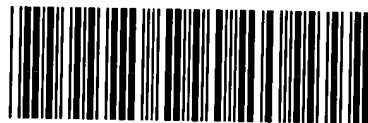


Helping households save money

SATURDAY

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AB3ZHTUB

A07 14/05/2022 #107
COMPANIES HOUSE

AB3F7NKB

A03 06/05/2022 #234
COMPANIES HOUSE



Creating value and making progress

Our strategy



Efficient acquisition



Retain and grow



Expand our offer

Read more about our financial performance on pages 26 to 32

Delivering on our strategic plan to expand our offer

Retaining our customers through our energy switching solutions

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See more on p24 to p25

See more on p22 to p23

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Revenue by segment

Insurance

£158.7m

2020: £172.9m

Money

£75.2m

2020: £62.8m

Home Services

£68.1m

2020: £103.2m

Travel

£4.1m

2020: £6.0m

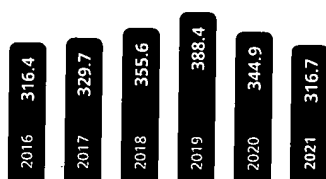
Cashback

£10.6m

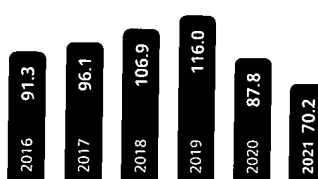
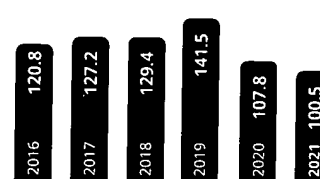
2020: N/A

Financial highlights

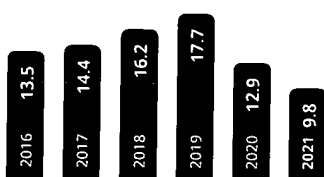
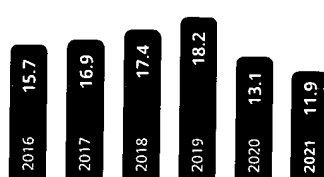
Revenue (£m)

£316.7m

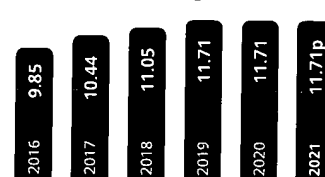
Profit before tax (£m)

£70.2mAdjusted EBITDA¹ (£m)**£100.5m**

Basic earnings per share (p)

9.8pAdjusted earnings per share¹ (p)**11.9p**

Total dividend per share (p)

11.71p

¹ Use of alternative performance measures ('APMs') is detailed in the Financial Review on page 26 and APMs are defined in the glossary on page 162.

2021 Overview

Good strategic progress amid challenging markets

Operational highlights

- Revenue down 8% (down 11% excluding Quidco) – Home Services heavily impacted by wholesale energy prices, Insurance performance softer, Money performance strong
- Gross margin up c.4%pts driven by more efficient customer acquisition and improved conversion in car insurance and borrowing
- Adjusted EBITDA down 7% with cost increases from acquisitions and staff incentives partly offset by operational efficiencies
- Profit before tax down further due to adjusting items charges for acquisitions
- Operating cashflow of £65.7m was strong, although lower cash conversion reflected one-off working capital outflows; net debt reflects purchase of Quidco in November
- Full-year dividend maintained at 11.71p, reflecting good cash conversion and confidence in growth prospects
- Helped households save an estimated £1.6bn
- Good progress delivering strategy:
 - More efficient customer acquisition including improved PPC bidding capabilities and new MoneySuperMarket brand campaign
 - Data transformation nearing completion, laying foundations for product innovation
 - Quidco acquisition adds cashback to the Group; CYTI acquisition gives full control of certain insurance journeys; TravelSupermarket merged with Icelolly.com, positioning the Group better for the travel recovery
- Announced our commitment to reach net zero by 2030; remained 'Beyond Carbon Neutral', offsetting 150% of our carbon footprint
- Ranked first on the Hampton-Alexander Review 'Women on Boards' report; number 21 on the Inclusive Companies Top 50 UK Employer List

Investment Case

Why invest in Moneysupermarket Group?

Moneysupermarket Group is a successful digital marketplace business, driven by a clear purpose of helping households save money. Our leading brands play a vital role for consumers and providers, underpinned by a highly profitable, asset-light business model

Leading and trusted brands

We have a Group net promoter score of 72. Within that, MoneySuperMarket, one of the UK's leading price comparison sites, scores at 70, and MoneySavingExpert, one of the UK's biggest consumer finance websites, scores at 88.

Net promoter score

72

(2020: 72)

Data-driven marketplace providing value to consumers and providers

We offer users the tools, services and products to save money as they switch and spend, with millions of users making savings with Group brands in 2021. Our success-based fee revenue model gives our providers and merchants a cost-efficient way to access millions of users.

Providers

4,500+

(2020: 1,000+)

Growth from core and new markets

Prior to COVID-19, we forecast our core markets (car, home, life and travel insurance; credit cards and loans; and energy) to grow at mid-single digit rates on average, and we expect those markets to resume similar growth once recovered. The Group has the opportunity to gain market share through efficient acquisition, better retention and cross-sell, and by expanding our offer into adjacent markets.

Estimated core market growth p.a.

4-5%

(2020: 4-5%)

Efficient capital allocation and strongly cash generative

Our financial model is highly profitable, strongly cash generative and capital light. In 2021 we delivered £65.7m operating cash flow and have continued to pay a dividend of £62.8m throughout the pandemic.

Operating cash flow

£65.7m

(2020: £83.9m)

Purpose-driven organisation driving benefits to society

Our purpose is to help households save money and all our brands enable users to make significant savings on their household bills and purchases. MoneySavingExpert is a consumer champion that provides valuable advice to millions of UK users every year.

MSCI ESG rating (2021)*

A

(2020: A)

We are a constituent of the FTSE4Good Index, and are accredited as 'Beyond Carbon Neutral'.

The Group has been recognised at number 21 on the Inclusive Top 50 UK Employer List.

* based on an industry-relative AAA-CCC scale

Strong differentiated model

Our business fundamentals remain strong and differentiated. In addition to leading brands, we combine high margins and strong cash flows with an asset-light approach. We benefit from an efficient mix of marketing, publishing and B2B business models to attract a variety of users. Our proprietary comparison technologies provide flexibility as well as a high barrier to competitive entry.

For further information on our business model see pages 12 to 13.

At a Glance

Who we are

Moneysupermarket Group is a successful business driven by a clear purpose of helping households save money

What we do

The Group operates leading UK price comparison sites for Insurance, Money, Home Services, Travel and other products. Our purpose is to help households save money by giving them access to free online tools that enable them to compare and switch products. We operate a marketplace business model, matching consumers to providers in an efficient way for both sides. Consumers can come to a single site, answer a simple question set and let us do the work of providing them with a wide choice of relevant products. For providers it is a cost-effective and flexible way to access millions of customers. With the recent acquisition of Quidco, the Group now helps users earn cashback on online spending whilst also providing an attractive customer acquisition channel to merchants.

Our key verticals

Insurance	Money	Home Services	Travel	Cashback
Households are able to save money on a number of different insurance products including: car, travel, life, home and pet insurance. In 2021, car and home insurance revenue fell against a backdrop of a softer market and intensifying competitor activity, although we delivered gross margin rate gains in all main channels. Travel insurance began to recover in the second half.	Users of MoneySuperMarket and MoneySavingExpert are able to compare a wide range of credit cards, loans, savings, current accounts and mortgage products. The sites also provide users with access to their credit scores and provide information on topics such as mortgage affordability, the different types of lending, and household budgeting. Money performed well in 2021, with strong conversion in our borrowing channels.	Customers are able to save money on a broad range of products including broadband, energy, landline and mobile phones. As well as comparing on MoneySuperMarket and MoneySavingExpert, our switching services for energy, broadband and mobile are available on over 40 external brands via Decision Tech. Home Services revenue was impacted by significantly elevated wholesale prices which removed all switchable tariffs from the market from mid October.	TravelSupermarket helps people to save money on their holiday. Customers can compare package holidays, car rental, flights, hotels and a variety of travel costs, including travel insurance, transfers and airport parking. TravelSupermarket merged with icelolly.com in 2021. icelolly.com offers a holiday comparison and deals site that allows customers to compare millions of holidays from the UK's leading travel companies and access attractive deals.	Quidco helps users earn cashback on their online spending, with transacting users purchasing on average 11.3 times in the year. One of the UK's leading cashback services, it has over 10 million registered users in the UK and since its foundation has helped users earn over £500 million in cashback.
Revenue				
£158.7m (2020: £172.9m)	£75.2m (2020: £62.8m)	£68.1m (2020: £103.2m)	£4.1m (2020: £6.0m)	£10.6m (2020: N/A)
Adjusted EBITDA contribution				
£94.7m (2020: £98.3m)	£50.8m (2020: £36.8m)	£33.2m (2020: £53.5m)	£(0.9)m (2020: £0.7m)	£1.8m (2020: N/A)

Delivered through our leading brands

'The MoneySuperSeven. More ways to save more money'

MoneySuperMarket is a leading UK price comparison website that enables consumers to compare and switch Insurance, Money and Home Services products. Our offer is extremely broad and, relative to our peers, we operate more of our core comparison journeys ourselves (see pages 20 to 21).

Active users

10.0m
(2020: 11.5m)

'Cutting your costs, fighting your corner'

MoneySavingExpert is one of the UK's biggest consumer finance websites, dedicated to helping consumers save money on bills and campaigning for financial justice. It also offers whole-of-market comparison services and is highly trusted by its users. YouGov consistently assesses MoneySavingExpert to be the most recommended brand in the UK (see page 18).

Weekly email subscribers

8.2m
(2020: 7.5m)

'Simple, no catch, no hidden charges, highest cashback rates'

Quidco is a leading cashback site which offers users cashback on nearly 5,000 popular brands.

See pages 24 to 25 for more information.

Average transaction frequency per annum per active user

11.3
(2020: N/A)

'Compare to save money'

TravelSupermarket compares the best travel deals in one place, including holidays, flights, car hire, hotels and insurance. The TravelSupermarket blog provides travel advice, guidance and holiday inspiration.

TSM holiday enquiries

4.9m
(2020: 8.3m)

'Compare millions of cheap holidays'

icelolly.com is an online travel intermediary specialising in holiday comparison and deals.

See pages 24 to 25 for more information.

icelolly.com email subscribers

1.0m
(2020: N/A)

'Connecting you with the best products and services'

Decision Tech is a leading UK price comparison platform. Its aim is to create destination digital experiences that help brands to connect their customers with the very best products and services at the exact point at which they need them. Decision Tech operates industry-leading B2B comparison technology for third-party brands.

No. of visitors to DT's B2B platform

9.0m
(2020: 9.4m)

Chair's Statement

Delivering with purpose in tough times

Robin Freestone

Our Group purpose of helping households save money remains as relevant as ever.

The COVID-19 pandemic, energy crisis and uncertain economic outlook have only heightened the financial strain and uncertainty faced by UK consumers. I am pleased to report that the Group has once more helped out, saving households £1.6bn in 2021.

The year again saw challenging conditions in some of our main markets, with ongoing pandemic issues continuing to constrain our travel-related businesses. In addition, an unprecedented rise in energy wholesale prices created further headwinds. The diversity of our product offering once again proved a major strength in the face of such disruption. Our Insurance and Money verticals both performed robustly in markets which remained more stable. Our brands rose to the challenge again, providing useful advice and savings tips to millions. As ever, we helped millions find the best insurance policies and financial products to suit their needs. Within travel, TravelSupermarket kept users regularly updated on the latest restrictions, while MoneySavingExpert advised on cheap COVID-19 test availability and MoneySuperMarket offered enhanced comparison for COVID-19 cover within travel insurance policies. In the midst of energy market turmoil, MoneySavingExpert helped users make difficult decisions around their bills and providers. In the year of the COP26 summit, MoneySavingExpert also expanded its coverage of green issues, guiding users towards environmentally supportive moneysaving solutions.

We also delivered well against our strategy, enhancing our data infrastructure, technology platform and marketing capabilities. On the

inorganic front, we completed the acquisition of CYTI in January, which operates our travel, life and pet insurance journeys; We merged TravelSupermarket with icelolly.com, forming the Ice Travel Group in which we retain a majority stake and late in the year we acquired Quidco, marking a diversification into cashback – another way to help households save money.

As a Group we continue to adapt to new working practices, transitioning smoothly through the year between home working and a hybrid model. The hard work of our people, led by our strong management team, has again generated substantial value for users and stakeholders. The breadth and diversity of our product range underpins the performance of the Group, and our cash generative financial model allows us to maintain the dividend, despite market headwinds.

The Board has received regular updates from the Executive team on our operations, how we are supporting employees and the community, and the mitigation of risks to our business.

The Board has considered and monitored the potential impacts of the potential risks and impacts of macro-economic disruption to our end markets, including continued COVID-19 and energy market volatility, as well as regulatory change and data security breach scenarios, in particular upon the Group's business, financial position and liquidity. This activity included modelling severe but plausible, downside scenarios using stress testing and

scenario analysis techniques. These models showed that, while there would be a financial impact, none of the scenarios would result in an impact to the Group's expected liquidity, solvency or debt covenants that could not be addressed by mitigating actions. As a result, we do not consider there to be a threat to the Group's long-term financial resilience. Additional detail can be found in our Viability Statement on page 31.

Our role in society

During the year we continued to ensure that the stakeholders' voice is heard in the Boardroom. Our Group strategy is underpinned by a culture that encourages our people to consider the impact we have individually and as a company on stakeholders. That includes our focus on employee welfare and mental wellbeing at work, donating our time and efforts to raise funds for The Prince's Trust, and reducing our carbon footprint in an effort to ensure a sustainable future for all. Whilst the Group continued to operate a hybrid model of working, Board members ensure that they are regularly spending time talking directly to employees, whether virtually or in person, in order to ensure they remain connected to our people. Sarah Warby, our Non-Executive Director Employee Champion, regularly updates the Board on key topics raised by employees.

Our Board believes that active management of Environmental, Social and Governance matters plays a key role in supporting the

Revenue (£m)

£316.7m

Profit before tax

£70.2m

Adjusted EBITDA¹ (£m)

£100.5m

Total dividend per share

11.71p

¹ Adjusted EBITDA is operating profit before depreciation, amortisation and impairment and adjusted for other non-underlying costs. This is consistent with how business performance is measured internally on pages 26 to 33.

"2021 was a year of good strategic progress despite the challenges in our markets. We remain confident in our strategy and the growth prospects of the business, supported by our inclusive and innovative culture"

Robin Freestone
Chair

Group's strategy, long-term performance and the sustainability of the business. This is why I am delighted to report that not only did the Group remain Beyond Carbon Neutral in 2021, we went one step further and announced our commitment to become net zero by 2030. Whilst the impact of climate change has limited direct effects on our business model and strategy in the short to medium-term, the Board recognises that climate change may present potential risks and opportunities to our business in the longer term. Further information on this, and our stakeholder engagement more generally, can be found on pages 40 to 45.

The Board

Succession planning has been an area of focus for the Board in 2021 and this focus will continue into 2022. As part of this process, the Nomination Committee will review the composition and tenure of the Board.

As previously indicated, Sally James, our longest serving Non-Executive Director, will step down as a Non-Executive Director following the Annual General Meeting on 5 May; Sally will have served on the Board for nine years. Sally was also the Senior Independent Director and I am pleased to confirm that Caroline Britton, subject to regulatory approval, has agreed to act as the Senior Independent Director.

I was pleased to welcome Lesley Jones to the Board. Lesley joined the Group as a Non-Executive Director in September 2021 and, subject to regulatory approval, will take over the role of Chair of the Risk Committee following Sally James' departure. You can read more about Lesley's background on pages 66 to 67.

Recent governance requirements have made diversity a focus in every company's succession planning. Our Board collectively possesses a broad range of experience, skills and knowledge from various backgrounds which support the strategic and operational direction of the Group. I am proud that our Board currently consists of a majority of female members, which far exceeds the 33% recommended by the Hampton-Alexander Review.

2021 performance

Our business model again proved resilient, despite market headwinds, reinforcing our confidence for the future. COVID-19 continued to impact, affecting both travel insurance and Ice Travel Group, though consumer lending markets loosened gradually following the tightening of credit in 2020. Rising wholesale energy prices slowed the energy switching market before closing it completely from mid-October, when providers removed tariffs from the market.

These factors, combined with lower savings on car insurance, reduced the estimated savings generated for customers to £1.6bn (2020: £2.0bn). Group revenue decreased by 8% from £344.9m to £316.7m, adjusted EBITDA fell by 7% from £107.8m to £100.5m and profit before tax declined by 20% to £70.2m. We generated good cash flow, with operating cash flow of £65.7m, and paid out ordinary dividends of £62.8m to shareholders.

Read more about our Strategy on pages 14 and 17.

Innovating our business

Much of our focus in 2021 was to consolidate and improve foundational aspects of the Group, particularly in data, technology and marketing. At the same time, we continued to develop new consumer propositions, taking learnings from MoneySavingExpert's 2020 energy innovations to develop and launch a "super-switch" energy proposition on MoneySuperMarket. This retains user details to enable a simple and fast re-switch journey in subsequent years. We also developed a "valued" energy journey on MoneySuperMarket, helping users find the right deal for them, rather than just the cheapest. Together with the "Pick Me A Tariff" service launched on MoneySavingExpert in 2020, we believe these solutions position the Group with the leading energy propositions in the price comparison market.

Our mortgages proposition expanded further, adding a third decision-in-principle re-mortgage lender, and we advanced into decision-in-principle home purchasing as well. Our new

marketing campaign for MoneySuperMarket, introducing the MoneySuperSeven, clearly speaks to both our purpose and the breadth of the MoneySuperMarket offer.

Further detail on how innovation supports our strategy can be found in the CEO's Review on pages 8 to 9 and Our Strategy on pages 14 to 17.

Capital allocation

Our good level of cash generation and robust balance sheet was a factor in the Board's decision to recommend a final dividend of 8.61p per share (2020: 8.61p). During 2021, the Group moved into a net debt position with the acquisition of Quidco, but still finished the year with net debt (including deferred consideration) at a reasonable 0.6x adjusted EBITDA. We remain confident of the future prospects of the Group and recognise the importance placed on the dividend by our shareholders. If approved by shareholders at the forthcoming Annual General Meeting, the final dividend will bring the total dividend for the year to 11.71p (2020: 11.71p) per ordinary share. The final dividend will be paid on 12 May 2022 to all shareholders on the register on 1 April 2022.

In the future, when we have significant surplus capital and there are no short-term organic or acquisitive growth opportunities available, we will again consider returning these surplus funds to shareholders through a "special distribution", in accordance with our capital allocation policy.

Looking ahead

As we progress into 2022, we will continue to execute effectively against our strategy and our growth plans, creating innovative propositions underpinned by advanced data capabilities and an inclusive, open culture. Although some improvement in the travel market may reasonably be expected this year, we do not anticipate a return to more normal switching conditions in energy before 2023. However we remain well placed to take advantage of those conditions as they arise.

Robin Freestone
Chair

16 February 2022

Chief Executive's Review

Progressing our platform

Peter Duffy

Estimated customer savings across
the Moneysupermarket Group

£1.6bn

Revenue per active user
(MSM)

£16.90m

Overview

We executed well against our strategy as we delivered major upgrades to our capabilities, building a better, broader and more efficient Group.

Our data transformation, including the transition to Google Cloud Platform, is nearing completion. We are moving towards a more centralised, flexible and re-deployable tech platform. We also made strong progress in efficient customer acquisition which, combined with better conversion in car insurance and Money, delivered good gross margin improvement. These changes have allowed us to simplify our organisation – driving greater agility and pace.

In 2021 we expanded and diversified the Group in line with our strategy. We entered the high-engagement cashback category with the acquisition of Quidco, and took full control of our life, travel and pet insurance journeys by acquiring CYTI. We combined TravelSupermarket and icelolly.com, which positions the Group well for the return of travel.

Some end markets were challenging in 2021, particularly travel and energy, with an inevitable impact on performance. We are better placed than ever for recovery in these markets, and to grow our business more broadly.

Adjusted EBITDA and profit before tax declined by 7% and 20% respectively. Both declines reflect difficult market conditions in energy in particular, while profit before tax reduced further due to adjusting items charges for acquisitions. Gross margin grew well, by around 400 basis points, driven by more efficient acquisition, improved conversion in our Money vertical, and changes in our channel mix.

Our platform

At the heart of our strategy is a reorientation towards a savings-led technology platform. We are proud of our distinct and compelling Group brands that help households save money with different products and in different ways: from insurance to energy to retail and travel; from switching to cashback; and through the financial guidance of MoneySavingExpert. But our underlying infrastructure has not been well aligned across the Group. In energy, for example, we had three technology stacks providing switching capabilities on different Group brands.

By contrast, we now develop our technology and capabilities once, at a Group level. That means a single, common platform underpinning all our brands. It means we require less resource for maintenance and development; we can update the platform just once, before easily redeploying everywhere; and yet we retain the ability to overlay different user experiences as needed. We also build for shareability, meaning we can add further in-house brands over time, or provide our services to B2B partner brands. In Home Services, where this platform approach is most advanced, we already provide switching services to forty external brands.

In 2021 much of our focus was on consolidating and enhancing our data infrastructure, which is nearing completion, while also moving to a common switching platform for energy. In 2022 we are shifting our focus to do the same in insurance.

"We made good progress in the year, delivering well against our strategy. Our work on more efficient acquisition has delivered strong gross margin improvements"

Peter Duffy
Chief Executive Officer

This work has brought efficiencies and will continue to do so. The consolidation of our data estate has cut complexity, as has the implementation of a new CRM platform. Within Home Services, we have moved from eight to five technology squads, and expect to reduce this further, freeing up talent to be redeployed on innovation. We have also redesigned further parts of our organisation to simplify processes, remove layers and accelerate change.

Our brands

We enjoy leading positions in growing markets with significant headroom and our brands are firmly trusted by our customers, as demonstrated by our strong net promoter score of 72.

MoneySuperMarket ('MSM') had 10.0m active users in 2021, helping consumers save £1.6bn on their household bills. This was despite a suppressed travel insurance market, reduced savings levels in car insurance and negligible energy switching from the autumn onwards. In September we launched a new marketing campaign for MSM: the MoneySuperSeven is an engaging and flexible creative concept that clearly conveys the brand's purpose and breadth. We are pleased with the initial response and will back this campaign further in 2022, returning our above-the-line spend to 2020 levels.

MoneySavingExpert ('MSE') continued to provide advice to millions of users. YouGov again rated MSE the most recommended brand in the UK, ahead of over 1,700 brands in more than forty categories, and MSE was awarded Consumer Money Title of the Year at the Headline Money Awards. During the year we updated the site's visual identity and navigation, and introduced 'green' moneysaving guides in several areas. MSE also continued its successful consumer campaigns, for example calling for the regulation of Buy Now, Pay Later products, which was accepted by the Woolard Review and subsequently the Treasury. In the coming months, we will launch a car

insurance 'multi-comparison' proposition on MSE featuring tips and hints to help guide users to the best policy and price for them. The combination of TravelSupermarket and Icelolly.com into Ice Travel Group ('ITG'), majority owned by the Group, completed in September. ITG will benefit from revenue and cost synergies as well as strong combined management. It leaves the Group well placed to benefit from the travel recovery.

In November we acquired Quidco, the UK's second largest cashback site, expanding the Group into a high engagement category (Quidco's transacting members purchase on average 11 times a year) in line with our purpose of helping households save money. We are excited by the potential of the brand and the opportunity to leverage the Group data, technology and marketing platform to drive further improvements.

People and culture

I continue to be impressed by the passion and commitment of our employees as we deliver our purpose of saving households money. Reinforcing our inclusive culture is a priority for me, and one that is championed by several of our Employee Resource Groups. I wish to thank them, as well as employees throughout the business, for continuing to help move our culture forward.

We remain committed to embracing and promoting diversity, inclusion and equal opportunities. In February 2021, the Group was ranked first on the most recent Hampton-Alexander Review 'Women on Boards' report for its 62.5% female representation which has since increased to 66.7%. In 2021 we also were recognised as number 21 on the Inclusive Companies Top 50 UK Employer List.

Social impact

Helping households save money and supporting our wider community is at the heart of what we do. In 2021 we announced our commitment to reach net zero by 2030. In the meantime, we continue to be 'Beyond Carbon Neutral', offsetting 150% of our

carbon footprint, and in March joined forces with other leading UK tech companies to found the Tech Zero taskforce.

We also extended our partnership with the Prince's Trust for another year: in 2021, the Group donated £100,000 to the Trust, including the proceeds from colleague fundraising activities. We also supported local charities, donating £33,000 to various local causes including food banks, hospices and refuge centres. Our Ewloe catering team delivered 45,000 meals to homeless and vulnerable people in the community. MSE donated £100,000 to the MSE Charity, which provides grants of up to £7,500 to UK not-for-profit groups that provide education, information and support to help people manage their money better.

Outlook

The ongoing uncertainty around the pandemic, high energy wholesale prices and the wider economic outlook makes our services even more valuable to the UK consumer. Following the Quidco acquisition we can help households save money in more ways than ever before. We have already built stronger foundations for the business and in 2022 will ratchet up innovation to help more consumers switch more products. We look forward to delivering once again for customers, providers and investors.

Peter Duffy
Chief Executive Officer
16 February 2022



Our Market and Trends

Trends in our chosen markets

We have a diverse mix of growth opportunities within our various markets.

Price Comparison

(Overall market)

Trends	Impact	Opportunities	Brands affected
Regulatory focus Greater focus from governmental and regulatory bodies on empowering customers.	Regulation will become an increasingly important feature of the price comparison sector.	Regulation empowering customers to save money is fully aligned with our purpose of helping households save money. Such regulation can generate additional demand, as we saw when the energy price cap was introduced, and also facilitate the switching process, for example with faster energy switching or by changing insurance auto-renewal protocols (see below).	
Ongoing shift to mobile Consumers are increasingly accessing price comparison services on mobile devices.	Mobile browsing presents a greater challenge in terms of both collecting and communicating information on a smaller device. Screen display size makes paid links relatively more prominent when searching on a mobile, impacting acquisition source mix.	The growth in mobile apps presents an opportunity for the Group to attract direct, low-cost, repeat traffic – as we do already through the MoneySuperMarket and Quidco apps. App notifications also represent a further, direct communication channel. Finally, the growth of new app propositions allows us to reach further users via our B2B services.	
Comparison beyond price Providing greater and better information to users beyond just price.	Simultaneous comparison across multiple factors can be challenging to present clearly to the user.	Today price comparison focuses heavily on price. The cheapest policy is not always the right one though, and price comparison sites can improve the additional information they provide to help users assess value. We already offer comparison across a broader set of metrics via MSE's Pick Me A Tariff energy journey and now MSM's energy super-switch, which allow customers to weight their preference between different factors including but not limited to price.	
Advisory propositions Propositions that recommend products or even execute the switch for the consumer have started to emerge.	"Do it for me" propositions could disrupt the status quo and rapidly gain scale.	Advisory propositions are generally more heavily regulated than our current model. But they also represent a potential long-term evolution of the price comparison model to one that is more automated, with higher frequency of switching.	

Insurance

FCA pricing regulations In January 2022 the FCA introduced regulations to stop "price walking" by insurers in car and home insurance. This was part of a package of measures expected to ensure that insurance products offer fair value to consumers.	The removal of introductory discounts may increase prices for switchers. With renewal prices closer to (market) new business prices, we could see a lower propensity to switch.	The "price-walking" reforms provide some protection to consumers, however, as has proven to be the case with the energy price cap, it often remains in a customer's interest to switch. The auto-renewal changes will help customers by removing a pain point from today's switching journey.
Insurance premiums Average car insurance premiums have reduced since COVID-19 reduced traffic levels and therefore accidents, while home insurance premiums have similarly declined. We expect this to reverse over time.	Premium deflation generally acts to reduce enquiry volumes.	As inflation returns we should see higher enquiries in the market. By making our journeys as smooth and efficient as possible, we can capitalise on this increased demand.

Trends	Impact	Opportunities	Brands affected
Travel insurance The overall demand for travel and therefore the demand for travel insurance should recover as pandemic-related travel restrictions ease.	We have started to see recovery in the travel market as restrictions have eased and consumer confidence returns.	Our broad provider panel means we are well placed to find the most suitable policy for travellers. There may be greater demand from consumers seeking travel insurance as a result of travel impacts during the pandemic.	
Money			
Interest rate rises After years of low interest rates, there are signs of increases in major economies.	Higher interest rates make savings products more attractive and credit more costly.	Rising interest rates should stimulate greater demand for savings product comparison. In addition, we may see heightened demand for balance transfer or zero-interest credit cards as debt becomes more expensive.	
Home Services			
Energy wholesale pricing Energy wholesale prices rose sharply during 2021, reflecting both demand and supply issues that may drive further increases or a prolonged high. The retrospective nature of the price cap strains provider economics in a rising market, and removes attractive switching product from the market.	From September onwards there was little switching in the market and negligible switching revenue.	As wholesale prices decline then, depending on the level of the price cap, we may see a significant opportunity for switching. Our broad panel and best-in-class energy journeys mean we are well set to benefit from this. In addition, MSE editorial is uniquely positioned to guide consumers on the pros and cons of switching, and best deals in the market.	
Cashback services			
Online retail growth The pandemic has accelerated the secular growth of online retail purchasing.	More consumers continue to buy more products online than pre-pandemic.	Today, cashback is almost entirely associated with online purchasing. The greater penetration of online retail brings the potential for wider, more frequent engagement with cashback sites such as Quidco.	
Travel			
Package holiday growth Consumer demand for package holidays is likely to return as COVID-19 restrictions are relaxed.	We may see greater demand for and booking of travel (including package holidays) during 2022. On the other hand, as the largest discretionary spend area for many households, the travel market can be suppressed by macroeconomic pressures.	Ice Travel Group continues to focus on building leading comparison services to help consumers find the best deal for their holiday. We are well placed to benefit from the travel recovery.	

Our Business Model

Helping households

How we create value

Technology

Our offer is underpinned by our scalable and flexible technology solutions that are increasingly able to support multiple in-house and external brands from a common platform.

Data

Our strong analytic capabilities and upgraded infrastructure allow us to personalise the customer experience, generate real-time performance information, and provide relevant, useful data to providers.

Relationships

Our strong relationships with our providers allow us to offer exclusive and market-leading deals. Read more about how we engage with our providers on pages 42 to 43.

People

Our talented people ensure we provide customers with the best experience. Read more about how we support our employees on pages 46 to 50.

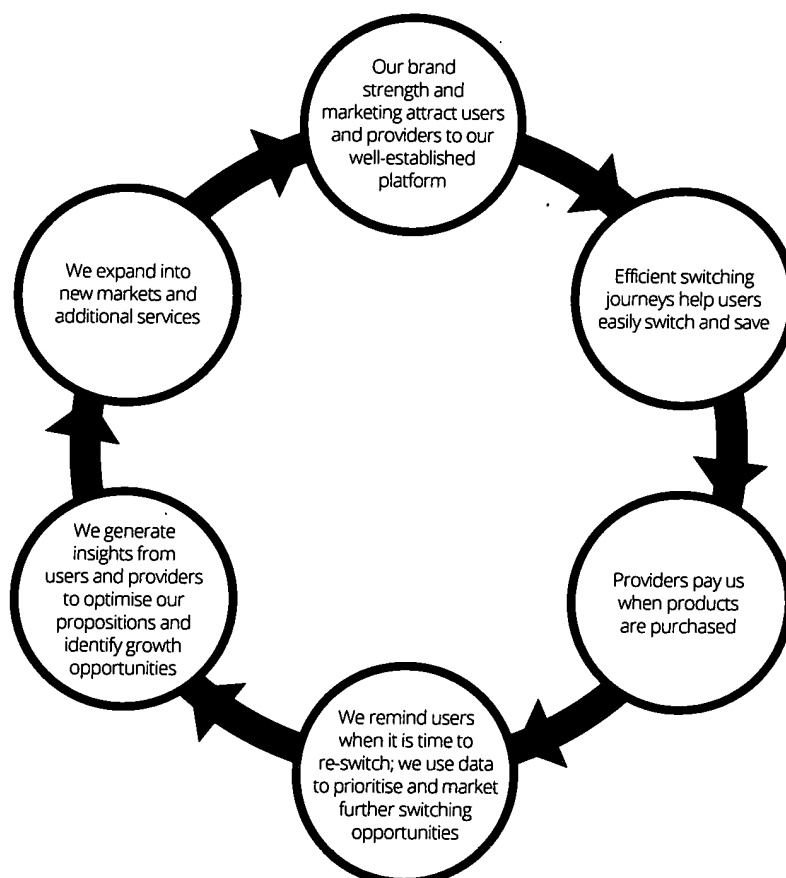
Leading brands

We operate well-known brands which are trusted by our customers and acquired two new brands in 2021. Read about our brands on pages 4 to 5 and our acquisitions on pages 24 to 25.

Marketing expertise

We invest in marketing to attract customers and providers to our sites. Read more about our MoneySuperSeven brand launch on pages 20 to 21.

We provide products and services to help users make meaningful savings across their household finances. At the same time we help providers to acquire new customers in an efficient and cost effective way.



Risk management framework

The Group operates in an increasingly complex business environment and there are risks to the delivery of our strategic goals and the sustainability of our business model. We have identified the key risks through our risk management framework, and we have considered them as part of our viability assessment. The risk management framework also provides the tools to manage and continually review our risks. It seeks to drive accountability and the insight required for the Board to monitor our risk management system. This also allows management and the Board to adapt the strategy to ensure that we are not taking unnecessary risks and that the underlying risks in the strategy are being appropriately mitigated, therefore enabling delivery of the strategy.

How we share value with our stakeholders

Our customers

Savings through readily accessible, personalised information

In 2021 our customers are estimated to have saved

£1.6bn (2020: £2.0bn)

Our providers

Cost-effective customer acquisition via access to millions of informed customers

Number of providers and merchants

4,500+ (2020: 1,000+)

Our people

An inclusive place to work where employees feel that they belong

Employee diversity and inclusion score

71% (2020: 78%)

Our communities

Positive impact through work experience, charitable donations and volunteering

Donated to charitable causes in 2021

£233k (2020: £169k)

Our shareholders

A track record of progressive dividends

Cash return to shareholders in 2021

£62.8m (2020: £62.8m)

How we maximise value

Clear strategy

Read more on pages 14 to 17

Robust risk management

Read more on pages 34 to 39

Innovative and inclusive culture

Read more on pages 46 to 50

Responsible approach

Read more on pages 52 to 59

Sound governance

Read more on pages 66 to 77

Our Strategy

Helping households save money



Helping households save money



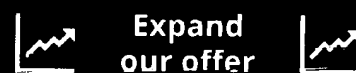
Efficient acquisition

Best-in-class digital efficiency
Effective marketing
Seamless, shorter journeys



Retain and grow

Engaged relationships – helpful prompts and reminders
Targeted, relevant cross-sell



Expand our offer

Further channels
Wider audiences
More products on more brands



Advanced data capabilities • Common technology • Scalable platforms



Efficient acquisition

We aim to attract users to our sites in the most cost-effective way. This means optimising our paid search ('PPC'), search engine optimisation ('SEO'), and brand marketing.

In 2021 we deployed more granular data to enhance our PPC bidding, improving margins as a result. We migrated to the SA360 bidding platform and are in the process of deploying more sophisticated features.

SEO delivers substantial volumes of free search traffic to our sites. Whilst we continue to see volatility, we exited 2021 with MSM car and home insurance ranking at their highest since mid-2019. Further changes to the MSM platform this year will drive greater efficiencies in content production.

Above-the-line marketing remains an important driver of traffic to MSM. The September refresh of the MSM brand introduced the MoneySuperSeven marketing campaign – a flexible creative platform that emphasises our purpose and breadth. We continue to see a strong multi-year return on advertising spend, supporting our planned increase for 2022.



Retain and grow

We want to retain users and help them switch more of their household bills. In addition, there are strong commercial benefits to the Group from incremental switches from existing users.

To drive higher retention, we focus on timely reminders as well as swift renewal processes. Within energy, we learnt from MSE's 'Pick Me A Tariff Every Year' service to launch in December an MSM energy 'super-switch' service that stores relevant customer details to make subsequent switching even easier.

Cross-sell is a major opportunity. In 2021, only 19% of our MSM active users enquired in more than one of our seven core channels, with less than 3% enquiring in more than two such channels; on average, active users enquired in 1.2 channels. We aim to grow this by presenting the user with attractive further switching opportunities, facilitated by the pre-population of relevant data. This has been made possible by the improvements to our data infrastructure.

In 2021 we made progress so that for known users we pre-populate some details across the major MSM channels. In 2022

we will significantly advance this to further simplify customer journeys. We will also provide more explicit switching prompts to users to highlight the potential savings in channels beyond the one they are enquiring in.

To use customer data in renewal and cross-sell journeys we need the customer to identify themselves. Over the course of the year, we improved sign-in rates on MSM by one third and overhauled our 'forgotten password' service to take successful password resets from 40% to 90% of cases. In 2022 we will introduce additional account functionality to improve sign-in rates further.

For both renewal and cross-sell, we must communicate reminders and further switching opportunities to users in a compelling way. We have recently transitioned to Braze, exiting our former CRM platform in February 2022. As well as allowing more efficient, data-driven marketing campaigns across the app, web and email, Braze interfaces with our new data infrastructure to deliver tailored messages to our users based on the progress of their enquiry.



Expand our offer

We seek attractive opportunities to grow the potential of the Group further. We made three acquisitions during the year, compared to two in the previous eight years.

In November we completed the acquisition of Quidco, expanding the Group into cashback: a growing, profitable and high engagement market, with over 11 purchases on average per transacting member per year. We will leverage Group capabilities to expand and evolve the Quidco proposition, and over time will look to deploy Quidco capabilities into further Group brands. We expect the acquisition to be earnings accretive in 2022.

In September we combined TravelSupermarket with Icelolly.com to create a standalone holiday comparison business, Ice Travel Group, with the Group holding a majority share. The combination will benefit customers of both brands, with a richer and more diversified offer as the travel and holiday markets recover. As well as unlocking commercial benefits, the creation of a standalone entity under a travel-focused management team gives the Group greater flexibility to maximise shareholder returns.

In January 2021 we completed the acquisition of CYTI, giving us direct control of our life, pet and travel insurance journeys. This has enabled us to rapidly launch travel insurance on icelolly.com.

2021 also saw continued, steady progress on our mortgage proposition. We added a third decision-in-principle integration for re-mortgage, this time with Natwest, meaning we now cover half of the largest lenders by volume. In November we expanded the Natwest relationship further, introducing a first decision-in-principle integration for home purchases. These products display good unit economics but remain low in terms of overall volume.

Our Strategy continued

Helping households save money

Advanced data capabilities, common technology, scalable platforms

The three strategic objectives are enabled by a common, scalable platform that supports our Group brands and, increasingly, third-party ones. We are focused on consolidating and simplifying our infrastructure, while building in a way that maximises efficient re-use across the Group and beyond.

Data is key to delivering our strategy. In 2021 we modernised our data infrastructure and related capabilities, allowing us to consolidate our data estate, to shorten and simplify internal processes, and to better share data and insight within the organisation.

We now capture more customer journey data, and will use this data to streamline their subsequent enquiries as well as intelligently selecting and promoting their "next best action". In 2021, we commenced our transition to Google Cloud Platform as our primary data lake and implemented Braze to drive more efficient, coordinated and focused marketing campaigns.

In 2021 we also completed the acquisition of CYTI, our partner for our life, pet and travel insurance journeys. The acquisition gives us direct control of those journeys and the associated consumer data. Relative to peers we operate more of our channels directly and see this as an ongoing competitive advantage.

Structure and ways of working

In 2021 we made changes to increase alignment, consolidate decision-making and accelerate delivery. We combined our Product and Technology functions under joint leadership, aligning priorities and resourcing across these two crucial areas. We also focused on enhancing capabilities within Product teams, while removing layers and building greater specialist knowledge within the business more widely.

Culture

Our strategy is underpinned by our strong company culture. We strive to embed and maintain a culture of diversity and inclusion, promoting an environment where all of our employees can grow and develop. In line with the changes we are making to our ways of working, we are also seeking to build a more entrepreneurial, fast-paced and agile organisation to deliver greater innovation for our users.

We remain deeply committed to investing in our employees' health and wellbeing, with several relevant initiatives in 2021. For information on these and on People & Culture more widely, please see pages 46 to 50.

