surfers Against Sewage ("SAS"). SAS is a grassroots charity that campaigns to protect the ocean. In carrying out its activities, SAS seeks to make environmental conservation an exciting activity for young people, families and communities to become involved with.

Our donation supports the #MillionMileClean #MMC initiative, an annual campaign, which brings volunteers together to tackle plastic pollution across the UK.

Our donation also supports the charity's education programmes, which reach over 1.2 million pupils in 3,195 schools across the UK.



## Encouraging a sustainability culture

### Travel

As part of our efforts to measure and reduce our emissions, during 2022/2023 we updated our travel policy for colleagues and authors with the objective of being able to better manage and track the emissions associated with business travel. This will be launched in 2023/2024, and will include the use of a travel booking portal, which will provide colleagues with information about the carbon emissions of their prospective trips when they search for travel options, enabling them to make responsible choices when booking work-related trips and supporting Bloomsbury's climate-related ambitions.

### Climate literacy

In 2022/2023, we launched a quarterly sustainability webinar series, Live Greener, which is aimed at empowering colleagues to make environmentally friendly decisions both in and outside of the workplace. During 2022/2023, we also delivered impact training to our design, editorial and production teams to raise awareness of the climate-related impact of decisions relating to book design and production, and equip colleagues with the relevant information to enable them to make more sustainable choices about the use of specific materials and finishes where practicable.

### Flexible office working

Bloomsbury's hybrid work policy means Bloomsbury can reduce its transportation-related emissions from staff commuting as well as energy consumption in our office buildings.

## Sustainable production

### Book manufacture

We are committed to reducing the environmental impact of our print products. To that end, we work with Forestry Stewardship Council ("FSC") and the Programme for the Endorsement of Forest Certification ("PEFC") accredited suppliers, and we use FSC materials for over 90% of the Group's output. Where FSC-accredited materials are not available, we specify alternatives from known and reputable sources. Sustainability policies and planning, and a willingness to work together to achieve targets, are key factors in our decision to engage a supplier.

During the year, we ran several pilots to explore the impact of making specific changes in book design and production, and we will continue to innovate and implement changes.

### Print-on-demand

Changes in print technology are making it increasingly economical to manufacture books at the time of, and in the quantity needed for, sale – in some cases in the territory of sale. This reduces the CO<sub>2</sub> generated by pulping, recycling and transporting unsold books.

### Digital publishing and e-formats

Our editorial strategy and XML-based production workflow embrace digital publishing and the potential benefits this may bring to the environment. Our focus on digital formats and products allows millions of students to access essential resources without using paper and enables consumers to purchase Bloomsbury titles in digital formats should they wish to avoid the consumption of paper products.

## Sustainability initiatives

In 2022/2023, we introduced a pilot to move titles published under our popular science imprint, Bloomsbury Sigma, onto a more sustainable footing. The pilot focused on Sigma's non-fiction mono portfolio in both hardback and paperback editions, and looked at four areas: the elimination of drop foil (plastic); the elimination of spot UV (petrochemical-derived); the elimination of lamination (plastic) and the removal of dust jackets where possible. In addition, the Sigma imprint has ensured a consistent reduction of book mass, including reducing paper weight and book wastage. All books on the Sigma list are produced on a completely circular model, with all books being 100% recyclable.

## Next steps

During 2023/2024, we will be taking the following steps to continue to advance our sustainability objectives:

- Continue to work with our key suppliers to gather accurate data and achieve our emissions reduction targets.
- Develop our transition plan. See pages 98 to 99 for further information about our approach to developing a transition plan.
- Launch Bloomsbury's new Travel Policy and travel booking portal that will enable us to track emissions related to business travel.
- Continue to engage and educate colleagues through our Live Greener Webinars.
- Continue to work with our partners and peers within the industry to drive change throughout the publishing supply chain.

# Our Environment

continued

## 2022/2023 Environmental performance

We report on our greenhouse gas emissions as required by the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013. We also report on our greenhouse gas emissions, waste production and water consumption in alignment with the 2006 Government Guidelines, Environmental Key Performance Indicators and Reporting Guidelines for UK Businesses. In respect of greenhouse gases, we report in respect of stationary fuel use (onsite consumption of natural gas), vehicle fuel use, refrigerant use and electricity use in kWh, converted to tonnes of CO<sub>2</sub>e following the protocols provided by the Department for Environment, Food and Rural affairs ("DEFRA"). Emissions have been categorised against the Greenhouse Gas Protocol scopes of reporting. The analysis of the Group's emissions, together with waste production and water consumption, is performed by an independent external advisor, Corporate Citizenship, based on data we have provided, including utility bills, vehicle fuel data, and expenditure on business travel.

## Stationary electricity consumption (kWh)

Country	2022/2023	2021/2022
United Kingdom	555,381	507,559
United States	410,691	208,033
India	44,245	30,530
Australia	14,076	15,788
Total	1,024,393	762,131

## Natural gas consumption (kWh)

Country	2022/2023	2021/2022
United Kingdom	183,279	116,162
United States	155,165	–
India	Not relevant	–
Australia	Not relevant	–
Total	375,026	116,162

### Notes:

1. The increased electricity and natural gas consumption during the reporting period is a result of a more stable working pattern following full office re-opening during 2022/2023.
2. The more significant increase in electricity consumption in the US is due to the acquisition of ABC-CLIO. ABC-CLIO's electricity consumption represented 24% of the total US consumption during 2022/2023.
3. Data on natural gas consumption is not available for Bloomsbury's New York office, therefore the above figure for the US has been estimated.

## Scope 1 and 2 emissions, waste and water consumption

- Total Scope 1 and 2 (market-based) GHG emissions for 2022/2023 were 96 tCO<sub>2</sub>e. Scope 1 makes up 100% of these emissions as we purchase 100% renewable energy for all our offices, either direct from the supplier or via the purchase of Renewable Energy Certificates.
- Scope 1 emissions increased by 140% on the prior year. This increase was due to several factors:
  - Higher electricity and natural gas consumption during the reporting period, due to a full return to working from our offices, on a hybrid basis. In the prior year many colleagues chose to work remotely rather than from our offices.
  - The inclusion of a full year of data for ABC-CLIO and Head of Zeus. In the prior year, data for each company was included only from the point of acquisition (June 2021 for Head of Zeus and December 2021 for ABC-CLIO).
  - Access to more granular data and improving our emissions calculation methodology.
  - The decision to estimate emissions for fugitive emissions and natural gas for sites where no data has historically been available.
- Bloomsbury generated 89.65 tonnes of waste in 2022/2023 (2021/2022: 40 tonnes), of which 47% is disposed of via a closed loop or combustion. This is a 48% reduction in waste generation compared to pre-pandemic levels (175.29 tonnes in 2019/2020). The increase from 2021/2022 reflects the return to office working during 2022/2023 and the inclusion of a full year of data for ABC-CLIO and Head of Zeus. We also refined our methodology to calculate estimates where there were data gaps.
- Total water consumption for 2022/2023 is 3,401 cubic meters (m<sup>3</sup>), a 20% reduction in consumption from pre-pandemic levels (4255 m<sup>3</sup> in 2019/2020). The increase from 2021/2022 reflects the return to office working during 2022/2023 and the inclusion of a full year of data for ABC-CLIO and Head of Zeus.

## Greenhouse Gas Emissions: Scope 1 and 2

GHGs	Definition	Data Source and Calculation Methods	Quantity			
			Absolute tonnes CO <sub>2</sub> e		Normalised tonnes CO <sub>2</sub> e per £m revenue	
			2022/2023	2021/2022	2022/2023	2021/2022
<b>Scope 1 Direct Impacts</b>						
<b>Stationary fuel use</b>	This category is any gas or other fuel used within the buildings owned and operated by Bloomsbury's operations.	Actual consumption from bills and meter readings were used to record consumption in kWh. Where not available, an estimated intensity was derived from available data. BEIS emissions factors were used to convert kWh to GHG emissions. (Optional: 7 sites verified they do not use natural gas.)	69	21	0.3	0.1
<b>Fugitive emissions</b>	Fugitive emissions refer to the refrigerants used within a building, frequently used in air condition units	Actual data on refrigerant type and leakage or top-up is recorded in kg. Where not available, an estimated intensity was derived from available data. BEIS emissions factors were applied to convert refrigerant-specific kg to GHG emissions.	7	–	–	–
<b>Company cars</b>	Emissions from petrol and diesel consumption.	Annual consumption in litres provided for the UK and Indian offices. Converted according to DEFRA guidelines. There are no Company cars in Australia and the US offices.	20	19	0.1	0.1
<b>Total Scope 1</b>			<b>96</b>	<b>40</b>	<b>0.4</b>	<b>0.2</b>
<b>Scope 2 Impacts</b>						
<b>Electricity use – location-based emissions</b>	Greenhouse gas emissions resulting from electricity purchased.	Actual annual consumption of directly purchased electricity in kWh collected for the London, Alton, Hardwick Street, Oxford, US (including ABC-CLIO), Australia, and India offices. For Bath and Edinburgh, an emissions/FTE intensity was multiplied by the FTE at each office. For location-based emissions calculations, the total consumption (kWh) data is converted to emissions according to the regional factor.	267	194	1.0	0.8
<b>Electricity use – market-based emissions</b>	Market-based emissions for purchased electricity.	In 2022/2023, Bloomsbury purchased 100% renewable energy either direct from suppliers or through the purchase of RECs.	–	244	–	1.1
<b>Total Scope 2</b>			–	244	–	1.1
<b>Total Scope 1+ 2 (Location-Based)</b>			<b>363</b>	<b>234</b>	<b>1.4</b>	<b>1.0</b>
<b>Total Scope 1+2 (Market-Based)</b>			<b>96</b>	<b>284</b>	<b>0.4</b>	<b>1.3</b>

### Notes:

- The values in the tables above relating to absolute tonnes CO<sub>2</sub>e have been rounded to the nearest whole number and figures for normalised tonnes CO<sub>2</sub>e per £m Revenue have been rounded to one decimal place.
- 2021/2022 Electricity use – market-based emissions: UK offices were powered by renewable energy in 2021/2022. However, in the absence of energy attribute certificates (e.g. RECs or equivalent instrument) or supplier specific emission factor, residual mix emission factor was considered for calculating market-based emissions for UK offices in 2021/2022. For the Australia office, market-based emissions were calculated using a combination of supplier-specific emissions factor and residual mix for Australia. As from November 2021 onwards, our Australia office started purchasing renewable electricity directly from its supplier. For our US and India offices, average grid emission factors were considered for market-based emissions.

# Our Environment

*continued*

Waste	Definition	Data Source and Calculation Methods	Quantity			
			Absolute tonnes CO <sub>2</sub> e		Normalised tonnes CO <sub>2</sub> e per £m revenue	
			2022/2023	2021/2022	2022/2023	2021/2022
<b>Other Impacts</b>						
<b>Waste generation</b>	General office waste (which includes a mixture of paper, card, wood, plastics and metals) sent to recycling, combustion or landfill sites	Actual annual quantity of waste generated at sites where data is available. This data is used to estimate per day waste generation intensity, and multiplied by the number of working days for sites where data was unavailable.	89.6	39.9	0.3	0.2

Water	Definition	Data Source and Calculation Methods	Quantity			
			Absolute tonnes CO <sub>2</sub> e		Normalised tonnes CO <sub>2</sub> e per £m revenue	
			2022/2023	2021/2022	2022/2023	2021/2022
<b>Other Impacts</b>						
<b>Water consumption</b>	Directly purchased water	Actual annual volume of water purchased provided for London, Oxford and India, ABC-CLIO offices. This data is used to calculate per day water consumption and estimate consumption at other sites based on the number of working days.	3,401	835	13	4.0

Notes:

- 2021/2022 waste and water consumption: data for Head of Zeus and ABC-CLIO was included only from the point of acquisition (June 2021 for Head of Zeus and December 2021 for ABC-CLIO).



## Greenhouse Gas Emissions: Scope 3

Bloomsbury's total Scope 3 emissions for 2022/2023 were 33,075 tCO<sub>2</sub>e (2021/2022: 24,214 tCO<sub>2</sub>e). Category 1 (purchased goods and services) contributed to 73% of Bloomsbury's total value chain emissions, with category 4 (upstream transportation and distribution) contributing to a further 19%.

The table below shows the breakdown of Scope 3 emissions by category.

Activity	2022/2023	2021/2022	Revenue intensity (2022/2023)	Revenue intensity (2021/2022)	Relevant
1. Purchased goods and services	24,281	18,234	92.9	79.2	Relevant
2. Capital goods	109	337	0.4	1.5	Relevant
3. Fuel- and energy-related activities	109	79	0.4	0.3	Relevant
4. Upstream transportation & distribution	6,295	4,918	24.1	21.4	Relevant
5. Waste generated in operations	24	2	0.1	–	Relevant
6. Business travel	431	48	1.6	0.2	Relevant
7. Employee commuting	587	22	2.2	0.1	Relevant
8. Upstream leased assets	15	12	0.1	0.1	Relevant
9. Downstream transportation and distribution	684	344	2.6	1.5	Relevant
10. Processing of sold products	–	–	–	–	Not Relevant
11. Use of sold products	–	–	–	–	Not Relevant
12. EOL treatment of sold products	539	218	2.1	0.9	Relevant
13. Downstream leased assets	–	–	–	–	Not Relevant
14. Franchises	–	–	–	–	Not Relevant
15. Investments	1	–	–	–	Relevant

Notes:

1. The table above shows all 15 categories of Scope 3 emissions; those marked "Relevant" are the categories relevant to Bloomsbury's business.

The increase in our Scope 3 emissions on the prior year reflects methodological changes to our GHG accounting and the use of more granular data in our emissions calculations, including the inclusion of supplier-specific paper related emissions where available.

In addition, 2022/2023 figures include data for ABC-CLIO and Head of Zeus which were not included in Scope 3 calculations for 2021/2022.

## Total Scope 1, 2 and 3 emissions (tCO<sub>2</sub>e)

The total Scopes 1, 2 and 3 emissions (market-based) for Bloomsbury in 2022/2023 is 33,171 tCO<sub>2</sub>e. This is compared with 24,498 tCO<sub>2</sub>e in 2021/2022.

Scope	2022/2023	2021/2022	Revenue intensity (2022/2023)	Revenue intensity (2021/2022)
Total Scope 1	96	40	0.4	0.2
Total Scope 2 (Location-based)	267	194	1.0	0.8
Total Scope 2 (Market-based)	–	244	–	1.1
Total Scope 3	33,075	24,214	126.5	105.2
Total Scope 3 Category 1 (PG&S)*	24,281	18,234	92.9	79.2

\*Category 1 (purchased goods and services) is linked to Bloomsbury's science-based targets

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

## Compliance Statement

Bloomsbury's disclosures are in accordance with the Financial Conduct Authority ("FCA") Policy Statement 20/17 and listing rule LR 9.8.6R(8), consistent with the 11 Task Force on Climate-Related Financial Disclosures ("TCFD") recommendations. Our disclosures are set out on pages 89 to 102.

The table summarises the Group's compliance with the TCFD-recommended disclosures, and, where the Group partially complies, the steps we are taking with a view to being able to achieve full disclosure against the TCFD recommendations.

	TCFD Recommendations	Status	Reference
Governance	a) Board oversight	Disclosed	Core information: pages 89 and 90
	b) Management's role	Disclosed	Core information: pages 89 and 90
Strategy	a) Climate-related risks and opportunities	Disclosed	Core information: pages 91 to 95
	b) The impact of climate-related risks and opportunities	Disclosed	Core information: pages 92 to 98
	c) The resilience of the organisation's strategy	Partial disclosure	Core information: pages 92 and 98 <ul style="list-style-type: none"> <li>Financial planning: We have assessed the potential impact from climate risks and opportunities qualitatively and quantitatively where feasible. As our understanding of climate risks and opportunities evolves, we will incorporate key impacts into our financial planning.</li> <li>Transition plan: In 2023/2024, we will incorporate our actions to mitigate impacts, decarbonise and build climate resilience into a transition plan that describes our targets and actions.</li> </ul>
Risk Management	a) Identifying and assessing climate-related risks	Disclosed	Core information: pages 91 to 102
	b) Managing climate-related risks	Disclosed	Core information: pages 91 to 102
	c) Integration into overall risk management	Disclosed	Core information: page 100
Metrics & Targets	a) Climate metrics	Partial disclosure	Core information: pages 101 to 102 <ul style="list-style-type: none"> <li>TCFD cross-industry climate-related metrics and targets: The Company is reporting against several TCFD metric categories. We will continue to assess the feasibility of reporting against further climate-related metrics.</li> </ul>
	b) GHG emissions	Disclosed	Core information: pages 85 to 87
	c) Climate targets	Disclosed	Core information: page 81

## Response to the Task Force on Climate-Related Financial Disclosures (TCFD)

Bloomsbury recognises the importance of sharing climate-related information with our stakeholders. We are committed to making disclosures in alignment with the TCFD recommendations to demonstrate how we identify, assess and manage our climate-related risks and opportunities.

The climate scenario analysis and quantification results set out in the following pages show the hypothetical potential financial impact of selected risks arising from climate change across different climate scenarios over the period 2023/2024 to 2050/2051. There are uncertainties inherent in climate scenarios and these uncertainties increase with the length of time period being considered. More reliance can be placed on the short-term analyses with the long-term analyses being the most uncertain and, therefore, seen as directional. The results of our analysis indicate that even without the mitigating actions in place or being planned, the Group is not expected to be significantly impacted by climate issues. With mitigating actions, the effect on the Group is not material.

The Group's approach to climate-risk analysis and management is set out on pages 91 to 102. Further information on the climate scenario analysis is set out on page 91.

## Governance

### Governance structure for climate-related matters

The Board is responsible for the oversight of climate-related matters and has responsibility for approving substantive strategies for reducing the environmental impact of the Group's business operations and addressing climate risk. The Executive Committee implements these substantive strategies through the executive management of core business Divisions and functions.

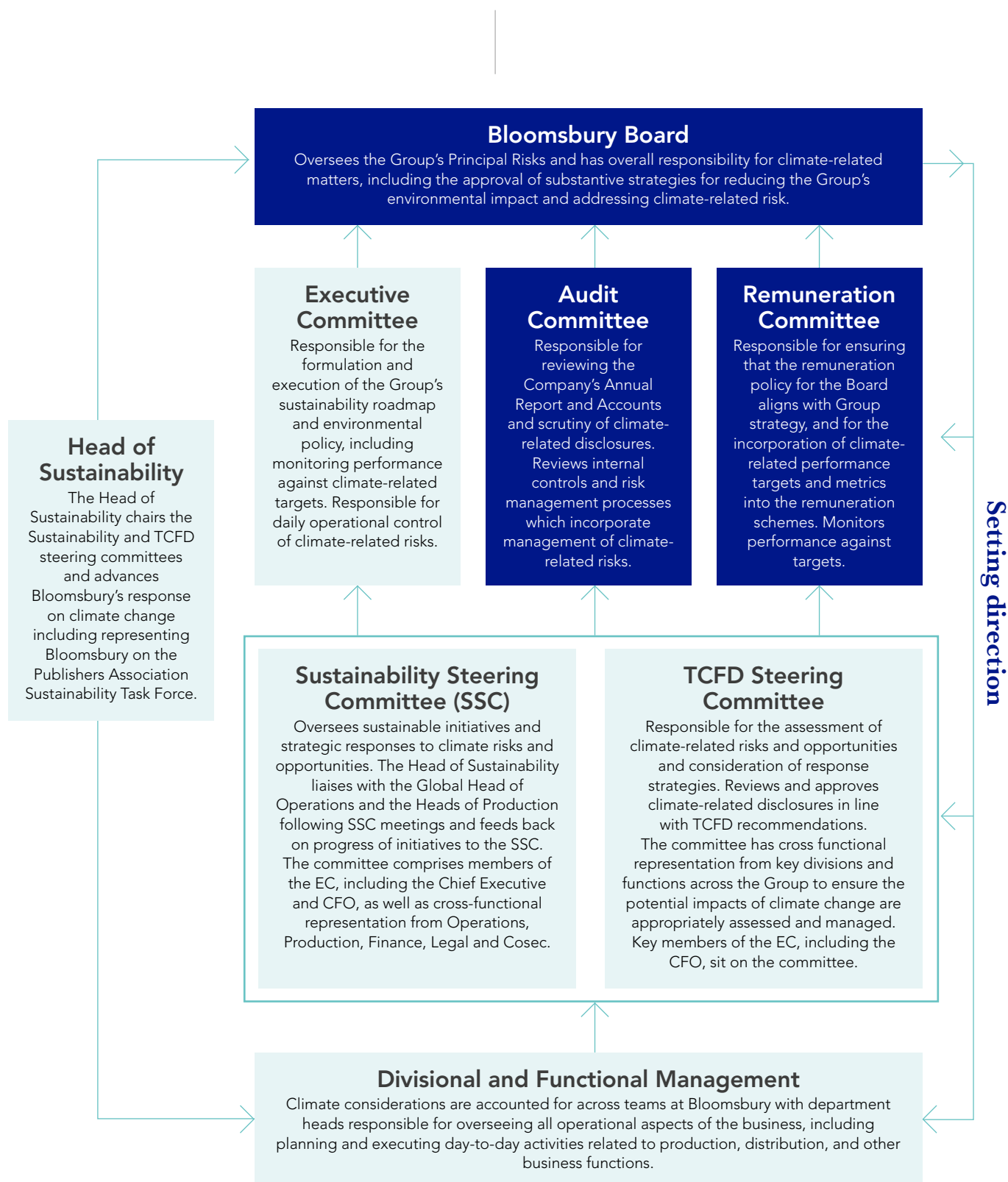
Climate-related responsibilities are distributed across the organisation, with several committees having key roles. These committees include members of the Executive Committee and senior production and operations managers, ensuring comprehensive expertise regarding the impact and significance of climate-related matters throughout the Group's value chain.

The Remuneration Committee assists the Board to align the Remuneration Policy with the Group's strategy, including climate-related matters. For 2023/2024, bonus objectives for Executive Directors include a 4% weighting for the achievement of Scope 1 and 2 GHG emission-reduction targets.

The organisational structure on page 90 describes the responsibilities of the Board and each committee that is involved in climate governance.

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

continued



**KEY**

- Board oversight of climate issues
- Management oversight of climate issues
- Information flows

## Strategy

Bloomsbury uses a TCFD-aligned climate scenario analysis to assess climate-related risks and opportunities. Climate scenario analysis supports the assessment of potential impacts over longer-term time horizons across uncertain climate futures, aligned with the latest climate science. Given the high level of uncertainty, our assessments are hypothetical.

Through our assessment, we have increased our understanding of current and future potential climate impacts and our possible exposure to transitional and physical risks. This supports appropriate future integration of key climate considerations into our financial and business planning processes.

An overview of the Group's approach to climate-risk analysis and management is set out below.

### 2021/2022

#### Phase 1: Identification of strategically important climate-related risks and opportunities

- Identifying relevant climate risks and opportunities through cross-functional engagement, sector and policy research, country-specific regulation and climate scenario research.
- Internal engagement involved reviews with key functions, including sustainability, finance, production, risk management and sales and operations.
- Mapping identified climate risks and opportunities against market trends relevant to the Group's business. This involved a comprehensive review of major trends in the publishing industry including digitisation, to inform the Group's understanding of how climate issues may manifest over time.
- The identified risks and opportunities are disclosed on pages 92 to 95.

#### Phase 2: Qualitative Assessment of strategically important climate-related risks and opportunities

- Qualitative assessment of identified risks and opportunities across three climate scenarios and time horizons to understand how risks and opportunities may manifest and the relative significance of each risk and opportunity for the Group. Scoring criteria for the qualitative assessment of climate-related risks included vulnerability, the magnitude of impact and likelihood. Climate-related opportunities have been assessed based on the size of the opportunity and the Group's ability to execute. Further information on the risk scoring methodology is set out on page 91 of our 2022 Annual Report.

### 2022/2023

#### Phase 3: Selection of priority risks for quantification based on scoring and quantification feasibility

- Identification of select risks and opportunities for further investigation based on the qualitative risk assessment score, relative significance to the Group, links to financial indicators, and feasibility of quantification.
- Development of impact pathways for selected risks to identify specific value drivers, data needs and assumptions. Cross-functional engagement to collate relevant data and test assumptions for the analysis. Validation of assumptions and impact pathways by the TCFD Steering Committee.
- Quantification of potential future financial impacts across three climate scenarios and accounting for longer-term time horizons.

### 2023/2024 and beyond

#### Integrate, respond and monitor – continue to develop climate resilience and integrate climate considerations appropriately into business processes and planning

- Cross-functional engagement to consider ways to integrate the outcomes of the climate-risk and opportunity analysis into the Group's existing processes to develop climate resilience and inform decision making, identify mitigating actions and including, where appropriate, financial planning.
- Assess the opportunity for combining the Group's decarbonisation and resilience planning into a robust transition plan with near and long-term targets, interim milestones and actions.
- Ongoing engagement with key suppliers, including printers and distributors, to understand the potential impact of climate change on their operations and mitigating actions.
- Progression of the quantitative climate scenario analysis, taking into account the significance to the Group and data availability opportunities considered for quantification, taking into account the significance to the Group, links to financial indicators, and data availability.

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

*continued*

## Climate Scenarios

The assessment of climate-related risks and opportunities was conducted using publicly available projected data against three hypothetical climate scenarios sets, as shown in the table below. Each scenario is based on hypothetical assumptions about global climate policy intervention and socio-economic changes, which lead to varying ranges of temperature outcomes. As a result, the climate data projections used vary significantly and result in a wide range of potential future financial impacts.

Scenario Set	Ambitious climate policy	Middle of the road	High warming
Description	<ul style="list-style-type: none"> <li>• Early and/or ambitious action to support the transition to a net zero economy.</li> <li>• Incentives are introduced to put a cost on carbon and increase demand for low-carbon products and services.</li> </ul>	<ul style="list-style-type: none"> <li>• Late, disruptive and/or unanticipated action, no earlier than 2030.</li> <li>• Action is slower and delayed compared to the orderly transition, resulting in more extreme action taken in the longer term to make up for the lost time.</li> </ul>	<ul style="list-style-type: none"> <li>• A high warming scenario with limited action being taken beyond what has already been committed, leading to continued global warming and significant increases in exposure to physical climate risks.</li> </ul>
Data sources	<ul style="list-style-type: none"> <li>• NGFS's<sup>1</sup> Orderly Transition including REMIND-MAgPIE 3.0–4.4 Net Zero 2050 &amp; Below 2°C<sup>2</sup>.</li> <li>• IEA's<sup>3</sup> WEO<sup>4</sup> Net Zero Emissions.</li> <li>• IPCC's<sup>5</sup> SSP61–2<sup>6</sup>.</li> <li>• National Grid Future Energy Scenario, Leading the Way.</li> </ul>	<ul style="list-style-type: none"> <li>• NGFS's Disorderly Transition scenario including REMIND-MAgPIE 3.0–4.4 Delayed Transition &amp; Divergent Net Zero.</li> <li>• IEA's WEO Announced Pledges.</li> <li>• IPCC's SSP<sup>2</sup>–4.5.</li> <li>• National Grid Future Energy Scenario, Systems Transformation.</li> </ul>	<ul style="list-style-type: none"> <li>• NGFS's Hot House World scenario including REMIND-MAgPIE 3.0–4.4 Current policies &amp; NDCs.</li> <li>• IEA WEO Stated Policies.</li> <li>• IPCC's SSP5–8.5.</li> <li>• National Grid Future Energy Scenario, Falling short.</li> </ul>
Temperature outcome range	1.4°C to 1.8°C	1.4°C to 2.7°C	2.6°C to 4.4°C

1. NGFS – Network for Greening the Financial System

2. REMIND-MAgPIE 3.0-4.4 is an integrated assessment model from the Potsdam Institute for Climate Impact Research

3. IEA – International Energy Agency

4. WEO – World Energy Outlook

5. IPCC – Intergovernmental Panel on Climate Change

6. SSP – Shared-socioeconomic pathway

Climate risks and opportunities have been assessed across three time horizons: (i) short term (0–5 years), to align with the Group's strategy planning cycles; (ii) medium term (5–10 years), to align with the Group's near-term Science-Based targets; and (iii) long term (10+ years to 2050) to align with the UK's Net Zero 2050 goal.

## Climate Risks and Opportunities

Our climate scenario analysis is designed to be able to assess the potential impact of risks and opportunities across different climate scenarios and time horizons.

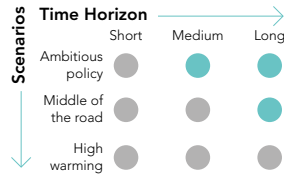
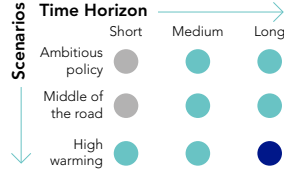
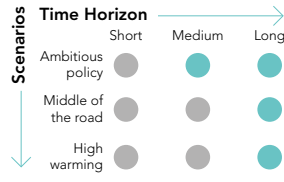
Our qualitative assessment ensures broad assessment coverage of relevant climate risks and opportunities and subsequent integration in business planning. Our quantitative assessment assesses the hypothetical scale of the potential financial impact of climate-related risks and opportunities.

### Qualitative assessment of climate-related risks and opportunities

In the Group's 2022 Annual Report, we disclosed the outcome of the qualitative assessment of climate-related risks, reproduced in the table below.

### Strategically important climate-related risks and opportunities

(Not disclosed in order of priority)

Market Trend	Climate-related risks and opportunities	Assessment Result																			
<p><b>Increase in competition for manufacturing capacity, materials and distribution</b></p> <p>There has been a global rise in competition for print manufacturing capacity, raw materials and distribution, driving up the cost of sales. While this may incentivise operational efficiencies and product specification rationalisations with associated reductions in carbon emissions, the feasibility of optimising our approach is dependent on the cooperation of our suppliers and on collaboration between publishing houses via concerted lobbying of the supplier base.</p>	<p><b>Climate-related risks and opportunities</b></p> <ul style="list-style-type: none"> <li>R1. Inflated cost of sales related to the request for the implementation of sustainable practices or material choices. Put simply, 'green' options cost more at present.</li> <li>O1. Potential cost savings derived from operational efficiencies and specification changes.</li> </ul> <p><b>Potential management response</b></p> <ul style="list-style-type: none"> <li>Assess the feasibility of efficiencies in production and distribution.</li> <li>Seek opportunities to partner with suppliers to reduce carbon emissions through specification adjustments and materials choices in collaboration with our industry peers.</li> <li>Consider adjustments to product pricing.</li> </ul>	 <table border="1"> <thead> <tr> <th rowspan="2">Scenarios</th> <th colspan="3">Time Horizon</th> </tr> <tr> <th>Short</th> <th>Medium</th> <th>Long</th> </tr> </thead> <tbody> <tr> <td>Ambitious policy</td> <td>Low</td> <td>Medium</td> <td>High</td> </tr> <tr> <td>Middle of the road</td> <td>Low</td> <td>Low</td> <td>High</td> </tr> <tr> <td>High warming</td> <td>Low</td> <td>Low</td> <td>Low</td> </tr> </tbody> </table>	Scenarios	Time Horizon			Short	Medium	Long	Ambitious policy	Low	Medium	High	Middle of the road	Low	Low	High	High warming	Low	Low	Low
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High warming	Low	Low	Low																		
<p><b>Dependence on localised supplier specialisms</b></p> <p>The book and games manufacturing industries have evolved to create localised product specialisms. This results in longer-distance transport routes that are inherently exposed to physical hazards, which could increase in likelihood and magnitude.</p>	<p><b>Climate-related risks and opportunities</b></p> <ul style="list-style-type: none"> <li>R2. Extreme weather events such as storm surges can disrupt land and sea transport networks causing delays in production and distribution.</li> <li>R3. Longer transport routes result in higher carbon emissions and distribution costs. In some instances, there are no alternatives.</li> </ul> <p><b>Potential management response</b></p> <ul style="list-style-type: none"> <li>Integrate climate considerations alongside printing and distribution costs when selecting printing suppliers and distribution partners.</li> <li>Explore product design modifications to enable alternative manufacturing locations.</li> </ul>	 <table border="1"> <thead> <tr> <th rowspan="2">Scenarios</th> <th colspan="3">Time Horizon</th> </tr> <tr> <th>Short</th> <th>Medium</th> <th>Long</th> </tr> </thead> <tbody> <tr> <td>Ambitious policy</td> <td>Low</td> <td>High</td> <td>High</td> </tr> <tr> <td>Middle of the road</td> <td>Low</td> <td>High</td> <td>High</td> </tr> <tr> <td>High warming</td> <td>High</td> <td>High</td> <td>High</td> </tr> </tbody> </table>	Scenarios	Time Horizon			Short	Medium	Long	Ambitious policy	Low	High	High	Middle of the road	Low	High	High	High warming	High	High	High
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<p><b>Growing demand for transparency around environmental impact</b></p> <p>There is a general rise in stakeholder expectation to increase transparency over carbon emissions resulting from the production of goods and services. The publishing industry is seeking to standardise the calculation of embodied carbon emissions and exploring the idea of a book 'carbon label' to inform customers as to the carbon emissions associated with individual books.</p>	<p><b>Climate-related risks and opportunities</b></p> <ul style="list-style-type: none"> <li>R4. Potential reputational impact and related loss of revenue if we are perceived to be carbon-intensive in comparison with our peers.</li> <li>R5. Continued consumer demand for carbon intensive design and packaging disincentivises decarbonisation of product.</li> </ul> <p><b>Potential Management Response</b></p> <ul style="list-style-type: none"> <li>Evaluate tools and resources in development by industry associations that enable carbon accounting in our production and design.</li> <li>Remain an active participant in industry association discussions regarding the development of industry-specific carbon standards.</li> <li>Explore opportunities to influence market preferences in favour of goods with reduced environmental impact.</li> </ul>	 <table border="1"> <thead> <tr> <th rowspan="2">Scenarios</th> <th colspan="3">Time Horizon</th> </tr> <tr> <th>Short</th> <th>Medium</th> <th>Long</th> </tr> </thead> <tbody> <tr> <td>Ambitious policy</td> <td>Low</td> <td>High</td> <td>High</td> </tr> <tr> <td>Middle of the road</td> <td>Low</td> <td>Low</td> <td>High</td> </tr> <tr> <td>High warming</td> <td>Low</td> <td>Low</td> <td>High</td> </tr> </tbody> </table>	Scenarios	Time Horizon			Short	Medium	Long	Ambitious policy	Low	High	High	Middle of the road	Low	Low	High	High warming	Low	Low	High
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**SCORE KEY**

● Low    ● Medium    ● High

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

continued

## Market Trend

## Assessment Result

### Market transition to net-zero

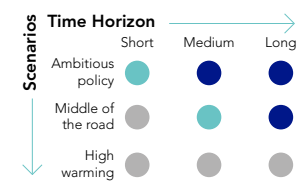
To incentivise the transition to net zero, the price of carbon will become more apparent, through carbon regulations, carbon pricing mechanisms (global carbon markets and carbon taxes) and the potential knock-on impact to fossil fuel prices.

### Climate-related risks and opportunities

- R6. Increased costs of raw materials and distribution due to pass-through of transition costs.
- R7. Higher operational costs related to our direct energy consumption and related carbon emissions.
- R8. Increase capital expenditure for new technologies/ low carbon materials and production processes to reduce carbon emissions related to our activities.
- O2. Conversely, this would also reduce exposure to future potential transition costs identified above.

### Potential management response

- Potential risks through business operations including increased digitisation.
- Achieve our science-based targets through the identification and assessment of carbon reduction measures across our value chain.
- Use the results of the TCFD quantitative climate scenario analysis to strengthen the business case for investment in decarbonisation measures.
- Consider adjustments to product pricing.



### Digitisation of media

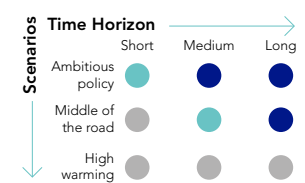
Digital content has become an increasingly important format for certain customer groups. However, preference continues to shift between print and digital formats and there remains uncertainty associated with the climate impacts of digital publishing. Whilst it is expected that energy consumption will increase with business growth, the relationship between carbon emissions and changes in volumes of print and digital content is not yet clear.

### Climate-related risks and opportunities

- R9. Unable to project future carbon emissions related to specific market formats and channels, resulting in uncertain exposure to future climate risk.
- R10. Reputational risk if we are unable to provide an adequate response to potential stakeholder enquiries relating to the climate impact of digitisation.

### Potential management response

- Increase the proportion of renewable and low-carbon energy sources in our operations and encourage digital suppliers to do the same.
- Participate in industry associations that are developing tools and resources that will support Bloomsbury to understand the life cycle emissions of all our product formats and channels.



### Growth in publishing content on climate change

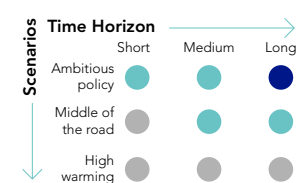
There is an increasing volume of climate-related Academic research that, when published, can broaden discovery and understanding, as well as support higher education in this field.

### Climate-related risks and opportunities

- O3. Increase in revenue from demand for content aligned with SDG13: Climate Action, as well as other global goals aligned to clean energy, responsible consumption and production, and biodiversity.
- O4. Enhanced reputation for publishing academic content that encourages interaction with the principles of the United Nations Sustainable Development Goals (SDGs).

### Potential management response

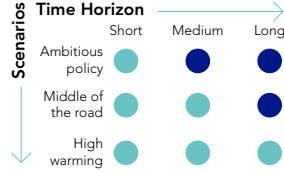
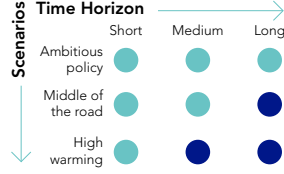
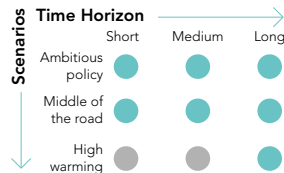
- Begin to explore academic content to align with SDGs and increase publication of information linked to climate change.
- Identify opportunities to collaborate within the industry to drive sustainable content, following on from previous initiatives such as the UN SDG Book Club.



## SCORE KEY

● Low    ● Medium    ● High



Market Trend	Assessment Result
<p><b>The publishing industry is collaborating to address climate impacts</b></p> <p>Working as an industry body presents an opportunity to collectively assess, invest and benefit from possible efficiencies across the supply and distribution network with the aim of facilitating carbon emissions reductions that are associated with the publishing industry.</p>	<p><b>Climate-related risks and opportunities</b></p> <ul style="list-style-type: none"> <li>O5. Increase in decarbonisation initiatives in the supply chain through supplier partnerships and collaboration.</li> </ul> <p><b>Potential Management Response</b></p> <ul style="list-style-type: none"> <li>Continue to collaborate with our peers and suppliers on industry-wide climate initiatives. The extent of knowledge sharing and coordinated activities may be subject to restrictions under competition law.</li> </ul> 
<p><b>Increase in likelihood of climate-related physical hazards</b></p> <p>There is an expected increase in the likelihood of extreme weather events and chronic climate anomalies in the future. Hazards related to climate change (including heat stress, water scarcity, flooding, storm surges, wildfire etc.) could impact operations across the publishing value chain, from pre-press, to suppliers, to distribution, and to retail.</p>	<p><b>Climate-related risks and opportunities</b></p> <ul style="list-style-type: none"> <li>R11. Physical hazards can result in a reduced availability of materials, resulting in suppliers charging high prices.</li> <li>R12. Delays in supply and distribution of products, or in worst-case scenarios a loss of products, resulting from extreme weather events.</li> <li>R13. Damage to manufacturing plants reduces supplier production capacity.</li> <li>R14. Shift in sales to online channels in response to severe weather conditions.</li> </ul> <p><b>Potential management response</b></p> <ul style="list-style-type: none"> <li>Mitigate risks by building further resilience in our value chain.</li> <li>Further assess physical risk at key manufacturing plants and associated potential financial impact.</li> <li>Build resilience in production by identifying alternative suppliers and supplier regions, supporting adaptation planning, and forward purchasing paper.</li> <li>Extend schedules to account for potential delays in distribution.</li> <li>Identify opportunities to increase online marketing to mitigate impacts from the shift to online retail.</li> </ul> 
<p><b>Enhanced market focus on biodiversity and the value of ecosystem services</b></p> <p>In recent years, businesses have been expected to accelerate the adoption of sustainable procurement of natural resources, such as using FSC/SFI-certified paper. There is also emerging regulation on forestry protection, as well as expectations for companies to increase nature-related disclosures. As a result, there is increasing scrutiny concerning the rigour of these standards in protecting habitats, and the importance of the industry in upholding the integrity of standards to limit the degradation of biodiversity.</p>	<p><b>Climate-related risks and opportunities</b></p> <ul style="list-style-type: none"> <li>R15. Higher price of raw materials that meet sustainable sourcing standard requirements.</li> <li>R16. Reputational impacts should evidence indicate that the effectiveness of standards has low, no, or negative impact on biodiversity and environmental systems.</li> <li>O6. Opportunity to increase nature-related positive impacts through industry collaboration on due diligence of standards.</li> </ul> <p><b>Potential management response</b></p> <ul style="list-style-type: none"> <li>Expand supplier engagement plans to tier 2 and tier 3 suppliers in order to understand opportunities to have a positive influence on biodiversity.</li> <li>Engage with industry bodies and associations (e.g. the Publishers Association) and peers to investigate the issue of biodiversity loss and the effectiveness of FSC in tackling biodiversity issues, including an understanding as to whether there are grades of performance within the various sustainable procurement standards.</li> <li>Consider adjustments to product pricing.</li> </ul> 

The table above indicates the consolidated risk scores of the specific risks relevant to each market trend.

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

*continued*

## Quantification of potential impact of climate change

The potential financial impact of the selected climate risks has been modelled across climate scenarios (described on page 92) to 2050.

Impact pathways were developed for the selected risks to identify specific financial impact categories, value drivers, data requirements and key assumptions to estimate the potential financial impact of the selected risks.

For both physical and transition climate-related risks, the potential future impact from climate change has been modelled as a 'climate-adjusted net present value' ("NPV"). This sets out hypothetical cumulative cashflow impact to the Group over the 28-year period from 2023/2024 to 2050/2051.

The climate scenario sources used for the quantitative assessment are summarised in the table below.

Physical impacts	Transition impacts
<p><b>External data</b></p> <ul style="list-style-type: none"><li>• Data from Climate Insights, from CLIMsystems. This data shows the potential future change in climate variables based on Global Climate Models ("GCMs") of the coupled model intercomparison project ("CMIP6") for periods from 2005 to 2070, under the selected "shared-socioeconomic pathway ("SSP") scenarios of SSP1-2.6, SSP2-4.5 and SSP5-8.5 (see page 92 for scenario description).</li><li>• The data was prepared for nine asset locations across the UK, US, India, China and Australia.</li></ul>	<p><b>External data</b></p> <ul style="list-style-type: none"><li>• Data from the International Energy Agency's World Energy Outlook report, and its Global Energy and Climate Model, were used to model the potential future impacts of energy prices and carbon pricing mechanisms. The projections account for macro drivers such as population, economic developments as well as techno-economic inputs for the period 2021 to 2050, with 10-year increments under scenarios Stated Policies, Announced Pledges, and Net Zero Emissions.</li></ul>
<p><b>Internal data</b></p> <ul style="list-style-type: none"><li>• Seven key print and logistic suppliers with an associated nine locations of primary assets were identified by the Group.</li><li>• The revenue generation associated with each supplier site was correlated to potential productivity losses from climate change.</li></ul>	<p><b>Internal data</b></p> <ul style="list-style-type: none"><li>• Transition impacts were assessed for the Group, using energy and emissions data, as well as the current price of utilities, aggregated at country level, reflecting our operations in the UK, US, India and Australia.</li><li>• Emissions associated with the Group's paper, print, and logistic suppliers was modelled. Emissions were mapped to emerging and advanced economies as defined by the International Energy Agency ("IEA") based on the location of the main business activities.</li></ul>

## Quantification results for selected transition and physical climate-related risks

The diagram below and the table on page 97 further describe the Group's approach to the quantification of selected risks, and sets out the assessment of the potential NPV financial impact of the selected risks.

The NPV effects over the whole time period set out below should be seen in the context that the net cash generated by the Group from operating activities in 2022/2023 was £26.6 million.



Financial Assessment

Risk	Risk drivers	Value driver	Impact category	Ambitious policy	Middle of the road	High warming
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Transition Risks

To transition to a low-carbon economy, policy intervention to encourage and drive the shift to low-carbon solutions will be required.

R6. Increased costs of raw materials and distribution due to pass-through of transition costs.	Paper and print suppliers may face carbon taxes on their own operational emissions which may be passed onto Bloomsbury.	<ul style="list-style-type: none"> <li>Carbon tax on print supplier emissions.</li> </ul>	Increased transition cost of paper and print.	●	●	●
	Transition and distribution supplier may face additional taxes on fuel use and on warehouse emissions which may be passed onto Bloomsbury.	<ul style="list-style-type: none"> <li>Carbon tax on logistic emissions.</li> </ul>	Increased transition cost of distribution.	●	●	●
R7. Higher operational costs related to our direct energy consumption and related carbon emissions.	The price of energy may change and carbon pricing mechanisms may be introduced and expanded to cover our Scope 1 and 2 emissions.	<ul style="list-style-type: none"> <li>Carbon tax on Scope 1 and 2 emissions.</li> <li>Electricity price changes.</li> <li>Natural gas price changes.</li> </ul>	Increased cost of direct operations.	●	●	●

Physical Risks

An increase in climate hazards including heat stress, flooding, storms etc. in the future results in disruption to provision of goods and services to Bloomsbury.

R2. Extreme weather events such as storm surges can disrupt land and sea transport networks causing delays in production and distribution. R12. Delays in supply and distribution of products, or in worst-case scenarios a loss of products, resulting from extreme weather events.	Reduced logistics efficiency due to temporary shutdowns or reduce efficiency due to temporary shutdowns or reduced efficiency of workers. As a result, Bloomsbury may be indirectly affected if it is not able to distribute or hold products as planned and on schedule.	<ul style="list-style-type: none"> <li>Productivity loss from 13 different climate hazards at specific site locations - loss of revenue.</li> </ul>	Climate disruption at key distribution locations.	●	●	●
	Reduced production capacity at key printer locations due to temporary shutdowns or reduced efficiency. As a result, Bloomsbury may be indirectly affected if it is not able to achieve planned production.	<ul style="list-style-type: none"> <li>Productivity loss from 13 different climate hazards at specific site locations - loss of revenue.</li> </ul>	Climate disruption at key printer locations.	●	●	●
R13. Damage to manufacturing plants reduces supplier production capacity.						

**KEY** NPV (over the period 2023/2024 to 2050/2051)

● Lower estimated impact (less than £1 million) ● Average estimated impact (£1 million-£10 million) ● Higher estimated impact (£10 million-£26 million)

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

continued

## Transition impacts:

- In a low-carbon transition, our modelling assumes increased costs without mitigation or actions to decarbonise or continue investment into sustainable procurement and operational practices. This risk is estimated to be greatest under an ambitious policy climate scenario and without mitigating actions.
- Bloomsbury is not aware of any current or planned policies which means that its suppliers are subject to or exposed to a carbon pricing mechanism. However, recognising that carbon pricing is likely to be required to achieve global goals to limit climate change, we have modelled the potential impact of a carbon tax based on supplier emissions, as indicated in the table on page 97.
- Many of the Group's suppliers are likely to be subject to changes in operating costs from energy and climate-related policies. These additional costs are likely to be passed down to customers through increased prices of goods and services. Bloomsbury will review the feasibility of quantifying the potential impact of such increases.
- Bloomsbury is investigating opportunities to manage its transition risk exposure and seize opportunities to reduce emissions across the value chain as part of its emission targets and associated reduction pathways.

## Physical impacts:

- The expected increase in frequency and severity of extreme weather events, as well as gradual changes to the climate, may affect operations across the Group's value chain. The physical risks with the greatest potential impact on the Group were identified as potential disruption to production capacity and delayed distribution of print products.
- Historically, Bloomsbury has not experienced significant weather-related disruptions to the production and distribution of print products. We have mitigated any disruption by reallocating services to alternative suppliers and this agile approach is core to the resilience of our value chain.

## Climate Resilience Strategy

Understanding the potential impacts of climate-related risks and opportunities is central to our assessment of the Group's strategic resilience to climate change over time. Bloomsbury recognises the importance of engaging with suppliers, peers and other partners in achieving our climate change targets and managing identified climate risks and opportunities.

Bloomsbury's strategic actions are described below: Additional information is set out on pages 80 to 83.

- **Digital Publishing:** Bloomsbury Digital Resources, a significant growth area for the Group, as well as ebooks and audio, are not exposed to the transition and physical risks applicable to print. Bloomsbury's successful digital strategy means it is well placed to adapt to the transition and physical risks identified above. We will monitor emerging guidance on emissions associated with digital products.
- **Author, customer, and consumer awareness:** Actively increasing our publishing relating to sustainability and climate, as well as raising awareness on sustainable book production measures to encourage consumer demand for lower carbon products.
- **Supplier engagement:** Engaging with suppliers to improve understanding of upstream environmental impacts and identify opportunities to reduce environmental impacts.
- **Low-carbon production:** Exploring the use of alternative materials and designs to reduce the environmental impact of the Group's print products.
- **Print strategies:** Increasing print on demand and local printing to reduce overproduction and emissions from transportation.
- **Adjustments to product pricing:** Continually reviewing product pricing to ensure products are priced appropriately.
- **Decarbonisation in offices:** Identifying energy efficiency measures, switching to renewable energy where possible, and implementing behavioural change programmes to decarbonise.

## Developing Bloomsbury's Transition Plan and Resilience Response

### Approach to developing a transition plan



Actions feeding into the development of Bloomsbury’s transition plan are shown below.

	2023/2024	2024/2025	2025/2026	2026/2027	2027/2028	2028/2029	2029/2030	2030/2031	2040/2041	2050/2051
Direct operations	Implement systems to better manage data.	Identify and implement energy efficiency and fuel switching.					Near-term SBT.	Identify and implement actions to align direct operations with net zero.		
	Increase procurement of renewable electricity.									
Employees	Climate education for Board and senior leadership, as well as across the Company.									
	Encourage and support behaviour-led environmental initiatives.									
Suppliers	Develop and deliver supplier engagement strategy.			Identify and implement levers to reduce emissions across emission sources.				Near-term SBT.	Identify and implement actions to further decarbonise upstream emissions by collaborating with suppliers to achieve shared goals.	
	Set up regular meetings with key suppliers.									
	Data improvement for most material emission categories, as well as monitor emerging guidance on the environmental measurement of digital products.									
Investors and other stakeholders	Responding to requests from customers on sustainability, e.g. annual disclosure to the CDP climate and forests questionnaire.									
Consumers	Increase published content on climate change information.									
	Identify and implement actions to reduce the carbon intensity of products sold, to meet increasing awareness of sustainability issues and grow digital products.									
	Working towards book industry standard for carbon labelling, supporting consumers to understand the environmental impact of published contents.									
Advocacy	Engage and contribute to key industry bodies including Publishers Association Sustainability Task Force, the Independent Publishers Guild Sustainability Action Group, and the Book Industry Communication Green Supply Chain Committee.									

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

*continued*

## Risk Management

### Climate Risk Assessment Methodology

We have assessed the climate-related risks and opportunities relevant to the Group over three stages: (i) identification of strategically important climate-related risks and opportunities; (ii) qualitative assessment of the identified risks and opportunities; and (iii) quantification of the potential financial impact of selected risks. This process is described in more detail on pages 91 to 92.

