

Full Year Results

For the year ended 31 May 2021

14 September 2021



Overview

Adam Palser CEO



Executive Highlights¹





- Strong trading performance despite the pandemic
 - Revenue, GP, Adjusted EBIT and margins grown
 - Free Cash Flow increased to £34.6m with cash conversion LfL⁴ at 97.9%

Significant value-enhancing acquisition

- USD220m acquisition of IPM (June 2021): strategically and financially important
- Will be accretive to EPS and EBITDA margins; creates revenue synergy opportunities

Positioned to capture accelerated market growth

- Investing for the future in key growth propositions (MDR, Remediate & EaaS)
- Sustainable research-driven, people-centric and capex-light business model
- Recommending an unchanged final dividend of 3.15p per ordinary share
- Medium term objectives remain: double digit growth in Assurance and sustainable growth in Software Resilience
- Outlook for full year FY 2022 in line with management expectations

A dynamic market



Which pandemic will you be worrying more about <u>next</u> year?

- **FY 2021** has been a tale of two pandemics: one biological (Covid-19), the other digital (cyber)
 - Ransomware continues to grow exponentially: our analysis shows a 288%¹ increase in ransomware attacks between the first and second quarter of 2021
 - · Solarwinds demonstrated how pervasive and sophisticated the threat is
 - The Colonial Pipeline and T-Mobile attacks reminded us how the physical world depend on the digital
- Covid-19 rippled across our geographies at different speeds and intensities
 - Customer demand fluctuated; H2 saw spending patterns begin to normalise
 - Longer sales cycles and tighter scoping of engagements continues
 - Global resourcing more relevant than ever
- Regulatory focus on operational resilience
- **Culture of cyber resilience, as responsible way of doing business, more important than ever**
 - Geo-political tensions continue unabated in the increasingly contested cyber domain
 - 42%² growth in supply chain attacks, highlighted as material exposure
 - 4,400 vulnerabilities disclosed in Q1 2021, 72% of those without patches³
- New cyber security regulation, legislation and executive orders in almost all key markets Notations detailed on page 27 of this presentation

Market dynamics

Cloud adoption

AWS 28% growth, Azure 50% growth, GCP 47% growth and AliCloud 50% growth year-onyear⁴, yet, as of 2020, only six out of ten businesses have moved their work to the cloud⁵

Talent shortages

3.5 million unfilled cyber roles in the USA, 400,000 UK businesses had advanced cyber skills gaps and 561,000 unfilled cyber jobs in Europe⁶

Wider digital transformation

Projected value of direct investments in digital transformation between 2020 and 2023 is \$6.8 trillion (IDC, 2020)

Investing for growth



Keeping NCC Group at the leading edge of the cyber industry

Successful development of key propositions for the future

- UK launch of our new Remediation service generated revenues of £2.1m and a current pipeline of ~£3.4m
- We have extended our Managed Service offerings to encompass Microsoft's Sentinel technology
- Escrow as Service (EaaS), our Cloud resilience proposition, saw orders increase 83.3% to £2.2m

Strategic acquisition of IPM

- Creates global software resilience division with critical mass and international reach
- Revenue synergies across verification, EaaS and cyber solutions

Continued technical thought-leadership¹

- Research days increased YoY to 3,411 days with 21 Tier 1 conference talks this past year and 51 conference talks overall as well as eight white papers, 35 tool releases and 37 technical advisories
- We cover deeply technical issues as well emerging and public interest technologies, ranging from offensive cloud security and
 prototypes detecting pre-ransomware trade craft to open source privacy analysis tools; from blockchain protocols to machine
 learning driven deep fake and malware detection; from adversarial AI to technology-mediated disinformation campaigns; from
 supply chain security to securing open software at scale; and from satellite security to confidence in consumer IOT products
- Our threat intelligence research into Russian cyber crime gang EvilCorp was covered in the New York Times, and we were a finalist in NIST's post-quantum cryptography standardisation process