Read Strategy in Action on pages 20 to 21

Read Strategy in Action on pages 22 to 23

Read Strategy in Action on pages 24 to 25

Progress against our strategic priorities

Strategic Initiatives	What we have done in 2021	Our Future	Principal Risks and Uncertainties	Brand
Efficient acquisition	- New brand campaign launched for MoneySuperMarket, introducing the MoneySuperSeven. This gives us a flexible creative platform to showcase the breadth of our consumer offer - Significant enhancement of our pay-per-click bidding capabilities with greater use of data and transition to SA360 bidding platform	- Expand and reinforce the new brand campaign with £5m additional investment - Complete optimisation of pay-per-click bidding - Ongoing focus on SEO to drive high-margin traffic	- Competitive environment and consumer demands - Brand strength and reputation - Economic conditions - Regulation - Relevance to partners	
Retain and grow	- Iteration and scaling of MSE Pick Me A Tariff; launch of MoneySuperMarket energy super-switch - Improved pre-population of certain question sets - New authentication platform driving sign-in rates up by one third	- Consolidation of question sets to shorten journeys and allow wide pre-population - Further simplification of login and account creation process, removing user friction	- Brand strength and reputation - Data processing and protection - Data security and cyber risk - Business transformation - Relevance to partners - Economic conditions - Regulation	
Expand our offer	- Acquisition of Quidco, expanding into the new segment of cashback services - CYTI acquisition, bringing life, pet and travel insurance in house - Creation of Ice Travel Group to expand strategic options in travel, and leaving us well placed for when travel rebounds	- Optimisation, integration and extension of Quidco - Further expansion in mortgages - Optimisation of Ice Travel Group - MSE and B2B insurance propositions	- Competitive environment and consumer demands - Business transformation - Relevance to partners - Regulation	
Supporting infrastructure	- Core technology platform now fully operating in the cloud with final legacy data centre now closed - CRM migrated to Braze, unlocking advanced, automated multi-channel communication - Common technology being implemented in Home Services across MSM, MSE and Decision Tech - Transition to Google Cloud Platform well underway, consolidating data and enabling greater analytical processing	- Complete transition to Google Cloud Platform - Continue optimisation of technology, with the principle of "build and re-use" - Optimisation and full deployment of Braze	- Business transformation - Data processing and protection - Data security and cyber risk - Regulation	

Our focus on customers

Focusing on customers' needs

Our purpose of helping households save money has never been more relevant than in 2021, when we continued to innovate for our customers and users with helpful services and advice.

MoneySavingExpert

MoneySavingExpert built on its role as the most authoritative voice on COVID-19 related financial issues, as well as further developing key moneysaving tools such as the Pick Me a Tariff proposition on Cheap Energy Club, and our Cheap Mobile Finder. MSE won Consumer Money Title of the Year at the Headline Money Awards. In addition, we have enhanced our MSE website navigation making it simpler for users to access helpful information. During the year MSE launched several new green guides, providing users with ecologically friendly moneysaving tips.

Brand relaunch

Our MoneySuperSeven brand launch featuring a squad of seven saving specialists helps customers to understand the different ways they can save: car insurance, home insurance, energy, broadband, credit cards, travel insurance and pet insurance.

Travel

COVID-19 has continued to provide challenges to customers wanting to travel in 2021. To help our customers understand the, COVID-19 travel restrictions, we continually revised our messaging on TravelSupermarket, as government advice changed.

For travel insurance, we ensured MoneySuperMarket, TravelSupermarket and icelolly.com customers were informed about COVID-19 related cover and exclusions. We also enhanced functionality for customers to compare COVID-19 cover on MoneySuperMarket, adding comprehensive provider level cover information.

We provided advice to MoneySavingExpert users on how to find the cheapest COVID-19 tests for overseas travel and on travel rights for cancelled holidays.

Money

The pandemic has meant that many customers had less clarity on what they would be eligible for. Through our eligibility journeys for credit cards and loans, we provided greater transparency of the products available to customers, based on their personal circumstances. We have also improved our online journeys, reducing friction for our customers through question set improvements and other optimisations.

Mortgages

We have significantly enhanced our customer experience with a new logged-in experience that allows customers to retrieve their last results and pick up where they left off, and added a more intelligent affordability calculator.

Energy

When the energy crisis broke in 2021, numerous energy firms collapsed leaving customers concerned about what to do next. We took the decision to keep our contact centre open and experienced a spike in customer contact. We were able to advise customers on whether the best course of action was to stay on their current tariff or switch, as well as providing general information about why the prices were so high, and about which suppliers had ceased trading.

"So helpful, straight talking and honest. Really appreciate this guidance in such difficult times"

MSM customer, 2021

Cutting your costs, fighting your corner

Cutting your costs

MoneySavingExpert has continued to develop its position as one of the UK's biggest finance websites, editorially independent and committed to helping its users cut their costs and fighting their corner. There were more than 200 million sessions on the site in 2021, with a further 69 million on the MSE Forum, our online community of moneysavers. Around 8 million people receive our famous weekly email.

Much of our effort remains focused on helping people manage the impact of COVID-19 and the cost of living crisis on their finances: our constantly updated guide on cheap travel tests has been particularly popular with users, as has our detailed analysis of the impact of dramatic rises in energy costs. Our journalism continues to make an impact: the Government stopped sending out letters wrongly advising people to switch energy tariff after we revealed that the Department for Work and Pensions (DWP) had sent the misleading advice to 10 million people. Multiple other news organisations picked up our story that Ryanair was blocking bookings from passengers who had received legitimate "chargeback" refunds for flights disrupted by COVID.

Our record as the UK's most influential personal finance website won us Consumer Money Title of the Year at the Headline Money awards. And once again, YouGov rated MSE the most recommended brand in the UK, ahead of over 1,700 brands in more than 40 categories.

Fighting your corner

One thing that underpins that recognition is our campaigning on behalf of consumers, and 2021 saw us achieve significant results. The MSE Campaigns team started the year welcoming the recommendations in the Woolard Review which called for regulation of the Buy Now, Pay Later (BNPL) sector, which the Government has accepted. Alongside others, MSE campaigned for this intervention and has since been working to influence the emerging shape of BNPL regulation. In other wins, the Government believes there is a good case for implementing MSE's recommendation to halve the waiting time before consumers can take complaints to ombudsmen – we are hoping to see legislation on this introduced soon. And in response to MSE's campaigning, it agreed to tell students in England about the hidden "parental contribution" that is expected towards living costs while at university. We are also proud that in April, "Academi Arian MSE", the Welsh language version of the free Open University (OU) course MSE Academy of Money was launched. The course gives people the skills and knowledge to master their finances, and was written by the OU, with MSE providing support and guidance.

Even easier to use

We continue to invest considerable resources in our platforms and content to respond to the changing needs of our users. On our main website, we finished rolling out our new visual design and focused on making our content as accessible as possible to all users. And we re-platformed our Forum website, with new designs and functionality.

We have well-advanced plans for 2022, including the launch of an MSE "multi-comparison" car insurance proposition. Further innovation will enhance how we engage with our users, as well as making key moneysaving tools such as Cheap Energy Club and our Cards and Loans Eligibility Checker even more powerful for our users.

Strategy in Action



Efficient Acquisition



Launching the MoneySuperSeven brand campaign

At MoneySuperMarket, there are always more ways to save and so in 2021 we've been on a mission to help save Britain... money.

This year we relaunched the MoneySuperMarket brand with the "MoneySuperSeven", our new brand campaign that aims to help people make savings on multiple household bills.

The "MoneySuperSeven" campaign features a squad of smart, eclectic, cool, savvy women, who work out of secret headquarters at MoneySuperMarket – each has been handpicked for having expertise in one of our seven saving areas, and together they form the MoneySuperSeven. Our squad all share a bigger goal – to help people save money.

With this scale of brand and creative evolution, it was a priority for us to ensure we tested the ideas with our customers and employees. Throughout the development process, we shared concepts, scripts, casting and naming with our customers and employees, to ensure relatability, likeability, impact and brand recognition. We also had representatives from different functions within the business and our Employee Resource Groups inputting into the creative idea and sharing their feedback. See page 50 for more information.



Creating value for our stakeholders



Retain and Grow



Engaged relationships

Driving simpler repeat switching

In the past two years we have developed leading energy switching solutions that not only help users find the right deal for them, but also set the user up for a fast and simple re-switch the following year.

Scaling our “Pick Me A Tariff Every Year” service

Launched in 2020, the MoneySavingExpert “Pick Me A Tariff” product takes account of user preferences to identify their best switching options.

By asking users to weight factors including price, service and green provider credentials we were able to deliver personalised results to suit the user's needs. In addition, the Pick Me A Tariff Every Year service allows users to sign up for a recommended switch the following year, with a very simple journey to complete that subsequent switch. This benefits the user, as they always remain on the best tariff for them, but also our business as we drive greater re-switching activity.

In 2021 we iterated and improved the service, seeing significantly higher conversion than on our standard energy journey. Prior to the closure of the energy switching market, we drove good levels of sign-ups, confirming the attractiveness of the proposition to the MSE audience.

The energy super-switch

Taking learnings from Pick Me A Tariff, in 2021 we developed and launched on MoneySuperMarket the energy “super-switch”. Users can opt to save their details, including direct debit details, enabling a fast and simple switching process the following year.

The success of the Pick Me A Tariff mechanic also led to us developing a value-led energy switching journey for MSM. As the energy market recovers we will test and iterate this exciting proposition further.



Strategy in Action



Expand our Offer



Broadening our offer

Quidco

In 2021, we acquired Quidco, the second largest cashback business in the UK. It provides marketing services for nearly 5,000 merchants, allowing its users to gain cashback on retail, travel and switching services. The acquisition expands the Group in line with our purpose of helping households save money. The cashback market is growing and profitable, with significant headroom for further growth. Quidco adds a broad and leading cashback offer to the Group, providing an additional way for our users to save on even more products and services.

Icelolly.com

In 2021 we combined our TravelSupermarket business (TSM) with Icelolly Marketing Limited (icelolly.com), enabling stronger and broader travel comparison services across both brands. Icelolly.com is an online travel intermediary specialising in holiday comparison and deals, and will complement TSM's comparison services for holidays, flights, hotels, car hire and travel ancillaries. Both brands have been retained, with each benefiting from revenue diversification, shared commercial expertise and greater audience reach.

CYTI

In January 2021, the Group acquired the remaining share capital of CYTI. The acquisition cemented our links with an important partner in our travel, life and pet insurance channels, providing the Group with greater control over these key channels.

Mortgages

2021 saw continued steady progress on our mortgage innovation. We added a third decision-in-principle integration for re-mortgage, this time with Natwest, meaning we now cover half of the largest lenders by volume. In November we expanded the Natwest relationship further, introducing a first decision-in-principle integration for home purchases.



Quidco has been helping people earn cashback for over 15 years. On average, transacting Quidco users purchase through the site more than 11 times per year

icelolly.com works hard to make sure they provide all of its customers with the best experience. It has a database of around 1m email subscribers and a social following of over 550,000.

Financial Review

“We delivered good cashflow and margin progression amid challenging markets”

Scilla Grimble
Chief Financial Officer

Group revenue decreased 8% to £316.7m (2020: £344.9m), with profit after tax declining 25% to £52.1m (2020: £69.3m). When reviewing performance, the Board reviews several adjusted measures, including adjusted EBITDA which decreased 7% to £100.5m (2020: £107.8m) and adjusted EPS which decreased 9% to 11.9p (2020: 13.1p), as shown in the table below.

Extract from the Consolidated Statement of Comprehensive Income
for the year ended 31 December

	2021 £m	2020 £m	Growth %
Revenue	316.7	344.9	(8)
Cost of sales	(93.8)	(115.4)	(19)
Gross profit	222.9	229.5	(3)
Operating costs	(149.5)	(142.5)	5
Operating profit	73.4	87.0	(16)
Amortisation and depreciation	23.5	20.8	13
EBITDA	96.9	107.8	(10)
Profit after tax	52.1	69.3	(25)

Reconciliation to adjusted EBITDA:

EBITDA	96.9	107.8	(10)
Deal fees and associated costs	3.6	-	n.m.
Adjusted EBITDA	100.5	107.8	(7)
Adjusted earnings per share ⁽¹⁾ :			
- basic (p)	11.9	13.1	(9)
- diluted (p)	11.9	13.1	(9)

⁽¹⁾ A reconciliation to adjusted EPS is included within note 10.

Revenue

for the year ended 31 December

	2021 £m	2020 £m	Growth %
Insurance	158.7	172.9	(8)
Money	75.2	62.8	20
Home Services	68.1	103.2	(34)
Travel	4.1	6.0	(32)
Cashback	10.6	-	n.m.
Total	316.7	344.9	(8)

Travel includes revenue from Icelolly.com from 1 September 2021. Cashback reflects Quidco revenue post-acquisition, i.e., from 1 November 2021. Decision Tech is now reported within Home Services (with prior year comparatives similarly restated).

Revenue fell 8% in 2021 or 11% excluding Cashback. In the first quarter all verticals declined year-on-year as they lapped a largely pre-pandemic period of 2020. From the second quarter, performance varied significantly by vertical with Money's recovery being offset by weaker Insurance trading and the closure of the energy switching market during the second half.

Insurance

Insurance revenue decreased 8% with year-on-year declines in the main channels. Declining premiums and intensifying competitor activity reduced visitor numbers in car and home insurance, though car insurance benefitted from strong conversion. Optimisation of our acquisition strategies also contributed to lower revenue in car, home and life insurance, though all three channels delivered higher gross margin rates than in 2021.

Following limited demand in the first half due to COVID-19 travel restrictions, demand for travel insurance began to recover in the second half but weakened in December as the Omicron COVID-19 variant emerged.

Money

Money recovered strongly in the year with revenue increasing 20%. In the second half, revenue was close to 2019 levels. Search traffic was below pre-pandemic levels, though conversion in our borrowing channels improved throughout the period to exceed 2019 levels.

Banking performance for the year was still below pre-pandemic levels, reflecting fewer attractive promotional deals. The flow of deals and therefore performance improved in the second half.

Home Services

Home Services revenue fell 34%, reflecting significant disruption in the energy wholesale markets. Wholesale prices rose through much of the year. Until September this meant lower customer savings year on year, and therefore lower switching levels. The particularly steep increases in wholesale prices from September led to providers removing tariffs from the market and consequently negligible energy switching. From October there were no switchable tariffs on our sites and therefore no revenue from energy.

Home comms revenue was broadly flat for the year. Broadband declined following a strong year for switching in 2020, but this was largely offset by good growth in mobile.

Travel

Trading in Travel was negligible in the first half of the year due to the pandemic restrictions but showed signs of recovery from the summer. TravelSupermarket, which provides users with holiday, car rental and travel insurance search, peaked at c.45% of 2019 revenue in October and November, prior to the emergence of the Omicron variant of COVID-19 which heavily affected travel demand in December. Icelolly.com saw a slower recovery given its currently more narrow focus on holiday search.

Cashback

The first two months of Quidco within the Group coincided with the peak online retail trading period of Black Friday. Profit grew strongly year on year, driven by an increase in activity-based marketing fees.

Gross profit

Gross margin increased nearly 4%pt from 66.5% to 70.4% in 2021. Excluding the impact of Quidco, which has structurally lower margins, Group gross margin would have been about 1% point higher.

Around 1.5%pt of the improvement was driven by more efficient customer acquisition in Insurance and conversion gains in car insurance.

A further c.1.5%pt was due to improved conversion in Money, particularly in borrowing channels.

The remainder was driven by a change in mix. The loss from July 2021 of a large but low margin B2B contract and the weakness in energy both benefited Group margin in the second half. This was partially offset by the impact of Quidco.

We continued to see a shift of traffic to mobile devices, with 61.0% (2020: 57.4%) of MSM visits coming from a mobile device, while tablet share again declined. Overall, there was little impact on margin from changes in device mix.

In 2022 we expect the net impact of the Quidco acquisition and loss of the B2B contract to drive a c.5%pt Group margin reduction. Beyond these changes, 2022 margin will depend on typical trading dynamics, including the timing and extent of the travel and energy recoveries.

Financial Review continued

Operating costs

for the year ended 31 December

	2021 £m	2020 £m	Growth %
Distribution expenses	29.5	34.3	(14)
Administrative expenses	120.0	108.2	11
Operating costs	149.5	142.5	5
Within administration expenses			
Amortisation of technology related intangible assets	14.6	13.9	5
Amortisation of acquisition related intangible assets	4.4	2.4	82
Depreciation	4.5	4.5	1

Distribution expenses reduced year on year, as planned. In September we launched the MoneySuperSeven advertising campaign and in 2022 will invest further behind this campaign. This investment means distribution expenses are likely to increase to around 2020 levels in 2022.

The improvements to our data estate and the transition to a new CRM platform have allowed us to become a more efficient business. We also have simplified and delayed parts of the organisation to drive accountability and pace. The result is a significant reduction in headcount within the pre-existing (i.e. pre-acquisitions) Group.

For the full year, administrative expenses nonetheless increased by £12m, driven primarily by the consolidation of CYTI, Icelolly.com and Quidco, the return of staff incentive costs, and acquisition-related charges.

The full-year consolidation of Quidco and Icelolly.com are expected to add a further c.£10m to the operating cost base (excluding depreciation and amortisation) in 2022.

Adjusting items*

for the year ended 31 December

	2021 £m	2020 £m	Growth %
Deal fees and associated costs	3.6	-	n.m.
Amortisation of acquisition related intangible assets	4.4	2.4	82
Adjusting items included in administrative expenses	8.0	2.4	233
Change in fair value of financial instrument	0.7	(3.5)	n.m.
Total	8.7	(1.1)	n.m.

* Amortisation of acquisition related intangible assets and the change in fair value of financial instrument are not included in EBITDA and therefore are only adjusting items in the adjusted EPS calculation. Deal fees and associated costs are adjusting items in both the adjusted EBITDA and adjusted EPS calculations.

The Group incurred £3.6m of deal fees and associated costs relating to the Quidco acquisition and combination of TravelSupermarket and Icelolly.com. These costs have been treated as an adjusting item as M&A activity is not part of the underlying course of business of the Group.

The acquisitions of MSE in 2012 and Decision Tech in 2018 gave rise to intangible assets (excluding goodwill) of £12.9m and £8.7m respectively. In 2021, the acquisitions of CYTI and Quidco and the combination of TravelSupermarket and Icelolly.com gave rise to intangible assets (excluding goodwill) of £3.4m, £44.3m and £3.2m, respectively. These are being amortised over a period of 3-10 years and as a result, the charge for amortisation of acquisition related intangibles increased to £4.4m (2020: £2.4m). We expect the amortisation charge for 2022 for acquisition related intangible assets to be around £10m.

The change in fair value of a financial instrument relates to the acquisition of the remaining 72% shareholding of CYTI during the year. As at 31 December 2020 the Group held a 28% investment in CYTI with a call option valued at £3.5m to acquire the remaining share capital. As part of the acquisition during 2021 the initial investment was adjusted to its fair value resulting in a charge to the income statement of £0.7m.

Key performance indicators

The Board reviews key performance indicators (KPIs) to assess the performance of the business against the Group's strategy. We measure five key strategic KPIs: estimated customer savings, net promoter score, active users, revenue per active user and marketing margin.

	31 December 2021	31 December 2020
Estimated customer savings	£1.6bn	£2.0bn
Net promoter score	72	72
Active users	10.0m	11.5m
Revenue per active user	£16.90	£16.19
Marketing margin	61%	57%

Estimated customer savings:	This is calculated by multiplying sales volume against the average saving per product for core channels, the balance of the calculation is a company estimation. From November 2021 we have added the cashback earned by Quidco members
Net promoter score:	The 12 monthly rolling average NPS (1 Jan 2021 – 31 Dec 2021 inclusive) measured by YouGov Brand Index service Recommend Score weighted by revenue for MoneySuperMarket and MoneySavingExpert to create a combined NPS.
Active users:	The number of unique accounts running enquiries in our core seven channels for MoneySuperMarket (car insurance, home insurance, life insurance, travel insurance, credit cards, loans and energy) in the last 12-month period.
Revenue per active user:	The revenue for the core seven MoneySuperMarket channels divided by the number of active users for the last 12 months.
Marketing margin:	The inverse relationship between Group revenue and total marketing spend represented as a percentage. Total marketing spend includes the direct cost of sales plus distribution expenses.

We estimate that the Group saved customers £1.6bn in 2021. The reduction from 2020 reflects a weaker year in aggregate for travel insurance, lower savings and volumes in car insurance, and lower energy savings levels through the year that then dropped to zero from September.

NPS remained healthy at 72. This strong score demonstrates that trust and satisfaction in both brands remains high, with MSE scoring exceptionally and MSM scoring ahead of the peer group average.

Active user numbers fell by 1.5m to 10.0m, driven by lower travel insurance enquiries (normally a high-volume channel) and a reduction in car enquiry volumes. This was partially offset by good energy enquiry volumes, which remained strong throughout Q4 despite the lack of switchable tariffs.

Revenue per active user increased £0.71 to £16.90 reflecting strong conversion in Money and car insurance as well as a mix away from travel insurance. This was partially offset by a decline in energy conversion (which saw high traffic but no switching in Q4).

The marketing margin growth reflects the strong gross margin improvements made during 2021 as well as the reduction in brand marketing spend, both of which are described above.

Alternative performance measures

We use a number of alternative (non-Generally Accepted Accounting Practice ("non-GAAP")) financial measures which are not defined within IFRS. The Board reviews adjusted EBITDA and adjusted EPS alongside GAAP measures when reviewing the performance of the Group. Executive management bonus targets include an adjusted EBITDA measure and the long-term incentive plans include an adjusted basic EPS measure.

The adjustments are separately disclosed and are usually items that are non-underlying to trading activities and that are significant in size. Alternative performance measures used within these statements are accompanied with a reference to the relevant GAAP measure and the adjustments made. These measures should be considered alongside the IFRS measures.

Dividends

The Board has recommended a final dividend of 8.61p pence per share (2020: 8.61p), making the proposed full year dividend 11.71p pence per share (2020: 11.71p). This reflects the ongoing good cash conversion of the business, strong balance sheet and the Board's confidence in the future prospects of the Group.

The final dividend will be paid on 12 May 2022 to shareholders on the register on 1 April 2022, subject to approval by shareholders at the Annual General Meeting to be held on 5 May 2022.

Tax

The effective tax rate of 25.8% (2020: 21.1%) is above the UK standard rate of 19.0% (2020: 19.0%). This is primarily due to a charge arising from the revaluation of deferred tax liabilities following the substantive enactment on 24 May 2021 of the increase in the standard rate of corporation tax to 25%, coming into effect on 1 April 2023.

Earnings per share

Basic reported earnings per share was 9.8p (2020: 12.9p). This represents a larger percentage decrease year on year than at adjusted EBITDA level primarily due to a significant increase in adjusting items and the higher effective tax rate this year, both as noted above.

Adjusted earnings per ordinary share is based on profit before tax before the adjusting items detailed above. A tax rate of 19.0% (2020: 19.0%) is applied to calculate adjusted profit after tax. Adjusted basic earnings per ordinary share decreased 9% to 11.9p per share, in line with the percentage reduction in adjusted EBITDA.

Cash flow and balance sheet

The Group generated operating cash flows of £65.7m (2020: £83.9m) and finished the year with a net debt position of £59.6m (2020 restated: £22.8m net cash). Net debt includes borrowings of £57.5m (2020: £nil) and £14.6m (2020: £0.8m) of deferred consideration following the acquisition of Quidco.

The working capital outflow of £17.0m was largely driven by lower payables. This was primarily due to the payment of c.£8m of VAT deferred in 2020 under the Government's automatic COVID-19 deferral scheme as well as c.£5m in one-off outflows related to the Quidco acquisition.

Cash outflows on investing activities were driven by the acquisition of Quidco, with cash consideration paid in the period of £90.1m, less £32.5m of cash held by Quidco leading to a net outflow of £57.6m (see Quidco section and note 29 for further details). We also paid £0.8m for the acquisition of CYTI (net of £0.2m cash acquired), the final £0.8m of deferred consideration for the acquisition of Decision Tech and received £2.1m on the disposal of our stake in Truelayer.

In October 2021, to part-fund the acquisition of Quidco, the Group entered into a new £50m amortising term loan that matures in October 2024. We also extended our £90m revolving credit facility ('RCF') to October 2024. The RCF has an accordion option to apply for up to £100m of additional funds during the term of the RCF. As at 31 December, there was £50m outstanding on the term loan and the Group had drawn £7.5m on the RCF.

Financial Review continued

Capital expenditure

Capital expenditure was £9.8m (2020: £11.0m) of which technology spend was £9.2m (2020: £9.2m). In 2022, we expect technology capex to be in the region of £10m.

The amortisation charge for technology assets in 2021 (£16.6m) included accelerated amortisation of several data infrastructure assets. This is due to a transition to Google Cloud Platform in 2021 as part of our data transformation. In 2022 we expect the technology amortisation charge to be in the region of £12m, excluding acquired intangibles.

CYTI

In January 2021, the Group increased its shareholding in CYTI from 28% to 100% for cash consideration of £1.0m, £0.7m of which was paid on acquisition and £0.3m later in the year. Contingent consideration of £0.1m remains on balance sheet (see note 12 to the financial statements for more detail).

Ice Travel Group

In September 2021, we transferred ownership of Travelsupermarket Limited to Ice Travel Group Limited ('ITG') in exchange for a 67% controlling stake in ITG. As part of this deal ITG also acquired Icelolly Marketing Limited as a wholly owned subsidiary. All three companies are now wholly consolidated into our results.

Quidco

On 1 November 2021 the Group acquired Quidco, for £101m on a debt-free, cash-free basis. Following the finalisation of completion accounts and adjusting for cash and debt-like items, total consideration payable was £104.6m. £14.5m of this is deferred consideration.

The upfront cash consideration was funded from the Group's existing RCF, cash resources and a new £50m amortising term loan that matures in October 2024.

Going concern

The Directors have prepared the consolidated financial statements on a going concern basis for the following reasons. As at 31 December 2021, the Group's external debt comprised an amortising loan repayable over three years (with a balance outstanding of £50m) and a revolving credit facility ('RCF'), (of which £7.5m of the £90m available was drawn down). No further amounts have been drawn down since the year end. The operations of the business have been impacted by COVID-19 and the current conditions affecting the energy market. However, the Group remains profitable, cash generative and compliant with the covenants of the bank loan and RCF.

The Directors have prepared cash flow forecasts for the Group, including its cash position, for a period of at least 12 months from the date of approval of the consolidated financial statements. The Directors have also considered the effect of COVID-19 and the current energy market conditions upon the Group's business, financial position, and liquidity in severe, but plausible, downside scenarios. The scenarios modelled take into account the potential impacts of COVID-19 and the current energy market conditions and include a base scenario derived from the Group's latest forecasts. The severe, but plausible, downside scenarios modelled, under a detailed exercise at a channel level, included minimal recovery over the period of the cash flow forecasts and in the most severe scenarios reflected some of the possible cost mitigations that could be taken. The impact these scenarios have on the financial resources, including the extent of utilisation of the available debt arrangements and impact on covenant calculations has been modelled. The possible mitigating circumstances and actions in the event of such scenarios occurring that were considered by the Directors included cost mitigations such as a reduction in the ordinary dividend payment, a reduction in operating expenses or the slowdown of capital expenditure. A reverse stress test has also been performed.

The scenarios modelled and the reverse stress test showed that the Group will be able to operate at adequate levels of liquidity for at least the next 12 months from the date of signing the consolidated financial statements. The Directors, therefore, consider that the Group has adequate resources to continue in operational existence for at least 12 months from the date of approval of the consolidated financial statements and have prepared them on a going concern basis.

Scilla Grimble
Chief Financial Officer
16 February 2022



Viability Statement

As required by Provision 31 of the 2018 UK Corporate Governance Code, the Directors have assessed the prospects of the Group over a three-year period to December 2024. In making this assessment the Directors took account of the Business Model and Principal Risks set out on pages 12 to 13 and pages 38 to 39 of the Strategic Report.

Business Model

The Group has a simple business model – matching customers to the right providers. It uses online services to help customers to compare a wide range of products in one place and make an informed choice when taking out the product most suited to their needs. With the addition of Quidco this year, our model has expanded to providing users with cashback offerings on their online purchases and merchants with valuable marketing leads.

For our providers, it offers an efficient and cost-effective way to reach a large volume of informed customers who are actively looking for a product. For the majority of our services, we receive a success based marketing fee from the providers. This business model operates along the following principles:

- the Group relies on customer transactions for its revenues and does not have long-term contracted revenue streams;
- the Group makes money when its customers find the product they want, switch to it, and save themselves money;
- customers will continue to see value in shopping around for products and services and will aim to save money by doing so; and
- providers will have strategies of new customer acquisition and develop products and services to fulfil that strategy.

The Group's strategy focuses on three pillars: improving acquisition efficiency, driving greater retention and cross-sell from existing users, and finally expanding the business into profitable and adjacent areas. All of this is underpinned by an increasingly common, flexible and re-deployable tech and data platform.

The Strategic Report sets out the Group's performance on the main KPIs which the Board monitored for the year ended 31 December 2021. The Board monitors and reviews progress against three time horizons: quarterly to review and reforecast performance against the Annual Plan and Budget; annually to establish a clear Annual Plan and Budget that will deliver against the Strategic Plan; and a three-year Strategic Plan reassessed annually, to determine the strategy of the Group.

The Board notes the commentaries issued by the Financial Reporting Council suggesting that viability statements should be extended beyond a period of three years however, due to the nature of our economic, technological and regulatory environment, the Board does not consider it appropriate to alter its current timeframe due to the following reasons:

- The expected life cycle of the Group's technology is three years and this reflects the frequent changes in the way that consumers choose to use technology;
- It is difficult to forecast revenues and costs beyond three years given that the Group's revenues and costs are not materially covered by long-term contracts; and
- Within three years costs could be substantially restructured to compensate for a major fall in revenues. As such, the Board continues to conclude it appropriate to keep the time frame as three years rather than extending beyond this

Risk management

As part of the review of the strategic priorities, the Board identified the Group's Principal Risks around delivering these priorities which represent a risk or combination of risks in severe but reasonable scenarios that can seriously affect the future prospects or reputation of the Group through threatening its business model, future performance, solvency or liquidity. These include competitive environment and consumer demands, brand strength and reputation, data processing and protection, data security and cyber, business transformation and relevance to partners. In addition, the Directors believe that the Group faces risks around regulation, government policy and economic conditions (including the continued impact of the COVID-19 and the current energy market conditions) especially as that may influence the availability of attractive products for customers. Our Principal Risks and Uncertainties (including mitigating activities) are on pages 38 to 39.

We have prepared cash flow forecasts for the Group and have considered the continued effect of COVID-19 upon the Group's business, financial position, and liquidity in severe, but plausible, downside scenarios, using stress testing and scenario analysis techniques. The scenarios use a base scenario derived from the Group's latest forecasts and factor in the borrowings from the recent Quidco acquisition including debt repayments and covenant compliance as well as member creditor commitments. The plausible, severe scenarios modelled, under a detailed exercise at a channel level, included minimal revenue recovery for the period of the cash flow forecasts.

Viability Statement continued

The assessment consisted of scenario (stress) testing including one combined scenario for those with impacts of medium or higher likelihood and moderate or higher residual risk. These stress tests involved estimating the impact on revenues, EBITDA and net cash/debt, together with reverse stress testing to identify the theoretical sensitivity that the Group could absorb. The possible mitigating circumstances and actions in the event of such scenarios occurring that were considered by the Directors included cost mitigations such as a reduction in the ordinary dividend payment, a reduction in operating expenses or the slowdown of capital expenditure.

The Board manages risks across the Group through a formal risk management framework, designed to ensure that risks are properly identified, prioritised, evaluated and mitigated to the extent possible. Key aspects of this framework include:

- a Risk Appetite Statement expressing the amount and type of risk the Board is willing to accept to achieve its strategic objectives;
- regular assessments of current and emerging risks being faced by the Group including internal control effectiveness and mitigating actions;
- risk metrics and thresholds which are monitored as potential indicators of risk;
- scenario planning based on the Principal Risks; and
- oversight from Risk and Compliance and Internal Audit functions.

Viability Assessment

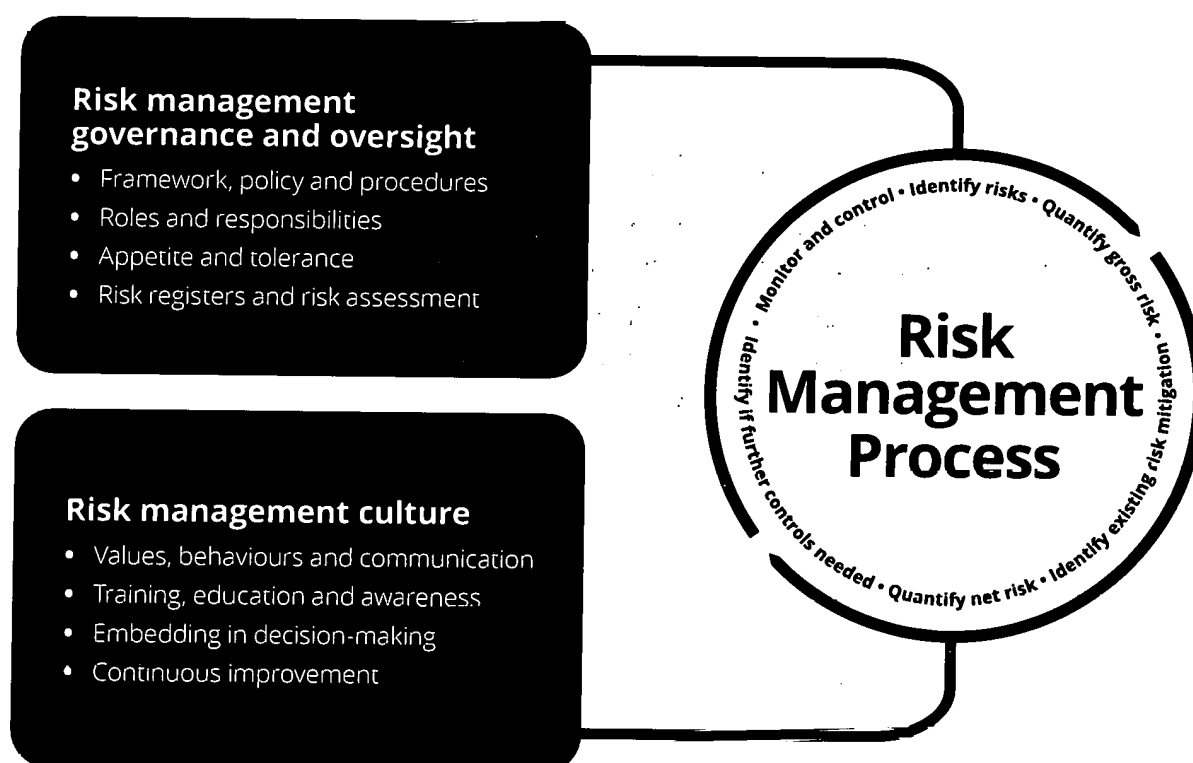
In making its assessment of viability, the Board has considered the resilience of the Group using scenario-planning based on the Principal Risks to test the Group's planned earnings, cash flows and viability over the three-year period. Using its judgement on the likelihood of the Principal Risks and the probability of them being interrelated, the Board assessed the risks separately and in certain combinations of stressed scenarios. In arriving at its conclusion, the Board is making the assumption that the key aspects of customer and provider behaviour set out above which underpin the business model will continue. It is also assuming that customers and providers will continue to want to transact online.

Based on the Company's current position and Principal Risks, together with the results of this robust assessment and the Company's ongoing risk management processes, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three-year period of their assessment.

Risk Management

Risk management approach

Effective risk management is vital in enabling the Group to achieve its strategic objectives and to secure the business for the long term, whilst ensuring the desired outcomes for consumers. The Group's risk management framework, alongside its governance structure and system of internal control, gives the Board assurance that risks are being appropriately identified and managed, in line with its risk appetite.



Governance and oversight

A governance and oversight structure is in place, with clearly defined lines of responsibility, accountability and delegation of authority.

The Board is ultimately responsible for the overall effectiveness of risk management across the business, supported by the Risk Committee. The Board delegates day-to-day responsibility to executive management. Executive management owns the Group risks, is responsible for ensuring that the business effectively manages risk and takes appropriate and timely action where issues are identified. The Risk Committee oversees executive management on behalf of the Board in the management of risks.

Horizon scanning is undertaken by the legal, risk and compliance teams in order to keep abreast of potential emerging risks. The Risk Committee's agenda retains flexibility in order to discuss the mitigation of emerging risks as they are identified.

The Board has carried out a robust assessment of the emerging and Principal Risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity. Our Principal Risks and uncertainties are outlined on pages 38 to 39, along with a description of how they are being managed.

Role	Responsibilities
Board	- Approval of Risk Appetite Framework and Statement for the Group. - Carry out an assessment (at least annually) of Principal Risks and effectiveness of risk management and internal control policies, and report to shareholders on such matters. - Assessment of the effectiveness of Risk Appetite Framework and system of internal control.
Risk Committee	- Advise the Board on Risk Appetite Framework and Statement for the Group. - Review and oversight of key risk themes. - Assessment of identification and measurement of risks. - Oversight of executive management in management of risks.
Management (1st Line of Defence)	- Ensure risk management is an integral part of implementing the business strategy. - Operate the business within set risk appetite and tolerances. - Responsibility for managing risks and implementing effective controls. - Implement appropriate processes to identify and evaluate risks.
Risk & Compliance (2nd Line of Defence)	- Monitor against Risk Appetite Framework and Statement and assess internal control effectiveness and management actions. - Develop and implement risk management policies and tools, and lead communication and training. - Monitor and update the key risk themes. - Co-ordinate appropriate and timely delivery of risk management information to executive management and the Risk Committee. - Advise and challenge management on risk management and internal control processes.
Internal Audit (3rd Line of Defence)	- Monitor effectiveness of risk management processes. - Perform tests of internal controls effectiveness. - Identify and agree corrective actions with management. - Liaise with Risk & Compliance function, including in relation to mapping of assurance activities to the Group's significant risks. - Report to the Audit Committee.

Risk Management continued

The Board performs an annual assessment of the risk management and internal control framework, covering financial, operational and compliance controls including the:

- assessment of the risk management framework for identifying and monitoring risks, with consideration of the integration with strategic and business planning processes. This is supported by independent reporting on risk management and internal controls by the Internal Audit function or independent third parties, including the external auditor;
- assessment of the extent, frequency and quality of risk management and internal control reporting;
- review of the resolution of issues arising from internal control failings or weaknesses; and
- review of the effectiveness of the financial reporting processes.

Risk management framework

During 2021, we have monitored the risks associated with the Group's current and future strategic priorities, overseen the Group's continuing response to COVID-19 and strengthened the embedding of data security, cyber and data protection processes and controls. We have also continued to evolve the Group's risk management framework to reflect the embedding of regulatory change such as the Senior Manager & Certification Regime ('SM&CR').

Risk appetite

"Risk appetite" defines the level and type of risk the Group is able and willing to accept in order to achieve its strategic objectives. The Group's risk appetite influences the Group's culture and operating decisions, and is reflected in the way risk is managed. The Group Risk Appetite Statement is reviewed at least annually, in line with the strategic direction of the Group, recent experience and the regulatory environment, and is subject to Board approval.

There are certain risk areas where we have a very low or no appetite such as complying with applicable laws, including applicable regulatory requirements. This means that we take actions to avoid or eliminate this risk as far as possible. In other areas, such as strategy, we recognise the importance of managed risk-taking in order to achieve business objectives and goals.

Risk identification and assessment

The Group adopts formal risk identification and management processes which are designed to ensure that risks are properly identified and evaluated, in line with risk appetite. The identification of significant risks is informed using a bottom-up and top-down approach with each business area identifying new risks as well as reassessing those already being monitored. To aid in the identification of risks and development of associated mitigating actions, risks are categorised into strategic, financial, operational, regulatory, conduct and data risks. Our regular and ongoing risk oversight culminates in a robust risk and control assessment at year end across all areas of the business, in order to understand the strength and performance of the controls in place, and potential gaps and weaknesses.

Management reporting

Timely and accurate management information is provided to the right people to support management decisions and manage risk effectively within the Group.

Reporting enables management: to have clear visibility of the most relevant risks; to identify areas of concern and/or priority; to have access to detailed information to enable root cause analysis and identification of underlying trends; and to identify, escalate and potentially mitigate the impact of new operational risk concerns in a timely manner.

Should risk exposures be identified as being outside the Group's risk appetite, this is escalated and reported to the Risk Committee, alongside clear action plans to bring the risk within tolerance, with appropriate timescales. The type and extent of any mitigating actions will be determined by the level and nature of the risk and the Group's risk appetite.

Future developments

We will continue to ensure that risk management is part of everyday business decision-making and is understood by all aspects of the Group. We will continue to develop our management information in the light of our strategic initiatives and ensure that specialist risk knowledge is readily available to each of our brands to enable them to take and be fully accountable for risk-based decisions, whilst providing an effective level of risk and compliance oversight for the Group.

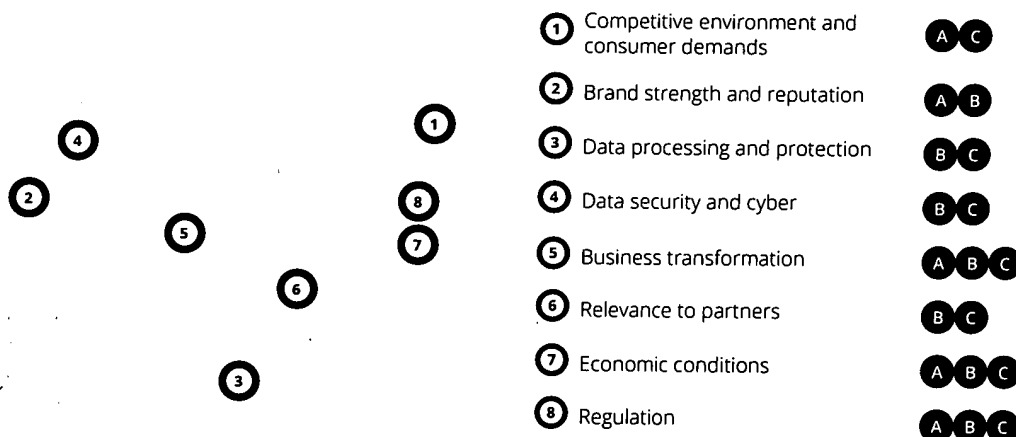
We will continue to enhance our risk management framework in specific areas of focus, including cyber risks and operation resilience, as well as enabling the identification and mitigation of emerging risks.