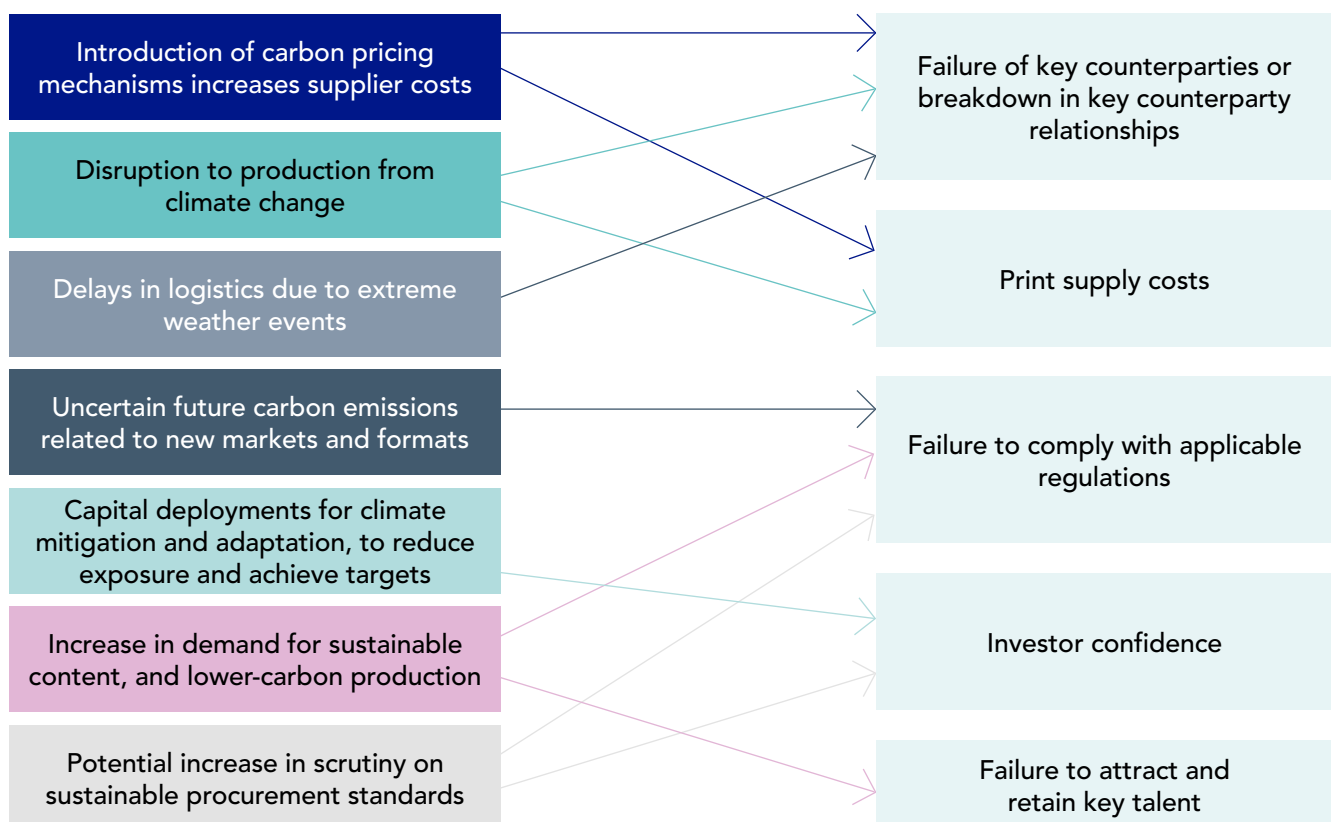
The scoring methodology followed for the qualitative assessment of identified risks and opportunities is described on page 91 of our 2022 Annual Report.

### Integration of Climate Risk into Group Risk Processes

Climate-related risks are assessed in the context of Group business risks (see Principal Risks and Risk Management section on pages 103 to 110). Climate considerations are included within our risk management process, on a consistent basis to other business risks, and this process includes controls to mitigate risks.

Our actions to mitigate these risks focus on supply chain management and operational efficiency and decarbonisation.

### Illustrative mapping of climate issues to principal risks



### Future plans include:

- Continuing to assess climate risks through the Group's risk management process, including identifying and implementing mitigating controls;
- Ongoing assessment and monitoring of emerging policies and regulations regarding environmental matters;
- Establishing climate-related key risk indicators to assist in ongoing monitoring and management of climate risks; and
- Mapping climate-related risks and opportunities to our transition plan.

## Metrics and Targets

Bloomsbury is committed to reducing its environmental impact across its value chain and has committed to reducing its Scopes 1, 2 and 3 emissions. These near-term targets help the Group respond and adapt to the transition to a low-carbon economy and reduce exposure to identified transition risks. These targets have been validated by SBTi (see page 81 for more detail).

We have iterated and improved our GHG inventory methodology in 2022/2023, including gaining access to more granular data, primarily relating to Scope 3 emissions. Following the completion of the Group's Scope 3 emissions analysis for 2022/2023, and on the basis of this improved methodology and data analysis, the Group will review the base year for its emission reduction targets and the outcomes of this work will inform the development of our transition planning.

Recent work in this area includes the following:

- Implemented energy, emission, and resource-saving initiatives and identified new measures to reduce our environmental impact and exposure to transition risks;
- Engaged regularly with those of our suppliers which contribute the most to our Scope 3 emissions, to better understand environmental impacts through the value chain and collaborate to reduce emissions;
- Improved the calculation of GHG emissions, as referenced above; and
- Continued to measure and report against other climate-related environmental indicators that relate to resource use including water consumption, waste generation and paper consumption. We use these indicators to monitor potential changes in exposure to climate risks beyond carbon impacts.

More information on our environmental performance and measures taken to reduce the Group's environmental footprint can be found on pages 80 to 89.

The table below summarises the key metrics used to monitor and manage the significance of the potential impacts of climate change, with reference to TCFD's cross-industry climate-related metric categories.

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

*continued*

Metric category	Metric	Risk and opportunity description	Response and target options to manage impacts
GHG emissions	33,171 tCO <sub>2</sub> e Scope 1, 2 and 3 emissions (market-based)	Bloomsbury may face higher operational costs from the procurement of raw materials and distribution services, as well as increases in direct operational costs from its facilities. It may also suffer reputational damages if it does not reduce its emissions profile in line with its SBTi-validated targets.	Scope 3 emissions comprise 99.7% of our total emissions. As reported above, collaboration with our suppliers on industry-wide climate initiatives will be needed to achieve material reductions in these emissions.  Identification and assessment of carbon reduction measures across our value chain will reduce the potential impact of carbon pricing mechanisms and energy price changes.
Transition and physical risks	Climate-adjusted NPV impact over the 28 year period (2023/2024 – 2050/2051) of: <ul style="list-style-type: none"> <li>less than £1 million under the high warming scenario; and</li> <li>up to £26 million under the ambitious climate policy scenario.</li> </ul> <p>These figures represent the hypothetical impact across the quantified risks, without the mitigating actions planned.</p>	<p>Bloomsbury may experience additional operational costs and taxes associated with low-carbon transition. It may also face revenue losses associated with disruption of services from suppliers.</p> <p>Bloomsbury can gain competitive advantage and reduce these risks by implementing our planned and potential mitigations and adaptive actions.</p>	<p>Assess the feasibility of efficiencies in production and distribution, and integrate climate considerations into decision processes, to reduce exposure to supplier disruption and cost increases.</p> <p>Measures to mitigate environmental impacts, including engagement with suppliers, will contribute to achieving Bloomsbury's Scope 3 emissions target, which will in turn reduce the Group's exposure to climate-related risks.</p>
Remuneration	4% weighting to reduction of Scope 1 and 2 targets in annual bonuses	Bloomsbury is committed to managing and reducing its environmental impact. The inclusion of GHG reduction targets in bonus objectives further encourages implementation and development of mitigating actions and adaptive measures across the Group.	Continue Board engagement on climate issues, to support the investment of resources and capital in climate mitigation and adaptation measures, including aligning other strategic objectives with climate action e.g. low-carbon products and content directed at increasing awareness of climate change.
Capital deployment and internal carbon price	Not disclosed	Bloomsbury has not measured or defined capital deployment in the context of climate-related risks or implemented an internal carbon price metric.	Ongoing consideration of climate considerations in the context of the Group's exposure to climate-related risks.

Future plans include reviewing the SBTi Net-Zero Standard, identifying and monitoring further climate-related metrics to support our transition planning and climate-related risk management, and identifying and modelling potential carbon reduction measures required to achieve our emission-reduction targets.



# Principal Risks and Risk Management

*The focus of Bloomsbury's risk management process is on identifying, evaluating and managing risk, with the goal of supporting the Group in meeting its strategic and operational objectives.*

The Group has policies and procedures in place to ensure that risks are properly identified, evaluated and managed at the appropriate level within the business. The Group maintains a comprehensive risk register and assesses all pertinent risks, including operational, financial, compliance and strategic risks. The risk assessment is dynamic so includes emerging and retiring risks as the risk landscape changes. Each risk is monitored and where necessary updated, using a rating system which seeks to assess the likelihood and impact of the relevant risks crystallising. Against this, an assessment is made of the controls that are in place to mitigate the relevant risk.

Each Division and functional area maintains the risk register in respect of the risks relevant to that Division or functional area. The risk register is reviewed on a quarterly basis by Bloomsbury's Executive Committee and a report on the internal controls and assurances that are in place in respect of the risks identified is submitted to the Audit Committee three times a year.

Further explanation of the Group's risk management and internal control framework is provided in the Corporate Governance section on pages 140 to 141, and is summarised below.



Bloomsbury's risk management framework is designed to provide the Board with oversight of the most significant risks faced by the Group.

The rating of risks takes into account the likelihood of the risks happening and the potential financial and non-financial impacts they could have. Risks are rated twice:

- The first rating is based on the potential exposure if nothing is done to manage or mitigate the risk, in order to assess the significance of the risk to the Group's business and provide a baseline ("gross risk rating").
- The second rating takes into account the measures and controls in place to manage and mitigate the level and impact of the risk, and indicates the current status of the risk ("net risk rating"). This informs decisions about what additional action may be required to further mitigate the risk, according to the Company's risk appetite.

The most material risks are those which have a higher probability and which, if they were to occur, would have a material impact on the Company's financial results, strategy, reputation or operations. These risks are classed as the Group's principal risks. The Board receives a comprehensive report on the principal risks of the Group, and the measures and controls in place to manage those risks, twice a year.

Outlined in the table starting on page 104 of this section of the Annual Report, and shown on the risk heat map on that page, are the principal risks that management have identified to the Group. These risks are included in the table on the basis of the gross risk rating described above; the actions and controls applied to mitigate these risks are described alongside each risk. The risk heat map illustrates the net risk ratings of these risk areas after mitigation and controls.

Not all the risks listed in the table are within management's control and other factors besides those listed could also affect the Group. Actions being taken by management to mitigate risk factors should be considered in conjunction with the cautionary statement to Shareholders on page 124 of the Directors' Report with regards to forward-looking statements. Details on financial risk management are given in Note 25.

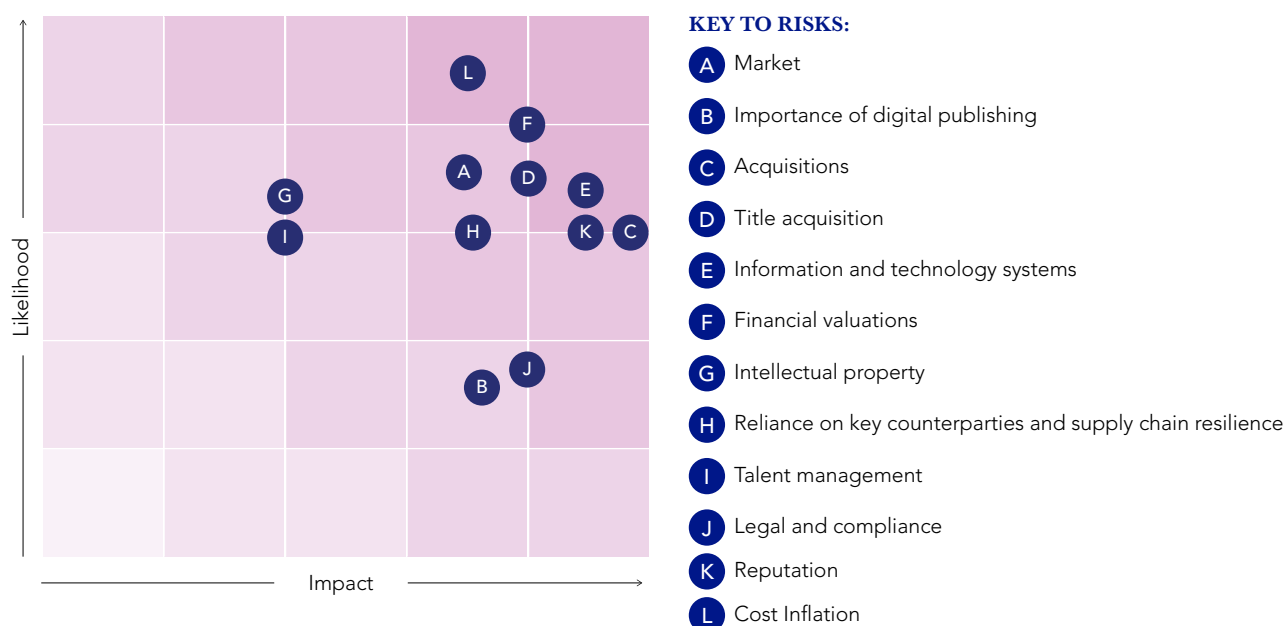
# Principal risks and risk management

continued

## Principal risks

The table on pages 104 to 109 summarises those risks that management considers significant for the Group's business being risks which have a higher probability and which, if they were to occur, would have a material impact on our financial results, strategy, reputation or operations, together with the action taken and controls implemented by management to mitigate these risks. Other risks besides those listed could also affect the Group and are monitored throughout the year.


The relative net risk ratings of the principal risks (after mitigation and controls) are illustrated schematically in the following chart:



Risk	Key area	Description	Mitigation
<b>A</b>	<b>Market</b> <b>Change in risk:</b> ↓	<b>Market volatility: impact of economic instability</b>  Economic instability and inflationary pressures may lead to changes in consumer demand for products, impacting revenues and margins.	<ul style="list-style-type: none"> <li>• Bloomsbury combines academic and general publishing in different formats and distributes its products through different channels. In addition, we operate in multiple countries and sell our products worldwide. This diversified portfolio and customer base, together with our international presence, creates a level of resilience in respect of market or country-specific downturns.</li> <li>• Close monitoring of revenue streams, lists and channels; range and diversity of our content; resilience of demand for strong content.</li> <li>• Continued focus on promoting Non-Consumer sales and BDR products, as academic customers pivot to digital resources.</li> <li>• Increased marketing and sales activities focused on retaining reader engagement.</li> <li>• Renewed focus on promotion of reading for pleasure including at key travel points.</li> </ul>




### KEY

↑ Increase      ↔ No change      ↓ Reduced




Risk	Key area	Description	Mitigation
<b>A</b> <b>Market</b> <b>Change in risk:</b> 		<b>Increased dependence on internet retailing</b> Growth of online retailers may impact on the discoverability of Bloomsbury titles and lead to a reduction in sales channels available to the Group.	<ul style="list-style-type: none"> <li>• Grow expert marketing teams skilled in internet sales.</li> <li>• Engage with multiple internet retailers and support independent retailers.</li> <li>• Focus on promoting sales from the Company's own website and on direct sales to customers.</li> <li>• Increase focus on developing other marketing opportunities and other revenue streams, e.g. academic and professional digital products, rights and services.</li> </ul>
		<b>Open Access</b> Policy changes in the UK, Europe and US are accelerating the requirement for publicly funded scholarly content to be published on an Open Access basis. From 1 January 2024, UK Research and Innovation (UKRI) UKRI will require monographs, book chapters and edited collections that acknowledge UKRI funding to be made Open Access within 12 months of publication. If there is not sufficient public funding in place, then income from UK-originated monographs that are submitted to the REF – the UK's system for assessing the quality of research in UK higher education institutions – may be impacted.  In the US, federal agencies, including the National Endowment for the Humanities (NEH) and National Endowment for the Arts (NEA) are consulting on introducing Open Access requirements by 2026, while, in Europe, the PALOMERA project aims to align European research funders over the next two years to accelerate Open Access for books and chapters.	<ul style="list-style-type: none"> <li>• Develop digital services that deliver mixed Open Access and proprietary content in the form that customers demand and will continue to pay for.</li> <li>• Director of Research and Open Access manages responses to developments in Open Access publishing and related mandates to ensure the successful transition to sustainable Open Access business models. Business workflow and systems are in the process of being adapted to ensure capacity to operate at scale.</li> <li>• Open Access publishing initiatives are underway to ensure Bloomsbury is well placed to continue to serve its UK academic authors, and in preparation for the adoption of UKRI's proposed policy in respect of monographs from 2024. An example is Bloomsbury Open Collections, an innovative commercial Open Access model. See page 72 for further information.</li> </ul>
		<b>Sales of used books</b> Sales of used books for academic purposes erode backlist sales.	<ul style="list-style-type: none"> <li>• Digital subscriptions and multiple ebook purchasing models are offered direct to institutions and students.</li> </ul>
		<b>Rental of textbooks</b> US readers may license books from retailers for a limited period at a lower cost to buying books, with no revenues or royalty paid to the publisher.	<ul style="list-style-type: none"> <li>• Develop digital resources and ebook platforms to deliver, direct to institutions and students, the content and flexible pricing models to suit readers' requirements.</li> </ul>




# Principal risks and risk management

continued

Risk	Key area	Description	Mitigation
<b>B</b> <b>Importance of digital publishing</b> <b>Change in risk:</b> 		<b>BDR revenues and profit</b> Revenue and profit from BDR products and services may not grow in line with our stretching targets.	<ul style="list-style-type: none"> <li>Develop a portfolio of high-quality online content services in markets we understand well.</li> <li>Use third-party content and content partnerships to scale up projects more quickly and create economies of scale.</li> <li>Continue to invest in internal resource and infrastructure to support product pipeline.</li> </ul>
		Higher project and development costs may be required or incurred than were budgeted for, impacting profit.	<ul style="list-style-type: none"> <li>BDR performance is monitored against annual and monthly budgets and reforecasts on a weekly basis.</li> <li>The business case for each BDR product requires approval by the Group Finance Director and Managing Director of the Non-Consumer Division. Costs and profitability by project are tracked and reviewed against budget on a monthly and quarterly basis by senior management to identify any corrective action required. Any budget overspend requires the approval of the Group Finance Director and Managing Director of the Non-Consumer Division.</li> </ul>
		Unforeseen circumstances may delay development of new online content services.	<ul style="list-style-type: none"> <li>Standardise the digital delivery platform to simplify and speed up the development and implementation of new digital content services.</li> </ul>
		Reduced budgets for academic libraries and institutions may impact on revenue.	<ul style="list-style-type: none"> <li>Adoption of flexible sales models where budgets for annual subscriptions are restricted.</li> <li>Broaden the international institutional customer base so that the Company is not reliant on sales in specific territories.</li> </ul>
<b>C</b> <b>Acquisitions</b> <b>Change in risk:</b> 		<b>M&amp;A activity</b> Acquisitions could deliver lower-than-expected return on investment. Poor acquisitions may result in potential impairment charges.	<ul style="list-style-type: none"> <li>Potential acquisition targets are assessed by the members of the Executive Committee, according to strategic and cultural fit. Thorough pre-acquisition due diligence is conducted by relevant functions, including finance, legal, publishing and sales. Capital allocation for acquisitions is determined at Group level and approved by the Board. Integration plans are developed at Divisional level and are implemented by a cross-functional team of experts, with Divisional oversight.</li> <li>Regular reports are presented to the Board throughout the year on post-acquisition performance, including an assessment of any variation to the expected return on investment.</li> </ul>
<b>D</b> <b>Title acquisition (Consumer publishing)</b> <b>Change in risk:</b> 		<b>Commercial viability</b> Titles may be acquired that are not commercially, or critically, successful.	<ul style="list-style-type: none"> <li>Advances over a certain limit are required to be authorised by the Chief Executive and Group Finance Director.</li> <li>Financial forecasts are prepared prior to acquisition to predict commercial success.</li> <li>Focus on acquiring world rights, where possible, in order to increase sales opportunities and mitigate the risk posed by competing editions in open markets.</li> <li>Editorial guidelines and policies in place to guide acquisition decisions.</li> </ul>



## KEY

 Increase    
  No change    
  Reduced


Risk	Key area	Description	Mitigation
E	<b>Information and technology systems</b> <b>Change in risk:</b> 	<b>Cybersecurity/malware attack</b> Unauthorised access to the Company's systems may result in fraud, a data privacy breach, theft of intellectual property, inability to access, or damage to, vital systems and assets, thus causing financial and reputational damage to the Group.	<ul style="list-style-type: none"> <li>• Clear responsibility for systems, restrictions on software installation, increasing use of the cloud, information back-up, monitoring security risks, internal control reviews of the systems and up-to-date anti-virus software are amongst the measures in place.</li> <li>• Training provided to all staff on cybersecurity risk.</li> </ul>
		<b>Inadequate internal access controls or security measures</b> Inadequate controls over certain processes could lead to sensitive data being, inadvertently, revealed internally or externally.	<ul style="list-style-type: none"> <li>• Sensitive personal data is stored securely and protected with password controls or encryption. User access controls are embedded in the Company's finance systems.</li> </ul>
F	<b>Financial valuations</b> <b>Change in risk:</b> 	<b>Judgemental valuation of assets and provisions</b> Significant assets and provisions in the balance sheet depend on judgemental assumptions, e.g. goodwill, advances, intangible rights, inventory and returns provisions.	<ul style="list-style-type: none"> <li>• Consistent and evidence-based approach to assumptions.</li> <li>• Board approval of key assumptions.</li> </ul>
G	<b>Intellectual property</b> <b>Change in risk:</b> 	<b>Erosion of copyright</b> Erosion of traditional copyrights.	<ul style="list-style-type: none"> <li>• Continue policy of support for copyright and intellectual property rights as a fundamental facet of publishing.</li> </ul>
		Erosion of territorial copyrights as a result of global internet retailing.	<ul style="list-style-type: none"> <li>• Continue to police infringements of the Group's territorial copyrights and take appropriate action to enforce such rights.</li> </ul>
		<b>Infringement of Group IP by third parties</b> Failure to adequately manage and protect the Group's intellectual property rights (including trademarks and copyright) may damage the value of our core assets and impact on profits.	<ul style="list-style-type: none"> <li>• Adopt robust anti-piracy procedures.</li> <li>• Undertake targeted enforcement action against third-party infringers.</li> <li>• Ensure the appropriate digital rights management protection of ebooks and digital formats.</li> </ul>

# Principal risks and risk management

*continued*

Risk	Key area	Description	Mitigation
<b>H</b>	<b>Reliance on key counterparties; supply chain resilience</b>  <b>Change in risk:</b> 	<b>Failure of key counterparties or breakdown in key counterparty relationships</b>  The failure of key counterparties could result in a significant disruption to the Group's business activities, resulting in lower levels of trading and revenues.  The Group's ability to meet customer demand for print products depends on timely supply from our printing partners. This may be impacted by the availability of raw materials (e.g. paper pulp) and ongoing global supply chain disruption.  A breakdown in key commercial relationships could impact on future publishing opportunities.	<ul style="list-style-type: none"> <li>Relationships with key counterparties are closely monitored and actively managed by senior managers. This includes frequent and regular engagement with key counterparties in order to ensure open communication and cooperation, and to identify potential issues that may impact on the Company's business at the earliest opportunity. Other mitigations include having appropriate contracts and service level agreements in place, and interrogating the business continuity plans of key counterparties.</li> <li>Regular review of global supply chain resilience by cross-function Supply Chain Working Group to ensure proactive steps are implemented to mitigate supply chain risks and prioritise supply of print titles.</li> <li>Ongoing diversification of supplier base.</li> <li>Increased local printing to mitigate shipping delays and disruptions.</li> </ul>
<b>I</b>	<b>Talent management and retention</b>  <b>Change in risk:</b> 	<b>Failure to attract and retain key talent and create an inclusive and supportive environment in which the Group's employees can thrive</b>  Inability to recruit individuals with the necessary skills and experience could impact on Bloomsbury's ability to innovate and grow.  Loss of key talent could lead to loss of skill and knowledge from the business, result in decreased efficiency, impact on staff motivation and undermine external relationships.	<ul style="list-style-type: none"> <li>Ongoing employee engagement measures to improve employee experience and organisational culture; more information on these measures is set out on pages 64 to 73 of this Annual Report.</li> <li>Continued focus on employee development through training and mentoring programmes for early and mid-career employees.</li> <li>Provision of executive coaching for senior staff.</li> <li>Ongoing Employee Voice Programme, allowing every employee to have their voice heard directly by senior management and the Board. HR initiatives are implemented in response to matters raised during Employee Voice Meetings.</li> <li>Formal appraisal system provides the opportunity to identify learning and development opportunities to support career progression and succession planning.</li> <li>Formation of a Diversity, Equity and Inclusion Steering Committee and related Diversity and Inclusion working groups and staff networks.</li> <li>Development of a Diversity and Inclusion Action Plan with clear and ambitious targets to increase diversity within Bloomsbury's workforce and author base.</li> <li>Appointment of a Diversity, Inclusion and Training manager to oversee Bloomsbury's DE&amp;I work and staff training programmes.</li> <li>Global staff turnover by Division and functional area is reported to the Executive Committee and monitored against agreed thresholds.</li> </ul>

## KEY




 Increase

 No change

 Reduced

# Principal risks and risk management

*continued*

Risk	Key area	Description	Mitigation
J	<b>Legal and compliance</b>  <b>Change in risk:</b>  	<b>Breach of key contracts by the Company</b>  Breach of a key contract by the Company could result in a claim for damages and/or termination of the contract by the relevant counterparty, resulting in financial loss to the Group.	<ul style="list-style-type: none"> <li>Relevant individuals within the business who are engaged in activities which relate to, or are governed by, key contracts, are made aware of the terms of such contracts. Legal advice is sought from the Group's legal function where appropriate to ensure performance by the Company in accordance with contractual terms.</li> </ul>
		<b>Failure to comply with applicable regulations</b>  Failure to comply with regulations relating to the reporting of annual financial reports may lead to a range of sanctions including fines, imprisonment, reputational damage and delisting.	<ul style="list-style-type: none"> <li>Annual Report and Accounts is reviewed, internally, by the Head of Group Finance and the Group Finance Director, and, externally, by the Group's appointed Auditor. Material balances are tested in accordance with relevant standards. The Group Company Secretary advises on content requirements under relevant regulation/legislation.</li> </ul>
		Failure to comply with privacy regulations may result in significant fines and reputational damage.	<ul style="list-style-type: none"> <li>Mitigation in respect of the risk of a data breach is noted above in connection with Information Technology and Systems.</li> <li>Since the introduction of the General Data Protection Regulation ("GDPR"), which came into force in May 2018, the Company has implemented a range of measures to ensure compliance with the requirements of GDPR. These include the implementation of policies and guidance in key areas, the provision of training to employees, reviewing and updating the Company's data collection methods and marketing communications, updating supplier terms and conditions, and updating privacy policies on the Company's websites. The Company has appointed a Data Protection Officer to oversee GDPR compliance.</li> </ul>
K	<b>Reputation</b>  <b>Change in risk:</b>  	<b>Investor confidence</b>  City confidence undermined by events outside of the Company's control, e.g. collapse of a retailer.	<ul style="list-style-type: none"> <li>Diversify the Company's portfolio of products and services to reduce dependencies on individual customers, sales channels and markets.</li> </ul>
L	<b>Cost Inflation</b>  <b>Change in risk:</b>  	<b>Print Supply Costs; staff costs</b>  Increased production and distribution costs resulting from increases to energy prices and raw materials could impact on margin and achievement of the Group's financial targets.  Increased staff costs as a result of inflation.	<ul style="list-style-type: none"> <li>Long-term contracts with key suppliers to manage and mitigate cost increases; active price management of Bloomsbury products to recover incremental costs; diversification of supplier base.</li> <li>Staff costs are managed as part of the Group's budgeting process and annual salary reviews.</li> </ul>

# Principal risks and risk management

*continued*

## Changes during the year

### Market

Strong sales notwithstanding inflationary pressures and the continued demand for books even after the lifting of pandemic restrictions have resulted in a decreased risk rating for this area.

### Importance of digital

Completion of acquisitions to strengthen BDR in addition to strong organic growth have contributed to a decreased risk rating.

### Intellectual property

The decision by the UK government to delay its decision on whether to amend the existing intellectual property exhaustion regime has resulted in a decreased risk rating for this area.

### Reliance on key counterparties

The rating of this risk has been increased due to certain ongoing supply chain challenges, including the availability of raw materials and dependencies on third-party IT systems.

## Risk watchlist

### Climate risk and sustainability

Climate change, and the interventions of Governments around the world, which are aimed at reducing greenhouse gases, could present risks to our operations, supply chains and business model in the future. Adverse impacts of climate change could include physical (weather-related) risks, as well as transitional risks such as increased regulation, increases in fossil fuel prices, changing consumer behaviour and increases to the cost of raw materials. In addition, the failure of the Group to respond to increasing stakeholder and societal expectations for companies to respond to climate change with action to reduce the environmental impact of their operations, may result in reputational damage and the failure to attract and retain talent.

The Group has set emission reduction targets for Scopes 1, 2 and 3, which have been validated by the SBTi. We have engaged an external advisor to support us in developing our roadmap for achieving these targets and assessing the development of a transition plan. Further information on our targets and sustainability measures can be found on pages 80 to 87 of this Annual Report.

See pages 88 to 102 of this Annual Report for information on how we assess and manage climate-related risks, and for the Company's disclosures in line with the recommendations of the Task Force on Climate-Related Financial Disclosures.



## Viability statement and going concern assessment

Provision 31 of the 2018 UK Corporate Governance Code requires the Board to assess the viability of the Group over a period, significantly, longer than 12 months from the date the financial statements are approved. The Board of Directors confirm that it has carried out a robust assessment of the principal and emerging risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity.

The Group prepares five-year plans for the Group and each of the global publishing divisions. Projections for the first three years of the plan are based on performance of future, new publishing, online platforms and other income pipelines, as well as sales of backlist titles. There is inherently less certainty in the fourth and fifth years.

The Board, therefore, concludes that three years is an appropriate period for the viability statement.

The Group's principal risks (see pages 104 to 110 of this Annual Report) and its approach to managing them have been taken into account for the purposes of assessing viability, both in connection with the period covered by the viability statement and longer term. We have evaluated all the principal risks above and focused our sensitivity analysis on the areas the Board believes to be the key risks to viability:

- Market volatility;
- Increased dependence on internet retailing; and
- Inflation.

We have developed plausible downside scenarios for each of these risk areas and quantified the impact on the Group's revenue, profit and cashflows. All scenarios modelled significant impact on print revenues and delayed customer payments due to the ongoing impact of the coronavirus pandemic.

The analysis took account of the Group's current funding, forecast requirements and existing banking facilities.

The severe, but plausible, downside scenario assumes:

- Print revenues are reduced by 20% during 2023/2024, with recovery during 2024/2025;
- Digital revenues are reduced by 20% during 2023/2024, with recovery during 2024/2025;
- Print costs are increased by 3% from 2023/2024 and staff costs are increased by 3% from 2023/2024;
- Downside assumptions about extended debtor days during 2023/2024, with recovery during 2024/2025; and
- Cash preservation measures implemented and variable costs reduced.

Under this severe, but plausible, downside scenario, the Group has sufficient liquidity to be able to manage these downside assumptions.

Through this analysis, the Board concludes that the Group does not face a risk to longer-term viability, except in the event of remote combinations of material events.

The Board has a reasonable expectation that the Group has adequate resources to continue in operation for at least 12 months from the date of approval of the financial statements, being the period of the detailed going concern assessment reviewed by the Board, and, therefore, continues to adopt the going concern basis of accounting in preparing the annual financial statements.

The Board has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period to 28 February 2026.

# Governance

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# Chairman's Introduction to Corporate Governance

“

*On behalf of the Board, I am pleased to introduce Bloomsbury's Corporate Governance Report for the financial year ending 28 February 2023. The aim of this report is to explain Bloomsbury's Corporate Governance Framework and how it was applied in the year under review.*

”

## Compliance with the 2018 UK Corporate Governance Code

This year, the Company is reporting against the UK Corporate Governance Code published in July 2018 (the "Code"), which applies to accounting periods beginning on, or after, 1 January 2019. The Code is published on the Financial Reporting Council's ("FRC") website at [www.frc.org.uk](http://www.frc.org.uk).

During the year, the Board has continued to strengthen the measures implemented by the Company to ensure compliance with the 2018 Code. This Corporate Governance Report and the Strategic Report set out how the Company has applied the Code principles and adhered to Code provisions throughout the year.

The Board believes that, for the financial year ended 28 February 2023, the Company has complied with all applicable principles and provisions of the Code, save in respect of the following provisions:

- Provision 38 states that the pension contribution rates for Executive Directors should be aligned with those available for the workforce. In accordance with the Remuneration Policy approved by Shareholders at the 2020 Annual General Meeting, pension contributions in 2020/2021 were, initially, 15% of basic salary for Nigel Newton and Penny Scott-Bayfield. However, the Company and the Executive Directors noted that market practice in relation to retirement benefits continued to evolve. In order to reduce the gap between Executive pension benefits and all-employee pension benefits (currently up to 7% of salary), the Executive Directors voluntarily agreed to a reduction in their long-standing contractual pension entitlements. With effect from 1 September 2020, the Executive Directors pension contributions were reduced to 12% of salary. The retirement benefit was then further reduced to 9.5% of salary with effect from 1 March 2022 and has now been reduced further to 7% of salary from 1 March 2023 to be in line with the all-employee rate; and
- Provision 33 states that the Remuneration Committee should have delegated responsibility for setting remuneration for senior management. In 2019, the Committee considered its role in respect of determining the remuneration of senior management with reference to the Code. After due consideration and discussion at both the Committee and the Board level, it was decided that the Executive Directors would remain responsible for remuneration for senior management. The Committee believes that the Executive Directors are best



**Sir Richard Lambert**

Non-Executive Chairman

# Chairman's Introduction to Corporate Governance

*continued*

placed to assess the appropriate level of remuneration of senior managers based on their performance and contribution to the Company's success and on the Executive Directors' knowledge of market rates of pay. The Board has revisited this topic and considers that this delegation to the Executive Directors remains appropriate. However, the Remuneration Committee continues to retain its oversight function in respect of the remuneration of senior managers and remains responsible for approving the granting and vesting of share incentives.

## Sustainability

The Board sees sustainability as a vital part of Bloomsbury's overall strategy. Following the appointment of the Head of Sustainability in 2020, the Board has continued to have oversight of the implementation of sustainability initiatives and progress against Bloomsbury's carbon-reduction targets. During the financial year, several climate risks were selected for financial quantification, as agreed by the TCFD Steering Committee. The inputs, assumptions and outputs of the quantification were discussed within the TCFD Steering Committee and reviewed by the Board. Bloomsbury continues to make disclosures in line with the recommendations under the Taskforce on Climate-Related Financial Disclosures ("TCFD"). The full TCFD Report can be found on pages 88 to 102, of this Annual Report. This describes the Group's compliance with TCFD recommendations, and where the Group partially complies, our plans to improve our reporting towards full disclosure.

## Stakeholder engagement

The Board believes that the manner in which it conducts its business is important and it is committed to maintaining the highest standards of corporate governance, which underpin Bloomsbury's ability to deliver long-term value and success for the benefit of all of its stakeholders. The Board is mindful of its duties to stakeholders under Section 172 of the Companies Act 2006. More detail on how the Board has discharged its duties under Section 172 to promote the success of the Company, having regard to the Company's key stakeholders as part of its decision making, can be found on pages 50 to 51 of this Annual Report.

## Purpose, values and culture

The Board is closely involved in setting the tone for Bloomsbury's culture and embedding it throughout the Group. Our values are a key aspect of Bloomsbury's ethos and guide the workforce as they pursue the delivery of Bloomsbury's strategy. The Board believes that an engaged and committed workforce is integral to the achievement of Bloomsbury's strategic objectives, and organisational culture is central to this. To this end, the Board is informed on key matters and actions arising out of Employee Voice Meetings, which are held regularly as part of the Company's employee engagement programme, as well as the results of employee surveys and employee retention rates. More details on the output of employee engagement can be found on pages 55 and 64 to 68 of this Annual Report.

## Diversity and inclusion

The Board recognises the benefits that diversity, equity and inclusion can bring to the effectiveness of Board decision making where different skillsets and perspectives are present. The Nomination Committee supports the Board in overseeing the Company's Diversity, Equity and Inclusion Policy, and further information can be found on page 134 of this Annual Report.

## Board evaluation

I led an internal process to evaluate the effectiveness of the Board, its Committees and each individual Director. The outcome of the evaluation confirmed that the Board and its Committees continue to operate effectively and that all of our Directors continue to demonstrate commitment to their role. Further information relating to the Board evaluation can be found on page 131 of this Annual Report.

## Board changes

Steven Hall, a Non-Executive Director since 2017, stood down from the Board at the 2022 Annual General Meeting. John Bason, who was appointed to the Board as a Non-Executive Director on 1 April 2022, was elected to the Board at the same meeting. John's biographical details can be found on page 117.

## Sir Richard Lambert

Chairman of the Board

# Corporate Governance Framework

## Corporate Governance Framework

### Board

The Board provides leadership and governance for the Company, while having regard to the interests of Shareholders as well as other stakeholders. It determines, and oversees the execution of, the Group's strategy, and is responsible for the overall management, control and performance of the Group's business. The Board is involved in determining the Company's purpose and values, and monitoring of organisational culture. The Board establishes appropriate risk management and internal control procedures, and determines the risk appetite for the Company. Certain matters are reserved for the Board's approval, with others being delegated to Board Committees or to the Company's Executive Committee as appropriate. Full details are available on the Company's website ([www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk)).

### Audit Committee

- Monitors the integrity of financial statements and narrative reporting.
- Monitors and reviews the effectiveness of the Internal Audit function.
- Monitors internal financial and operational controls.
- Oversees risk management
- Reviews the External Auditor's independence and leads the audit tender process.
- Reviews the effectiveness of the external audit process.

### Nomination Committee

- Reviews the structure, size and composition of the Board.
- Considers Board experience and diversity.
- Considers the appointment of new Directors and oversees succession planning.
- Oversees policy and strategy regarding workforce diversity and inclusion.
- Oversees Director induction, monitoring conflicts, time commitments, training and evaluation of Board members.

### Remuneration Committee

- Determines the remuneration and benefits of Executive Directors.
- Monitors the remuneration of senior managers.
- Oversees workforce pay practices and policies.
- Approves the targets for performance-related remuneration schemes and share incentive plans.

### Chief Executive

- Responsible for the day-to-day management of the Group.
- Responsible for the execution of the approved Group strategy. Financial matters are managed by the Group Finance Director.

### Executive Committee

- Led by the Chief Executive.
- Responsible for managing all operational aspects of the Group, the implementation of the Company's strategic initiatives in all areas, and for identifying and managing Group risks.
- Membership comprises the Executive Directors, the Group General Counsel and Company Secretary, the heads of the Group's two operational Divisions and the heads of Group functions.

# Members of the Board



## Sir Richard Lambert

Non-Executive  
Chairman

Appointed: 18 July 2017



Sir Richard Lambert joined the Bloomsbury Board as an Independent Non-Executive Director in July 2017. He was appointed as Chairman of the Board, Chair of the Nomination Committee and a member of the Remuneration Committee on joining. Sir Richard is a member of the Board of the Institute for Government, a Trustee of the Kimmeridge Trust and Chair of the Bradford Literature Festival. Sir Richard joined the Financial Times after reading History at Balliol College, Oxford. He was editor of the Lex column, became New York bureau chief, and thereafter deputy editor. He was editor of the Financial Times from 1991 to 2001. He served as a member of the Bank of England Monetary Policy Committee from 2003 to 2006, Director General of the CBI from 2006 to 2011, Chancellor of the University of Warwick from 2008 to 2016 and as the senior independent member of the Foreign and Commonwealth Office's Supervisory Board from 2012 to 2017. He retired as Chairman of the British Museum in 2021.



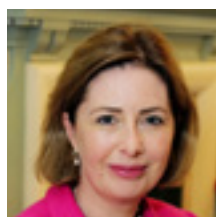
## Nigel Newton CBE

Founder and  
Chief Executive

Appointed: 11 May 1986



Nigel Newton is the founder of Bloomsbury Publishing. He was born and raised in San Francisco. He read English at Selwyn College, Cambridge and after working at Macmillan Publishers, he joined Sidgwick & Jackson. He left Sidgwick in 1986 to start Bloomsbury Publishing. Bloomsbury floated on the London Stock Exchange in 1994 and has grown organically and through acquisitions. Nigel Newton was appointed Commander of the Order of the British Empire (CBE) in the 2021 New Year Honours for services to the publishing industry. He became President of the Publishers Association in April 2022, a 12-month appointment, and he is now Past President. He serves as a Member of the Advisory Committee of Cambridge University Library and President of Book Aid International. In 2020, he was awarded The LBF Lifetime Achievement Award 2020 and became an Honorary Fellow of Selwyn College, Cambridge. He has previously served as a member of the Booker Prize Advisory Committee, Chairman of the Charleston Trust, Chair of World Book Day, Board member of the US-UK Fulbright Commission, member of the Publishers Association Council, Trustee of the International Institute for Strategic Studies and Chairman of the British Library Trust.

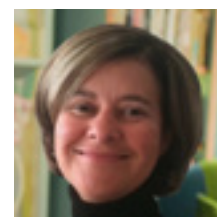


## Penny Scott-Bayfield

Group Finance  
Director

Appointed: 16 July 2018

Penny Scott-Bayfield was appointed to the Bloomsbury Board in July 2018, when she joined Bloomsbury as Group Finance Director. Prior to this, she was Finance Director of Condé Nast Britain, and held senior finance roles at Sky Plc and lastminute.com Plc. She started her career and qualified as a Chartered Accountant (FCA) with Deloitte. Penny has a first-class degree in maths from University College, Durham, and has been a judge on the Women of the Future programme since 2011. She is also the Chair of the charity Ocean Youth Trust South.



## Leslie-Ann Reed

Senior Independent  
Director

Appointed: 17 July 2019



Leslie-Ann Reed joined the Bloomsbury Board in July 2019. She is a Chartered Accountant with a wealth of Non-Executive and Audit Committee Chair experience. She is currently an Independent Non-Executive Director and Chair of the Audit Committee of Learning Technologies Group plc, and Centaur Media plc. She was formerly a Non-Executive Director and Chair of the Audit Committee of the London-listed publisher Quarto Group Inc and Vice Chair of the Supervisory Board and Chair of the Audit Committee of the German-listed company ZEAL Networks SE. She was Chief Financial Officer of the B2B media group Metal Bulletin plc and the online auctioneer Go Industry plc. She has also held senior finance roles in various media and professional services companies, namely Universal Pictures, Polygram Music, EMI Music and Warner Communications Inc.

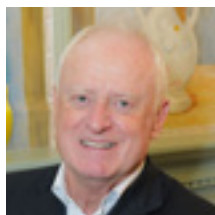


## Baroness Lola Young of Hornsey

Independent  
Non-Executive Director  
Appointed: 1 January 2021



Baroness Lola Young of Hornsey is a former actor, professor of Cultural Studies, and Head of Culture at the Greater London Authority. She has written and broadcast extensively on a wide range of cultural issues, mainly on the subject of diversity and culture in the arts and creative industries sector. She has served on the Boards of several national cultural organisations, including the National Theatre and the Southbank Centre, as well as serving as a Commissioner for Historic England. Baroness Young has chaired the Caine Prize for African Writing, the Orange Prize for Women's Fiction, the Ondaatje Prize for writing and the Man Booker Prize. Recognised for her work on equality and diversity in the heritage sector with the award of an OBE in 2001, Baroness Young was appointed an independent Crossbench member of the House of Lords in 2004. She is widely known for her contribution to creating legislation to eliminate modern slavery, founding the All Party Parliamentary Groups on Ethics and Sustainability in Fashion, and Sport, Modern Slavery and Human Rights. An elected Honorary Fellow of the Royal Society for Literature, Baroness Young is Co-Chair of the Foundation for Future London, Chancellor of the University of Nottingham and a Non-Executive Director for Futerra.



## John Bason

Independent  
Non-Executive Director  
Appointed: 1 April 2022



John Bason joined the Bloomsbury Board on 1 April 2022 and became Chair of the Remuneration Committee on 20 July 2022. He is a Chartered Accountant and brings a wealth of experience from his 40-year career in finance and international business. He was Finance Director at Associated British Foods plc from May 1999 until 28 April 2023. He was also formerly Non-Executive Director and Senior Independent Director at Compass Group Plc and a Trustee of Voluntary Service Overseas. He is a Non-executive Director at SSE Plc, Chairman of the Primark Strategic Advisory Board and Chairman of the UK's leading food redistribution charity FareShare.

### KEY

- Audit Committee
- Nominations Committee
- Remuneration Committee
- Chair of Committee
- Executive Director
- Non-Executive Director

## Maya Abu-Deeb

Group General Counsel and  
Company Secretary

Maya Abu-Deeb is a qualified solicitor and joined Bloomsbury in 2008 as General Counsel. Maya is responsible for all legal advice to the Company, and manages the legal and contracts teams at Bloomsbury. She is also Company Secretary and Group Data Protection Officer, assuming these roles in 2019. Prior to joining Bloomsbury, Maya was in private practice for ten years, specialising in commercial, media and intellectual property law, and advising in respect of both contentious and non-contentious matters.

Maya read Oriental Studies at St John's College, Oxford, before completing the Common Professional Exam and Legal Practice Course at the College of Law in London.

# Executive Committee



## Nigel Newton CBE

Founder and  
Chief Executive

Nigel's biographical details are set out on page 116 of this Annual Report.



## Ian Hudson

Managing Director,  
Consumer Division

Ian Hudson joined Bloomsbury in January 2021 as Managing Director of the Consumer Division, which includes the Adult and Children's Trade sub-divisions. Ian is a hugely experienced publishing leader and his focus is on developing and executing new strategies to profitably grow the Consumer Division.

Prior to joining Bloomsbury, Ian's most recent role was as Global CEO of Dorling Kindersley Publishing, a division of Penguin Random House.

Ian began his career at magazine publisher Marshall Cavendish, subsequently joining Random House in 1992 where he went on to hold the role of Group Commercial Director before becoming Managing Director of Random House Children's Books. With the merger of Random House and Transworld in 1998, Ian became Group Managing Director and Chairman of TBS Distribution and joined the Random House Global Board. He was a member of the Bertelsmann team, which negotiated the Penguin Random House merger in 2012/2013. Post-merger, he sat on the Global Executive Committee of Penguin Random House and was appointed to the roles of CEO of Penguin Random House International and Deputy CEO of Penguin Random House UK. Once the global integration of the two companies was completed, Ian was appointed Global CEO of Dorling Kindersley.

Ian was a member of the Supervisory Board of global media group Bertelsmann for 12 years, is a former President of the UK Publishers Association and is a Non-Executive Director of Which?



## Jenny Ridout

Managing Director,  
Non-Consumer Division

Jenny Ridout is Managing Director of Bloomsbury Non-Consumer publishing, which includes the Academic, Professional, and Special Interest sub-divisions and Bloomsbury Digital Resources.

Jenny joined Bloomsbury in 2004. Prior to her current role, Jenny had global responsibility as Global Head of Bloomsbury's academic publishing, where she oversaw the integration of several acquisitions. She has many years of experience in digital resource publishing, being responsible for the creation and rapid growth of Drama Online as Project Director, for which she won the Futurebook Digital Achiever industry award. Jenny was previously the Editorial Director for the Methuen Drama and Arden Shakespeare lists.

She started her career in publishing at Elsevier, where she was the global Publishing Director for the specialist trade and professional media imprint, Focal Press.

Jenny is a member of the Higher Education and Academic Councils of the Publishers Association and is on the Industry Advisory Board for the publishing course at Oxford Brookes University.



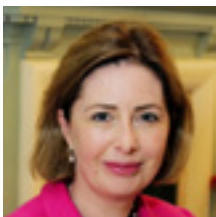
## Kathleen Farrar

Managing Director, Group  
Sales and Marketing

Kathleen joined Bloomsbury in December 1998 as International Sales Manager. She has held a number of senior sales and marketing roles, including Managing Director of Bloomsbury Australia based in Sydney.

In January 2013, she returned to the UK to take up the position of Group Sales and Marketing Director, responsible for global sales and marketing for the four Bloomsbury Divisions, across print and digital.

Kathleen began her publishing career working in leading independent bookstores in Sydney, Australia before moving to Allen & Unwin as Sales & Promotions Manager.

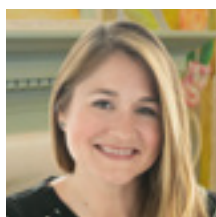


## Penny Scott-Bayfield

Group Finance  
Director

Penny's biographical details are set out in page 116 of this Annual Report.





### Adrienne Vaughan

President, Bloomsbury Publishing USA

Adrienne Vaughan is President of Bloomsbury Publishing USA and joined Bloomsbury in 2020. Adrienne's background spans both Children's and Academic publishing and includes large international companies as well as start-ups.

Adrienne joined Bloomsbury from Trustbridge Global Media, where she served as Senior Vice President responsible for leading the design and integration of people, processes and systems across a growing portfolio of publishers, including Holiday House, Peachtree Publishing, and Candlewick/Walker.

She began her publishing career at Scholastic. After obtaining her MBA from NYU Stern School of Business in 2007, she joined Disney Publishing Worldwide and grew to lead their finance department. Adrienne went on to drive step-function growth at start-up Little Pim, followed by leading the US Finance department at Oxford University Press. In 2015, she was recruited back to Disney as Deputy Publisher, Disney Book Group, where she led the Disney Press and Marvel Press imprints and oversaw the profitability goals of the overall group.



### Karl Burnett

Group Director of People and Engagement

Karl Burnett will join Bloomsbury on 1 June 2023 as Group Director of People and Engagement.

Karl joins from A+E Networks EMEA, where he was Senior Vice President of Human Resources EMEA. During the past eight years, he has overseen huge cultural change for the Company's 300+ staff, articulating A+E Networks EMEA future direction and purpose. Through extensive consultation with employees, Burnett and his team forged the network's vision and mission. The Company won the media journal Broadcast's award for Best Places to Work in TV in 2018 and was shortlisted in the Most Inclusive Company of the Year category in the IABM awards, hosted by the industry body in 2021. Most recently, in 2022, the Company achieved the prestigious accolade of Great Place to Work certification.

Before joining by A+E Networks EMEA in 2015, Karl was HR Director of BBC News and Radio, heading a team of 60 professionals responsible for 8,000 journalists around the world. Prior to that, Karl held senior HR roles at Nickelodeon and Channel 4 Television.



### Louise Cameron

Group Production Director

Louise Cameron is Group Production Director. She joined Bloomsbury in 2011 upon the acquisition of Continuum International Publishing Group, where she was the Production Director. Louise has also held roles as Publishing Services Director at Kogan Page, Editorial Manager at Children's Encyclopaedia Britannica, Managing Editor at Cassell, and Publishing Manager at The Crowood Press, where she began her career as a desk editor in 1988.

Louise spent eight years (1990 to 1998) in the USA where she held a teaching post in the Department of English, Philosophy and Languages at Arkansas State University while serving as a freelance editor for various university presses including Chicago, New Mexico and Florida.



### Maya Abu-Deeb

Group General Counsel and Company Secretary

Maya's biographical details are set out on page 117 of this Annual Report.

# Directors' Report

*The Directors present their report and the audited financial statements for Bloomsbury Publishing Plc and its subsidiary companies (the "Group") for the year ended 28 February 2023.*

Bloomsbury Publishing Plc is a company incorporated in England and Wales, company number 01984336, with its principal place of business and registered office at 50 Bedford Square, London WC1B 3DP. Bloomsbury Publishing Plc is a premium listed company on the Main Market of the London Stock Exchange subject to the Listing Rules ("LR") and Disclosure Guidance and Transparency Rules ("DTR") of the Financial Conduct Authority.

This Directors' Report forms part of the Company's Strategic Report, as required under the Companies Act 2006 (Strategic and Directors' Report) Regulations 2013. The Strategic Report also serves as the Management Report for the purposes of DTR 4.1.8R, and includes the reporting requirements of the EU Non-Financial Reporting Directive, as incorporated into the Companies Act (see pages 32 to 33 and 50 to 87 of this Annual Report).

Information that is relevant to this Report and information required under the Companies Act 2006 and LR 9.8.4R is incorporated by reference and can be found in the following sections:

Information	Section in the Annual Report	Page
Future developments of the Company	Strategic Report	22 to 25
Principal risks and risk management	Strategic Report	103 to 111
Use of financial instruments, financial risk management objectives and policies	Financial Statements	217 to 221
Environmental matters and TCFD reporting	Strategic Report	80 to 102
Greenhouse gas emissions	Strategic Report	84 to 87
Viability statement	Strategic Report	111
Governance arrangements	Corporate Governance Report	112 to 168
Directors	Corporate Governance Report	116 to 117
Employment policies and employee engagement	Strategic Report	64 to 68
Diversity, Equity and Inclusion	Strategic Report	69 to 73
Stakeholder engagement	Strategic Report	52 to 58
S172 statement	Corporate Governance Report	50 to 51

## Overseas activities

The Group has overseas subsidiaries that are based and operate in North America, Australia, Ireland and India and a joint venture company that operates in China. These subsidiaries allow locally employed teams to deliver services locally to authors and customers. Employees from all Bloomsbury offices can be involved in business development and travel to various countries worldwide.

## Overseas branches

A group subsidiary has an overseas branch in the Republic of Ireland.

## Results

Pages 44 to 49 of this Annual Report sets out the Group's profit before tax and highlighted items and revenue, along with other key performance indicators. Profit after tax for the Group's operations for the year was £20.2 million (2022: £16.9 million).

## Material post-balance sheet events

There are no material post-balance sheet events.

## Dividend

The Directors recommend a final dividend of 10.34 pence per share. The dividend will be payable on 25 August 2023 to Shareholders on the register on the record date of 28 July 2023.