A hub for cyber talent



Our people are the heart of our success

- Everyone is welcome
 - We are embracing more flexible ways of working
 - Our four colleague resource groups strive to make NCC Group an inclusive place for everyone:
 - Gender
 - Race & Ethnicity
 - LGBTQIA+
 - Neurodiversity
- Wellbeing has been at the forefront of our efforts this year, supporting each other through the challenges of the pandemic
 - We have trained a global network of 61 Mental Health First Aiders and over 100 of our managers have received mental health awareness training. Our full wellbeing programme is supplemented by employee assistance programmes in local geographies

Attacking the skills gap in cyber

- We have some of the world's leading cyber training programmes
- The Group has hired over 200 front-line technical specialists; proving again our ability to attract and upskill talent



Financial Review

Tim Kowalski CFO





Cloud customisation costs required to be expensed further to a change in guidance to implement the IFRIC agenda decision

Cloud customisation costs	FY2021 Before	FY2021 After
	£m	£m
Adjusted EBITDA	52.5	52.5
Adjusted EBITDA margin	19.4%	19.4%
Depreciation & amortisation	16.3	13.3
Adjusted EBIT	36.2	39.2
Adjusted EBIT margin	13.4%	14.5%
Adjusted EPS	8.7p	9.5p
Free Cashflow	34.6	34.6
Cash conversion	97.9%	88.2%
ISIs	7.6	12.7

- Cloud customisation costs of £5.1m included within ISIs (FY2020: £7.9m) further to an accounting policy change to implement the IFRIC agenda decision in April 2021
- Amortisation prior to change amounts to £3m (FY2020: £1.4m) and has been reversed from Adjusted Operating profit
- Non-cash impact of IFRIC agenda decision expected to be neutral in FY2022
- FY2021 performance excludes IPM related trading as transaction completed in June 2021



Performance demonstrates enduring nature of our market, business model and operations





Year-on-year revenue growth and a significant increase in adjusted EBIT

IFRS 16	FY 2021	FY 2020 Restated	% change
	£m	£m	
Revenue	270.5	263.7	2.6%
Gross Profit	110.6	104.4	5.9%
Gross margin %	40.9%	39.6%	1.3 ppts
Overheads	(71.4)	(73.7)	3.1%
Adjusted EBIT	39.2	30.7	27.7%
IFRIC agenda decision: cloud	(3.0)	(1.4)	(114.3%)
customisation amortisation			
Adjusted EBIT LfL	36.2	29.3	23.5%
Adjusted EBIT LfL margin %	13.4%	11.1%	2.3 ppts
Individually significant items ("ISIs")	12.7	7.9	(60.8%)
Profit for the period	10.0	6.4	56.3%
Adjusted basic EPS (pence)	9.5p	7.6p	25.0%
Adjusted EBITDA	52.5	45.5	15.4%

Revenue

- Year-on-Year revenue growth for the Group
- Constant currency YoY growth of 3.6%

Gross profit/margin

- Improved margin of 40.9% owing to benefit of global resourcing matching supply and demand more efficiently
- ~£2m provision relating to long term European contracts

Overheads

- Overheads are lower YoY mainly due to savings from ~£3m from pandemic disrupted travel and office costs offset by license costs and FX
- £0.5m benefit from .trust sale

ISIs

- Cloud customisation costs of £5.1m (FY2020: £7.9m)
- IPM acquisition costs of £7.6m (FY2020: £nil)



A growing engine of profitability



	FY 2021 (£m)	FY 2020 (£m)	% change
Revenue	233.9	226.2	3.4%
Gross Profit	84.4	76.9	9.8%
Gross Margin %	36.1%	34.0%	2.1ppts
Adjusted EBIT	29.6	22.3	32.7%
Adjusted EBIT Margin %	12.7%	9.9%	2.8ppts

Revenue

- Assurance grew 3.4% to £233.9m despite the pandemic, impact of USD FX and lower rechargeable travel expenses
- Accelerating H2 2021 across majority of geographies:
 - UK & APAC increased 9.6% YoY in H2, supported by launch of remediation service
 - North America (NA) USD growth of 7.6% in H2
- Europe increased by 5.9% in EUR as FY2020 had the benefit of a large multi-year product sale in H2