The Group recognises that regulation, in particular the activities of the FCA, ICO, Ofgem and the CMA will continue to be a feature of both the price comparison market and the consumer markets in which we operate. In 2022, we will continue to assess and respond to the impact of energy and insurance regulation in both the short and long term.

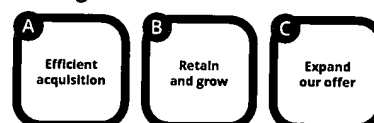
The management of operational risks will continue to be a priority for our risk management framework in 2022, in particular ongoing embedding of enhanced controls in respect of cyber security, data privacy, business continuity and third-party management.

Our Principal Risks (as at 31 December 2021)

Outlined here are the Group's most significant risks that may affect our future. We assess the probability of the risk materialising and the impact of the risk on a residual basis (taking into account the benefit of mitigating controls).



Strategic Priorities:



Principal Risks & Uncertainties

The table below summarises the Board's view of the material strategic, financial and operational/conduct risks to the Group and how the Group seeks to mitigate them.

Risk area and trend	Description	Risk type	Strategic priority	Mitigating activities	Developments in 2021
Competitive environment and consumer demands 	The Group operates in a dynamic and highly competitive marketplace with new competitors entering the market. We must continually innovate to keep ahead of competitors and changing consumer demands.	(SR)	A B C	Continuous innovation of new services and ongoing evolution of existing propositions. Regular engagement with consumers to understand changes in how they use our services. Investment in our technology platforms to improve customer experience and make comparing products easier.	MoneySuperMarket continued to invest into price cuts, ensuring that we could offer customers cheaper quotes than our competitors for the majority of 2021. The acquisition of Quidco means the Group now helps consumers earn cashback on online spending. TravelSupermarket merged with icelolly.com which enhances consumers ability to compare millions of cheap holidays from the UK's leading travel companies and access attractive deals. Through Podium, we continued to enhance our digital mortgage applications in a price comparison site, with products now available for home movers.
Brand strength and reputation 	The Group must maintain consumer awareness of and engagement with its key brands.	(SR)	A B C	Investment in marketing across a range of media to maintain the Group's brands in consumers' minds. Our strong relationships with our providers allow us to offer exclusive and market-leading deals.	The MoneySuperSeven brand launch featuring a squad of seven saving specialists helps customers to understand the different ways they can save: car insurance, home insurance, energy, broadband, credit cards, travel insurance and pet insurance. MoneySavingExpert has been uniquely positioned to guide consumers through changes in the energy market. MSE won Consumer Money Title of the Year at the Headline Money Awards and YouGov again rated MSE the most recommended brand in the UK, ahead of over 1,700 brands in more than 40 categories.
Data processing and protection 	The Group must appropriately process and control the data our customers share. As a leading website operator, the Group may experience operational issues which result in incorrect or incomplete data being transferred to or from partners.	(OR)	A B C	Understanding and assessment of the data we collect from our customers and how we use it. Specialist data protection knowledge within our Risk & Compliance, Technology and Legal teams. Annual data protection training for all employees. Controls and monitoring of internal processes. Regular ongoing quality assurance procedures.	We modernised our data infrastructure and related capabilities, allowing us to consolidate our data estate into Google Cloud Platform, to simplify, but strengthen internal processes, and to better share data and insight within the Group. CRM has been migrated to Braze, unlocking advanced, automated multi-channel communication. MSM has enhanced its website authentication making it simple for consumers to access helpful information.
Data security and cyber risk 	The Group must protect itself from security breaches or successful cyber attacks which could impact our ability to operate our websites and services.	(OR)	B C	Rigorous monitoring and testing of the Group's systems and infrastructure. Enhancing controls to our data and systems through the implementation of our Information Security Management System ("ISMS").	We continue to invest in our cyber governance framework and ISMS. Our core technology platform is now fully operating in the cloud with our final legacy data centre now closed..

Risk area and trend	Description	Risk type	Strategic priority	Mitigating activities	Developments in 2021
Business transformation 	The Group must manage the implementation of our new strategic priorities appropriately, without our focus being disrupted. We must retain and recruit employees with strong industry, technology and marketing expertise.	OR  SR 	A  B  C 	Strong management structures which provide clear and straightforward responsibilities and accountabilities in the delivery of our strategic priorities. Effective governance arrangements to oversee implementation of strategic priorities. Structured approach to recruitment and retention of high-quality talent, combined with learning and development activities for existing employees.	We brought our Product and Technology functions under joint leadership to align priorities and resourcing across these two crucial areas. We have also focused on enhancing capabilities within Product teams, while removing layers and building greater specialist knowledge within the business more widely. We continue to pursue a "build and re-use" philosophy, with both Energy and Broadband now operating from a common tech stack delivering significant operating efficiencies for the energy channel and a step change in the pace of new feature delivery and innovation.
Relevance to partners 	The Group relies on its partners to access competitive products and technological integration to provide a seamless customer experience.	SR 	B  C 	Working closely with partners to ensure high-quality and appropriate products and to maximise the opportunities for partners to acquire customers in a cost-effective manner.	We remain a cost-efficient and flexible way for providers to access millions of customers. Strong relationships with partners enables us to access exclusive deals and offers for our customers.
Economic conditions 	Weaknesses in the UK economy including those occurring as a result of COVID-19, may lead to more challenging conditions in one or more markets in which we operate.	SR 	A  B  C 	Maintaining a diversified business across a range of products. Regular monitoring of market conditions and environment. Focusing on maintaining control of our cost base. The continued diversity of the Group across a portfolio of brands and channels offers the Group protection from cyclical economic changes.	As wholesale prices decline, the Group is well placed to help consumers seeking to reduce their energy costs and switch their energy provider. The Group has continued to diversify with the acquisition of Quidco offering a broad and leading cashback offer to consumers. TravelSupermarket took steps to ensure accurate messaging for travellers, in light of worldwide COVID-19 travel restrictions and changes, and created a new staycations hub for those who want to holiday in the UK.
Regulation 	The Group must understand and respond to the effects of regulatory intervention in the markets in which we operate. The Group must comply with existing and new regulatory requirements which directly apply to its activities.	SR 	A  B  C 	We maintain regular and ongoing dialogue with key regulatory bodies. Our Risk and Compliance team works across the Group to ensure it remains compliant with new and existing regulations.	We have monitored and responded to new and emerging regulatory developments. We have proactively engaged with regulators, including the FCA and Ofgem on regulatory change, including the energy price cap, the FCA GI pricing reform and the FCA's proposals for a consumer duty. FCA GI pricing reforms will provide some protection to customers, however, it will often remain in a customer's interest to switch. The auto-renewal changes will help consumers by making it easier for them to switch and save.

Risk trend:

-  Increasing
-  Decreasing
-  Stable

Risk type:

-  Strategic risk
-  Operational/conduct risk

Strategic priority:

- A  Efficient acquisition
- B  Retain and grow
- C  Expand our offer

Stakeholder Engagement and Sustainability

Engaging with our stakeholders

Engaging regularly with our stakeholders is fundamental to the way we do business. This ensures we operate in a balanced and responsible way, both in the short and longer term. We are committed to maintaining good communications and building positive relationships with all our stakeholders, as this is essential to strengthening our sustainable business.

s.172 statement

The Directors of Moneysupermarket.com Group PLC – and those of all UK companies – must act in accordance with a set of general duties. These duties are detailed in the Companies Act 2006 and include a duty to promote the success of the Company.

An explanation of how the Board performed its duties under s.172 of the Act is detailed on page 71 of the Corporate Governance Report. Further information on how we engage with our stakeholders is provided in the table opposite.

	Why it is important to engage	Stakeholders' key interests
1. Employees	Employee engagement is critical to our success. We work to create a diverse and inclusive workplace where employees can reach their full potential. Engaging with our employees ensures we can retain and develop the best talent. During 2021, employee engagement continued to be adapted to reflect our new hybrid way of working, with increased communication and engagement via online mechanisms.	• Reputation • Reward • Career opportunities • Employee engagement • Training and development • Wellbeing • Health and Safety • Equality • Work-life balance • Diversity & inclusion • Collaborative and open working environment
2. Customers and Users	Our success is dependent on our ability to understand and respond to the needs of our customers. This allows us to provide relevant products and services where customers can make meaningful savings, differentiating us from our competitors.	• Products and services' performance and efficiency • Competitiveness and value • Compliance and data protection • Range of products and services • Ease of use and convenience • Accurate and up-to-date information • ESG considerations

How we engage

- Our mechanisms for engaging with employees and providing opportunities for them to meet with Executive and Non-Executive Directors include:
 - Quarterly informal employee breakfasts
 - Regular Q&A sessions
 - End of week vlogs from the CEO
 - Increased floor briefs, which are held fortnightly and are available electronically on demand and include Q&A with the Executive team and presenters
 - Regular updates to employees on our strategic focus and future plans
 - “Meet Peter” sessions which provide employees with the opportunity to engage informally with our CEO
- In 2021, we also adopted a twin-track approach to NED employee engagement. In addition to the informal quarterly sessions, each NED individually attended two functional All Hands meetings – one in a function/ area of their expertise and one function/area they were less familiar with.
- We have a designated NED Employee Champion, Sarah Warby, who has Board responsibility for championing the interests of employees by bringing their views to the boardroom. During 2021, Sarah worked with a selection of employees on our “Future of Work” programme, which recommended the adoption of a new hybrid way of working.
- We conduct a bi-annual employee engagement survey, and the results are reported to the Board. As part of the Board’s Commitment to the Race at Work Charter, a confidential microaggressions audit is undertaken every 6 to 12 months. Material or cumulative incidents of microaggressions will be raised to the Board via the whistleblowing report.
- We have active employee resource groups (ERGs) for mental health and inclusion of underrepresented groups to provide us with a body we can engage with to help ensure our people can thrive. Our ERGs have regular contact with our designated NED employee champion.
- We have an independent whistleblowing helpline to allow all staff to raise concerns confidentially.

Outcomes

- 74% of our eligible employees participated in our engagement survey conducted in November 2021, with 71% responding favourably to the questions relating to diversity and inclusion
 - Implemented a new hybrid model of working and our “Future of Work” programme.
 - As a result of feedback from employees on our hybrid working model, we have updated our Future of Work programme. The updated programme was well received.
 - Questions raised at the floor briefs are answered during the sessions and any agreed actions are followed up by the Executive team. Read more about how questions from employees can result in change in our Raspberry Pi Foundation case study on page 47.
-
- £1.6bn of customer savings in 2021 (2020: £2bn)
 - Net promoter score of 72.1 (2020: 72)
 - Improved the accessibility of our websites, in line with the requirements of the Equality Act 2010
 - 10.0m active users of MSM (2020: 11.5m)
 - 69m sessions on MSE Forum (2020: 91m)
 - 8.2m weekly email subscribers to the MSE Tip (2020: 7.45m)

- We undertake customer research including focus groups and surveys, with key insights shared with the Board and used to inform our strategy.
- Our Board members have received reports on our customer NPS metric and other customer related KPIs.
- We host a forum on MoneySavingExpert providing users with a community to share their views and ask moneysaving questions.
- Our user experience researchers have improved the accessibility of MoneySuperMarket for visually impaired customers and users.
- The voice of the customer is brought to the Board throughout the year through Functional agenda items.

Stakeholder Engagement and Sustainability continued

	Why it is important to engage	Stakeholders' key interests
3. Shareholders	Access to capital is vital to the long-term performance of our business. We ensure that we provide fair, balanced and understandable information to shareholders and investment analysts and work to ensure they have a strong understanding of our purpose, strategy, performance, culture, values and ambitions.	• Financial performance and economic impact • Governance and transparency • Operating and financial information • Confidence in the Company's Leadership • Dividend growth/return on investment • Alignment of remuneration • Long-term value creation
4. Suppliers	Our suppliers are critical to our performance. We engage with our suppliers to build trusting relationships from which we can mutually benefit and to ensure that they are performing to our standards and conducting business to our expectations.	• Cost-efficiency and value • Long-term relationships • Responsible procurement, trust and ethics • Innovation • Payment practices

How we engage

Outcomes

- Our Directors and senior management engage with shareholders through regular updates, meetings and our AGM, at which shareholders can hear about our performance and put questions to the Board of Directors.
- The Chair engages directly with our major shareholders to discuss governance matters, performance against strategy and any material changes. The Chair of the Remuneration Committee also consults with shareholders in relation to our Remuneration Policy.
- Feedback is gathered from key investors at results roadshows and investor conferences and tabled to the Board.
- Investor Associations' voting recommendations and commentary on our general meeting resolutions and Annual Report is brought to the Board's attention ahead of a general meeting.
- The investor relations section of our corporate website provides investor information and presentations, alongside other information reported to the market via the regulatory news service.
- Analyst reports are provided to the Board.

- Conducted over 120 meetings with potential and current investors
- Attended six investor conferences, meeting a broad range of investors in a mixture of group and one-to-one contexts
- Met with 16 of our top 20 investors, some on multiple occasions, including the largest buyers

- We have a rigorous onboarding process which ensures our suppliers are compliant with current regulation and best practice.
- We engage our suppliers in a variety of ways including tender processes and more informal communication methods.
- We promote fair and transparent supplier selection methodology at all times.
- We conduct a 360 feedback programme with some key suppliers which provides insight into how both parties can continually improve. Our new GRC tool will enable this activity to be rolled out more broadly to our supplier base in 2022.
- Our top tier suppliers are overseen, and performance managed by a third-party management framework.
- We monitor the diversity of our supply chain to gain a better understanding of how minority groups are represented across our supply chain.
- In line with the BEIS response to their call for evidence "Creating a Responsible Payment Culture", we report on our payments to suppliers.

- MSMG Data architecture team won the Google Cloud Customer Award in recognition of our leading ability to offer real-time data capabilities and data privacy via our new data platform.
- New suppliers are onboarded in line with regulatory requirements and according to the risks they pose. This allows us to apply the appropriate level of focus to oversee relationships effectively.
- Competitive tender processes deliver optimum results for higher risk/cost engagements and less formal benchmarking ensures we optimise best value for lower risk/cost requirements.
- Our third party management framework ensures key risks/performance issues are surfaced and tracked through to completion.
- 360 feedback also means we can manage internal performance and ways of working to optimise the value of supplier interactions, progress on which is tracked at quarterly performance reviews.
- Our compliance with BEIS payment practices demonstrates our commitment to treat suppliers fairly and maintain our valuable third party relationships.

Stakeholder Engagement and Sustainability continued

	Why it is important to engage	Stakeholders' key interests
5. Providers	We engage with our providers to build strong relationships and work collaboratively to identify opportunities to help our customers including new and market-leading exclusive products.	• Long-term relationships • Trust and ethics • Efficient customer acquisitions • Value creation • Data
6. Communities / Charities	We are committed to building positive relationships with the communities in which we operate. We support communities and groups local to our offices and consider the environmental and social impacts of our operations.	• Local operational impact • Health and safety and environmental performance • Long-term partnership and strategic alignment
7. Regulators / Government	Open communications and dialogue help to create understanding of our business, strategy and culture and ensures regulatory and legislative compliance.	• Openness and transparency • Proactive and compliant with new regulations and legislation • Treating customers fairly • Impact on the environment

How we engage

Outcomes

- Our Provider team of over 50 dedicated employees focuses on managing the relationships with our 4,500+ providers
- We work collaboratively with our top two tiers of providers to agree joint business plans, a highly successful initiative that has increased engagement and had a positive impact on our trading.
- We proactively engage with our providers to seek feedback on how we can improve the quality of relationships such that they are not simply transactional.
- We are investing to enhance our provision of performance data to our insurance providers.
- We recognise we have more engagement to do in our Money vertical (where trading has been tougher as a result of COVID-19), in order to improve our offering to customers, and are working to address this.
- Whilst looking to hold and build on our operational and partner improvements, the focus of our partner specific development will shift to meet data needs. This will be prioritised alongside other 2022 initiatives.
- Key provider updates are brought to the Board through our Vertical agenda items and in the annual strategy sessions.

- As a result of feedback from our insurance partners we have enhanced our core data proposition to align with our competitors and deliver greater value to our partners
- Our Partnership Relationship Management (PRM) approach has improved our effectiveness by enabling faster, better decisions, and earlier identification of new opportunities.
- By analysing performance data, we have provided actionable insights, facilitated workshops and created the first quarterly insight packs on electric vehicles.
- Developing new collaborations with Partners to continue to ensure that MSM offers strong value.
- Reduced the average onboarding time for some Insurance products from 44 days to 7 days by incorporating this within our Operational Teams.

- We support charities local to our offices and beyond with fundraising and volunteering initiatives. Further, the Group has led several COVID-19 charitable initiatives, for example collaborating with the Raspberry Pi Foundation supplying PCs and other support to get 50 families online, providing tech equipment and free broadband connections.
- 2021 was the third-year of our partnership with The Prince's Trust which provides meaningful support to deprived young people over the long term. Despite COVID-19, we continued to fundraise, including two virtual fitness challenges and raising money via our "Phones for Futures" initiative. In addition, some of our employees took part in other challenges, such as ultra runs, raising significant additional funds.
- The Board receives an annual update on our charities and communities initiatives from the Chief People Officer.
- We strive to reduce our environmental impact and have remained Beyond Carbon Neutral in 2021. In addition, we have announced our commitment to be net zero carbon emissions by 2030 and have started the process to have our carbon reduction plan externally verified by the Science Based Targets initiative. We are a founder member of the Tech Zero taskforce and completed the Carbon Disclosure Project questionnaire in order to improve transparency of our environmental initiatives.
- The Board Risk Committee has taken on the responsibility for ESG to ensure Board level oversight.

- We have continued to be a positive influence in the communities in which we operate.
- Reduced our greenhouse gas emissions as a result of our carbon reduction strategy.
- Supported local families and our communities and helped several groups to restart their communities work.
- Provided over 44,000 meals to the community.
- Donated £233,000 to charitable causes including The Prince's Trust and the MSE Charity. See pages 60 to 61 for further details.

- We maintain regular and ongoing dialogue with key regulatory bodies, including the FCA, Ofgem and CMA and, where appropriate, the ICO, ASA and Ofcom; and our Risk and Compliance team works across the Group to ensure it remains compliant with any new and existing regulation.
- We have monitored and responded to new and emerging regulatory developments, including the Senior Managers and Certification Regime and engaged with the FCA to ensure that we remain compliant.
- Regular updates are provided to the Board as well as specific reports/updates on major interactions with regulators.
- We continue to comply with our duties under the UK GDPR and the GDPR regime.

- Pro-actively engaged with the CMA on our corporate development programme, resulting in efficient M&A processes.
- We have proactively engaged with the FCA and Ofgem on regulatory change including the energy price cap, the FCA GI pricing reform and the FCA's proposals for a consumer duty.

Stakeholder Engagement and Sustainability continued

Sustainability Overview

The Board recognises that the management of safety, wellbeing, environmental, social and ethical matters forms a key element of effective corporate governance, which in turn supports the strategy, long-term performance and sustainability of the business.

- We have committed to working with the Science Based Targets initiative to externally validate our carbon reduction plans.
- In 2021, we completed the Carbon Disclosure Project (CDP) questionnaire providing disclosures on emissions, governance, strategy and risk and opportunities. We plan to evolve this reporting over time.
- We are a member of the Tech Zero taskforce.
- We are committed to reach net zero carbon emissions by 2030.

Inclusive Company List Ranking

21

Carbon Footprint Offset

150%

At Moneysupermarket Group, we understand that our behaviour, operations, and how we treat our employees all have an impact on the environment and society. We also understand the importance of aligning our purpose and strategy with responsible corporate decision-making to create value for our employees, customers, shareholders and society in a sustainable way. Our purpose of helping households save money has never been more important and we're committed to operating in an honest and ethical manner, treating everyone with respect, limiting our impact on the environment and doing the right thing.

In recent years, we have focused on making a positive economic, environmental and social contribution not just to the communities in which we operate, but to the UK as a whole. We have developed key Environmental, Social and Governance ("ESG") initiatives which form our sustainability strategy. These initiatives allow us to live our purpose in a meaningful way, working together for the long-term value of all our stakeholders. Several of our initiatives also compliment others. Our Board policy on diversity & inclusion and some of our carbon offset projects have significant social as well as governance and environmental benefits respectively. In 2021, we focused on the following three key ESG initiatives:

- Minimising our environmental impact;
- Our social responsibility; and
- Robust governance and ethics.

Our commitment to sustainability continues to be recognised with the Group being a constituent of the FTSE4Good Index Series, which measures the performance of companies demonstrating strong ESG practices. Via our membership of the Tech Zero taskforce, we are now an official partner of the UN Race to Zero. Read more about our partnership on page 55.

Minimising our environmental impact

Recent years have seen important developments in the climate change agenda and growing momentum behind the drive to tackle greenhouse gas emissions. As a responsible business, we want to play our part in addressing environmental challenges, and our employees, customers and our other stakeholders expect this.

Whilst we may not be considered a major energy user, we are aware of the impact that we have and we have been working to reduce the carbon emissions associated with our operations. This has included investing in more environmentally friendly office space, evaluating our ways of working, and reducing the amount of materials we use and waste we generate.

In 2019, we stated our commitment to becoming carbon neutral by the end of 2020. Not only did we meet this commitment, we surpassed it becoming Beyond Carbon Neutral and offsetting 150% of our carbon emissions. In 2021, we built on this ambition announcing our commitment to having net zero emissions by 2030, whilst remaining Beyond Carbon Neutral. Further information on how we became Beyond Carbon Neutral and our other environmental initiatives is detailed on pages 53 to 55.

We have also embedded our carbon neutral initiative within the Group and are rolling out our net zero carbon reduction strategy. See page 53 for more information. During 2021, we embedded climate-related governance and risk management structured around the TCFD framework. Further information can be found on pages 57 to 59.

Our social responsibility

We are a responsible employer and recognise that our success is dependent upon the talent and diverse skill sets of our employees. We are and will continue to be a living wage employer. We are committed to investing in our employees' health and wellbeing. Focus areas for 2021 included the health, safety and wellbeing of our employees, continuing to embed our culture of diversity and inclusion and promoting an environment where our employees can continue to grow and develop. See pages 46 to 50 for further details.

In addition to the Group's purpose of helping households save money, we want to do more to maximise the social value that we create. We actively champion partner charities as well as support the communities in which we operate. Through our partnership with The Prince's Trust, we strive to broaden and deepen our impact and create a lasting legacy by running a range of money management initiatives for young people.

Robust governance and ethics

The Group recognises that driving better corporate behaviours will provide improved returns over the longer term and we are committed to operating responsibly and with high ethical standards. We encourage innovation whilst championing best practice and strong corporate ethics to ensure that the impacts of our business activities are appropriately balanced.

We are proud of our robust corporate governance and risk management processes and have a range of policies designed to ensure that we maintain best practice in all our business activities. Our policies include Cyber Security, Data Protection, Modern Slavery and Anti-Bribery, and are accompanied by an interactive training programme to ensure that these principles remain front and centre in our employees' minds. See page 45 for further details.

CASE STUDY: Community partnering with the Raspberry Pi Foundation

At the beginning of 2021, we saw several news reports and requests from local schools asking for help with tech kit for children trying to study at home. Our IT Service Desk team had also received a number of enquiries to see if they could support children with old laptops or desktops, so that they could get online for their virtual classes. Often, having a device that works and can connect to the internet is taken for granted, but with the move to home-schooling, many families struggled without the right equipment.

Our Service Desk team, working closely with our Community Employee Resource Group devised an innovative plan to help those families in need. They rallied together to find devices and equipment that were no longer fit for purpose but could be recycled in return for a donation. Working with the Raspberry Pi Foundation, they have used these donations to help 50 families through supplying a Raspberry Pi PC (which will run Teams, Zoom or Google classroom, among other programmes within the browser), a computer screen, keyboard, mouse, webcam and when required; access to broadband to get them online.

Our teams are continuing to build a lasting relationship with the Raspberry Pi Foundation, with the aim of helping many more families in the future.

Stakeholder Engagement and Sustainability continued

People and culture

People are at the heart of our business, and whilst this has been another tough year for everyone, our employees often went above and beyond, rising to the challenges of home working and evolving with our business.

We are proud to have c620* employees in 2021 who have been working tirelessly to serve our purpose of helping households save money. We were also pleased to have a further c150 who joined as part of our merger and acquisition activities in 2021 at Quidco and ITG, taking the group to 770. The health, safety and wellbeing of our people has been and continues to be our top priority during the constantly changing COVID-19 landscape.

Alongside the physical safety measures we have taken across our offices, we have also stepped up our mental health and wellbeing support to help employees manage the impact of the pandemic on their daily lives. At the start of 2021 we launched Headspace, a free digital mental health resource, with almost 250 employees making use of the app since launch. In addition, we developed new training for managers on how to support their teams' mental health. In May we doubled (from three to six) the number of counselling sessions available to our employees through LifeWorks, our Employee Assistance Programme. We have also taken a careful and considered approach to our phased office return, making sure to balance the needs of our business with the views of our employees. As a result we have provided flexible options for both individuals and teams.

Diversity, inclusion and equality

Diversity and inclusion is at the heart of Moneysupermarket Group and has been embedded in our 'Create Belonging' behaviour. We are committed to embracing and promoting diversity, inclusion and equal opportunity and aspire to reflect the various diverse communities in which we operate. We also aim for employees to see themselves represented at all levels and have equal access to development and progression opportunities.

"D&I policy and attitude at MSMG is amazing. Everyone gets a say and has equal opportunities. Some of the initiatives we've run over the past six months have been great, e.g. mentoring sponsorship programme and manager mental health training."

Engagement survey comment (April 2021)

* As at 31 December 2021.

At the start of 2021, the Group took the top spot on the 2020 Hampton-Alexander Review 'Women on Boards' report for our 62.5% female representation and was ranked at number 18 in the European Women on Boards Gender Diversity Index 2020. We are extremely proud of this achievement and continue to focus on diversity at all areas of our business, making sustained improvement, particularly in our leadership levels.

At the end of 2021 the Group was recognised at number 21 on the Inclusive Top 50 UK Employer List 2021 by Inclusive Companies.

During 2021, we continued to implement our Race Equality Action Plan and Race at Work charter commitments. This included rolling out inclusive leadership workshops which focus on creating inclusive culture, decisions, and relationships, and dealing with microaggressions, to almost 160 managers and members of the People Team which resulted in greatly increased awareness and recognition of non-inclusive behaviours at work. We plan to build on this work in 2022. We have also combined our bi-annual engagement survey with a microaggressions survey, which gives us comparable insights versus our previous survey and informs our next phase of the work on this topic. In addition, we celebrated Race Equality Week in February, the Gypsy, Roma and Traveller Month in June, developed a Religious and Cultural Festivals booklet with the help of employees from across the Group and organised the celebrations to mark Black History Month in October.

Mentoring sponsorship

In 2021 we launched our mentoring sponsorship programme which matched employees from under-represented areas of the Group with an executive or senior manager for a six-month period. The programme aims to provide targeted career development support, raise visibility and expand the network of our diverse employees. Twenty employees took part in the programme in 2021, with employees rating the pilot programme 4.2 out of 5 in terms of the impact on their career confidence and some saying it's already proving to be 'more than expected'.

CASE STUDY: Supporting your team with their mental health: new training for people managers

Feeling confident and equipped to support your team with their mental health is a vital part of being a people manager, and these skills matter more now than ever before. To support our managers, our Inclusion and Engagement team developed a new training workshop in 2021, which has so far been delivered to 25% of managers. In addition, the team have launched a learning pathway with the same training materials for managers to follow at their own pace. The training covers the ways in which managers can actively support their team with their mental health, with practical guidance, helpful tips and resources to manage any employee through difficult times. Some of the feedback we've received about the training include:

"Good resources provided, like the wellness action plan. Dealt with some common issues like having those difficult conversations and how to help other team members"

Stakeholder Engagement and Sustainability continued

Gender diversity and gender pay gap

In 2021 we continued our focus on improving gender diversity within our leadership and technical roles and have seen a 7% increase of Women in Data from 27% to 34%.

At the time of submitting our FTSE Women Leaders gender data in November 2021, the number of women in executive management stood at 36%, and women accounted for 49% of their direct reports. Whilst the percentage of women in executive management and at the direct report level decreased by 2% and 3% respectively since 2020, this was a temporary decline, and our subsequent hires took the executive female representation to 45% in early 2022.

Our gender pay gap has seen a slight increase of 4.2% since last year but at 9.5%, it is still below the UK gender pay gap of 14.6%. The gap has been impacted by the shape of teams as of the snapshot date, a point in time when we had lower female representation across management and leadership levels, as well as in Tech and Data. We have since made progress on female representation in those areas. Our long-term aim is to close our gender pay gap and we continue to take action to reach that aim, as outlined on the report on our corporate website at <https://corporate.moneysupermarket.com>.

Ethnic diversity and ethnicity pay gap

As part of the Race at Work charter, we committed to publishing our first ethnicity pay gap in 2021, alongside our usual gender pay gap report. This is now available on <https://corporate.moneysupermarket.com/>

Our ethnicity pay gap reporting is based on the ethnicity data from 78% of colleagues who shared their ethnicity as of April 2021. 15% of those colleagues came from multi-ethnic backgrounds. Our ethnicity pay gap is 7.6% – this is lower than the UK average of 12%, as reported by UK Data Hub. When broken down by the specific ethnic groups, the ethnicity pay gap is in favour of Asian colleagues (-3.4%) who have the highest representation within the Group.

Employees from ethnic minority groups represented 12% of our workforce in 2021, with 9% (1 out of 11) representation in executive management.

Our culture

Our culture is focused on nurturing and promoting high-performance and the wellbeing of our employees, customers, and communities.

Our company behaviours of 'Create Belonging', 'Grow and Develop' and 'Innovate to Deliver' have become central to our DNA; they are the common language and a clear everyday standard of what we believe in, value, and expect of each other, irrespective of role.

Our Employee Resource Groups (ERGs) are also key to developing our culture. They help build wider empathy and celebrate diversity through awareness raising talks and activities that challenge negative stereotypes and reduce stigma around topics such as mental health, disability, neurodiversity, LGBTQI+, race and cultural diversity. These include events such as celebrating Mental Health Awareness Month, International Day against Homophobia, Transphobia and Biphobia, Global Accessibility Awareness Day, World Suicide Prevention Day, Stress Awareness Day, and running Wellbeing, Trans Awareness and Inclusion, and British Sign Language courses. The ERGs also contribute to the Group's commitment to become net zero by 2030 and our Tech Zero industry partnership.

In 2021 we ran two employee engagement surveys. 74% of our employees took part in our November 2021 engagement survey, which asked a variety of questions about culture and employee experience, including leadership, innovation, collaboration, career development, diversity and inclusion, and the ability to get things done. The results of the survey were shared with employees during our CEO-led floor brief and with the Board to facilitate visibility and discussion around our culture. Key improvements during the year included career development, leadership and diversity and inclusion.

Some of the highlights we're proud of were:

- 86% of employees believed their manager created an environment where they could be themselves
- 80% said they are able to actively manage and balance their own work and time
- 78% agreed they knew how their work contributed to our objectives

Source: November 2021 Employee Engagement survey.

We keep our employees actively involved and consulted about Group activities and business performance through a range of other communication channels, too. These include fortnightly CEO-led virtual floor briefs, frequent vlogs, a biweekly e-newsletter, an internal intranet, Microsoft Teams posts and corporate announcement emails. Following the appointment of Sarah Warby as Non-Executive Director Employee Champion in 2018, we introduced a programme of listening sessions and breakfasts to provide the opportunity for employees to give feedback and ask questions directly of our Non-Executive Directors.

Learning and development

We take pride in our flagship learning strategy 'Freedom to Grow', which channels one of our core three behaviours: 'Grow & Develop'. Our philosophy hinges on the idea that continuous development should be at the heart of our employee offering. This includes a focus on encouraging a growth mindset and supporting employees through career challenges and opportunities by providing practical, interactive, and reflective learning resources on demand.

We have invested £430k in training and development in 2021, ranging from individual coaching and professional development programmes to Group-wide upskilling initiatives.

One learning workstream that has taken a spotlight in 2021 is the development of our leaders and managers across the business. Since our 2020 launch of LEAD, a Chartered Management Institute accredited leadership programme, we have sustained our commitment to developing motivated managers and leaders across the business. Four cohorts of LEAD are currently live, with cohort one set to complete the programme before the end of 2022. LEAD is funded by the Apprenticeship Levy and provides our managers and leaders with holistic development through a combination of webinars, applied learning stretch activities, and one-to-one coaching over a 12 to 18-month period. We are already seeing the great impact these managers are having on the business through our bi-annual engagement surveys, LEAD innovation

projects, and progression success stories.

We also changed our application process for LEAD in 2021 to ensure greater inclusion with a blind application process and commitment that 25% of places are reserved for our multi-ethnic colleagues in line with our Race Equity Commitment.

Beyond LEAD, we have continued to support managers through our carefully curated 'Manager Essentials' programme. In 2021 we rolled out two tranches of the programme, offering managers across the Group practical guidance on matters like giving feedback, having career conversations, and managing the mental health of their employees. Whether our managers have just taken up new responsibilities, have joined the Group from an acquired business, or are well established long-term managers, we are committed to offering frequent, interactive workshops to ensure all employees receive stimulating and supportive line-management across the lifecycle.

In September we partnered with CybSafe to deliver our mandatory annual Cyber Awareness training. This has allowed our employees to access a suite of tools covering all aspects of online safety in a user-friendly e-learning solution. This included modules to keep colleagues cyber-safe online when working from our offices and remotely, and involved email, phone, message, social media, internet and password security, phishing and cyber theft prevention.

2021 has seen opportunities to develop our online learning offering to the Group. Our Learning Experience Platform, Grow!, has become an integral part of our continuous learning strategy, offering every employee the opportunity to take charge and track their own learning with the help of a multitude of development materials from internal and external sources. We have further capitalised on the hybrid environment to enable increased collaborative learning opportunities and a knowledge culture, for example through showcasing the 'career stories' of key senior leadership figures on Grow!, and developing learning ambassador teams within specific functions to help us continue to grow and develop together.

"There have been so many valuable parts of the LEAD programme so far including really looking at yourself. You can learn about areas you might have been lacking, or maybe haven't had the exposure to yet and LEAD offers a truly holistic approach and ability to analyse yourself and your leadership style. I also think one of the most fulfilling parts of doing this course is meeting so many new people across the business that you wouldn't have interacted with originally. Getting to meet and collaborate with other LEAD members while mostly working from home has allowed us to connect, get our personal brands out there, and most importantly learn from different people that we hadn't been exposed to before the LEAD programme brought us together."

Charlie Evans
Senior Partnerships Manager

Stakeholder Engagement and Sustainability continued

Employee benefits

We offer a wide range of benefits to supporting employee lifestyle, future, finances, health and wellbeing. At the heart of our offering are 27 days holiday (rising to 30 days with tenure), a performance related bonus, life assurance at four times salary, pension matched up to 5%, free breakfast, extensive mental health support and training, free mental health Headspace app, and a comprehensive Employee Assistance Programme, LifeWorks, for guidance and support on a range of personal and professional matters.

Alongside this we offer a range of flexible benefits including the opportunity to buy additional holiday days, dental and medical cover and gym memberships. We also encourage more environmentally friendly travel options through our cycle to work and electric vehicle leasing schemes.

We also offer employees the opportunity to share in the success of our business. Through our Sharesave Scheme and Employee Share Incentive Plan, employees can purchase ordinary shares in the Group, which in turn encourages employee interest in the performance of the Group and alignment with shareholder interests.

Our generous parental leave policies include the opportunity for both parents to take up to six months as shared parental leave at full pay, four weeks fully paid paternity/partner leave, and six months fully paid maternity/adoption leave. Expecting parents and their managers are supported by an online parental leave coaching toolkit, and the online parent community.

We also offer employees a variety of social and wellbeing activities, such as in-person and virtual challenges, social events, quizzes, bake-off competitions, free Yoga, Pilates and Bootcamp sessions.

CASE STUDY: Paternity leave

"You would have thought we had learnt our lesson - home-schooling a toddler during lockdown. However, here we are with a new arrival to the Cartwright family, say hello to Daisy Mae Cartwright.

Daisy is now six weeks old and having a hyper four-year-old, a newborn baby and a partner that underwent major surgery it was looking like a daunting task of getting back to work any time soon.

This is where our four-week paternity leave (at full pay) really helped, and we were able to get back home, into a routine and allow my wife time to recover from childbirth/operation. During this time, I was able to do the night feeds/nappy changes and provide entertainment for when our toddler wasn't in nursery. This meant we could make sure that Daisy could get the best start possible.

The return to work was gentle and considered, my manager checked in with me and made sure I had all the correct support in place and any extra requirements (if required) could be considered. I am now working in the Ewloe office three days a week, being superbly looked after by our office team and the Bytes catering crew.

It's been an awesome benefit that has meant I have not had to worry about a drop in finances (when you need it the most) and spend time to bond and build relationships during the first stage of Daisy's life.

Thank you MSMG. You are epic."

Paul Cartwright (Carty)
Head of Service Management

Minimising our environmental impact

We strive to reduce our environmental impact by reducing our carbon emissions and waste, and sourcing responsibly. We continue to be 'Beyond Carbon Neutral' and announced our net zero commitment in 2021. We consider environmental and sustainability issues in all aspects of our operations and business activities.

As a business that reaches millions of people, we're focused on helping households save money by giving them access to free online tools that help make financial decisions easier. In the future, we hope to do more to signpost greener choices to consumers who want to make low-carbon and sustainable choices and continue to live our purpose of helping households saving money in a sustainable way.

Key initiatives In 2021

During 2021 we continued to develop and drive environmental innovations across the Group. We have a proactive and passionate Green Team which devises and implements local energy-saving and waste reduction initiatives. Significant progress was made against our environmental strategy in 2021, including:

- Announcing our commitment to reach net zero emissions by 2030 and making a public commitment to limit our company's carbon footprint in line with keeping global warming to below 1.5°C. We are in the process of verifying our carbon reduction targets via the Science Based Targets initiative;
- Progressing against our carbon reduction plan, including moving the London and Manchester offices to a 100% renewable energy tariff;
- Offsetting 150% of our emissions with two certified offset projects, making the Group Beyond Carbon Neutral;
- Implementing initiatives structured around the Task Force on Climate-Related Financial Disclosures;
- Increasing employee awareness of green initiatives, via regular floorbrief and Scoop updates including an update on our carbon reduction strategy, the UN Climate Conference and Earth Day 2021;
- Being a founding member of the Tech Zero taskforce and a partner to the UN Race to Zero; and
- Completing the Carbon Disclosure Project, providing greater transparency on our environmental strategy, receiving a score of C.

Beyond Carbon Neutral

To ensure that we not only reduce our negative impact but also have a long-lasting and positive legacy for the environment, we have mitigated 150% of our carbon footprint through investing 50/50 in two verified carbon offset projects. This means we are a Beyond Carbon Neutral business.

Project 1, Water filtration and improved cookstoves (Guatemala)

Water filters and improved cookstoves bring health benefits to more than 230,000 people in Guatemala.

Water-borne disease has been identified as a national priority in Guatemala given the high incidence of disease and chronic malnutrition. This project distributes water filters and stoves that enable access to clean water and improve cooking conditions by increasing fuel efficiency and reducing harmful indoor air pollution. It is the first Gold Standard water treatment or cookstove project in the country. The project is currently in Alta Verapaz, Huehuetenango and San Marcos and has so far benefitted over 500,000 people.

Stakeholder Engagement and Sustainability continued

In addition to delivering emissions reductions to help take urgent action to combat climate change, the project delivers a number of other sustainable development benefits including reducing water-borne disease and reducing the need for fuelwood, consequently decreasing indoor air pollution.

Project 2, Kibale Forest Restoration (Uganda)

By planting indigenous trees and supporting natural regeneration, the project is restoring more than 10,000 hectares of forest in an area with some of the highest biodiversity in East Africa. The Kibale National Park has the highest number and diversity of primates in East Africa.

Based in South West Uganda, the project is rehabilitating more than 10,000 hectares of degraded land in the Kibale National Park where natural causes, human disturbance and poor land management has led to severe degradation and soil erosion. By planting indigenous trees and supporting natural regeneration, the project, which is run jointly with the Ugandan Wildlife Authority, will create a thriving carbon sink. The area has a very high concentration of primates and has achieved Biodiversity Gold certification under the Climate, Community and Biodiversity Standard.

In addition to delivering emissions reductions to help take urgent action to combat climate change (SDG 13), the project delivers a number of other sustainable development benefits, including providing training and employment to the local community.