The dividends paid and proposed by the Company for the years ended 28 February 2023 and 28 February 2022 are as follows:

Dividend	Dividend per share	Total dividend	Record date	Paid/payable date
2023 Final (proposed)	10.34p	£8.4m	28 Jul 2023	25 Aug 2023
2023 Interim	1.41p	£1.1m	4 Nov 2022	2 Dec 2022
<b>Total</b>	<b>11.75p</b>	<b>£9.5m</b>		
2022 Final	9.40p	£7.7m	29 Jul 2022	26 Aug 2022
2022 Interim	1.34p	£1.1m	5 Nov 2021	3 Dec 2021
<b>Total</b>	<b>10.74p</b>	<b>£8.8m</b>		

## Directors

The names of the Directors as at the date of this Report, together with biographical details, are on pages 116 to 117 of this Annual Report. The Directors serving on the Board of the Company during the year were as follows:

	Date appointed in the year (if applicable)	Date resigned in the year (if applicable)
<b>Non-Executive Chairman</b>		
Sir Richard Lambert	–	–
<b>Independent Non-Executive Directors</b>		
John Bason	1 April 2022	
Steven Hall	–	20 July 2022
Leslie-Ann Reed	–	–
Baroness Lola Young of Hornsey	–	–
<b>Executive Directors</b>		
Nigel Newton	–	–
Penny Scott-Bayfield	–	–

Details of Directors' service contracts and Directors' interests in shares, awards and options are shown in the Directors' Remuneration Report. Other than as disclosed in that Report, none of the Directors held any interest, either during, or at the end of, the financial year in any material contract or arrangement with the Company or any subsidiary undertaking. The terms under which Directors' contracts may terminate are described in the Directors' Remuneration Report on pages 154 to 155. This includes details of any arrangement by which the Company would pay compensation to its Directors for loss of office, for loss of employment or would make payments in respect of a change of control of the Company.

## Appointment and replacement of Directors

The Company is governed by its Articles of Association ("Articles"), the Companies Act 2006 and related legislation with regard to the appointment and replacement of Directors. Company policy is to appoint Directors to the Board on the recommendation of the Nomination Committee. This may be as part of the progressive refreshing of the Board, to reappoint a Director retiring by rotation, to fill a vacancy arising as a result of a retiring Director or as part of measures taken to enhance the skills, experience, capability and balance of the Board.

In 2016, the Board agreed that all Directors would stand for annual re-election and this is now required under the

2018 revision of the UK Corporate Governance Code. Accordingly, the Chairman, on behalf of the Board, confirms that each Director proposed for re-election at the 2023 Annual General Meeting ("AGM") continues to contribute effectively and demonstrate commitment to the role (including commitment of time for Board and Committee meetings and any other duties). In addition, the Board believes that each such Director is important to the long-term success of the Company.

The Company may remove a Director from office by passing an ordinary resolution.

## Powers of Directors

The powers of Directors are described in the Articles, the Companies Act 2006 and in the schedule of matters reserved for the Board, a copy of which is available on the Company's website at [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk).

## Directors' indemnities and insurance

In accordance with the Articles, the Company may indemnify the Directors to the extent permitted by law in respect of liabilities incurred as a result of their office. The Articles permit the Company to purchase insurance for its Directors and it has maintained insurance throughout the year for its Directors and Officer (the Company Secretary) against the consequences of any actions brought against them in relation to their duties.

## Directors' conflicts of interest

Procedures are in place to ensure compliance with the Directors' conflict of interest duties set out in the Companies Act 2006. These procedures have been complied with during the year and the Board considers that these procedures operate effectively. Details of any new potential or actual conflicts must be submitted to the Board for consideration at the start of each meeting. These may be approved or the Director may be asked, where appropriate, to withdraw from any consideration of a matter where a potential or actual conflict exists. Authorised conflicts or potential conflict matters are reviewed by the Board on a regular basis.

## Charitable and political donations

No political donations were made by the Group during the current or previous year. Information about charitable donations made by the Company during the year is set out on pages 74 to 79 of this Annual Report.

# Directors' Report

*continued*

## Articles of Association

The Company's Articles may only be amended by special resolution of the Shareholders. The Articles are available on the Company's website at [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk).

## Share capital and rights attaching to the Company's shares

The share capital of the Company comprises a single class of Ordinary 1.25 pence shares ("Ordinary shares"). During the year, the Company did not cancel any shares.

Details of the issued share capital can be found in Note 22.

Share movements during the year are, therefore, as follows:

	Fully paid Ordinary shares in issue
As at 1 March 2022	81,608,672
Movement during the year	–
<b>As at 28 February 2023</b>	<b>81,608,672</b>

No Ordinary shares carry special rights with regard to control of the Company. At a general meeting of the Company, every member has one vote on a show of hands and, on a poll, one vote for each share held. The Notice of General Meeting specifies deadlines for exercising voting rights either by proxy or by being present in person in relation to resolutions to be passed at a general meeting.

Under the Articles, any share in the Company may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may, from time to time, by ordinary resolution determine (or, in the absence of any such determination, as the Directors may determine).

No Shareholder is, unless the Board decides otherwise, entitled to attend or vote, either personally or by proxy at a general meeting or to exercise any other rights conferred by being a Shareholder if they, or any person with an interest in shares, have been sent a notice under Section 793 of the Companies Act 2006 (which confers upon public companies the power to require information with respect to interests in their voting shares) and they, or any interested person, failed to supply the Company with the information requested within 14 days after delivery of that notice. The Board may also decide to apply to the court for an order under Section 794 of the Companies Act 2006 so that no dividend is payable in respect of those default shares and that no transfer of any default shares shall be registered. These restrictions end seven days after receipt by the Company of a notice of an approved transfer of the shares or all the information required by the relevant Section 793 notice, whichever is earlier.

The Directors may refuse to register any transfer that is not a fully paid share, although such discretion may not be exercised in a way which the FCA regards as preventing dealing in the shares of that class from taking place on an open and proper basis. The Directors may likewise refuse any transfer of a share in favour of more than four persons jointly.

The Company is not aware of any other restrictions in the transfer of Ordinary shares in the Company other than certain restrictions that may, from time to time, be imposed by laws and regulations.

The Company is not aware of any agreements between Shareholders that may result in restrictions on the transfer of the securities or voting rights.

## Share dilution

In respect of dilution limits, the Company adheres to the updated "Investment Association Principles of Remuneration" issued in November 2022. In particular:

- The rules of the Company's existing (2014) Performance Share Plan ("PSP") scheme, along with the Bloomsbury Publishing Plc Executive Share Plan to be proposed to shareholders at the Company's Executive Share Plan (the "2023 ESP") ensure that:
  - Commitments to issue new shares or reissue treasury shares under Executive (discretionary) schemes do not exceed 5% of the issued Ordinary share capital of the Company (adjusted for share issuance and cancellation) in any rolling ten-year period; and
  - Commitments to issue new shares or reissue treasury shares, when aggregated with awards under all of the Company's other schemes, including those of the Bloomsbury Publishing Plc 2023 Sharesave Plan to be proposed to shareholders at the Company's 2023 AGM (the "2023 Sharesave"), do not exceed 10% of the issued Ordinary share capital (adjusted for share issuance and cancellation) in any rolling ten-year period.
- The Remuneration Committee ensures that appropriate policies regarding flow-rates exist in order to spread the potential issue of new shares over the life of relevant schemes so that the limit is not breached.

At the 2023 AGM, resolutions will be put to shareholders to approve the 2023 ESP and the 2023 Sharesave, which will adhere to the same limits on the issue of new shares or reissue of treasury shares. If approved, the 2023 ESP scheme will then be available to the Remuneration Committee for the issue of options in the year to February 2024 and the 2023 Sharesave to employees generally. The Bloomsbury Employee Benefit Trust may purchase shares in the market to be used for satisfying vested LTIP awards and other employee share options. Further details are given below.

## Authorities to purchase shares, to allot shares and pre-emption rights

The Notice of the 2023 Annual General Meeting and explanatory foreword sets out:

- An ordinary resolution renewing the authority for the Directors to allot shares under Section 551 of the Companies Act 2006;
- Special resolutions renewing the authority given to the Directors to disapply statutory pre-emption rights under Section 571 of that Act to allow shares to be issued for cash or treasury shares to be sold for cash on a non-pre-emptive basis; and
- A special resolution renewing the authority given to the Directors to purchase the Company's own shares on the stock market.

## Employee Benefit Trust

The Bloomsbury Employee Benefit Trust ("EBT") may purchase shares in the market to be used for satisfying PSP and ESP awards and other employee share options that vest. During the year, the EBT held Ordinary shares of 1.25 pence in the Company as follows:

	Fully paid Ordinary shares held by EBT
As at 1 March 2022	710,293
Shares purchased	384,518
Shares released to satisfy share awards	(694,185)
<b>As at 28 February 2023</b>	<b>400,626</b>

Up to the signing of this Report, the EBT held 391,014 Ordinary shares of 1.25 pence in the Company, being 0.48% of the issued Ordinary share capital. The Trustee may vote on shares held by the EBT at its discretion, but waives its right to a dividend.

## Share purchases of own shares

During the year, the Company made no purchases of its own shares and the authority granted by Shareholders at the 2022 AGM for the Company to purchase its own shares was, at the end of the reporting period, still valid. This authority allows the Company to make market purchases of up to 10% of the issued Ordinary share capital as at 30 May 2023 (excluding treasury shares).

## Substantial shareholdings

As at 28 February 2023, the Company had been notified under DTR 5 of the following interests of 3% or more in the issued share capital of the Company.

Institution	Ordinary shares number million	% issued shares <sup>1</sup>
Allianz SE	4.10	5.02%
BlackRock Inc	7.97	9.67%
Canaccord Genuity Group Inc	9.77	11.97%
Montanaro Asset Management Limited <sup>2</sup>	3.25	4.31%
Premier Miton Group Plc	3.97	4.87%

1. Based on 81,608,672 issued shares.

2. Notified against previous number of 75,328,570 shares in issue

All notifications made to the Company under DTR 5 are published on the Regulatory Information Service and on the Company's website ([www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk)).

Between 28 February 2023 and 19 May 2023 (being the latest practicable date before the publication of this Report), the Company received further notifications under DTR 5, with the most recent position being as follows:

- JP Morgan Asset Management (UK) Limited disclosed a holding of 5.08%; and
- Canaccord Genuity Group Inc amended their holding to 10.88%.

## Change of control

The Group has established close relationships over a long period within the publishing markets in which it operates. It relies heavily on its goodwill and reputation and, in particular, on its reputation as an autonomous independent publisher with authors, customers and key employees that could be affected by a change of control.

There are no significant agreements to which the Company is a party that alter or terminate upon a change of control following a takeover bid, except in respect of the Group's revolving credit facility described at Note 25c.

# Directors' Report

## *continued*

The Company's share incentive schemes (see Note 23 for further details of the share incentive schemes) contain provisions relating to a change of control of the Company following a takeover bid. Under these provisions, a change of control of the Company would normally be a vesting event, facilitating the exercise of awards, typically subject to the discretion of the Remuneration Committee.

### **Contracts and arrangements essential to the business**

The Group has a diverse base of authors, customers and general suppliers so that its dependency on any one individual author, customer or supplier is reduced. Primarily, in respect of printed books, the Group develops longer-term relationships with a reduced number of business partners, printers and distributors to maximise process efficiencies and economies of scale. Failure of a main supplier could temporarily disrupt the supply of books to market or result in increased cost of working while alternative arrangements are made.

The Group depends on its reputation, which strongly influences authors and customers in their selection of publisher.

### **Cautionary statement**

The Directors' Report, together with all sections incorporated into it by reference, has been prepared only for the Shareholders of the Company. Its sole purpose and use is to assist Shareholders to exercise their governance rights. In particular, the Directors' Report has not been audited or otherwise independently verified. The Company, its Directors and employees are not responsible for any other purpose or use or to any other person in relation to the Directors' Report.

The Directors' Report contains indications of likely future developments and other forward-looking statements that are subject to risk factors associated with, among other things, the economic and business circumstances occurring from time to time in the sectors, countries and business divisions in which the Group operates.

These factors include, but are not limited to, those discussed in the Risk Factors and Risk Management section. These, and other, factors could adversely affect the Group's results, strategy and prospects. Forward-looking statements involve risks, uncertainties and assumptions. They relate to events and/or depend on circumstances in the future that could cause actual results and outcomes to differ materially from those currently anticipated. No obligation is assumed to update any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Auditor**

#### **a) Appointment of the Auditor**

A resolution to reappoint Crowe U.K. LLP as Auditor will be proposed at the forthcoming AGM.

#### **b) Statement as to disclosure of information to the Auditor**

The Directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the Auditor is unaware. The Directors have each confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the Auditor.

### **Statement of Directors' responsibilities**

The Directors are responsible for preparing the Annual Report and the Group and Parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law, they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the Parent Company financial statements on the same basis.

Under Company Law, the 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 Group's profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable, relevant, reliable and prudent;
- State whether they have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006;
- Assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and

- Use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy, at any time, the financial position of the Parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK, governing the preparation and dissemination of financial statements, may differ from legislation in other jurisdictions.

In accordance with Disclosure Guidance and Transparency Rule 4.1.14R, the financial statements will form part of the annual financial report prepared using the single electronic reporting format under the TD ESEF Regulation. The Auditor's report on these financial statements provides no assurance over the ESEF format.

## Safe harbour

Under the Companies Act 2006, a safe harbour limits the liability of Directors in respect of statements in and omissions from the Strategic Report and the Directors' Report. Pages 1 to 241 of the Annual Report, and the front and back covers to the Annual Report, are included within the Directors' Report by reference and so are included within the safe harbour.

## Responsibility statement of the Directors in respect of the Annual Financial Report

Each of the Directors, whose names and functions are set out on pages 116 and 117 of this Annual Report, confirm that, to the best of their knowledge:

- The financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- The Strategic Report/Directors' Report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider 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 position and performance, business model and strategy.

Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Strategic Report and Directors' Report were approved by the Board on 30 May 2023.

On behalf of the Board

**Nigel Newton**  
Chief Executive

**Penny Scott-Bayfield**  
Group Finance Director

# Corporate Governance Report

*The Board takes its responsibility to achieve sound governance of the Group seriously, and continuously maintains high standards of corporate governance that focus on serving the interests of Shareholders and other key stakeholders.*

## Governance structure and Board effectiveness

### Role of the Board

The Board is responsible for the overall leadership of the Group. The Board determines, and oversees the execution of, the Group's strategy, and is responsible for the overall management, control and performance of the Group's business. The Board reviews and monitors internal controls, risk management, principal risks, governance and viability of the Company, and is closely involved in developing and monitoring the Group's values and culture. The Board is ultimately responsible to the Shareholders for the direction, management, performance and long-term sustainable success of the Company.

### Board oversight of culture and values

The Company's core values, as set out on page 11 of this Annual Report, are central to its purpose: to inform, educate, entertain and inspire readers of all ages all over the world. These values fundamentally inform the strategy adopted by the Company in pursuing that purpose, and the behaviours and activities of the Company's workforce in achieving the Company's strategic objectives. The Board is closely involved in shaping the Company's values and monitors the culture of the Company with the assistance of its Committees.

The Board receives regular updates from the Company's Director of Human Resources on key themes and issues arising out of the Company's programme of Employee Voice Meetings and is provided with detailed commentary from employees at these meetings. The Non-Executive Directors have a standing invitation to attend these meetings, which are intended to reflect the views of employees in the UK and abroad. Further information on the Company's Employee Voice Programme is set out on pages 64 to 65 of this Annual Report.

Other ways in which the Board monitors culture include reviewing the results of employee surveys, monitoring staff turnover levels and the outcome of any whistleblowing reports.

The Board has not identified any significant issues pursuant to its monitoring activities that require corrective action.

The Board recognises the importance of these matters and we continue to focus on developing relevant policies.

## Engagement with stakeholders

The Board recognises its duties towards the Company's stakeholders as set out in Section 172 of the Companies Act 2006. Details of the Company's engagement with key stakeholders, including how their interests and the matters set out in Section 172 have been considered in Board discussions and decision-making, are set out on pages 52 to 58 of this Annual Report. The Board allocates time at Board meetings to discuss the various stakeholder groups in depth and is responsible for ensuring a satisfactory dialogue with Shareholders based on the mutual understanding of objectives.

At times, members of senior management or key people within the business are invited to Board meetings to provide the Board with further insight into the interests of a stakeholder group, where required. In respect of engagement with the workforce, the Board considers the method of engagement through the forum of Employee Voice Meetings, as described above, to be effective, as it provides a means for the Board to hear directly from employees on matters of concern to them, and provides insight on how to enhance employee satisfaction and work effectiveness within the Company. The Board is actively involved in considering and developing the Company's response to matters raised during Employee Voice Meetings.

The Directors consider that they have acted in the way they consider, in good faith, would promote the success of the Company for the benefit of its members as a whole, having regard to the stakeholders and matters set out in Section 172 (1) (a–f) of the Companies Act 2006 in the decisions taken during the year ended 28 February 2023.

## Powers and responsibilities of the Board

The Company's Articles of Association set out the Board's powers. The Board has a formal schedule of matters specifically reserved for its own decision. A copy of this schedule can be found on the Company's website at [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk). The schedule is reviewed annually and updated where appropriate to ensure that it complies with the Code and other legal and regulatory requirements, and reflects best corporate practice.



The key responsibilities of the Board include:

- Reviewing and setting long-term objectives and commercial strategy and determining its risk appetite in the light of those long-term objectives;
- Developing and monitoring the Company's values, standards and culture;
- Considering stakeholder interests in decision making
- Reviewing and approving the annual operating and capital expenditure budget;
- Reviewing the Company's performance in light of the Group's strategy, objectives, business plans and budgets;
- Approving an extension of the Group's activities into new business or geographic areas;
- Approving any decision to cease to operate all, or any material part, of the Group's business;
- Approving major changes to the Group's corporate, senior management and control structure or share capital structure;
- Approving the Annual Report and Accounts, the half-year statements and associated announcements;
- Approving the dividend policy and declaration of dividends;
- Approving significant changes in accounting policies or practices as recommended by the Audit Committee
- Approving the treasury policy and matters requiring approval under that policy;
- Monitoring the Group's risk management policy and procedures, oversight of the internal risk control framework and carrying out an annual review of their effectiveness, while assessing the Group's principal and emerging risks;
- Approving all material contracts, acquisition of titles, net advances and major investments above a specified level;
- Approving resolutions to be put to the AGM and circulars to Shareholders;
- Approving changes to the structure, size and composition of the Board, following recommendations of the Nomination Committee, along with the Group's overall governance arrangements;
- Approving appointments to the Board, following recommendations of the Nomination Committee;
- Approving the Remuneration Policy upon recommendation of the Remuneration Committee;
- Approving the remuneration of Non-Executive Directors; and
- Approving various major Group policies, such as the Code of Conduct, Share Dealing and Health and Safety policies.

## Board Committees

The Board has three Committees to assist in the discharge of its duties: the Audit Committee, Nomination Committee and Remuneration Committee. The Chairs and members of these Committees are appointed by the Board on the recommendation of the Nomination Committee in consultation with the respective Committee Chair. Each of the Committees have formally delegated duties and responsibilities under their written terms of reference, which are approved by the individual Committees and the Board and can be found on the Company's website, [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk). Each Committee's terms of reference are reviewed annually to ensure that it complies with the Code and other legal and regulatory requirements, and reflects best corporate practice.

All main Board meetings provide standing items for each Committee Chair to update the Board after each Committee meeting. Committees also submit reports and recommendations to the Board on any matter which they consider significant to the Group.

The main roles and responsibilities of the Board Committees are summarised in the Corporate Governance Framework set out on page 115 of this Annual Report.

The Board may also appoint a subcommittee of the Board as and when required.

Further information on the activities of each Committee is detailed within the separate Committee reports.

## Composition of the Board

As at the date of this report, the Board comprises the Non-Executive Chairman, two Executive Directors – the Chief Executive and the Group Finance Director – and three independent Non-Executive Directors, one of whom is appointed as the Senior Independent Director. The biographies of the current Directors appear on pages 116 to 117 of this Annual Report.

## Aligning to the 2018 UK Corporate Governance Code

The following pages within this Annual Report set out how the Company has applied the five principles of the Code during the year:

Principle of the Code	Page
Board leadership and Company purpose	10 to 13 and 126 to 132
Division of responsibilities	128
Composition, succession and evaluation	133 to 136
Audit, risk and internal control	103 to 111 and 137 to 142
Remuneration	143 to 168

# Corporate Governance Report

*continued*

## Division of responsibilities

<b>Chairman</b>	<ul style="list-style-type: none"><li>• Ensuring the effective operation of the Board and its Committees in conformity with the highest standards of governance.</li><li>• Leading, chairing and managing the Board.</li><li>• Promoting a culture of openness and debate at Board level and ensuring constructive relations between Non-Executive and Executive Directors.</li><li>• Setting the Board agenda and ensuring adequate time is available for discussion on all agenda items.</li><li>• Ensuring the Board receives accurate, clear and timely information.</li><li>• Leading the performance evaluation of the Board and acting on its outcome.</li><li>• Ensuring that there is effective communication with Shareholders and other stakeholders.</li><li>• Considering the composition and succession planning of the Board and its Committees.</li><li>• Ensuring the Board's Committees are properly structured with appropriate terms of reference.</li><li>• To review, identify and meet the training and development needs of individual Directors and that of the Board as a whole.</li><li>• Ensuring that Directors receive a tailored induction programme when joining the Board.</li></ul>
<b>Chief Executive</b>	<ul style="list-style-type: none"><li>• Managing the Group's business and implementing Board decisions, policies and strategies.</li><li>• Developing the Group's corporate strategy and objectives for recommendation to the Board.</li><li>• Providing leadership as Chair of the Executive Committee to achieve strategic objectives.</li><li>• Promoting the Company's culture to the workforce and ensuring that operational policies and practices drive appropriate behaviours.</li><li>• Leading effective engagement with Shareholders and other stakeholders.</li><li>• Monitoring, reviewing and managing the risk framework and strategies with the Board.</li></ul>
<b>Group Finance Director</b>	<ul style="list-style-type: none"><li>• Providing day-to-day management of the Group's financial affairs.</li><li>• Managing the Group's financial planning, reporting and analysis.</li><li>• Supporting the Chief Executive in developing and implementing strategy.</li><li>• Leading other functional areas, such as tax, treasury, internal controls and risk management, and corporate finance.</li></ul>
<b>Senior Independent Director</b>	<ul style="list-style-type: none"><li>• Acting as a sounding board for the Chairman.</li><li>• Serving as an intermediary for the other Directors and Shareholders as necessary.</li><li>• Meeting with Shareholders on matters where usual channels are deemed inappropriate.</li><li>• Leading the annual evaluation of the Chairman of the Board.</li></ul>
<b>Non-Executive Directors</b>	<ul style="list-style-type: none"><li>• Scrutinising and holding to account the performance of management and individual Executive Directors against agreed performance objectives.</li><li>• Providing constructive challenge to the Executive Directors.</li><li>• Contributing to the development of proposals on strategy and proposed corporate initiatives.</li><li>• Monitoring the integrity of financial information, financial and non-financial controls and systems of risk management.</li></ul>
<b>Company Secretary</b>	<ul style="list-style-type: none"><li>• Advising the Board, through the Chairman, on all governance-related matters and best practice.</li><li>• Providing advice and services to the Directors and Board Committees where requested.</li><li>• Ensuring clear and timely information flow to the Board and its Committees.</li></ul>

There is a clear separation of the roles of the Chairman and Chief Executive to prevent any individual from having unfettered powers of decision. A formal statement describing the division of responsibilities between the Chief Executive and the Chairman, together with details of the roles and responsibilities for each of the Chairman, Chief Executive and Senior Independent Director, can be found at [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk).

## Activities of the Board during the year

The following key matters are standing agenda items at every Board meeting:

- Updates from the Audit, Nomination and Remuneration Committee Chairs;
- Report from the Chief Executive;
- Report from the Director of Human Resources on HR initiatives and outcomes of Employee Voice Meetings;
- Report from the Group Finance Director;
- ESG update;
- Consideration of how stakeholder interests and Section 172 considerations have been taken into account in Board discussions and decision making at that meeting; and
- Corporate Governance update.

During the year, among other matters, the Board considered the following matters:

- Discussion of strategy and review of progress against agreed financial and strategic objectives and internal and external forecasts;
- Review of the management accounts, short- and long-term forecasts, key performance indicators and full-year forecasts;
- Review and approval of the annual budget;
- Review of the Company's sustainability strategies and TCFD disclosures, and updates in respect of related workstreams;
- Review of Health and Safety and general staff well-being;
- Review and consideration of the Company's principal and emerging risks;
- Review and approval of the Annual Report and Accounts, the half-year statements, trading updates and associated announcements;
- Review and approval of the Notice of AGM and resolutions contained therein;
- Investor feedback from Executive Director meetings with Shareholders;

- Approval of the interim and final dividends;
- Reports by Executive Directors on strategic and operational matters;
- Approval of the appointment of John Bason as Director, upon the recommendation of the Nomination Committee, pending his election at the 2022 AGM;
- Review of progress on IT projects;
- Review and approval of the 2022 Sharesave grant;
- Review of the Group Treasury policy;
- Review of the Group's tax strategy;
- Review of the Gender Pay Gap Report;
- Review and approval of changes to the Share Dealing Code;
- Review and approval of terms of reference for all the Committees;
- Review and approval of the schedule of matters reserved for the Board;
- Review of conflicts of interest;
- Review and approval of the fees of the Non-Executive Directors;
- Monitoring and understanding of organisational culture and values;
- Consideration of the Board's responsibility in respect to diversity, equity and inclusion;
- Consideration of the Company's key stakeholders and their interests, review of stakeholder engagement and in-depth focus on key stakeholder groups;
- Review of other routine corporate governance matters;
- Review of the Group's whistleblowing procedures; and
- Evaluation of the Board's own effectiveness.

In addition to its regular meetings throughout the year, the Board convenes annually with members of the Company's Executive Committee and other key operational employees of the Company for the Board Strategy Day, during which the Board undertakes an in-depth review of key areas of the Company's business, looks at the risks and opportunities available to it and sets the strategic direction of the Company.

## Whistleblowing

Under the Code, the Board is responsible for approving and overseeing the Group's whistleblowing policy and ensuring that adequate procedures are in place for staff to raise concerns in confidence. The Company has an approved whistleblowing policy, which can be viewed at [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk). The Board is provided with an update of all significant matters that are reported under the policy. None have been reported during the year.

# Corporate Governance Report

continued

## Conflicts of interest procedures

The Board operates an annual review of conflicts of interest, in line with the requirements of the Code, to take positive steps to identify and manage conflicts of interest. External positions and any other known interests are considered in terms of any potential or actual conflict of interest for Directors. In addition, Directors are required to declare any new interests at the start of all Board and Committee meetings. The Board's formal policy requires a Director, where there is a risk of such a conflict, to absent themselves from the meeting while the matter is considered. During the year, there were no actual, or potential, conflicts of interest arising that required a Director to take this step. Directors may also notify the Company, via the Company Secretary, of any actual, or potential, conflict of interest. Any such notifications are required to be considered and, if thought appropriate, authorised by the Board.

## Director independence

The Board has reviewed the independence of each Non-Executive Director and considers all the Non-Executive Directors who served during the year to be independent in character and judgement, and does not consider that there

are any relationships or circumstances that affect, or could appear to affect, their independent judgement. The Board meets the requirement under the Code that at least half the Board (excluding the Chairman) should be independent Non-Executive Directors.

## Time commitments

The time commitments of Directors are considered on appointment and annually. The Board is satisfied that each of the Directors have sufficient time to meet their Board responsibilities. Neither of the Executive Directors have a Non-Executive Director role at another listed company, or any other appointment that is deemed to significantly impact the time available for their duties. Any such appointment by any Director cannot to be undertaken without the prior approval of the Board. Such a Director would not be permitted to vote, or be counted in the quorum, for any decision relating to such a commitment.

## Board information and support

All Directors have access to the advice of the Company Secretary where required. Directors also have access to independent professional advice, if required, at the Company's expense.

## Attendance at Board and Committee meetings

The table below shows the attendance of Directors at Board and Committee meetings during the year ended 28 February 2023. During the year, there were six scheduled Board meetings. In addition, the Directors convened for a two day Board Strategy meeting. Executive Directors may also have been present at Committee meetings, either in full or part, to update members. Nigel Newton attends the Nomination Committee as a full member.

	Committee appointments	Board	Remuneration	Audit	Nomination
<b>Chairman</b>					
Sir Richard Lambert	(N) (R)	6/6	5/5	–	3/3
<b>Executive Directors</b>					
Nigel Newton	(N)	6/6	–	–	3/3
Penny Scott-Bayfield		6/6	–	–	–
<b>Non-Executive Directors</b>					
John Bason <sup>1</sup>	(A) (N) (R)	5/5	5/5	4/4	2/2
Steven Hall <sup>2</sup>	(A) (N) (R)	3/3	2/2	3/4	2/2
Leslie-Ann Reed	(A) (N) (R)	6/6	5/5	5/5	3/3
Baroness Lola Young of Hornsey	(N)	6/6	–	–	3/3

1. John Bason was appointed as a Non-Executive Director on 1 April 2022.

2. Steven Hall stood down from the Board at the conclusion of the 2022 AGM on 20 July 2022, and was succeeded by John Bason as Chair of the Remuneration Committee. He was unable to attend one Audit Committee meeting, but reviewed the papers and shared his thoughts on them with the Committee.

## Committee member:

(A) Audit Committee

(N) Nomination Committee

(R) Remuneration Committee

## Board and Committee evaluation for 2022/2023

### The Board

The Board conducts an annual formal evaluation of its performance. For 2022/2023, this was conducted internally and took place towards the end of the financial year. It was led by the Chairman, supported by the Company Secretary, who used questionnaires completed by all the Directors to appraise the performance of the Board, the level of support it received, its examination of risk and ESG matters, and how members interacted. The opportunity was given to raise comments and suggestions as to improvements that might be needed. The Chairman then had one-to-one discussions with each of the Directors and reported his findings to the Board.

Overall, the outcome of the evaluation was very positive. All directors were of the opinion that members of the Board worked well together and with the senior management team, and that there was a strong commitment from each of the Executive and Non-Executive Directors. Furthermore, the Board as a whole and each of its Committees operated soundly and each of the Directors continued to be effective.

The composition and size of the Board was considered to be appropriate, with the right balance of experience, skills and capabilities. Board dynamics and behaviours were also very positive. The exercise identified areas that Directors would welcome further attention being given to, namely, environmental goals, key IT projects, the impact of Artificial Intelligence (AI) and succession planning below Board level. This was fed back into the Board agenda planning process by the Company Secretary.

### Board Committees

Board Committees are evaluated annually against their terms of reference and against adherence to relevant requirements of the Code and applicable regulations, as well as how they operate as an effective committee. For 2022/2023, following the evaluation, each Committee Chair and the Chairman has confirmed that the Committees continue to operate effectively.

### The Chairman

Sir Richard Lambert joined the Board in July 2017 as Chairman and was considered independent upon his appointment. For 2022/2023, the Senior Independent Director led the evaluation of his performance through the completion of a questionnaire followed by one-to-one discussions with the other Directors. The outcome was reported to the Board and discussed without the Chairman present. It was unanimously agreed that he continued to lead the Board in an effective and inclusive manner, fully discharged his duties and demonstrated full commitment to the role.

### Directors

As part of the evaluation, the Chairman reviewed the performance of each Director. Following these reviews, the Board considers that each of the Directors proposed for re-election at the 2023 AGM continue to contribute effectively and demonstrate commitment to their roles.

### Induction, training and development

Upon appointment to the Board, all Directors undertake a comprehensive induction process, which includes dedicated time with the Executive team and senior management. Directors are also provided with induction materials, which comprise an overview of the Group and its organisational structure, the responsibilities of being a Director of a UK-listed Company, Board policies and procedures, Company policies, minutes of previous Board and Committee meetings and details of the Board's external advisors, amongst other information.

The Board and Committees receive regular updates on key legal, governance and compliance issues during meetings. During the year, the External Auditor KPMG LLP, (the External Auditor serving until the 2022 AGM) provided updates on developments in corporate governance and climate reporting at an Audit Committee meeting at which all Board members were present (John Bason, whose appointment had not formally commenced at that point, attended the meeting as an observer). There was a further in-house update on climate policy and the requirements of the Taskforce on Climate-related Financial Disclosures (TCFD) and a sustainability upskilling session on Net-Zero targets and a briefing session on Modern Slavery and the EU Corporate Sustainability Reporting Directive and Corporate Sustainability Due Diligence Directive. Senior management attended Board meetings as required, and delivered presentations on operations and strategy.

# Corporate Governance Report

*continued*

## Relations with Shareholders

The Board, led by the Chairman, is responsible for ensuring an effective engagement with Shareholders based on the mutual understanding of objectives. The Chief Executive and Group Finance Director have day-to-day responsibility for all investor relations matters and for contact with Shareholders, as well as with City analysts. The Annual Report, interim reports, AGM, market updates and post-results announcement presentations are the principal means through which the Company communicates its strategy and performance to Shareholders.

The Company maintains an active dialogue with its institutional Shareholders and City analysts through a planned programme of investor relations. Twice a year, there are formal presentations of results, followed by a series of post-results meetings with Shareholders. The presentations are made available at [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk). The outcomes of these meetings are reported to the Board. This includes feedback from individual Directors and from discussions by the Company's corporate broker or public relations representative with Shareholders and City analysts. This year there was a programme of engagement specifically aimed at shareholder feedback on the new Remuneration Policy to be proposed at the 2023 AGM and responding to points raised on that policy's details. Further details of that Policy are given in the Remuneration Report at pages 146 to 155.

In addition, the Chairman invites significant Shareholders to meet with him to discuss any matter of interest or concern. The Senior Independent Director is also available to Shareholders as required. In line with arrangements set up during the pandemic, meetings with Institutional Shareholders and City analysts continued to be held virtually.

## AGM

All Shareholders are welcome at the AGM, which includes presentations on the business and an opportunity to ask questions. The Chairs of the Audit, Remuneration and Nomination Committees attend and are available to answer questions.

# Nomination Committee Report

## Dear Shareholder,

I am pleased to present my report to you as Chair of the Nomination Committee, which describes how the Committee has carried out its responsibilities during the year.

## Composition of the Committee

The Committee is comprised of myself as Chairman of the Board and Chair of the Committee, three Independent Non-Executive Directors and the Chief Executive. I was considered independent on appointment. The members of the Committee during the year were as follows:

Director	Appointed in the year (if applicable)	Resigned in the year (if applicable)
Sir Richard Lambert (Chair of the Committee)	–	–
Nigel Newton	–	–
John Bason	1 April 2022	–
Steven Hall	–	20 July 2022
Leslie-Ann Reed	–	–
Baroness Young	–	–

The Committee met three times during 2022/2023. The Committee members' attendance can be seen on page 130 of this Annual Report.

## Role of the Committee

The terms of reference of the Committee set out its role and authority. These are reviewed annually and can be found on the Company's website, [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk). In summary, the Committee's responsibilities include:

- Reviewing the size, structure and composition of the Board and making recommendations for changes to the Board where necessary;
- Regularly monitoring and assessing the skills, knowledge, experience and diversity of the Board and senior management;
- Reviewing the results of the Board performance evaluation process to include reviewing the composition and diversity of the Board and its Committees (taking into consideration the balance of skills, experience and knowledge required), succession planning, and how effectively Board members work together to achieve objectives;
- Reviewing annually the time required from Non-Executive Directors and the number of external appointments held and, in respect of any additional external appointments notified to the Board, considering the type of role, the expected time commitment and any impact which this might have on the Director's duties to the Company;
- Ensuring plans are in place for the orderly succession to Board and senior management positions, and overseeing the development of a diverse pipeline for succession, taking into account the leadership requirements of the Company in the context of the challenges and opportunities facing the Company;
- Leading the process for new appointments to the Board;
- Identifying and making recommendations to the Board on potential candidates for appointment to the Board and senior management positions;
- Overseeing the induction of new Directors and monitoring ongoing conflicts, time commitments, training and evaluation of the Board; and
- Overseeing the Company's diversity objectives and strategies, and monitoring the impact of diversity initiatives.



**Sir Richard Lambert**  
Chair of the Nomination Committee

# Nomination Committee Report

*continued*

## Activities of the Committee during the year

At the start of the year, the Nomination Committee completed the process of recruiting a Non-Executive Director. Dick Hawkes Consulting had been appointed to handle the search for a replacement for Steven Hall following the Board appointment process outlined below. In March 2022, the Nomination Committee recommended, and the Board approved, the appointment of John Bason to the Board. His election was approved by Shareholders at the 2022 AGM.

Other matters considered by the Committee during the year included:

- The gender balance for direct reports to senior management;
- Succession planning for the Board and senior management including the diversity of the succession pipeline, and the recruitment of an additional member of the Executive Committee;
- The Directors' training needs, bearing in mind the FRC Guidance to Board Effectiveness expects all Directors to continually update their skills, knowledge and familiarity with the Company to fulfil their role both on the Board and Committees;
- The time commitments and independence of Non-Executive Directors;
- Updates at each meeting from the Chair of the Company's Diversity, Equity and Inclusion Steering Committee. These cover diversity, equity and inclusion in general, including progress against the Company's Diversity, Equity & Inclusion action plan and the linkage to the Company's strategy;
- A review of the skills, experience and knowledge of Board and Committee members against a skills matrix,

and whether the Board had an appropriate balance of Executive and Non-Executive Directors;

- The annual evaluation of the Committee's effectiveness; and
- Terms of reference for the Committee.

## Oversight of the Company's diversity and inclusion policy and practices

Central to the Company's mission and purpose is the promotion and dissemination of a multiplicity of voices on a vast range of topics from an international author base. Diversity, equity and inclusion therefore inform the strategy that the Company adopts to realise its purpose. The Board considers that diversity within the Company's workforce, and at senior levels of management, may further serve this purpose and supports the delivery of Bloomsbury's strategic objectives. Beyond this, the Board recognises the importance of the Company's workforce and publishing being reflective of the society in which the Company operates.

The Committee supports the Board in overseeing the Company's Diversity, Equity and Inclusion Policy and related HR strategies for the purposes of developing a strong and diverse talent pipeline. During the year, the Committee received updates from Jenny Ridout, MD of the Non-Consumer Division and the Chair of the Diversity, Equity and Inclusion Steering Committee on the implementation of Diversity, Equity and Inclusion measures across the Group at each Committee meeting. From time to time, updates are also provided by the Director of Human Resources and the Diversity and Inclusion Manager.

Further information on diversity, equity and inclusion at Bloomsbury can be found on pages 69 to 73 of this Annual Report. The Committee has approved the Company's Diversity, Equity and Inclusion Policy.

## Board diversity

The Board recognises the benefits of greater diversity on the Board and in senior management positions throughout the Group. Although the Company is not required for the year to 28 February 2023 to report on diversity metrics in accordance with Listing Rule 9.8.6R(9), it is voluntarily making such disclosures. The Company confirms that, as at 28 February 2023, it has met the diversity targets set out under Listing Rule 9.8.6R(9) as further disclosed in the tables below:

## Gender identity or sex

	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	3	50%	2	2	25%
Women	3	50%	2	6	75%
Not specified/prefer not to say	Nil	–	–	–	–



## Ethnic background

	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
White British or other White (including minority white groups)	5	83%	4	7	87.5%
Mixed/multiple ethnic groups	–	–	–	1	12.5%
Asian/Asian British	–	–	–	–	–
Black/African/Caribbean/Black British	1	17%	–	–	–
Other ethnic group, including Arab	–	–	–	–	–
Not specified/prefer not to say	–	–	–	–	–

The data set out in the above tables was collected by way of questionnaire; the gender data was collected on the basis of an individual's legal sex as registered on their birth certificate.

New appointments to the Board are usually selected by the Nomination Committee using independent search consultants based on merit as the best candidate for the role, unless there are exceptional circumstances where a suitable candidate has been found outside of this process. The Board appreciates how diversity can enhance the Board's effectiveness in decision making where different skillsets and perspectives are present in the boardroom and will continue to consider different aspects of diversity, such as ethnicity, education and social background in connection with new appointments. The Board considers there to be a diverse pipeline of senior management with respect to gender balance. A majority of the Executive Committee and their direct reports are women, details of which can be found on page 69. Further information on the gender balance at different levels of the Company can be found in the Company's Gender Pay Gap Report on its website ([www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk)).

### Board balance by experience and skills

Bloomsbury Board members bring a wide range of experience and skills which support the Company's strategy. The Board believes it has an appropriate balance of skills, experience and knowledge, but the composition of the Board is kept under review to ensure any skills gaps are taken into consideration as part of ongoing succession planning. Details of the Board's skills are set out at the bottom of page 136.

### Succession planning

The Committee considers succession planning at each meeting. Ensuring that suitable plans are in place for orderly succession to both the Board and senior management positions is essential to ensure business continuity.

The Committee focuses on succession planning at Board level in particular. The size, structure and composition of the Board, together with the knowledge, skills and experience of Directors, is kept under review as part of assessing the overall effectiveness of the Board. On the whole, the Board is satisfied that plans are in place for orderly succession to the Board.

The Board is committed to recognising and nurturing a talent pipeline within the various management levels across the Group to ensure that opportunities are created to develop key individuals within the business. The Company runs a Management Development Programme targeted at line managers across all departments within the business to support personal development and career progression. The purpose of the programme is to enable individuals to develop the critical knowledge, skills and behaviours needed in senior business positions. During the year, the Committee was kept updated on the recruitment to a new role of Group Director of People and Engagement, to whom HR, Communications, Sustainability and Diversity and Inclusion would report.

# Nomination Committee Report

*continued*

## Re-election of Directors

In 2016, the Board decided to follow best practice by requiring all Directors to retire at each AGM and stand for re-election. This is now a requirement under the Code for all listed companies. The current Non-Executive Director appointments are for periods up to four years, subject always to annual re-election at AGMs. The intention is to achieve a progressive refreshing of the Non-Executive Directors, in anticipation of an average duration of such appointments of four years. The Board reviewed this policy in 2019 and decided it remained appropriate, noting that it retained the flexibility to extend an appointment beyond four years if required.

The notice periods by the Company of the Directors are set out on pages 154 to 155 of this Annual Report.

### Sir Richard Lambert

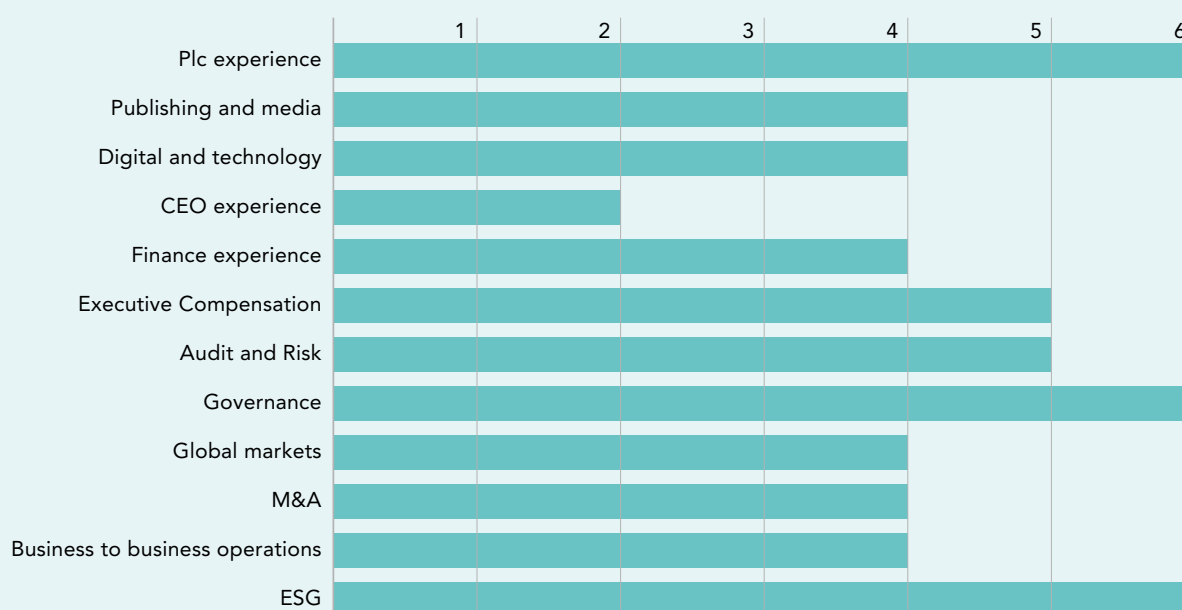
Chair of the Nomination Committee  
30 May 2023

## Board appointment process

The Board appointment process is as follows:

- The Committee reviews a skills matrix, aware of the Board's need for a range of critical skills relevant to the challenges and opportunities facing the Company and of any planned departures from the Board. It considers the Board's structure, balance, diversity and succession planning needs, and the annual evaluation of Board effectiveness further serves to identify any gaps in the skills, knowledge and experience needed;
- An independent external recruitment consultant is appointed, who performs a search to identify candidates meeting criteria agreed with the Nomination Committee. The external consultant carries out initial interviews with candidates and carries out background research on them to formulate a shortlist. In exceptional circumstances, the appointment of an external consultant may not be considered necessary, if a suitable candidate has been otherwise identified;
- One or more Directors interview each candidate and feed back to the external consultant on the interview evaluation of the candidate;
- References are taken and other background checks are made on candidates;
- The Nomination Committee, sitting together, selects the final candidate and makes a recommendation to the Board; and
- The Board has the final decision on appointing a candidate.

## Board experience and skills



# Audit Committee Report

## Dear Shareholder,

I am pleased to present my report to you as Chair of the Audit Committee, which describes the Committee's responsibilities and key activities during the year ended 28 February 2023.

## Composition of the Committee

The Committee is comprised of two Independent Non-Executive Directors, having been comprised of three Independent Non-Executive Directors up to the AGM in July 2022, at which Steven Hall stood down from the Board. This remains in line with the Code requirements for smaller companies below the FTSE350 throughout the year immediately prior to the reporting year. The Board is satisfied that my experience and qualifications are sufficient for me to meet the experience and qualification requirements for at least one member of the Audit Committee to hold recent and relevant financial experience as required by the Code and Listing Rules. John Bason, who was appointed to the Board on 1 April 2022, is also a member of the Committee and has extensive financial experience. The members of the Committee during the year were as follows:

Director	Appointed in the year (if applicable)	Resigned in the year (if applicable)
John Bason	1 April 2022	–
Steven Hall	–	20 July 2022
Leslie-Ann Reed (Chair of the Committee)	–	–

Biographical details of current Committee members are set out on pages 116 and 117.

The Committee met five times during 2022/2023. The Committee members' attendance can be seen on page 130. In addition to Committee members, the External Auditor, the Head of Internal Audit, the Chairman of the Board, the Group Finance Director and the Chief Executive regularly attend Committee meetings at the invitation of the Chair of the Committee. Other attendees include members of the Finance team and other Directors. There is a standing item on the agenda for the External Auditor and Internal Auditor to meet the Committee alone without management present, enabling Committee members or Auditors to share any concerns that they may have.



**Leslie-Ann Reed**

Chair of the Audit Committee

# Audit Committee Report

*continued*

## Role of the Committee

The terms of reference of the Committee set out its role and authority. These are reviewed annually and can be found on the Company's website, [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk). In summary, the Committee's responsibilities include:

- Monitoring the integrity of the financial statements of the Company and any formal announcements relating to the Company's financial performance; reviewing significant financial reporting issues and judgements contained therein;
- Reviewing the Annual Report and Accounts and advising the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the necessary information for Shareholders to assess the Company's performance, business model and strategy;
- Reviewing and advising the Board on the going concern assessment and viability statement;
- Reviewing the Company's internal controls (including financial controls and controls relating to legal and regulatory compliance) and risk management systems;
- Reviewing and approving the statements made in the Annual Report and Accounts in respect of the Company's internal control policies and risk management procedures;
- Monitoring and assessing the role and effectiveness and independence of the Company's Internal Audit function;
- Making recommendations to the Board, for it to put to the Shareholders for their approval in a general meeting, in relation to the appointment, reappointment and removal of the External Auditor and to approve the remuneration and terms of engagement of the External Auditor;
- Reviewing and monitoring the External Auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements;
- Developing and implementing policy on the engagement of the External Auditor to supply non-audit services, taking into account relevant guidance regarding the provision of non-audit services by the external audit firm;
- Reporting to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken; and
- Reporting to the Board on how it has discharged its responsibilities.

## Activities of the Committee during the year

During the year, amongst other matters, the Committee considered:

- The annual and interim results and associated announcements, recommending them to the Board for approval;
- The analysis supporting the viability statement and the going concern assessment;
- Key accounting estimates and judgements;
- The selection of the External Auditor after reviewing the independence of auditing firms invited to tender, the overall process and the recommendation of Crowe U.K. LLP ("Crowe") to the Board as a suitable candidate to be put to Shareholders for approval at the 2022 AGM;
- The External Auditor's audit strategy for the year, agreeing the risks identified therein;
- Updates on changes to International Standards on Auditing ("ISAs");
- The Internal Audit Plan and review of the Internal Audit projects;
- The effectiveness of the Internal Audit function;
- Regular updates on the measures taken by the Company to mitigate against Cyber Security risk and ensure adequate information governance controls;

- The Group's internal controls policies and associated risk management framework to assess the scope and effectiveness of these matters. The approach to these matters is further elaborated on below while the principal risks facing the Company are described in the Principal Risks and Risk Management section on pages 103 to 111, which also explains how each risk is managed and mitigated; and
- Review of the terms of reference for the Committee.

## Significant financial reporting matters

In respect of the Annual Report and Accounts, the Committee considered:

- The adequacy of provisions made in relation to key balance sheet estimates, specifically including the revenue returns provision, inventory provision and provision against unearned author advances. Having reviewed the assumptions made by the Executive team and their consistency year-on-year, the Committee was satisfied as to the adequacy of the provisions;
- The adequacy of sensitivity disclosures in relation to Academic & Professional and Special Interest goodwill (Note 11). Academic & Professional goodwill is the largest balance within goodwill and the most sensitive to the level of profit generated. After careful consideration, the Committee was satisfied that the assumptions used in the evaluation were appropriate and that no impairment of the goodwill had occurred; and
- The assessment of the Group's viability and the appropriateness of the going concern assumption.

The Executive team had prepared a detailed forecast of future cash flows, which had been flexed to reflect the possible future impact of key risks to the business. The Committee carefully reviewed these assumptions and was pleased to note that substantial going concern headroom was retained in all likely scenarios. The Committee was therefore able to recommend these assessments to the Board for adoption in the accounts.

These matters are discussed in more detail in the Independent Auditor's Report on pages 170 to 175.

In addition, the Committee assessed that the Group's annual and interim financial statements, after review and taken as a whole, are fair, balanced and understandable, and provide the necessary information to assess the Group's position and performance, business model and strategy. It also considered that they met the necessary legal and regulatory requirements.

## External Auditor

The Audit Committee has primary responsibility for making a recommendation on the appointment, reappointment and removal of the External Auditor and approving their remuneration and terms of engagement.

KPMG LLP ("KPMG") acted as External Auditor for the Group and for the Company for audits for the year ended 28 February 2014 to the year ended 28 February 2022. In line with the expectation that the audit be retendered every ten years, the Company notified KPMG of its intention to put the audit out to tender during 2022. The tender process was detailed in the Report and Accounts for the year ending 28 February 2022. Following the conclusion of that tender, Crowe were recommended by the Board for

approval as the Company's external Auditors and were appointed at Bloomsbury's 2022 AGM. A resolution to re-appoint Crowe will go before Shareholders at the 2023 AGM.

Anna Barrell, KPMG's audit partner for the Company since the 2020/2021 audit, attended all meetings of the Committee up to the 2022 AGM. Following the appointment of Crowe at the 2022 AGM, Matthew Stallabrass became the Company's audit partner for the year to February 2023 and attended all subsequent meetings of the Committee.

During the year, the Committee assessed the effectiveness of the external audit process and was satisfied with the scope, direction and outcome of work. In forming its view, the Committee considered:

- The quality of audit work undertaken and resulting findings;
- The scope of the External Auditor's work and whether the External Auditor deployed sufficient resources to complete their agreed programme; and
- The independence and objectivity of the External Auditor, confirmed in a letter addressed to the Committee.

Details of the amounts paid to Crowe and KPMG are provided in Note 4.

# Audit Committee Report

*continued*

## External Auditor non-audit services

The Committee has approved a formal policy on the provision of non-audit services to safeguard the independence and objectivity of the External Auditor and reviews the level of non-audit fees relative to audit fees. The full policy can be found on the website [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk). A list has been approved by the Committee of services that the External Auditor is prohibited from undertaking. Other than the half-year review 2022/2023 carried out by Crowe, neither KPMG nor Crowe supplied any non-audit services to the Group.

## Internal controls and risk management

The Code requires the Directors to assess, at least annually, the effectiveness of the Group's systems of internal control, which include financial, operational and compliance controls, and the system of risk management.

The Board has put in place an ongoing process for identifying, evaluating and managing the significant risks faced by the Group. This procedure has been in place for the year under review and up to the date of approval of this Annual Report. The procedures will regularly be reviewed by the Board and the Audit Committee to ensure that the procedures implemented continue to be effective and that, where appropriate, recommendations are made to management to improve the procedures.

The Audit Committee reviews the internal control and risk management systems and internal financial controls, while the Board considers the principal and emerging risks to the business, the countermeasures in place and the Group's appetite for risk. The Board retains overall responsibility for the Group's internal controls and for reviewing their effectiveness, and for approving all related policy. These internal controls are designed to manage rather than eliminate risk, and can only provide reasonable, and not absolute, assurance against material loss.