Profitability

- GM% margin increased by 2.1ppts
 - Benefit of global resourcing increased from 5,094 days to 10,602 days
 - Lack of customer travel in pandemic



Positioned for accelerated growth with investments in key propositions

Revenue by service line (£m)



Global Professional Services (GPS) (+3.6% YoY)

- The stability of our day rates YoY highlights the enduring sustainability of our business model
- Remediation services launched in UK (£2.1m of revenues)

Global Managed Services (GMS) (+13.3% YoY)

- Within Managed Services, our Managed Detection & Response (MDR) revenues grew 14.3% to £45.5m despite longer sales cycle
- MS Sentinel launch accelerates detection opportunities with Microsoft
- SOAR investment in H2 2021 provides enhanced MDR capacity
- Our non-MDR managed services comprise specific stable revenue streams including DetACT (anti-fraud service) and Signify (two-factor authentication)

Products (-47.1% YoY)

FY 2020 benefited from large multi-year renewal of highassurance products in Europe coupled with lower hardware sales in FY 2021



A transformational period with the foundations for the future firmly in place



Revenue

- Software Resilience revenue decreased by 2.4% YoY to £36.6m:
 - Contracts revenue lower albeit offset by verification testing growth
 - UK decline of 2.7% as new sales impacted by sales recruitment challenges in Covid market
 - NA lower by 1.0%, in local currency
 - Europe continues to progress positively with increased verification revenues
- Renewal rates improved to 89.2% (FY 2020: 87.0%) and continue to remain within our expected range

Profitability

Overheads decreased YoY by £0.4m partially mitigating lower gross profit

IPM acquisition

- Creates global scale and greater strategic strength for the future
- Trading in line with expectations, and integration on plan



Strong growth of EaaS continues

EaaS orders and revenues (£m's)



EaaS orders EaaS revenues

Notable EaaS customer wins in H2 FY2021:



Escrow as a Service (EaaS)

- 83.3% growth in orders YoY
- Ongoing momentum ahead of prior year with the weighted year end EaaS pipeline at £1.1m
- Confidence in continuing growth trajectory, focusing on solutions that support operational resilience in a connected and cloud-first world

Investing for growth

- Continued investments in channel, connected environment shift and cloud as part of return to sustainable growth strategy and IPM synergies
 - Address our execution challenges
 - Pivot to on-premise software deployment of embedded technologies in the connected environment (IOT, OT)
 - Build on significant growth of cloud and adjacent offers
 to benefit from digital transformation opportunities



Robust performance indicators

Sales	FY 2021	FY 2020				
Group sales orders (£m)	320.6	294.3				
GMS sales orders (£m)	71.8	62.0				
Average Order Value ("AOV") (Assurance only) (£k)	31.1	30.4				
# of orders over £250k	134	144				
EaaS sales orders (£m)	2.2	1.2				
Delivery						
Day rate change (%)	0.0%	8.2%				
Billable Utilisation (%) ¹	67.2%	63.0%				
Global resourcing (Days 'k)	10.6 days	5.1 days				
Research						
Research (Days 'k)	3.4	3.3				
People						
Technical attrition rate (%)	17.0%	14.4%				
Net Movement in technical specialists	+49	+91				
Global voluntary attrition rate (%)	15.2%	15.4%				
Global headcount increase (%)	8.1%	5.8%				

Sales

- Group Sales Orders, up YoY (8.9%):
 - Pace and volume returned over H2 2020
 - Remediate offering (helping customers to fix vulnerabilities after identifying them) has seen strong interest
 - increasing amount of remote working sold
- Managed Services orders growth of 15.8% although continued slower sales cycles for larger deals impacting order over £250k
- ✤ AOV +2.3% YoY

Delivery

 Day rates unchanged YoY similar to H1 2021 and billable utilisation benefitted by global resourcing