Our aims for 2022

- Remain Beyond Carbon Neutral whilst making further progress against our carbon reduction plan;
- Evolve our initiatives structured in accordance with the Task Force on Climate-Related Financial Disclosures;
- Our Green Team will further engage our employees on climate change issues and share how to lead more sustainable lives through challenges, events and provision of resources;

- Completion of the Carbon Disclosure Project Questionnaire for the second year;
- Embed the 'Green Strategy' for the Group; and
- In 2021 we committed to SBTi to set a science based target and we will work to develop a carbon reduction target in accordance with the required methodology and approach set out by SBTi.

We recognise that we are only part-way through our sustainability journey. Together with our Green Team, we will continue to develop and implement initiatives in order to have a positive impact on our environment.

Greenhouse gas ('GHG') emissions

This section includes our mandatory reporting of greenhouse gas emissions and global energy use pursuant to the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 and the streamlined energy and carbon reporting ('SECR') under the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. The methodology used to calculate our emissions is based on the GHG Protocol Corporate Standard. Emissions reported correspond with our financial year.

In addition to the disclosure of our Scope 1 and Scope 2 emissions, as required under SECR, we have also assessed our Scope 3 emissions in order to assess the wider impact of our business operations. Emission factors are from UK Government GHG conversion factors for Company Reporting.

Net Zero by 2030

In June 2021, we made an important commitment to reach net zero emissions by 2030. Net zero is a state where an organisation's activities result in no net impact on the climate from greenhouse gas emissions. This means limiting the Group's carbon footprint in line with keeping global warming to below 1.5°C – the critical level of heating to avoid the worst impacts of the climate crisis.

We will continue to remain Beyond Carbon Neutral by offsetting emissions that we cannot eliminate right now.

As part of our net zero commitment, we:

- Measure all of the Group's carbon emissions, including Scope 3, and report them publicly each year;
- Publish details on our corporate website on how we plan to reach net zero;
- Continue to be a Beyond Carbon Neutral business;
- Continue thinking about how to communicate our climate commitments in other meaningful ways, including to our shareholders, employees, customers, users and the wider community in which we operate;
- Report on our progress against our short and medium targets to the Board on a regular basis;
- Provide updates on our progress via our Annual Report and our corporate website; and
- Commit to having a member of our Executive team responsible for our net zero target.

Carbon Disclosure Project

In 2021, Moneysupermarket Group completed a full disclosure to the Carbon Disclosure Project ('CDP') detailing the commitments we have in place to manage our impact on the environment.

The CDP is a not-for-profit charity which for the past 20 years has led the way in creating comparable, transparent disclosure for companies, cities, states and regions around climate change. Moneysupermarket Group submitted its first CDP disclosure questionnaire in 2021, receiving a 'C' score*, which puts Moneysupermarket Group in the Awareness bracket, in line with the average score for our sector. We are committed to improving our climate governance in line with feedback received and will continue to provide updated CDP disclosures annually going forward.

* On an 8 point A-D- scale.

GHG emissions

We recognise that 2021 has been another unusual year and as such our carbon reduction plans will continue to be based on 2019, the year our baseline GHG assessment was carried out.

During 2021, to help reduce our GHG emissions we moved the London and Manchester offices to 100% renewable energy tariffs.

During 2022, we will continue to work on our carbon reduction plan, in line with global targets, to reduce our carbon emission as far as possible. The plan has been evolved to reflect our new 'Future of Work' hybrid model.

Global energy use:

Emissions from:	kWhs	
	2021	2020
Scope 1: Heating Fuels	220,939	180,844
Scope 2: Purchased Electricity	785,815	903,582
Scope 3: Employee mileage	14,622	20,537
Total emissions	870,555	1,104,963

Greenhouse gas ('GHG') emissions in tonnes of CO₂e:

Emissions from:	Tonnes of CO ₂ e	
	2021	2020
Scope 1 (Direct)	45 ¹	33
Scope 2 (Indirect)	135	211
Scope 3 (Indirect)	3	5.09
Total Gross Emissions	183	249
150% Carbon Removal	(274.5)	(373.5)
Total Net Emissions	(91.5)	(124.5)

¹ Increased by 26% due to Dean Street office gas consumption being reported in 2021 and not in 2020.

Intensity ratios:

	2021	2020
Floor area: kWh/sq.ft/year	12.82	14.42*
Employees: t CO ₂ e/employee/year	0.63	0.68
Revenue: tCO ₂ e/£m/year	1.23	1.54

* Updated from 2020 due to a correction in floor area.

CASE STUDY:

Tech Zero taskforce

Moneysupermarket Group are proud to be among 16 of the fastest-growing tech companies in the UK who have joined forces to create the 'Tech Zero taskforce'.

Announced in March 2021, the aims of this taskforce are to take bold steps to tackle the climate crisis. By working together, we can make faster progress to net zero and encourage other companies to take action to reduce their emissions. Companies that join Tech Zero agree to a set of commitments, including measuring their Scope 1-3 emissions and setting an ambitious net zero target within a year of joining.

Founding members of the Tech Zero taskforce, alongside Moneysupermarket Group include allplants, Bulb, Babylon, Citymapper, Faculty, GoCardless, Habito, Hopin, OLIO, Onfido, Revolut, Starling Bank, what3words and Wise, backed by industry body Tech Nation.

Our CEO, Peter Duffy joined the other taskforce members' CEOs at a launch summit in June, where the bold commitments to reach net zero, boost green investment and help consumers make greener choices were agreed.

Currently, 217 UK tech companies have joined Tech Zero. The taskforce has created the Tech Zero toolkit to demystify climate jargon and make it simpler for companies to set a net zero plan.

Being part of the Tech Zero taskforce continues the Group's work on green issues, reducing our carbon footprint and making sure we have a long-lasting and positive impact on the environment.

Task Force for Climate- Related Financial Disclosures

Helping households save money has been at the heart of Moneysupermarket Group for many years. We recognise that now we also need to help by mitigating the impact of the climate crisis on the wider world and our own business.

We consider future climate change to represent physical risk, including acute impacts resulting from weather events and chronic impacts stemming from longer-term shifts in climate like higher temperatures, prolonged heat waves, and drought, and the transition risk arising from changes in consumer behaviour, technology and regulation. We recognise the need to help mitigate the impact of the climate crisis and acknowledge the growing scientific consensus that the window to tackle climate change is rapidly diminishing.

We are evaluating and monitoring the challenges the Group faces from climate change. We are adopting a climate-focused mindset, supported by an effective governance process. We operate a low carbon intensity business, we neither mine, manufacture nor transport goods and do not operate in the most immediately susceptible areas. Therefore, we consider that the Group has relatively limited exposure to potential direct physical risks, but we recognise some potential transition risk over the longer term.

The purpose of the TCFD Report is to provide investors and other stakeholders with a better understanding of our business's exposure to climate-related risks, our strategic resilience to these risks and the climate-related opportunities we have identified. We have structured this report in line with the four themes of Governance, Strategy, Risk Management and Targets and Metrics, as well as the 11 supporting recommended disclosures from the Recommendations of the TCFD published in June 2017. We have expanded our disclosures, where possible, to take account of the TCFD's additional guidance published in

October 2021. Some recommendations in the additional guidance will require more time to be considered more fully and we will apply them more fully in our next TCFD report.

1. Governance

Board oversight

The Board takes overall accountability for the management of risks and opportunities, which includes climate change. The Board received regular updates on environmental and climate-related matters from management and both the Executive Committee and the Board considers commercial opportunities alongside risks arising from climate-related change.

Our approach to considering climate related opportunities within our strategy and business planning processes is described in section 2 on Strategy below. In 2021, we announced our commitment to net zero by 2030, whilst remaining Beyond Carbon Neutral. Our net zero plan covers the areas that are most material to our business: the emissions we create, the waste we make and the sustainability of our supply chain; and embeds the awareness of the impact of climate change in the everyday culture of the business. We view the journey to net zero as presenting an opportunity to further engage our employees in our carbon reduction initiatives by delivering an energy awareness campaign; and reducing carbon emissions related to travel and to our office consumables.

The Risk Committee is responsible for overseeing the Group's risk management framework, ensuring that risks are appropriately identified, managed and mitigated, and advising the Board on risk appetite, structure and culture. Climate-related risks have been incorporated into our Group risk management framework (see section 3 on Risk Management below) and we have assessed climate-change as an emerging risk to our business, not a principal risk. The Risk Committee will oversee our management of climate-related risks in 2022 and beyond. See pages 90 to 91 for further detail on the Risk Committee.

Management's role and activities

The General Counsel & Company Secretary has responsibility for leading our climate change agenda, for embedding our ambition and commitments into the Group and for managing our policies and practices across a range of sustainability and ESG matters, including climate change. The Chief Risk Officer is responsible for our risk management framework and approach, including the assessment and management of climate-related risks. We are embedding the operational management of our climate-related risks and opportunities into our business strategy and operations, as well as in our financial planning and investment decisions.

Stakeholder Engagement and Sustainability continued

Our TCFD Working Group, chaired by the General Counsel & Company Secretary, with representation from Strategy, Risk & Compliance and Finance was established in 2021 to drive implementation of the TCFD recommendations and the Group's wider climate change strategy. Our employee-led Green Team is a proactive and passionate group which devises and implements local energy-saving and waste reduction initiatives.

2. Strategy

Climate-related risks and opportunities

We conducted a risk assessment, in consultation with relevant stakeholders across all aspects of our business, to identify climate-related risk and opportunities over the short, medium and long-term. In considering this risk assessment, we defined the following timescales:

- Short term (up to 3 years);
- Medium term (3-8 years); and
- Long term (over 8 years).

When considering climate-related risks, we have categorised risks into three main types:

- Physical risk: Acute – event-driven risks such as extreme weather events and flooding;
- Physical risk: Chronic – longer-term shifts in climate patterns such as sea level rise or sustained higher temperatures; and
- Transition risk – changes in consumer behaviour, technology or regulation.

As a low carbon intensity business, we do not operate in the most immediately susceptible areas and so we consider that the Group has relatively limited exposure to potential direct physical climate-related risks. We consider some potential transition risk to the Group over the longer term, including changes in consumer behaviour in relation to insurance requirements, car ownership and international travel. We have assessed the potential impact from major climate change that could affect the UK as a whole, for example extreme or prolonged weather changes that impact UK energy demand or supply. Climate-related decisions by providers could also impact the Group (for example if insurers were to amend home insurance policies to require EPC ratings for property or reduce cover in respect of extreme weather events).

Impact to and resilience of the Group

To understand the impact on the Group, we have looked both through the lens of the physical impacts and potential socioeconomic developments. Under both scenarios, we anticipate that our providers would likely seek to evolve their products e.g. insurance policies and energy tariffs, in response. We expect consumers would still seek to engage with switching sites and seek to compare products across additional criteria to price. As a Group we are well placed to deliver the tools consumers would need to understand which products provide good value. We have already adapted our processes to consider the assessment of value in some of our key channels in response to the FCA General Insurance regulation.

Our existing environmental focus will help to reduce the impact of these risks to our strategy and business model. For example, in 2021, we introduced easier search functionality on MSM for green energy tariffs, and MSE published substantial new green content through the year in a series of Green MoneySaving guides (covering green energy, green savings bonds, the green homes grant, and more).

In terms of commercial opportunities and our influence on consumers, we already display and allow consumers to perform focused searches for green energy tariffs in order to reduce their carbon footprint. As green products become more available in other channels, over the short to medium term, we will act to promote and guide users to these. We have recently added substantial content, particularly on MSE, to better guide consumers in their green choices. We have also considered whether to help users of other Group sites better understand their carbon footprint, for example as it relates to car mileage or travel; and have also considered specific commercial initiatives relating to carbon change. We will continue to assess consumer demand for such products to prioritise such initiatives in the future. Our 'expand our offer' strategy to broaden the Group's offering should provide additional diversification enabling us take advantage of emerging climate-related opportunities and reducing the impact of climate-related changes from any particular area of the Group.

We are carefully building our resilience assessment. Based on our current analysis scenarios and initiatives, we expect the Group to be resilient, but this will remain an area of ongoing focus. Our climate scenarios were based on the representative pathways developed by the Intergovernmental Panel on Climate Change (IPCC), which show how the emission of greenhouse gases translates to increases in average global temperatures. Whilst the climate outlook shows the UK is expected to face average temperature increases between 0.5° to 1° up to 2035, we undertook a climate-related scenario analysis exercise to understand the potential impact that climate changes of 1.5° and 3° could potentially have on the Group.

3. Risk Management

Identifying, assessing and managing climate-related risks

Our approach to managing the potential impact of climate change includes strengthening our operational resilience to climate-related risks by reducing our emissions across our activities. We have already implemented a number of measures to reduce our carbon emissions, such as installing EV charging points for employee use; moving to a secure pull print system and installing LED lighting and motion sensors in our offices. Through our net zero plan we have identified additional opportunities such as delivering a carbon emissions awareness campaign to our employees and moving our remaining offices to renewable energy tariffs.

We monitor existing and emerging regulatory requirements related to climate change to understand the potential impact and opportunities for our business and stakeholders, recognising that climate change regulations could require us to make changes to our processes or operations, but also that changes in climate-change regulations could present opportunities if they result in an increase in the demand for energy efficiency products or services.

Incorporation into Group risk management framework

Climate-related risks have been incorporated into our Group risk management framework and are identified, classified and assessed alongside other risks the Group faces. See pages 34 to 37 on risk management in the Group. Climate change risks and opportunities are reported on a regular basis to the Executive team and the Board (see section 1 on Governance above for detail).

4. Metrics and Targets

Group metrics and targets

We report on a range of greenhouse gas emissions and intensity metrics to understand our impacts and performance (see page 55 for details). We are actively working to reduce our emissions wherever possible. We have moved out of our energy-intensive data centres and our London and Manchester offices now operate on 100% renewable energy tariffs.

We report annually on our carbon intensity in tCO_2e per £m revenue. This previously only included Scopes 1 and 2, as required under environmental reporting guidance but we have developed additional key performance indicators to include our wider impact from Scope 3 emissions.

We annually report on our kgCO_2e per square foot of floor area, as this is considered to be best indicator of carbon efficiency across the estate. We also measure the metric of intensity ratio of kgCO_2e per employee. The carbon intensity ratios per employee and floor area include emissions resulting from all scopes.

We are committed to our plan for net zero emissions by 2030 and have made a commitment to limit our company's carbon footprint in line with keeping global warming to below 1.5°C , see pages 3 to 55 for more information on our Beyond Carbon Neutral status and net zero plan.

As the sustainability landscape evolves, we will continue to refine and expand our disclosures to provide meaningful information for our stakeholders.

Greenhouse gas (GHG) emissions, and the related risks

We publicly disclose our Scope 1, Scope 2 and, Scope 3 greenhouse gas (GHG) emissions alongside our carbon intensity ratios and details of our carbon offset (see page 55 for details).

In 2021, we committed to the Science Based Targets initiative (SBTi) to approve our science-based targets for Scopes 1, 2 and 3 emissions. For Scope 1 and 2, these include the reduction of GHG emissions from our own operations to net zero by 2030 in a bid to limit temperature increase to 1.5°C . We worked with Delta Simons to define an ambitious Scope 3 target which requires the reduction of absolute GHG emissions by 45 percent by 2030, to align to a well below 2°C scenario. The methodology for modelling our emissions has been developed in line with the accepted international standard for GHG value chain modelling, the Greenhouse Gas Protocol. The baseline year chosen is 1 January to 31 December 2019, as it is representative of our current activities and was the most recent year with complete and verifiable data. Engaging with our third-party suppliers will be key to delivering this reduction. Over the next year, we will extend our strategy of collecting supplier information and reporting on our progress in reducing our Scope 3 emissions.

Stakeholder Engagement and Sustainability continued

Community

Our aim is to be a force for good and an active contributor to our chosen charities and the communities in which we operate. We are proud to have supported numerous causes with our fundraising and volunteering initiatives throughout the year.

The Prince's Trust

2021 was the third year of our three-year partnership with The Prince's Trust which helps young people aged 11-30 get into jobs, education and training. Due to the ongoing COVID-19 pandemic situation, fundraising was carried out virtually which proved to be more challenging than before, but we're pleased to have remained committed to our partnership.

Our first initiative of the year was 'Future Steps' - a virtual fitness challenge run across the business which engaged 95 colleagues and raised £14,000. Out of 78 corporate partners, Moneysupermarket Group came third, both in terms of fundraising and number of steps taken. We also raised more than £3,000 through our 'Phones for Futures' initiative by donating old Company phones to the recycling scheme. In September, colleagues engaged in another fitness challenge with 'Your Palace to Palace' - cycling, walking and running various distances which raised nearly £3,000. In addition, some employees took part in other challenges, such as ultra runs, raising significant additional funds and we ended the year with a festive raffle that raised over £3,000.

Young people continue to face their most challenging times. This demographic has been disproportionately affected by

the pandemic with young people struggling with issues, such as homelessness, job loss and increased poor mental health. The charity has taken a huge hit to its income, losing nearly a third of fundraised donations during this time.

We therefore took the decision to donate a further £45,000 at the end of 2021 and extend our partnership until the end of 2022 as we are committed to supporting the Trust in facing these challenges and improving the lives of those it helps.

.Community

In 2021 we saw the demand for help from the COVID-19 outbreak increase. Focus from the news outlets was on children returning to education after the Christmas break and the lack of computer equipment available to those having to home-school. Many Moneysupermarket Group employees reached out to the .Community Employee Resource Group (ERG) to request funding support for local neighbourhoods and schools. As a result, we worked with local schools, UKYouth and the Raspberry Pi foundation to get 50 local families online and working with tech equipment and free broadband connections.

The .Community fund has also been used to support outdoor learning areas and provide learning equipment and resources for employee-nominated schools. We used the Company floor briefs and e-newsletter to talk about the .Community fund, which has led to a higher engagement with the ERG and has enabled us to donate much-needed resources to schools local to our Ewloe, Manchester and London offices. This has resulted in the greatest geographical distribution of the overall fund to date.

The .Community ERG was also approached by local hospital and hospice centres which we in turn supported in building an outdoor garden space to help with mental health activities; equipment to make working in PPE easier during the summer heatwave; and support to take families out for day trips as part of respite care.

As the rules around the pandemic and social activities changed, we were approached by several groups looking to restart their community work after a 12-month break. We were able to support a wheelchair rugby team with maintenance items for their kit; helping refurbish the Deva Boxing Club facilities; and work with Project Motorhouse to help disadvantaged young people in East Kent.

Towards the end of 2021 our focus shifted towards the local food banks that have been hit by extra demand following an increase in food prices and the end of the government furlough scheme.

The MSE Charity

Throughout 2021, MoneySavingExpert continued to donate funds to the MSE Charity donating £100,000 over the year.

Rather than engaging in specific projects itself, the charity offers grants of up to £7,500 to support non-profit organisations, such as a social enterprise or a registered charity, with specific money education projects. Help is given to a range of organisations, from small grassroots groups to more mainstream charities, with the maximum annual income level for an organisation set at £500,000. Online applications open twice a year.

As the pandemic continued, groups that the charity support have innovated and adapted to deliver their financial capability projects virtually using Zoom, MS Teams, WhatsApp and YouTube. This has enabled the groups to reach more vulnerable people, including those who might be housebound due to mental health issues, disability or because they have been shielding.

In February, the charity's 'Raising the Next Generation' round donated £54,957 to ten groups. The focus has been on helping to teach young people financial life skills to support them in navigating the difficult economic climate. Four of the groups supported are working with children in schools across the country delivering money workshops. The November grant round was focused on 'Life Changing Transitions', supporting those who face redundancy, bereavement, relationship breakdown, retirement, homelessness, offending or resettlement. The charity committed just under £73,000 to 12 projects, which will start delivering in January 2022.

Further details can be found at www.msecharity.com

CASE STUDY:

Bytes team partnering with Nanny Biscuit

Our Bytes catering team have been working with the Nanny Biscuit charity throughout the pandemic, providing meals for those in need. Between January and October 2021 they prepared 26,470 meals for the local community, bringing the total number of meals to an impressive 44,106.

On average, the team has been making over 100 meals per day, which have been collected by volunteers for Nanny Biscuit and distributed across Wales, going as far as Rhyl, Wrexham and Flintshire. In the lead up to St David's Day the team stepped up again and joined the 'Grand Week in Wales' challenge to combat food poverty, isolation and loneliness by preparing 1000 meals for the homeless to be distributed across five days. The team's efforts have been gratefully received by Nanny Biscuit, with the donated meals sometimes being the only meal of the day distributed.

'This food was an invaluable asset to the homeless and vulnerable during the pandemic.'

James Hunt, Nanny Biscuit

'Being able to contribute through these difficult times by putting smiles on people's faces and food in their bellies has been so rewarding. Especially being able to prepare Christmas dinners for the elderly, vulnerable and homeless. I am looking forward to getting involved with more of these activities in the future.'

Shelley Butler, Bytes Team

Stakeholder Engagement and Sustainability continued

Non-Financial Information Statement

We comply with the Non-Financial Reporting requirements contained in sections 414CA and 414CB of the Companies Act 2006. The below table outlines our position on non-financial matters and provides signposts to where these issues are addressed in the report

Reporting requirement	Policies and Standards which govern our approach	Additional information and risk management
Stakeholders	Group Data Protection Policy Code of Conduct	Stakeholder engagement pages 40 to 45 s172 statement pages 71 to 72 Board activities page 71 Sustainability disclosures pages 46 to 61 Employee engagement page 50 Governance report pages 69 to 79 Audit Committee report pages 84 to 89
Environmental	Environmental Policy	Sustainability disclosure pages 46 to 61
Employees	Code of Conduct Equal Opportunities and Diversity Policy Flexible Working – 'Work Your Way' Policy Whistleblowing Framework Health and Safety Policy Statement	Sustainability disclosure pages 46 to 61
Human Rights	Anti-Slavery and Human Trafficking Policy Code of Conduct	Corporate Governance report pages 69 to 79
Social Matters	Anti-Slavery and Human Trafficking Policy Volunteering Guide (Time-Off Policy)	Sustainability disclosures pages 46 to 61 Directors' report pages 107 to 111
Anti-Corruption and Bribery	Anti-Bribery Policy Competition Law Policy Conflicts of Interest Policy Hospitality and Gifts Policy How to Buy Guidelines	See page 63
Principal Risks and Impact on the Business		Risk management pages 34 to 37 Principal risks pages 38 to 39 Business model pages 12 to 13 Risk Committee report pages 90 to 91
Description of Business Model		Business model pages 12 to 13

People

At Moneysupermarket Group, we understand that our behaviour, operations and how we treat our employees all have an impact on the environment and society. We recognise the importance of health and safety and the positive benefits to the Group. The Group has a Health and Safety Policy which is communicated to all employees through a health and safety handbook, which is regularly reviewed and updated. Behaving ethically is an essential part of working for our Group, fundamental to how we do business and vitally important to the reputation and success of our Group. Our Code of Conduct applies to all employees and sets out our commitment to:

- behave ethically;
- comply with relevant laws and regulations; and
- do the right thing.

Human Rights

Our Code of Conduct also confirms that we respect and uphold internationally proclaimed human rights principles as specified in the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work (ILO Convention) and the United Nations' Universal Declaration of Human Rights. In addition, we have an Anti-Slavery and Human Trafficking Policy for suppliers and a separate one for employees. Training is provided to all employees on issues of modern slavery in conjunction with the Code of Conduct e-learning module. We have a zero-tolerance approach to modern slavery, are committed to acting ethically and with integrity in all our business dealings and relationships, and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains. We publish our Modern Slavery Act Transparency Statement annually and this, together with previous statements, can be viewed on our website at <http://corporate.moneysupermarket.com>.

Anti-Corruption and Anti-Bribery

We also have Anti-Bribery and Anti-Corruption and Competition Law Policies that incorporate the Group's key principles and standards, governing business conduct towards our key stakeholder groups.

We believe we should treat all of these groups with honesty and integrity. Our Anti-Bribery Policy is supported by clear guidelines and processes for giving and accepting gifts and hospitality from third parties.

Whistleblowing

Our Whistleblowing Policy is supported by an external, confidential reporting hotline which enables employees of the Group to raise concerns in confidence. Any reported issues will be reported to the Audit Committee and, where appropriate, remedial actions taken.

Tax Policy

Our Group is guided by our purpose to help households save money. We believe that our business makes a valuable contribution to UK society and we are proud to have helped 10.0m active users to save an estimated £1.6bn on their households bills in 2021, by finding a better deal on their insurance, energy and banking products.

Alongside this, we want to make our contributions to the communities that our customers live in by paying the right amount of tax, at the right time. In 2021, we paid £15.6m in corporation tax and over £43.4m in other taxes (including VAT and employer's National Insurance). We are committed to acting with integrity and transparency in all tax matters. We will not support proposals to reduce our tax cost through implementing artificial structures, but we will seek to structure commercial transactions in an efficient and legitimate way. A copy of our tax strategy is available at <http://corporate.moneysupermarket.com>.

Dividend Policy

In determining the level of dividend in any year in accordance with the policy, the Board also considers a number of other factors that influence the proposed dividend through its annual and strategic planning processes and the scenario planning described below in our viability review section, which includes: the level of available distributable reserves in the parent company; future cash commitments and investment needs to sustain the long-term growth prospects of the business; potential strategic opportunities; a prudent buffer and the level of dividend cover.

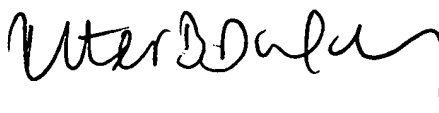
Moneysupermarket.com Group PLC, the parent company of the Group, is a non-trading investment holding company, which derives its distributable reserves from dividends paid by subsidiary companies. The Board reviews the level of distributable reserves in the parent company biannually, to align with the proposed interim and final dividend payments. The distributable reserves of the parent company approximate to the balance on the profit and loss account reserve, which at 31 December 2021 amounted to £120.4m (2020: £112.1m) (as disclosed in the Company balance sheet on page 154). The total external dividends relating to the year ended 31 December 2021 amount to £62.8m (2020: £62.8m).

The Group is well positioned to continue to fund its dividend, which is suitably covered by cash generated by the business. The distributable reserves are sufficient to pay dividends for a number of years as, when required, the parent company can receive dividends from its subsidiaries to increase its distributable reserves. Details on the Group's continuing viability and going concern can be found on pages 31 to 32.

The ability of the Board to maintain future dividend policy will be influenced by a number of the principal risks identified on pages 38 to 39 that could adversely impact the performance of the Group.

The Strategic Report was approved by the Board of Directors and signed on its behalf by:

Peter Duffy
Chief Executive Officer
16 February 2022



Chair's Introduction to Governance

Robin Freestone
Chair

Board focus areas in 2021

- appointment and induction of a new independent Non-Executive Director;
- oversaw the Group's continued response to COVID-19;
- robust assessment of the Group's strategy and strategic initiatives;
- monitored and reviewed the Group's emerging and principal risks;
- reviewed the Group's Diversity and Inclusion strategy;
- assessment of environmental initiatives, including progress made against the plan to become net zero by 2030;
- approved the acquisition of the remaining share capital in CYTI
- approved the merger of Travelsupermarket and icelolly.com, creating the Ice Travel Group; and
- approved the acquisition of Quidco.



Read more in the Sustainability Report on pages 46 to 61



Read more in the Nomination Committee Report on pages 80 to 83



Read more in the Key Activities of the Board on page 71

Dear Shareholder

I am pleased to present the Group's corporate governance statement for 2021

As a Board, we aim to maintain a governance structure which provides effective control and oversight of the Group, while promoting the entrepreneurial spirit which has been central to the Group's success in helping households save money. In this report we describe how our purpose, values and strategy are aligned with our culture and how we consider all our stakeholders in key decisions.

UK Corporate Governance Code

In our Corporate Governance Report on pages 69 to 79, we aim to provide a clear and meaningful explanation of how we as a Board lead the Group and discharge our governance duties. It also outlines the governance initiatives we have undertaken during the year. In reviewing our Board's effectiveness, we have taken into account the Financial Reporting Council's 2018 Guidance on Board Effectiveness and applied its guidance where appropriate. Our statement of compliance with the 2018 UK Corporate Governance Code is set out on page 70.

The Board also reviewed its governance framework to ensure it remains fit for purpose and continues to be compliant with the SM&CR.

Purpose and culture

The cultural tone of the business begins in the Boardroom. Our purpose of helping households save money is enabled by the behaviours that are embedded into our business and is aligned with our strategy. Together, these help to create a culture which optimises performance and delivers long-term results.

The Board endeavours to promote integrity and diversity of thought at all levels of the Group. We are committed to developing a diverse workforce and an inclusive working environment. This commitment is demonstrated in the implementation of our Diversity and Inclusion initiatives, including our commitment to the Race Equity at Work Charter.

Further details on our culture, purpose and values can be found in our Strategic Report on pages 2 to 63.

Board changes

We continue to operate a clear line of distinction between management, led by the CEO, who are responsible for the day-to-day running of the business, and the Board, acting under my leadership. The Board provides constructive challenge to management, an open culture and active debate, focused on creating and preserving value for our stakeholders.

As described in my Chair Statement on page 6, we were delighted to welcome Lesley Jones who joined the Board as a Non-Executive Director in September 2021. Lesley is a valuable addition and complements the diverse backgrounds and experience of our Board.

Also, as previously notified, Sally James after completing a nine-year tenure, has decided to step down as a Non-Executive Director at the conclusion of the Annual General Meeting on 5 May 2022. Sally is also the Chair of the Risk Committee and the Senior Independent Director. I would like to take this opportunity to thank Sally for her valued support and her excellent contribution over the years.

I am pleased to announce that following Sally's departure and subject to regulatory approvals, Lesley Jones will take over the role of Chair of the Risk Committee and Caroline Britton will take on the role of Senior Independent Director.

Looking forward

We will continue as a Board to maintain our high standards of corporate governance across the Group, underpinning the delivery of our strategy and our purpose. Over the next 12 months we will also continue to focus on delivering our social and environmental commitments, as well as the continued engagement of our employees and implementation of our Diversity and Inclusion strategy.

Robin Freestone
Chair

16 February 2022

Governance at a Glance

Board meeting attendance in 2021

94%

■ Attendance ■ Non-attendance

Female representation on our Board

67%

■ Female ■ Male

Ethnic minority representation on our Board

11%

■ Ethnic minority

Dividend per share in 2021

11.71p

Employee diversity and inclusion score for 2021

71%

Glassdoor rating for 2021 (out of 5)

3.4

Board changes

The Board spent a significant amount of time considering succession planning during the year. Lesley Jones joined the Board as an independent Non-Executive Director on 1 September, following a formal, rigorous and transparent selection process in accordance with the Board's Diversity Policy.

Company secretary change

Following Katherine Bellau's decision to step down as Company Secretary, the Board approved the appointment of Alice Rivers as Interim Company Secretary with effect from 16 December 2021.

Governance improvements

- dedicated Board session reviewing risk management processes, including risk tolerances of the Group;
- reviewed the organisational structure of the Executive team; promoting the following individuals to the Executive team: General Manager, Money; General Manager, Insurance; General Manager, Home Services; and Chief Risk Officer;
- implementation of the Group's Future of Work, outlining three types of workers: 'On-site On-demand' 'Hybrid Flexers' and 'Remote Regulars';
- implementation of governance controls in relation to climate change and environmental initiatives; and
- updated and approved the Matters Reserved for the Board and the Board Committees' Terms of Reference.

Major Board decisions

- Decision to pay interim dividend and recommend final dividend
- Net zero and carbon reduction strategy
- Acquisition of remaining share capital in CYTI
- Merger of Travelsupermarket and icelolly.com, creating Ice Travel Group
- Acquisition of Quidco

Board of Directors

Who we are Our Board members

Selection process

During the year, we welcomed Lesley Jones to the Board. The Company has a formal, rigorous and transparent selection process for the appointment of new Directors. The Nomination Committee is responsible for identifying and nominating all Board candidates and, before any appointment is made, evaluates the mix of skills, experience, knowledge and diversity to ensure the correct balance is maintained.

Induction and onboarding

On joining the Board, it is the responsibility of the Chair and Company Secretary to ensure that all newly appointed Directors receive a full and formal induction, which is tailored to their individual needs. The induction programme includes a comprehensive overview of the Group, dedicated time with the Directors and Senior Management, as well as guidance on the duties, responsibilities and liabilities as a Director of a listed company.

Further information on both the selection process and induction programmes for Lesley is on pages 66 and 75.

Robin Freestone Chair of the Board

Committees

Term of Office: Robin was appointed to the Board as a Non-Executive Director in August 2015 and became Chair of the Board in May 2019.

Independent: On appointment.

Skills and Experience: Robin has transformation and diversification experience within leading global and digital businesses. He was Chief Financial Officer of Pearson PLC from 2006 to 2015, and Deputy Chief Financial Officer prior to that. Robin has also held a number of senior financial positions at Amersham plc (2000 to 2004), Henkel Ltd (1995 to 2000) and ICI plc (1984 to 1995).

External Appointments: Robin is the Senior Independent Director of Smith & Nephew plc and Lead Director of Capri Holdings (formerly Michael Kors Holdings Limited) and Non-Executive Director and Chair of the Audit and Risk Committee of Aston Martin Lagonda Global Holdings plc. He sits on the advisory board to the ICAEW's Financial Reporting Committee and also chairs the ICAEW's Corporate Governance Committee.

Peter Duffy Chief Executive Officer

Term of Office: Peter was appointed to the Board as Chief Executive Officer in September 2020.

Independent: Not applicable.

Skills and Experience: Peter has extensive experience in digital businesses and a dynamic leadership style. He was previously CEO of Just Eat and before that was Chief Commercial Officer at easyJet and Marketing Director of Audi UK. Peter started his career in banking, holding positions with Barclays, Yorkshire Bank and TSB.

External Appointments: Peter is a Non-Executive Director of Close Brothers Group plc, where he is a member of the Risk Committee and Remuneration Committee. He currently President of ISBA – the UK trade body for leading British advertisers.

Scilla Grimble Chief Financial Officer

Term of Office: Scilla was appointed to the Board as Chief Financial Officer in February 2019.

Independent: Not applicable.

Skills and Experience: Scilla has a strong financial background and extensive consumer experience. She was formerly Director of Group Finance and Interim Chief Financial Officer at Marks and Spencer Group PLC (2016 to 2018). Scilla previously held senior finance roles at Tesco PLC and was a managing director at UBS Investment Bank. Scilla is a qualified chartered accountant, having trained and qualified with PwC.

External Appointments: Scilla is a Non-Executive Director of Taylor Wimpey plc where she is a member of the Audit Committee and the Nomination and Governance Committee.

Sally James Senior Independent Non-Executive Director

Committees

Term of Office: Sally was appointed to the Board as a Non-Executive Director in April 2013 and became Senior Independent Director in May 2017.

Independent: Yes.

Skills and Experience: Sally has experience in the financial services sector having been a Non-Executive Director of UBS Limited (2009 to 2015) and before that she held a number of senior legal roles in investment banks in London and Chicago, including Managing Director and EMEA General Counsel at UBS Investment Bank from 2001 to 2008.

External Appointments: Sally is a Non-Executive Director of Hermes Fund Managers Limited and a Non-Executive Director of Bank of America Europe D.A.C.



Read about Board employee engagement on page 79



Read about key Board activities on page 71



Read about Board roles and responsibilities on pages 73 to 74

Sarah Warby

Non-Executive Director and Non-Executive Director Employee Champion

Committees **A** **N** **Ri** **Re**

Term of Office: Appointed to the Board as a Non-Executive Director in June 2018.

Independent: Yes.

Skills and Experience: Sarah has experience of building valuable brands across consumer sectors. She was previously Chief Executive Officer of Lovehoney and before that, Chief Growth Officer of Hyperjar Ltd. Prior to that, Sarah was Chief Marketing Officer at J Sainsbury plc and Marketing Director of Heineken UK. She is a fellow of the Marketing Society and Marketing Academy and an adviser to the Museum of Brands.

External Appointments: Sarah is Chief Customer Officer at Nando's UK&I.

Caroline Britton

Independent Non-Executive Director

Committees **A** **Ri** **Re** **N**

Term of Office: Caroline was appointed to the Board as a Non-Executive Director in September 2019.

Independent: Yes.

Skills and Experience: Caroline has a strong financial background, retiring as audit partner at Deloitte LLP after 30 years of service (2000 to 2018 as audit partner). Caroline is an FCA of the Institute of Chartered Accountants in England and Wales and holds an MA in Economics from Cambridge University.

External Appointments: Caroline is a Non-Executive Director of Sirius Real Estate Limited where she is chair of the Audit Committee and a member of the Nomination Committee. Caroline is also a Non-Executive Director of Revolut Limited where she is chair of the Audit Committee and a member of the Risk, Remuneration and Nomination committees and of the Supervisory Council of Revolut Bank UAB; a member of the Audit, Finance, Risk and Investment Committee of Make-A-Wish International and a Trustee of the Royal Opera House.

Supriya Uchil

Non-Executive Director

Committees **A** **N** **Ri** **Re**

Term of Office: Appointed to the Board as a Non-Executive Director in March 2020.

Independent: Yes.

Skills and Experience: Supriya is the product-focused Non-Executive Director of Bloom&Wild.com, an online European florist. She is the chair of the Ounass Advisory Board, a luxury e-commerce start-up in the GCC. Previously she was the Chief Product Officer of Booking Go, part of Booking Holdings Inc and prior to that held senior roles at Amazon.com.

External Appointments: Supriya is a Non-Executive Director of Bloom & Wild, Non-Executive Director for Ounass and Chair of the Advisory Board for Ounass and CEO of Accelerate Product Ltd.

James Bilefield

Non-Executive Director

Committees **A** **N** **Ri** **Re**

Term of Office: Appointed to the Board as a Non-Executive Director in May 2020.

Independent: Yes.

Skills and Experience: James has served as a member of the Remuneration Committee of Stagecoach Group plc since 2016. James was previously Non-Executive Chair of Cruise.co and Ticketscript. During his executive career, James held senior roles at Condé Nast, OpenX, Skype, Yahoo! and JP Morgan Chase.

External Appointments: Chair of SThree plc and Non-Executive Director of Stagecoach Group plc.

Lesley Jones

Non-Executive Director

Committees **A** **N** **Ri**

Term of Office: Appointed to the Board as a Non-Executive Director in September 2021.

Independent: Yes.

Skills and Experience: Lesley was previously a Non-Executive Director of N Brown Group plc, ReAssure Group plc (where she chaired the Risk Committee) and Northern Bank Limited. Lesley started her career at Citigroup Inc. where she held a number of senior roles in relationship and risk management over a period of 30 years. She then spent over five years at RBS Group plc as Group Chief Credit Officer where she rebalanced the Group's credit risk appetite, established a market leading credit function and led their Credit Quality Assurance function.

External Appointments: Chair of Sainsbury's Bank and Non-Executive Director of Close Brothers Group plc and Moody's Investors Services Limited.

Alice Rivers

Interim Company Secretary

Term of Office: Alice was appointed Interim Company Secretary on 16 December 2021.

Skills and Experience: Alice has held a number of governance roles, including Company Secretary of esure Group plc, Logica plc and Man Group plc. She has over 30 years governance experience, is an FCG of the Chartered Governance Institute and holds an MSc in Corporate Governance.

External Appointments: None.

Committee Membership

A	Audit Committee
N	Nomination Committee
Ri	Risk Committee
Re	Remuneration Committee
●	Denotes Chair

Governance Framework

The Board

The Board is responsible for the long-term sustainable success of the Group, with the overall aim of delivering shareholder value.

Principally, we achieve this through:

- setting and monitoring strategy and ensuring the necessary resources are in place;
- providing entrepreneurial leadership within an effective risk management framework and internal control system; and
- reviewing management's performance.

The Board

Pages 66 to 67

Key Board Activities

Pages 71 to 72

Division of Responsibilities

Pages 73 to 74

Audit Committee	Risk Committee	Remuneration Committee	Nomination Committee
The Audit Committee is responsible for ensuring appropriate challenge and governance of accounting treatment and the internal control environment and ensuring that the Annual Report as a whole is fair, balanced and understandable.	The Risk Committee is responsible for overseeing the Group's risk management framework, ensuring that risks are appropriately identified, managed and mitigated, and advising the Board on risk appetite, structure and culture.	The Remuneration Committee's key responsibility is to determine and apply the Remuneration Policy to ensure that it promotes the delivery of our strategy and the long-term sustainable success of the Group.	The Nomination Committee is responsible for reviewing the Board's size, structure and composition, including the recommendation of appointments to the Board, succession planning and development plans for the Board and overseeing the Group's diversity plans.

Audit
Committee report
Pages 84 to 89

Risk
Committee report
Pages 90 to 91

Remuneration
Committee report
Pages 93 to 106

Nomination
Committee report
Pages 80 to 83

CEO and Executive Team

Responsibility for the development and implementation of the Group's strategy and overall commercial objectives rests with the CEO, supported by the Executive team and Senior Leadership Group. The Executive team is responsible for day-to-day operations, for delivering results and for driving growth, ensuring this is done in a sustainable and ethical manner.