The Group takes a risk-based approach to internal controls to ensure that internal controls policies and procedures directly, and adequately, address the specific risk factors relevant to the Company. Further explanation is provided under the heading Internal Audit. Internal controls are reviewed regularly throughout the year with relevant business areas and consideration is given to identifying any actions required to improve the effectiveness of the key controls. The Audit Committee receives reports on the internal controls and progress in respect of any actions identified as necessary to improve the system of controls three times a year.

The Company's system of internal financial control aims to safeguard the Group's assets, ensures that proper accounting records are maintained, that the financial information used within the business and for publication is reliable, that business risks are identified and managed, and that compliance with appropriate legislation and regulation is maintained.

## Internal Audit

The Internal Audit function is responsible for providing independent assurance to management and the Audit Committee on the design and effectiveness of internal controls to mitigate strategic, financial, operational and compliance risks.

In 2019/2020, the Committee determined that it would be appropriate to co-source the function using both internal and external resources, while retaining its oversight, and the Committee approved the engagement of Grant Thornton for this purpose. Grant Thornton was appointed, reporting to the Chair of the Audit Committee. Grant Thornton attended all relevant Audit Committee meetings that took place in 2022/2023. Grant Thornton did not attend two meetings, which were only concerned with the External Audit tender.

During the year, key controls covering the Group's risk areas were reviewed by management in consultation with the heads of relevant business areas and with Grant Thornton. These are reviewed and reported to the Audit Committee three times a year.

The Internal Audit mandate and plan for the relevant year is approved by the Committee, and is aligned to the Company's greatest areas of risk. The focus for Internal Audit in the year was on royalty payments. Grant Thornton conducted an Internal Audit on this area and the findings of the audit were reported to the Committee. The Committee considered the issues and risk arising from the audit, with the agreed actions and timetable for implementation.

The Committee assessed the effectiveness of the Internal Audit function for the financial year and concluded the quality, experience and expertise of the function was appropriate for the Company and the function had been effective in discharging its duties.

Overall, the Board confirms it has monitored the Group's risk management and internal control systems and carried out a review of their effectiveness covering all material controls, including financial, operational and compliance controls.

## Internal control and risk management framework

The preparation of the consolidated financial statements of the Company is the responsibility of the Group Finance Director and is overseen by the Audit Committee with overall responsibility resting with the Board. This includes responsibility for ensuring appropriate internal controls are in place over financial reporting processes and related IT systems. The Audit Committee monitors the risks and associated controls over financial reporting processes, including the consolidation process.

The Principal Risks and Risk Management section on pages 103 to 111 sets out how the Board has taken account of the Group's current position and principal risks and how it has assessed the prospects of the Group over a period of three years. The Board has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the assessment period.

Relevant features of the Company's system of internal controls and risk management in relation to the financial reporting process and preparation of the Group financial statements include:

- **Organisational culture:**  
The Company has a highly skilled, professional and committed workforce. The Board is committed to developing a culture of openness, integrity, competence and responsibility. The Company has in place a Group Whistleblower Policy and an Anti-Bribery and Corruption Policy.
- **Organisational structure:**  
The One Global Bloomsbury structure comprises the worldwide publishing divisions supported by Group functions (finance, IT, production, sales and marketing and legal), which provide an internal control service to the business as internal control pillars within the Group's internal control framework.
- **Risk and control review:**  
The framework for oversight of the Group's internal controls and risk management process by the Board and the Audit Committee is described on page 140. In addition, the Executive Committee (which comprises the Divisional and Group function heads and Executive Directors) formally reviews and updates the Group risk register and accompanying controls and actions for each risk twice a year. This ensures that risks and control issues from around the Group worldwide are reported openly to the senior management team and addressed. The Board regularly reviews the significant Group risks to ensure appropriate action is taken to address the risks. The Audit Committee reviews the risks, in particular the financial risks and issues that could impact on

reporting, when considering the financial statements.

- **Financial internal control and risk review:**  
The Group Finance Director formally reviews the internal financial controls, taking account of the risks within the financial information systems, and reports the findings of this review to the Audit Committee. Analytical review of operating results and reviews of key risks and controls for each division supplement management's knowledge of the business for the evaluation of the risks and assessment of the internal financial controls. The Audit Committee also receives reports on the internal controls and risks provided by the Internal Auditor. The Audit Committee receives other reports from management relevant to the internal financial controls, such as reports on the progress of key projects.
- **Authority levels:**  
The Board maintains a detailed register of delegated authorities and sets the level of authority required, before Board approval is needed, to commit the Company or to undertake transactions. It also approves budgets and other performance targets. The publishing divisions and Group functions operate within these authority levels and budgets. The Executive Directors determine the authority to be delegated to individual managers.
- **Financial management reporting:**  
The Board approves the annual Group budget. Sales are reported daily, weekly and monthly. Financial results of the business operations are reported monthly and compared to budget and forecasts. Detailed forecasts for the Company are updated regularly and reviewed by the Board.

# Audit Committee Report

*continued*

- **Book title acquisition and other significant contract procedures:** Established procedures, such as the review and approval by an Executive Director of acquisition proposals of rights to new books, and approval by the Chief Executive of acquisitions over a specific threshold, are operated within set authority limits and used for transactions in the ordinary course of business. Acquisitions exceeding delegated authority limits require approval by the Board. Significant acquisitions of companies and businesses or other significant contracts not in the ordinary course of business are approved by the Board. The Board has set authorised limits for the total author advances held on the Statement of Financial Position as a percentage of net assets and for the total value of committed, but unpaid, advances.
- **Accountability:** The Company has clearly defined lines of responsibility headed by the Chief Executive and Executive Committee to control the publishing divisions and business functions. Detailed operational and financial performance data are monitored by supervisory management to ensure the performance of operations is in line with targets. The reasons for variances and underperformance are established by supervisory line management and followed up with managers and staff.

- **Overseas offices:** Each overseas office has a local President or Managing Director who is responsible for operational effectiveness and local internal controls. Accounting for the Group is centralised and overseas subsidiaries hold limited cash balances. Senior managers and Executive Directors visit the overseas offices as appropriate.
- **Internal audit:** A risk-based audit approach was used to identify and assess the key internal controls across the Group worldwide. The Audit Committee considers reports from External and Internal Audit to ensure that adequate measures are being taken by management to address risk and control issues.

## Significant failings or weaknesses in the internal controls

Following its review, the Committee concluded that the systems of risk management and internal controls are adequate for Bloomsbury, including all the Group companies. There were no significant internal control weaknesses identified that challenged the Group in achieving its objectives.

## Committee effectiveness

The Committee's annual evaluation review, which was conducted as part of the 2022/2023 Board evaluation, confirmed that the Committee was continuing to function effectively.

### Leslie-Ann Reed

Chair of the Audit Committee  
30 May 2023



# Directors' Remuneration Report

## Dear Shareholder,

I am pleased to present my first Directors' Remuneration Report (the "Report") as Chair of the Remuneration Committee (the "Committee") for Bloomsbury Publishing Plc for the year ended 28 February 2023. I succeeded Steven Hall following his retirement at the Annual General Meeting on 20 July 2022. I would like to thank Steven for his commitment and, above all, for his hard work over three years in the role.

As well as detailing how we have operated remuneration arrangements for the Board, this year's Report also sets out an updated Remuneration Policy ("Policy"). We engaged with our major Shareholders prior to finalising this Policy, and further detail is set out below. Under the normal three-year renewal timetable, we will be seeking shareholder approval for the new Policy at the 2023 AGM.

## Performance and reward for 2022/2023

As outlined in the Chairman's Statement and the Chief Executive's Review, the Group delivered an excellent set of results for the financial year to 28 February 2023, following strong trading throughout the year. We have seen strong demand for our titles – in print, eBook and audio – and BDR revenue growth of 41%. These results were delivered in a year where we experienced inflation in our input costs and cost-of-living pressures on consumers, and we built on last year's strong performance.

The exceptional operating performance was reflected in the financial results, with growth of 15% in Group revenues and 16% growth in Group profits. Adjusted diluted earnings per share grew by 18% to 30.56 pence. Subject to approval by Shareholders at the 2023 AGM of the final dividend proposed, total dividends for the year would represent a 9% increase on the prior year.

Further detail on our performance is set out in the Strategic Report.

## Annual bonus

Annual bonus payments to the Executive Directors are based on a combination of financial and strategic measures. The majority (70%) of the bonus is based on the achievement of a profit target; the remainder (30%) is based on the achievement of strategic objectives. Consistent with the prior year, a key feature of this plan is the extension of participation across the Group to ensure alignment of reward across our colleagues.

The Committee set targets for the annual bonus taking into account a range of factors including both internal and external forecasts. Adjusted Profit of £31.1m significantly outperformed the stretch hurdle required for full pay out.

Our success this year was across a broad range of factors, and so the majority of objectives under the strategic element were achieved, with overall achievement of 97%.

The Committee is satisfied that the outcomes under the all-employee and Executive bonus plans reflect the outstanding financial performance this year, the substantial progress made in strategic initiatives, and the significant value delivered to our Shareholders through growth in both dividends and share price. Further detail on the outcomes is provided on page 157.



**John Bason**

Chair of the Remuneration Committee

# Directors' Remuneration Report

*continued*

## Performance Share Plan (“PSP”) vesting

The PSP awards granted in 2020 are due to vest in August 2023. These awards were subject to the following performance measures: EPS (60%), Non-Consumer operating profit (15%), Consumer operating profit (15%) and BDR revenue (10%). Bloomsbury delivered strong EPS (before highlighted items) performance of 30.56p, with Non-Consumer operating profit, Consumer operating profit and BDR revenue exceeding expectations and achieving £13.1m, £18.1m and £26.2m, respectively. These elements vested in full. Overall, the 2020 PSP Award will vest on 28 August 2023 at 100% of maximum. Further details on the outcomes are provided on page 158.

The Committee considers that this result appropriately reflects the progress Bloomsbury has made over the last three years, the underlying financial performance and the experience of our Shareholders. The number of shares granted under the 2020 PSP were broadly comparable with the grants made in prior years. Following a review, the Committee was satisfied that no “windfall gains” had arisen, and the increase in the value of the award reflected the value created for Shareholders over the period.

All vested shares for Executive Directors will be subject to an additional two-year holding period, which will ensure that awards to Executive Directors will remain aligned with our Shareholders for an extended period.

## Wider workforce remuneration and employee engagement

To support our staff during the cost-of-living crisis, all of our employees (except Executive Directors) were awarded a permanent £1,000 increase in salary (£500 in India) in October 2022. In February 2023, a further one-off cash payment was awarded to all staff (except Executive Directors) of £1,250 (£625 in India) to further help with cost-of-living pressures.

Furthermore, the Board approved a salary increase of 6% for our UK, US and Australia staff, with effect from 1 March 2023. The increase for India was 7%, reflecting market increases in pay in that country.

For 2023/2024, the salary increases for the Executive Directors will be lower, with an annual increase of 4.9% with effect from 1 March 2023.

## Review of the Remuneration Policy and remuneration arrangements for 2023/2024

The current Directors' Remuneration Policy was approved by Shareholders at the 2020 Annual General Meeting, with strong support from our Shareholders with 95.5% of votes cast in favour. In line with UK reporting regulations, the Company is required to submit a new Policy to Shareholders for approval at the 2023 AGM.

The scale and profitability of the business has advanced significantly over the three years since the last Policy was adopted. This progress demonstrates the strength, resilience and success of Bloomsbury's strategy of publishing for both the consumer and academic markets and growing both digital revenues and global diversification. The Group continues to be ambitious regarding its future prospects. Our long-term strategy is to continue our success in investing in high value intellectual property and building digital channels, increasing quality revenues and earnings.

In this context the Committee undertook a comprehensive review of our approach to pay to ensure that it continues to incentivise the sustainable delivery of the Board's strategy, strong financial performance and the creation of long-term Shareholder value.

The Committee was satisfied that our overall executive remuneration structure remains appropriate. The combination of an annual bonus and long-term performance share plan (PSP) is strongly aligned to the execution of the strategy and is consistent with mainstream market practice. We are updating the policy with a modest increase to the bonus and PSP opportunity, to provide increased incentivisation that is more appropriate for the business today.

A summary of the key changes to the Policy is:

- Pension reduction – as from 1 March 2023, Executive Director retirement benefits aligned with those of the wider workforce, with pension contributions of 7% of salary;

- Increase in incentive opportunity – an increase to the ongoing maximum for the annual bonus and PSP from 100% to 120% of salary. The proposed increase is intended to provide additional leverage to align with the scale of our strategic ambitions, while also reflecting the significant increase in the size of the business since the time that the Policy was last renewed. Commensurate with the increases to incentive opportunities, the proposed targets for the 2023 PSP Award have been increased to reflect the additional upside opportunity in 2023 grants; and
- Introduction of bonus deferral mechanism – any bonus earned in excess of 100% of salary will be deferred into shares for two years until the relevant Executive Director meets the shareholding guideline of 200% of salary.

The Committee is keen to ensure that performance measures for PSP awards are simple, reward the successful execution of the Company's strategy, support long-term sustainable performance and align with the Shareholders' interests. The performance measures attached to the 2023 PSP Award will continue to be based on EPS, Non-Consumer operating profit and Consumer operating profit. The BDR revenue metric will be replaced by an international revenue metric; the Committee is initially proposing a 5% weighting on this objective to ensure that the primary focus remains on bottom line financial results. The proposed targets and weightings are set on pages 150 to 151.

Currently, we include ESG targets within the strategic element of the bonus. As part of the review, the Committee explored potentially incorporating ESG based measures into the PSP. Although there were merits associated with this approach, at this stage, we had concerns regarding the ability to set robust and stretching three-year targets. We will keep this matter under review, and, over the coming year, we intend to road-test metrics linked to our broader ESG strategy to assess the suitability of the measures for inclusion in future PSP awards.

The annual bonus for 2023/2024 will continue to be based on a combination of financial and operational metrics.

Prior to finalising our proposals, we engaged with Shareholders on the proposed changes to the Directors Remuneration Policy and the performance measures under the Annual Bonus and PSP, and received input from Shareholders representing over 68% of Bloomsbury's share capital. The feedback received was supportive of the proposed changes and the final proposals reflect this feedback. The Committee was pleased with the level of support from investors and valued the contributions received as it helped to frame our discussions and facilitate a robust decision-making process.

## 2023 AGM

Alongside the resolutions for the revised Directors Remuneration Policy and the Annual Remuneration Report, we are also seeking approval for two new share plans, to replace the current share plans, the 2014 Performance Share Plan, which will be used to grant PSP awards, and the 2014 Sharesave Plan. The two new share plans are the 2023 Executive Share Plan and the 2023 Sharesave Plan for the wider workforce. Although the current share plans are due to expire next year, we have decided to seek approval of the new plans this year alongside the Policy review for simplicity. These proposed plans are aligned with current best practices and the proposed Directors' Remuneration Policy. Full summaries of these plans can be found in the Notice of AGM.

Over a number of years, the Committee has sought to take a measured approach to pay, regularly engaging with Shareholders on key decisions, and we intend to maintain this approach.

We hope that you will find this 2023 Remuneration Report clear and helpful and, of course, we welcome any feedback or questions.

### John Bason

Chair of the Remuneration Committee  
30 May 2023

# Directors' Remuneration Report

*continued*

## Part A – Remuneration Policy Report

### Introduction

The Directors' Remuneration Policy is set out in this section. This Policy will be put to a binding Shareholder vote at the AGM on 18 July 2023 and, if approved, will immediately come into effect from this date.

In determining the Remuneration Policy, the Committee applies the key principles that remuneration should:

- Attract and retain suitably high calibre Executive Directors and ensure that they are motivated

to achieve the highest levels of performance including delivering strategic initiatives and objectives and driving sustainable long-term value for Shareholders;

- Align the interests of the Executive Directors with those of the Shareholders and wider stakeholders; and
- Not pay more than is necessary.

In determining the new Policy, the Committee followed a robust decision-making process.

The Committee discussed the detail of the Policy over a series of meetings in 2022 and early 2023, taking into account the strategic priorities of the business, evolving market practice and investor guidance. In line with the 2018 UK Corporate Governance Code (the "Code"), the Committee also assessed the Policy against the principles of clarity, simplicity, risk management, predictability, proportionality and alignment to culture.

A summary of these principles, and how the proposed Policy reflects these, is set out below:

Principle	How the Committee has addressed these
<b>Clarity</b> – Remuneration arrangements should be transparent and promote effective engagement with Shareholders and the workforce.	The Committee is satisfied that the remuneration arrangements in the Policy comprising simple incentive structures are transparent, and the rationale behind decisions relating, in particular, to targets, metrics and outcomes is discussed in detail in this Remuneration Report. Furthermore, performance is aligned with the Company's strategy and the interests of all stakeholders.
<b>Simplicity</b> – Remuneration structures should avoid complexity and their rationale and operation should be easy to understand.	The Company's remuneration arrangements are commonplace in the market. A priority in revising the Policy in 2022/2023 was ensuring share incentive and bonus schemes were designed with simplicity and that the metrics and targets were understood by the Executive Directors and senior management.
<b>Risk</b> – Remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated.	The Committee may adjust the formulaic outcome where it believes the outcome does not reflect the Committee's assessment of the underlying financial or non-financial performance of the Company/individual or is not appropriate in the context of circumstances that were unexpected, or unforeseen, at the start of the bonus year.  Furthermore, all variable pay awards are subject to malus and clawback provisions.
<b>Predictability</b> – The range of possible values of rewards to individual Directors and any other limits or discretions should be identified and explained at the time of approving the policy.	There are defined threshold and maximum pay scenarios for fixed elements of remuneration (base salary, pension and benefits) and performance-based variable elements (cash bonus and PSP) pertaining to each Executive Director. These reward scenarios are set out on page 153.
<b>Proportionality</b> – The link between individual awards, the delivery of strategy and the long-term performance of the Company should be clear. Outcomes should not reward poor performance.	There is a clear and direct link between Group performance and individual rewards under the annual bonus and PSP. Targets will be appropriately stretching and no variable remuneration would be payable if the performance thresholds are not achieved. We believe total remuneration should fairly reflect performance of the Executive Directors and the Group as a whole, taking into account underlying performance and Shareholder experience.
<b>Alignment to culture</b> – Incentive schemes should drive behaviours consistent with Company purpose, values and strategy.	The Committee formulated a Policy that aligned with the Company's purpose, values and strategy. The annual bonus is made up of a combination of financial and strategic objectives, thereby incentivising the annual delivery of financial and strategic goals. The PSP metrics are aligned to the main strategic objectives of delivering sustainable profit growth and Shareholder return.

Throughout this Policy review process, input was sought from both the management team, while ensuring that conflicts of interests were suitably mitigated, and the Committee's independent advisors. The Committee also consulted with major Shareholders, their representatives and institutional proxy agencies, as outlined on page 145.

Having reviewed its key design features, the Committee is satisfied that the overall structure of remuneration remains appropriate. The combination of an annual bonus and long-term performance share plan (PSP) is strongly aligned to execution of the strategy and remains consistent with mainstream market and best practice. However, we are proposing a modest increase to the leverage within the package, to provide greater performance focus and reflect the enhanced size and scale of the business.

Key changes to the new Policy include:

- **Pensions reduction** – As previously communicated, incumbent Executive Director retirement benefits will be aligned with the wider workforce rate from 1 March 2023. This represents an overall reduction from 15% of salary to 7% of salary;
- **Incentive opportunity** – Increase to the ongoing maximum for the annual bonus and PSP from 100% to 120% of salary; and
- **Introduction of bonus deferral mechanism** – Any bonus earned in excess of 100% of salary will be deferred into shares for two years until the relevant Executive Director meets their shareholding guideline.

Other minor changes have been made to the Policy to increase flexibility and transparency as well as aid its operation and to reflect evolving market practice.

## Consideration of Shareholder views

As part of this year's Policy review, the Remuneration Committee engaged directly with major Shareholders and their representative bodies. Overall our Shareholders were supportive of the changes proposed, and all feedback received during this process was carefully considered by the Committee.

The Remuneration Committee will seek to engage directly with major Shareholders and their representative bodies should any material changes be proposed to the Remuneration Policy at any time.

# Directors' Remuneration Report

*continued*

## Remuneration Policy for Executive Directors – Policy Table

The following table summarises each element of the Remuneration Policy for the Executive Directors, explaining how each element operates and links to the corporate strategy.

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance targets
Salary	<ul style="list-style-type: none"> <li>Reflects the value of the individual and their role.</li> <li>Reflects skills and experience over time.</li> <li>Provides an appropriate level of basic fixed income avoiding excessive risk taking arising from over-reliance on variable income.</li> </ul>	<ul style="list-style-type: none"> <li>Normally reviewed annually and effective 1 March, although salaries may be reviewed more frequently or at different times of the year if the Committee determines that this is appropriate.</li> <li>Takes into account the role, personal experience and performance, business performance, wider workforce policies, and comparisons against companies with similar characteristics and sector comparators.</li> </ul>	<ul style="list-style-type: none"> <li>No maximum base salary or maximum salary increase operated.</li> <li>Annual increases are typically linked to those of the wider workforce, but with scope for higher increases in circumstances including (but not limited to):</li> <li>Change in role.</li> <li>Where salaries are below market levels.</li> <li>Enhanced performance and experience of the individual.</li> </ul>	<ul style="list-style-type: none"> <li>N/A.</li> </ul>
Pension	<ul style="list-style-type: none"> <li>Provides role-appropriate retirement benefits.</li> <li>Opportunity for Executive Directors to contribute to their own retirement plan.</li> </ul>	<ul style="list-style-type: none"> <li>Defined contribution/ salary supplement or cash payment in lieu of pension contribution.</li> </ul>	<ul style="list-style-type: none"> <li>The maximum contribution rate will be in line with the employer contribution rate (currently 7% of salary) available to the wider UK workforce.</li> </ul>	<ul style="list-style-type: none"> <li>N/A.</li> </ul>
Other benefits	<ul style="list-style-type: none"> <li>To aid retention and recruitment.</li> </ul>	<ul style="list-style-type: none"> <li>Benefits include, but are not limited to: company car or car allowance, and the provision of private medical/permanent health insurance and life assurance.</li> </ul>	<ul style="list-style-type: none"> <li>There is no maximum, but benefits will be appropriate in the context of the role.</li> </ul>	<ul style="list-style-type: none"> <li>N/A.</li> </ul>

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance targets
Annual bonus	<ul style="list-style-type: none"> <li>• Incentivises annual delivery of financial and strategic goals.</li> <li>• Maximum bonus only payable for achieving demanding targets.</li> </ul>	<ul style="list-style-type: none"> <li>• Normally paid in cash.</li> <li>• In the event that an Executive Director does not meet their shareholding guideline at the time of payment, any bonus earned in excess of 100% of salary will normally be deferred into shares for two years.</li> <li>• Not pensionable.</li> <li>• Performance assessed over a one year period.</li> <li>• Measures and targets are set each year, normally based on the Group's business plan as at the start of the financial year.</li> <li>• Annual bonus outcomes are typically determined by the Committee following the year end based on performance against pre-determined objectives.</li> <li>• Where awards are deferred into shares, dividends (or equivalents) may be payable on any shares that vest.</li> </ul>	<ul style="list-style-type: none"> <li>• 120% of salary.</li> </ul>	<ul style="list-style-type: none"> <li>• Group financial objectives (majority).</li> <li>• Strategic objectives, including personal objectives (minority).</li> <li>• Performance measures may be varied year-on-year based on the Company's strategic priorities.</li> <li>• The level of payout for threshold performance will vary depending on the nature of the measure and the stretch of the targets. For performance between threshold and maximum hurdles, award levels are appropriately scaled.</li> <li>• The Committee may adjust the formulaic outcome where it believes the outcome does not reflect the Committee's assessment of the underlying financial or non-financial performance of the Company/individual or is not appropriate in the context of circumstances that were unexpected or unforeseen at the start of the bonus year.</li> <li>• Malus and clawback provisions apply. Further details set out below.</li> </ul>

# Directors' Remuneration Report

*continued*

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance targets
Long term incentives: Performance Share Plan (PSP)	<ul style="list-style-type: none"> <li>Aligned to main strategic objectives of delivering sustainable profit growth and Shareholder return.</li> </ul>	<ul style="list-style-type: none"> <li>Annual grant of nil cost options or conditional awards (or economic equivalent), which normally vest subject to continued service and performance targets assessed over three years.</li> <li>Any vested shares must normally be held by the Executive Director for a further two years.</li> <li>Dividend (or equivalents) may be payable to the extent that shares under award vest.</li> </ul>	<ul style="list-style-type: none"> <li>Normal grant policy is 120% of basic salary in respect of any financial year.</li> <li>Consistent with the previously policy approved by Shareholders, enhanced award levels may be granted up to 150% of salary (e.g. upon an Executive Director's appointment).</li> </ul>	<ul style="list-style-type: none"> <li>Vesting of PSP awards will be based on performance against relevant financial and strategic non-financial metrics as determined by the Committee.</li> <li>For awards granted in 2023, vesting will be based on EPS (60%), Non-Consumer operating profit (17.5%), Consumer operating profit (17.5%) and International revenue (5%).</li> <li>Up to 25% of awards will vest at threshold performance increasing to full vesting at maximum performance levels.</li> <li>The Committee may adjust the formulaic outcome where it believes the outcome does not reflect the Committee's assessment of the underlying financial or non-financial performance of the Company/individual or is not appropriate in the context of circumstances that were unexpected or unforeseen at the time of grant.</li> <li>Malus and clawback provisions apply. Further details set out below.</li> </ul>



Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance targets
All-employee share plans	<ul style="list-style-type: none"> <li>To encourage employee share ownership by employees and therefore alignment with Shareholders.</li> </ul>	<ul style="list-style-type: none"> <li>Eligible to participate in any HMRC-approved all-employee plan on the same basis as other employees.</li> <li>The Company currently operates an HMRC tax-advantaged savings plan to fund the exercise of share options over three or five-year savings arrangements (Sharesave).</li> <li>The exercise price may be discounted by up to 20%.</li> <li>Provides tax advantages to UK employees.</li> </ul>	<ul style="list-style-type: none"> <li>Prevailing HMRC limits apply.</li> </ul>	<ul style="list-style-type: none"> <li>N/A.</li> </ul>

Notes to the Policy table:

- A description of how the Company intends to implement this Policy in 2023/2024 is set out in the Annual Report on Remuneration.
- The choice of the performance metrics applicable to the annual bonus or long term incentive scheme will reflect the Company strategy at the time of grant. Targets are set by the Committee taking into account internal and external reference points, including the Company's business plan, to ensure that they are appropriately stretching.

**Annual bonus** – The annual bonus metrics are designed to provide an appropriate balance between incentivising Executive Directors to meet financial targets for the year and to deliver on specific strategic objectives to ensure the business is well positioned to deliver sustainable financial growth and Shareholder value in the future. The annual bonus performance targets are therefore based on a combination of financial, operational and strategic objectives, which provide clear alignment to the Company's KPIs and strategic priorities.

**PSP** – For the 2023 PSP Award, the Committee has taken the opportunity to review performance metrics to ensure that they continue to support the strategic ambitions of the Company as well as the creation of sustainable value for Shareholders. The Committee continues to consider EPS an appropriate measure that encourages management to grow earnings for Shareholders over the longer term. Consumer and Non-Consumer profit targets have been included this year to align with the Company's strategy of growing our product portfolio and our digital presence in a sustainable and balanced way. The previous BDR revenue metric has been replaced with a metric linked to international expansion. With the evolution and growth of the BDR strategy, it has now been fully integrated within the Academic and Professional Division. Therefore, the Committee is satisfied that continued growth in BDR will be key to the delivery of our Non-Consumer profit targets. The new targets relating to international revenue aligns with our strategic ambition to increase revenue outside of the UK in order to further diversify the business. The Committee will keep the measures and weightings under review for future awards to ensure that they support the long-term success of the Company.

# Directors' Remuneration Report

*continued*

## Malus and clawback provisions

The annual bonus and PSP incorporate malus and clawback provisions. These enable the Company to reduce the size of unvested awards and to claw back awards for up to three years following the date when the performance outcome is determined, and in respect of the PSP, three years from the date of vesting. The circumstances under which malus and clawback may be applied include:

- Material misstatement in the Company's financial results;
- Assessment of performance conditions based on an error, or on inaccurate or misleading information;
- Serious misconduct on the part of the participant;
- Serious reputational damage; and
- Material corporate failure.

The above circumstances apply for all annual bonus and PSP awards made from 2020 onwards. The Committee is satisfied that the above provisions provide robust safeguards against inappropriate payment of incentive awards.

## Further details

The Committee reserves the right to make remuneration payments and payments for loss of office (which includes exercising related discretions) that are not in line with this 2023 Policy if the terms of the payment were agreed:

1. Before the Policy came into effect, if the payment was made in line with the policy in force at the time or was otherwise approved by Shareholders; and
2. At a time when the recipient was not subject to the Policy, provided the Committee does not consider the payment to have been made in consideration of the recipient becoming subject to the Policy.

For these purposes "payment" means any payment that would otherwise be subject to the Policy and, in relation to a share award, will not be considered to have been "agreed" any later than the date of grant.

The Committee may make minor amendments to the Policy (e.g. for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without obtaining Shareholder approval for that amendment.

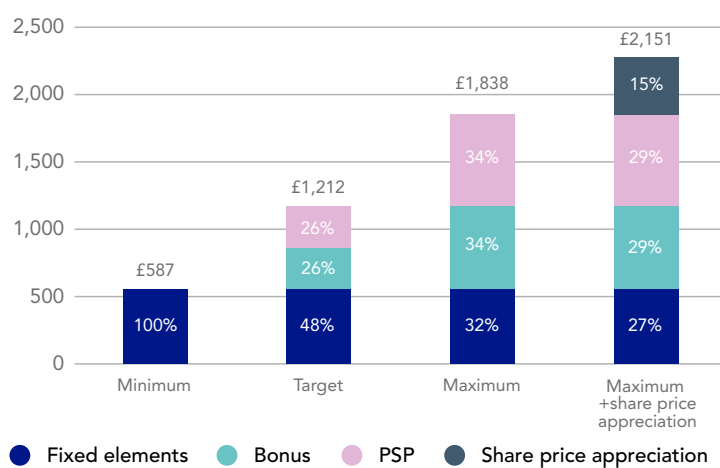
Awards granted under the Company's share plans will be operated in accordance with the relevant plan rules and applicable regulations. Under the plan rules, the Committee retains a number of discretions concerning the operation of the Company's share plans. This includes:

- Determining the participants (including for Executive Directors and below the Board), timing of grants, size of awards and performance conditions;
- Determining the vesting of awards, including both the timing and level of vesting;
- Where possible under the plan rules, determining that awards may be settled in cash rather than shares, where the Committee considers this appropriate (e.g. due to local securities law); and
- Making adjustments in accordance with the relevant provisions of the relevant plan rules, including adjustments to awards to reflect one off corporate events, such as a change in the Group's capital structure.

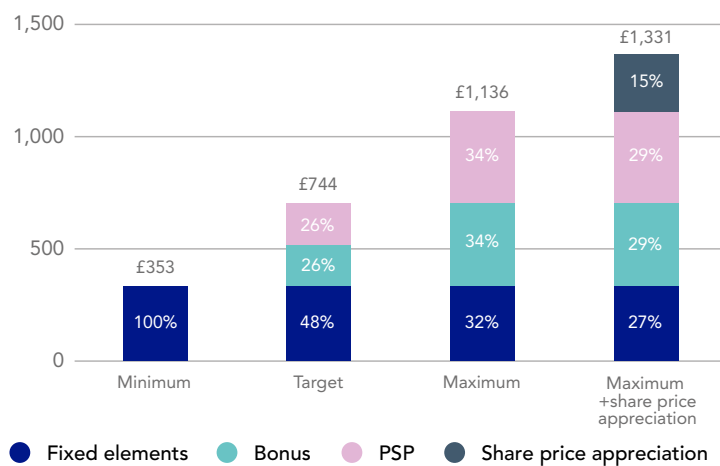
## Reward scenarios

The remuneration package comprises both fixed elements (base salary, pension and benefits) and performance-based variable elements (cash bonus and PSP). The structure of the remuneration packages for on-target and stretch performance for each of the Executive Directors for 2023/2024, in line with the Remuneration Policy, is illustrated in the bar charts below.

### Nigel Newton - Chief Executive (£'000)



### Penny Scott-Bayfield - Finance Director (£'000)



#### Notes:

- The minimum performance scenario comprises the fixed elements of remuneration only, based on salary, pension and car allowance as per policy for 2023/2024.
- The target level of bonus is assumed to be 50% of the maximum bonus opportunity (120% of salary), and the target level of PSP vesting is assumed to be 50% of the face value assuming a normal grant level (120% of salary). These values are included in addition to the components/values of minimum remuneration.
- Maximum assumes full bonus payout (120% of salary) and the full face value of the PSP (120% of salary), in addition to fixed components of remuneration.
- In addition, a further performance scenario, comprising fixed pay and the maximum value of incentive arrangements with 50% share price growth applied to the PSP, has been included.
- Basic salaries, pension and car allowance used are effective as at 1 March 2023.
- For simplicity, no share price growth (other than in the scenario stated above) has been factored into the calculations. The value of any Sharesave awards and notional dividends accruing on vested PSP shares has been excluded.

## Executive Director share ownership guidelines

Under the guidelines, the Executive Directors are expected to build and maintain a shareholding equivalent to 200% of basic salary with no upper limit on the number of shares they may hold. Executive Directors are expected to retain all shares arising from vested PSP awards (net of tax) or purchase shares until the shareholding guideline is met. Any annual bonus earned in excess of 100% of salary will be deferred into shares for a two year holding period until the relevant Executive Director has met their shareholding guideline.

Executive Directors are also subject to a post-employment Shareholding Guideline. After ceasing to be an Executive Director, individuals will be expected to maintain a shareholding equivalent to 200% of salary (or actual shareholding if lower), tapering down to nil over two years. This guideline applies to shares vesting after the 2020 AGM and may be disapplied in certain cases (e.g. due to compassionate circumstances).

## Approach to recruitment and promotions

The remuneration package for any new Executive Director would be set in accordance with the terms of the Company's approved Remuneration Policy at the time of appointment and take into account the skills and experience of the individual, the market rate for a candidate of that experience and the importance of securing the relevant individual.

All remuneration components, as set out in the Policy Table above, would typically apply to a new Executive Director appointment. Salary would be provided at such a

# Directors' Remuneration Report

*continued*

level as required to attract the most appropriate candidate and may be set initially at a below market level on the basis that it may progress once expertise and performance has been proven and sustained. Pensions and related benefits would normally be set in line with the wider workforce. New appointments would be eligible to participate in the incentive plans up to the maximum limits set out in the Policy Table. In addition, the Committee may offer additional cash and/or share-based elements to replace remuneration and/or contractual terms forfeited on joining the Company. It would seek to ensure, where possible, that these awards would be consistent with awards forfeited in terms of vesting periods, expected value and performance conditions.

For an internal Executive Director appointment, any variable pay element awarded in respect of the prior role may be allowed to pay out according to its terms. In addition, any other ongoing remuneration obligations existing prior to appointment may continue.

For external and internal appointments, the Committee may agree that the Company will meet certain relocation and/or incidental expenses as appropriate.

If appropriate, the Committee may agree, on the recruitment of a new Executive Director, a notice period in excess of 12 months, but to reduce this to 12 months over a specified period.

The remuneration package for a newly appointed independent Non-Executive Director would be set in accordance with the approved remuneration policy in force at that time. Newly appointed independent Non-Executive Directors would not receive pension benefits or variable remuneration.

## **Service contracts for Executive Directors and payments for loss of office**

Service contracts of the Executive Directors are not of a fixed term and are terminable by either the Company or the Director under a notice period of up to 12 months by either party.

At the Board's discretion, early termination of an Executive Director's service contract may be undertaken by way of payment of salary and benefits in lieu of the required notice period (or shorter period where permitted by the contract of service or where agreed with the Executive Director) and the Committee would take such steps as necessary to mitigate the loss to the Company and to ensure that the Executive Director observed their duty to mitigate loss.

On termination, the Committee may also make payments in lieu of accrued holiday, incidental expenses, outplacement services and payments relating to post-termination restrictions, as appropriate. Any statutory entitlements or sums to settle or compromise claims in connection with a termination (including, at the discretion of the Committee, reimbursement for legal advice) would be paid as the Committee considers necessary.

Annual bonus may be payable, at the discretion of the Committee, with respect to the period of the financial year served, although it will normally be prorated for time and paid at the normal payout date. Any share-based entitlements granted to an Executive Director under the Company's share plans will be determined based on the relevant plan rules. However, in certain prescribed circumstances, such as death, ill health, injury, disability, redundancy, retirement, sale of employing business or other

circumstances at the discretion of the Committee, "good leaver" status may be applied. For good leavers, PSP and deferred bonus awards will normally vest at the normal vesting date, with PSP awards vesting subject to the satisfaction of any relevant performance conditions at that time and reduced pro rata to reflect the proportion of the performance period actually served. However, the Committee has the discretion to determine that awards vest at cessation of employment and/or not to prorate awards.

The service contracts for Executive Directors are available for inspection at the Company's registered office.

## Remuneration Policy for Non-Executive Directors

The Policy on Non-Executive Director fees is set out below.

<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>• Reflects responsibilities and time commitments of each role.</li> <li>• Reflects fees paid by similarly sized companies.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>• The Non-Executive Chairman and Non-Executive Directors receive an annual fee for carrying out their duties.</li> <li>• Additional fees may be payable for chairing Board Committees and/or to reflect additional time commitments and responsibilities if appropriate.</li> <li>• Fees are normally paid monthly in cash.</li> <li>• Where appropriate certain benefits (including travel, expenses and associated taxes) may be provided.</li> <li>• Fee levels are reviewed on a periodic basis, with reference to the time commitment and responsibilities of the role and market levels in companies of comparable size and complexity.</li> </ul>
<b>Maximum opportunity</b>	<ul style="list-style-type: none"> <li>• No maximum fee or maximum fee increase operated.</li> <li>• Annual increases are typically linked to those of the wider workforce, time commitment and responsibility levels.</li> <li>• Details of current fee levels are set out in the Annual Report on Remuneration.</li> </ul>
<b>Performance targets</b>	N/A

The annual fees of Non-Executive Directors, excluding the Chairman, are determined by the Chairman and the Executive Directors. The annual fee of the Chairman is determined by the Committee (excluding the Chairman).

The Non-Executive Directors do not participate in the Company's incentive schemes.

Each of the Non-Executive Directors has similar general terms for their agreement, which can be found on Bloomsbury's website at [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk). The agreements provide for three months' notice by the Director or by the Company with the option for the Company to terminate an appointment at any time on payment of three months' fees in lieu of notice. All Directors' appointments are subject to annual reappointment at each AGM. Termination of the agreements is without compensation.

### Consideration of employment conditions elsewhere in the Group

The Committee is updated during the year on workforce remuneration policies, including variable pay schemes and benefits for employees across the Company as a whole, and takes these into account when setting the Policy for Executive Directors.

Remuneration arrangements below Board tend to be skewed more towards fixed pay with less of a focus on share-based long-term incentive pay. These differences have arisen from the development of remuneration arrangements that are market competitive for the various categories of individuals. For example, participation in the PSP is limited to our most senior employees.

Under its terms of reference, the Committee is responsible for approving the design of, and determining targets for, performance related pay schemes operated by the

Company for the wider workforce. The Committee also considers the general basic salary increase for the wider workforce when determining the annual salary increases for the Executive Directors. The Company's CEO pay ratio, as well as the relative increase in the Chief Executive's pay for the year under review as compared with that of the general workforce, is set out in the Annual Report on Remuneration. The Committee also considers environmental, social and governance issues, and risk when reviewing Executive pay quantum and structure.

# Directors' Remuneration Report

*continued*

## Part B

### 1 (AUDITED INFORMATION) Single total figure table of remuneration for 2022/2023

#### Directors' remuneration for 2022/2023

Details of the remuneration of each of the Directors are as follows:

	Year ended 28 February	Basic salary or fees £'000	Benefits £'000	Annual bonus <sup>3</sup> £'000	Long-term incentives <sup>4,5</sup> £'000	Pension benefits £'000	Total £'000	Total fixed remuneration £'000	Total variable remuneration £'000
<b>Executive Directors</b>									
Nigel Newton	<b>2023</b>	<b>497</b>	<b>29</b>	<b>482</b>	<b>1,087</b>	<b>47</b>	<b>2,142</b>	<b>573</b>	<b>1,569</b>
	2022	474	28	474	915	57	1,948	559	1,389
Penny Scott-Bayfield	<b>2023</b>	<b>311</b>	<b>4</b>	<b>301</b>	<b>679</b>	<b>30</b>	<b>1,325</b>	<b>345</b>	<b>980</b>
	2022	296	4	296	474	33	1,103	333	770
<b>Non-Executive Directors</b>									
Sir Richard Lambert	<b>2023</b>	<b>121</b>	–	–	–	–	<b>121</b>	<b>121</b>	–
	2022	115	–	–	–	–	115	115	–
Steven Hall <sup>1</sup>	<b>2023</b>	<b>18</b>	–	–	–	–	<b>18</b>	<b>18</b>	–
	2022	44	–	–	–	–	44	44	–
John Bason <sup>2</sup>	<b>2023</b>	<b>41</b>	–	–	–	–	<b>41</b>	<b>41</b>	–
	2022	–	–	–	–	–	–	–	–
Leslie-Ann Reed	<b>2023</b>	<b>46</b>	–	–	–	–	<b>46</b>	<b>46</b>	–
	2022	43	–	–	–	–	43	43	–
Baroness Lola Young of Hornsey	<b>2023</b>	<b>43</b>	–	–	–	–	<b>43</b>	<b>43</b>	–
	2022	41	–	–	–	–	41	41	–
<b>Total</b>	<b>2023</b>	<b>1,077</b>	<b>33</b>	<b>783</b>	<b>1,766</b>	<b>77</b>	<b>3,736</b>	<b>1,187</b>	<b>2,549</b>
	2022	1,013	32	770	1,389	90	3,294	1,135	2,159

1. Steven Hall retired as a Non-Executive Director of the Company on 20 July 2022. His fees for the year are up until the date of his resignation.

2. John Bason joined the Board on 1 April 2022. His fees for the year are from the date of his appointment.

3. Figures shown for bonus payments relate to performance during the relevant financial year.

4. Figures shown for 2023 relate to PSP Awards granted in 2020 (at a share price of £2.09), which will vest following completion of the three-year performance on 28 August 2023. Vested shares will be subject to an additional two-year holding period. These awards have been valued using a three-month average share price to 28 February 2023 of £4.4798 and are inclusive of dividend equivalents. Of these values, £530,883 and £331,602 relate to share price growth over the performance period for Nigel Newton and Penny Scott-Bayfield, respectively.

5. Figures shown for 2022 relate to the PSP Awards granted in 2019 (at a share price of £2.30), inclusive of dividend equivalents, which vested following completion of the three-year performance on 21 August 2022. The value of the award has been restated to reflect the share price on the day of vesting of £4.25. Of these values, £385,907 and £199,875, relate to share price growth over the performance period for Nigel Newton and Penny Scott-Bayfield, respectively.

Further details on each element of remuneration is set out under the relevant heading below.

#### Basic salary

The Executive Directors all received an increase in basic salary of 5% with effect from 1 March 2022, which was in line with the average salary increases for all employees across the Group. They did not receive any further increases during the year. Other employees also received an additional permanent £1,000 salary increase and one off cost of living payment of £1,250.

The basic salaries from 1 March 2022 were £497,244 and £310,911 for Nigel Newton and Penny Scott-Bayfield, respectively.

#### Other benefits

Benefits comprised a car or car allowance (excluding Penny Scott-Bayfield), medical cover, permanent health cover, life assurance, the home working allowance, and Company schemes offered to staff generally, such as buying books for private use at the staff discount rate and joining the Save-as-you-earn share plan.

## Pensions

From 1 March 2021, the Executive Directors pension contributions were 12% of salary. These were reduced to 9.5% of salary from 1 March 2022.

Directors may elect to receive a cash alternative in lieu of payments by the Company into their private pension arrangements.

## Bonus for 2022/2023

The maximum bonus potential for 2022/2023 for Executive Directors was 100% of salary. The bonus is structured so that 25% is awarded at achievement of the Adjusted profit target. Any outperformance of this target will be used to fund the remaining 75% of the bonus pool. Where the full bonus pool is not funded, bonuses would be pro-rated accordingly. For the Executive Directors, 70% of the bonus relates to the profit element, and 30% relates to other strategic objectives.

### Profit element

At the start of the year, the Committee set a stretching target for adjusted profit of £28 million after assessing various factors including the Group's budget and external analyst consensus forecasts. Bonus awards of 25% of maximum begin to accrue at this level of profit until 60% of the bonus pool is self-funded. Outcomes of 75% of maximum required adjusted profit of £28.7 million, with the maximum award payable for profit of £29.9 million.

As set out in the Chairman's Statement and the Chief Executive's Review, Bloomsbury delivered an excellent set of results for the year ended 28 February 2023, achieving profit before taxation and highlighted items ("Adjusted Profit") of £31.1 million. Therefore, this element of the bonus was earned in full.

### Strategic element

For the year to 28 February 2022, the Committee had decided that an inventory reduction target was no longer appropriate given changes in operational priorities and the need to improve supply chain resilience and had amended the strategic element of that year's bonus scheme accordingly. However, before the start of the year to 28 February 2023, the Committee, recognising the importance of mitigating supply chain challenges and printer capacity constraints, reintroduced an Inventory related target, which sought to control the working capital invested while prioritising stock availability. The Committee, therefore, approved five strategic objectives for the year to 28 February 2023, relating to earlier profit realisation, Non-Consumer profitability, Consumer profitability, sustainability and inventory control.

Strategic objective	Weightings	Metric	Medium target (pays 50%)	High target (pays 100%)	Actual	Achieved
<b>Earlier profit realisation</b>	7%	Adjusted profit	£26.1m	£27.4m	£29.7m	7%
<b>Non-Consumer Division Performance</b>	8%	Adjusted profit	£8.6m	£9.0m	£13.1m	8%
<b>Consumer Division Performance</b>	8%	Adjusted profit	£16.9m	£17.7m	£18.1m	8%
<b>Inventory Control</b>	3%	Control working capital	10% year on year increase	5% year on year increase	£40.8m	0%
<b>Sustainability</b>	4%	Scope 1 and 2 emissions	6% reduction to 447 absolute Tonnes CO <sub>2</sub> e	15% reduction to 404 tonnes absolute Tonnes CO <sub>2</sub> e	363 tonnes absolute Tonnes CO <sub>2</sub> e (location-based)	4%
<b>Total</b>	30%					27%

By reference to the achievement of each Executive Director against the profit element and strategic element detailed in the table above, the bonus was earned at 97% of the maximum of 100% of salary. The Committee considers the level of award is reflective of the outstanding overall performance of the Group as well as the experience of our Shareholders and employees.

# Directors' Remuneration Report

continued

## Vesting of PSP Awards

The PSP Awards granted on 28 August 2020 ("2020 PSP Award") are set to vest on 28 August 2023 based on performance in the final financial year of a three-year period ending 28 February 2023. The performance conditions for this award are as disclosed in previous Annual Reports. The level of vesting for the 2020 PSP Awards is as follows and the Committee considers that this result appropriately reflects the progress Bloomsbury has made over the last three years:

Metric	Performance condition	Threshold target <sup>2</sup>	Stretch target <sup>2</sup>	Actual	% Vesting <sup>1</sup>
EPS (60% of awards)	EPS (final financial year)	17.8p	24.6p	30.56p	60% (out of a maximum of 60%)
Non-Consumer Division Operating Profit (15% of awards)	Operating profit (final financial year)	£7.5m	£12.8m	£13.1m	15% (out of a maximum of 15%)
Consumer Division Operating Profit (15% of awards)	Operating profit (final financial year)	£10.4m	£11.6m	£18.1m	15% (out of a maximum of 15%)
BDR (10% of awards)	BDR revenue (final financial year)	£14.9m	£17.3m	£26.2m	10% (out of a maximum of 10%)
Total estimated vesting of 2020 PSP Awards					100%

- Vesting is subject to an underpin whereby the Committee will consider the underlying performance of the business and may apply discretion should it conclude it is appropriate to do so. On review, the Committee was satisfied that the outcome was consistent with Company performance over the last three years.
- The level of vesting for achievement between threshold (0%) and stretch targets (100%) is calculated on a straight-line basis. There is no additional vesting for achievement above the stretch target.

Based on the above, values for the 2020 PSP Awards are as follows:

Executive	Type of award	Number of shares at grant	Number of shares to lapse	Number of shares to vest	Number of Dividend Shares <sup>1</sup>	Total	Estimated value £'000 <sup>2</sup>
Nigel Newton	PSP (Conditional awards)	222,142	–	222,142	20,395	242,537	1,087
Penny Scott-Bayfield		138,755	–	138,755	12,739	151,494	679

- Dividend Shares are in lieu of dividends that would have accrued on the "Number of shares to vest" if held by the participants from the date of grant up to the date of vesting of awards.
- Estimated value is calculated using a three-month average share price to 28 February 2023 of £4.4798. The actual value of shares received will vary depending on the share price at the vesting date.

Vested shares will be subject to a two-year holding period to ensure the Executive Directors remain aligned with our Shareholders.

## PSP Awards granted during 2022/2023

Details of PSP Awards granted in 2022/2023 ("2022 PSP Award") are as follows:

Executive	Scheme	Date of grant	Date of vest	Basis of award (% of base salary)	Face value <sup>1</sup> £'000	Vesting at threshold	Vesting at maximum	Performance period
Nigel Newton	PSP	10 Aug 2022	10 Aug 2025	100%	497	0%	100%	3 years to
Penny Scott-Bayfield	(Conditional awards)	10 Aug 2022	10 Aug 2025	100%	311	0%	100%	28 February 2025

- Face value was determined using a share price of 418p (closing mid-market price of a share on the dealing day before the grant was made).

## Performance conditions in respect of the 2022 PSP Award

Metric	Weighting	0% vesting	25% vesting	100% vesting
EPS (before highlighted items)	60%	28.7p	30.2p	35.4p
Non-Consumer Operating Profit	15%	£9.8 million	£10.9 million	£14.3 million
Consumer Operating Profit	15%	£18.1 million	£20.0 million	£25.8 million
Bloomsbury Digital Resources (BDR) Revenue	10%	£22.3 million	£24.3 million	£30.3 million



The awards for Executive Directors are subject to malus and clawback provisions and to a two-year post-vesting holding period. During the holding period, an Executive Director may not sell their vested shares, which will remain subject to a clawback provision. The Committee has discretion to adjust formulaic outcomes where it believes the outcome does not reflect the Committee's assessment of the underlying performance of the Company/individual.

## Payments to past Directors

There were no payments to past Directors during the year.

## Payments for loss of office

There were no payments for loss of office during the year.

## Outstanding share awards

### PSP Awards

PSP conditional share awards have been granted for nil consideration over Ordinary shares of 1.25 pence in the Company under the Bloomsbury 2014 Performance Share Plan ("2014 PSP"). The number of PSP conditional shares awarded is normally calculated based on the closing mid-market share price prevailing on the day before the date of grant. The following PSP conditional shares awarded to the Executive Directors were outstanding during the year:

	Date of PSP award	Due date of exercise/ expiry	Price at grant date (pence)	At 1 March 2022	Awarded during the year	Exercised during the year	Lapsed during the year	Share price on date of exercise (pence)	At 28 February 2023
Nigel Newton	21 August 2019	21 August 2022	230.00p	197,901	–	197,901	–	413	–
	28 August 2020	28 August 2023	209.00p	222,142	–	–	–	–	222,142
	24 August 2021	24 August 2024	351.00p	134,918	–	–	–	–	134,918
	10 August 2022	10 August 2025	418.00p	–	118,957	–	–	–	118,957
Penny Scott-Bayfield	21 August 2019	21 August 2022	230.00p	102,500	–	102,500	–	413	–
	28 August 2020	28 August 2023	290.00p	138,755	–	–	–	–	138,755
	24 August 2021	24 August 2024	351.00p	84,273	–	–	–	–	84,273
	10 August 2022	10 August 2025	418.00p	–	74,303	–	–	–	74,303

### PSP Awards performance targets

Performance measures and targets for the 2020 PSP Award are detailed on page 158.

Performance measures and targets for the 2021 PSP Award are set out below:

Metric	Weighting	0% vesting	25% vesting	100% vesting
EPS (before highlighted items)	60%	17.9p	19.8p	25.2p
Non-Consumer Operating Profit	15%	£7.8 million	£9.2 million	£13.6 million
Consumer Operating Profit	15%	£10.9 million	£11.9 million	£14.9 million
Bloomsbury Digital Resources (BDR) Revenue	10%	£15.0 million	£16.0 million	£19.0 million

Performance measures and targets for the 2022 PSP Award are detailed on page 158.

# Directors' Remuneration Report

*continued*

## Sharesave options

Bloomsbury operates an HMRC-approved Sharesave scheme in respect of which all UK employees are eligible to participate.

The following Sharesave options granted to the Executive Directors were outstanding at the year end:

	At 1 March 2022	Granted during the year	Exercised during the year	Lapsed during the year	At 28 February 2023	Exercise price (pence)	Date of grant	Date from which exercisable	Expiry date
Penny Scott-Bayfield	9,740	–	9,740	–	–	184.8p	12 July 2019	Sept 2022	Mar 2023

## Directors' interests in shares

Under the current Remuneration Policy, Executive Directors are required to build up a shareholding in the Company equal to 200% of their salary ("Shareholding Guideline") to align their interests with that of Shareholders. Executive Directors are expected to retain any vested shares (net of tax) until the Shareholding Guideline has been achieved.