Research

 Our technical research remains a priority and differentiator for NCC Group with increased days. See appendix for notable research highlights of FY 2021

People

The increase in technical attrition was mainly driven by our North American region, owing to greater demand from the wider tech market and greater mobility enabled by increased remote working. The impact of this attrition was mitigated by increased global resourcing



Free cash flow grew to £34.6m

	FY 2021	FY 2020
	(£m)	(£m)
Cash flow before working capital	47.3	38.8
Movement in working capital	(1.0)	8.0
Operating cash pre interest / tax	46.3	46.8
Interest and tax	(7.4)	(7.6)
Net cash from operations	38.9	39.2
Net capital expenditure	(4.3)	(5.3)
Free cash flow	34.6	33.9
Dividends	(13.0)	(12.9)
Other investing and financing activities	6.2	39.1
Net movement	27.8	60.1
Change in net debt resulting from cash flows	60.4	(43.3)
Non-cash movements (release of deferred issue costs)	(0.2)	(0.2)
Foreign currency	(0.5)	(0.6)
Change in net debt	87.5	16.0
Opening (net debt) (Pre-IFRS 16)	(4.2)	(20.2)
Closing net cash/(net debt) (Pre-IFRS 16)	83.3	(4.2)
Lease liabilities	(34.4)	(38.2)
Closing net cash /(net debt) (IFRS 16)	48.9	(42.4)

Cash	116.5	95.0
Borrowings	(67.6)	(137.4)
Closing (net debt)/net cash	48.9	(42.4)

Net cash/(net debt) and cash conversion

- Cash improvement of £16.8m with adjusted net cash¹ of £12.6m vs net debt of £4.2m in FY 2020
- Cash conversion² of 88.2%; continue to expect a 85% normalised cash conversion over the medium term
- All Covid related tax deferrals fully repaid
- Statutory net cash includes net placing proceeds for the IPM
- Net debt post acquisition (31 August 2021) amounts to £74.7m

Free cash flow and other

- Operating cash pre interest/tax of £46.3m as discipline in working capital maintained
- Group free cash flow benefited from decreased SGT costs
- Other financing activities relate to placement and debt facility movements

Capital allocation

- Board declaring final dividend in line with last year
- Investing in initiatives to support long term growth
- Service debt profile following recent acquisition
- Balance sheet strength to fund further organic and in-organic opportunities

Looking forward



Higher revenue growth expected partially offset by higher costs from inflationary wage pressures and the return of travel and office costs

Current trading:

- Q1 2022 revenue growth was stronger than prior year in local currency but we experienced some un-anticipated disruption in customer buying patterns over the summer period
- Q1 orders were ahead YoY and our orders pipeline is robust

FY 2022 trading:

- The full year outturn remains in line with management expectations
- Towards double digit growth in Assurance and sustainable growth in Software Resilience for the full year
- Partial return of ~£3m travel and office costs and wage inflationary pressures; £2.5m associated costs of IPM integration in FY2022

• FY2022 reporting:

- We will report on a constant currency (incl. local currency) basis going forward following the recent acquisition of IPM
- Fair value accounting on IPM deferred income¹, in first year only, affecting Group statutory numbers
- Non-cash impact of IFRIC agenda decision expected to be neutral



Our focus on growth

Adam Palser CEO





Taking advantage of the dynamic resilience market

Our vision is to be the leading cyber security advisor globally. Trusted and sought after for our complete people-led, technologyenabled cyber resilience solutions that enable our customers to thrive.