Corporate Governance Statement

Strategy

The Board is responsible for delivering value for shareholders by setting the Group's strategy and overseeing its implementation by the Executive Team and members of the Senior Leadership Group. High standards of corporate governance are critical to this, together with effective decision making that creates sustainable long-term value for the mutual benefit of all of our stakeholders. Further information on the delivery of our strategy is on pages 14 to 17.

Responsibility for the development and implementation of the strategy and overall strategic initiatives sits with the CEO who is supported by senior management.

The Board undertook a review of the Group's strategy at a number of meetings attended by the Board and senior management, where it received presentations on the strategies for the business and functional areas, as well as a review of the overall strategy. The Board also receives regular in-depth updates on progress against strategic initiatives.

Stakeholder engagement

The success of the Group's strategy is reliant on stakeholder engagement. The Board is focused on driving long-term sustainable performance for the benefit of our customers, shareholders and wider stakeholders. The Board does not seek to balance the interests of the Company and those of stakeholders. Instead, it considers all the relevant factors and chooses the course of action which is most likely to lead to the Group's long-term success. Further information on how the Group engages with its stakeholders and the Group's s.172 statement can be found on pages 71 to 72.

Shareholder engagement

The Board actively seeks and encourages engagement with major institutional shareholders and other stakeholders. The CEO and CFO regularly meet with analysts and institutional shareholders to keep them informed of significant developments and to develop an understanding of their views which are then discussed with the Board. During 2021 the Investor Relations team conducted over 120 meetings with potential and current investors, attended six investor conferences, meeting a broad range of investors in a mixture of group and one-to-one contexts. They also met with 16 of our top investors, some on multiple occasions.

Formal presentations are given to analysts and shareholders covering the full-year and half-year results, and briefings are also given on quarterly trading. Virtual roadshows were attended by the CEO and CFO during the year to meet with our material and prospective UK, European and US investors. The Group also seeks to maintain a dialogue

with various bodies which monitor the Group's Company's governance policies and procedures. The Investor Relations Director generally deals with ad hoc queries from individual shareholders.

The Chair initiates contact with major shareholders after the Annual Report and Accounts is published to invite them to engage prior to the Annual General Meeting. It is also an opportunity to discuss important matters such as our strategy. The Remuneration Committee Chair also engages in discussion with shareholders on significant matters relating to executive remuneration, in particular any amendments or material changes to our remuneration policy. Our Senior Independent Non-Executive Director is available to shareholders if they have concerns which contact through the normal channels of the Chair, the CEO or the CFO has failed to resolve, or for which such contact is inappropriate.

All Directors receive formal reports and briefings during the year about the Company's Investor Relations programme. Directors also receive detailed feedback obtained by the Company's brokers after meetings, allowing them to develop an understanding of the views of major shareholders. External analysts' reports on the Group are circulated to Directors on a regular basis. The Directors also receive investor feedback reports on quarterly results.

Annual General Meeting ('AGM')

Our 2021 AGM was held on 13 May 2021 at which shareholders representing c.80% of the Company's issued share capital voted. We were delighted to receive in excess of 88% votes in favour for all of our resolutions. In response to COVID-19, and in line with Government guidelines on the restriction on gatherings of more than six people in public, the AGM was held as a closed meeting, with a quorum of two shareholders. Shareholders were given the opportunity to submit questions to the Board ahead of the AGM and a Q&A session was recorded and published on our corporate website.

Board Leadership and Company Purpose

Allocation of time

- **21%** Business Performance
- **31%** Strategy
- **10%** Finance and Investor Relations
- **6%** Leadership and employees
- **31%** Governance and Risk Management
- **1%** Miscellaneous

Number of Board meetings

8

Corporate Governance Statement continued

2021 Board attendance

Board members	Meeting attendance
Robin Freestone	8/8
Scilla Grumble	8/8
Caroline Britton	8/8
Sally James	8/8
Sarah Warby	7/8
Supriya Uchil	7/8
James Bilefield	7/8
Peter Duffy	8/8
Lesley Jones ¹	2/3

¹ Lesley Jones joined the Board in September 2021.

Ad hoc conference calls and Committee meetings were also convened to deal with specific matters which required attention between scheduled meetings.

Compliance with the 2018 UK Corporate Governance Code

The primary responsibility of the Board in complying with the 2018 UK Corporate Governance Code (the 'Code') is to provide effective, entrepreneurial leadership to ensure that it promotes the long-term success of the Company for the benefit of its members as a whole.

During the year ended 31 December 2021, we have been compliant with the provisions and principles contained in the Code. The table below shows where shareholders can evaluate how the Company has applied the principles of the Code and where key content can be found in this report.

The Financial Reporting Council ('FRC') is responsible for the publication and periodic review of the UK Corporate Governance Code, and this can be found on the FRC website www.frc.org.uk.

Section	Further information
Board Leadership and Company Purpose The cultural tone of the business begins in the Boardroom. The Board has established a clear purpose, set of values and strategy, taking into account the interests of our wider stakeholders. The right resources, structures and processes are in place to ensure that these are implemented throughout the Group.	Business model – pages 12 to 13 Risk management report – pages 34 to 37 Shareholder engagement – pages 71 to 72, 69 Workforce engagement – pages 71 to 72, 79
Division and Responsibilities The respective roles and responsibilities of the Executive and Non-Executive Directors are clear and consistently applied, providing for effective and constructive dialogue and clear accountability.	Board of Directors – pages 66 to 67 Division of responsibilities – pages 73 to 74 Nomination Committee report – pages 80 to 83
Composition, Succession and Evaluation The Group has a strong Board with a balance of skills, experience, knowledge and diversity. The appointment process is rigorous and carefully applied, with annual evaluation keeping the effectiveness of the Board and its Committees under regular review.	Nomination Committee report – pages 80 to 83 Board skills and experience – page 76 Board evaluation – pages 76 to 78
Audit, Risk and Internal Control The Board has established clear processes and procedures to ensure that risks are carefully identified, monitored and mitigated against and then reported externally in an open and transparent manner. This helps ensure that the Company's financial statements are fair, balanced and understandable. Effective risk management is critical to achieving our strategy.	Risk management report – pages 34 to 37 Audit Committee report – pages 84 to 89 Risk Committee report – pages 90 to 91
Remuneration Remuneration supports the Company's strategy and is appropriate to the size, nature, complexity and ambitions of the business. The Board aims to report in a clear manner, demonstrating that pay, performance and wider interests are aligned.	Business model – pages 12 to 13 Remuneration Committee report – pages 93 to 106

Key Board activities

Strategy

- oversaw the Group's continued response to COVID-19;
- undertook a review of the Group's strategy at a number of meetings attended by the Board and senior management, including a one-day strategy meeting at which we reviewed and discussed:
 - the strategic landscape in which the Group operates;
 - the Group's financial outlook;
 - compelling customer propositions;
 - expanding the Group's offer.
- approved acquisition of remaining share capital in CYTI;
- reviewed the Group's plans against the Board's risk appetite to ensure that our ambitions for the business are aligned with our ability to manage risk;
- considered alternative ownership options and defence strategies;
- reviewed various business development and investment opportunities, including the acquisition of Quidco and the merger of TravelSupermarket into the Ice Travel Group;
- held 'deep-dives' at our Board meetings into various aspects of the business including our data infrastructure, cyber security, third-party risk management and our strategic priorities;
- approved the Group's net zero strategy and carbon reduction plans; and
- considered the risks and opportunities faced by the Group in response to climate change.

Governance and risk management

- reviewed and revised our annual programme of business for the Board and each of the Committees, tailoring the deep dives to reflect our strategic priorities;
- progressed the actions from the 2020 external Board evaluation process and conducted an internal Board evaluation process, details of which are on page 77;
- reviewed our governance framework to ensure it remains fit for purpose and compliant with SM&CR;
- considered whistleblowing processes throughout the Group and received a whistleblowing update;
- oversaw the implementation of upgrades to our cyber and data security capabilities;
- reviewed our application and compliance of the Code including receiving a stakeholder engagement update and reviewing our wider engagement mechanisms;

- considered, discussed and revised the Principal Risks and uncertainties, identifying emerging risks which could impact the Group;
- reviewed the effectiveness of our internal control and risk management processes; and
- received an update on environmental and climate change legislation.

Leadership and employees

- reappointed Sarah Warby as our Non-Executive Director Employee Champion and approved an enhanced programme of engagement activities with employees;
- appointed Lesley Jones as Chair of the Risk Committee and Caroline Britton as Senior Independent Director (subject to regulatory approval);
- reviewed the organisational structure of the Executive team; promoting the following individuals to the Executive Team: General Manager, Money; General Manager; Insurance; General Manager, Home Services; and the Chief Risk Officer;
- received 'Employee Voice Updates' as a standing Board agenda item for every meeting;
- received updates on the Group's people and culture, organisational structure, diversity, talent management and employee engagement including reviewing results of employee surveys and feedback from the various employee focus groups (diversity and inclusion, mental health awareness and environmental matters);
- implemented a new hybrid "Future of Work" hybrid working model.

Finance and investor relations

- approved the annual budget and long term plan;
- approved audited financial statements for the year ended 31 December 2021;
- received reports and updates at each meeting on investor relations activities;
- reviewed capital allocation options including approving the interim dividend, recommending the final dividend to shareholders, obtaining £50m bank loan to fund the acquisition of Quidco, and approval of extension of the Group's RCF to 2024; and
- received updates on the finance data programme.

Business performance

- reviewed the strategic and operational performance of each of our businesses;
- reviewed market and trading updates and considered Group financial performance against budget and forecast; and
- agreed Group OKRs and KPIs for 2021 onwards which are aligned with the Group's strategic priorities.

s.172: How we bring the stakeholder voice into the Boardroom

- The Board receives a paper in each Board pack reminding them of their s.172 and other Directors' duties and having regard to the Group's stakeholders when making decisions;
- The Board receives biannual updates from the Chief People Officer on people, culture, diversity, talent and engagement;
- 'Employee Voice Update' is a standing agenda item and our NED Employee Champion, Sarah Warby, provides feedback on engagement sessions for further discussion by the Board;
- At the annual strategy meeting between the Board and Executive Team, potential impacts to stakeholders are discussed and considered, when deciding and agreeing on strategic initiatives;
- Members of the Board and the Executive Team meet with major shareholders and feedback is shared with the wider Board;
- Provider feedback is received through business updates given to the Board during the year;
- Customer and user updates are provided to the Board by the senior management team on a regular basis;
- Key advisers attend and contribute to Board and Committee meetings; and
- Regulatory updates are provided to the Risk Committee and, where appropriate, to the whole Board, including direct interaction with the FCA and other regulatory bodies.

Corporate Governance Statement continued

s.172 of the Companies Act 2006	Our approach
Long-term decision-making (s.172(a)) The Board delegates day-to-day management and decision making to its senior management whilst maintaining oversight of the Company's performance, and reserves to itself specific matters for approval, including the strategic direction of the Group, M&A activity and entering into material contracts above set thresholds.	In 2021 the Board: - Received presentations on specific business areas and through ongoing discussion with members of senior management, determined strategic priorities and the development of robust supporting operating plans; - Agreed the Group's principal risks, considered emerging risks and received regular risk management and internal control reviews throughout the year, including specific consideration of risks arising from COVID-19, regulatory changes and the energy market; - Set annual budgets and capital allocation and oversaw business performance against targets, enabling the Board to confirm the going concern statement and the Group's longer-term viability.
Employee interests (s.172(b)) The success of the Group depends upon a highly skilled and motivated workforce, and an entrepreneurial and innovative culture, set within structures that provide fairness for all.	In 2021, the Board: - Received updates from the NED Employee Champion on employee engagement; - Expanded the virtual employee engagement mechanisms which had been implemented in 2020 to respond to the move to hybrid working; - Received the results of the employee engagement and microaggressions surveys; - Assessed progress against the Group's Diversity and Inclusion Strategy, including the implementation of the Group's commitment to the Race Equity at Work Charter; - Approved a new hybrid model of working for employees; - Reviewed succession planning across the Group to ensure that both short-term and long-term interests are aligned between all stakeholder groups and the Company's values and culture.
Relations with external parties (s.172(c)) The Group works with a significant number and variety of customers, suppliers, providers and other third parties. It is of great importance that relations with those parties are appropriate.	In 2021, the Board: Regularly considered the marketplaces within which the Group's customers operate and the challenges they face, and opportunities available. This helped shape the way in which resources were allocated in order to ensure that the Group was well-positioned to meet the needs of its third parties.
Community and environment (s.172(d)) The Group seeks to ensure that it provides a positive contribution to the communities in which it operates and to the environment.	In 2021 the Board: - Continued its support of The Prince's Trust in addition to supporting local charities; - Approved a net zero strategy for the Group whilst continuing to remain Beyond Carbon Neutral, offsetting 150% of the Group's 2020 carbon emissions - Ensured compliance with the requirements of the TCFD, receiving regular updates throughout the year; - Approved several environmental initiatives including the Carbon Disclosure Project, the Science Based Targets initiative and becoming a founder member of the Tech Zero taskforce.
Reputation for high standards of business conduct (s.172(e)) The Board is responsible for developing a corporate culture across the Group that promotes integrity and transparency. It has established a comprehensive corporate governance framework and approves policies and procedures which promote corporate responsibility and ethical behaviour.	In 2021 the Board: - Received regular reports from the Chief Risk Officer designed to strengthen governance and compliance, and the identification and management of existing and emerging risks; - Received regular governance updates and training on key areas of law and regulation; - Approved the Group's Modern Slavery Act Statement, describing the steps it had taken to ensure that slavery and human trafficking were not taking place; - Reviewed the Group's implementation of the 2018 UK Corporate Governance Code, ensuring that the Group continued to remain compliant with the Code.
Acting fairly as between members of the Company (s.172(f)) The Board aims to understand the views of shareholders and to always act in their best interests.	In 2021 the Board: - Maintained close relations with its main shareholders through regular dialogue, both after the publication of full-year and half-year results; - Recommended a final dividend payment be paid to shareholders; - Received Investor Relations updates at every Board meeting and direct feedback from investors during specific consultation exercises and on publication of trading results and updates.

Division of responsibilities

Roles and responsibilities

Board members have clearly defined roles and responsibilities, as set out in the table below. As set out in their biographies on pages 73 to 74, each member of the Board has a range of skills and experience that is relevant to the successful operation of the Group.

Independence of Non-Executive Directors

The Nomination Committee reviews the independence of the Non-Executive Directors annually and has confirmed to the Board that it considers each of the Chair and the Non-Executive Directors to be independent in accordance with the Code.

Time commitment

All Non-Executive Directors are required to devote sufficient time to meet their Board responsibilities and demonstrate commitment to their role. During the year, the Nomination Committee considered the time commitment of all the Directors and agreed that the required time commitment from them is still appropriate.

External appointments

In accordance with the Code, full Board approval is sought prior to a Director accepting an external appointment. Prior to the approval of any external appointments, the Board considers the time commitment required by Directors to perform their duties effectively. As part of the selection process for any new Board candidates, any significant time commitments are considered before an appointment is agreed.

Access to advice

Should any Director judge it necessary to seek independent legal advice about the performance of their duties with the Company, they are entitled to do so at the Company's expense. All Directors have access to the advice and services of the Company Secretary.

Roles and responsibilities table

Role	Name	Responsibility
Chair	Robin Freestone	- leading the Board and ensuring its effectiveness in all aspects of its role; - promoting the highest standards of corporate governance; - facilitating effective contribution of Non-Executive Directors and encouraging active engagement by all Directors, with the appropriate level of challenge by all Directors; - ensuring the Board receives accurate, timely and clear information and is consulted on all matters important to it; - ensuring the Board considers the interests of stakeholders and reviews mechanisms for engagement with stakeholders; and - ensuring the Company maintains effective communication with shareholders and communicating their views to the Board.
CEO	Peter Duffy	- leading the performance and management of the Group; - proposing strategies, business plans and policies to the Board; - ensuring effective implementation of the Board's decisions; - maintaining an effective framework of internal controls and risk management; and - leading, motivating and monitoring performance of the Company's executive management, and focusing on succession planning for the executive management.
CFO	Scilla Grimble	- supporting the CEO in developing and implementing strategy; - overseeing the day-to-day financial activities of the Group; and - together with the CEO, ensuring that policies and practices set by the Board are adopted at all levels of the Group.
Senior Independent Director	Sally James	- meeting with the Company's shareholders and representative bodies when requested and, if necessary, discussing matters with them where it would be inappropriate for those discussions to take place with either the Chair or the CEO; - acting as a sounding board for the Chair and as an intermediary for the other Directors when necessary; and - leading the annual appraisal and review of the Chair's performance.
Non-Executive Directors	James Bilefield Caroline Britton Lesley Jones Supriya Uchil Sarah Warby Sally James	- bringing external perspective, independent judgement and objectivity to the Board's deliberations and decision making; and - constructively challenging the Executive Directors and senior management team and helping develop proposals on strategy.

Corporate Governance Statement continued

Role	Name	Responsibility
Non-Executive Director Employee Champion	Sarah Warby	- helping the Board to establish what channels of engagement are appropriate, in order to gather and bring the views and experiences of the workforce into the Boardroom; - working with the Board to take appropriate steps to evaluate, and where possible mitigate, the impact that the Board's proposals and decisions may have on the workforce; - challenging the Executive Directors, when required, as to the way in which workforce engagement is undertaken and the steps to be taken to address workforce concerns arising out of business-as-usual activities; and - giving feedback to employees, where appropriate, on steps taken to address their concerns or explain why particular steps have not been taken.
Interim Company Secretary	Alice Rivers	- managing the provision of timely, accurate and considered information to the Board; - recommending corporate governance policies and practices to the Chair and CEO; and - advising the Board and its Committees on corporate governance and compliance within the Group and appropriate procedures for the management of their meetings and duties.

Risk management and internal control

The Board has overall responsibility for setting the risk appetite of the Group, maintaining the Group's risk management and internal control system and reviewing the system's effectiveness. We have an ongoing process for identifying, evaluating and managing the Principal Risks faced by the Group which has been in place for the year under review and up to the date of approval of the Annual Report. The Risk Committee and the Audit Committee assist us in discharging these duties.

A description of the process for managing risk together with a description of the emerging and Principal Risks and strategies to mitigate those risks, is provided on pages 38 to 39.

The main features of the Group's risk management and internal controls in respect of financial reporting and the preparation of accounts are:

- a comprehensive annual business planning and budgeting process, requiring Board approval, through which risks are identified and appraised;
- a comprehensive financial reporting system, regularly enhanced, within which actual and forecast results are compared with approved budgets and the previous year's figures on a monthly basis and reviewed by the Board;
- a review of Group policies relating to the maintenance of accounting records, transaction reporting and key financial control procedures;

- an investment evaluation procedure to ensure an appropriate level of approval for all capital expenditure and other capitalised costs;
- monthly finance team meetings which include reviews of internal financial reporting issues and financial control monitoring; and
- ongoing training and development of financial reporting employees.

Other controls in place to manage our business in accordance with our Risk Appetite Framework include:

- an annual strategy meeting to discuss and approve the Group's strategic direction, plans and objectives and the challenges to achieving them;
- a schedule of matters reserved for approval by the Board to ensure it maintains control over appropriate strategic, financial, organisational, compliance and capital investment issues;
- an organisational governance structure with clearly defined lines of responsibility and delegation of authority;
- a formal risk management framework with supporting policies and procedures manuals;
- regular reviews of the Principal Risks facing the Group to ensure they are being identified, evaluated and appropriately managed;
- a process for regular assessment of the effectiveness of key internal controls across the Group;
- a Risk & Compliance function responsible for overseeing the implementation of the Risk Appetite Framework;

- an Internal Audit function providing assurance over key risks, processes and controls; and
- a whistleblowing hotline which employees can use to report any instances of suspected wrongdoing.

Our internal control effectiveness is assessed through the performance of regular checks, which in 2021 included the following areas:

- reviewing and testing the Group's financial reporting processes;
- completion of the Group's internal audit plan;
- performing risk business partnering and monitoring activities including financial promotion reviews and call listening;
- assessment of the identification and management of risks connected to the Group's capital investment programme;
- assessment of the Group's processes for identifying and mitigating potential conflicts of interest;
- assessment of the identification and management of technology risks across the Group, including cyber risk, data security and change management; and
- monitoring the completion of the Group's mandatory 'Introduction to Regulation', data protection, cyber security and Code of Conduct training for new starters and refresher training for all employees.

Risk review and assessment

The Group's systems and procedures are designed to identify and manage and, where practicable, reduce and mitigate the risk of failing to achieve the Group's objectives. They are not designed to eliminate such risk, but

the Group seeks to understand its key risks and manage them within our risk appetite.

Twice a year the Group's Principal Risks and the Group Risk Appetite Framework and Statement are reviewed by the Board. During these reviews, the Board takes account of the significance of any environmental, social and governance matters to the business of the Group, ensuring any related risks and associated mitigation have been identified.

The risk register is a key element in our risk management framework and is used in the assessment and reporting of key risks being managed by the Group. Senior management work alongside the Risk & Compliance function to ensure the risk register incorporates any new risks and movements in risks. The risk register is managed by the Risk & Compliance function, risks and internal controls are owned by a member of the Executive team who is responsible for the ongoing effectiveness assessment and the delivery of mitigating actions. Robust risk and control assessments are regularly carried out across all areas of the business, in order to understand the strength and performance of the controls in place, and potential gaps and weaknesses. The results of risk register assessments together with risks identified through other tools within our Risk Management framework, including findings from Internal Audit and Risk & Compliance monitoring are reviewed on a regular basis by the Risk Committee.

The Risk & Compliance function provides challenge to the Executive Team in their assessment and management of risks with particular focus on the actions being taken to reduce risk. Reporting to the Executive team and Risk Committee provides clear visibility of the most significant risks, identifies areas of concern and/or priority, analyses root cause and identifies underlying trends. Reporting to the Risk Committee enables the Directors to have clear visibility of the most significant risks; identify areas of concern and/or priority; and ensure actions to potentially mitigate the impact of new risks are taken in a timely manner.

Process for review of effectiveness

The Risk Committee is responsible for reviewing the effectiveness of the systems of internal controls. The steps it takes in relation to the review are set out on page 74. The Risk Committee makes a recommendation to the Board on effectiveness, which the Board considers, in forming its own view on the effectiveness of the risk management and internal control systems.

During 2021, the Chief Risk Officer was promoted to the Executive Team, reflecting the importance of internal control and risk management processes to the Group. A review of the effectiveness of the Group's risk management and internal control systems was undertaken in 2021. We confirm that the processes outlined above and on page 86 have been in place for the year under review and up to the date of approval of this Annual Report, and that these processes accord with the 2018 Corporate Governance Code and the FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting (September 2016 version). We have strengthened and expect to continue to embed enhanced controls in respect of cyber security and data privacy. A summary of actions we have taken in 2021 is set out in the Risk Committee Report on pages 90 to 91. The Board has carried out a robust assessment of the emerging and Principal Risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity and these, together with how they are managed or mitigated, are set out on pages 38 to 39.

Composition, succession and evaluation

Board composition

Our Board comprises the Chair (who was independent on appointment), six independent Non-Executive Directors and two Executive Directors. The details of their career background, relevant skills, Committee membership, tenure and external appointments are set out on pages 66 to 67. Further details on the role of the Chair and members of the Board can be found on pages 73 to 74. The Chair, Senior Independent Director and Non-Executive Directors are appointed for a three-year term, subject to annual re-election by shareholders following consideration of the annual Board effectiveness evaluation. The composition of our Board continued to be an area of focus this year for the Nomination Committee to ensure that it retains the necessary balance of skills, experience and independence, in accordance with the Board Diversity Policy, the statement for which is detailed in the Nomination Committee report. Any new appointments to the Board result from a formal, rigorous and transparent procedure, responsibility for which is delegated to the Nomination Committee, although decisions on appointment are a matter reserved for the Board. Further information on the work of the Nomination Committee is on pages 80 to 83.

During 2021, the Board and Nomination Committee have fully considered Board succession to ensure that the Board has the right mix of skills and experience, as well as the capability to provide constructive challenge and promote diversity. Additional detail can be found within the Nomination Committee report on pages 80 to 83.

Board training and development

Directors are continually updated on the Group's business, the markets in which we operate and changes to the competitive and regulatory environments through presentations and briefings to the Board from Executive Directors and senior management.

As part of the annual individual effectiveness evaluation, the Chair discusses training and development requirements with each Director so that any needs which are identified through the formal evaluation or during the year can be addressed. The Company Secretary also maintains a record of each individual Director's training.

Directors received briefings from the Company Secretary during 2021 on governance and compliance matters and relevant legislative changes. The Board was also provided with training materials on digital markets and regulatory and competition law developments for UK based providers and operators. Training was also provided on environmental regulations and diversity and inclusion. In addition, individual directors receive tailored training where beneficial or required in order for them to adequately discharge their duties.

To ensure that Directors are able to fully acquaint themselves with current trading and matters requiring discussions and decisions, comprehensive Board papers and Committee papers are circulated electronically approximately one week prior to scheduled meetings.

The Directors also have available to them an electronic 'Resource Centre' acting as a Board manual which includes extensive information including financial and analyst reports, current and historical regulatory publications, Group codes and policies, organisational structure documentation, and information on Directors' duties.

Directors may, in the furtherance of their duties, take independent professional advice at the Company's expense.

Corporate Governance Statement continued

Board Tenure as at 17 February 2022

Sally James	8 – 9 years	Supriya Uchil	1 – 2 years
Robin Freestone	6 – 7 years	James Bilefield	1 – 2 years
Scilla Grimble	3 – 4 years	Peter Duffy	1 – 2 years
Sarah Warby	3 – 4 years	Lesley Jones	<1 year
Caroline Britton	2 – 3 years		

Directors' resources

Directors have access to our online resource library, which is regularly reviewed and updated. The library includes the corporate governance framework and best practice, guidance and training materials and investor relations updates. It also contains past strategy documents as well as relevant Group policies and procedures.

Directors' skills and experience

An effective Board requires the right mix of skills and experience. Our Board is a diverse and effective team focused on promoting the long-term success of the Group. The Board skills and experience matrix below details some of the key skills and experience that our Board has identified as particularly valuable to the effective oversight of the Company and execution of our strategy.

Current Board skills matrix

	James Bilefield	Caroline Britton	Peter Duffy	Robin Freestone	Scilla Grimble	Sally James	Lesley Jones	Sarah Warby	Supriya Uchil
Banking/Insurance industry experience	•	•	•		•	•	•		
Digital/Customer experience (front office)	•		•	•	•			•	•
Finance and Accounting		•		•	•		•		
International experience	•		•	•		•	•		•
Governance	•	•		•	•	•	•		
Risk and Regulation		•	•	•	•	•	•		
Technology			•	•					•
Marketing	•		•					•	•
Strategy	•	•	•	•	•	•	•	•	•
Tenure (MM/YY)	05/20	09/19	09/20	08/15	02/19	04/13	09/21	06/18	03/20

Board evaluation

The annual Board evaluation provides the Board and its Committees with an opportunity to consider and reflect on the quality and effectiveness of its decision making, the range and level of discussions and for each member to consider their own

contribution and performance. The externally facilitated process of evaluating the Board, Chair and individual Directors was deferred until November 2020 in order to allow the new CEO and Non-Executive Directors the ability to fully embed into the Company.

The externally facilitated Board evaluation process was conducted by SCT Limited and a description of the findings of the external evaluation and progress against agreed actions can be found on pages 77 to 78.

Board, Committee and Directors' effectiveness evaluation cycle

Year 1	Year 2	Year 3
Internal effectiveness evaluation conducted by the Chair	Internal effectiveness evaluation conducted by the Chair	Externally facilitated evaluation process conducted by third party

The 2021 external evaluation was divided into five stages:

Stage 1	Stage 2	Stage 3	Stage 4	Stage 5
Briefing meetings held with the Chair and the Governance Team. Prior Board and Committee papers, together with the reports of previous evaluations, were provided to SCT.	One-to-one interviews carried out by SCT with Directors, the Company Secretary, and members of senior management who regularly attend meetings.	SCT observed the Board, Audit, Nomination, Risk and Remuneration Committee meetings in February 2021, having previously received prior Board and Committee papers.	The external evaluation effectiveness report was shared with the Chair and the Company Secretary. The final report was presented to the Board in March 2021, with an overview of recommendations provided by SCT.	Following a review of the final report by the Board, an action plan will be created to address the areas of recommended improvement.

Internal effectiveness evaluation

During 2021, the Board conducted an internal evaluation of the performance of the Board and the Committees, taking into account the principles and provisions of the 2018 Code. The evaluation process involved the completion of questionnaires by individual Directors. The results were then analysed and presented for discussion at the November Board meeting.

2021 evaluation actions

The Directors' many positive responses indicated their widely held view that ongoing improvements have been made since the previous evaluation in 2020. In particular, members considered that the Board and Committees worked effectively and as a team; the strategy for the business was clear and understood and that the Board and Committees were kept informed of material issues between meetings.

Some of the areas that will be actioned in 2022 are a continued focus on:

- Succession planning
- Developing a performance management culture
- Stakeholder engagement, particularly customers and providers

Corporate Governance Statement continued

Progress against the 2020 external evaluation action plan

The Board also reviewed its progress against actions identified in the externally facilitated 2020 Board evaluation. An update on progress against these actions during 2021 is set out below:

2020 Board evaluation

Action Item	Our Progress
Strategy implementation Building on the evolved strategy to focus and streamline implementation and performance, with clearly identifiable accountabilities	The CEO and CFO presented a combination of the output from the summer strategy work and operational planning at October Board (including timings, deliverables, accountabilities, lead indicators and plans for monitoring progress)
Business performance Introduction of more data on "whole customer" sentiment and attitudes towards the brands	- Product and Tech updates to the Board include specific Customer Voice updates; and - Stakeholders voice update to the Board in November included more data on "whole customer" sentiment and attitudes towards the brands
Board management Board to be a role model for decision-making and well articulated accountabilities	- The Company Secretary ensured that Board papers included an executive summary articulating the Board's purpose and action required; and - Chair and CEO have been more prescriptive regarding agreed actions during meetings, including key timelines and accountability. The Company Secretary has ensured that actions are clearly captured within the minutes of the meetings
Talent and succession planning Nomination Committee to annually review the overall balance of expertise on the Board in the context of the current and future needs of the business and build a formal strategy for managing Board succession	- Updates on succession planning for senior management were presented to the Nomination Committee and the Chief People Officer has built an overall people strategy, which was consistent with the business strategy; and - The Chair, CEO and the Chief People Officer have developed a strategy for managing Board succession
Group culture The Board should continue to explicitly review the key drivers of organisational culture and track the delivery of the diversity and inclusion strategy in relation to gender balance and pay	- Updates on people and culture were presented to the Board; - D&I updates were presented at every meeting of the Nomination Committee; and - D&I strategy was rolled out within the Group, including inclusive leadership workshops for senior management and recruitment training
Risk management The Board should look annually at any emerging or potential risks which merit further investigation	- The Risk Committee Chair and Chief Risk Officer facilitated a discussion on emerging and potential risks, with members of the Committee drawing from their experience in other sectors, as well as observations on the business model of the Group; and - Where risks were identified that merited more discussion, these were reviewed as part of the Risk Committee deep dives
Board behaviours Given the proportion of new members, when possible the Board should refresh its team purpose and connectedness including some unstructured and social time together	- The Board returned to holding physical meetings during the latter half of 2021, allowing for Board lunches and dinners to take place; and - Unstructured social time has been built into the forward agendas (subject to social distancing rules)

Individual Director evaluations

In 2021, each of the Directors was appraised individually in the form of an interview with the Chair, taking into account feedback received as part of the Board evaluation process. Following these discussions, the Chair has confirmed that each Director continues to make a valuable contribution to the Board and devotes sufficient time to their role.

The Chair's evaluation was undertaken by the Senior Independent Director, taking into account the views of the other Directors obtained as part of the Board evaluation. The Senior Independent Director provided feedback to the Chair.

Induction programme

We develop a detailed, tailored induction for each new Non-Executive Director. This includes one-to-one meetings with the Chair and each of the existing Non-Executive Directors. They have one-to-one meetings with the CEO, CFO and the Company Secretary along with other members of senior management. New appointees to the Board would meet with members of the operational team and visit our three offices in London, Manchester and Ewloe as part of the annual Board meeting cycle. New Directors receive a briefing on the key duties of being a Director of a listed company as well as the requirements of the SM&CR.

We regularly review the induction programme, building in feedback from new appointees and the internal and external Board effectiveness evaluations.

A conversation with Sarah Warby, our NED Employee Champion

Sarah Warby
NED Employee Champion

How would you describe the role of NED Employee Champion?

I have the privilege of being NED Employee Champion and it is a rewarding and evolving role. As NED Employee Champion, I help the Board understand the views of employees and ensure that their interests are considered in Board discussions and decision making, providing challenge to the Executive Directors as required. I do this by getting to know our employees and understanding their perspectives and opinions.

The various engagement mechanisms we have in place through the year, including regular meetings with our Employee Resource Groups, allow me and my fellow Non-Executive Directors to meet a variety of employees and gather their views and experiences of working at Moneysupermarket Group. This feedback is communicated to the Board via a standing Employee Engagement agenda item and, where appropriate action is required, communicated to senior management for following through. Feedback is then provided to employees on steps taken to address their concerns, or an explanation provided as to why particular steps have not been taken. The formal role of NED Employee Champion is in its third year and whilst we continue to see positive results, I will continue to evolve and develop the role into 2022.

2021 highlights

- continued adaption of employee engagement mechanisms to respond to COVID-19 and homeworking;
- improved interaction between NEDs and employees, including the implementation of increased virtual engagement and a return to physical catch-ups;
- led the Future of Work programme with our employee resource groups;
- 74% of employees participated in the employee engagement survey;
- continued focus on employees' health, safety and wellbeing.

Moneysupermarket Group has adopted a hybrid model of working – how has this impacted employee engagement?

Employee engagement has remained a priority throughout 2021 as employees embraced the new hybrid model of working. Virtual coffees and communication via Teams channels has continued but we have seen a welcome return to more face to face engagement mechanisms such as informal breakfast meetings with employees and the Non-Executive Directors, and Q&A sessions with the Board. Attendance at team huddles by the Non-Executive Directors has been well received and expanded the interaction between the Board and employees.

A key focus in 2021, as in prior years, was the health, safety and wellbeing of our employees. Our continued response to COVID-19 was communicated to employees on a regular basis to aid transparency of decision making and feedback from employees was shared with my fellow Directors. Results and feedback from our biannual employee engagement survey were shared with employees, with steps taken by the Board and senior management to address concerns raised.

Despite the ongoing challenges of COVID-19, we have ensured that the employee voice remains heard and that their feedback is shared with the Board. We have responded proactively to concerns raised, including the decision to adjust our hybrid working model in response to employee feedback.

Nomination Committee Report

"The Nomination Committee is responsible for reviewing the structure, size and composition of the Board and its Committees; taking into account skills, knowledge, experience and diversity, and making recommendations to the Board with regard to any changes"

Robin Freestone
Chair of the Nomination Committee

2021 highlights

- conducted a search for, considered and recommended to the Board the appointment of a new Non-Executive Director;
- reviewed the size, structure and composition of the Board and its Committees;
- reviewed the Group's diversity and inclusion strategy; and
- continued to review talent within the Group, with an increased focus on succession planning and development at the level below executive management.
- reviewed the composition of the Board, including the balance of skills, knowledge and experience, taking into account the experience and understanding of our stakeholder groups;
- reviewed progress made against the Board Diversity Policy, including a target of 33% female representation and a target of one Director from an ethnic minority background by 2024;
- reviewed the pipeline of top talent to run the business, particularly at the level below executive management, with presentations from executive management which also included updates on diversity plans for their areas of the business;
- considered and recommended to the Board the re-election of all Directors at the 2021 Annual General Meeting; and
- reviewed and updated the Committee's Terms of Reference conflicts of interest and the register of Directors' conflicts of interest.

Allocation of time

- **20%** Committee updates
- **45%** Succession planning and development
- **8%** Review of Committee effectiveness and structure
- **27%** Diversity and inclusion

Quick facts

- All members of the Committee in 2021 were independent Non-Executive Directors, with the exception of Robin Freestone (who was independent on appointment).
- Only members of the Committee have the right to attend Committee meetings. Other individuals such as the CEO, the Chief People Officer, senior management, and external advisers may be invited to attend meetings as and when appropriate.
- The Committee's Terms of Reference were updated in November 2021 and are available on the Investor section of the Group's website at <http://corporate.moneysupermarket.com>

Committee members and meetings attended

Board members	Meeting attendance
Robin Freestone	3/3
Sally James	3/3
Sarah Warby	3/3
Supriya Uchil	3/3
James Bilefield	3/3
Lesley Jones	1/1

¹ Lesley Jones joined the Board in September 2021.

Number of meetings of the Nomination Committee

3

Dear Shareholder

As Chair of the Nomination Committee, I am pleased to present the Nomination Committee's report for the year ended 31 December 2021. I have set out below our role and activities in reviewing the Board's size, structure and composition, including the recommendation of appointment of a new Non-Executive Director, reviewing succession and development plans for the Board and executive management, and overseeing the Group's diversity and inclusion strategy.

The Board supports the recommendations of the Hampton-Alexander Review on gender diversity and the Parker Review on ethnic diversity. The Board has achieved the minimum recommended composition; this currently stands at six female Directors (67%) and includes one Non-Executive Director from an ethnic minority background.

The Nomination Committee plays a key role supporting the Board within the Governance Framework in reviewing the composition of the Board and its Committees. This includes an assessment of whether the balance of skills, experience, knowledge and independence of the Board is appropriate to enable it to operate effectively. The Committee also assisted the Board in its consideration of conflicts of interest and independence issues. No conflicts of interest or independence issues were identified as a result of this activity.

Talent development

We recognise the importance of developing our people and, as such, the talent pipeline within our business remains a key focus for the Committee. Our senior leadership population is a source of future executive talent, with five members of our Executive Team, Emma Harvey, Harvinder Atwal, Matt Whittle, Mike Phillips and Rich Halliwell, progressing through this route. Our LEAD Programme, launched in April 2020, is one of the key investments we are making into developing senior leadership over the next

two to three years. LEAD is a 12-18 month programme, resulting in each participant gaining the CMI Level 5 Qualification in Management and Leadership.

Diversity and inclusion

As described earlier in this report, the Board and Committee continue to drive the agenda of diversity and inclusion across the Group and are proud of the progress made, especially in respect of female representation on the Board and Executive Team of 67% and 36% respectively. A breakdown by gender of the number of persons who were Directors of the Company, senior managers (as defined in the 2018 Code and Companies Act 2006), and other employees is set out later in this report. To reflect the Group's continued focus on this area, diversity and inclusion, including progress against our diversity strategy, has been added as a standing agenda item for all Nomination Committee meetings.

The Board's Statement on Diversity is as follows:

"The Board recognises the importance of diversity in its broadest sense as one of the key drivers of Board effectiveness. Diversity encompasses diversity of perspective, insight, experience, educational and professional background, and personal demographics such as gender identity, race and ethnicity, age, disability, neurodiversity, social mobility and sexual orientation.

Diverse membership of the Board supports better decision making and reduces the risk of groupthink by providing different viewpoints, ideas and challenges.

The Composition of the Board

The Board supports the recommendations of the FTSE Women Leaders Review and Hampton-Alexander Review on gender diversity, and the Parker Review on ethnic diversity. The Board has achieved the recommended composition and is committed to maintaining at least 33% female Board membership and a minimum of one Director from an ethnic minority. At the same time, the Nomination Committee will keep under review and evaluate, on behalf of the Board, its balance to ensure that it has the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness.

As at the review date of this statement, the Board had a total of nine Directors. The skill set of the Non-Executive Directors includes financial, economic, financial services, banking, digital, technology, communications and consumer expertise.

All appointments to the Board will be made on merit and against objective criteria. The process will take into account suitability for the role, the Board Composition, its balance and the required mix of skills, background and experience, including a consideration of all aspects of diversity. Other relevant matters will also be taken into account, such as independence, subject matter knowledge and the ability to fulfil required time commitments. Combined, this will form part of the role specification for all Board recruitment.

Prior to making any recommendations for appointment to the Board, the Nomination Committee will consider suitably qualified candidates for Non-Executive Director roles from as wide a pool as appropriate and whose skills and experience will add value to the Board.

The Nomination Committee will work with executive search consultants who understand and agree with the Group's approach to diversity and inclusion, including this Board Diversity Statement, and will consistently apply it when identifying and proposing suitable candidates.

Supporting Racial Equity

In 2020 the Group became an official signatory of the Race at Work Charter, a public commitment to prioritising action on race equity, as part of the Group's Race Equity Plan. The Charter required us to do five things:

- Appoint an Executive Sponsor for race;
- Capture ethnicity data and publicise progress;
- Commit at Board level to zero tolerance of bullying and harassment;
- Make equity, diversity and inclusion the responsibility of all leaders and managers; and
- Take action that supports Black, Asian, Mixed race and other ethnically diverse employee career progression.

The Board has committed that all allegations of racial bullying or harassment will be taken seriously, managed consistently and in line with Group's Anti-bullying and harassment policy, with formal action taken where necessary. Any material grievances will be reported to the Audit Committee via the whistleblowing report.

We are dedicated to continuing the progress we have made under the five principles of the 2020 Charter and are pleased to reconfirm our commitment to these principles."