Executive Directors are also subject to a post-employment Shareholding Guideline. After ceasing to be an Executive Director, individuals will be expected to maintain a shareholding equivalent to 200% of salary (or actual shareholding if lower), tapering down to nil over two years. This guideline applies to shares vesting after the 2020 AGM and may be disappplied in certain cases (e.g. due to compassionate circumstances).

Shareholding Guidelines do not apply to the Chairman or Non-Executive Directors.

The interests of the Directors who served on the Board during the year are set out in the table below. There have been no changes to those interests between 28 February 2023 and the date of this report.

	Owned <sup>2</sup>		PSP Awards		Sharesave options unvested	Total 28 February 2023	Shareholding Guideline achieved <sup>1</sup> %
	28 February 2023	28 February 2022	Unvested	Vested			
Nigel Newton <sup>3</sup>	1,424,669	1,306,694	476,017	–	–	1,900,686	>200
Penny Scott-Bayfield <sup>4</sup>	104,316	37,117	297,331	–	–	401,647	154%
Sir Richard Lambert	10,317	10,317	–	–	–	10,317	N/A
John Bason <sup>5</sup>	–	–	–	–	–	–	N/A
Steven Hall <sup>6</sup>	–	3,271	–	–	–	–	N/A
Leslie-Ann Reed	–	–	–	–	–	–	N/A
Baroness Young	–	–	–	–	–	–	N/A
<b>Total</b>	<b>1,539,302</b>	<b>1,357,399</b>	<b>773,348</b>	<b>–</b>	<b>–</b>	<b>2,312,650</b>	

- The Guideline requires that the Executive Director must retain shares vesting from the PSP Awards net of tax until the Shareholding Guideline of 200% has been met. The number of shares needed to satisfy a shareholding is normally recalculated at the close of the next business day following the announcement of the full year results (the "Review Date"). The share price used above is 459 pence (determined by the closing price of shares the day after annual results are announced).
- Owned includes shares held directly by the Director and indirectly by a nominee on behalf of the Director where the Director has the beneficial interest. It includes the shares of the Director and of connected persons.
- In respect of the vesting of the 2019 PSP Award, Nigel Newton acquired 215,386 shares (comprising 197,901 vested PSP shares and 17,485 dividend equivalent shares), out of which 97,411 shares were sold to fund the tax liability and administrative fees arising on vesting. He retained the balance of 117,759 shares.
- In respect of the vesting of the 2019 PSP Award, Penny Scott-Bayfield acquired 111,556 shares (comprising 102,500 vested PSP shares and 9,056 dividend equivalent shares) out of which 54,097 shares were sold to fund the tax liability, National Insurance liability and administrative fees arising on vesting. She retained a balance of 57,459 shares.
- John Bason was appointed on 1 April 2022.
- Steven Hall retired as a Non-Executive Director of the Company on 20 July 2022. The table above is reflective of his interests in shares on the date he stepped down from the Board.

No Director has or has had any interest, direct or indirect, in any transaction, contract or arrangement (excluding service agreements), which is or was, unusual in its nature or conditions or significant to the business of the Group during the current or immediately preceding financial year.

Overall, the Committee considers that the Remuneration Policy has operated as it intended during 2022/2023 and that the pay outcomes are aligned with the experience of Shareholders and other stakeholders over the relevant performance period.

## Implementation of Remuneration Policy in 2023/2024

(Subject to shareholder approval of the Policy at the 2023 AGM)

### Salary

Annual salary increases for the Executive Directors and senior management are normally aligned with the approach adopted for the wider workforce, other than in specific circumstances (e.g. adjustments to reflect change in role). The Committee is of the view that this continues to be a good discipline as it increases consistency in the approach to pay across the workforce.

From 1 March 2023, the Executive Directors received a pay increase of 4.9%. The increase for the general workforce was 6%.

Basic salaries for the Executive Directors are as follows:

	From 1 March 2023 £'000
Executive Director	
Nigel Newton	522
Penny Scott-Bayfield	326

### Pension and benefits

In 2023/2024, pension contributions (as a percentage of base salary) for Executive Directors will be at 7%, in line with the rate for the wider workforce.

There will be no changes to other benefits.

### Annual bonus

The maximum annual bonus opportunity for 2023/2024 will be set at 120% of salary. The structure of the bonus scheme will be the same as for 2022/2023. Where the full bonus pool is not funded, bonuses will be pro-rated accordingly. The maximum bonus will be measured against achieving a Group profit target for the majority segment and a minority segment of strategic objectives. As sustainability forms a key part of the Company's overall strategy, the strategic element includes targets relating to our goal to reduce Scope 1 and Scope 2 emissions by 2030. When determining annual bonuses, the Committee will consider both financial and strategic performance of the Group over the year, taking into account overall affordability. Specific measures and targets will be disclosed retrospectively in the Annual Report on Remuneration.

Where an Executive Director has not met their shareholding guidelines, any bonus in excess of 100% of salary will normally be expected to be deferred into shares for two years.

To the extent any annual bonus is payable to the Executive Directors, the Committee will be mindful of the experience of all our stakeholder groups over the year, in particular the wider employee population.

Any bonus payable will be subject to malus and clawback provisions.

### Long-term incentives

Annual PSP Awards will be granted to Executive Directors in 2023/2024 ("2023 PSP Award") at 120% of salary. When granting awards, the Committee will consider the share price on the grant date as well as the average price used to grant awards over multiple years.

The performance targets for the 2023 PSP Award have been significantly increased from prior awards, reflecting the scale and ambition of the Group plans, and the increase to award opportunities.

# Directors' Remuneration Report

*continued*

The 2023 PSP Award will be subject to the following performance measures:

Metric	Weighting	0% of salary vesting	100% of salary vesting	120% of salary vesting
EPS (before highlighted items)	60%	28.7p	39.7p	41.9p
Non-Consumer Operating Profit	17.5%	£11.4 million	£15.8 million	£16.7 million
Consumer Operating Profit	17.5%	£20.4 million	£28.9 million	£30.6 million
International Revenue	5%	£115.9 million	£141.4 million	£146.5 million

The awards for Executive Directors will be subject to malus and clawback provisions and to a two-year post-vesting holding period.

During the holding period, an Executive Director may not sell their vested shares, which will remain subject to a clawback provision. The Committee has discretion to adjust formulaic outcomes where it believes the outcome does not reflect the Committee's assessment of the underlying performance of the Company/individual.

The Remuneration Committee has approved that the Executive Directors may participate in the Company's Sharesave scheme.

## Non-Executive Directors

The Board has agreed that the Non-Executive Directors and Chairman should receive an increase to their fees of 6% in line with the increase for the general workforce. At the 2023 AGM, Shareholders will be invited to approve an amendment to the Articles of Association to increase the current limit to the aggregate annual fees for Non-Executive Directors (excluding the Chairman) from £150,000 to £300,000. The Board will undertake a further review of the fees of the Chairman and Non-executive Directors during 2023, to ensure they suitably reflect the role scope and time commitment associated with the role.

Current annualised fees (inclusive of the 6% increase) are as follows:

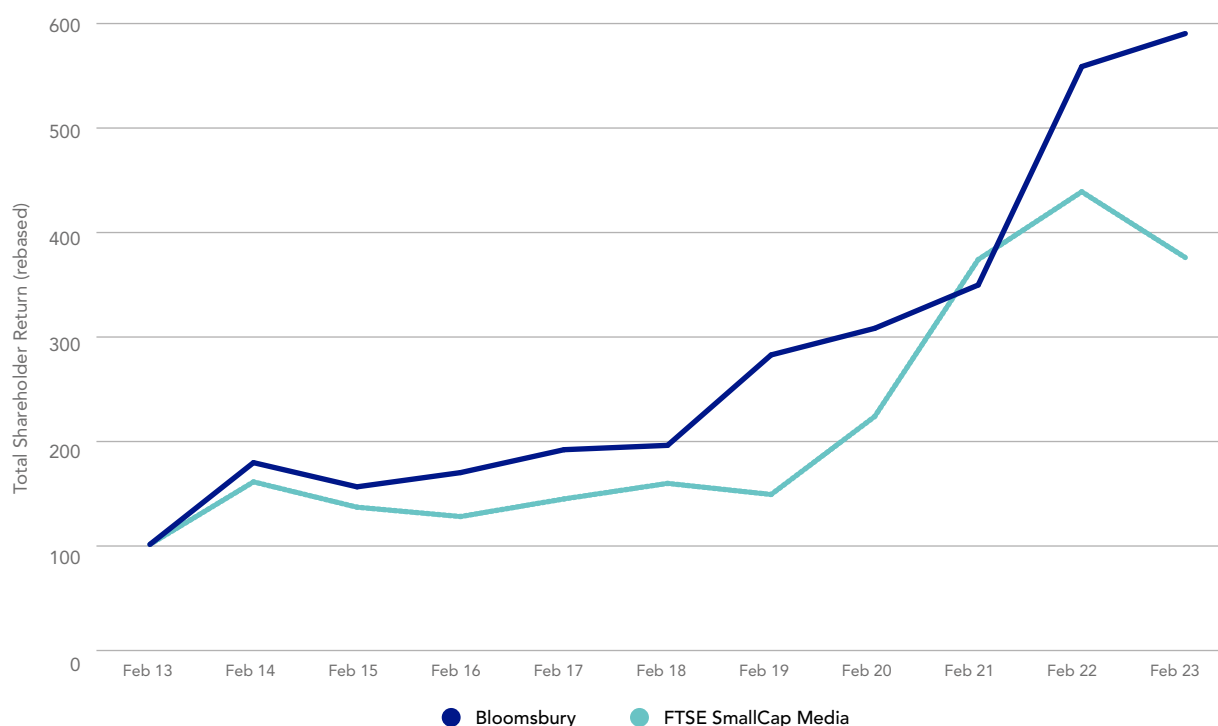
Non-Executive Director	Position	From 1 March 2023 £'000
Sir Richard Lambert	Chairman of the Board, Chair of the Nomination Committee	128
John Bason	Chair of the Remuneration Committee and Independent Non-Executive Director	48
Leslie-Ann Reed	Chair of the Audit Committee and Senior Independent Director	48
Baroness Young	Independent Non-Executive Director	46

## PART B

### 2 (UNAUDITED INFORMATION)

#### Performance graph and table

The chart below shows the Company's Total Shareholder Return for the period from 28 February 2013 to 28 February 2023 compared to that of the FTSE SmallCap Media sector index over the same period. The index has been selected as it represents a broad equity market index, of which the Company is a constituent member.



The total remuneration figures for the Chief Executive during each of the financial years of the relevant period are shown in the table below. The annual bonus payout and PSP vesting level as a percentage of the maximum opportunity are also shown for each of these years.

Year ending:	28 Feb 2014	28 Feb 2015	29 Feb 2016	28 Feb 2017	28 Feb 2018	28 Feb 2019	29 Feb 2020	28 Feb 2021	28 Feb 2022	28 Feb 2023
Total remuneration (£'000)	749	799	547	689	909	951	1,102	1,492	1,948	<b>2,142</b>
Annual bonus (%)	17%	16%	0%	42%	88%	92.5%	0%	30%	100%	<b>97%</b>
PSP vesting (%)	50%	56%	17%	0%	0%	0%	96%	100%	100%	<b>100%</b>

# Directors' Remuneration Report

continued

## Percentage change in remuneration of Directors and employees

In line with the Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019, the table below shows the percentage change in the base salary/fees, benefits and annual bonus between the financial years ended 29 February 2020 and 28 February 2021, 28 February 2021 and 28 February 2022, and 28 February 2022 and 28 February 2023 in respect of all Directors of the Company compared to that of the average percentage change for all employees of the Company for each of these elements of pay. The average employee change has been calculated by reference to the mean of employee pay on a full-time equivalent basis. This table will be built up over time to display a five-year history:

	Average change between 2022 and 2023			Average change between 2021 and 2022			Average change between 2020 and 2021		
	Salary/ Fees	Benefits <sup>7</sup>	Bonus <sup>8</sup>	Salary/ Fees	Benefits <sup>7</sup>	Bonus <sup>8</sup>	Salary/ Fees	Benefits	Bonus
Average employee <sup>1</sup>	2%	(33)%	(28)%	2%	(5)%	67%	(2)%	(3)%	1,009%
<b>Executive Directors</b>									
Nigel Newton	5%	3%	2%	2%	7%	240%	2%	8%	–
Penny Scott-Bayfield <sup>2</sup>	5%	(13)%	2%	10%	21%	266%	14%	36%	–
<b>Non-Executive Directors</b>									
Sir Richard Lambert	5%	n/a	n/a	2%	n/a	n/a	2%	n/a	n/a
John Bason <sup>3</sup>	n/a	n/a	n/a	–	–	–	–	–	–
Steven Hall <sup>4</sup>	5%	n/a	n/a	2%	n/a	n/a	4%	n/a	n/a
Leslie-Ann Reed <sup>5</sup>	5%	n/a	n/a	6%	n/a	n/a	0%	n/a	n/a
Baroness Young <sup>6</sup>	5%	n/a	n/a	(1)%	n/a	n/a	n/a	n/a	n/a

- The average employee salary and benefits figures have reduced due to the salary mix impact of leavers and joiners during the financial year. In practice, salaries were generally increased by 7% across the business in the year, with benefits arrangements remaining largely unchanged. Benefits figures are based on taxable benefits available to a relatively small cohort of senior executives and so can be impacted by relatively small changes to that cohort. The change to both benefits and bonus figures also reflects the growth in employees.
- Details in regard to Penny Scott-Bayfield's salary increase is detailed in the Chair's Annual Statement on page 130 of the 2021 Annual Report and Accounts. Penny was initially appointed at a salary below that of her predecessor, and her salary was subsequently adjusted in August 2020 to reflect her progress and performance in the role. This adjustment impacted the increase reported for 2021 and 2022. In 2023, her increase was aligned with the wider workforce (but excluded the permanent £1,000 increase in salary, and the one-off cash payment of £1,250).
- John Bason became a Director on 1 April 2022, therefore no year-on-year comparison is possible. On 20 July 2022, he became Chair of the Remuneration Committee and was entitled to an additional annual fee of £2,625.
- Steven Hall retired as a Non-Executive Director and as Chair of the Remuneration Committee on 20 July 2022. His percentage increase is shown as if he was a Director for the whole year in order to show a meaningful comparison.
- Leslie-Ann Reed was appointed to the Board on 17 July 2019. In order to provide a meaningful comparison with remuneration for 2020/2021, Leslie-Ann Reed's salary for 2019/2020 has been annualised. On 21 July 2021, Leslie-Ann became Chair of the Audit Committee and Senior Independent Director and was entitled to an additional annual fee of £2,574, (2022/2023: £2,703), for the Chair role.
- Baroness Young was appointed to the Board on 1 January 2021. In order to provide a meaningful comparison with remuneration for 2021/2022, Baroness Young's salary for 2020/2021 has been annualised.
- The benefits for the Executive Directors remained broadly unchanged and the fluctuations reported primarily relate to changes in premiums.
- In 2019/2020, there was a nil payout of bonuses to Executive Directors. In 2020/2021, the Company introduced a Group-wide bonus scheme.

## Chief Executive's pay ratio

The table below discloses the ratio of the Chief Executive's pay, using the single total figure remuneration as disclosed on page 156 to the comparable, full-time equivalent total remuneration of all UK employees whose pay is ranked at the 25<sup>th</sup> percentile, median and 75<sup>th</sup> percentile.

Year	Method <sup>1</sup>	25 <sup>th</sup> percentile pay ratio <sup>2</sup>	Median pay ratio <sup>3</sup>	75 <sup>th</sup> percentile pay ratio <sup>4</sup>
2020	A	39.5 : 1	30.8 : 1	21.6 : 1
2021	A	51.1 : 1	40.5 : 1	28.8 : 1
2022 <sup>5</sup>	A	63.9 : 1	50.7 : 1	35.8 : 1
2023	A	68.8 : 1	53.8 : 1	37.6 : 1

1. Method A, as set out in the Companies (Miscellaneous Reporting) Regulations 2018, was selected as this is considered the most statistically accurate and robust methodology. The 25<sup>th</sup> percentile, median and 75<sup>th</sup> percentile UK employees were determined based on total remuneration for the year ended 28 February 2023 using the single total figure valuation methodology. The elements used to calculate total remuneration comprised salary, pensions, bonus and benefits. The value of Sharesave options granted in the year have been excluded when calculating total remuneration for UK employees.

2. The relevant 25<sup>th</sup> percentile values are £28,000 salary and £31,146 total pay and benefits.

3. The relevant median values are £35,650 salary and £39,812 total pay and benefits.

4. The relevant 75<sup>th</sup> percentile values are £53,500 salary and £56,978 total pay and benefits.

5. The 2022 ratios have been recalculated in accordance with normal practice to reflect the adjusted single total figure remuneration valuation for Nigel Newton, taking into account the final valuation for his 2019 PSP Award based on the share price at vesting, rather than the estimated share price shown in the 2022 Annual Report.

The Company believes the median pay ratio for the year ended 28 February 2023 is consistent with the pay, reward and progression policies for the Company's UK employees taken as a whole.

The Committee noted that the CEO pay ratios increased slightly in 2022/2023 as compared to 2021/2022. During both years, the Company has performed strongly and this is reflected in the incentive outcomes for the CEO. The Company has delivered outstanding share price growth of 115% over the performance period for 2020 PSP awards compared to 85% for 2019 PSP awards, resulting in higher overall reported CEO pay in 2022/2023, and this is reflected in the pay ratio. The median pay ratio for 2022/2023, excluding this share price growth, is 40.5:1.

A greater proportion of the Chief Executive's and senior managements' overall remuneration is linked to performance (via the annual bonus and PSP awards) when compared to the wider workforce due to the nature of their roles. The Committee, therefore, noted that pay ratios are likely to fluctuate depending on the performance of the business and associated outcomes of incentive plans in each year. This can be seen in the changes in pay ratios over the period since 2020.

## Consideration of wider workforce

During the year, the Committee was updated on workforce remuneration policies, including variable pay schemes and benefits for employees across the Company as a whole, and took these into account when determining remuneration arrangements for Executive Directors. The Committee continues to develop and evolve its approach to engagement with the workforce on Executive pay. Currently, information on the Executive Remuneration Policy is provided on the Company's intranet, which is accessible by all employees. Employees are also able to direct questions or comments to the Committee on the approach to pay via a designated email address. This provides a means of initiating a two-way dialogue where necessary. The communication is further supported by an expanded set of FAQs, which addresses many of the common queries raised by employees that are not expressly addressed in the formal Remuneration Policy.

# Directors' Remuneration Report

*continued*

## Relative importance of spend on pay

The following table shows the Company's actual spend on pay (for all employees) relative to dividends.

	Year ended 28 February 2023	Year ended 28 February 2022
Staff costs (£m)	60.9	47.8
Dividends declared (£m)	9.5	8.8
Retained profits (£m)	9.8	0.1

## Voting at the Annual General Meeting

At the Annual General Meeting of 20 July 2022, the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Directors' Remuneration for the financial year ended 28 February 2022 was put to an advisory vote.

The voting outcomes were as follows:

	Number of shares	Percentage of the vote
Votes cast in favour	53,340,868	98.92%
Votes cast against	584,006	1.08%
Total votes cast	53,924,874	100%
Abstentions on voting cards	487,103	

The Remuneration Policy was last put to Shareholders at the Annual General Meeting held on 21 July 2020 as an ordinary resolution. The voting outcomes were as follows:

	Number of shares	Percentage of the vote
Votes cast in favour	47,009,932	95.52%
Votes cast against	2,204,768	4.48%
Total votes cast	49,214,700	100%
Abstentions on voting cards	25,340	

## Remuneration Committee

### Composition of the Committee

The Committee is comprised of at least two Independent Non-Executive Directors and the Chairman of the Board.

The members of the Committee during the year were:

Director	Appointed in the year (if applicable)	Resigned in the year (if applicable)
John Bason (Chair of the Committee)	1 April 2022	–
Sir Richard Lambert	–	–
Steven Hall	–	20 July 2022
Leslie-Ann Reed	–	–

The Committee met five times during 2022/2023. The Committee members' attendance can be seen on page 130 of this Annual Report. Only members of the Remuneration Committee have the right to attend Committee meetings; however, the Chief Executive and Group Finance Director may attend Committee meetings at the request of the Chair of the Committee for specific items on the agenda. Remuneration consultants may attend where needed to provide technical support.



## Role of the Committee

The terms of reference of the Committee set out its role and authority. These are reviewed annually and can be found on the Company's website, [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk). In summary, the Committee's responsibilities include:

- Determining the Remuneration Policy for the Chairman and Executive Directors;
- Determining the remuneration packages for the Executive Directors and Chairman within the terms of the policy;
- Monitoring the level and structure of remuneration for other members of senior management;
- Reviewing workforce remuneration and related policies across the Company;
- Approving the design of, and determining targets for, performance related pay schemes operated by the Company;
- Reviewing the design of share incentive plans for Board approval for Executive Directors and other members of senior management. For any such plans, the Committee shall determine whether the awards will be made, and, if so, approve the overall amount of such awards, the individual awards to Executive Directors, Company Secretary and designated senior managers and the performance targets to be used; and
- Developing a formal policy for shareholding guidelines in employment and post-employment shareholding requirements.

## Activities of the Committee during the year

During the year, amongst other matters, the Committee considered the following:

- Review and recommendation for approval of the Directors' Remuneration Report for the Annual Report and Accounts for the financial year ended 28 February 2022;
- The approval of increases to the Executive Directors' salaries and the Chairman of the Board's fee;
- Review and approval of the Executive Directors' remuneration packages;
- Review of the bonus plan achievement for 2021/2022;
- Review and approval of the bonus plan proposal and objectives for 2022/2023;
- Review and approval of the structure of a Group-wide bonus scheme;
- Review and approval of performance targets for the 2022 PSP Award;
- Review of the performance outcome of the 2019 PSP Award vest and payouts to the Executive Directors;
- Review of workforce remuneration policies;
- Review of the Committee evaluation;
- Review and approval of the Committee's terms of reference; and
- Undertook shareholder consultation exercise in regards to proposed Remuneration Policy.

The Committee Chair has a standing item on the agenda at each main Board meeting, enabling remuneration matters to be raised for discussion by the Board if required.

In 2019, the Committee considered its role in respect of determining the remuneration of senior management with reference to the 2018 Code. After due consideration and discussion at both the Committee and the Board level it was decided that the Executive Directors would remain responsible for remuneration for senior management. The Committee believes that the Executive Directors are best placed to assess the appropriate level of remuneration of senior managers based on their performance and contribution to the Company's success and on the Executive Directors' knowledge of market rates of pay. The Committee will nonetheless monitor the remuneration of senior managers closely and will continue to be responsible for approving the granting and vesting of share incentives.

# Directors' Remuneration Report

*continued*

## **Advisors to the Committee**

In carrying out its responsibilities, the Committee was independently advised by external advisors. In 2019, Deloitte LLP was appointed as the Committee's external remuneration consultants through a competitive tender process, which took place in September 2019. Deloitte LLP is a founding member of the Remuneration Consultants' Group and adheres to its Code of Conduct. In respect of their services to the Committee, fees charged by Deloitte LLP amounted to £70,000 (excluding VAT).

During the year, Deloitte also provided broader HR consulting services, valuations for share-based payments, corporate tax, VAT and employment tax advisory services. The Committee is satisfied that the advice provided by Deloitte LLP was objective and independent, that the provision of other services in no way compromised their independence and that there was no potential conflict of interest. The individual consultants who work with the Committee do not provide advice to the Executive Directors or act on their behalf.

The Committee received assistance from the Company Secretary and, where specifically requested by the Committee, the Chief Executive and Group Finance Director.

The Committee has considered any feedback received from the major Shareholders during the year as part of Bloomsbury's ongoing investor relations programme and considers the reports and recommendations of Shareholder representative bodies and corporate governance analysts.

Approved by the Board of Directors and signed on its behalf.

### **John Bason**

Chair of the Remuneration Committee

30 May 2023

# Financial Statements

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# Independent Auditor's Report

*to the members of Bloomsbury Publishing Plc*

## Opinion

We have audited the financial statements of Bloomsbury Publishing Plc (the "Company") and its subsidiaries (the "Group") for the year ended 28 February 2023 which comprise the Consolidated income statement, the Consolidated statement of comprehensive income, the Consolidated and Company statement of financial position, the Consolidated and Company statement of changes in equity, the Consolidated and Company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 28 February 2023 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the Group and Company financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and Company's ability to continue to adopt the going concern basis of accounting included:

- Assessing the cash flow requirements of the Group over the duration of the viability statement based on budgets and forecasts;

- Performing tests on the mathematical accuracy of the budgets and forecasts;
- Considering how inflation and a potential economic downturn have been factored into the budgets and forecasts prepared by management;
- Obtaining evidence of the review and approval of the budgets by the Board; and
- Considering potential downside scenarios and the resultant impact on available funds.

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 and 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 relation to the Group 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.

## Overview of our audit approach

### Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the Group financial statements as a whole to be £1,200,000 based on 5% of profit before taxation. Materiality for the parent Company financial statements as a whole was set at £985,000 based on 1% of revenue.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. For the Group performance materiality was set at £840,000 and £689,500 for the parent Company.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and Directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £60,000. Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

## Overview of the scope of our audit

The scope of the audit work and the design of audit tests undertaken was solely for the purposes of forming an audit opinion on the consolidated financial statements of the Group. The Group contains four (2022: four) reporting components: the UK, US, Australia and India. Two of these

components (the UK and the US) were subject to full scope audit procedures with analytical review procedures performed over the remaining two components.

Full scope audit procedures provided coverage of 92% of Group revenue, 96% of Group profit before tax and 96% of Group total assets.

The full scope procedures performed on both components and the Parent Company were undertaken by the Group audit team. Where specialists were used they were under the direction and supervision of the Group audit team.

The audit work performed was predominantly substantive in nature.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our 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) that we identified. These matters included 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.

This is not a complete list of all risks identified by our audit.

Key audit matter	How the scope of our audit responded to the key audit matter
<b>Sales returns liability (note 19)</b>	
<p>The Group will typically make print sales on a sale or return basis with revenue presented net of estimated returns. The value of the sales returns liability, and the sensitivity estimated by the Group is disclosed in note 19.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> <li>Assessing whether the Group's sales returns policy has been consistently applied and challenge the rationale for any exceptions made to the policy.</li> <li>Substantively testing inputs used in the returns calculation by agreeing sales and returns to underlying records and terms through to contracts.</li> <li>Recalculating the value of the liability to ensure correct calculation.</li> <li>Analytically reviewing the level of the liability compared to historic data to assess the accuracy and consistency of the liability.</li> </ul>
<p>The sales returns liability is estimated based on contractual terms and historical data with specific adjustments made for two customers where the historic data alone may not give an accurate assessment of the liability.</p>	
<p>The valuation of the liability has a high degree of estimation uncertainty, with a potential range of reasonably possible outcomes greater than our materiality for the financial statements as a whole.</p>	<p>We concluded the resulting estimate of the sales returns liability to be acceptable.</p>

# Independent Auditor's Report

## *to the members of Bloomsbury Publishing Plc continued*

### Key audit matter

### How the scope of our audit responded to the key audit matter

#### Recoverability of author advances (see note 18)

The Group pays advances to authors prior to publication. These advances are recoverable from royalty payments that are due to the author under the terms of the relevant royalty agreement. Author advances totalling £29.5 million are included in the financial statements.

The Group considers enough reliable sales data is available six months after publication to enable a reliable assessment of impairment to be made. Management then use judgement to make overrides where there are specific factors which might indicate an impairment is needed before this point or no impairment is needed despite the sales trends.

By their nature the level of future sales cannot be guaranteed and hence there is a high degree of estimation uncertainty, with a potential range of reasonably possible outcomes greater than our materiality for the financial statements as a whole.

Our procedures included:

- Obtaining management's assessment and performing tests of arithmetical accuracy;
- Using historic data to challenge whether the six-month period after publication was appropriate and considering what the impact would be of an alternative assessment;
- Reviewing the rationale for author specific overrides including discussion with non-finance personnel and, where possible, validation to external data;
- Assessing the accuracy of forecasted sales made in the prior year to actual sales achieved as a test of the accuracy of the prior year provision; and
- Assessing the completeness of the provision through testing a sample of unearned balances not provided for at the year end by comparing actual sales for the year to forecasted levels in prior year.

We found the resulting estimate of the recoverable amount of author advances to be acceptable.

#### Carrying value of goodwill (see note 11)

The Group has made a number of historic acquisitions and goodwill of £48.7 million is recognised in the Statement of Financial Position.

Under IAS 36 goodwill is considered to be an indefinite life intangible asset and is subject to an annual impairment test. We consider the carrying value of goodwill and the risk over potential impairment to be a significant audit risk due to the inherent uncertainty involved in selecting appropriate assumptions including around forecast future cash flows and the discount rate.

Our procedures included:

- obtaining the impairment test from management and testing it for arithmetic accuracy and consistency with other estimates made by management;
- comparing the prior year's impairment test to current year outcomes to assess the accuracy of historic budgeting;
- engaging an internal specialist to review the discount rate calculation compared to market expectations and industry data;
- considering the impact of a range of severe but plausible downside scenarios including declining sales and increased discount rates; and
- assessing the adequacy of the Group's disclosures related to the sensitivity of the impairment calculations.

We concluded that the resulting estimate of the recoverable amount of goodwill was acceptable.

Key audit matter	How the scope of our audit responded to the key audit matter
<b>Carrying value parent company investments in subsidiary companies (see note 35)</b>	
<p>The Company has investments of £105.4 million recognised in the Statement of Financial Position.</p> <p>We consider the carrying value of investments and the risk over potential impairment to be a significant audit risk due to the inherent uncertainty involved in selecting appropriate assumptions including around forecast future cash flows and the discount rate.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> <li>• obtaining cash flow forecasts from management and testing them for arithmetic accuracy and consistency with other estimates made by management;</li> <li>• comparing the accuracy of prior year forecasts to actual results;</li> <li>• considering the impact of a range of severe but plausible downside scenarios including declining sales and increased discount rates; and</li> <li>• considering whether we were aware of any other factors that may indicate impairment.</li> </ul> <p>We concluded that the resulting estimate of the recoverable amount of investments was acceptable.</p>

These matters 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.

## Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion based on the work undertaken in the course of our audit:

- the information given in the strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

## Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- 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

# Independent Auditor's Report

*to the members of Bloomsbury Publishing Plc continued*

- the Company financial statements and the part of the Directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- a corporate governance statement has not been prepared by the Company.

## Corporate governance statement

We have reviewed the Directors' statement 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 by the Listing Rules.

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 or our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified on page 111;
- Directors' explanation as to its assessment of the Group's prospects, the period this assessment covers and why that period is appropriate set out on page 111;
- Directors' statement on whether it has a reasonable expectation that the group will be able to continue in operation and meet its liabilities set out on page 111;
- Directors' statement on fair, balanced and understandable set out on page 125;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 103 to 110;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on pages 140 to 142; and
- The section describing the work of the Audit Committee set out on pages 138 to 142.

## Responsibilities of the Directors for the financial statements

As explained more fully in the Directors' responsibilities statement set out on pages 124 to 125 the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors 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 and 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 Company or to cease operations, or have no realistic alternative but to do so.

## Auditor's 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 auditor's 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.



## Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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 however the primary responsibility for the prevention and detection of fraud lies with management and those charged with governance of the Company.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and the procedures in place for ensuring compliance. The most significant identified were the Companies Act 2006, General Data Protection Regulations, employment law and laws around copyright. Our work included direct enquiry of the Group General Counsel, reviewing Board and relevant committee minutes and inspection of correspondence.
- As part of our audit planning process we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud. We considered the risk was greater in areas involving significant management estimate or judgement. Based on this assessment we designed audit procedures to focus on the key areas of estimate or judgement, this included specific testing of journal transactions, both at the year end and throughout the year.
- We used data analytic techniques to identify any unusual transactions or unexpected relationships, including considering the risk of undisclosed related party transactions.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organised schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

This description forms part of our auditor's report.

## Other matters which we are required to address

Following the recommendation of the audit committee, we were appointed in July 2022 to audit the financial statements for the year ending 28 February 2023. The period of total uninterrupted engagement is one year.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Company and we remain independent of the Company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

## Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

## Matthew Stallabrass

Senior Statutory Auditor

For and on behalf of  
Crowe U.K. LLP  
Statutory Auditor  
55 Ludgate Hill  
London  
EC4M 7JW, UK  
30 May 2023

# Consolidated Income Statement

For the year ended 28 February 2023

	Notes	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
Revenue	3	264,102	230,110
Cost of sales		(119,191)	(107,948)
<b>Gross profit</b>		<b>144,911</b>	122,162
Marketing and distribution costs		(32,529)	(29,808)
Administrative expenses		(86,551)	(69,675)
Share of result of joint venture		(228)	(117)
<b>Operating profit before highlighted items</b>		<b>31,286</b>	27,112
Highlighted items	4	(5,683)	(4,550)
<b>Operating profit</b>	4	<b>25,603</b>	22,562
Finance income	6	270	105
Finance costs	6	(458)	(486)
<b>Profit before taxation and highlighted items</b>		<b>31,098</b>	26,731
Highlighted items	4	(5,683)	(4,550)
<b>Profit before taxation</b>		<b>25,415</b>	22,181
Taxation	7	(5,171)	(5,291)
<b>Profit for the year attributable to owners of the Company</b>		<b>20,244</b>	16,890
<b>Earnings per share attributable to owners of the Company</b>			
Basic earnings per share	9	24.94p	20.72p
Diluted earnings per share	9	24.54p	20.33p

The notes on pages 181 to 223 form part of these consolidated financial statements.

# Consolidated Statement of Comprehensive Income

For the year ended 28 February 2023

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
<b>Profit for the year</b>	<b>20,244</b>	16,890
<b>Other comprehensive income</b>		
Items that may be reclassified to the income statement:		
Exchange differences on translating foreign operations	7,464	1,497
Items that may not be reclassified to the income statement:		
Remeasurements on the defined benefit pension scheme	–	(10)
Other comprehensive income for the year net of tax	7,464	1,487
<b>Total comprehensive income for the year attributable to the owners of the Company</b>	<b>27,708</b>	18,377

Items in the statement above are disclosed net of tax. The income tax relating to each component of other comprehensive income is disclosed in note 7.

The accompanying notes form part of these financial statements.

# Consolidated Statement of Financial Position

As at 28 February 2023

	Notes	28 February 2023 £'000	28 February 2022 £'000
<b>Assets</b>			
Goodwill	11	48,656	47,910
Other intangible assets	12	38,243	40,323
Investments	13	–	45
Property, plant and equipment	14	2,503	2,319
Right-of-use assets	15	9,126	10,628
Deferred tax assets	16	7,928	7,168
Trade and other receivables	18	934	923
<b>Total non-current assets</b>		<b>107,390</b>	<b>109,316</b>
Inventories	17	43,364	33,816
Trade and other receivables	18	112,819	104,879
Cash and cash equivalents		51,540	41,226
<b>Total current assets</b>		<b>207,723</b>	<b>179,921</b>
<b>Total assets</b>		<b>315,113</b>	<b>289,237</b>
<b>Liabilities</b>			
Retirement benefit obligations	24	–	–
Deferred tax liabilities	16	3,115	3,696
Lease liabilities	26	8,570	9,961
Provisions	21	334	297
<b>Total non-current liabilities</b>		<b>12,019</b>	<b>13,954</b>
Trade and other liabilities	19	111,620	103,028
Lease liabilities	26	2,082	2,265
Current tax liabilities		790	433
Provisions	21	764	588
<b>Total current liabilities</b>		<b>115,256</b>	<b>106,314</b>
<b>Total liabilities</b>		<b>127,275</b>	<b>120,268</b>
<b>Net assets</b>		<b>187,838</b>	<b>168,969</b>
<b>Equity</b>			
Share capital	22	1,020	1,020
Share premium	22	47,319	47,319
Translation reserve	22	15,591	8,127
Other reserves	22	10,870	8,765
Retained earnings	22	113,038	103,738
<b>Total equity attributable to owners of the Company</b>		<b>187,838</b>	<b>168,969</b>

The accompanying notes form part of these financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 30 May 2023.

**J N Newton**

Director

**P Scott-Bayfield**

Director

# Consolidated Statement of Changes in Equity

For the year ended 28 February 2023

	Share capital £'000	Share premium £'000	Translation reserve £'000	Merger reserve £'000	Capital redemption reserve £'000	Share-based payment reserve £'000	Own shares held by EBT £'000	Retained earnings £'000	Total equity £'000
<b>At 28 February 2021</b>	<b>1,020</b>	<b>47,319</b>	<b>6,630</b>	<b>1,803</b>	<b>22</b>	<b>7,945</b>	<b>(147)</b>	<b>103,657</b>	<b>168,249</b>
Profit for the year	-	-	-	-	-	-	-	16,890	16,890
<b>Other comprehensive income</b>									
Exchange differences on translating foreign operations	-	-	1,497	-	-	-	-	-	1,497
Remeasurements on the defined benefit pension scheme	-	-	-	-	-	-	-	(10)	(10)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>1,497</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>16,880</b>	<b>18,377</b>
<b>Transactions with owners</b>									
Dividends to equity holders of the Company	-	-	-	-	-	-	-	(15,157)	(15,157)
Purchase of shares by the Employee Benefit Trust	-	-	-	-	-	-	(4,489)	-	(4,489)
Share options exercised	-	-	-	-	-	-	2,084	(2,050)	34
Deferred tax on share-based payment transactions	-	-	-	-	-	-	-	408	408
Share-based payment transactions	-	-	-	-	-	1,547	-	-	1,547
<b>Total transactions with owners of the Company</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,547</b>	<b>(2,405)</b>	<b>(16,799)</b>	<b>(17,657)</b>
<b>At 28 February 2022</b>	<b>1,020</b>	<b>47,319</b>	<b>8,127</b>	<b>1,803</b>	<b>22</b>	<b>9,492</b>	<b>(2,552)</b>	<b>103,738</b>	<b>168,969</b>
Profit for the year	-	-	-	-	-	-	-	20,244	20,244
<b>Other comprehensive income</b>									
Exchange differences on translating foreign operations	-	-	7,464	-	-	-	-	-	7,464
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>7,464</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20,244</b>	<b>27,708</b>
<b>Transactions with owners</b>									
Dividends to equity holders of the Company	-	-	-	-	-	-	-	(8,752)	(8,752)
Purchase of shares by the Employee Benefit Trust	-	-	-	-	-	-	(1,669)	-	(1,669)
Share options exercised	-	-	-	-	-	-	2,539	(2,273)	266
Deferred tax on share-based payment transactions	-	-	-	-	-	-	-	81	81
Share-based payment transactions	-	-	-	-	-	1,235	-	-	1,235
<b>Total transactions with owners of the Company</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,235</b>	<b>870</b>	<b>(10,944)</b>	<b>(8,839)</b>
<b>At 28 February 2023</b>	<b>1,020</b>	<b>47,319</b>	<b>15,591</b>	<b>1,803</b>	<b>22</b>	<b>10,727</b>	<b>(1,682)</b>	<b>113,038</b>	<b>187,838</b>

The accompanying notes form part of these financial statements.

# Consolidated Statement of Cash Flows

For the year ended 28 February 2023

	Notes	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
<b>Cash flows from operating activities</b>			
Profit for the year		20,244	16,890
Adjustments for:			
Depreciation of property, plant and equipment	14	659	512
Depreciation of right-of-use assets	15	2,114	1,889
Amortisation of other intangible assets	12	9,687	7,505
Loss on disposal on property, plant and equipment		13	–
Loss on disposal on other intangible assets		107	65
Finance income	6	(270)	(105)
Finance costs	6	458	486
Share of loss of joint venture	13	228	117
Share-based payment charges	23	1,601	2,054
Tax expense	7	5,171	5,291
		40,012	34,704
(Increase) in inventories		(7,557)	(2,745)
(Increase)/decrease in trade and other receivables		(3,226)	1,205
Increase in trade and other liabilities		4,033	14,572
<b>Cash generated from operating activities</b>		<b>33,262</b>	<b>47,736</b>
Income taxes paid		(6,640)	(7,927)
<b>Net cash generated from operating activities</b>		<b>26,622</b>	<b>39,809</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(818)	(644)
Purchase of intangible assets		(5,165)	(3,693)
Purchase of business, net of cash acquired		(72)	(22,913)
Purchase of rights to assets		(633)	(3,650)
Purchase of share in a joint venture		(183)	–
Interest received		253	92
<b>Net cash used in investing activities</b>		<b>(6,618)</b>	<b>(30,808)</b>
<b>Cash flows from financing activities</b>			
Equity dividends paid	20	(8,752)	(15,157)
Purchase of shares by the Employee Benefit Trust	20	(1,669)	(4,489)
Proceeds from exercise of share options	20	266	34
Repayment of borrowing	20	–	(1,097)
Repayment of lease liabilities	20	(2,226)	(1,862)
Lease liabilities interest paid	20	(390)	(419)
Other interest paid	20	–	(55)
<b>Net cash used in financing activities</b>	20	<b>(12,771)</b>	<b>(23,045)</b>
Net increase/(decrease) in cash and cash equivalents		7,233	(14,044)
Cash and cash equivalents at beginning of year		41,226	54,466
Exchange gain on cash and cash equivalents		3,081	804
<b>Cash and cash equivalents at end of year</b>		<b>51,540</b>	<b>41,226</b>

The accompanying notes form part of these financial statements.

# Notes to the Financial Statements

## Accounting Policies

### 1. Reporting entity

Bloomsbury Publishing Plc (the "Company") is a company domiciled in the United Kingdom. The address of the Company's registered office can be found on page 240. The consolidated financial statements of the Company as at and for the year ended 28 February 2023 comprise the Company and its subsidiaries (together referred to as the "Group"). The Group is primarily involved in the publication of books and other related services.

### 2. Significant accounting policies

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

#### a) Statement of compliance

The Group financial statements have been prepared and approved by the directors in accordance with UK-adopted international accounting standards ("UK-adopted IFRS") and the requirements of the Companies Act 2006.

#### b) Basis of preparation

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

#### c) Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 15 to 111. The financial position of the Group, its cash flows and liquidity position are described in the Financial Review on pages 44 to 49. In addition, note 25 to the financial statements includes the Group's objectives, policies and processes for managing its capital, its financial risk management objectives, details of its financial instruments, and its exposures to credit risk and liquidity risk.

The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence at least 12 months from the date of approval of the financial statements, being the period of the detailed going concern assessment reviewed by the Board, and therefore continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The Board has modelled a severe but plausible downside scenario. This assumes:

- Print revenues are reduced by 20% during 2023/2024, with recovery during 2024/2025;
- Digital revenues are reduced by 20% during 2023/2024, with recovery during 2024/2025;
- Print costs are increased by 3% from 2023/2024 and staff costs are increased by 3% from 2023/2024;
- Downside assumptions about extended debtor days during 2023/2024, with recovery during 2024/2025; and
- Cash preservation measures implemented and variable costs reduced.

At 28 February 2023, the Group had available liquidity of £61.5 million, comprising central cash balances and its undrawn £10 million Revolving Credit Facility ("RCF"). The RCF agreement is to October 2024. Under the severe but plausible downside scenario, the Group would maintain sufficient liquidity headroom even before modelling the mitigating effect of actions that management would take in the event that these downside risks were to crystallise. Details of the bank facility and its covenants are shown in note 25c.

#### d) Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. Critical judgements and areas where the use of estimates is significant are disclosed in note 2v.

# Notes to the Financial Statements

## Accounting Policies continued

### 2. Significant accounting policies *continued*

#### e) Application of new and amended standards and interpretations

The following amendments and interpretations were introduced to accounting standards relevant to the Group during the year ended 28 February 2023. The table below summarises the impact of these changes to the Group:

Accounting standard	Description of change	Impact on financial statements
Other standards	A number of other new standard and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2022.	The standards and amendments have not had a material impact on the Group. Additional disclosure has been provided where relevant.

The Group has not early adopted the following new and revised accounting standards, interpretations or amendments issued by the International Accounting Standards Board that are currently endorsed but not yet effective:

Accounting standard	Description of change	Impact on financial statements
Other standards	A number of other new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2023 and have not been applied in preparing these financial statements.	The Group is currently assessing the impact of these changes but they do not expect the application of these standards and amendments will have a material impact on the Group's consolidated financial statements.

#### f) Basis of consolidation

##### i. Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The Group measures goodwill at the acquisition date as:

- The fair value of consideration transferred; plus
- The recognised amount of any non-controlling interest in the acquiree; less
- The net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

Where the excess is negative, a bargain purchase gain is recognised immediately in the income statement.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with the business combination are expensed as incurred.

Any contingent consideration payable is measured and recognised at fair value at the acquisition date. Subsequent changes to the fair value of contingent consideration are recognised in the income statement.

##### ii. Subsidiaries

The consolidated financial statements comprise the financial information of the Company and its subsidiaries.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Accounting policies of subsidiaries are aligned with accounting policies adopted by the Group to ensure consistency.

All subsidiaries except Bloomsbury Publishing India Private Limited have a reporting period end of 28 February. Bloomsbury Publishing India Private Limited has a reporting period end of 31 March, which aligns with the Indian Government's financial year. The Group financial statements includes the results for Bloomsbury Publishing India Private Limited for the period to 28 February.



## 2. Significant accounting policies *continued*

### iii. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any non-controlling interests and the other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

### iv. Transactions eliminated on consolidation

Intra-Group balances and transactions, and any unrealised income and expenses arising from intra-Group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

### v. Joint ventures

Joint ventures are entities in which the Group holds an interest on a long-term basis and has rights to the net assets through contractually agreed sharing of control. Investments in joint ventures are accounted for by the equity method and are initially recognised at the fair value of consideration transferred.

The Group's share of its joint venture's post acquisition profit or losses is recognised in the income statement.

The Group's share of its joint venture's results is recognised as a component of operating profit as these operations form part of the core publishing business of the Group and are an integral part of the existing wholly-owned business. The cumulative post-acquisition profit or loss is adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, the Group does not recognise further losses unless the Group has incurred obligations or made payments on behalf of the joint venture.

## g) Revenue

Revenue represents the fair value of consideration received from the provision of goods, services and rights falling within the Group's ordinary activities, after deduction of trade discounts, value added tax and anticipated returns.

Where the goods or services promised within a contract are distinct, they are identified as separate performance obligations and are accounted for separately. Where contractual arrangements consist of two or more performance obligations, such as access to multiple titles, the transaction price is allocated between the distinct performance obligations on the basis of their relative stand-alone selling prices.

### i. Print:

- Print sales: Revenue from the sale of printed books is recognised at the point in time when control passes. This is generally at the point of shipment when title passes to the customer, when the Group has a present right to payment and has satisfied the relevant performance obligations under the contract.

A provision for anticipated returns is made based primarily on historical return rates and customer trends in each territory. If these do not reflect actual returns in future periods, then revenues could be understated or overstated for a particular period. The provision for anticipated future sales returns is recognised in trade and other liabilities in the statement of financial position. A returns asset is recognised in Finished Goods, Inventory for the Group's right to recover products from customers on settling the returns liability.

### ii. Digital:

- Ebook sales: Revenue from ebook sales is recognised when content is delivered i.e. access has been given to the customer.
- Subscription income: Revenue is generated from customers through the sale of digital materials to educational establishments, libraries and professionals. Revenue for digital subscriptions is derived from the periodic subscription or update of the product. Revenue is recognised on a straight-line basis over the period of subscription or if less the expected useful economic life of the product, unless the product is downloadable or the goods or services are not delivered in a consistent manner over time, in which case revenue is recognised based on the value received by the customer.

# Notes to the Financial Statements

## *Accounting Policies continued*

## **2. Significant accounting policies** *continued*

### **iii. Rights and services**

- Revenue from the licence of publishing and distribution rights, including film, paperback, electronic, overseas publishing rights, and sponsorship, is recognised when the Group has provided the associated material and collectability is probable.
- Management services contracts: Revenue is primarily generated from multi-year contractual arrangements related to the delivery of online platform build, editorial and management services. Revenue is recognised over time based on contractual milestones as the customer gains benefit from the assets created or services provided.

## **h) Foreign currencies**

### **i. Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). These consolidated financial statements are presented in sterling as this is the most representative currency of the Group's operations. All financial information presented in sterling has been rounded to the nearest thousand except where otherwise stated.

### **ii. Transactions and balances**

Transactions in currencies other than the functional currency are recorded in the functional currency at the rates of exchange prevailing on the dates of the transactions. Assets and liabilities in foreign currencies are translated into sterling at closing rates of exchange at the date of the statement of financial position.

Exchange differences are charged or credited to the income statement within administrative expenses.

### **iii. Group companies**

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at the average exchange rates over the period; and
- All resulting exchange differences are recognised in other comprehensive income and presented in the translation reserve in equity. On disposal of a foreign entity these exchange differences are recycled to the income statement.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

## **i) Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

### **i. Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the reporting date.

The Group recognises liabilities for anticipated tax issues based on estimates of the additional taxes that are likely to become due, which require judgement. Amounts are accrued based on the Directors' interpretation of specific tax law in the relevant country and the likelihood of settlement. The Directors use in-house tax experts, professional firms and previous experience when assessing tax risks. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax provisions in the period in which such determination is made.

## 2. Significant accounting policies *continued*

### ii. Deferred tax

Deferred tax is recognised on temporary 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. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, 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 generated to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based upon tax rates that have been enacted or substantively enacted by the end of the reporting period.

### iii. Current and deferred tax for the year

Current and deferred tax is charged or credited in the income statement, except when it relates to items credited or charged directly to other comprehensive income or equity, in which case the deferred tax is also recognised in other comprehensive income or equity respectively.

## j) Goodwill and other intangible assets

### i. Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note 2f)) less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently where there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, 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 rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated income statement. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### ii. Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

Except for goodwill and assets under construction, intangible assets are amortised on a straight-line basis in the income statement over their expected useful lives by equal annual instalments at the following rates:

Publishing relationships	– 5% to 21% per annum
Imprints	– 3% to 14% per annum
Subscriber and customer relationships	– 7% to 9% per annum
Trademarks	– over the life of the trademark
Product and systems development	– 10% to 50% per annum

Assets under construction relate to the costs of developing a product, typically an online platform, which is yet to go live.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively if appropriate.

# Notes to the Financial Statements

## *Accounting Policies continued*

### **2. Significant accounting policies** *continued*

#### **iii. Product and systems development**

Costs that are directly associated with the purchase and implementation of systems, such as software products, are recognised as intangible assets. Likewise, costs incurred in developing a product, typically an online platform, are recognised as intangible assets.

Expenditure is only capitalised if costs can be measured reliably, the product is technically and commercially feasible, future economic benefits are probable and the Group has sufficient resources to complete development and use the asset.

#### **k) Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment loss.

Property, plant and equipment are depreciated in order to write down their cost less residual value using the straight-line method over their expected useful lives at the following rates:

Short leasehold improvements	– over the remaining life of the lease
Furniture and fittings	– 10% per annum
Computers and other office equipment	– 20% per annum
Motor vehicles	– 25% per annum

Depreciation is prorated in the years of acquisition and disposal of an asset. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

#### **l) Leases**

The Group assesses whether a contract contains a lease at the inception of the contract. A contract is, or contains a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group recognises a right-of-use asset and a lease liability at the lease commencement date with respect to all lease arrangements except for short-term leases (leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the lease payments are recognised as an operating expense on a straight-line basis over the term of the lease.

The right-of-use asset is initially measured at cost, comprising the initial amount of the lease liability plus any initial direct costs incurred and an estimate of costs to restore the underlying asset, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the asset or the end of the lease term. The Group applies IAS 36 to determine whether a right-of-use asset is impaired. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate or a change in the Group's assessment of whether it will exercise an extension or termination option. When the lease liability is remeasured, a corresponding adjustment is made to the right-of-use asset.

Management uses judgement to determine the lease term where extension and termination options are available within the lease.

## 2. Significant accounting policies *continued*

### m) Impairment of tangible and intangible assets excluding goodwill

At the end of each reporting period the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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 are discounted to their present value using a pre-tax discount rate that reflects current market assessments and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement.

### n) Inventories

The cost of work in progress and finished goods represents the amounts invoiced to the Group for origination, paper, printing and binding. Inventories are valued at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Provisions are made for slow-moving and obsolete stock. A returns asset is recognised in Finished Goods, Inventory for the Group's right to recover products from customers on settling a returns liability.

### o) Royalty advances to authors

Advances of royalties to authors are included within current trade and other receivables when the advance is paid less any provision required to adjust the advance to its net realisable value. The royalty advance is expensed at the contracted royalty rate as the related revenues are earned. A provision is made against gross advances (paid and payable) to the extent that they are not expected to be fully earned from anticipated future sales of a title and subsidiary rights receivable.

### p) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

### q) Financial instruments

Financial assets and financial liabilities are recognised when the Group has become a party to the contractual provisions of the instrument. The Group's financial assets and liabilities are as below:

#### Trade receivables

Trade receivables and other receivables are measured on initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method, less any impairment. Provisions for bad and doubtful debts are based on the expected credit loss model. The "simplified approach" is used with the expected loss allowance measured at an amount equal to the lifetime expected credit losses.

