

Directors' report

The Directors present their report, together with the audited accounts in relation to the Group activities for the year ended 31 March 2023.

Statutory information contained elsewhere in the Annual Report

In accordance with s414c of the Companies Act 2006, certain matters that would otherwise be required to be disclosed in the Directors' Report are included elsewhere in this document including in the Strategic Report (from pages 1 to 59), the Corporate Governance Statement (from pages 66 to 71) or as indicated below. All this information is incorporated into this Directors' report by reference.

- Strategic report pages 1 to 59
- Financial Review pages 38 to 43
- Principal Risks & Uncertainties pages 51 to 59
- Going Concern & Viability page 59
- Section 172 Statement pages 48 and 49
- Remuneration Report pages 81 to 90
- Financial instruments pages 156 to 160
- Related party transactions page 163

Financial results and dividends

The Group's financial results, risk management objectives and policies are discussed in the Financial Review on pages 38 to 43 and within note 27. The Directors have recommended a final ordinary dividend of 4.00 pence per share (2022: 3.81 pence per share) amounting to £10.1 million (2022: £9.6 million). If approved by shareholders at the Annual General Meeting ('AGM'), the final dividend will be paid on 3 August 2023 to ordinary shareholders whose names were on the Register of Members on 23 June 2023. A Dividend Reinvestment Plan ('DRIP') will be offered, allowing eligible shareholders to reinvest their dividends into GBG shares. Further information regarding the DRIP is set out on page 182.

Substantial shareholders

In accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, we have been notified of the following interests in the ordinary share capital, representing 3% or more of our issued share capital. Details of substantial shareholders is regularly published and updated on our website.

The position as at 31 March 2023 is detailed in the substantial shareholder table below.

Since 31 March 2023 to the date of release of this Annual Report and Accounts, we have not received any notifications from our shareholders in accordance with the Disclosure Guidance and Transparency Rules.

Substantial shareholder	No. of shares owned at 31 March 2023	Percentage of shares owned at 31 March 2023
AXA Framlington Investment Managers	15,261,101	6.05%
Octopus Investments	15,013,807	5.95%
Aegon Asset Management UK	12,655,904	5.01%
Liontrust Sustainable Investments	10,502,493	4.16%
Ninety One	8,660,891	3.43%
Fidelity International	7,883,291	3.12%

Share capital

Details of the authorised and issued share capital of the Company and options over shares of the Company are set out in notes 29 and 30 to the financial statements.

Restrictions on transfers

We are not aware of any agreements between shareholders that may result in restrictions on the transfer of securities and for voting rights. The only restrictions which may exist from time to time are those imposed by laws and regulations (for example, insider trading laws and market requirements relating to close periods) or pursuant to the internal policies of the Company whereby certain team members of the Company require the approval of the Company to deal in the Company's securities.

Ordinary shares

At a General Meeting of the Company, every member present in person or by proxy and entitled to vote shall have one vote for every ordinary share held. The Notice of the General Meeting specifies deadlines for exercising voting rights either by proxy notice or present in person or by proxy in relation to resolutions to be passed at the General Meeting. All proxy votes are counted and the results are released as an announcement to the London Stock Exchange after the meeting..

Articles of Association

The Company's Articles of Association may only be amended in accordance with the provisions of the Companies Act 2006 by a special resolution at a General Meeting of the shareholders. This year we are not recommending any changes.

Directors

David Rasche stepped down from the Board on 30 September 2022 and Nick Brown stepped down on 31 March 2023. Richard Longdon joined the Board on 1 September 2022. Further information on his appointment can be found in the Nomination Committee Report. The Directors who have served during the year ended 31 March 2023 and details of their interests in the share capital and share options are set out in the Report on Directors' Remuneration on pages 78 to 80.

No Director had a material interest in any contract of significance, other than a service contract or contract for services, with the Company or any of its subsidiaries at any time during the year.

Full biographies of each Director as at the date of this report are set out on pages 62 and 63.

Directors are reappointed by ordinary resolution at a General Meeting of the shareholders, following recommendation by the Nomination Committee in accordance with its Terms of Reference, as approved by the Board or by a member (or members). In addition, the Directors may appoint a Director to fill a vacancy or act as an additional Director, provided that the individual retires at the next Annual General Meeting (AGM) and, if they wish to continue, that they offer themselves for re-election. In accordance with the Articles of Association, no less than one third of the Board is required to retire by rotation and seek reappointment by the Group's shareholders at the AGM. Further details can be found in the Nomination Committee Report on pages 92 to 95.

Any Non-Executive Director considered by the Board to be independent who has served on the Board for at least nine years or more will be subject to annual re-election. There are no current Non-Executive Directors who have served on the Board for nine years or more.

Details of each Directors' notice periods and service agreements are detailed in the Report on Directors' Remuneration on pages 78 to 80.

Directors' indemnities

During the year and up to the date of approval of this Annual Report, the Company maintained third-party indemnification provisions for its Directors subject to the conditions set out in the Companies Act 2006. The Company also maintains Directors' and Officers' Liability Insurance which gives appropriate cover for legal action brought against its Directors.