Nomination Committee Report continued

Appointments to the Board

The Nomination Committee has a formal, rigorous and transparent procedure for the appointment of new Directors to the Board. When the need to appoint a Director is identified, we prepare a candidate profile indicating the skills, knowledge and experience required, taking into account the Board's existing composition and the relevant experience and understanding of our stakeholder groups. We engage external executive search consultants and consider the gender, nationality, educational and professional background of candidates, as well as individual characteristics which will enhance diversity of thinking on the Board. Suitable candidates are interviewed by Committee members.

We give careful consideration to ensure proposed appointees have enough time available to devote to the role and that the balance of skills, knowledge and experience on the Board, with regard to experience and understanding of our stakeholder groups, is maintained.

When the Nomination Committee has identified a suitable candidate, we then make a recommendation to the Board with the Board making the final decision.

We followed the procedure outlined above for the search for the new Non-Executive Director, engaging Odgers Berndtson as external executive search consultants for the appointment of the Non-Executive Director.

Odgers Berndtson is a signatory to the Voluntary Code of Conduct for Executive Search Firms on gender diversity and best practice and has no other connection with the Company or individual Directors. The Committee briefed the search consultant on our diversity expectations, and we considered and interviewed a wide and diverse range of candidates for the role. The Board was unanimous in its decision to appoint Lesley Jones as a Non-Executive Director.

Gender Diversity % as at 31 December 2021

Group Employees

44%

■ Female ■ Male

Senior Leadership – Group

53%

■ Female ■ Male

Board Diversity % as at 31 December 2021

Gender split

67%

■ Female ■ Male

Ethnic minority background split

11%

■ Ethnic minority background

"Moneysupermarket Group is number 1 on the FTSE 250 ranking for Women on Boards and in Leadership"

The Hampton-Alexander Review 2020, Women on Boards data as at 11 January 2021, Leadership data as at 31 October 2020¹

¹ Hampton-Alexander Review – November 2016 (ftsewomenleaders.com)

Director conflicts and independence

The Committee conducted its annual review of individual Director conflict authorisation as recorded in the Conflicts of Interest Register in October 2021. Additionally, the Board and Committee considers conflicts of interest at every meeting.

The Conflicts of Interest Register sets out any actual or potential conflict of interest situations which a Director has disclosed to the Board in line with their statutory duties. When reviewing conflict authorisations, the Committee considers any other appointments held by the Director as well as the findings of the Board effectiveness review. Following the review, the Committee recommended to the Board that each conflict authorisation remained appropriate.

The independence of the Non-Executive Directors is formally reviewed annually by the Nomination Committee. The Nomination Committee and Board consider that there are no business or other circumstances that are likely to affect the independence of any Non-Executive Directors and that all Non-Executive Directors continue to demonstrate independence. In accordance with the 2018 UK Corporate Governance Code, all of the eligible Directors will retire at this year's AGM and submit themselves for appointment or reappointment by shareholders. Each of the Non-Executive Directors seeking reappointment are considered to be independent in judgement and character.

Nomination Committee effectiveness

In 2021, we carried out an internal evaluation of Nomination Committee effectiveness which involved the completion of a questionnaire, with the results being analysed and presented at the Board meeting in November.

The Committee determined it continues to be effective in fulfilling its role and remains independent. In response to required actions identified in the 2021 evaluation, the Committee will continue to ensure that succession planning remains a key focus area.

Overview of Committee activities for 2022

Succession planning has been an area of focus for the Committee in 2021 and this will continue into 2022. As part of this process, the Nomination Committee will review the composition and tenure of the Board. The Committee will also review the talent pipeline within the business as part of its broader review of management succession planning.

This report was approved by the Board and signed on its behalf by:

Robin Freestone
Chair of the Nomination Committee
16 February 2022

Audit Committee Report

"The Audit Committee plays a key role in monitoring the integrity of the Group's financial reporting, reviewing the material financial reporting judgements and assessing the internal control environment"

Caroline Britton
Chair of the Audit Committee

2021 highlights

- focused on financial reporting, including the processes in place to ensure the Annual Report & Accounts is fair, balanced and understandable;
- considered the actions taken in response to the FRC's letter to the Group on their review of the 2020 Annual Report, which raised no substantial concerns but some disclosure points around supporting information and explanations;
- considered the appropriate accounting treatment, judgements and relevant disclosures for the acquisitions completed in-year;
- considered the continued impact of COVID-19 and the energy market collapse on key accounting judgements, including review and strengthening of the going concern process, with reference to the further constraints introduced as a result of borrowings for acquisitions;
- reviewed the effectiveness of external and internal audit processes and the effectiveness and appropriateness of our system of internal controls including fraud risk;

- considered and approved the Group's tax strategy for publication;
- oversaw the review of the Group's Whistleblowing Framework, expanding reporting to capture microaggressions as part of our broader Diversity and Inclusion strategy;
- considered assurance plans in light of the Group's ESG agenda and the impact of climate change risks on financial reporting;
- oversaw the Internal Audit team's review of the Group's information security management controls;
- approved the Internal Audit Charter;
- reviewed Audit and Non-Audit Fees (including review of controls over Non-Audit Work and Policy);
- recommended the reappointment of the External Auditor;
- oversaw continued improvements in Internal Reporting to the Committee; and
- reviewed Tax and Treasury Policies.

Allocation of time

- **34%** Financial Management and Results
- **6%** Governance
- **18%** External Audit
- **6%** Tax
- **21%** Internal Audit and Controls
- **7%** NED Session with auditors
- **8%** Miscellaneous

Quick facts

All members of the Committee in 2021 were independent Non-Executive Directors.

The Chair of the Committee has recent and relevant financial experience as required by the 2018 Code. As a whole, the Committee has competence relevant to the sector in which the Company operates through the collective digital, financial services and customer experience of Supriya Uchil, Sarah Warby, Caroline Britton, James Bilefield, Sally James and Lesley Jones.

Only members of the Committee have the right to attend Committee meetings. Other individuals such as the Chair of the Board, CEO, CFO, Chief Risk Officer, Head of Internal Audit, Group Finance Director, Group Financial Controller, General Counsel and Company Secretary, other members of senior management, representatives from the External Auditor and other external advisers may be invited to attend meetings as and when appropriate.

The Committee regularly holds private discussions with the Head

of Internal Audit and the External Auditor separately, without executive management present.

The Committee Chair regularly holds separate meetings with the CFO, the Head of Internal Audit, the External Auditor and with Committee members outside the meetings to better understand any issues or areas for concern.

The Committee's Terms of Reference were updated in November 2021 and are available on the Investor section of the Group's website at <http://corporate.moneysupermarket.com>

Committee members and meetings attended

Board members	Meeting attendance
Caroline Britton	4/4
Sally James	4/4
Sarah Warby	4/4
Supriya Uchil	4/4
James Bilefield	4/4
Lesley Jones ¹	0/1

¹ Lesley Jones joined the Board in September 2021 and did not attend November meeting due to a prior commitment.

Number of meetings of the Audit Committee

4

Dear Shareholder

On behalf of the Board, I am pleased to share the Audit Committee's report for the year ended 31 December 2021. I have set out our role and activities in ensuring appropriate challenge and governance around accounting treatment and the internal control environment, and ensuring that the Annual Report as a whole is fair, balanced and understandable.

Role

The primary role of the Audit Committee is to ensure the integrity of the financial reporting and audit processes and monitor the effectiveness of the Group's internal control and risk management systems. This includes:

- monitoring the integrity of the Financial Statements of the Company, discussing formal announcements relating to the Company's financial performance and any significant issues and judgements contained in them;
- reviewing the Group's Financial Statements and the material financial reporting judgements contained in them;
- advising the Board on whether the Committee believes this Annual Report and the Financial Statements contained within it, when taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's position and performance, business model and strategy;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional regulatory requirements;
- developing and implementing a policy on the level, amount and pre-approval of non-audit services provided by the external auditor;
- advising the Board on the appointment, reappointment and removal of the external auditor and the remuneration

and terms of engagement of the external auditor;

- monitoring the effectiveness of the Group's internal control and risk management systems, including whistleblowing and fraud controls;
- reviewing the scope, activities and results of the Group's Internal Audit function;
- reviewing the Audit Committee's Terms of Reference, carrying out an annual performance evaluation exercise and noting the satisfactory operation of the Committee; and
- reporting to the Board how it has discharged its responsibilities.

One of the Committee's key roles is to advise the Board that it is satisfied that the Annual Report and Accounts are fair, balanced and understandable, and provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy. In doing so, we ensure that management's disclosures reflect the supporting detail or challenge them to explain and justify their interpretation and, if necessary, re-present their position. The External Auditor reviews and challenges this process, in the course of its statutory audit, by auditing the accounting records of the Company against agreed accounting practices, relevant laws and regulations. We are pleased to advise the Board that the 2021 Annual Report and Accounts are fair, balanced and understandable and that the Directors have provided the necessary information for our shareholders to assess the Company's position, prospects, business model and strategy. Our review process is described in further detail on page 87.

Financial Statements and reports

The Committee is responsible for reviewing the appropriateness of the Group's half-year reporting and annual Financial Statements. We do this by considering, among other things: the accounting policies and practices adopted by the Group; the correct application of applicable reporting standards and compliance with broader governance requirements; the approach taken by management to report the key judgemental areas of reporting; and the comments of the external auditor on management's chosen approach.

In 2021, we:

- reviewed the long-term viability statement made on pages 31 to 32, prior to making a recommendation to the Board;
- reviewed the basis of preparation of the financial statements as a going concern as set out in the accounting policies, challenging the treatment of COVID-19 and energy market risks in the assessment;

- reviewed the 31 December 2021 Annual Report and Financial Statements and the half-year statement to 30 June 2021, together with reports from the external auditors;
- considered the acquisition accounting and additional disclosures related to the business combinations of CYTI, Ice Travel Group and Quidco;
- Considered the FRC's letter to the Group on the 2020 Annual Report;
- reviewed the key accounting judgements affected by COVID-19, including revenue recognition and impairment testing of assets;
- considered Internal Audit reports and satisfied ourselves that management had resolved or was in the process of resolving any outstanding issues or actions;
- reviewed and approved the approach for the Internal Audit plan for 2021-22;
- reviewed the quality and effectiveness of Internal Audit and the effectiveness of current co-source arrangements, as well as overseeing the transition to a new Head of Internal Audit;
- enhanced awareness and understanding of technical aspects of matters being brought to the Committee and on future potential regulatory developments through briefings and input from the external auditors, co-source internal audit partners and increased content from management;
- monitored the changing control landscape, including considering management's assessment of readiness for the recommendations of the Brydon review;
- considered management's and Internal Audit's assessment of the effectiveness of key controls (across finance, operational and information security risks), in particular ongoing improvements made to the documentation and evidence of controls;
- considered assurance plans in light of the Group's ESG agenda and the impact of climate change risks on financial reporting;
- examined key points of disclosure and presentation to ensure adequacy, clarity and completeness of the Financial Statements; and
- reviewed the Committee's Terms of Reference to align with the 2018 Corporate Governance Code.

Audit Committee Report continued

Significant financial statement reporting issues

We identified the issues below as being significant in the context of the 2021 Financial Statements. We consider these areas to be significant taking into account the level of materiality and degree of judgement exercised by management. We discussed the issues in detail to ensure that the approaches taken were appropriate. This included reviewing presentations and reports from both management and the external auditor.

Issue	Committee review
Business combinations of Quidco and Ice Travel Group As more fully described on pages 24 to 25 of the Group's financial statements.	The business combinations of Quidco and Ice Travel Group gave rise to additional intangible asset and goodwill balances. We reviewed and assessed management's conclusions and approach to purchase price allocation, including independent advice sought, challenging the key assumptions and assessing these compared to the original investment case. We also obtained the external auditors' views on the appropriateness of the approach and conclusions. We also considered the application of Group accounting policies and controls over the new acquisitions.
Revenue recognition: revenue accrual As more fully described on page 126, the majority of the Group's revenue is derived from success-based commercial deals which reward the Group for each product sold by a provider to a customer referred to it by the Group. The Group recognises this revenue at the point at which a customer leaves one of the Group's websites, based on the number expected to click through and purchase a product from a provider site. With the addition of Quidco to the Group, this has expanded to include the payment of commission from merchants for the provision of marketing leads	We reviewed and assessed management's key controls in relation to the recording of revenue which include: (a) a completeness check which is performed by reconciling all 'click' activity on the website and ensuring that an invoice has been raised, or revenue has been accrued, where appropriate; (b) a review to compare accrued revenue at the end of the previous month and actual revenue invoiced during the following month, with significant differences investigated to provide evidence that revenues are correctly stated; (c) controls monitoring the ongoing appropriateness of judgements around variable consideration; and (d) a programme of revenue assurance by the Group's Internal Audit Function. The revenue assurance work helps provide us with assurance that revenues are correctly stated by reviewing provider systems and controls to ensure that sales made by providers resulting from referrals made by the Group have been correctly identified and allocated in the provider systems. In addition, management regularly reviews the quantum and ageing of any accrued revenue balances. Revenue assurance audits reference the Group's information system which records the clicks, together with the reconciliation of revenue to cash receipts. The results of KPMG's testing are included in the full year report prepared for the Committee. The Committee reviews the reports in detail and discusses them with the external auditors. For the Quidco acquisition, we considered the processes in place over revenue recognition, including: (a) the design of the process, particularly how key assumptions such as decline rates are determined and factored into the revenue and accrued income balances; (b) any data used to determine key assumptions such as decline rates; and (c) treatment of Quidco's revenue in line with IFRS-15 and management's decision to present merchant commission revenue at gross, rather than net of cashback paid to members.
Capitalisation of software and development costs As more fully described on page 138 of the Group's Financial Statements, the Group holds intangible asset balances arising from the capitalisation of certain software and development costs principally relating to developments in the Group's front-end platforms and back-office data warehouse.	The judgements in relation to software and development assets largely relate to the future economic benefits associated with the assets and confirm that capitalisation is in accordance with the relevant accounting standards. We assessed the operation of key financial controls operated relating to investment appraisal, capitalisation and ongoing monitoring of intangible assets and we were comfortable with their integrity as reported by management. Sample testing was also conducted by the Internal Audit team on the related controls as part of the core assurance programme. We are also reassured by the fact that business plans in relation to the capitalised assets receive either direct Board approval or approval via appropriate delegated authority within pre-agreed limits.

We also reviewed and considered the following areas due to their materiality and the application of judgement. In particular, we considered the continued impact of COVID-19 given its effect on the wider economy and market conditions as well as the collapse of the energy market.

Issue	Committee review
Intangible assets impairment testing	We reviewed the judgements, assumptions and estimates made by management in preparing the impairment review to ensure that they were appropriate. We also obtained the external auditors' views on the appropriateness of the approach and conclusions. The results of this review were that we were satisfied with the conclusions reached.
Revenue recognition	We reviewed and challenged the judgements, assumptions and estimates made by management regarding variable consideration under new and existing contracts. We also considered the appropriateness of accounting treatment for Quidco's revenue in line with IFRS-15. We also obtained the external auditors' views on the appropriateness of the approach and conclusions. The results of this review were that we were satisfied with the conclusions reached.
Going concern and viability statements	In assessing the validity of the statements detailed on pages 31 to 32, we reviewed and challenged management's assessment on the Group's resilience to the Principal Risks under various scenarios and gained appropriate assurance that sufficient rigour was built into the process. We also obtained the external auditors' views on the work undertaken by management.

Fair, balanced and understandable Annual Report and Accounts

One of the key governance requirements is for the Annual Report and the Financial Statements, taken as a whole, to be fair, balanced and understandable and to provide the information necessary for shareholders to assess the Group's position and performance, business model and strategy. Ensuring this standard is met requires continuous assessment of the financial reporting issues affecting the Group, in addition to the focused exercises which take place during the production of the Annual Report and Financial Statements. These focused exercises can be summarised as follows:

- a qualitative review of disclosures and a review of internal consistency throughout the Annual Report and Financial Statements;
- a review by the Committee of all material matters, as reported elsewhere in this Annual Report and Financial Statements;
- a risk comparison review, which assesses the consistency of the presentation of risks, and significant judgements throughout the main areas of risk disclosure in this Annual Report and Financial Statements;
- a review of the balance of good and bad news; and
- ensuring it correctly reflects:
 - the Group's position and performance as described on pages 26 to 32;
 - the Group's business model, as described on pages 12 to 13; and
 - the Group's strategy, as described on pages 14 to 17.

The Directors' statement on a fair, balanced and understandable Annual Report and Financial Statements is set out on page 111.

External auditor

The Committee is responsible for making recommendations to the Board in relation to the appointment of the external auditor. We also approve the terms of engagement and fees of the external auditor, ensuring they have appropriate audit plans in place and that an appropriate relationship is maintained between the Group and the external auditor.

In 2021, the Committee:

- reviewed, considered and agreed the scope and methodology of the audit work to be undertaken by the external auditor;
- evaluated the independence and objectivity of the external auditor, having regard to: (a) a report from the external auditor describing their arrangements to identify, report and manage conflicts of interest; (b) the extent and nature of non-audit services provided by the external auditor; and (c) considering the tenure of the audit partner, who is required to rotate every five years in line with ethical standards;
- assessed the effectiveness of the external auditor and made a recommendation to the Board on the reappointment of KPMG as the external auditor;
- agreed the terms of engagement and fees to be paid to the external auditor for the audit of the 2021 Financial Statements; and
- reviewed recommendations made by the external auditor in their management letters and the adequacy of management's response.

Independence and non-audit services

There are policies and procedures in place in relation to the provision of non-audit services by the external auditor which are reviewed regularly. This ensures that the Group benefits in a cost-effective manner from the cumulative knowledge and experience of its auditor, whilst also ensuring that the auditor maintains the necessary degree of independence and objectivity. The external auditor is not permitted to perform any work which they may later be required to audit, or which might affect their objectivity and independence or create a conflict of interest. Key points from our internal procedure for approval of work given to the external auditor are:

- no non-audit work may be placed with the external auditor without the specific approval of the Audit Committee;
- any approved non-audit services must be in line with the cap limits introduced by EU legislation (as referred to below);
- the non-audit fees are reported regularly to the Committee; and
- various services are prohibited, including the provision of most types of tax services, valuation services, appraisals or fairness opinions, outsourcing of Internal Audit services, management functions, recruitment services and legal services

During the year, the value of non-audit services provided by the external auditor amounted to £0.05m (2020: £0.05m). Non-audit services amounted to 8% of the value of the audit. EU legislation on permitted non-audit services came into effect from 17 June 2016 which introduced a permitted non-audit services fee cap of 70% of the average audit fee over a consecutive three-year period. This cap came into effect for the Group in the financial year ending 31 December 2020.

Audit Committee Report continued

The non-audit services during 2021 and 2020 related to the review of the Group's half-year reporting, which is not part of the audit fee cap.

The assurance provided by the external auditor on this item is considered by the Group as strictly necessary in the interests of the Group. The non-audit services offered reflects the auditor's knowledge and understanding of the Group. The Group has also continued with the appointment of other accountancy firms to provide certain non-audit services to the Group in connection with internal audit, tax, systems and regulatory advice and anticipates that this will continue in 2022.

The external auditor was not engaged during the year to provide any services which may have given rise to a conflict of interest. The Committee is satisfied that the overall levels of audit and non-audit fees are not material, relative to the income of the external auditor as a whole, and therefore that the objectivity and independence of the external auditor was not compromised.

External audit effectiveness

The Committee considered the quality and effectiveness of the external audit process. We worked with KPMG to understand their judgements about materiality and considered the way they communicated key accounting and audit judgements. This approach was supplemented by members of the Committee completing a detailed questionnaire. The questionnaire evaluated the overall effectiveness of the external auditor including the audit partner's and his team's approach, communication, independence, objectivity, and reporting. The results of the questionnaire were then reported to and discussed by the Committee. We also assessed the audit fees proposed by KPMG. We reported our findings to the Board as part of our recommendation.

At the planning meetings for the half-year review and year-end audit, the external auditor was required to explain their understanding of significant risks to audit quality, by reference to the Company's specific circumstances and changes in the risks and reasons for those changes. We explored the auditor's understanding of our business and industry knowledge which informed their approach to identifying risks. This was particularly relevant for the acquisitions completed in-year to support purchase price allocation outcomes for example. We also considered the auditors use of specialists in their work to support their core team.

The Committee held private meetings with the external auditor as necessary after Committee meetings to review key issues within their sphere of interest and responsibility.

Reappointment of the external auditor

KPMG has acted as the auditor to the Group since 2004 and was appointed as the auditor to the Company on its flotation in 2007. The lead audit partner rotates every five years to ensure independence, with the last rotation in 2020.

Following a formal competitive tender exercise during 2016, in relation to the audit for the Group for the year ended 31 December 2017, the Board approved the Audit Committee's recommendation to put a resolution to shareholders at the 2017 Annual General Meeting to reappoint KPMG, which shareholders subsequently approved.

We have therefore complied with the requirement to ensure the external audit contract is tendered within the ten years prescribed by EU and UK legislation and the Code's recommendation. We confirm we have complied with the provisions of The Statutory Audit Services for Large Companies Market Investigation (Mandatory use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014.

Since KPMG's reappointment, we have considered further the length of KPMG's tenure and have conducted detailed stakeholder surveys on their performance to assess their continued effectiveness and independence. We continue to remain satisfied with the work of KPMG and that it continues to remain independent and objective. In accordance with ISAs (UK) 260 and Ethical Standard 1 issued by the Financial Reporting Council, and as a matter of best practice, the external auditor has confirmed its independence as auditor of the Company, in a letter addressed to the Directors

Internal control

The Committee is responsible for monitoring and reviewing the effectiveness of the Group's internal control and risk management systems. Through monitoring the effectiveness of its internal controls and risk management, the Committee is able to maintain a good understanding of business performance, key judgemental areas and management's decision-making processes.

In 2021, the Committee:

- reviewed the framework and effectiveness of the Group's system of internal control and risk management, including financial, information technology and operational controls;
- received regular updates from management and Internal Audit on internal control improvements;
- reviewed reports from the external auditor, KPMG, of the results of its controls testing as part of the external audit;
- assessed the framework of internal control and risk management to ensure that it was compliant with the Senior Manager and Certification Regime; and
- reported to the Board on our evaluation of the operation of the Group's internal control and risk management systems, including Information Systems controls, informed by reports from Internal Audit (including PwC) and KPMG.

We consider the adequacy of management's response to matters raised and the implementation of recommendations made. The Board's statement on internal control and risk management can be found on page 74.

Internal Audit

The Group has an Internal Audit function which, together with a PwC co-source arrangement, delivers a risk-based internal audit plan to provide independent assurance over the Group's key risks. The Audit Committee meets with the Head of Internal Audit without management present on an annual basis. In addition, the Head of Internal Audit meets separately with the Chair of the Committee throughout the year to discuss internal audit objectives.

In 2021, we:

- continued to oversee our Internal Audit function, ensuring it has the right expertise and experience to provide effective challenge throughout the organisation;
- measured the effectiveness and value of the function through metrics and assessments, including with reference to the IIA Code of Practice;
- reviewed and approved the Internal Audit Charter;
- oversaw the succession of a new Head of Internal Audit;
- reviewed the rolling 12-month Internal Audit plan for appropriate risk coverage, including quarterly in-year updates for any changes;
- considered the different sources of assurance against the Group's key risks to ensure there is comprehensive risk and assurance coverage;
- agreed and monitored the balance of audit focus across strategic, operational, third-party and core assurance areas;
- reviewed results from audits carried out including any unsatisfactory audit findings and related action plans, as well as consideration of root causes;
- reviewed open audit actions, together with monitoring progress against the actions; and
- agreed the plan and received summary reports on the progress of the Revenue Assurance function.

Whistleblowing

The Group has established procedures by which all employees may, in confidence, report any concerns. Our whistleblowing process sets out the ethical standards expected of everyone that works for and with us, and includes the procedures for raising concerns in strict confidence. Our workforce can raise concerns through their manager, senior management and through our confidential and independent whistleblowing helpline. All investigations are carried out independently with findings being reported to the Audit Committee.

The Board, as a whole, monitors and reviews the effectiveness of the Group's - whistleblowing arrangements annually, to ensure that it has sufficient oversight of whistleblowing to support its work on culture, risk and stakeholder engagement. The Audit Committee receives reports on investigations and all significant whistleblowing matters are reported directly to the Board. The Board has reviewed the whistleblowing arrangements and is satisfied that they are effective, facilitate the proportionate and independent investigation of reported matters and allow appropriate follow-up action to take place

Risk Committee

The Group has a separate Risk Committee which is chaired by Sally James. The Risk Committee operates separately but alongside the Audit Committee. A separate report of the work and responsibilities of the Risk Committee is set out on pages 90 to 91. The Group also has a separate Risk & Compliance function, headed by the Chief Risk Officer, who is a member of the Executive Team.

Audit Committee effectiveness

In 2021, we carried out an internal evaluation of Audit Committee effectiveness which involved the completion of a questionnaire, with the results being analysed and presented at the November Board meeting for discussion. The Committee determined it continues to be effective in fulfilling its role and remains independent

Overview of Committee activities for 2022

Our priorities for 2022 will be:

- monitoring completion of the group's strategic data programme and assessing post-programme controls effectiveness, in particular for revenue risk;
- continued focus on assurance over the Group's data management and protection controls;
- overseeing management's preparations and responses to the changing control landscape, including the BEIS consultation;
- monitoring control effectiveness of new acquisitions; and
- monitoring progress and compliance with ESG principles and reporting, including support from Internal Audit.

This report was approved by the Board and signed on its behalf by:

Caroline Britton
Chair of the Audit Committee
 16 February 2022

Risk Committee Report

"The Risk Committee is responsible for overseeing the Group's risk management framework, ensuring that risks are appropriately identified, managed and mitigated, and advising the Board on risk appetite, strategy and culture"

Sally James
Chair of the Risk Committee

2021 highlights

- received reports from the Chief Risk Officer and management on the Group risk landscape, including enhancements to the Group's compliance with the Senior Manager and Certification Regime ("SM&CR"); the Group's continued response to COVID-19; and the Group's preparations for the new GCE General Insurance Pricing requirements;
- continued to focus on technology and data security risk and management's progress on improvements to cyber security;
- oversaw management's implementation of the Group's data strategy and embedding enhanced data protection processes and controls; and
- monitored and advised the Board on the risks associated with the Group's current and future strategic priorities.

Allocation of time

- **6%** Governance
- **64%** Risks in Focus
- **16%** Legal & Risk Reporting
- **7%** Annual Risk & Compliance Plan
- **7%** Private discussions with Chief Risk Officer¹

Committee members and meetings attended

Board members	Meeting attendance
Sally James	3/3
Sarah Warby ¹	2/3
Caroline Britton	3/3
Supriya Uchil	3/3
James Bilefield	3/3
Lesley Jones ²	1/1

¹ Sarah Warby did not attend the September Risk Committee as she was attending a funeral.

² Lesley Jones joined the Board in September 2021.

Number of meetings of the Risk Committee

3

Dear Shareholder

As Chair of the Risk Committee, I am pleased to present the Risk Committee's report for the year ended 31 December 2021. I have set out our role and activities in overseeing the Group's risk management framework, ensuring risks are appropriately identified, managed and mitigated, and advising the Board on risk appetite, strategy and culture.

The Risk Committee maintains close links with the Audit Committee, with the Chair of each Committee being a member of the other. This cross-membership and liaison between the Committees, on agenda items and reports, facilitates effective linkage between both Committees and ensures that any matters relating to internal control and financial reporting are considered in an effective and timely manner. In addition, the Chair of the Risk Committee is also a member of the Remuneration Committee to enable the consideration of risk when setting the Group's remuneration policy.

Quick facts

All members of the Committee in 2021 were independent Non-Executive Directors.

Only members of the Committee have the right to attend Committee meetings. Other individuals may be invited to attend meetings as and when appropriate, including the Chair of the Board, CEO, CFO, Chief Risk Officer, Head of Internal Audit and the General Counsel and Company Secretary, together with appropriate members of the management team with responsibility for management of key risks and the external auditor.

The Committee regularly holds private discussions with the Chief Risk Officer, without executive management present.

The Committee's Terms of Reference are available on the Investor section of the Group's website at <http://corporate.moneysupermarket.com>

Role

The primary role of the Risk Committee is to assist the Board in its oversight of risk management within the Group. This includes:

- advising the Board on the overall risk appetite, tolerance, strategy and culture;
- overseeing and advising the Board on the current risk exposures and future risk strategy;
- overseeing the application of the risk management framework;
- overseeing the management of key risks, including strategic, operational, regulatory, conduct and data risks across the Group;
- reviewing reports received from management, the Risk & Compliance function and, where appropriate, Internal Audit or third parties on the identification, management and mitigation of risks;
- reviewing reports from the legal team in relation to legal matters affecting the Group;
- receiving 'deep dive' updates into key risk areas including cyber, data protection and third-party risks;
- overseeing compliance with relevant legal and regulatory requirements; and
- considering and approving the remit of the Risk & Compliance function and ensuring it has adequate resources.

Principal activities in 2021

The Committee has an annual schedule of work, developed from its Terms of Reference, with standing items that it considers at each meeting, in addition to any specific matters upon which the Committee has decided to focus. This schedule of work is expected to evolve to reflect the Group's strategy and changes to the economic and regulatory environment in which the Group operates. The Risk Committee receives regular reports from the management team, the Chief Risk Officer and the General Counsel and Company Secretary.

In 2021, the Committee:

- monitored and reviewed the Group's response to COVID-19, the operational impact of continued homeworking and the impact on the Group's emerging and principal risks and activities;
- updated and approved the Group Risk Appetite Framework and Statement following scenario analysis and consideration by management, ensuring its alignment with the Group strategy;
- received reports from management on risks associated with the strategic initiatives and received ad hoc reports relating to new or emerging risks;
- reviewed and assessed the identification and management of the Group's business model risks;

- oversaw improvements in the management of technology risks, with a focus on enhancing the Group's cyber security arrangements;
- received reports on actions and progress against the Group's risk acceptances;
- oversaw and monitored the embedding of enhanced data protection processes and controls;
- received regular progress updates on management's approach to third-party oversight through the embedding of the Supplier Management framework;
- reviewed the conduct scorecards at each meeting to ensure we are putting customers at the heart of the business;
- oversaw the progress of integration of acquisitions into the Group risk management framework;
- continued to enhance reporting of legal matters and regulatory developments;
- oversaw compliance with evolving regulation, including the Group's response to the FCA General Insurance Pricing requirements and interactions with our regulators; and
- reviewed and approved updated committee Terms of Reference.

Risk & Compliance

The Group has a Risk & Compliance function, led by the Chief Risk Officer, which oversees the Group's risks and controls together with the Group's compliance with the requirements of the various bodies that regulate the Group's activities. These regulatory bodies include the CMA, the FCA, the ICO and Ofgem (which operates a voluntary code, relating to energy price comparison, to which MoneySuperMarket subscribes). During 2021, the Chief Risk Officer was promoted to the Executive Team reflecting the importance of the risk management and internal control processes to the Group.

In 2021, the Committee:

- reviewed and approved the Risk & Compliance plan, which defines the scope of the work that the function will undertake including compliance monitoring and assurance activities across the Group – this included assurance activities relating to FCA regulation and compliance with GDPR, both internally and in relation to key third parties which support our business;
- considered the updates against the Risk & Compliance plan and results of the work performed since the previous meeting and management's response; and
- reviewed the resources and considered the effectiveness of the Risk & Compliance function.

Risk Committee effectiveness

In 2021, we carried out an internal evaluation of Risk Committee effectiveness which involved the completion of a questionnaire, with the results being analysed and presented at the November Board meeting for discussion. The Committee determined it continues to be effective in fulfilling its role and remains independent. In response to an action identified in the 2020 evaluation, the Committee has discussed emerging and potential risks, with members of the Committee drawing from their experience in other sectors, as well as observations on the business model of the Group.

Overview of Committee activities for 2022

The management of operational risks will continue to be our priority for 2022. We will focus on management of risks associated with the delivery of the strategic initiatives and review the Group's updated business continuity arrangements. We will oversee the ongoing embedding of enhanced controls in respect of cyber security, data privacy and third-party management.

The Group recognises that regulation, and in particular the activities of the FCA, ICO, Ofgem and the CMA, will continue to be a feature of both the price comparison market and the consumer markets in which we operate. The Group has invested, and will continue to invest, in skills and resources in this area in 2022. We will oversee the Group's preparation for upcoming regulatory developments, including the FCA consumer duty and Ofgem faster switching requirements.

I anticipate that, during 2022 I shall be stepping down as Chair of the Risk Committee with arrangements being put in place for Lesley Jones to chair the Committee thereafter.

This report was approved by the Board and signed on its behalf by:

Sally James
Chair of the Risk Committee
16 February 2022

Directors' Remuneration Report

Remuneration at a glance

As a Committee we ensure that our remuneration framework continues to align with our Group strategy
How we performed in the year

Group revenue

£316.7m

(2020: £344.9m)

Group adjusted EBITDA

£100.5m

(2020: £107.8m)

Net promoter score

72.1

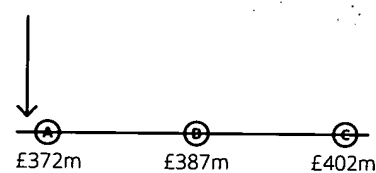
(2020: 72)

How performance links to Executive Directors' annual bonus

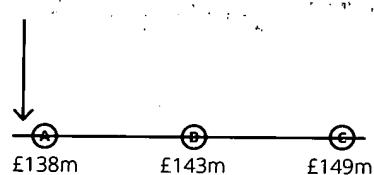
Personal targets

Performance targets are set each year by the Remuneration Committee by reference to factors such as the budget and strategic objectives for the year, progress against the prior year and market expectations. Personal targets for 2021 included continued delivery of the Group strategy, delivering the budget and our focus on delivery at pace across the Group.

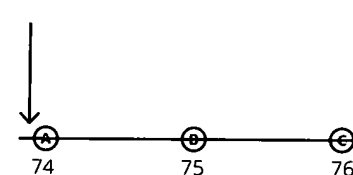
Group revenue



Group adjusted EBITDA*



Net promoter score



(A) Threshold (B) Target (C) Maximum ↓ Achieved

* Adjusted EBITDA is operating profit before depreciation, amortisation and impairment and adjusted for other non-underlying costs. This is consistent with how business performance is measured internally.

Total remuneration received by our Executive Directors

	Salary	Taxable Benefits	Pension	Annual Bonus	LTIP/Other
Peter Duffy CEO	575,000	18,690	28,750	162,202	-
Scilla Grimble CFO	399,100	14,000	76,000	130,059	-

Remuneration Committee report

"The Remuneration Committee's key responsibility is to determine and apply the Remuneration Policy to ensure it promotes the delivery of our strategy and the long-term success of the Group"

James Bilefield
Chair of the Remuneration Committee

2021 highlights

- Operated within the terms of the Remuneration Policy approved by shareholders at the 2020 AGM, and which is designed to align the remuneration for executive directors to the interests of our stakeholders;
- Reviewed and approved executive bonus outcomes for 2021, which appropriately reflected our achievements in key strategic areas, including Diversity & Inclusion in a challenging market environment; and
- Set and assessed performance targets for incentive schemes to ensure continued alignment between outcomes and the performance of the businesses, our shareholders and the wider workforce.

Allocation of time

- **51%** CEO and Exec Team Remuneration
- **19%** LTIP
- **5%** SAYE
- **19%** Governance
- **5%** Gender Pay Gap
- **1%** Miscellaneous

Number of Meetings of the Remuneration Committee

3

Committee members and meetings attended

Board members	Meeting attendance
James Bilefield	3/3
Caroline Britton	3/3
Sally James	3/3
Supriya Uchil	3/3
Sarah Warby	3/3

Dear Shareholder

I am pleased to present the Directors' Remuneration Report for the year ended 31 December 2021.

Our current Remuneration Policy was approved by shareholders at the 2020 AGM. A summary of the approved Policy is set out on page 95.

Pages 95 to 106 of this report constitute the Annual Remuneration Report, summarising the 2021 outcomes and how we intend to operate the Policy in 2022. This will be subject to an advisory vote at the forthcoming Annual General Meeting.

Pay for performance in 2021

As described elsewhere in the Annual Report and Accounts, 2021 was a year of good strategic progress as we delivered major upgrades to our capabilities, building towards a better, broader Group. Some end markets continued to struggle, most notably travel and energy, but we made good progress on gross margin, driven in part by greater use of data.

Our most significant changes were in customer acquisition and our data and tech platform. During the year we also expanded and diversified the Group in line with our strategy, acquiring Quidco and CY11 while combining TravelSupermarket and Icelolly.com into a separate, jointly owned entity.

Quick facts

All members of the Committee in 2021 were independent Non-Executive Directors.

Only members of the Committee have the right to attend Committee meetings. Other individuals may be invited to attend meetings as and when appropriate, including the Chair of the Board, CEO, CFO, Chief People Officer, Head of Reward, the General Counsel and Company Secretary and the external remuneration consultant.

The members of the Remuneration Committee can, where they judge it necessary to discharge their responsibilities, obtain independent professional advice at the Company's expense.

The Committee's Terms of Reference were updated in November 2021 and are available on the Investor section of the Group's website at <http://corporate.moneysupermarket.com>

Remuneration Committee Report continued

We have developed a leaner and more efficient core, consolidating infrastructure while re-structuring teams to drive greater agility and pace.

However, the wholesale energy market conditions within Home Services impacted the financial performance of the Group with Revenue down 8% (11% excluding Quidco). Gross margin was up c.4%pts driven primarily by optimised acquisition strategies and improved conversion in car insurance. Adjusted EBITDA fell 7% following a rise in administration costs, partially offset by operational efficiencies, while profit after tax declined further due to adjusting items.

As a result of these significant market pressures, both the threshold EBITDA and revenue targets for the Executive Annual bonus plan, set at stretching levels during the early part of the year, were not achieved and therefore the outturn for this portion of the annual bonus was zero. Despite recognition of the significant negative impact of external factors on our full year numbers, as a committee, we decided not to exercise discretion and that no financial bonus would be payable to the Executive Directors for 2021. The threshold target for customer satisfaction, using our external net promoter score measure, was achieved at above threshold level, reflecting our continued focus on customer delivery during this challenging year. In addition, the NPS measure grew by 0.6 points during the year, to a level which we believe to be significantly ahead of the average for our peer group, although was below the target set, resulting in a 46% payout. We are proud of our continued progress against our Diversity & Inclusion agenda, which resulted in a pay-out of just above target for this element of the bonus. This progress saw us achieve improvements across Gender and Multi-Ethnic diversity representation for the group, high-disclosure rates for ongoing reporting, significant engagement in inclusive leadership training, as well as bringing microaggressions to a very low level.

Executive Directors were eligible for the personal element of their bonus in recognition of their significant contribution to leading many of our key strategic achievements during the year, as referenced above (and described in detail on page 101).

Taking into account all of the above, the overall bonus outcomes were 18.8% and 24.1% of maximum for Peter Duffy and Scilla Grimbale, respectively. The Committee considers that this overall outcome is appropriate in the context of the wider stakeholder experience and the overall business performance in an exceptionally challenging year. One third of this award will be deferred into shares, in line with the Remuneration Policy.

The 2019 LTIP award, which was based on a combination of stretching adjusted EPS and comparative total shareholder return targets, will not vest based on the performance over the three-year performance period to 31 December 2021. For the adjusted EPS element (80% weighting), actual performance fell below the lower end of the stretching target range. For the TSR element (20% weighting), performance was below median against the FTSE 250 (excluding investment trusts). Again, the Committee believes that this outcome is a fair and appropriate reflection of long-term performance over the period.

Base salary adjustment during 2021

With effect from 1 September 2021, the remit of Scilla Grimbale's role was significantly expanded to also include responsibility for chairing The Ice Travel Group and additionally becoming the responsible executive for MoneysavingExpert. In light of this, the Committee reviewed Scilla's remuneration package to ensure that it appropriately reflected the significant increase to the scope of her role. The Committee also took into account Scilla's development and performance in her role as CFO since joining the business in February 2019. Based on this review, the Committee approved an increase of 8.9% to Scilla's base salary, which took effect on 1 September 2021 to align with the change in the scope of her role. No other changes to the package were made.

Approach to remuneration in 2022

For 2022, we will operate under the terms of our approved Remuneration Policy. Key decisions made by the Committee include:

- Base salaries for the Executive Directors will be increased by 3%, which aligns with the baseline level of increase across the employee population (and below the expected average for the year of 4%). The Committee recognises that this will represent a second increase for Scilla Grimbale following that in September 2021, but considers this to be appropriate and fully transparent of the different rationale for each (i.e. the September 2021 increase reflecting the change in role only and the January 2022 increase reflecting the normal inflationary increase in line with all other employees).
- The proposed performance measures and weighting for both the 2022 annual bonus and the 2022 LTIP are unchanged from last year and continue to align to our strategic priorities. The bonus will be based on: Group adjusted EBITDA (50%), Group revenue (20%), net promoter score (7%), ESG – Diversity & Inclusion (7%), and individual objectives (16%). The LTIP will be based on: adjusted EPS (50%), Revenue (30%) and relative TSR (20%).
- For the 2022 LTIP, threshold to stretch targets over the three-year performance period will remain unchanged as: 5% to 15% EPS growth per annum; 4% to 9% revenue growth per annum; median to upper quartile TSR performance versus the FTSE 250 (excluding investment trusts). The Committee is of the view that these remain appropriately stretching in the context of the current trading and macroeconomic environment.
- Annual bonus and LTIP award levels will remain unchanged and in line with our Policy. For the LTIP, the Committee recognises that some shareholders have concerns around the potential for perceived 'windfall gains' in circumstances where the share price used to determine the number of shares awarded has significantly declined since the prior award. The Committee recognises this issue and, does not believe the specific circumstances are likely to lead to any "windfall gains" for this LTIP award. Notwithstanding, provisions already in place would allow for discretionary downward adjustment to be made at the point of vesting if the Committee determines at that time that it would be appropriate to do so.