#### Cash and cash equivalents

Cash and cash equivalents in the statement of cash flows comprise cash in hand and at bank, other short-term deposits held by the Group and overdrafts. Bank overdrafts are included in current liabilities in the statement of financial position.

# Notes to the Financial Statements

## *Accounting Policies continued*

## **2. Significant accounting policies** *continued*

### **Financial liabilities and equity**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### **Trade payables**

Trade payables are not interest bearing and are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

## **r) Employee benefits**

### **i. Defined contribution plans**

Pension costs relating to defined contribution pension schemes are recognised in the income statement in the period for which related services are rendered by the employee.

### **ii. Defined benefit plans**

Until 1997, a subsidiary company operated a defined benefit pension scheme. The retirement obligation recognised in the statement of financial position represents the net of the present value of the defined benefit obligation and the fair value of plan assets at the statement of financial position date. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. Net interest is calculated by applying the discount rate to the net defined benefit obligation and is presented as finance costs or finance income.

### **iii. Termination benefits**

Termination benefits are recognised as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan either to terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy.

### **iv. Share-based payment transactions**

The Group issues equity-settled share-based payment instruments to certain employees. Equity-settled share-based payment transactions are measured at fair value at the date of grant. The fair value determined at the grant date of equity-settled share-based payments is charged to the income statement on a straight-line basis over the vesting period, based on the Group's estimate of the shares that will eventually vest.

Options granted under the Sharesave Plan are equity-settled. The fair values of such options have been calculated using the Black-Scholes model based on publicly available market data.

Awards granted under the Group's Performance Share Plan are equity-settled. For awards granted in 2019, 50% of any award under the Plan is subject to a Return on Capital Employed performance condition and 50% Earnings Per Share. Awards granted in 2020, 2021 and 2022 are subject to the following performance conditions; Earnings Per Share (60%), Non-Consumer operating profit (15%), Consumer operating profit (15%) and BDR revenue (10%). The fair value of this element of the awards is calculated using the Black-Scholes model. Where the awards are subject to a holding period, we have used the Chaffe or Ghaidarov model to determine a discount for lack of marketability.

## 2. Significant accounting policies *continued*

### s) Employee benefit trust

The Company operates an employee benefit trust and has de facto control of shares held by the trust and bears their benefits and risks. The Group considers the trust to be substantially under its control and so consolidates the financial information of the trust as stated in note 2f. The Group records the assets and liabilities of the trust as its own and shares held by the trust are recorded at cost as a deduction from Shareholders' equity. Finance costs and administrative expenses are charged as they accrue.

### t) Segmental reporting

Operating segments, which have not been aggregated, are reported in a manner that is consistent with the internal reporting provided to the Chief Executive Officer ("CEO"), regarded as the Chief Operating Decision Maker.

The CEO views the Group primarily from a nature of business basis, reflecting the divisional performance of Consumer, made up of Children's Trade and Adult Trade, and Non-Consumer, made up of Academic & Professional and Special Interest. Segment results that are reported to the CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Performance is evaluated based on operating profit contributions using the same accounting policies as adopted for the Group's financial statements.

### u) Dividends

Final dividends are recognised as liabilities once they are appropriately authorised by the Company's shareholders. Interim dividends are recorded when paid.

### v) Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events. The resultant estimates will, by definition, not necessarily equal the related actual results and may require adjustment in subsequent accounting periods.

The estimates and assumptions that may cause a material adjustment to the carrying amount of assets and liabilities in the next financial year are:

#### i. Book returns

The level of sales returns liability is set out in note 19.

Printed books are normally sold on a sale-or-return basis. The timing of returns of unsold books is uncertain. A provision is made against sales for the expected future returns of books that have not occurred by the end of an accounting period. The sales returns liability represents 7.7% of annual gross title sales (2022: 8.5%).

This is an estimate as it requires management to estimate the level of expected future returns. As books are returnable by customers, the Group makes a provision against books sold in the accounting period which is then carried forward in anticipation of book returns received subsequent to the period end. The provision is recorded by sub-division, and is based on the estimated time lag following a sale before a return is made, based on the historic returns data. The provision is calculated by reference to historical returns rates, customer trends and expected future returns.

If these estimates do not reflect actual returns in future periods then revenues could be understated or overstated for a particular period. In note 19 we have disclosed the impact on revenue of a 10% increase or decrease in actual returns in the year.

# Notes to the Financial Statements

## *Accounting Policies continued*

### **2. Significant accounting policies** *continued*

#### **ii. Author advances**

Trade and other receivables in the Group Statement of Financial Position, in note 18, include royalty advances (i.e. net unearned advances to authors). A provision is made against gross advances (paid and payable) to the extent that they are not expected to be fully earned from anticipated future sales of a title and subsidiary rights receivable.

This is an estimate as it requires management to estimate the future sales of a title. The Directors review all royalty advances for triggers indicating that a provision may be required and additionally at the end of each financial year a review is carried out on advances for all published titles where the initial publication date is 12 months or earlier from the reporting period end date to assess if a provision is required.

If it is unlikely that royalties from future title sales and subsidiary rights will fully earn down the advance, a provision is made in the income statement on a title-by-title basis, with regard to historical net sales, expected future net sales and taking account of the lifecycle of a book, for the difference between the carrying value and the anticipated recoverable amount from future earnings.

In note 4, we have disclosed the provision made against advances in the year.

#### **iii. Impairment reviews**

The carrying value of goodwill arising on the acquisition of companies (or groups of companies) by the Group is set out in note 11. The carrying value of the Company's Investment in subsidiary companies is set out in note 35.

This is an estimate as it requires an estimation of future cash flows relating to each CGU or investment. IFRS require management to undertake an annual test for impairment of indefinite life assets and, for finite life assets, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Group currently undertakes an annual impairment test covering goodwill and other indefinite life assets and also reviews finite life assets to consider whether a full impairment review is required. The Company tests the recoverability of investments annually.

Intangible assets and investment recoverability is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain assumptions are required to be made. Note 11 details the assumptions used and sensitivities analysis performed on the value in use calculations for goodwill. The key assumptions used in the cash flow projections for Investments are discount rates, long term growth rates, revenue growth rates and forecast operating profits.



### 3. Revenue and segmental analysis

The Group is comprised of two worldwide publishing divisions: Consumer and Non-Consumer, reflecting the core customers for our different operations. The Consumer Division is further split out into two operating segments: Children's Trade and Adult Trade. Non-Consumer is split between two operating segments: Academic & Professional, and Special Interest.

Each reportable segment represents a cash-generating unit for the purpose of impairment testing. We have allocated goodwill between reportable segments. These divisions are the basis on which the Group primarily reports its segment information. Segments derive their revenue from book publishing, sale of publishing and distribution rights, management and other publishing services.

The analysis by segment is shown below:

Year ended 28 February 2023	Children's Trade £'000	Adult Trade £'000	Consumer £'000	Academic & Professional £'000	Special Interest £'000	Non-Consumer £'000	Unallocated £'000	Total £'000
<b>External revenue</b>	<b>108,897</b>	<b>57,796</b>	<b>166,693</b>	<b>75,749</b>	<b>21,660</b>	<b>97,409</b>	–	<b>264,102</b>
Cost of sales	(56,205)	(30,473)	(86,678)	(22,578)	(9,935)	(32,513)	–	(119,191)
<b>Gross profit</b>	<b>52,692</b>	<b>27,323</b>	<b>80,015</b>	<b>53,171</b>	<b>11,725</b>	<b>64,896</b>	–	<b>144,911</b>
Marketing and distribution costs	(14,882)	(9,455)	(24,337)	(5,364)	(2,828)	(8,192)	–	(32,529)
<b>Contribution before administrative expenses</b>	<b>37,810</b>	<b>17,868</b>	<b>55,678</b>	<b>47,807</b>	<b>8,897</b>	<b>56,704</b>	–	<b>112,382</b>
Administrative expenses excluding highlighted items	(20,497)	(16,835)	(37,332)	(35,296)	(8,240)	(43,536)	–	(80,868)
Share of result of joint venture	–	–	–	–	–	–	(228)	(228)
<b>Operating profit/(loss) before highlighted items/segment results</b>	<b>17,313</b>	<b>1,033</b>	<b>18,346</b>	<b>12,511</b>	<b>657</b>	<b>13,168</b>	<b>(228)</b>	<b>31,286</b>
Amortisation of acquired intangible assets	–	(352)	(352)	(4,660)	(214)	(4,874)	–	(5,226)
Other highlighted items	–	–	–	–	–	–	(457)	(457)
<b>Operating profit/(loss)</b>	<b>17,313</b>	<b>681</b>	<b>17,994</b>	<b>7,851</b>	<b>443</b>	<b>8,294</b>	<b>(685)</b>	<b>25,603</b>
Finance income	–	–	–	50	–	50	220	270
Finance costs	(144)	(81)	(225)	(125)	(40)	(165)	(68)	(458)
<b>Profit/(loss) before taxation and highlighted items</b>	<b>17,169</b>	<b>952</b>	<b>18,121</b>	<b>12,436</b>	<b>617</b>	<b>13,053</b>	<b>(76)</b>	<b>31,098</b>
Amortisation of acquired intangible assets	–	(352)	(352)	(4,660)	(214)	(4,874)	–	(5,226)
Other highlighted items	–	–	–	–	–	–	(457)	(457)
<b>Profit/(loss) before taxation</b>	<b>17,169</b>	<b>600</b>	<b>17,769</b>	<b>7,776</b>	<b>403</b>	<b>8,179</b>	<b>(533)</b>	<b>25,415</b>
Taxation	–	–	–	–	–	–	(5,171)	(5,171)
<b>Profit/(loss) for the year</b>	<b>17,169</b>	<b>600</b>	<b>17,769</b>	<b>7,776</b>	<b>403</b>	<b>8,179</b>	<b>(5,704)</b>	<b>20,244</b>
<b>Operating profit/(loss) before highlighted items/segment results</b>	<b>17,313</b>	<b>1,033</b>	<b>18,346</b>	<b>12,511</b>	<b>657</b>	<b>13,168</b>	<b>(228)</b>	<b>31,286</b>
Depreciation	930	659	1,589	950	234	1,184	–	2,773
Amortisation of internally generated intangibles	487	629	1,116	3,023	322	3,345	–	4,461
<b>EBITDA before highlighted items</b>	<b>18,730</b>	<b>2,321</b>	<b>21,051</b>	<b>16,484</b>	<b>1,213</b>	<b>17,697</b>	<b>(228)</b>	<b>38,520</b>

# Notes to the Financial Statements

## 3. Revenue and segmental analysis *continued*

Year ended 28 February 2022	Children's Trade £'000	Adult Trade £'000	Consumer £'000	Academic & Professional £'000	Special Interest £'000	Non-Consumer £'000	Unallocated £'000	Total £'000
<b>External revenue</b>	<b>93,039</b>	<b>55,157</b>	<b>148,196</b>	<b>59,328</b>	<b>22,586</b>	<b>81,914</b>	–	<b>230,110</b>
Cost of sales	(46,759)	(29,106)	(75,865)	(20,945)	(11,138)	(32,083)	–	(107,948)
<b>Gross profit</b>	<b>46,280</b>	<b>26,051</b>	<b>72,331</b>	<b>38,383</b>	<b>11,448</b>	<b>49,831</b>	–	<b>122,162</b>
Marketing and distribution costs	(12,812)	(8,271)	(21,083)	(5,335)	(3,390)	(8,725)	–	(29,808)
<b>Contribution before administrative expenses</b>	<b>33,468</b>	<b>17,780</b>	<b>51,248</b>	<b>33,048</b>	<b>8,058</b>	<b>41,106</b>	–	<b>92,354</b>
Administrative expenses excluding highlighted items	(17,506)	(15,732)	(33,238)	(23,907)	(7,980)	(31,887)	–	(65,125)
Share of result of joint venture	–	–	–	–	–	–	(117)	(117)
<b>Operating profit/(loss) before highlighted items/segment results</b>	<b>15,962</b>	<b>2,048</b>	<b>18,010</b>	<b>9,141</b>	<b>78</b>	<b>9,219</b>	<b>(117)</b>	<b>27,112</b>
Amortisation of acquired intangible assets	–	(272)	(272)	(2,349)	(214)	(2,563)	–	(2,835)
Other highlighted items	–	–	–	–	–	–	(1,715)	(1,715)
<b>Operating profit/(loss)</b>	<b>15,962</b>	<b>1,776</b>	<b>17,738</b>	<b>6,792</b>	<b>(136)</b>	<b>6,656</b>	<b>(1,832)</b>	<b>22,562</b>
Finance income	–	–	–	62	–	62	43	105
Finance costs	(162)	(94)	(256)	(115)	(48)	(163)	(67)	(486)
<b>Profit/(loss) before taxation and highlighted items</b>	<b>15,800</b>	<b>1,954</b>	<b>17,754</b>	<b>9,088</b>	<b>30</b>	<b>9,118</b>	<b>(141)</b>	<b>26,731</b>
Amortisation of acquired intangible assets	–	(272)	(272)	(2,349)	(214)	(2,563)	–	(2,835)
Other highlighted items	–	–	–	–	–	–	(1,715)	(1,715)
<b>Profit/(loss) before taxation</b>	<b>15,800</b>	<b>1,682</b>	<b>17,482</b>	<b>6,739</b>	<b>(184)</b>	<b>6,555</b>	<b>(1,856)</b>	<b>22,181</b>
Taxation	–	–	–	–	–	–	(5,291)	(5,291)
<b>Profit/(loss) for the year</b>	<b>15,800</b>	<b>1,682</b>	<b>17,482</b>	<b>6,739</b>	<b>(184)</b>	<b>6,555</b>	<b>(7,147)</b>	<b>16,890</b>
<b>Operating profit/(loss) before highlighted items/segment results</b>	<b>15,962</b>	<b>2,048</b>	<b>18,010</b>	<b>9,141</b>	<b>78</b>	<b>9,219</b>	<b>(117)</b>	<b>27,112</b>
Depreciation	914	632	1,546	604	251	855	–	2,401
Amortisation of internally generated intangibles	455	508	963	3,405	302	3,707	–	4,670
<b>EBITDA before highlighted items</b>	<b>17,331</b>	<b>3,188</b>	<b>20,519</b>	<b>13,150</b>	<b>631</b>	<b>13,781</b>	<b>(117)</b>	<b>34,183</b>

## Total assets

	28 February 2023 £'000	28 February 2022 £'000
Children's Trade	19,569	13,633
Adult Trade	14,493	13,513
Academic & Professional	77,918	78,096
Special Interest	14,381	13,170
Unallocated	188,752	170,825
<b>Total assets</b>	<b>315,113</b>	<b>289,237</b>

Unallocated primarily represents centrally held assets including system development; property, plant and equipment; right-of-use assets; receivables; and cash.

### 3. Revenue and segmental analysis *continued*

#### External revenue by source and destination

Destination	Source				Total £'000
	United Kingdom £'000	North America £'000	Australia £'000	India £'000	
<b>Year ended 28 February 2023</b>					
United Kingdom (country of domicile)	72,014	552	–	–	72,566
North America	30,282	95,623	–	–	125,905
Continental Europe	23,031	1,102	–	2	24,135
Australasia	2,678	2	16,145	–	18,825
Middle East and Asia	10,717	241	–	5,029	15,987
Rest of the world	5,910	774	–	–	6,684
Overseas countries	72,618	97,742	16,145	5,031	191,536
<b>Total</b>	<b>144,632</b>	<b>98,294</b>	<b>16,145</b>	<b>5,031</b>	<b>264,102</b>
<b>Year ended 28 February 2022</b>					
United Kingdom (country of domicile)	79,384	–	–	–	79,384
North America	22,499	68,542	–	–	91,041
Continental Europe	23,695	–	–	–	23,695
Australasia	2,342	–	13,133	–	15,475
Middle East and Asia	5,958	174	–	4,134	10,266
Rest of the world	9,314	935	–	–	10,249
Overseas countries	63,808	69,651	13,133	4,134	150,726
<b>Total</b>	<b>143,192</b>	<b>69,651</b>	<b>13,133</b>	<b>4,134</b>	<b>230,110</b>

During the year, sales to one customer exceeded 10% of Group revenue (2022: one customer). The value of these sales was £68,856,000 (2022: £67,811,000). This customer purchases from all operating segments and represents 9% (2022: 10%) of gross trade receivables.

#### Analysis of non-current assets (excluding deferred tax assets and financial instruments) by geographic location

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
United Kingdom (country of domicile)	71,311	79,708
North America	26,796	22,196
Other	421	244
<b>Total</b>	<b>98,528</b>	<b>102,148</b>

#### Group revenues by product type

Year ended	Children's Trade £'000	Adult Trade £'000	Consumer £'000	Academic & Professional £'000	Special Interest £'000	Non- Consumer £'000	Total £'000
<b>28 February 2023</b>							
Print <sup>1</sup>	90,481	44,702	135,183	32,942	17,841	50,783	185,966
Ebooks	12,181	8,626	20,807	12,841	1,858	14,699	35,506
Digital Resources	–	–	–	26,202	–	26,202	26,202
Audio	1,418	2,748	4,166	8	435	443	4,609
Rights and services <sup>2</sup>	4,817	1,720	6,537	3,756	1,526	5,282	11,819
<b>Total</b>	<b>108,897</b>	<b>57,796</b>	<b>166,693</b>	<b>75,749</b>	<b>21,660</b>	<b>97,409</b>	<b>264,102</b>

# Notes to the Financial Statements

## 3. Revenue and segmental analysis *continued*

Year ended	Children's Trade	Adult Trade	Consumer	Academic & Professional	Special Interest	Non- Consumer	Total
28 February 2022	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Print <sup>1</sup>	79,053	42,702	121,755	29,996	18,632	48,628	170,383
Ebooks	9,680	8,089	17,769	8,497	2,049	10,546	28,315
Digital Resources	–	–	–	18,645	–	18,645	18,645
Audio	831	2,422	3,253	8	305	313	3,566
Rights and services <sup>2</sup>	3,475	1,944	5,419	2,182	1,600	3,782	9,201
<b>Total</b>	<b>93,039</b>	<b>55,157</b>	<b>148,196</b>	<b>59,328</b>	<b>22,586</b>	<b>81,914</b>	<b>230,110</b>

1. Print includes print books and games.

2. Rights and services revenue includes revenue from copyright and trademark licences, management contracts, advertising and publishing services.

### Contract Balances

Online digital platforms sales within the Digital revenue stream generally entail customer billings at or near the contract's inception and accordingly Digital deferred income balances are primarily related to subscription performance obligations to be delivered over time.

Ebook sales within the Digital revenue stream generally derived from ebook aggregators who provide periodic sales reports over time. The extent of accrued income is related to the timing of receiving these reports.

Within the Rights and Services revenue stream are licenses for multiple-titles at a fixed price. As the performance obligations within these arrangements are generally when the customer is granted access, the extent of accrued income will ultimately depend upon the difference between revenue recognised and billings to date.

Refer to note 18 for opening and closing balances of accrued income. Refer to note 19 for opening and closing balances of deferred income. Revenue recognised during the period from changes in deferred income was driven primarily by the release of revenue over time from digital subscriptions and delivery of print books invoiced but not delivered in the previous financial year.

The below table depicts the remaining transaction price on unsatisfied or partially unsatisfied performance obligations from contracts with customers as follows:

Year ended	Sales	Deferred income	Committed sales	Total remaining transaction price	2024	2025	2026 and later
28 February 2023	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Print	185,966	291	5,149	5,440	5,413	17	10
Digital	66,317	9,394	468	9,862	8,643	423	796
Rights and services	11,819	115	683	798	485	238	75
<b>Total</b>	<b>264,102</b>	<b>9,800</b>	<b>6,300</b>	<b>16,100</b>	<b>14,541</b>	<b>678</b>	<b>881</b>

Year ended	Sales	Deferred income	Committed sales	Total remaining transaction price	2023	2024	2025 and later
28 February 2022	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Print	170,383	445	8,204	8,649	8,645	4	–
Digital	50,526	8,627	976	9,603	7,959	864	780
Rights and services	9,201	4	981	985	682	211	92
<b>Total</b>	<b>230,110</b>	<b>9,076</b>	<b>10,161</b>	<b>19,237</b>	<b>17,286</b>	<b>1,079</b>	<b>872</b>

## 4. Operating profit

Operating profit is stated after charging the following amounts:

	Notes	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
Purchase of goods and changes in inventories	17	67,342	59,209
Auditor's remuneration (see page 196)		287	484
Depreciation of property, plant and equipment	14	659	512
Depreciation of right-of-use assets	15	2,114	1,889
Highlighted items (see below)		5,683	4,550
Provision made against advances		5,033	6,115
Loss on disposal of property, plant and equipment		13	–
Loss on disposal of other intangible assets		107	65
Exchange (gain)/loss		(865)	245
Loss allowance for financial assets		178	646
Staff costs (excluding termination benefits)	5	60,936	47,806

### Highlighted items

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
Legal and other professional fees on acquisitions	93	1,317
Integration and restructuring costs	364	398
<b>Other highlighted items</b>	<b>457</b>	<b>1,715</b>
Amortisation of acquired intangible assets	5,226	2,835
<b>Total highlighted items</b>	<b>5,683</b>	<b>4,550</b>

Highlighted items charged to operating profit comprise significant non-cash charges and major one-off initiatives, which are highlighted in the income statement because, in the opinion of the Directors, separate disclosure is helpful in understanding the underlying performance and future profitability of the business.

All highlighted items are included in administrative expenses in the income statement.

For the year ended 28 February 2023, legal and other professional fees of £93,000 were incurred as a result of the Group's acquisitions, including ABC-CLIO, LLC and certain assets of UIT Cambridge. Integration and restructuring costs primarily relate to the integration of the ABC-CLIO, LLC, Head of Zeus Limited acquisitions and certain assets of Red Globe Press.

For the year ended 28 February 2022, legal and other professional fees of £1,317,000 were incurred as a result of the Group's acquisitions, including ABC-CLIO, LLC, Head of Zeus Limited and certain assets of Red Globe Press. Integration and restructuring costs primarily relate to the integration of the above acquisitions including restructuring and other restructuring in both Divisions.

# Notes to the Financial Statements

## 4. Operating profit *continued*

### Auditor's remuneration

Amounts payable to Crowe U.K. LLP and its associates in respect of both audit and non-audit services for the year ended 28 February 2023 and KPMG LLP and its associates in respect of both audit and non-audit services for the year ended 28 February 2022 are as follows:

	Year ended 28 February 2023			Year ended 28 February 2022		
	UK £'000	Overseas £'000	Total £'000	UK £'000	Overseas £'000	Total £'000
<b>Fees payable to the Company's Auditor for the audit of the parent Company and consolidated financial statements</b>	<b>199</b>	<b>86</b>	<b>285</b>	322	153	475
<b>Fees payable to the Company's Auditor and its associates for other services:</b>						
Audit of the Company's subsidiaries pursuant to legislation	–	2	2	–	9	9
<b>Total</b>	<b>199</b>	<b>88</b>	<b>287</b>	322	162	484

## 5. Staff costs

Staff costs, including Directors, during the year were:

	Notes	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
Salaries (including bonuses)		<b>52,196</b>	40,296
Social security costs		<b>4,835</b>	3,697
Pension costs	24	<b>2,304</b>	1,759
Share-based payment charge	23	<b>1,601</b>	2,054
<b>Staff costs (excluding termination benefits)</b>		<b>60,936</b>	47,806
Termination benefits		<b>176</b>	658
<b>Total</b>		<b>61,112</b>	48,464

For the year ended 28 February 2023 £36,000 (year ended 28 February 2022: £247,000) of termination benefits are included in restructuring within highlighted items.

The average monthly number of employees during the year were:

	Year ended 28 February 2023	Year ended 28 February 2022
Editorial, production and selling	<b>813</b>	680
Finance and administration	<b>166</b>	138
<b>Total</b>	<b>979</b>	818

Staff costs are charged to administrative expenses.

Two (2022: two) Directors were accruing benefits during the year under defined contribution pension arrangements.

## 5. Staff costs *continued*

Total emoluments for Directors was:

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
Short-term employee benefits	1,894	1,831
Post-employment benefits	77	92
<b>Total</b>	<b>1,971</b>	<b>1,923</b>

The Group considers key management personnel as defined under IAS 24 "Related Party Disclosures" to be the Directors of the Company, this includes Non-Executive Directors, and those Directors of the global divisions, major geographic regions and departments who are actively involved in strategic decision making.

Total emoluments for Executive Directors and other key management personnel were:

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
Short-term employee benefits	4,387	4,068
Post-employment benefits	170	173
Share-based payment charge	1,020	1,150
<b>Total</b>	<b>5,577</b>	<b>5,391</b>

## 6. Finance income and finance costs

	Notes	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
<b>Finance income</b>			
Interest on bank deposits		203	30
Other interest receivable		50	62
Interest income on pension plan assets	24	17	13
<b>Total</b>		<b>270</b>	<b>105</b>
<b>Finance costs</b>			
Interest on lease liabilities	26	390	419
Interest cost on pension obligations	24	17	12
Interest on bank overdraft and loans		–	3
Other interest payable		51	52
<b>Total</b>		<b>458</b>	<b>486</b>

# Notes to the Financial Statements

## 7. Taxation

### a) Tax charge for the year

	Notes	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
<b>Current taxation</b>			
UK corporation tax			
Current year		2,100	3,243
Adjustment in respect of prior years		108	(89)
Overseas taxation			
Current year		5,012	3,310
Adjustment in respect of prior years		(1,231)	(84)
		<b>5,989</b>	<b>6,380</b>
<b>Deferred tax</b>	16		
UK			
Origination and reversal of temporary differences		(191)	(926)
Adjustment in respect of prior years		(3)	317
Tax rate adjustment		(65)	144
Overseas			
Origination and reversal of temporary differences		(1,286)	(819)
Adjustment in respect of prior years		727	195
		<b>(818)</b>	<b>(1,089)</b>
<b>Total taxation expense</b>		<b>5,171</b>	<b>5,291</b>

### b) Factors affecting tax charge for the year

The tax on the Group's profit before tax differs from the standard rate of corporation tax in the United Kingdom of 19.00% (2022: 19.00%). The reasons for this are explained below:

	Year ended 28 February 2023		Year ended 28 February 2022	
	£'000	%	£'000	%
<b>Profit before taxation</b>	<b>25,415</b>	<b>100.0</b>	22,181	100.0
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2022: 19.00%)	4,829	19.0	4,214	19.0
<b>Effects of:</b>				
Non-deductible revenue expenditure	67	0.3	16	0.1
Non-taxable income	(323)	(1.3)	(383)	(1.7)
Different rates of tax in foreign jurisdictions	865	3.4	946	4.3
Tax losses	189	0.7	(212)	(1.0)
Movement in deferred tax rate	(65)	(0.3)	144	0.7
<b>Adjustment to tax charge in respect of prior years</b>				
Current tax	(1,123)	(4.4)	(173)	(0.8)
Deferred tax	724	2.9	512	2.3
Tax charge for the year before disallowable costs on highlighted items	5,163	20.3	5,064	22.9
<b>Highlighted items</b>				
Disallowable costs	8	–	227	1.0
<b>Tax charge for the year</b>	<b>5,171</b>	<b>20.3</b>	<b>5,291</b>	<b>23.9</b>

Different rates of tax in foreign jurisdictions is where we are paying tax at higher rates in the US and Australia as well as paying state taxes in the US.

Tax losses relate to the recognition of previously unrecognised tax losses or losses in the year that have not been recognised as deferred tax assets.



## 7. Taxation *continued*

Adjustments to prior periods primarily arise where an outcome is obtained on certain tax matters which differs from expectations held when the related provision was made. Where the outcome is more favourable than the provision made, the difference is released, lowering the current year tax charge. Where the outcome is less favourable than our provision, an additional charge to current year tax will occur.

We are not aware of any significant unprovided exposures that are considered likely to materialise.

### c) Factors affecting tax charge for future years

Factors which may affect the future tax charges includes changes in tax legislation, transfer pricing regulations and the level and mix of profitability in different countries.

### d) Tax effects of components of other comprehensive income

	Before tax 2023 £'000	Tax charge 2023 £'000	After tax 2023 £'000	Before tax 2022 £'000	Tax charge 2022 £'000	After tax 2022 £'000
Exchange difference on translating foreign operations	7,464	–	7,464	1,497	–	1,497
Remeasurements on the defined benefit pension scheme	–	–	–	(12)	2	(10)
<b>Other comprehensive income</b>	<b>7,464</b>	<b>–</b>	<b>7,464</b>	<b>1,485</b>	<b>2</b>	<b>1,487</b>

## 8. Dividends

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
<b>Amounts paid in the year</b>		
Prior period 9.40p final dividend per share (2022: 7.58p)	7,604	6,141
Prior period special dividend per share for the year (2022: 9.78p)	–	7,923
Interim 1.41p dividend per share (2022: 1.34p)	1,148	1,093
<b>Total dividend payments in the year</b>	<b>8,752</b>	<b>15,157</b>
<b>Amounts arising in respect of the year</b>		
Interim 1.41p dividend per share for the year (2022: 1.34p)	1,148	1,093
Proposed 10.34p final dividend per share for the year (2022: 9.40p)	8,397	7,671
<b>Total dividend 11.75p per share for the year (2022: 10.74p)</b>	<b>9,545</b>	<b>8,764</b>

The Directors are recommending a final dividend of 10.34 pence per share, which, subject to Shareholder approval at the Annual General Meeting on 18 July 2023, will be paid on 25 August 2023 to Shareholders on the register at close of business on 28 July 2023.

# Notes to the Financial Statements

## 9. Earnings per share

The basic earnings per share for the year ended 28 February 2023 is calculated using a weighted average number of Ordinary shares in issue of 81,172,636 (2022: 81,532,620) after deducting shares held by the Employee Benefit Trust.

The diluted earnings per share is calculated by adjusting the weighted average number of Ordinary shares to take account of all dilutive potential Ordinary shares, which are in respect of unexercised share options and the Performance Share Plan.

	Year ended 28 February 2023	Year ended 28 February 2022
	Number	Number
<b>Weighted average shares in issue</b>	<b>81,172,636</b>	81,532,620
Dilution	1,336,878	1,530,573
<b>Diluted weighted average shares in issue</b>	<b>82,509,514</b>	83,063,193
	£'000	£'000
<b>Profit after tax attributable to owners of the Company</b>	<b>20,244</b>	16,890
<b>Basic earnings per share</b>	<b>24.94p</b>	20.72p
<b>Diluted earnings per share</b>	<b>24.54p</b>	20.33p
	£'000	£'000
<b>Adjusted profit attributable to owners of the Company</b>	<b>25,217</b>	21,548
<b>Adjusted basic earnings per share</b>	<b>31.07p</b>	26.43p
<b>Adjusted diluted earnings per share</b>	<b>30.56p</b>	25.94p

Adjusted profit is derived as follows:

	Year ended 28 February 2023	Year ended 28 February 2022
	£'000	£'000
Profit before taxation	25,415	22,181
Amortisation of acquired intangible assets	5,226	2,835
Other highlighted items	457	1,715
<b>Adjusted profit before tax</b>	<b>31,098</b>	26,731
Tax expense	5,171	5,291
Deferred tax movements on goodwill and acquired intangible assets	631	(207)
Tax expense on other highlighted items	79	99
<b>Adjusted tax</b>	<b>5,881</b>	5,183
<b>Adjusted earnings</b>	<b>25,217</b>	21,548

The Group includes the benefit of tax amortisation of intangible assets within adjusted tax as this benefit more accurately aligns the adjusted tax charge with the expected cash tax payments.

## 10. Business combinations completed in prior periods

### ABC - CLIO, LLC

On 15 December 2021 the Group acquired the members' interest of ABC – CLIO, LLC ("ABC-CLIO"). The consideration, is £16.7 million, of which £16.6 million was satisfied in cash at completion, with £0.1 million payable in cash post completion, subject to working capital and other considerations.

ABC-CLIO is an established academic publisher of reference, nonfiction, online curriculum and professional development materials in both print and digital formats for schools, academic libraries and public libraries, primarily in the USA. This acquisition further strengthens Bloomsbury Digital Resources and significantly accelerates Bloomsbury's academic publishing in North America, growing international revenues. ABC-CLIO will operate within Bloomsbury's Academic & Professional division.

As disclosed in last year's Annual Report, the value of identifiable net assets of ABC-CLIO had only been determined on a provisional basis due to working capital adjustments not having been finalised at that time. These have now been finalised and it has not led to any changes in the fair values of assets acquired.

The table below summarises the fair values to the Group included in the consolidated financial statements of the major categories of assets and liabilities of ABC-CLIO at the date of acquisition.

	Fair value to the Group £'000
<b>Net assets acquired</b>	
<b>Assets</b>	
Other intangible assets	16,572
Property, plant and equipment	284
Right-of-use assets	357
Deferred tax assets	962
<b>Total non-current assets</b>	18,175
Inventories	552
Trade and other receivables	3,354
Cash and cash equivalents	342
<b>Total current assets</b>	4,248
<b>Total assets</b>	22,423
<b>Liabilities</b>	
Lease liabilities	184
<b>Total non-current liabilities</b>	184
Trade and other liabilities	7,564
Lease liabilities	173
Current tax liabilities	254
<b>Total current liabilities</b>	7,991
<b>Total liabilities</b>	8,175
<b>Identifiable net assets</b>	14,248
Goodwill	2,497
<b>Total</b>	16,745

Identifiable intangible assets of £16,572,000 consist of publishing rights, imprints and product development. The publishing rights have a useful life of 6-7 years, imprints have a useful life of 7 years and product development have a useful life of 10 years. The goodwill arising of £2,497,000 is attributable to the expected profitability of the acquired business and the synergies expected to arise after the acquisition.

The gross contractual trade and other receivables at acquisition is £3,445,000 of which, as at the acquisition date, £91,000 is the best estimate of the contractual cash flows that are not expected to be collected.

# Notes to the Financial Statements

## 10. Business combinations completed in prior periods *continued*

Transaction costs of £630,000 have been expensed in the prior year within administrative expenses.

From 16 December 2021, revenue of £2.2 million and profit attributable to owners of the Company of £0.4 million have been included in the consolidated income statement for the period ended 28 February 2022 in relation to ABC-CLIO.

If the acquisition had occurred on 1 March 2021 the revenue and profit attributable to the Group for the year ended 28 February 2022 would have been £10.9 million and £1.3 million higher respectively. These pro forma amounts do not include any possible synergies from the acquisition. The pro forma information is provided for comparative purposes only and does not necessarily reflect the actual results that would have occurred, nor is it necessarily indicative of future results of operations of the combined companies.

## 11. Goodwill

	28 February 2023 £'000	28 February 2022 £'000
<b>Cost</b>		
At start of year	52,172	48,947
Acquisitions	–	3,076
Exchange differences	750	149
<b>At end of year</b>	<b>52,922</b>	52,172
<b>Impairment</b>		
At start of year	4,262	4,259
Exchange differences	4	3
<b>At end of year</b>	<b>4,266</b>	4,262
<b>Net book value</b>		
<b>At end of year</b>	<b>48,656</b>	47,910
At start of year	47,910	44,688

Goodwill is not amortised, but instead is subject to annual impairment reviews. Any impairment losses are recognised immediately in the income statement.

Management has aligned the monitoring of goodwill to how it reviews the performance of the business. Goodwill is monitored by management at the publishing division level. The following is a summary of goodwill allocation for each publishing division:

	28 February 2023 £'000	28 February 2022 £'000
Children's Trade	1,973	1,767
Adult Trade	3,070	2,819
Academic & Professional	38,660	38,371
Special Interest	4,953	4,953
<b>Total</b>	<b>48,656</b>	47,910

## 11. Goodwill *continued*

### Impairment testing

The recoverable amount of the Group's goodwill has been considered with regard to value-in-use calculations. These calculations use the pre-tax future cash flow projections of each cash-generating unit ("CGU") based on the Board's approved budgets for the year ended 29 February 2024 and the Board-approved five-year plan. The calculations include a terminal value based on the projections for the final year of the five-year plan with a long-term growth rate assumption applied.

The key assumptions for calculating value in use are:

	Discount rates		CAGR – Revenue		Long-term growth	
	2023 %	2022 %	2023 %	2022 %	2023 %	2022 %
Children's Trade	11.2	11.6	5.4	2.2	2.0	2.0
Adult Trade	11.5	11.7	7.0	9.9	2.0	2.0
Academic & Professional	11.0	11.2	5.3	9.9	2.0	2.0
Special Interest	12.0	12.5	3.9	6.2	2.0	2.0

### Discount rates

The discount rates applied to the cash flows are calculated using a pre-tax rate based on the weighted average cost of capital for the Group. This is adjusted for risks specific to the market in which the CGU operates.

### Revenue growth rates

Growth rates have been calculated based on those applied to the Board-approved budget for the year ended 29 February 2024 and five-year plan. They incorporate future expectations of growth in backlist revenues and strategic plan for each publishing division.

The five-year forecasts are extrapolated to perpetuity on the basis that the relevant CGUs are long-established business units. The long-term growth rates are blended rates formed from the territory-specific long-term growth rates.

### Gross margins

Gross margins have been based on historic performance and expected changes to the sales mix in future periods.

### Sensitivity

Management has performed sensitivity analysis based on the key assumptions for calculating the value in use. The discount rate has been increased by 2.0% and the long term growth rate has been decreased from 2.0% to 0.0%. In addition, management has applied severe but plausible downside scenario in accordance with the going concern review as set out on page 181. This assumes:

- Print revenues are reduced by 20% during 2023/2024, with recovery during 2024/2025;
- Digital revenues are reduced by 20% during 2023/2024, with recovery during 2024/2025;

Under these circumstances, management has not identified any reasonably possible changes to key assumptions that would cause the carrying value of goodwill of the CGUs to exceed its recoverable amount.

# Notes to the Financial Statements

## 12. Other intangible assets

	Publishing rights £'000	Imprints £'000	Subscriber and customer relationships £'000	Trademarks £'000	Systems development £'000	Product development £'000	Assets under construction £'000	Total £'000
<b>Cost</b>								
At 28 February 2021	19,224	8,090	4,391	269	9,673	16,720	319	58,686
Acquisitions <sup>1</sup>	12,373	5,499	–	–	–	1,668	–	19,540
Additions <sup>2</sup>	3,418	–	–	28	717	2,472	442	7,077
Transfers	–	–	–	–	–	371	(371)	–
Disposals	–	–	–	–	–	(3,009)	–	(3,009)
Exchange differences	2	(23)	12	6	12	28	–	37
<b>At 28 February 2022</b>	<b>35,017</b>	<b>13,566</b>	<b>4,403</b>	<b>303</b>	<b>10,402</b>	<b>18,250</b>	<b>390</b>	<b>82,331</b>
Additions	505	83	–	41	1,014	3,528	545	5,716
Transfers	–	–	–	–	–	22	(22)	–
Disposals	–	–	–	(1)	(9)	(981)	(98)	(1,089)
Exchange differences	1,481	451	35	16	35	338	–	2,356
<b>At 28 February 2023</b>	<b>37,003</b>	<b>14,100</b>	<b>4,438</b>	<b>359</b>	<b>11,442</b>	<b>21,157</b>	<b>815</b>	<b>89,314</b>
<b>Amortisation</b>								
At 28 February 2021	12,195	2,697	3,672	53	7,004	11,728	–	37,349
Disposals	–	–	–	–	–	(2,944)	–	(2,944)
Charge for the year	1,907	635	293	18	1,025	3,627	–	7,505
Exchange differences	52	–	7	1	12	26	–	98
<b>At 28 February 2022</b>	<b>14,154</b>	<b>3,332</b>	<b>3,972</b>	<b>72</b>	<b>8,041</b>	<b>12,437</b>	<b>–</b>	<b>42,008</b>
Disposals	–	–	–	–	(6)	(976)	–	(982)
Charge for the year	3,711	1,190	158	23	1,102	3,503	–	9,687
Exchange differences	179	13	23	–	34	109	–	358
<b>At 28 February 2023</b>	<b>18,044</b>	<b>4,535</b>	<b>4,153</b>	<b>95</b>	<b>9,171</b>	<b>15,073</b>	<b>–</b>	<b>51,071</b>
<b>Net book value</b>								
<b>At 28 February 2023</b>	<b>18,959</b>	<b>9,565</b>	<b>285</b>	<b>264</b>	<b>2,271</b>	<b>6,084</b>	<b>815</b>	<b>38,243</b>
At 28 February 2022	20,863	10,234	431	231	2,361	5,813	390	40,323

1. The acquisitions relate to the Head of Zeus Limited and ABC-CLIO, LLC business combinations.

2. The addition of £2,846,000 Publishing Rights relates to the acquisition of assets of Red Globe Press on 1 June 2021. The addition of £572,000 Publishing Rights relates to the acquisition of assets of Contemporary Arts Media Pty. Ltd on 23 September 2021.

## 13. Investments

	28 February 2023 £'000	28 February 2022 £'000
Joint venture	–	45
<b>Total</b>	<b>–</b>	<b>45</b>

The amounts recognised in the Income Statement are as follows:

	28 February 2023 £'000	28 February 2022 £'000
Equity securities impairment	–	–
Joint venture	(228)	(117)
<b>Total</b>	<b>(228)</b>	<b>(117)</b>

## 14. Property, plant and equipment

	Short leasehold improvements £'000	Furniture and fittings £'000	Computers and other office equipment £'000	Motor vehicles £'000	Total £'000
<b>At 28 February 2021</b>	2,922	998	3,153	31	7,104
Acquisitions	44	105	187	–	336
Additions	19	197	428	–	644
Exchange differences	5	15	25	1	46
<b>At 28 February 2022</b>	2,990	1,315	3,793	32	8,130
Additions	31	176	597	45	849
Disposals	(2)	(78)	(72)	(33)	(185)
Exchange differences	24	61	113	–	198
<b>At 28 February 2023</b>	<b>3,043</b>	<b>1,474</b>	<b>4,431</b>	<b>44</b>	<b>8,992</b>
<b>Depreciation</b>					
At 28 February 2021	1,929	898	2,414	17	5,258
Charge for the year	129	54	329	–	512
Exchange differences	4	16	21	–	41
<b>At 28 February 2022</b>	2,062	968	2,764	17	5,811
Charge for the year	147	77	411	24	659
Disposals	(1)	(78)	(60)	(33)	(172)
Exchange differences	18	50	122	1	191
<b>At 28 February 2023</b>	<b>2,226</b>	<b>1,017</b>	<b>3,237</b>	<b>9</b>	<b>6,489</b>
<b>Net book value</b>					
<b>At 28 February 2023</b>	<b>817</b>	<b>457</b>	<b>1,194</b>	<b>35</b>	<b>2,503</b>
At 28 February 2022	928	347	1,029	15	2,319

The depreciation charge is included in administrative expenses.

# Notes to the Financial Statements

## 15. Right-of-use assets

	Property £'000	Cars £'000	Equipment £'000	Total £'000
At 28 February 2021	14,493	152	53	14,698
Acquisitions	580	–	52	632
Additions	216	33	116	365
Exchange differences	144	–	3	147
<b>At 28 February 2022</b>	<b>15,433</b>	<b>185</b>	<b>224</b>	<b>15,842</b>
Additions	326	39	–	365
Disposals	–	(84)	(9)	(93)
Exchange differences	461	–	17	478
<b>At 28 February 2023</b>	<b>16,220</b>	<b>140</b>	<b>232</b>	<b>16,592</b>

### Depreciation

At 28 February 2021	3,157	99	9	3,265
Charge for the year	1,741	54	94	1,889
Exchange differences	59	–	1	60
<b>At 28 February 2022</b>	<b>4,957</b>	<b>153</b>	<b>104</b>	<b>5,214</b>
Charge for the year	2,024	30	60	2,114
Disposals	–	(84)	(9)	(93)
Exchange differences	221	–	10	231
<b>At 28 February 2023</b>	<b>7,202</b>	<b>99</b>	<b>165</b>	<b>7,466</b>

### Net book value

<b>At 28 February 2023</b>	<b>9,018</b>	<b>41</b>	<b>67</b>	<b>9,126</b>
At 28 February 2022	10,476	32	120	10,628

The depreciation charge is included in administrative expenses.

## 16. Deferred tax assets and liabilities

### a) Recognised deferred tax assets and liabilities

Deferred tax is calculated in full on temporary differences using the tax rate appropriate to the jurisdiction in which the asset or liability arises and the tax rates that are expected to apply in the periods in which the asset or liability is settled.

Movement in temporary differences during the year:

	Tax losses £'000	Property, plant and equipment £'000	Retirement benefit obligation £'000	Share-based payments £'000	Intangible assets £'000	Other £'000	Total £'000
At 28 February 2021	329	409	39	352	(2,323)	2,712	1,518
Recognised on acquisition	137	(7)	–	–	(700)	962	392
Credit/(charge) to the income statement	820	(283)	6	194	(257)	609	1,089
Credit to other comprehensive income	–	–	2	–	–	–	2
Credit to equity	–	–	–	408	–	–	408
Exchange differences	1	–	–	–	(18)	80	63
<b>At 28 February 2022</b>	<b>1,287</b>	<b>119</b>	<b>47</b>	<b>954</b>	<b>(3,298)</b>	<b>4,363</b>	<b>3,472</b>
(Charge)/credit to the income statement	(263)	82	29	(90)	631	429	818
Credit to equity	–	–	–	81	–	–	81
Exchange differences	3	–	–	–	34	405	442
<b>At 28 February 2023</b>	<b>1,027</b>	<b>201</b>	<b>76</b>	<b>945</b>	<b>(2,633)</b>	<b>5,197</b>	<b>4,813</b>



## 16. Deferred tax assets and liabilities *continued*

Deferred tax assets in respect of losses are only recognised to the extent that it is anticipated they will be utilised in the foreseeable future.

The Other deferred tax asset predominantly relates to temporary differences i.e. valuation adjustments and return and inventory provisions held on the balance sheet recognised in the current tax calculation and tax return only when utilised. This predominantly relates to the US and UK.

### b) The analysis for financial reporting purposes is as follows:

	28 February 2023 £'000	28 February 2022 £'000
Deferred tax assets	7,928	7,168
Deferred tax liabilities	(3,115)	(3,696)
<b>Total</b>	<b>4,813</b>	<b>3,472</b>

### c) Unrecognised deferred tax assets

The Group had deferred tax assets not recognised in the financial statements as follows:

	28 February 2023 £'000	28 February 2022 £'000
Trading losses	1,328	1,679

At 28 February 2023, the Group had unrecognised trading losses of £5.3 million (2022: £6.7 million). A deferred tax asset has not been recognised in respect of these taxable losses. Due to the nature of these losses they cannot easily be offset against future Group profits.

Deferred tax is not provided on unremitted earnings of subsidiaries where the Group controls the timing of remittance and it is probable that the temporary difference will not reverse in the foreseeable future.

## 17. Inventories

	28 February 2023 £'000	28 February 2022 £'000
Work in progress	4,042	5,604
Finished goods for resale	39,322	28,212
<b>Total</b>	<b>43,364</b>	<b>33,816</b>

The cost of inventories recognised as cost of sales amounted to £55,619,000 (2022: £49,017,000). In addition to this, the provision and write-down of inventories to net realisable value recognised in cost of sales amounted to £11,723,000 (2022: £10,192,000).

# Notes to the Financial Statements

## 18. Trade and other receivables

	28 February 2023 £'000	28 February 2022 £'000
<b>Non-current</b>		
Accrued income	934	923
<b>Current</b>		
Gross trade receivables	72,549	68,764
Less: loss allowance	(3,334)	(3,551)
Net trade receivables	69,215	65,213
Income tax recoverable	2,332	1,392
Other receivables	2,497	2,431
Prepayments	2,653	2,672
Accrued income	6,579	4,494
Royalty advances	29,543	28,677
<b>Total current trade and other receivables</b>	<b>112,819</b>	<b>104,879</b>
<b>Total trade and other receivables</b>	<b>113,753</b>	<b>105,802</b>

Non-current receivables relate to accrued income on long-term rights deals.

A provision is held against gross advances payable in respect of published title advances which may not be fully earned down by anticipated future sales. As at 28 February 2023, £7,745,000 (2022: £7,145,000) of royalty advances relate to titles expected to be published in more than 12 months' time.

Other receivables principally comprises VAT recoverable.

Trade receivables principally comprise amounts receivable from the sale of books due from distributors. The majority of trade debtors are secured by credit insurance and in certain territories by third-party distributors.

The Directors consider that the carrying amount of trade and other receivables approximates to their fair values. The Group's exposure to credit and currency risks is disclosed in note 25. The average number of days' credit taken for sales of books by the Group was 96 days (2022: 103 days).

A loss allowance is made with reference to specific debts, past default experience, trading history and the current economic environment. Movements on the Group loss allowance for trade receivables are as follows:

	28 February 2023 £'000	28 February 2022 £'000
At start of year	3,551	3,230
Acquired	–	128
Amounts created	908	1,134
Amounts utilised	(423)	(459)
Amounts released	(733)	(488)
Exchange differences	31	6
<b>At end of year</b>	<b>3,334</b>	<b>3,551</b>

## 19. Trade and other liabilities

	28 February 2023 £'000	28 February 2022 £'000
<b>Current</b>		
Trade payables	35,016	30,245
Sales returns liability	14,921	15,292
Taxation and social security	1,728	2,018
Other payables	6,096	4,901
Accruals	44,059	41,496
Deferred income	9,800	9,076
<b>Total current trade and other liabilities</b>	<b>111,620</b>	<b>103,028</b>
<b>Total trade and other liabilities</b>	<b>111,620</b>	<b>103,028</b>

Trade payables are non-interest bearing and are normally settled on terms of between 30 and 90 days.

If actual returns were 10% higher or lower in the year revenue would have been £1.8 million lower/higher (2022: £1.5 million lower/higher).

Other payables principally comprises sub rights payable to authors.

## 20. Loans and borrowings

Reconciliation of movements of liabilities to cash flows arising from financing activities:

	Liability		Equity			
	Lease liability £'000	Bank overdrafts used for cash management purposes £'000	Share capital/ share premium £'000	Other reserves £'000	Retained earnings £'000	Total £'000
<b>Balance at 28 February 2022</b>	12,226	–	48,339	16,892	103,738	181,195
<b>Changes from financing cash flows</b>						
Equity dividend paid	–	–	–	–	(8,752)	(8,752)
Purchase of shares by the Employee Benefit Trust	–	–	–	(1,669)	–	(1,669)
Proceeds from exercise of share options	–	–	–	2,539	(2,273)	266
Repayment of lease liabilities	(2,226)	–	–	–	–	(2,226)
Interest paid	(390)	–	–	–	–	(390)
<b>Total changes from financing cash flows</b>	<b>(2,616)</b>	<b>–</b>	<b>–</b>	<b>870</b>	<b>(11,025)</b>	<b>(12,771)</b>
<b>Other changes</b>						
<b>Liability-related</b>						
Right-of-use asset additions	365	–	–	–	–	365
Foreign exchange movements	287	–	–	–	–	287
Interest expense	390	–	–	–	–	390
<b>Total liability-related other changes</b>	<b>1,042</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1,042</b>
<b>Total equity-related other changes</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>8,699</b>	<b>20,325</b>	<b>29,024</b>
<b>Balance at 28 February 2023</b>	<b>10,652</b>	<b>–</b>	<b>48,339</b>	<b>26,461</b>	<b>113,038</b>	<b>198,490</b>

# Notes to the Financial Statements

## 20. Loans and borrowings *continued*

	Liability		Equity			
	Lease liability £'000	Bank overdrafts used for cash management purposes £'000	Share capital/ share premium £'000	Other reserves £'000	Retained earnings £'000	Total £'000
<b>Balance at 28 February 2021</b>	12,943	–	48,339	16,253	103,657	181,192
<b>Changes from financing cash flows</b>						
Equity dividend paid	–	–	–	–	(15,157)	(15,157)
Purchase of shares by the Employee Benefit Trust	–	–	–	(4,489)	–	(4,489)
Proceeds from exercise of share options	–	–	–	2,084	(2,050)	34
Repayment of borrowings	–	(1,097)	–	–	–	(1,097)
Repayment of lease liabilities	(1,862)	–	–	–	–	(1,862)
Interest paid	(419)	(55)	–	–	–	(474)
<b>Total changes from financing cash flows</b>	<b>(2,281)</b>	<b>(1,152)</b>	<b>–</b>	<b>(2,405)</b>	<b>(17,207)</b>	<b>(23,045)</b>
<b>Other changes</b>						
<b>Liability-related</b>						
Borrowings recognised on acquisition	–	1,097	–	–	–	1,097
Right-of-use asset additions	1,024	–	–	–	–	1,024
Foreign exchange movements	121	–	–	–	–	121
Interest expense	419	55	–	–	–	474
<b>Total liability-related other changes</b>	<b>1,564</b>	<b>1,152</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>2,716</b>
<b>Total equity-related other changes</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>3,044</b>	<b>17,288</b>	<b>20,332</b>
<b>Balance at 28 February 2022</b>	<b>12,226</b>	<b>–</b>	<b>48,339</b>	<b>16,892</b>	<b>103,738</b>	<b>181,195</b>

## 21. Provisions

	Author advances £'000	Property £'000	Total £'000
At 28 February 2022	565	320	885
Created in the year	284	36	320
Released in the year	(12)	–	(12)
Utilised in the year	(153)	–	(153)
Exchange difference	58	–	58
<b>28 February 2023</b>	<b>742</b>	<b>356</b>	<b>1,098</b>
Non-current	–	334	334
Current	742	22	764

The property provision includes amounts provided for dilapidations. The author advance provision is a provision against future cash outflows on published titles where the Group does not expect to fully recover the advance.