- In FY 2021, our improved profitability and cash flow was the result of greater control, building on the foundations of our self-help programme, Securing Growth Together (SGT)
- In FY 2022, we will focus on growth by:
 - Broadening our portfolio, and accelerating key propositions, to complete the Assess-Develop-Manage cyber lifecycle
 - Improving the way we go to market through better account management, product bundling and sales skills



Towards a complete provider of cyber resilience solutions nccgroup

Stages of cyber lifecycle	Customer challenges and demands	Solutions	Current breadth of portfolio	FY2021 successes	FY2022 objectives
Assess Assess Cyber Risk	Find and understand threats and vulnerabilities	Assessment & Advisory		 2.5% increase in Professional Services 108.1% increase in global resourcing days 	 Develop expertise practice hubs across our global professional services delivery function Continue to attract and retain talent, and launch an alumni network Define career paths; with research-led capability development
Develop	Prioritise investment to materially improve	Remediation		 £2.1m of revenues and ~£3.4m current pipeline, from standing start 	 Focus on maturing the UK offer Launch offer across NA, Europe and APAC markets
Develop Cyber Maturity risk	Software Resilience		 £2.2m in Escrow- as-a-Service orders 	 Build on stability and strength in NA Prepare for revenue synergies from IPM, with focus on introducing EaaS cloud services to IPM customer base 	
Manage Manage Cyber Operations	Ongoing protection and defense against evolving threats	Detection & Response		 14.3% MDR revenue growth Recognised as 'strong performer' in global MDR Forrester wave 	 Grow NA market presence Attract Microsoft customers to our new Sentinel offering Fully integrate machine learning approaches to threat detection



Unlocking value for customers

Improve going to market...

...with a comprehensive portfolio...

- Deepen relationships with our customer base, which includes 69 Fortune 500 and 89 FTSE 350 customers to drive behavioural recurring revenue
- 77.4% of sales orders from customers who bought our services in the year before¹
- Billings from our top 10 customers² grew in absolute (c.30%) and relative (c.5%) terms

Top 10 customer billings as % of Assurance revenue



Grow the Professional Services we are known for and accelerating future propositions

- Differentiate our global
 Remediate Service through
 technical depth, expertise, and
 scale
- Expand MDR suite from analytical and machine learning approaches to threat detection, and including MS Sentinel to service Microsoft Azure's growing cloud customer base

...underpinned by leading research and global resourcing

Research focused on offensive AI, 5G security and other emerging technology reaching both technical and non-technical audiences

- Deepfake technology research with University College of London
- Working with UK consumer organisation Which? to improve the internet of things
- Contribution to international standards bodies on IOT security

Increase in our global resourcing capability to improve efficiency and service levels for our customers



Foundations in place for future growth

Regulatory focus on operational resilience...

 Intensified regulatory requirements to manage third party technology risk in the face of accelerated digital adoption in connected environments



...with successful new offerings...

- Continued innovation in clouddelivered services and next generation SaaS platforms
- As growth rates continue at current levels, revenues from cloud services will overmatch any decline in on-premise revenues



 First significant on-premise win related to embedded technologies ... via an enhanced global footprint

IPM acquisition offers global scale and significant revenue synergies from verification, EaaS cloud services, and future opportunities to cross-sell cyber resilience services

•





Summary & outlook

Adam Palser CEO





Poised for growth

Summary

- Covid-19, supply-chain shocks and rampant ransomware attacks have reminded us all of the importance of resilience
- Strong trading performance and another year of excellent cash management
- Successful acquisition of IPM with strategic and financial importance; trading in line with expectations, and integration on plan
- Well-positioned to capture accelerating market growth with exciting development and growth of key propositions
- Our strong and flexible balance sheet will allow us to fund future organic and in-organic growth
- Research and people remain at the heart of our success