Full details of the 2022 packages are set out on pages 100 to 101.

The Committee is aware of the importance of ensuring that our management incentive framework appropriately aligns with our strategy, including in the area of Environmental, Social, Governance ("ESG"). We already include objectives related to our Diversity & Inclusion agenda in the annual bonus and will continue to do so for 2022. In the area of sustainability, our strategy is set out on pages 46 to 61 of the annual report. The Committee intends to review how best to incorporate these objectives into the incentive framework during 2022, as part of the wider review of the Remuneration Policy.

Wider employees

The Committee recognises the importance of considering executive remuneration in the context of the remuneration structures and outcomes which apply throughout the business. Key points which we considered during the year included:

- The principles of our pay positioning apply at any level through the business – we look to pay market competitively to attract and retain the talent we need. We are a living wage employer.
- We cascade participation in the bonus plan widely into the organisation and can confirm that bonus outcomes for 2021 were higher than they were for the executive directors.

- During 2021, a number of salary increases were made within the business to reflect factors such as an increase to role scope. The average increase was 13.5%.
- The expected salary increase during 2022 is 3%, with an extra 1% awarded to target areas where roles are out of line with the market and in year promotions.

Shareholder alignment and engagement

We are mindful of our shareholders' interests and are keen to ensure a demonstrable link between reward and value creation. We remain committed to an open and ongoing dialogue with our shareholders on the issue of executive remuneration. We will be seeking shareholder approval for our next Remuneration Policy at the 2023 AGM, in line with the normal three year cycle. As a result, the Committee will be undertaking a review of the Policy this year and we look forward to engaging with our shareholders on our proposals.

Our remuneration report was supported by over 99% of our shareholders at the 2021 AGM, and we look forward to receiving your continued support at the forthcoming AGM.

James Bilefield
Chair of the Remuneration Committee
 16 February 2022

Directors' Remuneration Policy

At the Annual General Meeting held on 7 May 2020 shareholders approved the Remuneration Policy which became effective as at that date. An extract of the Remuneration Policy table from the Remuneration Policy, updated where applicable for application in 2022 is reproduced below for information only. The full Remuneration Policy is contained on pages 89 to 95 of the 2019 Annual Report which is available in the Investor Relations section of the Group's website (<http://corporate.moneysupermarket.com>).

Remuneration Policy table

Base salary

Purpose and link to strategy	To provide competitive fixed remuneration to attract and retain Executive Directors of the calibre required to deliver the business strategy for shareholders.
Operation	The base salary for Executive Directors may be reviewed annually by the Committee. Individual salary adjustments may take into account each Executive Director's performance and experience in role, changes in role or responsibility, the Group's financial performance, as well external market data.
Maximum	There is no prescribed maximum base salary. Salary increases are ordinarily in line with the broader employee population but on occasions may need to recognise, for example, an increase in the scale, scope or responsibility of the role and developments in the wider competitive market. Current base salary levels are set out on page 98.
Performance targets	No specific targets although the Committee will take into account individual performance when considering salary increases.

Pension

Purpose and link to strategy	To provide an appropriate retirement benefit that is competitive in the relevant market.
Operation	Executive Directors may participate in the Company's defined contribution pension scheme and/or receive salary supplements, or such other allowance as the Committee considers appropriate.
Maximum	A maximum contribution or cash supplement of 20% of 2019 base salary for existing Executive Directors. Pension contributions for current Executive Directors will be capped at the current monetary value and will not increase with any future pay rises. Newly appointed Executive Directors from 2020 will have a maximum opportunity in line with the wider workforce (currently 5% of base salary). As disclosed previously, the pension contribution for Scilla Grimble will be reduced to the rate available to the wider workforce (currently 5% of salary) by the end of 2022, in line with shareholder guidance.
Performance targets	Not applicable.

Benefits

Purpose and link to strategy	To provide market competitive benefits.
Operation	Current benefit provision includes a car allowance, life insurance and private medical insurance. Other benefits may be provided where appropriate including, for example, relocation and travel expenses and reimbursed business expenses (including any associated tax liability) incurred when travelling in performance of duties.
Maximum	There is no prescribed maximum monetary value for benefit provision. Benefits are set at a level which the Committee determines is reasonable and appropriate and the value may vary depending on the benefit provided and the market cost of the benefit given the individual's personal circumstances.
Performance targets	Not applicable.

Remuneration Committee Report continued

Annual bonus

Purpose and link to strategy	Incentivises the delivery of stretching financial, operational and strategic annual performance targets. Deferral into Moneysupermarket.com Group PLC shares increases long-term alignment with shareholders.
Operation	The annual bonus is based on performance against stretching targets set at the start of the year by the Committee and assessed following the end of the year. A proportion of any annual bonus earned (at least one third) will be deferred into an award of Moneysupermarket.com Group PLC shares under the terms of the Deferred Bonus Plan (DBP). DBP awards will normally vest at least two years after grant. The remainder will be paid in cash following the year end. Clawback provisions apply for a period of two years following the payment of a cash bonus and the grant of any DBP award.
Maximum	The maximum annual bonus opportunities in respect of a financial year will be: • CEO: 150% of base salary; • CFO: 135% of base salary. Where considered appropriate in exceptional circumstances, the Committee may determine that the maximum annual bonus opportunity in respect of a particular financial year is up to 200% of base salary.
Performance targets	Payment is determined by reference to performance assessed over one financial year based on financial and strategic performance measures which the Committee considers to be aligned to the strategy and the creation of shareholder value. Such measures may include: • Adjusted EBITDA; • Revenue; • Measures aligned to the strategy or KPIs; • Personal objectives. The Committee determines the weightings of the performance measures each year. The overall framework will normally be weighted towards financial measures of performance. The performance measures and weightings for the 2022 financial year are shown on page 99. The Committee retains discretion to use different or additional measures or weightings in future years to ensure that the bonus framework appropriately supports the business strategy and objectives for the relevant year. Performance targets are set each year by the Committee by reference to factors such as the budget and strategic objectives for the year, progress against the prior year and market expectations. Pay-out will be based on a scaled performance target schedule, with the level of pay-out for threshold performance being no higher than 15% of the maximum. The target schedule will be disclosed retrospectively in the Annual Remuneration Report. The Committee has the discretion to adjust performance targets for any exceptional events that may occur during the year. The Committee has discretion to override the formulaic outcome from the performance targets if appropriate (for example, in order to reflect the Group's overall performance).

Long-Term Incentive Plan

Purpose and link to strategy	Designed to align with both the strategic objectives of delivering sustainable earnings growth and the interests of shareholders.
Operation	Awards are made under the 2017 Long Term Incentive Plan, approved at the 2017 AGM. Awards of Moneysupermarket.com Group PLC shares which vest subject to performance measured over a period of at least three years. Vested awards may then be subject to an additional holding period, which unless the Committee determines otherwise, will apply up to the fifth anniversary of the date of grant. Clawback provisions apply for a period of five years from the date of grant.
Maximum	The maximum award levels in respect of a financial year will be: • CEO: 175% of base salary; • CFO: 150% of base salary. Where considered appropriate, the Committee may make an LTIP award in respect of a particular financial year of up to 200% of base salary, in line with the rules of the plan.

Performance targets	Vesting is determined by reference to performance assessed over a period of at least three years, based on performance measures which the Committee consider to be aligned with the delivery of strategy and long-term shareholder value. For awards to be made in 2022, the measures are: - Adjusted earnings per share ('EPS') – 50% - Revenue – (30%) - Comparative total shareholder return ('TSR') – 20% The Committee has discretion to use different or additional performance measures or weightings for awards in future years to ensure that the LTIP remains appropriately aligned to the prevailing business strategy and objectives. Performance targets are set for each award by the Committee. The threshold level of vesting will be no higher than 20% of the maximum award. Any performance target may be amended if an event occurs during the performance period which causes the Committee to consider an amended performance target would be more appropriate and not materially less difficult to satisfy. The Committee has discretion to override the formulaic outcome from the performance targets if appropriate (for example, in order to reflect the Group's overall performance).
All employee share plans	
Purpose and link to strategy	To encourage wider employee share ownership and thereby increase alignment with shareholders.
Operation	Executive Directors are eligible to participate in all employee share plans, which are offered on similar terms to all employees, such as HMRC-approved Sharesave plans and Share Incentive Plans.
Maximum	The maximum which applies to all employees, which includes the limits for any HMRC-approved plans are as defined by HMRC from time to time.
Performance targets	Not applicable.
Share ownership guidelines	
Purpose and link to strategy	To increase long-term alignment between executives and shareholders.
Operation	Executive Directors are required to build up and maintain a substantial holding of Moneysupermarket.com Group PLC shares of 200% of base salary. To achieve this, Executive Directors must retain 50% of the net of tax vested LTIP shares until the guideline is met. Unvested deferred bonus shares and vested shares subject to a holding period under the LTIP will count towards the guideline (on a net of tax basis).
Maximum	Not applicable.
Performance targets	Not applicable.
Post-employment shareholding	
Purpose and link to strategy	To align Executive Director and shareholder interests after they have left the Group.
Operation	Post-cessation shareholder guidelines of 200% of salary (or actual holding if lower) in year 1 and 100% of salary (or actual holding if lower) in year 2. This applies to share awards made after the approval of the new Policy at the 2020 AGM. - Unvested deferred bonus shares will continue to be subject to the two-year deferral period; - Vested LTIP shares will continue to be subject to the two-year holding period; and - Unvested LTIP awards will continue for 'good leavers' on a time pro-rated basis, subject to the original performance targets, and on the original vesting and holding timeline such that no shares will be delivered before five years from grant.
Maximum	Not applicable.
Performance targets	Not applicable.

Remuneration Committee Report continued

Non-Executive Director fees

Purpose and link to strategy	To provide market competitive fees which reflect the time commitment and responsibilities of each role.
Operation	The fees for the Non-Executive Directors (excluding the Chair) are determined by the Board and comprise a base fee with additional fees payable for additional responsibilities. The fees for the Chair are determined by the Committee and are structured as a single fee. Fees may be reviewed on an annual basis. The Non-Executive Directors do not participate in any Company pension arrangements, nor do they currently receive any benefits. Non-Executive Directors may be reimbursed for business expenses (and any associated tax liabilities) incurred when travelling in performance of duties.
Maximum	There is no prescribed maximum annual increase. The Board is guided by the general increase in the Non- Executive Director market and for the broader employee population but on occasion may need to recognise, for example, an increase in the scale, scope or responsibility of the role. Current fee levels are set out on page 100 and will not exceed the aggregate maximum levels set out in the Company's Articles of Association.
Performance targets	Not applicable. Non-Executive Directors do not participate in variable pay arrangements.

Service agreements for Executive Directors

The service agreements of the Executive Directors are not fixed term and are terminable by either the Company or the Director on 12 months' notice and make provision, at the Board's discretion, for early termination by way of payment of salary, benefits and pension in lieu of 12 months' notice. Under these service agreements, the Committee has discretion to make such payments on a phased basis, subject to mitigation.

Non-Executive Directors

Non-Executive Directors are appointed under arrangements that may generally be terminated by either the Company or the Director on up to three months' notice and their appointment is reviewed annually. The remuneration package for a newly appointed Non-Executive Director would normally be in line with the structure set out in the Remuneration Policy table.

Annual Report on Remuneration

Implementation of the Remuneration Policy for the year ending 31 December 2022

A summary of how the Directors' Remuneration Policy will be applied during the year ending 31 December 2022 is set out below.

Base salary

The Remuneration Committee has determined base salaries for the Executive Directors, with effect from 1 January 2022, as set out below.

	2022 £	2021 £	% increase
Peter Duffy	592,300	575,000	3
Scilla Grimble	434,800	422,100*	3

* The base salary for Scilla Grimble was increased on 1 September 2021 (see page 93).

The Group's employees are, in general, receiving baseline salary increases of 3% and it is anticipated that the average increase during 2022 will be 4% once in-year strategic market pay adjustments and promotions are considered.

Pension arrangements

Peter Duffy will receive a pension allowance of 5% of salary which is aligned to that currently received by the wider workforce. Scilla Grimble will continue to receive, in line with the current Remuneration Policy, a fixed pension allowance of £76,000, which represents 17.5% of salary. As communicated in last year's report, the Committee has agreed to align Scilla's pension contribution with that available to the wider workforce by the end of 2022, in line with shareholder guidance.

Annual bonus

For the year ending 31 December 2022, the maximum annual bonus opportunities will be in line with the Policy, as shown in the following table:

	% of salary
Peter Duffy	150%
Scilla Grimble	135%

Awards will be determined based on a balanced combination of Group financial and operational performance and individual performance, directly aligned to our KPIs and strategic objectives, as shown below. For 2022, the Board will continue to focus on adjusted EBITDA and revenue growth as key financial metrics for our strategic delivery. We are retaining the Group-wide measures in respect of customer satisfaction (net promoter score) and ESG (Diversity & Inclusion objectives) which align to the Group's strategic objectives and KPI reporting (see page 26). We will retain a final component based on personal objectives, which includes objectives related to the delivery of a number of key priorities. The weightings for the various metrics are set out below:

Metric	Weighting (% of bonus)
Adjusted EBITDA	50%
Revenue growth	20%
Net promoter score	7%
ESG: Diversity & Inclusion	7%
Personal objectives	16%

Maximum bonus will only be payable when performance has significantly exceeded expectations. The Committee believes that the underlying targets are commercially sensitive and cannot be disclosed at this stage. To the extent that they are no longer commercially sensitive, they will be disclosed in next year's Report.

In line with the Remuneration Policy, one third of any bonus earned will be deferred into Moneysupermarket.com Group PLC shares for a period of two years.

Long-term incentives

For the year ending 31 December 2022, annual LTIP awards will be in line with the Policy, as shown in the following table:

	% of salary
Peter Duffy	175
Scilla Grimble	150

The extent to which 2022 LTIP awards will vest will be dependent on three independent performance conditions as follows:

Metric	Weighting (% of award)	Performance condition	Threshold	Maximum
Vesting (% of maximum)			20%	100%
Compound annual growth in adjusted earnings per share ('EPS')	50%	Compound annual growth in adjusted earnings per share over the three-year performance period.	5%	15%
Compound annual growth in Group revenue	30%	Compound annual growth in Group revenue over the three-year performance period.	4%	9%
Comparative total shareholder return	20%	Comparative total shareholder return against the constituents of the FTSE 250 Index (excluding Investment Trusts).	Median	Upper quartile
Three-month averaging is applied at the start and end of the performance period.				

Vesting is on a straight-line basis between threshold and maximum.

The target ranges for this award remain unchanged from prior years, as the Committee considers the target ranges to represent an appropriate level of stretch in the current environment.

For the LTIP, the Committee recognises that some shareholders have concerns around the potential for perceived 'windfall gains' in circumstances where the share price used to determine the number of shares awarded has significantly declined since the prior award. The Committee recognises this issue and, does not believe the specific circumstances are likely to lead to any "windfall gains" for this LTIP award. Notwithstanding, provisions already in place would allow for discretionary downward adjustment to be made at the point of vesting if the Committee determines at that time that it would be appropriate to do so.

Upon vesting, the 2022 LTIP awards will be subject to an additional holding period which expires on the fifth anniversary of the date of grant.

Remuneration Committee Report continued

Non-Executive Directors

The fees for the Non-Executive Directors for 2022 will be increased in line with the increase given to the Executive Directors and in line with that given to the wider workforce, as follows:

	2022 £	2021 £	% increase
Chair	258,530	251,000	3
Base fee	62,624	60,800	3
Additional fees:			
Senior Independent Director	15,450	15,000	3
Committee Chair fee	11,330	11,000	3
Committee membership fee per Committee	1,545	1,500	3
Employee Champion fee	7,725	7,500	3

Remuneration received by Directors for the year ended 31 December 2021 (audited)

Directors' remuneration for the year ended 31 December 2021 was as follows:

	Salary/fees (£)	Taxable benefits ¹ (£)	Pension ² (£)	Total fixed (£)	Annual bonus ³ (£)	Vesting LTIPs (£)	Total variable (£)	Total (£)
Peter Duffy (appointed 1 September 2020)								
2021	575,000	18,690	28,750	622,440	162,202	-	162,202	784,642
2020	191,667	5,296	9,583	206,546	-	-	-	206,546
Scilla Grimble								
2021	399,100	14,000	76,000	489,100	130,059	-	130,059	619,159
2020	387,600	14,127	76,000	477,727	-	-	-	477,727
Robin Freestone								
2021	251,000	-	-	251,000	-	-	-	251,000
2020	251,000	-	-	251,000	-	-	-	251,000
James Bilefield (appointed 1 May 2020)								
2021	76,300	-	-	76,300	-	-	-	76,300
2020	50,867	-	-	50,867	-	-	-	50,867
Sally James								
2021	91,300	-	-	91,300	-	-	-	91,300
2020	91,300	-	-	91,300	-	-	-	91,300
Sarah Warby								
2021	74,300	-	-	74,300	-	-	-	74,300
2020	74,300	-	-	74,300	-	-	-	74,300
Caroline Britton								
2021	74,800	-	-	74,800	-	-	-	74,800
2020	74,800	-	-	74,800	-	-	-	74,800
Supriya Uchil (appointed 1 March 2020)								
2021	66,800	-	-	66,800	-	-	-	66,800
2020	55,667	-	-	55,667	-	-	-	55,667
Lesley Jones (appointed 1 September 2021)								
2021	21,767	-	-	21,767	-	-	-	21,767
2020	-	-	-	-	-	-	-	-
Total								
2021	1,630,367	32,690	104,750	1,767,807	292,261	-	292,261	2,060,068
2020	1,177,201	19,423	85,583	1,282,207	-	-	-	1,282,207

Notes

- ¹ Taxable Benefits - Benefits for the Executive Directors incorporate all benefits and expense allowances arising from employment and relate to the provision of a car allowance and health insurance.
- ² Pension - Pension payments reflect defined contribution and/or salary supplement arrangements. The Company provided salary supplements for our Executive Directors during 2021.
- ³ Annual bonus - the amounts shown in the table above represent the full value of the annual bonus earned in respect of the year. One third of any amount shown is deferred into shares for three years.

Annual bonus

Maximum bonus entitlement for the year ended 31 December 2021 as a percentage of base salary was 150% for Peter Duffy and 135% for Scilla Grimble for the achievement of stretching targets specific to growth in revenue, adjusted EBITDA, Diversity & Inclusion and customer satisfaction (YouGov Brand Index) as well as specific personal objectives.

The performance targets, weightings, and actual performance against those targets, are set out below:

	Performance targets			Peter Duffy	Scilla Grimble
Group revenue	£328.9m	0%	Weighting (% of bonus)	20%	20%
	£341.3m	33%			
	£353.7m	67%			
	£378.5m	100%			
	£306.10m	Actual	Payout (% of max)	0%	0%
Group adjusted EBITDA	£105.4m	25%	Weighting (% of bonus)	50%	50%
	£106.8m	44%			
	£108.1m	67%			
	£110.8m	100%			
	£100.50m	Actual	Payout (% of max)	0%	0%
Customer satisfaction	71.7	25%	Weighting (% of bonus)	7%	7%
	72.6	46%			
	73.2	67%			
	74.7	100%			
	72.1	Actual	Payout (% of max)	30.6%	30.6%
Diversity & Inclusion	Performance metrics to support the implementation of the D&I strategy to improve the diversity of talent at all levels, create an inclusive, fair and equitable environment, and participate in education and awareness activities		Weighting (% of bonus)	7%	7%
	Achievements included::				
	• 44.5% of the Group are female (+1% from 01/2021) • 53% of the SLT are female (+12% from 01/2021) • 43% of our new hires across the Group were women in 2021 (excl. CYTI transfer) • 50% drop in reported microaggressions to just 26 colleagues across MSM & MSE • 10.6% of our Senior Leadership Team are multi-ethnic (+3.7% from 09/2021) • 79.4% Multi-Ethnic disclosure across MSM & MSE • c160 Managers trained on Inclusive Leadership across 2021				
			Payout (% of max)	85.7%	85.7%
Personal	The personal targets were set individually for each Executive Director based on the key objectives for the year in their area of responsibility and include a shared objective related to D&I – see tables below		Weighting (% of bonus)	16%	16%
			Payout (% of max)	66.7%	100%
Total			Payout (% of maximum)	18.8%	24.1%
			Payout (% of salary)	28.2%	32.6%

In accordance with the Remuneration Policy, to ensure fair and consistent performance measurement, the Group financial performance targets may be adjusted to reflect exceptional one-off and unanticipated items. However, the Committee decided not to adjust the financial targets in the wake of the COVID-19 pandemic but made an assessment that the final outcome was appropriate in the context of the overall performance of the Group and whether awards were appropriate, taking into account the impact on all our key stakeholders.

The personal targets were set for Peter Duffy and Scilla Grimble based on key areas of strategic focus for the year. The table below highlights their key objectives and achievements against their personal targets.

Remuneration Committee Report continued

Peter Duffy

Objective	Maximum opportunity (% of salary)	Performance outcome and key achievements
Leadership delivery, at pace	12%	Peter led the business to achieve significant restructuring and re-platforming across 2021, with the objective of improving our cyber posture, bringing our data environment up to date, improving the cadence of delivery and delivering YOY savings. Major changes in data architecture, CRM and paid acquisition have been achieved, transforming group capability across 3 new core platforms – GCP, SA360 & Braze. Further we've made significant changes in Product & Technology and Data Engineering to build competence, alignment and a 'single platform' mentality. The MSM creative was also completely revitalised and relaunched under Peter's direct guidance.
Execution and Focus	12%	The group delivered three significant transactions over the course of 2021 (QuidCo, CYTI and ITG). Under Peter's direction the group restructured to leaner, flatter structures driving clearer accountability and faster-decision making. We have also completed the full integration of Decision Tech including co-location in our London offices.

Scilla Grimble

Objective	Maximum opportunity (% of salary)	Performance outcome and key achievements
Improve efficiency, enhance business intelligence and insight and improve understanding and management of operational risk	10.8%	Scilla led on multiple initiatives that together delivered 1.5% pts improvement in gross margin. Simplification and automation of processes and integration of acquisitions also delivered meaningful savings.
Deliver value enhancing Group strategy process.	10.8%	Under Scilla's direct strategic and operational guidance the group delivered three significant transactions over the course of 2021, namely QuidCo, CYTI and ITG. These 3 deals required significant cross-functional effort for due diligence, deal completion and post-acquisition integration. Post deal Scilla assumed the roles Chair of ITG, delivering a strategic plan. Simultaneously she led the streamlining of the groups strategic process and has delivered an enhanced goal setting and OKR process to strengthen the delivery focus of the group. Scilla assumed executive responsibility for MSE, where work on the various MSE initiatives progressed on track.

Vesting of LTIP awards

The LTIP award granted on 28 March 2019 was based on performance to the year ended 31 December 2021. Peter Duffy was not employed by the Company in 2019 and therefore was not granted a 2019 LTIP award. The performance targets for this award, and actual performance against those targets, was as follows:

Metric	Weighting	Performance condition	Threshold	Maximum	Actual	Vesting %
Vesting			20%	100%		
Compound annual growth in adjusted earnings per share	80%	Compound annual growth in adjusted earnings per share from 31 December 2019 to 31 December 2021	5%	15%	(11.9)%	0%
Comparative total shareholder return	20%	Comparative total shareholder return against the constituents of the FTSE 250 index (excluding Investment Trusts) from 31 December 2019 to 31 December 2021. Comparative total shareholder return measured over three financial years with a three-month average at the start and end of the performance period.	Median	Upper quartile	Below Median	0%
Total vesting						0%

Note: Vesting is determined on a straight-line basis between threshold and maximum.

Long-term incentives granted during the year (audited)

During the year, the following share awards were made to the Executive Directors:

Executive Director	Type of award	Basis of award granted	Face value of award ¹ £	% of maximum that would vest at threshold performance	Vesting determined by performance over
Peter Duffy	2021 LTIP	175% of salary	378,062	20%	three financial years to 31 December 2023
Scilla Grimble	2021 LTIP	150% of salary	218,440	20%	

¹ Face value for the LTIP awards was determined using the average share price over the preceding five trading days prior to the date of grant. The grant date was 31 March 2021 with an average share price of £2.6616.

The performance targets for the 2021 LTIP awards are as follows:

Metric	Weighting (% of award)	Performance condition	Threshold	Maximum
Vesting (% of maximum)			20%	100%
Compound annual growth in adjusted earnings per share	50%	Compound annual growth in adjusted earnings per share over the three-year performance period.	5%	15%
Compound annual growth in Group revenue	30%	Compound annual growth in Group revenue over the three-year performance period.	4%	9%
Comparative total shareholder return	20%	Comparative total shareholder return against the constituents of the FTSE 250 Index (excluding Investment Trusts) over the three-year performance period. Three-month averaging is applied at the start and end of the performance period.	Median	Upper quartile

Note: Vesting is determined on a straight-line basis between threshold and maximum.

Payments to past Directors (audited)

There were no payments to past Directors during the year.

Statement of Directors' shareholdings and share interests (audited)

Director	Beneficially owned at 31 December 2021	Outstanding LTIP awards	Outstanding share awards under all employee share plans	Total interest in shares	Beneficial shares owned as a % of base salary at 31 December 2021
Peter Duffy	37,060	614,617	8,867	650,544	240%
Scilla Grimble	87,016	579,203	6,122	672,341	333%
Robin Freestone	114,824	-	-	114,824	n/a
Sally James	20,000	-	-	20,000	n/a
Caroline Britton	-	-	-	-	n/a
Sarah Warby	-	-	-	-	n/a
James Bilefield	10,000	-	-	10,000	n/a
Lesley Jones	-	-	-	-	n/a
Supriya Uchil	-	-	-	-	n/a

The shareholding value used for the purposes of the table above is based on the average share price during December 2021

Executive Directors are required to hold shares in the Company worth 200% of base salary and must retain 50% of the net of tax value of any vested LTIP shares until the guideline is met.

In the period from 31 December 2021 to the date of this Report, there has been no change in the Directors' interests in shares in the Company.

Remuneration Committee Report continued

Outstanding share awards

The table below sets out details of outstanding share awards held by the Executive Directors.

Executive Director	Scheme	Grant date	Exercise price	No. of shares at 1 January 2021	Granted during the year	Vested during the year	Lapsed during the year	No. of shares at 31 December 2021	End of performance period	Vesting/ exercise date
Peter Duffy	LTIP	01/09/2020	Nil	236,555		-	-	236,555	31/12/2022	01/09/2023
		31/03/2021	Nil	-	378,062	-	-	378,062	31/12/2023	31/03/2024
Scilla Grumble	LTIP	28/03/2019	Nil	157,363	-	-	-	157,363	31/12/2021	28/03/2022
	LTIP	01/04/2020	Nil	203,400		-	-	203,400	31/12/2022	01/04/2023
	LTIP	31/03/2021	Nil	-	218,440	-	-	218,440	31/12/2023	31/03/2024
	Buy-out award	14/02/2019	Nil	22,178	-	(22,178)	-	0	n/a	Various ¹

¹ This award was made in connection with Scilla Grumble's recruitment to the Company to take account of compensation relinquished from her previous employer as a result of commencing employment with the Company. The total award was over 164,600 shares, and was subject to a vesting timeline (in line with the forfeited remuneration) as follows: 50,791 on 22 June 2019; 41,252 on 19 March 2020; 31,704 on 23 June 2020; 18,675 on 14 August 2020; 22,178 on 19 March 2021.

Performance graph (unaudited)

The following graph shows the cumulative total shareholder return of the Company over the last ten financial years relative to the FTSE 250 Index (excluding Investment Trusts). The Remuneration Committee considers the FTSE 250 Index (excluding Investment Trusts) to be an appropriate index for total shareholder return and comparison disclosure as it represents a broad equity market index in which the Company is a constituent member.

This graph shows the value, by 31 December 2021, of £100 invested in Moneysupermarket.com Group PLC on 31 December 2011 compared with the value of £100 invested in the FTSE 250 Index (excluding Investment Trusts) on the same date, assuming the reinvestment of dividends. The other points plotted are the values at intervening financial year ends.

Total remuneration for Chief Executive Officer (unaudited)

The total remuneration figures for the Chief Executive Officer during each of the last ten financial years are shown in the table below. The total remuneration figure includes the annual bonus based on that year's performance and LTIP awards based on three-year performance periods ending in the relevant year. The annual bonus payout and LTIP vesting level as a percentage of the maximum opportunity are also shown for each of these years.

Year ended 31 December	2012	2013	2014	2015	2016	2017	2017	2018	2019	2020	2020	2021
CEO	Peter Plumb	Peter Plumb	Peter Plumb	Peter Plumb	Peter Plumb	Peter Plumb	Mark Lewis	Mark Lewis	Mark Lewis	Mark Lewis	Peter Duffy	Peter Duffy
Total remuneration (£)	2,866,123	3,059,163	3,365,277	2,715,342	2,391,627	1,064,634	841,030	1,156,842	1,244,266	459,651	206,546	784,642
Annual bonus (% of maximum)	94%	83%	85%	95%	72%	60%	47%	61%	55.8%	n/a	n/a	18.8%
LTIP vesting (% of maximum)	94%	100%	98%	85%	81%	68%	n/a	n/a	9.6%	n/a	n/a	n/a

Pay ratio

The table below discloses the ratio of CEO pay for 2021, using the single total figure of remuneration ('STFR') of the CEO (as disclosed on page 100) to the comparable earnings of the rest of the employees in the Group, at a number of prescribed data points (25th, 50th and 75th percentiles).

Year	Method	25th percentile (P25) pay ratio	Median (P50) pay ratio	75th percentile (P75) pay ratio
2021	Option A	20:1	14:1	11:1
2020	Option A	19:1	14:1	10:1
2019	Option A	35:1	25:1	18:1
2018	Option A	35:1	24:1	17:1

Notes:

The ratios are calculated using option A in the disclosure regulations. The employees at the lower quartile, median and upper quartile (P25, P50, and P75, respectively) were determined based on total remuneration for 2021 using a valuation methodology consistent with that used for the CEO in the single figure table. This option was selected on the basis that it provided the most accurate means of identifying the median, lower and upper quartile employees. The calculation is undertaken on a full-time equivalent basis.

The total remuneration in respect of 2021 for the employees identified at P25, P50 and P75 is £39,105, £54,342, and £73,499 respectively. The base salary in respect of 2021 for the employees identified at P25, P50 and P75 is £36,790, £52,258, and £70,005 respectively.

The Committee considers pay ratios as one of many reference points when considering remuneration. Throughout the Company, pay is positioned to be fair and market competitive in the context of the relevant talent market, fairly reflecting market data and other relevant benchmarks for the role. The Committee notes the limited comparability of pay ratios across companies and sectors, given the diverse range of business models and employee population profiles which exist across the market. A significant proportion (over 70%) of the CEO's total remuneration is delivered in variable remuneration, and particularly via long-term share awards under the DBP and LTIP. In order to drive alignment with investors, the value ultimately received from LTIP awards is linked to stretching Company performance targets and long-term share price movement. As a result, the pay ratio is likely to be driven largely by the CEO's LTIP outcome and may therefore fluctuate significantly on a year-to-year basis.

Percentage change in the Directors' remuneration (unaudited)

The table below shows the percentage change in the Executive Directors and Non-Executive Directors's salary, benefits and annual bonus compared to that of the average percentage change for all employees of the Group for each of these elements of pay, in respect of the relevant financial year.

	Salary %	2021 Taxable benefits %	Annual bonus %	Salary %	2020 Taxable benefits %	Annual bonus %
Peter Duffy (appointed 1 September 2020)	0	5	100	2	0	(100)
Scilla Grimble	3	-1	100	2	0	(100)
Robin Freestone	0	-	-	2	-	-
Sally James	0	-	-	1	-	-
Sarah Warby	0	-	-	0	-	-
Caroline Britton	0	-	-	1	-	-
Supriya Uchil (appointed 1 March 2020)	0	-	-	-	-	-
James Bilefield (appointed 1 May 2020)	0	-	-	-	-	-
Lesley Jones (appointed 1 September 2021)	0	-	-	-	-	-
Other employees	3	3	100	3	2	(100)

All employees (excluding QC) have been selected in the comparator pool.

Remuneration Committee Report

Employee engagement

In 2021, the Group engaged directly with a representative group of employees to explain how executive remuneration aligns with wider Company pay policy. The Remuneration Committee reviews workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for Executive Director remuneration.

Relative importance of spend on pay (unaudited)

The following table shows the Company's actual spend on pay (for all employees) relative to dividends, tax and retained profits:

	2020	2021	change %
Staff costs (£m)	55.7	57.6	3
Dividends (£m)	62.8	62.8	0
Tax (£m)	18.5	18.1	-2
Profit after tax (£m)*	69.3	52.1	-25

* 2021 after adjusting for Non-controlling Interest of (£0.6m). Previously referred to as Retained Profits.

Consideration by the Directors of matters relating to Directors' remuneration

The Remuneration Committee comprises five Independent Non-Executive Directors: James Bilefield (Chair), Sally James, Caroline Britton, Sarah Warby and Supriya Uchil. Biographies of the members of the Remuneration Committee are set out on pages 66 to 67.

The Remuneration Committee's duties include:

- determining the policy for the remuneration of the Chair, Executive Directors and executive management;
- determining the remuneration package of the Chair, Executive Directors and executive management, including, where appropriate, bonuses, incentive payments and pension arrangements within the terms of the agreed framework and policy;
- ensuring the remuneration practices and policies for the wider workforce are aligned to our strategy and culture; and
- determining awards under the Company's long-term incentive schemes.

In 2021, we carried out the annual evaluation of the Remuneration Committee's effectiveness as part of an externally facilitated Board evaluation process. The outcome of the review determined that it continues to be effective in fulfilling its role and that actions implemented in response to previous reviews had been successfully implemented.

During 2021, the Remuneration Committee and the Company received advice from Deloitte LLP, who are independent remuneration consultants, in connection with remuneration matters including the Group's performance related remuneration policy. Deloitte LLP is a member of the Remuneration Consultants Group and is committed to that group's voluntary code of practice for remuneration consultants in the UK. Deloitte LLP has no other connection or relationship with the Group. During 2021, Deloitte LLP also provided services to the Group in respect of corporate tax and VAT advice and risk advisory work. The fees paid to Deloitte LLP for providing advice which materially assisted the Committee in relation to executive remuneration over the financial year under review was £21,450.

Outside appointments

Executive Directors are permitted to accept outside appointments on external boards so long as these are not deemed to interfere with the business of the Group. During 2021, Peter Duffy was a Non-Executive Director of Close Brothers Group plc and is President of ISBA – the UK trade body for leading British advertisers. Scilla Grimble was appointed as a Non-Executive Director of Taylor Wimpey plc with effect from 1 March 2021.

Statement of voting at general meeting

The following votes were received from shareholders in respect of the Directors' Remuneration Report at last year's Annual General Meeting and in respect of the Remuneration Policy at the 2020 Annual General Meeting:

	Remuneration Report (2021 AGM)		Remuneration Policy (2020 AGM)	
	Votes	%	Votes	%
Votes cast in favour ¹	424,628,000	99.22	355,091,953	92.38
Votes cast against	3,347,024	0.78	29,305,323	7.62
Total votes cast	427,975,044		384,397,276	
Abstentions ²	7,964		18,376,810	

¹ Includes Chair's discretionary votes.

² A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes validly cast.

This report was approved by the Board and signed on its behalf by:

James Bilefield
Chair of the Remuneration Committee
16 February 2022

Directors' Report

The Directors' Report sets out additional statutory information

Alice Rivers
Interim Company Secretary

Annual General Meeting

The Annual General Meeting ('AGM') of Moneysupermarket.com Group PLC (the 'Company') will be held at 1 Dean St, London, W1D 3RB on Thursday 5 May 2022 at 10.00am. The notice convening the meeting, with details of the business to be transacted at the meeting and explanatory notes is set out in a separate AGM circular which has been issued to all shareholders at the same time as this Report.

Dividend

The Directors recommend a final dividend of 8.61p (2020: 8.61p) per ordinary share in respect of the year ended 31 December 2021. If approved by shareholders at the forthcoming AGM, this will be paid on 12 May 2022 to shareholders on the register at close of business on 1 April 2022. The final dividend and the interim dividend of 3.10p per ordinary share paid in September 2021, gives a total dividend for the year of 11.71p (2020: 11.71p) per ordinary share (excluding the special dividend).

Issued share capital and control

As at 31 December 2021, the issued share capital of the Company was £107,372 comprising 536,861,647 ordinary shares of 0.02p each. Full details of the share capital of the Company and changes to share capital during the year are set out in note 21 to the Group Financial Statements on page 143.

The information in note 21 is incorporated by reference and forms part of this Directors' Report.

At the 2021 AGM, shareholders authorised the Directors to allot up to 357,450,000 ordinary shares in the capital of the Company. Directors will again seek authority from shareholders at the forthcoming AGM to allot up to 357,545,000 ordinary shares.

Holders of ordinary shares are entitled to receive dividends when declared, to receive the Company's Annual Report, to attend and speak at general meetings of the Company, to appoint proxies and to exercise voting rights.

On a show of hands at a general meeting of the Company, every holder of ordinary shares present in person or by proxy, and entitled to vote, has one vote and, on a poll, every holder of ordinary shares present in person or by proxy, and entitled to vote, has one vote for every ordinary share held. Electronic and paper proxy appointments and voting instructions must be received not later than 48 hours before the meeting. A holder of ordinary shares can lose the entitlement to vote and the right to receive dividends where that holder fails to comply with a disclosure notice issued under section 793 of the Companies Act 2006. There are no issued shares in the Company with special rights with regard to control of the Company.

The Company operates a Share Incentive Plan which entitles all employees to purchase ordinary shares in the Company using money deducted from their pre-tax salary. Plan shares are held in trust for participants by Equiniti Share Plan Trustees Limited ('Trustee').

Voting rights are exercised by the Trustee in accordance with participants' instructions. If a participant does not submit an instruction to the Trustee, no vote is registered. In addition, the Trustee does not vote on any unawarded or forfeit shares held under the Plan as surplus assets. As at the date of this report, the Trustee held 0.06% of the issued ordinary share capital in the Company.

The Company operates a Long-Term Incentive Plan ('Plan') and shares are held by the trustees, Ocorian Limited ('Ocorian'), pending vesting of the shares awarded under the Plan. Ocorian does not vote on any shares held in trust. As at the date of this Report, Ocorian held 0.04% of the issued ordinary share capital in the Company.

Full details of the rights and obligations attaching to the Company's share capital are contained in the Articles of Association.

All of the Company's share schemes contain provisions relating to a change of control. Outstanding options and awards normally vest and become exercisable on a change of control subject to satisfaction of any performance conditions at that time. Save in respect of provisions of the Company's share schemes, there are no agreements between the Company and its Directors or employees providing compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid.

The Company has entered into two significant agreements which would be terminable upon a change of control; the bank loan to fund the acquisition of Quidco and the extension of its credit facility agreement to October 2024, both with Barclays Bank PLC, the Bank of Ireland and Silicon Valley Bank.

Directors' Report continued

Restrictions on the transfer of securities

Whilst the Board has the power under the Articles of Association to refuse to register a transfer of shares, there are no restrictions on the transfer of shares other than:

- certain restrictions may from time to time be imposed by laws and regulations (for example, insider trading laws); and
- pursuant to the Listing Rules of the Financial Conduct Authority whereby certain Directors, officers and employees of the Group require the approval of the Company to deal in ordinary shares of the Company.

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

Authority to purchase own shares

The Company was authorised at the 2021 AGM to purchase up to 53,670,000 of its own shares in the market. No shares were purchased under this authority in 2021. Directors will seek authority from shareholders at the forthcoming AGM for the Company to purchase, in the market, up to 53,686,000 shares. The Directors have no present intention of conducting purchases of the Company's shares but consider it prudent to obtain the flexibility this authority provides. The Directors will only use this power after careful consideration, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will only purchase such shares after taking into account the effects on earnings per share and the interests of shareholders generally.