## 22. Share capital and other reserves

### Share capital

	28 February 2023 £'000	28 February 2022 £'000
<b>Authorised:</b>		
108,811,522 Ordinary shares of 1.25p each (2022: 108,811,552 Ordinary shares of 1.25p each)	1,360	1,360
<b>Allotted, called up and fully paid:</b>		
81,608,672 Ordinary shares of 1.25p each (2022: 81,608,672 Ordinary shares of 1.25p each)	1,020	1,020

The Company has one class of Ordinary share that carries equal voting rights and no contractual right to receive payment. No shares are held by the Company as Treasury shares. Directors and other employees of the Group have been granted options to purchase 2,039,536 (2022: 2,162,194) Ordinary shares with an aggregate nominal value of £25,494 (2022: £27,027) (see note 23).

### Share premium

This reserve records the amount above nominal value received for shares sold less transaction costs.

### Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial information of foreign operations.

### Merger reserve

The merger reserve comprises the amount that would otherwise arise in share premium relating to specific share issue, wherein more than 90% of the shares in a subsidiary are acquired and the consideration includes the issue of new shares by the Company, thereby attracting merger relief under the Companies Act 2006.

### Capital redemption reserve

The capital redemption reserve arose on the purchase by the Company of its own shares and comprises the amount by which the distributable profits were reduced on these transactions.

### Share-based payment reserve

The share-based payment reserve comprises cumulative amounts charged in respect of employee share-based payment arrangements.

### Own shares held by the Employee Benefit Trust

The Employee Benefit Trust ("EBT") is an independent discretionary trust established to acquire issued shares of the Company to satisfy any of the share-based incentive schemes (see note 23) and plans of the Company. All employees of the Group are potential beneficiaries of the EBT. The results and net assets of the EBT are included in the consolidated financial statements of the Group.

The market value of the 400,626 shares of the Company held at 28 February 2023 (2022: 710,293) in the EBT was £1,678,623 (2022: £2,890,893). While the trustee has power to subscribe for Ordinary shares and to acquire Ordinary shares in the market or from Treasury, it is not permitted to hold more than 5% of the issued share capital without prior approval of the Shareholders.

As at the date of signing this Annual Report, the Trust held 391,014 Ordinary shares of 1.25 pence being approximately 0.5% of the issued Ordinary share capital.

### Retained earnings

The retained earnings reserve comprises profit for the year attributable to owners of the Company and other items recognised directly through equity as presented on the consolidated statement of changes in equity.

# Notes to the Financial Statements

## 23. Share-based payments

Options over shares of the ultimate parent undertaking, Bloomsbury Publishing Plc, have been granted to employees of the Group under various schemes.

The total share-based payment charge to the income statement for the year was as follows:

	<b>28 February 2023</b>	28 February 2022
	<b>£'000</b>	£'000
Equity-settled share-based transactions	<b>1,235</b>	1,547
Cash-settled share-based transactions	<b>366</b>	507
<b>Total</b>	<b>1,601</b>	2,054

National Insurance contributions are payable by the Company in respect of some of the share-based payment transactions. These contributions are payable on the date of exercise based on the intrinsic value of the share-based payments and are therefore treated as cash-settled awards. The Group had an accrual for National Insurance at 28 February 2023 of £563,000 (2022: £483,000), of which none related to vested options. The weighted average share price at the date of exercise for share options exercised during the period was 427 pence.

### a) The Bloomsbury Performance Share Plan ("the PSP")

The Group operates the PSP for Directors and senior employees. Awards under the scheme are granted as conditional share awards. The number of Ordinary shares comprised in an award is calculated using a share value equal to the closing middle-market price on the dealing day before the award date.

The vesting period is three years and for awards granted during the year ended February 2020, 50% of the level of vesting is subject to the achievement of Earnings Per Share ("EPS"). The other 50% is subject to a Return on Capital Employed ("ROCE") performance condition. For awards granted during the year ended February 2021, February 2022 and February 2023 the award is subject to the following performance conditions; EPS (60%), Non-Consumer operating profit (15%), Consumer operating profit (15%) and BDR revenue (10%). For details of the performance conditions see the Directors' Remuneration Report on pages 143 to 168. Awards are not exercisable after the vesting date and awards that vest on the vesting date are automatically exercised. Except in certain circumstances awards lapse if the employee leaves the Group.

	<b>Year ended 28 February 2023</b>	Year ended 28 February 2022
	<b>Number</b>	Number
Outstanding at start of year	<b>1,536,094</b>	1,572,390
Granted during the year	<b>360,738</b>	489,116
Exercised during the year	<b>(505,622)</b>	(525,412)
Lapsed during the year	<b>-</b>	-
<b>Outstanding at end of year</b>	<b>1,391,210</b>	1,536,094
<b>Exercisable at end of year</b>	<b>636,981</b>	505,622
	<b>Year ended 28 February 2023</b>	Year ended 28 February 2022
Range of exercise price of outstanding awards (pence)	<b>-</b>	-
Weighted average remaining contracted life (months)	<b>15</b>	17
Expense recognised for the year (£'000)	<b>1,416</b>	1,906

## 23. Share-based payments *continued*

The share awards granted in the year to 28 February 2023 have been measured based on the share price at the date of grant as they are only subject to non-market conditions. The inputs were:

	All
Share price	418 pence
Exercise price	–
Expected term	3 years
Expected volatility	47.32%
Risk-free interest rate	1.86%
Fair value charge per award	314 – 418 pence

This award is subject to the following performance conditions; EPS (60%), Non-Consumer operating profit (15%), Consumer operating profit (15%) and BDR revenue (10%).

The awards for Executive Directors only will be subject to clawback provisions and to a two-year post-vesting holding period.

### b) The Bloomsbury Sharesave Plan 2014

The Group operates an HM Revenue and Customs approved savings-related share option scheme under which employees are granted options to purchase Ordinary shares in the Company in three years' time, dependent upon their entering into a contract to make monthly contributions to a savings account over the period of the savings term. The Sharesave Plan is open to all UK employees.

	Share options 2023 Number	Weighted average exercise price 2023 Pence	Share options 2022 Number	Weighted average exercise price 2022 Pence
Outstanding at start of year	626,100	276	530,303	174
Granted during the year	173,439	314	170,772	280
Exercised during the year	(145,283)	184	(21,173)	161
Lapsed during the year	(6,010)	314	(53,802)	183
<b>Outstanding at end of year</b>	<b>648,326</b>	<b>236</b>	626,100	276
<b>Exercisable at end of year</b>	<b>25,711</b>	<b>185</b>	1,310	137
			<b>2023</b>	2022
Range of exercise price of outstanding options (pence)			<b>169-314</b>	137–280
Weighted average remaining contracted life (months)			<b>15</b>	18
Expense recognised for the year (£'000)			<b>185</b>	148

## 24. Retirement benefit obligations

### Pension costs

The pension costs charged to the income statement of £2,304,000 (2022: £1,773,000) relate to the Group's defined contribution and defined benefit pension arrangements.

### Defined contribution plans

The Group operates defined contribution retirement benefit plans for all qualifying employees.

The total cost charged to the income statement of £2,304,000 (2022: £1,759,000) represents contributions payable to these schemes by the Group at rates specified in the rules of the schemes. At 28 February 2023, there were £nil prepaid contributions (28 February 2022: £nil). At 28 February 2023, there were £324,000 outstanding contributions (28 February 2022: £262,000).

# Notes to the Financial Statements

## 24. Retirement benefit obligations *continued*

### Defined benefit plan

A subsidiary company operates a defined benefit scheme for some staff which is accounted for in accordance with IAS 19. Accrual of benefits ceased in 1997, with the scheme now operated as a closed fund. There is no obligation in respect of medical costs. The scheme is actuarially valued every three years. The last full actuarial valuation was carried out as at 28 February 2021 by a qualified independent actuary.

Contributions paid to the scheme during the year were £nil (2022: £41,000). As the scheme has an excess of assets compared to the scheme liabilities the Directors' best estimate of the contributions to be paid by the Group to the plan for the period commencing 1 March 2023 in respect of the deficit repair contributions is £nil. The Group will also pay contributions equal to the expense amount incurred over the period, which is estimated to be £13,000. In addition, PPF levies and other administration expenses are payable by the Group as and when due. At 28 February 2023, there were £nil prepaid or outstanding contributions (28 February 2022: £nil).

As the scheme has an excess of assets compared to scheme liabilities at the current year end, the Group has sought legal advice on the application of the asset ceiling and concluded that adjustments are required for this scheme. As a result, IFRIC 14 applies and an asset ceiling adjustment has been recognised.

The financial assumptions used by the actuary for the update were as follows:

	<b>28 February 2023 £'000</b>	28 February 2022 £'000	28 February 2021 £'000
Discount rate	<b>5.00%</b>	2.60%	2.10%
Inflation assumption	<b>2.30–3.20%</b>	2.80–3.70%	2.30–3.20%

The scheme is closed and there are no active paying members, therefore no increases in payments have been applied. The assumptions used are estimates chosen from a range of possible actuarial assumptions which, due to the timescale covered, may not necessarily occur in practice.

The mortality assumptions adopted at 28 February 2023 are 90% of the standard tables S3PMA, year of birth, no age rating for males and females, projected using CMI\_2021 converging to 1.50% p.a. These imply the following life expectancies:

	<b>28 February 2023 Years</b>	28 February 2022 Years
Implied life expectancy at age 65		
Male currently aged 45	<b>24.8</b>	24.5
Female currently aged 45	<b>26.8</b>	26.6
Male currently aged 65	<b>23.2</b>	22.8
Female currently aged 65	<b>25.0</b>	24.8

The amounts recognised in the income statement in respect of the defined benefit scheme are as follows:

	<b>Year ended 28 February 2023 £'000</b>	Year ended 28 February 2022 £'000
Interest cost on defined benefit obligation	<b>(14)</b>	(12)
Interest cost on effect of asset ceiling/onerous liability	<b>(3)</b>	–
Interest income	<b>17</b>	13
Expenses	<b>–</b>	(15)
<b>Total</b>	<b>–</b>	(14)

A charge of £17,000 (2022: £12,000) has been included in finance costs and a credit of £17,000 (2022: £13,000) has been included in finance income.



## 24. Retirement benefit obligations *continued*

The amounts recognised in other comprehensive income in respect of the defined benefit scheme are as follows:

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
Return on pension plan assets (excluding amounts included in interest income)	23	(2)
Experience gains and losses arising on the defined benefit obligation – (loss)/gain	(8)	(12)
Effects of changes in the financial assumptions underlying the present value of the defined benefit obligation – gain	185	56
Total actuarial gains and losses (before restrictions due to some of the surplus not being recognisable) – gain	200	42
Effect of asset ceiling (excluding amounts included in net interest cost) – loss	(200)	(54)
<b>Total</b>	<b>–</b>	<b>(12)</b>

The amount included in the statement of financial position arising from the Group's obligation in respect of the defined benefit pension scheme is as follows:

	28 February 2023 £'000	28 February 2022 £'000
Fair value of assets (with profit policy)	695	655
Present value of defined benefit obligations	(388)	(551)
Surplus in scheme	307	104
Impact of asset ceiling	(307)	(104)
Liability to be recognised	–	–
Deferred tax assets	–	–
<b>Net liability to be recognised</b>	<b>–</b>	<b>–</b>

Reconciliation of the impact of the asset ceiling is as follows:

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
Impact of asset ceiling at the start of the year	104	49
Interest expense	3	1
Changes in asset ceiling	200	54
<b>Impact of asset ceiling at the end of the year</b>	<b>307</b>	<b>104</b>

Movements in the present value of defined benefit obligations in the year were as follows:

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
At start of year	(551)	(584)
Expenses	–	(15)
Interest cost	(14)	(12)
Benefits paid and expenses	–	16
Remeasurement gains	177	44
<b>At end of year</b>	<b>(388)</b>	<b>(551)</b>

# Notes to the Financial Statements

## 24. Retirement benefit obligations *continued*

Movements in the fair value of scheme assets in the year were as follows:

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
At start of year	655	619
Interest income	17	13
Return on plan assets (excluding amounts included in interest income)	23	(2)
Employer contributions	–	41
Benefits paid and expenses	–	(16)
<b>At end of year</b>	<b>695</b>	<b>655</b>

The actual return on scheme assets was £40,000 (2022: £11,000).

## Assets

	28 February 2023 £'000	28 February 2022 £'000	28 February 2021 £'000
With profits	695	655	619
Total assets	695	655	619

None of the fair values of the assets shown above include any direct investments in the Company's own financial instruments or any property occupied by, or other assets used by, the Company. The scheme assets are held in a With-Profits insurance policy.

## 25. Financial instruments and risk management

### Capital 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 as well as sustaining the future development of the business. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to Shareholders and issue new shares. The Group's overall strategy remains unchanged from 2022.

The capital structure of the Group comprises equity attributable to owners of the Company, comprising issued capital, reserves and retained earnings as disclosed in the consolidated statement of changes in equity and note 22.

### Categories of financial instruments

	Notes	28 February 2023 £'000	28 February 2022 £'000
<b>Investments available for sale</b>			
Joint venture	13	–	45
<b>Total investments available for sale</b>		–	45
<b>Loans and receivables</b>			
Cash and cash equivalents		51,540	41,226
Trade receivables	18	69,215	65,213
Accrued income	18	7,513	5,417
<b>Total loans and receivables</b>		128,268	111,856
<b>Financial liabilities measured at amortised cost</b>			
Trade payables	19	35,016	30,245
Other payables due in less than one year		7,824	6,919
Sales returns liability	19	14,921	15,292
Accruals	19	44,059	41,496
Lease liabilities	26	10,652	12,226
<b>Total financial liabilities measured at amortised cost</b>		112,472	106,178
<b>Net financial instruments</b>		15,796	5,723

There is no material difference between the fair value and book value of financial assets and liabilities.

### Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance from the key risks of market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The Board has approved the Group Treasury policies and procedures by which the Group Treasury function is to be managed. The Group Treasury function is headed by the Group Finance Director and is part of Bloomsbury's Finance Department. It operates under a delegated authority from the Board.

The Treasury management policies and procedures focus on the investment of surplus operating cash likely to be needed in order to support Bloomsbury's ongoing operations, foreign currency requirements and interest rate risk management. The Group does not use derivative contracts for speculative purposes. The policies are reviewed at least on an annual basis by the Group Finance Director and any amendments are approved by the Board. The Board is assisted in its oversight role by Internal Audit, which undertakes regular reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

# Notes to the Financial Statements

## 25. Financial instruments and risk management *continued*

### a) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group's activities expose it mainly to the financial risks of changes in foreign currency exchange rates and changes in interest rates. The Group incurs costs in the same currencies as it earns revenue, creating some degree of natural hedging.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by Group Treasury under policies approved by the Board of Directors. Group Treasury monitors the distribution of its cash assets so as to control exposure to the relative performance of any particular territory, currency or institution.

The Board provides written principles for overall risk management, as well as policies covering specific areas, such as funding, foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

### (i) Interest rate risk

The Group has significant interest-bearing assets in the form of cash and cash equivalents, and as such, cash flows are dependent on changes in market interest rates.

#### Interest rate profile of financial instruments

	28 February 2023 £'000	28 February 2022 £'000
<b>Fixed rate instruments</b>		
Financial assets	226	1,706
Financial liabilities	–	–
<b>Total</b>	<b>226</b>	<b>1,706</b>
<b>Variable rate instruments</b>		
Financial assets	51,314	39,521
Financial liabilities	–	–
<b>Total</b>	<b>51,314</b>	<b>39,521</b>

Fixed rate financial assets are short-term bank deposits with a maturity date range of one day to one month. Variable rate financial assets are cash at bank.

#### Fair value sensitivity analysis for fixed rate financial instruments

The Group does not account for any fixed rate financial assets at fair value through profit or loss. Therefore, a change in interest rates at 28 February 2023 would not affect the income statement.

#### Cash flow sensitivity analysis for variable rate financial instruments

The Group derived the following sensitivities to assess the impact of changes in interest rates, based on the effect of the market volatility in the current climate and the previous 12 months. The analysis assumes all other variables remain constant.

	28 February 2023		28 February 2022	
	Profit or loss £'000	Equity £'000	Profit or loss £'000	Equity £'000
<b>Impact on profit or loss and equity</b>				
1% increase in base rate of interest (2022: 1%)	364	–	363	–
0.5% decrease in base rate of interest (2022: 0.5%)	(187)	–	(184)	–

## 25. Financial instruments and risk management *continued*

### (ii) Currency risk

The Directors believe that in its current circumstances, the Group's risk from foreign currency exposure is limited and no active currency risk management by hedging is considered necessary, as a significant proportion of revenues is matched by expenditure in the same local currency, creating some degree of natural hedging.

The Group's exposure to foreign currency risk was as follows based on notional amounts:

	Loans and receivables		Financial liabilities	
	28 February 2023	28 February 2022	28 February 2023	28 February 2022
	£'000	£'000	£'000	£'000
GBP	57,575	59,358	66,982	69,939
USD	64,501	44,646	37,354	27,881
EURO	1,050	1,217	675	675
AUD	3,370	4,212	6,542	6,058
INR	1,772	2,423	919	1,625
<b>Total</b>	<b>128,268</b>	<b>111,856</b>	<b>112,472</b>	<b>106,178</b>

No significant amounts of loans and receivables or financial liabilities are denominated in currencies other than sterling, US dollars, euros, Australian dollars or Indian rupees.

### Foreign currency sensitivity analysis

The Group derived the following sensitivities based on the outstanding foreign currency denominated financial assets and liabilities at the year end. The sensitivity analysis includes loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower.

The use of a 10% sensitivity rate has been determined based on the effect of the market volatility in exchange rates between the current and previous year end, and represents management's assessment of the reasonably possible change in foreign exchange rates. A positive number below indicates an increase in profit or equity.

	28 February 2023	28 February 2022
	£'000	£'000
<b>Impact on equity</b>		
10% weakening in US dollar against pound sterling (2022: 10%)	(2,321)	(1,309)
10% strengthening in US dollar against pound sterling (2022: 10%)	2,321	1,309
10% weakening in euro against pound sterling (2022: 10%)	–	–
10% strengthening in euro against pound sterling (2022: 10%)	–	–
10% weakening in AUS dollar against pound sterling (2022: 10%)	397	171
10% strengthening in AUS dollar against pound sterling (2022: 10%)	(397)	(171)
10% weakening in INR against pound sterling (2022: 10%)	(78)	(73)
10% strengthening in INR against pound sterling (2022: 10%)	78	73
<b>Impact on income statement</b>		
10% weakening in US dollar against pound sterling (2022: 10%)	(143)	(215)
10% strengthening in US dollar against pound sterling (2022: 10%)	143	215
10% weakening in euro against pound sterling (2022: 10%)	(34)	(49)
10% strengthening in euro against pound sterling (2022: 10%)	34	49
10% weakening in AUS dollar against pound sterling (2022: 10%)	(106)	(4)
10% strengthening in AUS dollar against pound sterling (2022: 10%)	106	4
10% weakening in INR against pound sterling (2022: 10%)	–	–
10% strengthening in INR against pound sterling (2022: 10%)	–	–

# Notes to the Financial Statements

## 25. Financial instruments and risk management *continued*

### b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's trade and other receivables (note 18) and cash and cash equivalents.

#### Cash and cash equivalents

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings as assigned by international credit-rating agencies.

#### Trade receivables

The carrying amount of financial assets represents the maximum credit exposure. The amounts presented in the statement of financial position are net of allowances for doubtful receivables, estimated by the Group's management based on trading experience and the current economic environment. An analysis of the relevant provisions is set out in note 18.

The Group always measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss ("ECL"). To measure ECLs trade receivables are split into groups with the same characteristics to calculate loss rates. Where possible we have calculated this probability based on historic loss experience using recent sales history, the timing of when the cash was received for the debt and the level of debt not collected for that population.

The Group determines its concentration of credit risk based on the individual characteristics of its customers and publicly available knowledge of specific circumstances affecting those customers. The Group defines counterparties as having similar characteristics if they are related entities.

At 28 February 2023, the exposure to credit risk for gross trade receivables by geographical region was as follows:

	28 February 2023 £'000	28 February 2022 £'000
United Kingdom	39,600	44,023
North America	28,645	19,441
Australia	2,457	3,456
India	1,847	1,844
<b>Total</b>	<b>72,549</b>	<b>68,764</b>

The Group has a significant concentration of credit risk due to its use of third-party distributors. Credit limits for the final customers are set by the distributors based on a combination of payment history and third-party credit references. Credit limits are reviewed on a regular basis in conjunction with debt ageing and collection history. The distributors belong to established international groups whose business includes a number of publishing interests and clients. The Group's risk is limited as significant amounts outstanding through the UK distributors are secured by credit insurance, and in the US credit risk for significant amounts outstanding through distributors rests with the distributor. The balances with the US distributor makes up 85% (2022: 87%) of the North America trade receivable balance. In the United Kingdom balances with the distributors make up 92% (2022: 85%) of the United Kingdom trade receivable balance.

### c) Liquidity risk

Currently, the Group has limited borrowing and has sufficient cash deposits to meet its debts as they fall due. The Board has modelled a severe but plausible pessimistic downside scenario; see note 2c on going concern for further details. Under this scenario the Group is expected to have sufficient liquidity for at least 12 months from the date of approval of the financial statements.

Cash flow budgets and forecasts are prepared by the operating entities of the Group, aggregated for the Group and regularly reviewed by the Board, and the actual cash position of the Group and each entity is compared monthly against budget. This allows management to ensure that each operating entity and the Group have sufficient cash to meet operational needs. Surplus cash held by the operating entities over and above the balance required for working capital management is invested in interest-bearing accounts and money market deposits.

The Group has an unsecured revolving credit facility with Lloyds Bank Plc. At 28 February 2023, the Group had £nil draw down (2022: £nil) of this facility with £10.0 million of undrawn borrowing facilities (2022: £10.0 million) available.

The facility comprises a committed revolving credit facility of £10 million, and an uncommitted incremental term loan facility of up to £6 million. The facilities are subject to two covenants, being a maximum net debt to EBITDA ratio of 2.5x and a minimum interest cover covenant of 4x. The agreement is to October 2024.

The Group's financial liabilities are trade payables, accruals, lease liabilities and other payables as shown above. All other financial liabilities are due within one year.

## 26. Leases

The Group's lease portfolio consists of office properties, cars and equipment. The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The amounts recognised in the income statement are as follows:

	Notes	28 February 2023 £'000	28 February 2022 £'000
Interest on lease liabilities	6	390	419
Expenses relating to short-term leases		4	4
Expense relating to leases of low-value assets		1	1
Depreciation of right-of-use assets	15	2,114	1,889

The maturities of the Group's lease liabilities are as follows:

	28 February 2023 £'000	28 February 2022 £'000
Less than one year	2,425	2,428
One to five years	6,292	6,961
More than five years	3,067	4,059
<b>Total undiscounted lease liabilities</b>	<b>11,784</b>	<b>13,448</b>
<b>Lease liabilities included in the Consolidated Statement of Financial Position</b>	<b>10,652</b>	<b>12,226</b>
Current	2,082	2,265
Non-current	8,570	9,961

## 27. Commitments and contingent liabilities

### a) Capital commitments

	28 February 2023 £'000	28 February 2022 £'000
Property, plant and equipment	11	159
Intangible assets	485	129
<b>Total</b>	<b>496</b>	<b>288</b>

### b) Other commitments

The Group is committed to paying royalty advances to authors in subsequent financial years. At 28 February 2023, this commitment amounted to £25,715,000 (2022: £28,100,000).

### c) Guarantees

The Company and certain of its subsidiaries have guarantees to Lloyds Bank Plc in place relating to the Group's borrowing facilities – see note 25c.

# Notes to the Financial Statements

## 28. Related party transactions

The Group has no related party transactions other than key management remuneration as disclosed in note 5.

## 29. Investments in subsidiary companies

The Group's subsidiary companies at 28 February 2023 are:

	Country of incorporation	Proportion of equity capital held	Nature of business during the year	Registered office
<b>Subsidiary undertakings held directly by Bloomsbury Publishing Plc:</b>				
A & C Black Limited	England and Wales	100%	Intermediate holding company	1.
Bloomsbury India UK Limited	England and Wales	100%	Intermediate holding company	1.
Bloomsbury Publishing Inc.	USA	100%	Publishing	2.
Bloomsbury Information Limited	England and Wales	100%	Publishing	1.
Bloomsbury Professional Limited	England and Wales	100%	Publishing	1.
Bloomsbury Publishing PTY Limited	Australia	100%	Publishing	3.
The Continuum International Publishing Group Limited	England and Wales	100%	Publishing	1.
Hart Publishing Limited	England and Wales	100%	Publishing	1.
Head of Zeus Limited	England and Wales	100%	Publishing	7.
Bloomsbury Publishing Ireland Limited	Ireland	100%	Publishing	8.
Osprey Publishing Limited	England and Wales	100%	Publishing	1.
Bloomsbury Book Publishing Company Limited	England and Wales	100%	Publishing	1.
I.B. Tauris & Co. Limited	England and Wales	100%	Publishing	1.
Oberon Books Limited	England and Wales	100%	Publishing	1.
Bloomsbury Media Limited	England and Wales	100%	Dormant	1.
<b>Subsidiary undertakings held through a subsidiary company:</b>				
A & C Black Publishers Limited	England and Wales	100%	Publishing	1.
ABC - CLIO, LLC	USA	100%	Publishing	6.
Christopher Helm (Publishers) Limited	England and Wales	100%	Publishing	1.
Oxford International Publishers Limited t/a Berg Publishers	England and Wales	100%	Publishing	1.
John Wisden and Company Limited	England and Wales	100%	Publishing	1.
Shire Publications Limited	England and Wales	100%	Publishing	1.
British Wildlife Publishing Limited	England and Wales	100%	Publishing	1.
Bloomsbury Publishing India Private Limited	India	100%	Publishing	4.
Berg Fashion Library Limited	England and Wales	100%	Dormant	1.
A & C Black (Distribution) Limited	England and Wales	100%	Dormant	1.
A & C Black (Storage) Limited	England and Wales	100%	Dormant	1.
Adlard Coles Limited	England and Wales	100%	Dormant	1.
Alphabooks Limited	England and Wales	100%	Dormant	1.
F. Lewis (Publishers) Limited	England and Wales	100%	Dormant	1.
Featherstone Education Limited	England and Wales	100%	Dormant	1.
Hambledon and London Limited	England and Wales	100%	Dormant	1.
Herbert Press Limited	England and Wales	100%	Dormant	1.
John Wisden (Holdings) Limited	England and Wales	100%	Dormant	1.
Methuen Drama Limited	England and Wales	100%	Dormant	1.
Nautical Publishing Co Limited	England and Wales	100%	Dormant	1.
Philip Wilson Publishers Limited	England and Wales	100%	Dormant	1.
Reed's Almanac Limited	England and Wales	100%	Dormant	1.
Sheffield Academic Press Limited	England and Wales	100%	Dormant	1.
T & T Clark Limited	England and Wales	100%	Dormant	5.
The Athlone Press Limited	England and Wales	100%	Dormant	1.
Thoemmes Limited	England and Wales	100%	Dormant	1.



## 29. Investments in subsidiary companies *continued*

All subsidiary undertakings are included in the consolidation.

The following lists all Bloomsbury registered office addresses. Please see wholly owned subsidiary list over for relevant registered office code.

1. 50 Bedford Square, London, WC1B 3DP, United Kingdom.
2. 1385 Broadway, Fifth Floor, New York, NY 10018, USA.
3. Level 4, 387 George Street, Sydney, NSW 2000, Australia.
4. DDA Complex, LSC, Building No. 4, Second Floor, Pocket C-6&7, Vasant Kunj, New Delhi, 110070, India.
5. C/O RSM, First Floor, Quay 2, 139 Fountainbridge, Edinburgh, EH3 9QG, United Kingdom.
6. 147 Castilian Drive, Goleta, CA 93117, USA.
7. 6th Floor Charlotte Building, 17 Gresse Street, London, W1T 1QL, United Kingdom.
8. C/O Deloitte Ireland LLP, 29 Earlsfort Terrace, Dublin 2, D02 AY28, Ireland.

For the year ended 28 February 2023, the following subsidiary companies were entitled to exemption from audit under section 479A of the Companies Act 2006:

Subsidiary name	Company number
Bloomsbury Information Limited	06409758
Bloomsbury Professional Limited	05233465
The Continuum International Publishing Group Limited	03833148
A & C Black Publishers Limited	00189153
Christopher Helm (Publishers) Limited	01953639
Oxford International Publishers Limited t/a Berg Publishers	03143617
John Wisden and Company Limited	00135590
Hart Publishing Limited	03307205
Osprey Publishing Limited	03471853
Shire Publications Limited	00868867
British Wildlife Publishing Limited	06810049
Bloomsbury Book Publishing Company Limited	03830397
I.B. Tauris & Co. Limited	01761687
Head of Zeus Limited	07769235
Oberon Books Limited	02082142

The Group's joint venture undertakings at 28 February 2023 are:

	Country of incorporation	Proportion of equity capital held	Nature of business during the year	Registered office
<b>Joint venture undertakings held directly by Bloomsbury Publishing Plc:</b>				
Beijing CYP & Gakken Education Development Co., Ltd	China	50%	Publishing	1.

1. Floor 5, B Block, No. 1132, HuihHe South Street, Banbidian Village, Gaobeidian Township, Chaoyang District, Beijing, PRC.

# Company Statement of Financial Position

As at 28 February 2023

Company Number 1984336

	Notes	28 February 2023 £'000	28 February 2022 £'000
<b>Assets</b>			
Intangible assets	32	7,649	7,468
Property, plant and equipment	33	1,858	1,837
Right-of-use assets	34	7,156	8,053
Investments in subsidiary companies	35	105,402	105,402
Other investments	36	–	45
Deferred tax assets	37	1,415	1,141
<b>Total non-current assets</b>		<b>123,480</b>	123,946
Inventories	38	12,190	10,433
Trade and other receivables	39	76,180	75,154
Cash and cash equivalents		17,195	17,114
<b>Total current assets</b>		<b>105,565</b>	102,701
<b>Total assets</b>		<b>229,045</b>	226,647
<b>Liabilities</b>			
Provisions	42	288	252
Lease liabilities	46	7,326	8,071
<b>Total non-current liabilities</b>		<b>7,614</b>	8,323
Trade and other liabilities	40	113,647	107,769
Provisions	42	150	55
Lease liabilities	46	1,021	1,207
Current tax liabilities		–	–
<b>Total current liabilities</b>		<b>114,818</b>	109,031
<b>Total liabilities</b>		<b>122,432</b>	117,354
<b>Net assets</b>		<b>106,613</b>	109,293
<b>Equity</b>			
Share capital	43	1,020	1,020
Share premium	43	47,319	47,319
Other reserves	43	12,552	11,317
Retained earnings	43	45,722	49,637
<b>Total equity attributable to owners of the Company</b>		<b>106,613</b>	109,293

The Company's profit for the year was £4,490,000 (2022: £6,890,000). The accompanying notes form part of these financial statements.

The Company financial statements were approved by the Board of Directors and authorised for issue on 30 May 2023.

**J N Newton**

Director

**P Scott-Bayfield**

Director

# Company Statement of Changes in Equity

For the year ended 28 February 2023

	Share capital £'000	Share premium £'000	Merger reserve £'000	Capital redemption reserve £'000	Share- based payment reserve £'000	Retained earnings £'000	Total £'000
<b>At 28 February 2021</b>	1,020	47,319	1,803	22	7,945	57,462	115,571
Profit for the year and total comprehensive income for the year	-	-	-	-	-	6,890	6,890
<b>Transactions with owners</b>							
Dividends to equity holders of the Company	-	-	-	-	-	(15,157)	(15,157)
Share options exercised	-	-	-	-	-	34	34
Deferred tax on share-based payment transactions	-	-	-	-	-	408	408
Share-based payment transactions	-	-	-	-	1,547	-	1,547
<b>Total transactions with owners of the Company</b>	-	-	-	-	1,547	(14,715)	(13,168)
<b>At 28 February 2022</b>	1,020	47,319	1,803	22	9,492	49,637	109,293
Profit for the year and total comprehensive income for the year	-	-	-	-	-	4,490	4,490
<b>Transactions with owners</b>							
Dividends to equity holders of the Company	-	-	-	-	-	(8,752)	(8,752)
Share options exercised	-	-	-	-	-	266	266
Deferred tax on share-based payment transactions	-	-	-	-	-	81	81
Share-based payment transactions	-	-	-	-	1,235	-	1,235
<b>Total transactions with owners of the Company</b>	-	-	-	-	1,235	(8,405)	(7,170)
<b>At 28 February 2023</b>	1,020	47,319	1,803	22	10,727	45,722	106,613

The accompanying notes form part of these financial statements.

# Company Statement of Cash Flows

For the year ended 28 February 2023

	Notes	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
<b>Cash flows from operating activities</b>			
Profit for the year		4,490	6,890
Adjustments for:			
Depreciation of property, plant and equipment	33	465	372
Depreciation of right-of-use assets	34	1,002	1,012
Amortisation of intangible assets	32	2,238	1,792
Loss on disposal on property, plant and equipment		12	–
Finance income		(131)	(86)
Finance costs		744	718
Share of loss of joint venture	36	228	117
Share-based payment charges		692	874
Tax expense		986	1,607
		10,726	13,296
Increase in inventories		(1,654)	(2,679)
Increase in trade and other receivables		(8)	(2,904)
Increase in trade and other liabilities		7,255	2,744
<b>Cash generated from operations</b>		16,319	10,457
Income taxes paid		(3,260)	(3,269)
<b>Net cash generated from operating activities</b>		13,059	7,188
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(499)	(555)
Purchase of business		–	(6,619)
Purchase of rights to assets		(633)	(3,650)
Purchase of share in a joint venture		(183)	–
Purchase of intangible assets		(1,920)	(1,210)
Interest received		47	5
<b>Net cash used in investing activities</b>		(3,188)	(12,029)
<b>Cash flows from financing activities</b>			
Equity dividends paid	41	(8,752)	(15,157)
Proceeds from exercise of share options	41	266	34
Repayment of lease liabilities	41	(1,036)	(922)
Lease liabilities interest paid	41	(268)	(287)
Other interest paid	41	–	(42)
<b>Net cash used in financing activities</b>	41	(9,790)	(16,374)
Net increase/(decrease) in cash and cash equivalents		81	(21,215)
Cash and cash equivalents at beginning of year		17,114	38,329
<b>Cash and cash equivalents at end of year</b>		17,195	17,114

The accompanying notes form part of these financial statements.

# Notes to the Company Financial Statements

## Accounting Policies

### 30. Reporting entity

Bloomsbury Publishing Plc (the "Company") is a company domiciled in the United Kingdom. The address of the Company's registered office can be found on page 240. The Company is primarily involved in the publication of books and other related services.

### 31. Significant accounting policies

#### a) Basis of preparation

The Company financial statements have been prepared and approved by the Directors in accordance with UK-adopted international accounting standards ("UK-adopted IFRS") and the requirements of the Companies Act 2006. The financial statements have been prepared under the historical cost convention modified by the revaluation of financial assets and liabilities at fair value.

The financial statements have been prepared on the going concern basis as the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence at least until May 2024, being the period of the detailed going concern assessment reviewed by the Board.

The Company accounting policies are consistent with the Group policies set out in note 2 to the consolidated financial statements. Key additional policies are stated below.

#### b) Parent Company result

The Company has taken advantage of the exemption available under section 408 of the Companies Act 2006 not to present the Company income statement or statement of comprehensive income. The Company's profit for the year was £4,490,000 (2022: £6,890,000).

#### c) Use of estimates and judgements

The preparation of the Company financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised and in any future years affected. Critical judgements and areas where the use of estimates is significant are disclosed in note 2v for the Group and are applicable to the Company.

#### d) Application of new and amended standards and interpretations

The following amendments and interpretations were introduced to accounting standards relevant to the Company during the year ended 28 February 2023. The table below summarises the impact of these changes to the Company:

Accounting standard	Description of change	Impact on financial statements
Other standards	A number of other new standard and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2022	The standards and amendments have not had a material impact on the Group. Additional disclosure has been provided where relevant.

The Company has not early adopted the following new and revised accounting standards, interpretations or amendments issued by the International Accounting Standards Board that are currently endorsed but not yet effective:

Accounting standard	Description of change	Impact on financial statements
Other standards	A number of other new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2023 and have not been applied in preparing these financial statements.	The Group is currently assessing the impact of these changes but they do not expect the application of these standards and amendments will have a material impact on the Group's consolidated financial statements.

# Notes to the Company Financial Statements

## 31. Significant accounting policies *continued*

### e) Investment in subsidiaries

Investments in subsidiaries are recorded at cost less accumulated impairment in the statement of financial position. Investments are reviewed at each reporting date to assess whether there are any indicators of impairment. Any impairment losses are recognised in the income statement in the year they occur.

### f) Employee benefit trust

The Company operates an employee benefit trust. In accordance with the Trust Deed, the Trustees of the EBT have the power to exercise all voting rights in relation to any investment (including shares) held within that trust. The Trust is accounted for as a separate entity and therefore is only accounted for in the consolidated financial statements and not included in the Company financial statements.

### g) Share-based payments

The Company issues equity-settled share-based payment instruments to certain employees of the Group. Equity-settled share-based payment transactions are measured at fair value at the date of grant. The fair value determined at the grant date of equity-settled share-based payments is charged to the income statement on a straight-line basis over the vesting period, based on the Group's estimate of the shares that will eventually vest.

Options granted under the Sharesave Plan are equity-settled. The fair values of such options have been calculated using the Black-Scholes model based on publicly available market data.

Awards granted under the Group's Performance Share Plan are equity-settled. For awards granted in 2019, 50% of any award under the Plan is subject to a Return on Capital Employed performance condition and 50% Earnings Per Share. Awards granted in 2020, 2021 and 2022 are subject to the following performance conditions; Earnings Per Share (60%), Non-Consumer operating profit (15%), Consumer operating profit (15%) and BDR revenue (10%). The fair value of this element of the awards is calculated using the Black-Scholes model. Where the awards are subject to a holding period, we have used the Chaffe or Ghaidarov model to determine a discount for lack of marketability.

The Company recharges a share of the share-based payment charge to subsidiaries. This recharge is made via intercompany transactions.

## 32. Intangible assets

	Publishing rights £'000	Imprint £'000	Trademarks £'000	Systems development £'000	Product development £'000	Assets under construction £'000	Total £'000
<b>Cost</b>							
At 28 February 2021	2,204	–	–	10,216	–	–	12,420
Transfers	–	–	115	(867)	763	(11)	–
Additions <sup>1</sup>	3,418	–	28	707	489	25	4,667
<b>At 28 February 2022</b>	<b>5,622</b>	<b>–</b>	<b>143</b>	<b>10,056</b>	<b>1,252</b>	<b>14</b>	<b>17,087</b>
Additions	415	83	41	1,005	749	126	2,419
Disposals	–	–	–	–	(77)	–	(77)
<b>At 28 February 2023</b>	<b>6,037</b>	<b>83</b>	<b>184</b>	<b>11,061</b>	<b>1,924</b>	<b>140</b>	<b>19,429</b>
<b>Amortisation</b>							
At 28 February 2021	772	–	–	7,055	–	–	7,827
Transfers	–	–	31	(358)	327	–	–
Charge for the year	494	–	18	1,018	262	–	1,792
<b>At 28 February 2022</b>	<b>1,266</b>	<b>–</b>	<b>49</b>	<b>7,715</b>	<b>589</b>	<b>–</b>	<b>9,619</b>
Disposals	–	–	–	–	(77)	–	(77)
Charge for the year	682	–	23	1,096	437	–	2,238
<b>At 28 February 2023</b>	<b>1,948</b>	<b>–</b>	<b>72</b>	<b>8,811</b>	<b>949</b>	<b>–</b>	<b>11,780</b>

### Net book value

<b>At 28 February 2023</b>	<b>4,089</b>	<b>83</b>	<b>112</b>	<b>2,250</b>	<b>975</b>	<b>140</b>	<b>7,649</b>
At 28 February 2022	4,356	–	94	2,341	663	14	7,468

1. The addition of £2,846,000 Publishing Rights and £39,000 Product Development relates to the acquisition of assets of Red Globe Press on 1 June 2021. The addition of £572,000 Publishing Rights relates to the acquisition of assets of Contemporary Arts Media Pty. Ltd on 23 September 2021.

## 33. Property, plant and equipment

	Short leasehold improvements £'000	Furniture and fittings £'000	Computers and other office equipment £'000	Total £'000
<b>Cost</b>				
At 28 February 2021	2,742	538	2,257	5,537
Additions	16	197	342	555
<b>At 28 February 2022</b>	<b>2,758</b>	<b>735</b>	<b>2,599</b>	<b>6,092</b>
Additions	21	173	305	499
Disposals	–	(59)	(36)	(95)
<b>At 28 February 2023</b>	<b>2,779</b>	<b>849</b>	<b>2,868</b>	<b>6,496</b>
<b>Depreciation</b>				
At 28 February 2021	1,782	454	1,647	3,883
Charge for the year	108	44	220	372
<b>At 28 February 2022</b>	<b>1,890</b>	<b>498</b>	<b>1,867</b>	<b>4,255</b>
Charge for the year	108	57	300	465
Disposals	–	(59)	(23)	(82)
<b>At 28 February 2023</b>	<b>1,998</b>	<b>496</b>	<b>2,144</b>	<b>4,638</b>
<b>Net book value</b>				
<b>At 28 February 2023</b>	<b>781</b>	<b>353</b>	<b>724</b>	<b>1,858</b>
At 28 February 2022	868	237	732	1,837

The depreciation charge of £465,000 (2022: £372,000) was included in administrative expenses.

# Notes to the Company Financial Statements

## 34. Right-of-use assets

	Property £'000	Cars £'000	Equipment £'000	Total £'000
At 28 February 2021	10,765	152	44	10,961
Additions	–	32	–	32
<b>At 28 February 2022</b>	<b>10,765</b>	<b>184</b>	<b>44</b>	<b>10,993</b>
Additions	66	39	–	105
Disposals	–	(84)	–	(84)
<b>At 28 February 2023</b>	<b>10,831</b>	<b>139</b>	<b>44</b>	<b>11,014</b>
<b>Depreciation</b>				
At 28 February 2021	1,827	99	2	1,928
Charge for the year	944	54	14	1,012
<b>At 28 February 2022</b>	<b>2,771</b>	<b>153</b>	<b>16</b>	<b>2,940</b>
Charge for the year	959	29	14	1,002
Disposals	–	(84)	–	(84)
<b>At 28 February 2023</b>	<b>3,730</b>	<b>98</b>	<b>30</b>	<b>3,858</b>
<b>Net book value</b>				
<b>At 28 February 2023</b>	<b>7,101</b>	<b>41</b>	<b>14</b>	<b>7,156</b>
At 28 February 2022	7,994	31	28	8,053

## 35. Investment in subsidiary companies

	£'000
<b>Cost</b>	
At 28 February 2022 and 28 February 2023	<b>118,148</b>
<b>Impairment</b>	
At 28 February 2022 and 28 February 2023	<b>12,746</b>
<b>Net book value</b>	
At 28 February 2022 and 28 February 2023	<b>105,402</b>

Information on subsidiary companies is disclosed in note 29.

## 36. Other investments

	28 February 2023 £'000	28 February 2022 £'000
Joint venture	–	45
<b>Total</b>	<b>–</b>	<b>45</b>

The amounts recognised in the Income Statement are as follows:

	Year ended 28 February 2023 £'000	Year ended 28 February 2022 £'000
Joint venture loss	(228)	(117)
<b>Total</b>	<b>(228)</b>	<b>(117)</b>



### 37. Deferred tax assets and liabilities

Deferred tax is calculated in full on temporary differences using the tax rate appropriate to the jurisdiction in which the asset or liability arises and the tax rates that are expected to apply in the periods in which the asset or liability is settled.

Movement in temporary differences during the year:

	Property, plant and equipment £'000	Retirement benefit obligation £'000	Share-based payments £'000	Provisions £'000	Total £'000
At 28 February 2021	(34)	37	352	419	774
(Charge)/credit to the income statement	(210)	10	194	(35)	(41)
Credit to equity	–	–	408	–	408
<b>At 28 February 2022</b>	<b>(244)</b>	<b>47</b>	<b>954</b>	<b>384</b>	<b>1,141</b>
Credit/(charge) to the income statement	194	29	(90)	60	193
Credit to equity	–	–	81	–	81
<b>At 28 February 2023</b>	<b>(50)</b>	<b>76</b>	<b>945</b>	<b>444</b>	<b>1,415</b>

The analysis for financial reporting purposes is as follows:

	28 February 2023 £'000	28 February 2022 £'000
Deferred tax assets	1,415	1,141
Deferred tax liabilities	–	–
<b>Total</b>	<b>1,415</b>	<b>1,141</b>

Deferred tax is not provided on unremitted earnings of subsidiaries where the Company controls the timing of remittance and it is probable that the temporary difference will not reverse in the foreseeable future.

### 38. Inventories

	28 February 2023 £'000	28 February 2022 £'000
Work in progress	806	1,667
Finished goods for resale	11,384	8,766
<b>Total</b>	<b>12,190</b>	<b>10,433</b>

The cost of inventories recognised as cost of sales amounted to £25,944,000 (2022: £25,781,000).

The provision and write down of inventories to net realisable value recognised in cost of sales amounted to £4,199,000 (2022: £3,827,000).

# Notes to the Company Financial Statements

## 39. Trade and other receivables

	28 February 2023 £'000	28 February 2022 £'000
<b>Current</b>		
Gross trade receivables	39,153	41,180
Less: loss allowance	(1,871)	(2,428)
Net trade receivables	37,282	38,752
Amounts owed by Group undertakings	13,445	13,217
Income tax recoverable	1,464	1,070
Other receivables	3,386	4,388
Prepayments	1,554	1,588
Accrued income	3,252	2,158
Royalty advances	15,797	13,981
<b>Total trade and other receivables</b>	<b>76,180</b>	<b>75,154</b>

A provision is held against gross advances payable in respect of published title advances, which may not be fully earned down by anticipated future sales. As at 28 February 2023, £3,488,000 (2022: £3,578,000) of royalty advances relate to titles expected to be published in more than 12 months' time.

Other receivables principally comprises VAT recoverable.

The Directors consider that the carrying amount of trade and other receivables approximates to their fair values. The Company's exposure to credit and currency risks is disclosed in note 45. Trade receivables principally comprise amounts receivable from the sale of books due from distributors. The average number of days' credit taken for sales of books by the Company was 149 days (2022: 152 days).

Movements on the Company's loss allowance for trade receivables are as follows:

	28 February 2023 £'000	28 February 2022 £'000
At start of year	2,428	2,664
Amounts created	420	391
Amounts released	(590)	(223)
Amounts utilised	(387)	(404)
<b>At end of year</b>	<b>1,871</b>	<b>2,428</b>

## 40. Trade and other liabilities

	28 February 2023 £'000	28 February 2022 £'000
<b>Current</b>		
Trade payables	9,714	6,034
Sales returns liability	4,906	5,189
Amounts owed to Group undertakings	73,131	70,073
Taxation and social security	1,421	1,715
Other payables	3,005	2,189
Accruals and deferred income	21,470	22,569
<b>Total current trade and other liabilities</b>	<b>113,647</b>	<b>107,769</b>
<b>Total trade and other liabilities</b>	<b>113,647</b>	<b>107,769</b>

Trade payables principally comprise amounts outstanding for trade purchases and ongoing costs. Other payables principally comprises sub rights payable to authors.

If actual returns were 10% higher or lower in the year revenue would have been £0.7 million lower/higher (2022: £0.4 million).

## 41. Loans and borrowings

Reconciliation of movements of liabilities to cash flows arising from financing activities:

	Liability		Equity			
	Lease liability £'000	Bank overdrafts used for cash management purposes £'000	Share capital/share premium £'000	Other reserves £'000s	Retained earnings £'000	Total £'000
<b>Balance at 28 February 2022</b>	9,278	–	48,339	11,317	49,637	118,571
<b>Changes from financing cash flows</b>						
Equity dividends paid	–	–	–	–	(8,752)	(8,752)
Proceeds from exercise of share options	–	–	–	–	266	266
Repayment of lease liability	(1,036)	–	–	–	–	(1,036)
Interest paid	(268)	–	–	–	–	(268)
<b>Total changes from financing cash flows</b>	<b>(1,304)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(8,486)</b>	<b>(9,790)</b>
<b>Other changes</b>						
<b>Liability-related</b>						
Right-of-use asset additions	105	–	–	–	–	105
Interest expense	268	–	–	–	–	268
<b>Total liability-related other changes</b>	<b>373</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>373</b>
<b>Total equity-related other changes</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1,235</b>	<b>4,571</b>	<b>5,806</b>
<b>Balance at 28 February 2023</b>	<b>8,347</b>	<b>–</b>	<b>48,339</b>	<b>12,552</b>	<b>45,722</b>	<b>114,960</b>
	Liability		Equity			
	Lease liability £'000	Bank overdrafts used for cash management purposes £'000	Share capital/share premium £'000	Other reserves £'000s	Retained earnings £'000	Total £'000
<b>Balance at 28 February 2021</b>	10,168	–	48,339	9,770	57,462	125,739
<b>Changes from financing cash flows</b>						
Equity dividends paid	–	–	–	–	(15,157)	(15,157)
Proceeds from exercise of share options	–	–	–	–	34	34
Repayment of lease liability	(922)	–	–	–	–	(922)
Interest paid	(287)	(42)	–	–	–	(329)
<b>Total changes from financing cash flows</b>	<b>(1,209)</b>	<b>(42)</b>	<b>–</b>	<b>–</b>	<b>(15,123)</b>	<b>(16,374)</b>
<b>Other changes</b>						
<b>Liability-related</b>						
Right-of-use asset additions	32	–	–	–	–	32
Interest expense	287	42	–	–	–	329
<b>Total liability-related other changes</b>	<b>319</b>	<b>42</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>361</b>
<b>Total equity-related other changes</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1,547</b>	<b>7,298</b>	<b>8,845</b>
<b>Balance at 28 February 2022</b>	<b>9,278</b>	<b>–</b>	<b>48,339</b>	<b>11,317</b>	<b>49,637</b>	<b>118,571</b>

# Notes to the Company Financial Statements

## 42. Provisions

	Author advance £'000	Property £'000	Total £'000
At 28 February 2022	55	252	307
Created in the year	115	36	151
Utilised in the year	(20)	–	(20)
<b>At 28 February 2023</b>	<b>150</b>	<b>288</b>	<b>438</b>
Non-current	–	288	288
Current	150	–	150

The property provision is in respect of dilapidations for the Bedford Square head office. The author advance provision is a provision against future cash outflows on published titles where the Group does not expect to fully recover the advance.

## 43. Share capital and other reserves

For details of share capital, share premium, merger reserve, capital redemption reserve, share-based payment reserve and retained earnings see note 22 and the Company statement of changes in equity attributable to the owners of the Company. For details of the Company profit for the year see note 31b.

For details of dividends see note 8.

As at 28 February 2023, the Company had distributable reserves of £45.7 million. The total external dividends relating to the year ended 28 February 2023 amounted to £9.5 million.

## 44. Share-based payments

Options over shares of the Company have been granted to employees of the Company and Group under various schemes. The full share-based payment disclosures can be found in note 23.

The total share-based payment charge to the income statement for the year was:

	<b>28 February 2023 £'000</b>	28 February 2022 £'000
Equity-settled share-based transactions	<b>1,235</b>	1,547
Cash-settled share-based transactions	<b>366</b>	507
<b>Total</b>	<b>1,601</b>	2,054

£909,000 (2022: £1,180,000) of this amount was recharged to subsidiaries of the Company.

## 45. Financial instruments and risk management

Full disclosures relating to the Group's financial risk management strategies and other financial assets and liabilities are given in note 25 to the consolidated financial statements.

### Categories of financial instruments

	Notes	28 February 2023 £'000	28 February 2022 £'000
<b>Investments available for sale</b>			
Joint venture	36	–	45
<b>Total investments available for sale</b>	36	–	45
<b>Loans and receivables</b>			
Cash and cash equivalents		17,195	17,114
Amounts owed by Group undertakings	39	13,445	13,217
Trade receivables	39	37,282	38,752
Accrued income	39	3,252	2,158
<b>Total loans and receivables</b>		<b>71,174</b>	<b>71,241</b>
<b>Financial liabilities measured at amortised cost</b>			
Trade payables	40	9,714	6,034
Sales returns liability	40	4,906	5,189
Accruals		20,577	21,908
Other payables		4,426	3,904
Amounts owed to Group undertakings	40	73,131	70,073
Lease liabilities	46	8,347	9,278
<b>Total financial liabilities measured at amortised cost</b>		<b>121,101</b>	<b>116,386</b>
<b>Net financial instruments</b>		<b>(49,927)</b>	<b>(45,100)</b>

#### a) Market risk

##### i. Interest rate risk

Interest rate profile of financial assets:

	28 February 2023 £'000	28 February 2022 £'000
Variable rate financial assets	17,195	17,114

##### Interest rate sensitivity analysis

The Company derived the following sensitivities to assess the impact of changes in interest rates, based on the effect of the market volatility in the current climate and the previous 12 months. The analysis assumes all other variables remain constant.