Outlook

A full year outturn in line with management expectations



Q & A



Appendices

Notations – from each page



- Page 3
- 1. Following the adoption of IFRS 16 'Leases' with effect from 1 June 2019, the Group results are now presented under this accounting standard. Comparator information is also on the same basis. See Note 3 in RNS for an explanation of Alternative Performance Measures (APMs) and adjusting items. Further information is also contained within the Financial Review and the Glossary of terms. See Note 13 in RNS for an explanation of the prior year restatement recognised in relation to the adoption of the IFRIC agenda decision on cloud configuration and customisation costs in April 2021.
- 2. Like-for-like ("LfL") represents the pre-Cloud computing IFRIC financial figure. Please refer to page 8 of this presentation where a comparison of key financial figures are shown on both a before and after basis of the IFRIC application. Under the change in IFRIC "cloud computing" guidance cloud customisation costs are required to be generally expensed rather than capitalised
- 3. Adjusted Net cash presented is based on removing the impact of the placing proceed in regards to IPM so as to have an appropriate YoY comparative
- 4. See page 3 note 2 above
- Page 4
- 1. NCC internal research Threat Intelligence Digest
- 2. For growth in supply chain attacks: https://www.cips.org/supply-management/news/2021/april/troubling-rise-in-supply-chain-cyber-attacks/
- 3. For unpatched vulnerabilities: Research from NCC Group's Research and Intelligence Fusion Team (RIFT). Figures calculated using available data from the National Vulnerability Database, MITRE and NIST vulnerability databases, as well as Google Project Zero
- 4. For cloud adoption: https://www.cnbc.com/2021/02/02/aws-earnings-q4-2020.html; https://www.cnbc.com/2021/04/27/microsoft-msft-earnings-q3-2021.html; https://www.cnbc.com/2021/02/02/alphabet-googl-earnings-q4-2020.html; https://techjury.net/blog/how-many-companies-use-cloud-omputing/#gref;
- 5. See Note 4 above
- For talent shortages: https://www.gov.uk/government/publications/cyber-security-skills-in-the-uk-labour-market-2020/cyber-security-skills-in-the-uk-labour-market-2020; https://www.dig8ital.com/resources/library/is-german-cyber-security-ready-for-2020; https://www.forbes.com/sites/christosmakridis/2020/07/15/make-100000year-by-filling-the-cyber-skillsgap/?sh=4ecb23b45abc
- Page 5 1. See Page 28 of this presentation for a detailed update of our notable work in FY2021

Page 9 1. See page 3 note 2 above

- 2. See Note 3 in RNS for an explanation of Alternative Performance Measures (APMs) and adjusting items. Further information is also contained within the Financial Review and the Glossary of terms.
- 3. See page 3 note 2 above
- 4. See page 9 note 2 above
- 5. See page 9 note 2 above
- Page16 1. See page 3 note 3 above
- Page17 1. In simplistic terms the fair value accounting impact relates to the revaluing pre-acquisition deferred income balance sheet position such that the costs incurred to realise the year 1 deferred income post transaction are netted against the pre-acquisition balance. This results in a "hair cut" that is expensed in the P&L in year 1 only.
- Page 21 1. Repeating orders in FY2021 of £248.1m represents purchases from customers that have bought our services in the year before, including recurring contracts as well as services that differ in scope and duration. Total orders in FY2021 of £320.7m includes £22.9m of SR renewals and won orders of £297.8m.
 - 2. In FY2021 the top 10 accounts ordered £66.6m (FY2020: £51.4m). For the avoidance of doubt, the analysis compares the year on year orders for the same customer accounts across both periods.

Our Research



At the fore-front of the cyber security industry through cost-effective research. Our 2020 Annual Research Report can be found at <u>https://research.nccgroup.com/2021/01/31/2020-annual-research-report/</u>. Notable work in FY2021 includes:

Conference talks (incl. panels)	Whitepapers	Tools	Blogs	Other
 51 conference presentations globally, including over 20 at "Tier 1"/world-class venues on topics including Cloud & Container Security, Incident Response, Hardware & Embedded Systems, Cryptography, IoT Security, Open Source, Privacy Law/Tech, and security in the Healthcare, Oil & Gas, Automotive, Smart Home, & Financial sectors, including: Keynote panel for CloudNativeCon2020 the preeminent Kubernetes conference Carnivore: Microsoft External Attack Tool (Black Hat USA 202/Defcon 28) Breaking AD Trust Boundaries through Kerberos Vulnerabilities (BH Asia 2020) Sinking U-Boots with Depthcharge: Effective Exploitation of Boot-Time Security Debt Automotive Security in 2020 (SecTor) 	 8 whitepapers in areas like Aerospace, Red Teaming, Mobile Security, Machine Learning, & Cryptography: Cyber Security of New Space Thematic for Success in Real- World Offensive Cyber Operations - How to make threat actors work harder and fail more often Exploring the Security of KaiOS Mobile Applications Exploring Deepfake Risks & Mitigation Strategies with UCL 	 35 Tools released and updated as open source including: ScoutSuite (Multi-Cloud) Solitude: A privacy analysis tool (Mobile) Depthcharge (IoT/bootloader) Carnivore (O365 testing) PMapper (AWS testing) Many machine learning tools & experiments 	 71 research blogs reaching nearly 200,000 readers, including: Glitching the MediaTek BootROM (new vulns in a ubiquitous consumer loT chip) Supply Chain Security Begins with Secure Software Development Using AWS and Azure for Cost Effective Log Ingestion with Data Processing Pipelines for SIEMs Domestic IoT Nightmares: Smart Doorbells 	 Creation of 9 internal research working groups in priority topics like Offensive A.I., 5G security, Scalable tooling for reducing vulns, Emerging Tech, & Cloud to drive future capabilities in key areas 37 Vulnerability Advisories, including vulnerabilities that we found in operating systems used by 100 million+ users A.I. research partnership with University College London Center for Doctoral Training in Data-Intensive Science 1 book publication, from one of the world experts in C programming security Co-founded (alongside GitHub, Google, IBM, JPMorgan Chase, Microsoft, OWASP Foundation & Red Hat) and serve on Gov. Board of Open Source Security Foundation (Linux Foundation) Standard development with C Standards Committee & CIS Benchmarks



This presentation, including a hard copy of these slides, the talks given by the presenters, the information communicated during any delivery of the presentation and any question and answer session and any document or material distributed at or in connection with the presentation (together the "**presentation**"), has been prepared by the directors of NCC Group plc (the "**Company**") in connection with the Company's full year results announcement in respect of the full year ended 31 May 2021.

The Presentation does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any shares or other securities of 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 or act as any inducement to enter into, any contract whatsoever relating to any securities.

Nothing in the Presentation is, or should be relied on as, a promise or representation as to the future. The Presentation includes certain statements, estimates and projections provided by the Company in relation to strategies, plans, intentions, expectations, objectives and anticipated future performance of the Company and its subsidiaries. By their nature, such statements, estimates and projections involved risk and uncertainty since they are based on various assumptions made by the Company concerning anticipated results which may or may not prove to be correct and because they may relate to events and depend on circumstances that may or may not occur in the future and may be beyond the Company's ability to control or predict. No representations or warranties of any kind are made by any person as to the accuracy of such statements, estimates or projections, or that any of the events expressed or implied in any such statements, estimates or projections. No statement in the Presentation is intended as a profit forecast or a profit estimate. Save in the case of fraud, no responsibility or liability whatsoever (whether in negligence or otherwise) arising directly or indirectly from the use of this Presentation is accepted by the Company or any person as to the accuracy, completeness or fairness of the Presentation or for any errors, omissions or inaccuracies in such information or opinions, or as to the suitability of any particular investment for any particular investment for any particular investment for any includer incurred, however arising, directly or indirectly, from any use of, as a result of the reliance on, or otherwise in connection with, the Presentation.

The distribution of this presentation in jurisdictions other than the United Kingdom may be restricted by law and persons into whose possession this presentation comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of laws of any such other jurisdiction.

The information contained in this Presentation may constitute inside information for the purposes of the Criminal Justice Act 1993, EU Market Abuse Regulation (2014/596/EU), and as supplemented by The Market Abuse (Amendment) (EU Exit) Regulations (SI 2019/310) (collectively, "MAR"). You should not use this information as a basis for your behaviour in relation to any financial instruments (as defined in MAR), as to do so could amount to a criminal offence of insider dealing under the Criminal Justice Act 1993 or a civil offence of insider dealing for the purposes of MAR or other applicable laws and/or regulations in other jurisdictions.