Employee engagement

We continue to involve our team members in the future development of the business. How we engage our team members and have due regard to their interests in considering principal decisions taken during the year are demonstrated in the Section 172 Statement on pages 48 and 49.

Applications for employment by disabled persons are always fully considered, where the candidate's particular aptitudes and abilities adequately meet the requirements of the job. When existing team members become disabled every effort is made to ensure that their employment at GBG continues and they are supported appropriately, making physical or procedural adjustments where possible. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other team members.

Further information regarding our workforce policies and employee engagement can be found on pages 25 to 29 of the ESG Statement. Information regarding GBG's activities to promote diversity is contained within the Nomination Committee Report on pages 92 to 95.

Change of control

Within the Group's revolving credit facility, the lender has the right to demand immediate payment of any outstanding balances upon a change of control of the Group following a takeover bid.

The Group does have an agreement with a data supplier which, if the Group were acquired by a competitor of that data supplier, would allow it to terminate its agreement with the Group. The data supplier would, however, continue to be bound to service arrangements with the Group's customers existing on the date of termination.

Upon a change of control, share options may be exercised within six months of the time when the change of control takes effect and any subsequent conditions at the offer process have been satisfied.

There are no agreements between the Group and its Directors or team members providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.

Directors' report continued

Proposed resolutions for the Annual General Meeting

Details of business to be conducted at this year's AGM to be held on 20 July 2023 are contained in the Notice of the Annual General Meeting which will be communicated to shareholders separately.

It is the opinion of the Directors that the passing of these resolutions is in the best interest of the shareholders.

Financial risk

The Group's financial risk management objectives and policies are discussed in the Financial Review on page 43 and within note 27.

Research and development

Research and development activities continue to be a high priority with the development of new products and maintaining the technological excellence of existing products. During the year ended 31 March 2023, research and development activities were conducted predominantly by our Technology teams, which make up 35.3% (2022: 34.6%) of our workforce.

GBG understands the importance of using modern, innovative and effective technology in order to provide its services to the highest standards. We therefore place a great importance on investing in our technology and our ability to apply said technology in the best ways, ensuring that we keep our competitive advantage and are aware of changes in the technological landscape.

Auditor

A resolution proposing the appointment of PriceWaterhouseCoopers LLP as auditor to the Group will be put to the shareholders at the AGM.

Directors' statement as to disclosure of information to auditor

The Directors who were members of the Board at the time of approving the Directors' Report are listed on pages 62 and 63. Having made enquiries of fellow Directors and of the Group's auditor, each Director confirms that:

- to the best of their knowledge and belief, there is no information relevant to the preparation of their report of which the Group's auditor are unaware; and
- they have taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Group's auditor are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Energy and carbon emissions reporting

In accordance with Streamlined Energy & Carbon Reporting guidelines we are required to disclose the annual quantity of emissions, in tonnes of carbon dioxide equivalent. This year the data disclosed covers our Scope 1 and 2 global energy usage and reimbursed mileage in Scope 3. We have set out details of our emissions on page 24 of the Strategic Report and include them as part of the Directors' Report disclosures by reference.

Political donations

The Group has a policy of not making any donations, whether in the UK or overseas, to political parties or other organisations, independent election candidates or otherwise incurring political expenditure. No political donations were made in the year (2022: £nil).

Health and safety

GBG has a formal Health and Safety Policy. It is the policy of the Group to consider the health and welfare of team members by maintaining a safe place and system of work as required by legislation in each of the countries where the Group operates.

Charitable donations

During the year, the GBG team has managed to raise £27,297 for charity which has been given to a varied group of worthy causes.

Modern Slavery Statement

Our Modern Slavery Statement can be found on our website at www.gbgplc.com.

Treasury policy

The Group's treasury policy aims to manage the Group's financial risk and to minimise the adverse effects of fluctuations in the financial markets on the value of the Group's financial assets and liabilities, on reported profitability and on the cash flows of the Group.

By Order of the Board

Annabelle Burton
Company Secretary
14 June 2023

Directors' responsibility statement

The Directors are responsible for preparing the Annual Report and financial statements in accordance with applicable United Kingdom law regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors are required to prepare the Group financial statements in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 (IFRSs) and have also chosen to prepare the Parent Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). 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 the Company as at the end of the financial year and of the profit or loss of the Group for that period.

In preparing these financial statements, the Directors are required to:

- select and apply accounting policies in accordance with accounting standard IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs (and in respect of the Parent Company financial statements, FRS 101) is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group and Company financial position and financial performance;
- in respect of the Group financial statements, state whether UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act have been followed, subject to any material departures disclosed and explained in the financial statements;
- in respect of the Parent Company financial statements, state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company and/or the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for taking such steps as are reasonable to safeguard the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report and Directors' Remuneration Report 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 United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Chris Clark
Chief Executive Officer
On behalf of the Board
14 June 2023

David Ward
Chief Financial Officer
On behalf of the Board
14 June 2023