	28 February 2023 £'000	28 February 2022 £'000
<b>Impact on profit and equity</b>		
1% increase in base rate of interest (2022: 1%)	139	225
0.5% decrease in base rate of interest (2022: 0.5%)	(69)	(112)

# Notes to the Company Financial Statements

## 45. Financial instruments and risk management *continued*

### ii. Currency risk

The Company's exposure to foreign currency risk was as follows based on notional amounts:

	Loan and receivables		Financial liabilities	
	28 February 2023 £'000	28 February 2022 £'000	28 February 2023 £'000	28 February 2022 £'000
GBP	69,374	68,509	120,355	115,640
USD	688	1,476	71	71
EURO	1,050	1,217	675	675
AUD	62	39	–	–
<b>Total</b>	<b>71,174</b>	<b>71,241</b>	<b>121,101</b>	<b>116,386</b>

### Foreign currency sensitivity analysis

The Company derived the following sensitivities based on the outstanding foreign currency denominated financial assets and liabilities at the year end.

The use of a 10% sensitivity rate has been determined based on the effect of the market volatility in exchange rates between the current and previous year end, and represents management's assessment of the reasonably possible change in foreign exchange rates. A positive number below indicates an increase in profit or loss and equity.

	28 February 2023 £'000	28 February 2022 £'000
<b>Impact on profit or loss</b>		
10% weakening in US dollar against pound sterling (2022: 10%)	(57)	(128)
10% strengthening in US dollar against pound sterling (2022: 10%)	57	128
10% weakening in euro against pound sterling (2022: 10%)	(34)	(50)
10% strengthening in euro against pound sterling (2022: 10%)	34	50
10% weakening in AUS dollar against pound sterling (2022: 10%)	(6)	(4)
10% strengthening in AUS dollar against pound sterling (2022: 10%)	6	4

### b) Credit risk

The Company has a significant concentration of credit risk due to its use of third-party distributors. Credit limits for the final customers are set by the distributors based on a combination of payment history and third-party credit references. Credit limits are reviewed on a regular basis in conjunction with debt ageing and collection history. The distributors belong to established international groups whose business includes a number of publishing interests and clients. The Company's risk is limited as significant amounts outstanding through the UK distributors are secured by credit insurance. The balances with the distributors make up 93% (2022: 85%) of the gross trade receivable balance.

### c) Liquidity risk

Currently, the Company has limited borrowing and has sufficient cash deposits to meet its debts as they fall due. The Board has modelled a severe but plausible pessimistic downside scenario; see note 2c on going concern for further details. Under this scenario the Company is expected to have sufficient liquidity for at least 12 months from the date of approval of the financial statements.

The Company has an unsecured revolving credit facility with Lloyds Bank Plc. At 28 February 2023, the Group had £nil draw down (2021: £nil) of this facility with £10.0 million of undrawn borrowing facilities (2022: £10.0 million) available.

The facility comprises a committed revolving credit facility of £10 million, and an uncommitted incremental term loan facility of up to £6 million. The facilities are subject to two covenants, being a maximum net debt to EBITDA ratio of 2.5x and a minimum interest cover covenant of 4x. The agreement is to October 2024.

## 46. Leases

The Company's lease portfolio consists of office properties, cars and equipment.

The maturities of the Group's lease liabilities are as follows:

	28 February 2023 £'000	28 February 2022 £'000
Less than one year	1,279	1,262
One to five years	4,999	4,966
More than five years	3,067	4,054
<b>Total undiscounted lease liabilities</b>	<b>9,345</b>	<b>10,282</b>
<b>Lease liabilities included in the Company Statement of Financial Position</b>	<b>8,347</b>	<b>9,278</b>
Current	1,021	1,207
Non-current	7,326	8,071

## 47. Commitments and contingent liabilities

### a) Capital commitments

	28 February 2023 £'000	28 February 2022 £'000
Property, plant and equipment	–	159
Intangible assets	485	129
<b>Total</b>	<b>485</b>	<b>288</b>

### b) Other commitments

The Company is committed to paying royalty advances in subsequent financial years. At 28 February 2023, this commitment amounted to £15,073,000 (2022: £15,826,000).

### c) Guarantees

The Company and certain of its subsidiaries have guarantees to Lloyds Bank Plc in place relating to the Group's borrowing facilities; see note 45c.

The Company has guaranteed the liabilities of certain of its UK subsidiaries, being those listed in note 29, to enable them to take the audit exemption under section 479A of the Companies Act 2006.

## 48. Related parties

### Trading transactions

During the year the Company entered into the following transactions and had the following balances with its subsidiaries:

	28 February 2023 £'000	28 February 2022 £'000
Sale of goods to subsidiaries	13,864	15,050
Management recharges	12,913	10,564
Commission receivable from subsidiaries	2	–
Commission payable to subsidiaries	273	1
Finance income from subsidiaries	84	81
Finance costs to subsidiaries	427	389
Rights income from joint venture	–	3
Amounts owed by subsidiaries at year end	13,445	13,217
Amounts owed to subsidiaries at year end	73,131	70,073

All amounts outstanding are unsecured and will be settled in cash. £0.5 million provision has been made for doubtful debts in respect of the amounts owed by subsidiaries (2022: £0.5 million).

Key management remuneration is disclosed in note 5.

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# Five Year Financial Summary

	2019	2020	2021	2022	2023
	£'000	£'000	£'000	£'000	£'000
Revenue	162,679	162,772	185,136	230,110	<b>264,102</b>
Adjusted profit <sup>†</sup>	14,374	15,704	19,153	26,731	<b>31,098</b>
Adjusted diluted EPS <sup>‡</sup>	14.48p	16.23p	18.68p	25.94p	<b>30.56p</b>
Dividend per share <sup>^</sup>	7.96p	1.28p	18.64p	10.74p	<b>11.75p</b>
Return on Capital Employed	11.0%	12.2%	15.4%	20.4%	<b>20.4%</b>
Net assets	143,738	149,673	168,249	168,969	<b>187,838</b>
Net cash <sup>*</sup>	27,580	31,345	54,466	41,226	<b>51,540</b>

<sup>†</sup> Adjusted profit is profit before taxation, amortisation of acquired intangible assets and other highlighted items.

<sup>‡</sup> Adjusted diluted EPS is calculated from adjusted profit with tax on adjusted profit deducted. For the year ended 28 February 2020 and before adjusted diluted EPS has been restated for the bonus issue of shares in 2021.

<sup>^</sup> The dividend per share for the year ended 28 February 2021 includes a special dividend of 9.78 pence per share.

<sup>\*</sup> Net cash is cash and cash equivalents net of the bank overdraft.

# Company Information

<b>Chairman</b>	Sir Richard Lambert – Non-Executive Chairman
<b>Executive Directors</b>	Nigel Newton – Founder and Chief Executive Penny Scott-Bayfield – Group Finance Director
<b>Independent Non-Executive Directors</b>	Leslie-Ann Reed – Senior Independent Director Baroness Lola Young of Hornsey John Bason
<b>Company Secretary</b>	Maya Abu-Deeb
<b>Registered Office</b>	50 Bedford Square London WC1B 3DP +44 (0) 20 7631 5600
<b>Registered number</b>	01984336 (England and Wales)
<b>Auditor</b>	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW
<b>Banker</b>	Lloyds Bank 25 Gresham Street London EC2V 7HN
<b>Stockbroker and Financial Adviser</b>	Investec Investment Banking 30 Gresham Street London EC2V 7QP
<b>Registrars</b>	Link Group 10th Floor Central Square 29 Wellington Street Leeds LS1 4DL

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Certain information in this document has not been audited or otherwise independently verified and no representation or warranty, express or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or opinions contained herein. None of the Company or any of its affiliates, advisors or representatives shall have any liability whatsoever (in negligence or otherwise) for any loss whatsoever arising from any use of this document, or its contents, or otherwise arising in connection with this document.

This document does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase any shares in the Company, nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract or commitment or investment decisions relating thereto, nor does it constitute a recommendation regarding the shares of the Company.

Certain statements, statistics and projections in this document are or may be forward looking. By their nature, forward-looking statements involve a number of risks, uncertainties or assumptions that may or may not occur and actual results or events may differ materially from those expressed or implied by the forward-looking statements. Accordingly, no assurance can be given that any particular expectation will be met and reliance should not be placed on any forward-looking statement. Accordingly, forward-looking statements contained in this document regarding past trends or activities should not be taken as representation that such trends or activities will continue in the future. You should not place undue reliance on forward-looking statements, which are based on the knowledge and information available only at the date of this document's preparation. For a description of certain factors that may affect Bloomsbury's business, financial performance or results of operations, please refer to the principal risks included in this Annual Report and Accounts; see pages 103 to 111.

The Company does not undertake any obligation to update or keep current the information contained in this document, including any forward-looking statements, or to correct any inaccuracies, which may become apparent and any opinions expressed in it are subject to change without notice.

References in this report to other reports or materials, such as a website address, have been provided to direct the reader to other sources of Bloomsbury information which may be of interest. Neither the content of Bloomsbury's website nor any website accessible by hyperlinks from Bloomsbury's website nor any additional materials contained or accessible thereon, are incorporated in, or form part of, this report.

# Notice of the Annual General Meeting

To be held at the  
Charlotte Street Hotel,  
15–17 Charlotte Street,  
London  
W1T 1RJ

On Tuesday 18 July 2023 at 12.00 noon

To Bloomsbury Shareholders

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the contents of this document or what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial advisor authorised under the Financial Services and Markets Act 2000.

If you sell, or have sold or otherwise transferred, all of your shares in Bloomsbury Publishing Plc, please send this document together with the accompanying documents as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.

# Letter to Shareholders

30 May 2023

Dear Shareholder

## **Bloomsbury Publishing Plc – Annual General Meeting**

I am pleased to inform you that this year's Annual General Meeting ("AGM") of Bloomsbury Publishing Plc (the "Company") will be held at the Charlotte Street Hotel, 15–17 Charlotte Street, London W1T 1RJ on Tuesday 18 July 2023 at 12.00 noon.

Information regarding the AGM, including the information required by Section 311A of the Companies Act 2006, is available from [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk).

## **AGM Arrangements**

We are looking forward to welcoming Shareholders to our 2023 AGM. At the time of writing this letter, it is anticipated that there will be no restrictions on social contact or the meeting format at the time of the AGM and, therefore, Shareholders, proxies and corporate representatives will be able to attend and participate in the AGM. To minimise any public health risks from public gatherings, we request that any Shareholders who intend to attend the AGM take all necessary precautions to minimise the risk of transmission of COVID-19.

## **Communication of changes**

Should the situation change such that it may become necessary to change the arrangements for this year's AGM after the date of this letter, the Company will provide any appropriate updates via the Regulatory News Service and its investor relations website ([www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk)).

## **Resolutions**

This document provides details of the resolutions to be voted upon at the AGM and includes the formal notice convening the AGM. Notes will also be found in the section entitled "Explanatory Notes to the Resolutions" relating to the resolutions that Shareholders will be asked to consider and vote on at the AGM. Resolutions 1 to 13, and 17 and 18 will be proposed as ordinary resolutions and resolutions 14 to 16, and 19 will be proposed as special resolutions.

If Shareholders have elected to receive information from the Company in hard copy, they will have received the Annual Report and Accounts 2023 with this document. Shareholders who have not elected to receive hard-copy documents can view or download the Annual Report and Accounts 2023 and this Notice from our website at [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk).

## **Voting by Proxy**

All votes are important to us. Shareholders are strongly encouraged to participate by submitting a proxy vote in advance of the meeting and appointing the Chair of the Meeting if they are unable to attend the AGM in person. This will ensure that their vote will be counted if, ultimately, they (or any other proxy that otherwise might be appointed) are not able to attend the meeting in person. If a Shareholder appoints a person other than the Chair of the Meeting as their duly appointed proxy, it is important to bear in mind that if restrictions on public gatherings are reintroduced, their proxy may not be permitted to attend the AGM and, therefore, would not be able to vote their shares.

# Letter to Shareholders

*continued*

Instructions can be found in the section entitled “Explanatory Notes to the Notice” to enable Shareholders to vote electronically and how to register to do so. To register, Shareholders will need their Investor Code, which can be found on their share certificate. Shareholders may request a paper form of proxy from our Registrar, Link Group. Proxy votes should be submitted as early as possible and, in any event, by no later than 12.00 noon on Friday 14 July 2023 in order to count towards the vote. Submission of a proxy vote will not preclude a Shareholder from attending and voting at the AGM in person.

## **Recommendation**

The Directors consider that all the resolutions that are to be considered at the AGM are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company for the benefit of Shareholders as a whole. The Directors unanimously recommend that Shareholders vote in favour of all the proposed resolutions as they intend to do so in respect of their own interests (both beneficial and non-beneficial).

Yours faithfully

**Maya Abu-Deeb**

General Counsel & Group Company Secretary  
Bloomsbury Publishing Plc  
30 May 2023

# Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Bloomsbury Publishing Plc (the "Company") will be held at the Charlotte Street Hotel, 15–17 Charlotte Street, London W1T 1RJ on Tuesday 18 July 2023 at 12.00 noon.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 13, and 17 and 18 will be proposed as ordinary resolutions and resolutions 14 to 16 and 19 will be proposed as special resolutions.

## Ordinary Business

Shareholders are asked to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the audited accounts of the Company for the year ended 28 February 2023, together with the Report of the Directors and the report of the Auditor thereon.
2. To approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Directors' Remuneration for the year ended 28 February 2023, as set out on pages 143 to 145 and 156 to 168, respectively, of the Company's Annual Report and Accounts for the year ended 28 February 2023.
3. To approve the Directors' Remuneration Policy, as set out on pages 146 to 155 of the Company's Annual Report and Accounts for the year ended 28 February 2023.
4. To declare a final dividend for the year ended 28 February 2023 of 10.34 pence per Ordinary share.
5. To re-elect John Bason as a Director of the Company.
6. To re-elect Sir Richard Lambert as a Director of the Company.
7. To re-elect Nigel Newton as a Director of the Company.
8. To re-elect Leslie-Ann Reed as a Director of the Company.
9. To re-elect Penny Scott-Bayfield as a Director of the Company.
10. To re-elect Baroness Lola Young of Hornsey as a Director of the Company.
11. To re-appoint Crowe U.K. LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which financial statements for the Company are laid before the Company.
12. To authorise the Directors to determine the remuneration of the Auditor on behalf of the Company.

## Special Business

Shareholders are asked to consider and, if thought fit, to pass the following resolutions of which Resolution 13, 17 and 18 will be proposed as ordinary resolutions and resolutions 14, 15, 16 and 19 will be proposed as special resolutions.

13. THAT:
  - a. the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company to such persons and on such terms as they think proper up to a maximum aggregate nominal amount of £340,002 provided that:
    - i. this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, 15 months from the date of the passing of this resolution, unless previously varied, revoked or renewed by the Company in general meeting; and
    - ii. the Company shall be entitled to make, before the expiry of such authority, any offer or agreement which would, or might, require shares to be allotted or rights to subscribe for, or convert, any security into shares in the Company to be granted after the expiry of such authority and the Directors may allot any shares pursuant to such offer or agreement as if such authority had not expired; and
    - iii. the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
  - b. all prior authorities to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company given to the Directors by resolution of the Company be revoked but without prejudice to the allotment of any shares already made or agreed to be made pursuant to such authorities.

# Notice of the Annual General Meeting

*continued*

14. **THAT:** if Resolution 13 is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006 ("the Act")) for cash under the authority given by that resolution and/or to sell Ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:
- a. to the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary shares in the Company where the equity securities respectively attributable to the interests of all such holders of Ordinary shares are proportionate (as nearly as may be) to the respective numbers of and/or rights attaching to Ordinary shares held by them, subject to such exceptions, exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory body or any stock exchange or otherwise in any territory;
  - b. to the allotment of equity securities pursuant to the terms of the Company's existing employees' share or share option schemes or any other employees' share scheme approved by the Shareholders of the Company in general meeting; and
  - c. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. and b. above) up to a nominal value not exceeding in aggregate £102,010; and shall expire at the conclusion of the next Annual General Meeting of the Company after passing this resolution or, if earlier, 15 months from the date of the passing of this resolution, unless previously varied, revoked or renewed by the Company in general meeting, and provided that the Company may, before such expiry, make any offer or agreement which would, or might, require equity securities to be allotted or Ordinary shares held by the Company as treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power hereby conferred had not expired; and all prior powers granted under Section 571 of the Act revoked, provided that such revocation shall not have retrospective effect.
15. **THAT:** if Resolution 13 is passed, the Directors be authorised, in addition to any authority granted under Resolution 14, to allot equity securities (as defined in the Companies Act 2006 ("the Act")) for cash under the authority given by Resolution 13 and/or to sell Ordinary shares held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to any such allotment or sale, such further authority to be:
- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £102,010; and
  - b. used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;
- and shall expire at the conclusion of the next Annual General Meeting of the Company after passing this resolution or, if earlier, 15 months from the date of passing of this resolution, unless previously varied, revoked or renewed by the Company in general meeting, and provided that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted or Ordinary shares held by the Company as treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power hereby conferred had not expired; and all prior powers granted under Section 571 of the Act revoked, provided that such revocation shall not have retrospective effect.



16. **THAT:** the Company be authorised, pursuant to Section 701 of the Companies Act 2006 (“the Act”), to make market purchases (as defined in Section 693(4) of the Act) of any of its Ordinary shares of 1.25p each (“Ordinary shares”) in such manner and on such terms as the Directors may from time to time determine provided that:
- the maximum number of Ordinary shares authorised to be purchased is 8,160,867 Ordinary shares being 10% of the issued Ordinary shares of the Company at the date of the notice of this resolution;
  - the maximum price (exclusive of expenses) which may be paid for each Ordinary share is an amount equal to 105% of the average of the middle market quotations for an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased and the minimum price (exclusive of expenses) which may be paid for each Ordinary share is 1.25 pence;
  - the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the conclusion of the next AGM of the Company to be held after passing this resolution or 15 months from the date of passing of this resolution, whichever shall be the earlier; and
  - the Company shall be entitled under such authority to make at any time before its expiry or termination any contract to purchase its own shares which will or might be concluded wholly or partly after the expiry or termination of such authority and may purchase its own shares pursuant to such contract.
17. **THAT:**
- the rules of the Bloomsbury Publishing Plc 2023 Executive Share Plan (the “2023 ESP”) in the form produced to the meeting and initialled by the Chairman for the purposes of identification and the principal terms of which are summarised in Appendix 1 to the circular containing the Company’s 2023 Notice of AGM, be and are hereby approved and the Directors be and are generally authorised to do all acts and things that they consider necessary or expedient to give effect to the 2023 ESP; and
  - the Directors be authorised to establish further plans based on 2023 ESP but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under any other such plans will count against any limits on individual or overall participation in the 2023 ESP.
18. **THAT:**
- the rules of the Bloomsbury Publishing Plc 2023 Sharesave Plan (the “2023 Sharesave”) in the form produced to the meeting and initialled by the Chairman for the purposes of identification and the principal terms of which are summarised in Appendix 2 to the circular containing the Company’s 2023 Notice of AGM, be and are hereby approved and the Directors be and are generally authorised to do all acts and things that they consider necessary or expedient to give effect to the 2023 Sharesave; and
  - the Directors be authorised to establish further plans based on the 2023 Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under any other such plans count against any limits on individual or overall participation in the 2023 Sharesave.
19. **THAT** article 67 of the Company’s Articles of Association be amended so that the maximum aggregate annual fees of the Non-Executive Directors be set at £300,000.

By order of the Board

**Maya Abu-Deeb**

General Counsel & Group Company Secretary  
Bloomsbury Publishing Plc  
30 May 2023

Registered Office  
50 Bedford Square  
London  
WC1B 3DP

# Explanatory Notes to the Resolutions

Resolutions 1 to 13, 17 and 18 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 14 to 16 and 19 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

## **Resolution 1 (ordinary resolution) – Report and Accounts**

To receive the report of the Directors and the financial statements for the year ended 28 February 2023, together with the report of the Auditor.

## **Resolution 2 (ordinary resolution) – Approval of Annual Statement by the Chair of the Remuneration Committee and Annual Report on Directors' Remuneration**

The Directors are required to prepare the Directors' Remuneration Report, comprising an annual report detailing the remuneration of the Directors and an annual statement by the Chair of the Remuneration Committee. These are set out on pages 143 to 145 and 156 to 168 of the Annual Report and Accounts. The Company is required to seek Shareholders' approval in respect of the contents of the Remuneration Report on an annual basis (excluding the part containing the Directors' Remuneration Policy) and of the annual statement. The vote for Resolution 2 is an advisory one.

## **Resolution 3 (ordinary resolution) – Approval of the Directors' Remuneration Policy**

The Directors' Remuneration Policy is set out on pages 146 to 155 of the Company's Annual Report and Accounts for the year ended 28 February 2023. The Policy must be approved by Shareholders by means of a separate resolution (in accordance with Section 439A of the Companies Act 2006) at least once every three years. The current Policy was approved by Shareholders at the AGM in 2020 and is therefore due for renewal. As part of the review of the Policy, the Company consulted with a number of the Company's largest Shareholders and where appropriate, their comments have been reflected.

Subject to Shareholders' approval, it is intended that the new Policy will take effect from 1 March 2023 and will become formally effective immediately after the AGM.

## **Resolution 4 (ordinary resolution) – Final Dividend**

The Board proposes a final dividend of 10.34 pence per share for the year ended 28 February 2023. If approved, the recommended final dividend will be paid on 25 August 2023 to all Shareholders on the register on the record date of 28 July 2023. Payments will be made by cheque or BACS (where there is an existing dividend mandate). The final dividend equates to an aggregate distribution to Shareholders of approximately £8.40 million, making approximately £9.51 million in aggregate for the interim and final dividend together for the year ended 28 February 2023.

## **Resolutions 5 to 10 (ordinary resolutions) – Reappointment of Directors**

In accordance with Provision 18 of the UK Corporate Governance Code and the Articles, all the Directors are subject to annual re-election by Shareholders. The re-election of Directors, if approved, will take effect at the conclusion of the meeting.

The Board has considered the appraisal of the performance of each Director offering themselves for re-election and has concluded that each of them makes positive and effective contributions to the meetings of the Board and the Committees on which they sit and that they demonstrate commitment to their roles.

The Board is satisfied that each Non-Executive Director offering themselves for re-election is independent in character and there are no relationships or circumstances likely to affect their character or judgement.

Biographical details for each of the Directors may be found on pages 116 to 117 of the Annual Report and Accounts.

The Board unanimously recommends the re-election of each of the Directors.

## **Resolution 11 (ordinary resolution) – Re-appointment of the Auditor**

The Board, on the recommendation of the Audit Committee, recommends the re-appointment of Crowe U.K. LLP (“Crowe”) as the Auditor of the Company until the conclusion of the next Annual General Meeting.

## **Resolution 12 (ordinary resolution) – Remuneration of the Auditor**

The Board proposes that it be authorised to determine the level of the Auditor’s remuneration for the year ending 29 February 2024.

## **Resolution 13 (ordinary resolution) – Authority to allot Ordinary shares**

This is an ordinary resolution to replace the general authority, last given at the 2022 AGM, for the Directors to be authorised to allot Ordinary shares pursuant to Section 551 of the Act. This resolution, if passed, would give the Directors the authority to allot up to 27,200,170 Ordinary shares of 1.25 pence with a nominal value of £340,002, representing approximately 33.33% of the issued Ordinary share capital of the Company at the date of this Notice.

This authority, if granted, will expire on the earlier of the conclusion of the Company’s next AGM and 15 months from the date of passing this resolution. The Board has no present intention of exercising the authority granted by this resolution save other than pursuant to employee share schemes. The Board intends to seek its renewal at subsequent AGMs of the Company.

As at the date of signing the Directors’ Remuneration Report for the 2023 Annual Report and Accounts, the Directors had beneficial holdings of Ordinary shares in the Company which, in aggregate, amounted to approximately 1.89% of the Ordinary shares in issue. The Directors have been granted awards under the Company’s share award schemes that, if they were to fully vest, would entitle the Directors to further Ordinary shares which, in aggregate, would amount to approximately a further 0.95% of the Ordinary shares in issue.

## **Resolutions 14 and 15 (special resolutions) – Disapplication of statutory pre-emption provisions**

If the Directors wish to allot new shares and other equity securities, or to sell treasury shares, for cash (other than in connection with an employee share scheme), Company Law requires that these shares are offered first to Shareholders in proportion to their existing shareholdings.

The Pre-Emption Group published a revised statement of principles for the disapplication of pre-emption rights (the Principles) in November 2022. The Principles, amongst other things, support companies seeking authority to issue non-preemptively for cash equity securities representing:

1. no more than 10% of issued ordinary share capital whether or not in connection with an acquisition or specified capital investment (a general disapplication); and
2. no more than an additional 10% of issued ordinary share capital, provided that it is intended to be used only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment.

Accordingly, the purpose of Resolution 14 is to authorise the Directors to allot new Ordinary shares pursuant to the allotment authority given to them by Resolution 13, or to sell treasury shares, for cash (i) pursuant to the terms of the Company’s employees’ share schemes; (ii) in connection with a pre-emptive offer or rights issue to Shareholders; or (iii) otherwise up to a nominal value equivalent to 10% of the issued Ordinary share capital (exclusive of treasury shares) without the shares first being offered to existing Shareholders in proportion to their existing shareholdings.

The Principles also support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than an additional 10% of issued Ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment in respect of which sufficient information is made available to Shareholders to enable them to reach an assessment of the potential return.

# Explanatory Notes to the Resolutions

*continued*

Accordingly, and in line with the template resolutions published by the Pre-Emption Group under the Principles, the purpose of Resolution 15 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 13, or sell treasury shares, for cash up to a further nominal amount equivalent to 10% of the issued Ordinary share capital (exclusive of treasury shares) only in connection with an acquisition or specified capital investment, which is announced contemporaneously with the allotment, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue. If the authority given in Resolution 15 is used, the Company will publish details of the placing in its next annual report.

If Resolutions 14 and 15 are passed, the authority will expire on the earlier of the conclusion of the Company's next AGM and 15 months from the date of passing the resolutions.

The Board considers the authorities in Resolutions 14 and 15 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. The Directors have no current intention to exercise the authorities granted by Resolutions 14 and 15 other than pursuant to employee share schemes. The Company has not allotted Ordinary shares or sold treasury shares for cash on a non-pre-emptive basis in the previous six years other than as follows: 247,393 shares allotted during August 2016 in connection with the acquisition of Berg Fashion Library; shares allotted under employee share option schemes; the non-pre-emptive equity placing of 3,766,428 Ordinary shares in the capital of the Company in April 2020; and the issue of 2,513,674 Ordinary shares by way of a bonus issue in August 2020.

## **Resolution 16 (special resolution) – Authority for the Company to purchase Ordinary shares**

This is a resolution to replace the general authority, last given at the 2022 AGM, for the Company to purchase its own Ordinary shares and either to cancel them or to hold them as treasury shares. The Company would be authorised to make market purchases of up to 8,160,867 Ordinary shares with a nominal value of £102,010, being equivalent to 10% of the issued Ordinary share capital (excluding treasury shares) at the date of this Notice.

Treasury shares are not taken into account in calculations of earnings per share and may only be transferred pursuant to an employee share scheme, cancelled or sold for cash. Shares would only be purchased if the Directors consider such purchases are in the best interests of Shareholders, generally, and can be expected to result in an increase in earnings per share. The authority will only be used after considering the prevailing market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Any purchases would be market purchases through the London Stock Exchange. The upper and lower limits on the price, which may be paid for those shares, are set out in the resolution itself.

This authority would, if granted, expire on the earlier of the conclusion of the Company's next AGM and 15 months from the date of passing this resolution.

The Directors believe it is prudent to seek this general authority to be able to act if circumstances arise in which they consider such purchases to be in the best interests of Shareholders generally. The Directors have no current intention to exercise the authority granted by this resolution. The Company has not purchased its own Ordinary shares in the previous five years and holds no shares in treasury as at the date of this Notice.

## **Resolution 17 (ordinary resolution) – Replacement of existing share incentive plan**

This resolution seeks authority from Shareholders for the implementation of a replacement long-term incentive arrangement currently intended to be used for the Company's Executive Directors and senior management.

The proposed Bloomsbury Publishing Plc 2023 Executive Share Plan (the "2023 ESP") would replace the Company's existing performance share plan (the Bloomsbury Performance Share Plan 2014 approved by the Shareholders on 22 July 2014 ("2014 PSP")) which was otherwise due to expire in 2024.

The design of the 2023 ESP has been developed by the Remuneration Committee and, as with the 2014 PSP, will provide for discretionary annual share-based awards in the case of senior employees ordinarily vesting three years from grant, subject to continued service and to the extent to which objective performance criteria are met over a three-year measurement period. Any shares block listed in connection with the 2014 Sharesave and 2014 PSP will be used in the operation of the 2023 Sharesave and 2023 ESP subject to the limits set out in the rules of the respective plans.

A summary of the principal terms of the 2023 ESP is set out in Appendix 1 to the Notice of Annual General Meeting. Details of the performance conditions proposed for the first awards under the 2023 ESP to the Company's Executive Directors, are set out in the Director's Remuneration Report.

## **Resolutions 18 (ordinary resolution) – Renewal of Sharesave plan**

This resolution seeks authority from Shareholders to update the terms of the existing Bloomsbury Sharesave Plan 2014 approved by the Shareholders on 22 July 2014 (the "2014 Sharesave") due to expire in 2024, to become the Bloomsbury Publishing Plc 2023 Sharesave Plan (the "2023 Sharesave").

Sharesave schemes are "all-employee" savings-related share option plans under which UK-based employees may sign up to savings contracts to save, up to £500 per month over a three-year savings term. On the maturity of the contracts, participants can elect to use their savings (and any interest) to exercise a linked discounted share option to acquire shares on HMRC tax-favoured terms or ask for the return of the savings (and any interest).

Any shares block listed in connection with the 2014 Sharesave and 2014 PSP will be used in the operation of the 2023 Sharesave and 2023 ESP subject to the limits set out in the rules of the respective plans.

A summary of the principal terms of the 2023 Sharesave is set out in Appendix 2 to the Notice of Annual General Meeting.

The Remuneration Committee believes that the new and updated plans will result in strategically focused, equity-based, long-term incentive arrangements that will improve the alignment of interests between employees and Shareholders.

## **Resolution 19 (special resolution) – Amendment of the Articles of Association of Bloomsbury Publishing Plc**

The Board is seeking Shareholder approval, in accordance with Article 67 of the Company's Articles of Association, to increase the limit of the aggregate fees for Non-Executive Directors (excluding the Chairman) to £300,000. The current limit of £150,000 has been in place since 1994. The Board believes it is appropriate to recommend an increase in the limit to reflect the growth of the Company over the last three decades, and to ensure there is sufficient flexibility and headroom to retain talent and maintain Non-Executive Directors' fees in line with market trends. The proposed new limit is at the lower end of market practice for UK-listed companies of a similar size.

# Explanatory Notes to the Notice

The following notes explain your general rights as a Shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

- 1. Entitlement to attend and vote.** Shareholders included on the register of members (in relation to Ordinary shares held in CREST, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001) at close of business on Friday 14 July 2023 will be entitled to vote at the AGM in respect of the number of Ordinary shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 2. Appointment of proxies.** If a Shareholder meets the criteria set out in Note 1 above, they are entitled to attend and vote or may appoint one or more proxies to attend, speak and vote on their behalf. A proxy need not be a Shareholder of the Company. A Shareholder can only appoint a proxy using the procedures set out in these notes. If a Shareholder wishes their proxy to speak on their behalf at the meeting, they will need to appoint their own choice of proxy (who is not the Chair) and give instructions directly to the proxy. A Shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A Shareholder may not appoint more than one proxy to exercise rights attached to any one share. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the Shareholder's proxy will vote or abstain from voting at their discretion. The Shareholder's proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the AGM.

Shareholders are recommended to vote their shares, electronically, at [www.signalshares.com](http://www.signalshares.com). On the home page, search "Bloomsbury Publishing Plc" and then register or log in, using your Investor Code. To vote at the AGM, click on the "Vote Online Now" button by not later than 12.00 noon on Friday 14 July 2023 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it). Electronic votes and proxy votes should be submitted as early as possible and, in any event, to be received by no later than 12.00 noon on Friday 14 July 2023. Any power of attorney or other authority under which the proxy is submitted must be sent to the Company's Registrar (Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL) so as to have been received by the Company's Registrars by not later than 12.00 noon on Friday 14 July 2023 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

You are entitled to request a hard-copy form of proxy directly from the Registrar, Link Group, whose contact details can be found in Note 14. If a paper form of proxy is requested from the Company's Registrar, it must be completed and sent to the Company's Registrar (Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL) so as to have been received by the Company's Registrars by not later than 12.00 noon on Friday 14 July 2023 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

- 3. Appointment of proxies through CREST.** CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID - RA10) not later than 48 hours before the time appointed for holding the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual. In all cases, for a proxy form to be valid, the CREST Voting Service information must be received by the Company's Registrar no later than 48 hours before the time appointed for the holding of the AGM.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a

voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. **Appointment of proxy by joint members.** In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
5. **Changing proxy instructions.** To change your proxy instructions, simply submit a new proxy appointment using the methods set out in Note 2. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form, and would like to change the instructions using another hard-copy proxy form, please contact Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
6. **Termination of proxy appointments.** In order to revoke a proxy instruction electronically, please follow the method set out in Note 2 and elect to withhold your vote on each resolution. To revoke a hard-copy proxy instruction, you will need to inform the Company by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a Shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Group no later than 12.00 noon on Friday 14 July 2023. If you attempt to revoke your proxy appointment, but the revocation is received after the time specified, then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
7. **Corporate representatives.** A corporation which is a Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a Shareholder, provided that no more than one corporate representative exercises powers over the same shares.
8. **Issued shares and total voting rights.** As at 30 May 2023 (being the last business day prior to the date of this Notice), the Company's issued share capital comprised 81,608,672 Ordinary shares of 1.25 pence each (subject to any changes that will be notified to you at the beginning of the AGM). Each Ordinary share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 30 May 2023 is 81,608,672.
9. **Questions at the AGM.** Any Shareholder attending the meeting has the right to ask questions. Under Section 319A of the Companies Act 2006, the Company must answer any question relating to the business being dealt with at the meeting, except in certain circumstances, including (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interest of the Company or the good order of the meeting that the question be answered.
10. **Website publication of audit concerns.** Under Section 527 of the Companies Act 2006, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on

# Explanatory Notes to the Notice

*continued*

- a website under Section 527 of the Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
11. **Nominated Persons.** Any person to whom this Notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between them and the Shareholder by whom they were nominated ("Relevant Member"), have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they, under any such agreement, may have a right to give instructions to the Relevant Member as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you. The statement of the rights of Shareholders in relation to the appointment of proxies does not apply to Nominated Persons. The rights described in this regard can only be exercised by Shareholders of the Company.
12. **Members' Rights.** Under Section 338 and Section 338A of the Companies Act 2006, a member, or members, meeting the qualification criteria in those sections have the right to require the Company (i) to give to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM, and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); or (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard-copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, and must be authorised by the person or persons making it. The request must be received by the Company not later than the later of the dates falling six weeks before the AGM and the time of giving this Notice of AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
13. **Documents.** Copies of the following documents will be available for inspection at the place of the AGM for 15 minutes prior to, and during, the meeting:
- copy of this Notice of AGM;
  - copies of the service agreements under which the Executive Directors of the Company are employed by the Company or its subsidiaries;
  - copies of letters of appointment of the Non-Executive Directors;
  - a copy of the 2023 Annual Report and Accounts;
  - copies of the Company's proposed 2023 Executive Share Plan and 2023 Sharesave Plan; and
  - a copy of the Articles of Association.
14. **Communication.** Except as provided above, members who have general queries about the AGM should email the Company's Registrar Link Group at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or you can the Company's Registrar Shareholder helpline on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 am to 5:30 pm, Monday to Friday, excluding weekends and public holidays in England and Wales. Calls may be recorded and monitored for security and training purposes; no other methods of communication will be accepted. You may not use any electronic address provided in this Notice of Meeting to communicate with the Company for any purposes other than those expressly stated.
- Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
- Unless otherwise indicated on the Form of Proxy, CREST, or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.
15. **Website giving information regarding the AGM.** Information regarding the meeting, including the information required by Section 311A of the Companies Act 2006, is available from [www.bloomsbury-ir.co.uk](http://www.bloomsbury-ir.co.uk).



# Appendices to the Notice of AGM

## Appendix 1: Summary of the principal terms of the Bloomsbury Publishing Plc 2023 Executive Share Plan (the “2023 ESP”)

### SUMMARY

#### Principal terms of the Bloomsbury Publishing Plc 2023 Executive Share Plan

The terms of the Bloomsbury Publishing Plc 2023 Executive Share Plan are summarised below. The proposed operation of the 2023 ESP in respect of the Company’s Executive Directors (including the performance conditions) is described in the proposed Director’s Remuneration Policy as set out on pages 146 to 155 of the Company’s Report and Accounts.

#### Operation

The 2023 ESP will be administered by the Board of Directors or by any duly authorised committee of the Company (the “Board”). Decisions in relation to any participation in the 2023 ESP by the Company’s Executive Directors will always be taken by the Company’s Remuneration Committee.

#### Eligibility

Any current or former employee (including an Executive Director) of the Company or a member of the Company’s group (“Group”) is eligible to participate at the Board’s discretion.

#### Grant of awards

Awards may be granted by the Board as conditional awards of, or nil-cost options over, ordinary shares in the Company (“Shares”) or cash-based awards relating to a number of “notional” Shares (being “cash conditional awards” or “cash options”, as applicable). It is intended that awards will be granted in relation to Shares wherever practicable.

Awards can only be granted in the six weeks following the day on which the 2023 ESP is approved by Shareholders, the first dealing day after the day of the announcement by the Company of its results for any period, any day on which a restriction on the grant of awards is lifted, the day on which the Directors’ Remuneration Policy is approved by Shareholders, or any day on which the Board determines that exceptional circumstances exist which justify the grant of awards. Awards may not be transferred, assigned, charged or otherwise disposed of except in the event of death and will not form part of pensionable earnings.

No payment is required for the grant of an award. Awards are not transferable, except on death.

#### Individual limit

Awards will not be granted to an Executive Director under the 2023 ESP in respect of any financial year of the Company over Shares with a market value (as determined by the Board) in excess of the limit set out in the Directors’ Remuneration Policy at the time (as approved by Shareholders).

#### Performance conditions

Awards other than deferred bonus awards made under the 2023 ESP will usually be subject to a performance condition and the period over which any performance condition will be assessed will not be less than three years.

Any performance condition may be amended or substituted if the Board considers that an amended or substituted performance condition would be reasonable, more appropriate and would not be materially less difficult to satisfy than when it was originally set.

#### Vesting, exercise and release of awards

Deferred bonus awards will normally vest on the second anniversary of grant.

Awards subject to performance conditions will normally vest as soon as reasonably practicable after the end of the performance period (or on such later date as the Board determines). Awards not subject to performance conditions (other than deferred bonus awards), will normally vest on the third anniversary of grant (or such other date as the Board determines).

# Appendices to the Notice of AGM

*continued*

The Board may also adjust (including by reducing to nil) the extent to which an award would vest, if it considers that either the vesting level does not reflect the underlying financial or non-financial performance of the participant or the Group over the vesting period, or the vesting level is not appropriate in the context of circumstances that were unexpected, or unforeseen, when the award was granted, or there exists any other reason why an adjustment is appropriate.

In addition, the Board may determine that a vested award (other than a deferred bonus award), is also subject to an additional holding period during which Shares subject to an award will not be delivered to participants and at the end of which awards will be "released" (i.e. participants will be entitled to receive their Shares under their awards). The Board will determine the length of the holding period (which will start on the date an award vests), provided that the holding period will, for awards granted to the Company's Executive Directors, normally end no earlier than the fifth anniversary of the grant date.

Nil-cost options will be exercisable from the date of vesting (or, where relevant, release) until the tenth anniversary of the grant date.

At any time before the point at which an award has vested/been released, or a nil-cost option has been exercised, the Board may decide to pay a participant a cash amount equal to the value of the Shares they would have otherwise received.

## **Dividend equivalent payments**

The Board may decide to award dividend equivalent payments in respect of the Shares that vest under awards in respect of dividends paid in the period between grant and vesting (or, where relevant, release). Dividend equivalents may be paid in Shares or cash and may assume the reinvestment of the dividends in Shares.

## **Malus and clawback**

The Board may, where a specific circumstance occurred or existed:

- reduce awards (to zero if appropriate) or impose additional conditions on the awards at any time prior to the earlier of the delivery of cash and/or Shares in satisfaction of an award at any time before the end of the applicable recovery period; and/or
- require that the participant either return some or all of the Shares acquired under their award or make a cash payment to the Company in respect of the Shares delivered up to the end of the applicable recovery period.

The recovery period means the period:

- for awards subject to a performance condition, beginning on the first day of the performance period and ending on the sixth anniversary of the grant date;
- for awards not subject to a performance condition (other than deferred bonus awards), beginning on the first date of the vesting period and ending on the sixth anniversary of the grant date; and
- for deferred bonus awards, beginning on the first day of the bonus year to which the award relates and ending on the third anniversary of the last day of that bonus year.

Specific circumstances include but are not limited to:

- a material misstatement of any Group member's financial results;
- an error in assessing a performance condition applicable to an award or in the information or assumptions on which the award was granted, vested or is released;
- serious misconduct on the part of the participant;
- serious reputational damage to any Group member or relevant business unit;
- fraud on the part of the participant; or
- a material corporate failure in any Group member or relevant business unit.

The Board may take any of the actions set out above in order to effect the recovery of sums paid or Shares delivered under any malus or clawback provisions that are included in any incentive plan (including the 2023 ESP) operated by any company in the Group.

### Leavers

Awards will usually lapse on the individual's cessation of office or employment with the Group except where cessation is as a result of the individual's death, ill-health, injury or disability, the employer is no longer a member of the Group, or for any other reason that the Board determines, in which case awards will vest on the normal vesting date subject to achievement of any performance conditions and usually considering the time elapsed at the date of cessation (unless the Board determines otherwise) ("good leavers").

The extent to which an award will vest in these circumstances will depend upon two factors:

- i. the extent to which any performance conditions have been satisfied over the normal measurement period; and
- ii. the pro-rating of the award to reflect the reduced period of time between its grant and vesting, although the Board can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

Deferred bonus awards will not normally be subject to time prorating.

Alternatively, if a participant ceases to be an employee or Director in the Group, for one of the good leaver reasons specified above, the Board can, instead, decide that their award will vest on the date of cessation, subject to: (i) any applicable performance conditions measured at that time; and (ii) pro-rating by reference to the time of cessation as described above.

If a participant ceases to be an officer or employee of the Group during a holding period, their award will normally be released at the end of such holding period, unless the Board determines that it should be released as soon as reasonably practicable following their cessation of office or employment. However, if a participant ceases employment as a result of gross misconduct during a holding period, their award will lapse immediately. Nil-cost options will normally be exercisable for six months post-release.

If a participant ceases to be an officer or employee of the Group whilst holding a vested nil-cost option which is not (or no longer) subject to a holding period, they will normally have six months from cessation of office or employment to exercise that nil-cost option, unless cessation took place as a result of gross misconduct, in which case the nil-cost option will lapse immediately. An exercise period of 12 months will normally apply in the event of the participant's death.

### Corporate events

In the event of a change of control of the Company, unvested awards will vest to the extent determined by the Board, taking into account the extent to which any performance condition has been satisfied and, unless the Board determines otherwise, the proportion of the period of time between grant and the normal vesting date that has elapsed at the date of the relevant event (save usually for deferred bonus awards). Awards to the extent vested will then be released. Awards comprising nil-cost options, whether released in these circumstances or earlier, will lapse after a period of one month from the date of the relevant event if not exercised.

Alternatively, the Board may permit awards to be exchanged for shares in the acquiring company. If the change of control is an internal reorganisation of the Group or if the Board so decides, participants will be required to exchange their awards (rather than awards vesting/being released as part of the transaction).

If other corporate events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares, the Board may determine that awards will vest taking into account the satisfaction of any performance condition and, unless the Board determines otherwise, the proportion of the period of time between grant and the normal vesting date that has elapsed at the date of the relevant event (save usually for deferred bonus awards). The Board will also determine the period in which any nil-cost option (whether released in these or earlier circumstances) may be exercised, after which time it will lapse.

### Overall limits

Awards may be satisfied using new issue Shares, treasury Shares or Shares purchased in the market.

In any 10 calendar-year period, the Company may not issue (or grant rights to issue) more than:

- 10 per cent of the issued ordinary share capital of the Company under the 2023 ESP and any other employee share plan adopted by the Company; and
- 5 per cent of the issued ordinary share capital of the Company under the 2023 ESP and any other executive share plan adopted by the Company.

# Appendices to the Notice of AGM

*continued*

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

## **Adjustment of awards**

The Board may adjust the number of Shares under an award or any performance condition applicable to an award in the event of a variation of the Company's share capital or any demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares.

## **Alterations to the plan**

The Board may make minor alterations to the 2023 ESP rules at any time to benefit the administration of the 2023 ESP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company or any company of which the Company has control or any associated company or any related company. Shareholder approval is required for any amendments that are to the advantage of participants in respect of:

- eligibility to participate;
- individual limits on participation;
- overall limits on the issue of Shares or the transfer of treasury Shares under the 2023 ESP;
- the basis for determining a participant's entitlement to, and the terms of, Shares provided under the 2023 ESP; and
- the adjustments that may be made in the event of a rights issue or any other variation of capital.

No alteration to the material disadvantage of any participant shall be made unless:

- the Board invited every relevant participant to indicate whether or not they approve the alteration; and
- the alteration is approved by a majority of those participants who have given such an indication.

## **Satisfying awards and termination of 2023 ESP**

Awards may be satisfied using newly issued Shares, Shares held in treasury or Shares purchased in the market. Awards may not be granted under the 2023 ESP after the tenth anniversary of its approval by Shareholders.

## **Benefits not pensionable**

Benefits gained under the 2023 ESP shall not be pensionable.

## **Life of plans**

Awards under the 2023 ESP may not be granted more than 10 years after Shareholder approval of the plan.

## **Participants' rights**

Awards will not confer any Shareholder rights until the awards have vested or been exercised and the participants have received their Shares at the end of the Holding Period, where applicable.

## **Rights attaching to Shares**

Any Shares allotted when an award vests or is exercised under the plan will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

## **Overseas plans**

The Shareholder resolution to approve the plan will allow the Board, without further Shareholder approval, to establish further plans for overseas territories, any such plan to be similar to the relevant plan, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such plans will count against any limits on individual or overall participation in the 2023 ESP.

## **Inspection**

A copy of the 2023 ESP rules will be available for inspection at the AGM at least 15 minutes prior to the start of the meeting and up until the close of the meeting, and available on the National Storage Mechanism <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of publishing this Notice of AGM.

## Appendix 2: Summary of the principal terms of the Bloomsbury Publishing Plc 2023 Sharesave Plan (the “2023 Sharesave”)

### Introduction

The Company has previously operated the Bloomsbury Publishing Plc 2014 Sharesave Plan, which expires for the purposes of new options in July 2024. It is proposed that the 2023 Sharesave will replace the existing plan for grants from the 2023 AGM onwards. The 2023 Sharesave is similar to the existing plan, but has been updated to reflect current practice and legislative changes.

### Overview

The 2023 Sharesave is an “all employee” share option plan, which is intended to satisfy the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 and will give participating employees the opportunity to acquire ordinary shares in the Company (“Shares”). The 2023 Sharesave will be administered by the Board or a committee or person duly authorised by the Board, and references in this summary to the Board should be read accordingly.

Shares may be acquired using savings of up to £500 per month (or such other amount permitted under the relevant legislation governing UK tax qualifying SAYE plans from time to time) over a period of three or five years.

### Eligibility

All employees and full-time Executive Directors of the Company and any designated participating subsidiary who are UK resident taxpayers are eligible to participate. The Board may require employees to have completed a qualifying period of employment of up to five years to participate. The Board may also allow other employees to participate.

### Grant of options

Options can only be granted to employees who enter into savings contracts under which monthly savings are normally made over a period of three or five years. Options must be granted within 30 days (or 42 days if applications are scaled back) of the first day by reference to which the option price is set. The number of Shares over which an option is granted will be such that the total option price payable for those Shares will correspond to the proceeds on maturity of the related savings contract.

No payment is required for the grant of an option. Options are not transferable, except on death.

### Individual participation

Monthly savings by an employee under all savings contracts linked to options granted under any Sharesave scheme may not exceed the statutory maximum (currently £500). The Board may set a lower limit in relation to any particular grant.

In certain circumstances, participants will be able to delay payment of their savings contributions for up to 12 months without causing their savings contracts to be cancelled prematurely. The savings contract term would then be extended to reflect the number of months in which contributions were delayed.

### Option price

The price per Share payable upon the exercise of an option will not be less than the higher of: (i) 80 per cent of the average middle-market quotation of a Share on the London Stock Exchange on the five days preceding a date specified in an invitation to participate in the 2023 Sharesave (or such other day or days as may be determined by the Board); and (ii) if the option relates only to new issue Shares, the nominal value of a Share.

The option price will be determined by reference to dealing days which fall within six weeks of the announcement by the Company of its results for any period or at any other time when the Board considers there to be exceptional circumstances which justify offering options under the 2023 Sharesave.

# Appendices to the Notice of AGM

*continued*

## **Exercise of options**

Options will normally be exercisable for a six-month period from the third or fifth anniversary of the commencement of the related savings contracts. Earlier exercise is permitted, in the following circumstances:

- following cessation of employment by reason of death, injury, disability, redundancy, retirement, a relevant transfer under the Transfer of Undertakings (Protection of Employment) Regulations 2006 or the business or company that the employee works for ceasing to be part of the Company's group;
- where employment ceases more than three years from grant for any reason other than dismissal for misconduct;
- in the event of a takeover, scheme of arrangement or winding-up of the Company, except in the case of an internal corporate re-organisation when the Board may decide to exchange existing options for equivalent new options over shares in a new holding company; and
- at the Board's discretion, within the 20 days before the date of a general offer or the date upon which a participant becomes bound or entitled to acquire shares in terms of a compulsory acquisition. Where these events do not later occur, the exercise of such options will be of no effect.

Except where stated above, options will lapse on cessation of employment or directorship with the Company's group.

Shares will be allotted or transferred to participants within 30 days of exercise.

## **Variation of capital**

If there is a variation in the Company's share capital then the Board may make such adjustment as it considers appropriate to the number of Shares under option and the option price.

## **Overall Plan limit**

Awards may be satisfied using new issue Shares, treasury Shares or Shares purchased in the market.

In any ten calendar-year period, the Company may not issue (or grant rights to issue) more than ten per cent of the issued ordinary share capital of the Company under the 2023 Sharesave and any other employee share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

## **Alterations to the plan**

The Board may make minor alterations to the 2023 Sharesave rules at any time to benefit the administration of the plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company or any company of which the Company has control or any associated company or any related company. Shareholder approval is required for any amendments that are to the advantage of participants in respect of:

- eligibility to participate;
- individual limits on participation;
- overall limits on the issue of Shares or the transfer of treasury Shares under the 2023 Sharesave;
- the basis for determining a participant's entitlement to, and the terms of, Shares provided under the Plan; and
- the adjustments that may be made in the event of a rights issue or any other variation of capital.

No alteration to the material disadvantage of any participant shall be made unless:

- the Board invited every relevant participant to indicate whether or not they approve the alteration; and
- the alteration is approved by a majority of those participants who have given such an indication.

## **Benefits not pensionable**

Benefits gained under the 2023 Sharesave shall not be pensionable.

## **Life of the 2023 Sharesave**

Options may not be granted more than 10 years after Shareholder approval of the plans.

**Participant rights**

Options will not confer any Shareholder rights until the options have been exercised and the participants have received their Shares.

**Rights attaching to Shares**

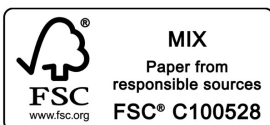
Any Shares allotted when an option is exercised under the 2023 Sharesave will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

**Overseas plans**

The Shareholder resolutions to approve the 2023 Sharesave will allow the Board, without further Shareholder approval, to establish further plans for overseas territories, any such plan to be similar to the plan, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the 2023 Sharesave.

**Inspection**

A copy of the 2023 Sharesave rules will be available for inspection at the AGM at least 15 minutes prior to the start of the meeting and up until the close of the meeting and available on the National Storage Mechanism <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of publishing this Notice of AGM.



The production of this report supports the work of the Woodland Trust, the UK's leading woodland conservation charity. Each tree planted will grow into a vital carbon store, helping to reduce environmental impact as well as creating natural havens for wildlife and people.



▲ Bloomsbury Chief Executive and Founder, Nigel Newton and Chief Executive Officer of the London Stock Exchange, Julia Hoggett, together with Nicholas Lyons, the Lord Mayor of the City of London and members of the Bloomsbury Board and Executive Committee open the Market for trading at the LSE's headquarters on the day of Bloomsbury's annual results announcement on 31 May 2023.

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