Substantial shareholders

As at 31 December 2021, the Company had been notified of the following holdings of voting rights in its shares under Rule 5 of The Disclosure Guidance and Transparency Rules of the Financial Conduct Authority:

Shareholder	No. of ordinary shares/voting rights notified	Percentage of ordinary share capital/voting rights notified
BlackRock, Inc	32,990,788	6.13
Massachusetts Financial Services Company	30,527,976	5.69
Prudential plc group of companies	27,199,962	5.07
Ameriprise Financial, Inc. and its group	27,061,089	5.04
Standard Life Investments (Holdings) Limited	25,417,919	4.74
FIL Limited	24,758,460	4.61
State Street Nominees Limited	20,581,165	3.84

Since 31 December 2021, the Company has been notified of the following holdings of voting rights in its shares:

Shareholder	No. of ordinary shares/voting rights notified	Percentage of ordinary share capital/voting rights notified
Massachusetts Financial Services Company	26,714,545	(4.97%)
Heronbridge Investment Management LLP	26,858,788	(5%)

Directors

The Directors who served during the financial year were as follows:

Director	Position	Service in the year ended 31 December 2021
Robin Freestone	Chair	Served throughout year
James Bilefield	Independent Non-Executive Director	Served throughout year
Caroline Britton	Independent Non-Executive Director	Served throughout year
Peter Duffy	Chief Executive Officer	Served throughout year
Scilla Grimble	Chief Financial Officer	Served throughout year
Sally James	Senior Independent Non-Executive Director	Served throughout year
Lesley Jones	Independent Non-Executive Director	Appointed 1 September 2021
Sarah Warby	Independent Non-Executive Director	Served throughout year
Supriya Uchil	Independent Non-Executive Director	Served throughout year

Their biographical details are set out on pages 66 to 67. Further details relating to Board and Committee composition are disclosed in the Corporate Governance Report and Committee Reports on pages 69 to 106.

The Articles of Association provide that a Director may be appointed by an ordinary resolution of shareholders or by the existing Directors, either to fill a vacancy or as an additional Director. All eligible Directors will retire and offer themselves for election or re-election at the 2022 AGM in accordance with the 2018 UK Corporate Governance Code.

The Executive Directors serve under rolling contracts that are terminable upon 12 months' notice from either party. The Non-Executive Directors serve under letters of appointment. Copies of service contracts and letters of appointment are available for inspection at the Company's registered office during normal business hours and will be available for inspection at the Company's AGM.

The Directors' Remuneration Report, which includes the Directors' interests in the Company's shares, is set out on pages 92 to 106. During the year, no Director had any material interest in any contract of significance to the Group's business.

Directors' powers

The Board of Directors may exercise all the powers of the Company subject to the provisions of relevant legislation, the Company's Articles of Association and any directions given by the Company in general meeting.

Directors' indemnities

During the financial year ended 31 December 2021 and up to the date of this Directors' Report, the Company has maintained appropriate liability insurance for its Directors and officers.

The Company has granted indemnities to each of its Directors and the Company Secretary to the extent permitted by law and its Articles of Association. These indemnities were in force throughout the year ended 31 December 2021 and remain in force as at the date of this Report in relation to certain losses and liabilities which the Directors or Company Secretary may incur in the course of acting as Directors, Company Secretary or employees of the Company or of any associated company. In addition, the Company grants similar indemnities to senior managers of the Group who are subject to the provisions of the Senior Managers and Certification Regime ('SM&CR').

Conflicts of interest

As permitted by the Companies Act 2006, the Company's Articles of Association enable Directors to authorise potential conflicts of interest. The Company has a formal procedure for notification and authorisation to be sought, prior to the appointment of any new Director or prior to a new conflict arising. This procedure enables non-conflicted Directors to impose limits or conditions when giving or reviewing authorisation. It also requires the Board to review the register of Directors' conflicts annually and on an ad hoc basis when necessary. The Board has complied with this procedure during the year.

Employees

The Group places considerable value on the involvement of its employees and uses a number of ways to engage with employees on matters that impact them and the performance of the Group. These include formal business performance updates by members of executive management for all employees, informal fortnightly vlogs from the CEO, regular update briefings for all employees, regular team meetings, the Group's intranet site and Teams channels which enable easy access to the latest information and policies, and the circulation to employees of results and other corporate announcements. This also helps to achieve a common awareness amongst employees of the financial and economic factors affecting the performance of the Group. The Board appointed Sarah Warby, one of our independent Non-Executive Directors, as our 'Employee Champion' in 2018 and has provided the opportunity for employees to engage directly with our Non-Executive Directors in order to give them the opportunity to understand more about our employees. Employees were also offered virtual breakfasts and coffees with members of the executive management and small group sessions with the Chief Executive Officer.

A robust employee engagement survey process is also in place to ensure that employees are given a voice in the organisation and that the Group can take action based on employee feedback. All employees are able to participate in the Company's Share Incentive Plan and Save As You Earn Scheme which give employees the opportunity to purchase ordinary shares in the Company. This helps to encourage employee interest in the performance of the Group. Further information on employee engagement can be found on page 50.

Equal opportunities

The Group is committed to providing equality of opportunity to all employees without discrimination and applies fair and equitable employment policies which seek to promote entry into and progression within the Group. Appointments are determined solely by application of job criteria, personal ability, behaviour and competency.

In 2021 the Group has continued to commit to the Race at Work Charter which we originally signed up to in 2020. This is a public commitment to prioritising action on race equity as part of the Group's Race Equity Plan. The plan includes a specific commitment at Board level to zero tolerance of racial harassment or bullying. This means that all allegations of racial bullying or harassment will be taken seriously, managed consistently and in line with the Group's Anti-Bullying and Harassment Policy, with formal action taken where necessary.

In the opinion of the Directors, all employee policies are deemed to be effective and in accordance with their intended aims.

Disabled persons have equal opportunities when applying for vacancies, with due regard to their skills and abilities. Procedures ensure that disabled employees are fairly treated in respect of training and career development. For those employees that become disabled during the course of their employment, the Group is supportive so as to provide an opportunity for them to remain with the Group, wherever reasonably practicable.

Borrowings

In October 2021, the Group entered into a new £50m amortising term loan that matures in October 2024. We also have a revolving credit facility ("RCF") of £90m, now extended to October 2024, with an accordion option to apply for up to £100m of additional funds during the term of the RCF. As at 31 December, the Group owed £50m on the term loan and £7.5m on the RCF.

Political donations

During the financial year ended 31 December 2021, the Group did not make any political donations (2020: £nil).

Post balance sheet events

There have been no events that either require adjustment to the Financial Statements or are important in the understanding of the Company's current position.

Auditor and disclosure of information

The Directors who held office at the date of this Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each such Director has taken all the steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

Auditor

The Board approved the Audit Committee's recommendation to put a resolution to shareholders recommending the reappointment of KPMG LLP as the Company's auditor, and KPMG LLP have indicated their willingness to accept reappointment as auditors of the Company. The audit partner was rotated in April 2020 in accordance with the FRC's Ethical Standard 3 (Revised).

The Audit Committee, in its recommendation, confirmed that: (1) the recommendation was free from influence by a third-party; and (2) no contractual term of the kind mentioned in Article 16(6) of the EU Regulation 537/2014 has been imposed on the Company.

A resolution proposing the reappointment of KPMG is contained in the notice of the forthcoming AGM and will be proposed to shareholders at that meeting.

Directors' Report continued

Reporting requirements

The following sets out the location of additional information forming part of the Directors' Report:

Reporting requirement	Location
Strategic Report – Companies Act 2006 s414A-D	Strategic Report on pages 2 to 63
DTR4.1.8R – Management Report – the Directors' Report and Strategic Report comprise the 'management report'	Directors' Report on pages 107 to 111 and the Strategic Report on pages 2 to 63
Likely future developments of the business and Group	Strategic Report on pages 2 to 63
Statement on corporate governance	Corporate Governance Report, Audit Committee Report, Risk Committee Report, Nomination Committee Report and Directors' Remuneration Report on pages 69 to 106
Details of use of financial instruments and specific policies for managing financial risk	Note 22 to the Group Financial Statements on page 143
The Board's assessment of the Group's internal control systems	Corporate Governance Report on pages 69 to 79, the Audit Committee Report on pages 84 to 89 and Risk Committee Report on pages 90 to 91
Greenhouse gas emissions	Sustainability and Stakeholder Engagement Report on page 40 to 63
Directors' remuneration including disclosures required by Schedule 5 and Schedule 8 of SI2008/410 – Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008	Directors' Remuneration Report on pages 93 to 106
Directors' responsibility statement	Directors' Responsibility Statement on page 111
Directors' interests	Directors' Remuneration Report on pages 93 to 106

The Strategic Report comprising the inside cover and pages 2 to 63 and this Directors' Report comprising pages 107 to 111 have been approved by the Board and are signed on its behalf by:

Alice Rivers

Interim Company Secretary
16 February 2022

A. Rivers

Registered office: Moneysupermarket House, St. David's Park, Ewloe, Chester CH5 3UZ

Directors' Responsibility Statement

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 international accounting standards in conformity with the requirements of the Companies Act 2006 and applicable law. In addition, the Group financial statements are required under the UK Disclosure Guidance and Transparency Rules to be prepared in accordance with International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union ("IFRSs as adopted by the EU"). They have elected to prepare the Parent Company financial statements in accordance with UK accounting standards and applicable law including, FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 their 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;
- for the Group financial statements state whether they have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union ("IFRSs as adopted by the EU");
- for the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Parent Company financial statements;
- 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 complies 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.

Each of the Directors whose names and functions are set out on pages 66 to 67 confirms 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 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.

In addition, the Directors 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.

Peter Duffy
Chief Executive Officer



Scilla Grimble
Chief Financial Officer



Independent Audit Report to the members of Moneysupermarket.com Group PLC

1. Our opinion is unmodified

We have audited the Financial Statements of Moneysupermarket.com Group PLC ("the Company") for the year ended 31 December 2021 which comprise the Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and the related notes including the accounting policies in note 2 to the Group Financial Statements, and the Company Balance Sheet and Company Statement of Changes in Equity, and the related notes including the accounting policies in note 1 to the Parent Company Financial Statements.

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 31 December 2021 and of the Group's profit for the year then ended;
- the Group Financial Statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the Parent Company Financial Statements have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- the Financial Statements 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 are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the Audit Committee.

We were appointed as auditor by the company before 9 July 2007. The period of total uninterrupted engagement is for the 15 financial years ended 31 December 2021. Prior to that we were also auditor to the Group's previous Parent Company, but which, being unlisted, was not a public-interest entity. We have fulfilled our ethical responsibilities under, and we remain independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

Overview

Materiality:	£4.2m (2020: £4.0m)	
Group Financial Statements as a whole	4.5% (2020: 4.6%) of Average Group profit before tax	
Coverage	95% (2020: 100%) of Group profit before tax	
Key audit matters	vs 2020	
Event driven	Valuation of intangible assets arising from the purchase of Maple Syrup Media Limited (Quidco)	NEW
Recurring risks	Recoverability of Parent Company's investment in subsidiary and debt due from Group entities	◀▶

2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the Financial Statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matters, in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the Financial Statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

	The risk	Our response
Valuation of intangible assets arising from the purchase of Maple Syrup Media Limited (Quidco) Customer related and market related intangible assets of £33.7m). Refer to pages 84 to 89 (Audit Committee Report), page 124 (accounting policy) and page 140 (financial disclosures).	Subjective estimate: On 1 November 2021, the Group acquired the entire share capital of Quidco for £104.6m. The Directors have identified, and recognised technology related (£10.6m), customer related (£21.2m) and market related (£12.5m) intangible assets. The valuation of such assets are inherently judgemental and we identified certain key assumptions supporting the valuation of customer related and market related intangible assets to contain significant estimation uncertainty, and judgement. These assumptions include the churn rate applied to the existing customer population at the date of acquisition for the customer related intangible asset, and the royalty rate applied for the market related intangible asset. The effect of these matters is that we determined that the recognition and valuation of intangibles has a high degree of estimation uncertainty, with consequent impact on goodwill, with a potential range of reasonable outcomes greater than our materiality for the Financial Statements as a whole.	Our procedures included: We performed the tests below rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described. • Assessing experts: Understanding the work of the external expert engaged by the Group by inspecting the engagement letter and making enquiries of the expert and evaluating their competence, capability and objectivity; • Our valuation expertise: With the assistance of our own valuation specialists, we challenged the completeness of intangible assets identified, assessed the appropriateness of the valuation methodologies and challenged the key assumptions applied for the intangible assets (and in particular the assumption details on the left); • Test of detail: Challenging the reasonableness of the assumptions, particularly the churn rate, by comparing to recent historical data and assessing the key factors driving the future customer behaviour. For the royalty rate, by comparing to relevant market benchmarks and assessing the transaction specific qualitative factors; • Sensitivity analysis: We assessed the sensitivity of the fair value of the customer related and market related intangible assets to changes in the churn rate and royalty rate; and • Assessing transparency: We considered the adequacy of the Group's disclosures in respect of the valuation of acquired intangible assets. Our results We found the valuation and the disclosures of intangibles arising from the purchase of Maple Syrup Media Limited to be acceptable.
Recoverability of Parent Company's investment in subsidiary and debt due from Group entities Investment in subsidiary (2021: £181.7 million; 2020: £181.7 million). Amounts due from subsidiary undertakings (2021: £223.3 million; 2020: £154.3 million).	Low risk, high value: The carrying amount of the Parent Company's investment in subsidiary and debt due from Group entities represents 99.8% (2020: 99.7%) of the Parent Company's total assets. Their recoverability is not a high risk of significant misstatement or subject to significant judgement. However, due to their materiality in the context of the Parent Company Financial Statements, this is considered to be the area that had the greatest effect on our overall Parent Company audit.	Our procedures included: We performed the tests below rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described. • Test of detail: We compared the carrying amount of the investment in subsidiary and debt due from Group entities with the subsidiary's draft balance sheet to identify whether its net assets, being an approximation of its minimum recoverable amount, was in excess of its carrying amount; • Assessing subsidiary audits: We assessed the work performed by the audit team on the subsidiaries and considering the results of that work on those subsidiaries' profits and net assets including assessing the liquidity of the assets and therefore the ability of the subsidiary to fund the repayment of the receivable; and • Comparing valuations: We compared the carrying amount of the investment and debt due from Group entities to the Group's market capitalisation to assess whether there are any indicators of impairment. Our results We found the Company's conclusion that there is no impairment of its investment in subsidiary and debt due from Group entities to be acceptable (2020: acceptable).

The degree of estimation subjectivity for the revenue accrual has reduced this year and we have not assessed this as a significant risk in our current year audit and, therefore, it is not separately identified in our report this year due to a change in the profile.

Independent Audit Report continued

3. Our application of materiality and an overview of the scope of our audit

Materiality for the Group Financial Statements as a whole was set at £4.2 million (2020: £4.0 million), determined with a reference to a benchmark of Group profit before tax, normalised by averaging over the last three years due to fluctuations in the business cycle, of £92.5 million (2020: Group profit before tax of £87.8 million), of which it represents 4.5% (2020: 4.6%).

Materiality for the Parent Company Financial Statements as a whole was set at £2.1 million (2020: £2.6 million), determined with a reference to a benchmark of Parent Company total assets of £406.0 million (2020: £337.0 million) of which it represents 0.5% (2020: 0.8%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the Financial Statements as a whole.

Performance materiality for the Group and Parent Company was set at 75% (2020: 75%) of materiality for the Financial Statements as a whole, which equates to £3.2 million (2020: £3.0 million) for the Group and £1.6 million (2020: £2.0 million) for the Parent Company. We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £0.21 million (2020: £0.20 million), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Of the Group's fifteen (2020: seven) reporting components, we subjected four (2020: five) to full scope audits for group purposes and one (2020: nil) to specified risk-focused audit procedures over accrued income, trade debtors, cash and other payables. The latter was not financially significant enough to require a full scope audit for group purposes, but did present specific individual risks that needed to be addressed. We conducted reviews of financial information (including enquiry) at a further ten non-significant components in the current year (2020: two) as they were not individually financially significant enough to require a full scope audit for group purposes. Work on all components, including the audit of the Parent Company, was performed by the Group team.

The components within the scope of our work accounted for the percentages illustrated to the right.

For the residual components, we performed analysis at an aggregated group level to re-examine our assessment that there were no significant risks of material misstatement within these.

The scope of our audit work performed was predominantly substantive as we placed limited reliance upon the Group's internal control over financial reporting.

4. The impact of climate change on our audit

In planning our audit, we have considered the potential impact of risks arising from climate change on the Group's business and its financial statements.

The Group has set out its commitments under the Paris Accord to be net zero by 2030. Further information is provided in the Group's Task Force for Climate-Related Financial Disclosures ('TCFD') recommended disclosures on pages 57 to 59.

As a part of our audit we have performed a risk assessment, including making enquiries of management, reading board meeting minutes and applying our knowledge of the Group and sector in which it operates to understand the extent of the potential impact of climate change risk on the Group's financial statements. Taking into account the nature of the business and the extent of the headroom in impairment testing, we have not assessed climate related risk to be significant to our audit this year. There was no impact on our key audit matters.

We have read the Group's TCFD in the front half of the annual report and considered consistency with the financial statements and our audit knowledge.

We have not been engaged to provide assurance over the accuracy of the climate risk disclosures set out on pages 57 to 59 in the Annual Report.

5. Going concern

The Directors have prepared the Financial Statements on the going concern basis as they do not intend to liquidate the Group or the Parent Company or to cease their operations, and as they have concluded that the Group's and the Parent Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the Financial Statements ("the going concern period").

We used our knowledge of the Group, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Group's and the Parent Company's financial resources or ability to continue operations over the going concern period. The risks that we considered most likely to adversely affect the Group's and the Parent Company's available financial resources and metrics relevant to debt covenants over this period were:

- The competitive environment and a reduction in consumer demands and impact of economic conditions (including the impact of COVID-19);
- The potential impact of a significant data breach or cyber-attack, the resulting fines and damage to brand strength and reputation; and
- The impact of regulatory changes and government policy reducing the availability of attractive products to customers.

We considered whether these risks could plausibly affect the liquidity or covenant compliance in the going concern period by assessing the Director's sensitivities over the level of available financial resources and covenant thresholds indicated by the Group's financial forecasts taking account of severe, but plausible adverse effects that could arise from these risks individually and collectively.

Our procedures included:

- Critically assessing assumptions in the base case and downside scenarios relevant to liquidity and covenant metrics, in particular by comparing to economic forecasts, approved budgets and our knowledge of the Group and the sector in which it operates;
- Assessing whether downside scenarios applied mutually consistent and severe assumptions in aggregate, using our assessment of the possible range of each key assumption and our knowledge of inter-dependencies;
- We also compared past budgets to actual results to assess the Directors' track record of budgeting accurately; and
- We evaluated the achievability of the actions the directors consider they would take to improve the position should the risks materialise, which included a reduction in the ordinary dividend payment, a reduction in operating expenses or the slowdown of capital expenditure, taking into account the extent to which the Directors can control the timing and outcome of these.

We also assessed the completeness and adequacy of the going concern disclosure. Our conclusions based on this work are:

- we consider that the Directors' use of the going concern basis of accounting in the preparation of the Financial Statements is appropriate;
- we have not identified, and concur with the Directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group's or the Parent Company's ability to continue as a going concern for the going concern period;
- we have nothing material to add or draw attention to in relation to the Directors' statement in note 2 to the Financial Statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Group and the Parent Company's use of that basis for the going concern period, and we found the going concern disclosure in note 2 to be acceptable; and
- the related statement under the Listing Rules set out on page 30 is materially consistent with the Financial Statements and our audit knowledge.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Parent Company will continue in operation.

6. Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of Directors, the Audit Committee, the Risk Committee, Internal Audit and inspection of policy documentation as to the Group's high-level policies and procedures to prevent and detect fraud, including the Internal Audit function, and the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board, Audit and Risk Committee meeting minutes.
- Considering remuneration incentive schemes and performance targets for Directors including the revenue growth, Adjusted EBITDA and adjusted earnings per share growth targets for remuneration.
- Using analytical procedures to identify any usual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

Independent Audit Report continued

As required by auditing standards, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls, in particular the risk that Group management may be in a position to make inappropriate accounting entries and the risk of bias in account estimates and judgements. On this audit we do not believe there is a fraud risk related to revenue because the degree of estimation subjectivity for the revenue accrual has reduced this year and revenue generated throughout the period converts to cash within a relatively short period.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.
- Evaluated the business purpose of significant unusual transactions.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the Financial Statements from our general commercial and sector experience, and through discussion with the Directors and other management (as required by the auditing standards), and discussed with the Directors and other management the policies and procedures regarding compliance with laws and regulations.

As the Group is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the Financial Statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the Financial Statements including financial reporting legislation (including related companies legislation), distributable profits legislation and tax legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related Financial Statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the Financial Statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: data protection law and laws and regulations of various bodies that regulate the Group's activities including the Competition and Market Authority (CMA), the Financial Conduct Authority (FCA), the Information Commissioners Office (ICO), the Office of Gas and Electricity (Ofgem) and the Office of Communications (Ofcom). Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

We assessed the legality of the distribution in the period by assessing the level of distributable profits.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the Financial Statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the Financial Statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

7. We have nothing to report on other information in the Annual Report

The Directors are responsible for the other information presented in the Annual Report together with the Financial Statements. Our opinion on the Financial Statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our Financial Statements audit work, the information therein is materially misstated or inconsistent with the Financial Statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and Directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the Strategic report and the Directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the Financial Statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Directors' remuneration report

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Disclosures of emerging and principal risks and longer-term viability

We are required to perform procedures to identify whether there is a material inconsistency between the Directors' disclosures in respect of emerging and principal risks and the Viability Statement, and the Financial Statements and our audit knowledge.

Based on those procedures, we have nothing material to add or draw attention to in relation to:

- the Directors' confirmation within the Viability Statement, page 31, that they have carried out a robust assessment of the emerging and principal risks facing the Group, including those that would threaten its business model, future performance, solvency and liquidity;
- the Principal Risks and Uncertainty disclosures describing these risks and explaining how they are being managed and mitigated; and
- the Directors' explanation in the Viability Statement of how they have assessed the prospects of the Group, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to review the Viability Statement, set out on page 31 under the Listing Rules. Based on the above procedures, we have concluded that the above disclosures are materially consistent with the Financial Statements and our audit knowledge.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our Financial Statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Group's and the Parent Company's longer-term viability.

Corporate governance disclosures

We are required to perform procedures to identify whether there is a material inconsistency between the Directors' corporate governance disclosures and the Financial Statements and our audit knowledge.

Based on those procedures, we have concluded that each of the following is materially consistent with the Financial Statements and our audit knowledge:

- the Directors' statement that they consider that the Annual Report and Financial Statements 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;
- the section of the Annual Report describing the work of the Audit Committee, including the significant issues that the Audit Committee considered in relation to the Financial Statements, and how these issues were addressed; and
- the section of the Annual Report that describes the review of the effectiveness of the Group's risk management and internal control systems.

We are required to review the part of the Corporate Governance Report relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified by the Listing Rules for our review. We have nothing to report in this respect.

Independent Audit Report continued

8. We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent 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.

We have nothing to report in these respects.

9. We have nothing to report on other information in the Annual Report

Directors' responsibilities

As explained more fully in their statement set out on page 111, the Directors are responsible for: the preparation of the Financial Statements including being satisfied that they give a true and fair view; 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; assessing the Group and Parent 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 they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities

10. The purpose of our audit work and to whom we owe our responsibilities

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.

Suvro Dutta (Senior Statutory Auditor)
For and behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

16 February 2022

Consolidated Statement of Comprehensive Income

for the year ended 31 December 2021

	Note	Year ended 31 December 2021 £m	Year ended 31 December 2020 £m
Revenue	4	316.7	344.9
Cost of sales		(93.8)	(115.4)
Gross profit		222.9	229.5
Distribution expenses		(29.5)	(34.3)
Administrative expenses		(120.0)	(108.2)
Operating profit	6	73.4	87.0
Profit on disposal of property, plant and equipment		0.1	-
Finance income	8	0.1	0.1
Finance expense	8	(2.1)	(2.1)
Share of post-tax loss of equity accounted investees	14	(0.6)	(0.7)
Change in fair value of financial instruments	16	(0.7)	3.5
Profit before tax		70.2	87.8
Taxation	9	(18.1)	(18.5)
Profit for the year		52.1	69.3
Other comprehensive income – items that will not be reclassified to profit and loss:			
Change in fair value of financial instruments	15	1.4	2.6
Total comprehensive income for the year		53.5	71.9
Profit/(loss) attributable to:			
Owners of the Company		52.7	69.3
Non-controlling interest	30	(0.6)	-
Profit for the year		52.1	69.3
Total comprehensive income attributable to:			
Owners of the Company		54.1	71.9
Non-controlling interest	30	(0.6)	-
Total comprehensive income for the year		53.5	71.9
All profit and other comprehensive income relate to continuing operations			
Earnings per share			
Basic earnings per ordinary share (p)	10	9.8	12.9
Diluted earnings per ordinary share (p)	10	9.8	12.9

Consolidated Statement of Financial Position

at 31 December 2021

	Note	31 December 2021 £m	31 December 2020 £m
Assets			
Non-current assets			
Property, plant and equipment	12	39.8	42.6
Intangible assets and goodwill	13	288.4	170.8
Equity accounted investments	14	-	2.6
Other investments	15	7.5	8.2
Total non-current assets		335.7	224.2
Current assets			
Derivative financial assets	16	-	3.5
Trade and other receivables	17	61.5	45.1
Prepayments		9.3	8.8
Cash and cash equivalents	22	12.5	23.6
Total current assets		83.3	81.0
Total assets		419.0	305.2
Liabilities			
Non-current liabilities			
Other payables	18	38.3	30.7
Borrowings	19	40.0	-
Deferred tax liabilities	20	25.3	11.4
Total non-current liabilities		103.6	42.1
Current liabilities			
Trade and other payables	18	90.1	54.6
Borrowings	19	17.5	-
Current tax liabilities		0.2	-
Total current liabilities		107.8	54.6
Total liabilities		211.4	96.7
Equity			
Share capital	21	0.1	0.1
Share premium		205.4	205.0
Reserve for own shares		(2.6)	(2.8)
Retained earnings		(64.7)	(57.2)
Other reserves		65.1	63.4
Equity attributable to the owners of the Company		203.3	208.5
Non-controlling interest	30	4.3	-
Total equity		207.6	208.5
Total equity and liabilities		419.0	305.2

The Financial Statements were approved by the Board of Directors and authorised for issue on 16 February 2022. They were signed on its behalf by:



Peter Duffy
Chief Executive Officer



Scilla Grimble
Chief Financial Officer

Consolidated Statement of Changes in Equity

for the year ended 31 December 2021

	Note	Share capital £m	Share premium £m	Reserve for own shares £m	Retained earnings £m	Other reserves £m	Equity attributable to the owners of the Company £m	Non-controlling interest £m	Total equity £m
At 1 January 2020		0.1	204.7	(2.9)	(63.4)	60.8	199.3	-	199.3
Profit for the year		-	-	-	69.3	-	69.3	-	69.3
Other comprehensive income for the year	15	-	-	-	-	2.6	2.6	-	2.6
Total comprehensive income for the year		-	-	-	69.3	2.6	71.9	-	71.9
Purchase of shares by employee trusts		-	-	(0.9)	-	-	(0.9)	-	(0.9)
Exercise of LTIP awards		-	-	1.0	(1.0)	-	-	-	-
New shares issued		0.0	0.3	-	-	-	0.3	-	0.3
Equity dividends	11	-	-	-	(62.8)	-	(62.8)	-	(62.8)
Share-based payments	24	-	-	-	0.7	-	0.7	-	0.7
At 31 December 2020		0.1	205.0	(2.8)	(57.2)	63.4	208.5	-	208.5
Profit/(loss) for the year		-	-	-	52.7	-	52.7	(0.6)	52.1
Other comprehensive income for the year	15	-	-	-	-	1.4	1.4	-	1.4
Total comprehensive income for the year		-	-	-	52.7	1.4	54.1	(0.6)	53.5
Acquisition of subsidiary with non-controlling interest		-	-	-	-	2.0	2.0	4.9	6.9
Purchase of shares by employee trusts		-	-	(0.3)	-	-	(0.3)	-	(0.3)
Exercise of LTIP awards		-	-	0.5	(0.5)	-	-	-	-
New shares issued		0.0	0.4	-	-	-	0.4	-	0.4
Equity dividends	11	-	-	-	(62.8)	-	(62.8)	-	(62.8)
Share-based payments	24	-	-	-	1.4	-	1.4	-	1.4
Realisation of fair value gains	15	-	-	-	1.7	(1.7)	-	-	-
At 31 December 2021		0.1	205.4	(2.6)	(64.7)	65.1	203.3	4.3	207.6

Reserve for own shares

The reserve for the Company's own ordinary shares comprises the cost of the Company's ordinary shares held by the Group through employee trusts. At 31 December 2021, the Group held 343,328 (2020: 337,281) ordinary shares at a cost of 0.02p per share (2020: 0.02p) through a Share Incentive Plan trust for the benefit of the Group's employees.

The Group also held 253,886 (2020: 303,473) shares through an Employee Benefit Trust at an average cost of 239.19p per share (2020: 273.39p) for the benefit of employees participating in the various Long Term Incentive Plan schemes.

	31 December 2021 £m	31 December 2020 £m
Other reserves		
Fair value reserve	6.4	4.7
Merger reserve	16.9	16.9
Revaluation reserve	41.8	41.8
Total	65.1	63.4

The fair value reserve of £6.4m (2020: £4.7m) represents amounts recognised in other comprehensive income in relation to the fair value uplift in investments and amounts recognised directly in equity in relation to the initial recognition of non-controlling interest.

The merger and revaluation reserve balances relate to the acquisition of Moneysupermarket.com Financial Group Limited by the Company. The merger reserve of £16.9m (2020: £16.9m) represents 45% of the book value of assets and liabilities transferred and the revaluation reserve of £41.8m (2020: £41.8m) represents 45% of the fair value of the intangible assets transferred, net of amounts recycled to retained earnings.

Consolidated Statement of Cash Flows

for the year ended 31 December 2021

	Note	Year ended 31 December 2021 £m	Year ended 31 December 2020 £m
Cash flows from operating activities			
Profit for the year		52.1	69.3
Adjustments to reconcile Group profit to net cash flow from operating activities:			
Amortisation of intangible assets	13	19.0	16.3
Depreciation of property, plant and equipment	12	4.5	4.5
Profit on disposal of property, plant and equipment		(0.1)	-
Share of post-tax loss of equity accounted investees	14	0.6	0.7
Change in fair value of financial instruments	16	0.7	(3.5)
Net finance costs	8	2.0	2.0
Equity-settled share-based payment transactions	24	1.4	0.7
Income tax expense	9	18.1	18.5
Change in trade and other receivables		3.6	(0.2)
Change in trade and other payables		(20.6)	0.2
Income tax paid		(15.6)	(24.6)
Net cash from operating activities		65.7	83.9
Cash flows from investing activities			
Interest received		0.1	0.1
Acquisition of property, plant and equipment		(0.6)	(1.8)
Acquisition of intangible assets		(9.2)	(8.8)
Acquisition of subsidiaries, net of cash acquired		(59.3)	-
Acquisition of investments		(0.7)	(7.1)
Proceeds from disposal of property, plant and equipment		0.4	-
Proceeds from disposal of investments		2.1	-
Net cash used in investing activities		(67.2)	(17.6)
Cash flows from financing activities			
Dividends paid	11	(62.8)	(62.8)
Proceeds from share issue		0.4	0.3
Purchase of shares by employee trusts		(0.3)	(0.9)
Proceeds from borrowings		105.6	55.0
Repayment of borrowings		(48.1)	(55.0)
Interest paid		(2.1)	(1.7)
Repayment of lease liabilities		(2.3)	(1.8)
Net cash used in financing activities		(9.6)	(66.9)
Net decrease in cash and cash equivalents		(11.1)	(0.6)
Cash and cash equivalents at 1 January		23.6	24.2
Cash and cash equivalents at 31 December	22	12.5	23.6

Changes in liabilities from financing activities

	Borrowings £m	Lease liabilities £m	Total £m
At 1 January 2020	-	34.4	34.4
Changes from financing cash flows			
Proceeds from borrowings	55.0	-	55.0
Repayment of borrowings	(55.0)	-	(55.0)
Interest paid	(0.7)	(1.0)	(1.7)
Repayment of lease liabilities	-	(1.8)	(1.8)
Total changes from financing cash flows	(0.7)	(2.8)	(3.5)
Other changes			
Interest expense	0.7	1.2	1.9
Balance at 31 December 2020	-	32.8	32.8
At 1 January 2021	-	32.8	32.8
Changes from financing cash flows			
Proceeds from borrowings	105.6	-	105.6
Repayment of borrowings	(48.1)	-	(48.1)
Interest paid	(1.2)	(0.9)	(2.1)
Repayment of lease liabilities	-	(2.3)	(2.3)
Total changes from financing cash flows	56.3	(3.2)	53.1
Other changes			
Interest expense	1.2	0.9	2.1
Lease liability adjustment	-	(0.5)	(0.5)
Acquisition of lease liabilities through business combinations	-	1.7	1.7
At 31 December 2021	57.5	31.7	89.2

Notes to the Consolidated Financial Statements

1. Corporate information

The Consolidated Financial Statements of Moneysupermarket.com Group PLC, a public company incorporated and domiciled in England (registered at MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ), and its subsidiaries (together referred to as the 'Group') for the year ended 31 December 2021, were authorised for issue in accordance with a resolution of the Directors on 16 February 2021. The Consolidated Financial Statements have been prepared in accordance with IFRS standards. The presentation currency of these Consolidated Financial Statements is sterling. All amounts in the Consolidated Financial Statements have been rounded to the nearest £100,000. The Company has elected to prepare its Company Financial Statements in accordance with FRS 102 – The Financial Reporting Standard applicable in the UK and Republic of Ireland; these are presented on pages 154 to 159.

The principal activity of the Group is to provide price comparison and lead generation services to customers across a wide range of products including money, insurance and home services through its websites.

2. Summary of significant accounting policies

The Group has consistently applied the following accounting policies to all periods presented in these Consolidated Financial Statements, unless mentioned otherwise.

Basis of preparation

The Consolidated Financial Statements are prepared on the historical cost basis, except where otherwise stated. Comparative figures presented in the Consolidated Financial Statements represent the year ended 31 December 2020.

Going concern

The Directors have prepared the consolidated financial statements on a going concern basis for the following reasons. As at 31 December 2021, the Group's external debt comprised an amortising loan repayable over three years (with a balance outstanding of £50m) and a revolving credit facility ('RCF'), (of which £7.5m of the £90m available was drawn down). No further amounts have been drawn down since the year end. The operations of the business have been impacted by COVID-19 and the current conditions affecting the energy market. However, the Group remains profitable, cash generative and compliant with the covenants of the bank loan and RCF.

The Directors have prepared cash flow forecasts for the Group, including its cash position, for a period of at least 12 months from the date of approval of the consolidated financial statements. The Directors have also considered the effect of COVID-19 and the current energy market conditions upon the Group's business, financial position, and liquidity in severe, but plausible, downside scenarios. The scenarios modelled take into account the potential impacts of COVID-19 and the current energy market conditions and include a base scenario derived from the Group's latest forecasts. The severe, but plausible, downside scenarios modelled, under a detailed exercise at a channel level, included minimal recovery over the period of the cash flow forecasts and in the most severe scenarios reflected some of the possible cost mitigations that could be taken. The impact these scenarios have on the financial resources, including the extent of utilisation of the available debt arrangements and impact on covenant calculations has been modelled. The possible mitigating circumstances and actions in the event of such scenarios occurring that were considered by the Directors included cost mitigations such as a reduction in the ordinary dividend payment, a reduction in operating expenses or the slowdown of capital expenditure. A reverse stress test has also been performed.

The scenarios modelled and the reverse stress test showed that the Group will be able to operate at adequate levels of liquidity for at least the next 12 months from the date of signing the consolidated financial statements. The Directors, therefore, consider that the Group has adequate resources to continue in operational existence for at least 12 months from the date of approval of the consolidated financial statements and have prepared them on a going concern basis.

Use of estimates and judgements

The preparation of Consolidated 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 period in which the estimate is revised and in any future periods affected.

Information about assumptions and estimation uncertainties at 31 December 2021 that may have a risk of resulting in an adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- Note 17 trade and other receivables (focusing on the accrued revenue that has not been received in cash at the balance sheet date)
Revenue accruals are calculated by applying revenue per transaction based on historic trends to the number of clicks tracked. See note 17 for details of assumptions and underlying estimates.

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Consolidated Financial Statements is included in the following notes:

- Note 13 intangible assets and goodwill (capitalisation of software and development costs)
- Note 14 equity accounted investments (determination of whether the joint arrangement is a joint venture or a joint operation)
- Note 29 acquisition of subsidiaries (valuation of intangible assets upon acquisition)

Changes in significant accounting policies

The Group has initially adopted Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) from 1 January 2021. The Group applied the Phase 2 amendments retrospectively. However, in accordance with the exceptions permitted in the Phase 2 amendments, the Group has elected not to restate comparatives for the prior periods to reflect the application of these amendments. Since the Group had no transactions for which the benchmark rate had been replaced with an alternative benchmark rate as at 31 December 2020, there is no impact on opening equity balances as a result of retrospective application.

Basis of consolidation

These Consolidated Financial Statements incorporate the Financial Statements of the Company and all 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 acquisition date is the date on which control is transferred to the acquirer. The Financial Statements of subsidiaries are included in the Consolidated Financial Statements from the date that control commences until the date that control ceases.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of the profit or loss and OCI of equity accounted investees, until the date on which significant influence or joint control ceases.

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated.

Non-controlling interest is measured at the proportionate share of the entity's net assets. On initial recognition this includes the proportionate share of the pre-acquisition net assets of Travelsupermarket Limited and the net assets arising on the acquisition of Icelolly Marketing Limited.

Accounting for business combinations

From 1 January 2010 the Group has applied IFRS 3 – Business Combinations (2008) in accounting for business combinations using the acquisition method. The change in accounting policy has been applied prospectively.

Acquisitions on or after 1 January 2010

For acquisitions on or after 1 January 2010, the Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent amount payable is recognised at fair value at the acquisition date. If the contingent amount is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent amount are recognised in profit or loss. Where the contingent amount is dependent on future employment, it is treated as a cost of continuing employment, and therefore is recognised as an expense over the relevant period.

Deferred consideration comprises obligations to pay specified amounts at future dates, i.e. there is no uncertainty about the amount to be paid. It is recognised and measured at fair value at the date of acquisition and it is included in the consideration transferred. The unwinding of any interest element or deferred consideration is recognised in the Income Statement.

Acquisitions between establishment of the Group (22 June 2007) and 1 January 2010

For acquisitions between 22 June 2007 and 1 January 2010, goodwill represents the excess of the cost of the acquisition over the Group's interest in the recognised amount (generally fair value) of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the excess was negative, a bargain purchase gain was recognised immediately in profit or loss.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connection with business combinations were capitalised as part of the cost of the acquisition.

Notes to the Consolidated Financial Statements continued

2. Summary of significant accounting policies continued

The Group was established via a series of transactions that occurred concurrently on 22 June 2007. These comprised the incorporation of the Company with Simon Nixon as sole shareholder, the acquisition by the Company using a share for share exchange of Simon Nixon's 45% interest in Moneysupermarket.com Financial Group Limited and the acquisition by the Company of all other shares in Moneysupermarket.com Financial Group Limited from third parties. The acquisition of Simon Nixon's shares was between two parties, being Simon Nixon and the Company, who were under common control at the time of the transaction. The acquisition was of an interest in a company which gave the investor a significant influence in the company and it was concluded that this arrangement was a common control transaction and not within the scope of IFRS 3 – Business Combinations.

As a result the Company accounted for this 45% interest in Moneysupermarket.com Financial Group Limited at original carrying value rather than fair value at the date of the acquisition. The acquisition of the remaining shares in Moneysupermarket.com Financial Group Limited was accounted for in accordance with IFRS 3 Business Combinations applying the accounting guidance for a business combination achieved in stages. This resulted in the fair value of the identifiable assets, liabilities and contingent liabilities of Moneysupermarket.com Financial Group Limited being recognised in full and the goodwill in respect of the acquisition from third parties being recognised.

Revenue

Revenue is derived from the Group's principal activity of providing price comparison and lead generation services on the internet. The Group generates fees from internet lead generation and commissions from brokerage sales through a variety of contractual arrangements.

Revenue is recognised when the Group has satisfied its performance obligations relating to a transaction. IFRS 15 – Revenue from Contracts with Customers requires the Group to allocate the transaction price to separate performance obligations within a contract.

The following table provides information about the nature and timing of the satisfaction of performance obligations and the related revenue recognition policies.

Type of sales transaction	Nature and timing of satisfaction of performance obligations	Revenue recognition policies
Price comparison services	The performance obligation is the provision of an internet lead to a provider's website.	Revenue is recognised in the period in which the lead is provided.
	The trigger for the transaction price to become receivable is usually a completed sale on the provider's website. However, for some contracts the trigger is the point at which the lead is provided.	At the period end an estimate of accrued revenue is made for leads provided that have resulted in completed sales. This is based on the volume of leads provided in the period, historic conversion rates and the expected price per completed sale.
	The transaction price is either a fixed amount per completed sale or a variable amount derived from the terms of the completed sale.	For some contracts, an estimate of accrued revenue is also made for leads that will result in completed renewals. This is based on expected renewal rates and premiums.
Cashback services	Revenue is generated from rendering services to the merchant. The performance obligation is the provision of an internet lead to a merchant's website.	Revenue is recognised in the period in which the lead is provided.
	The trigger for the transaction price to become receivable is a completed sale on the merchant's website.	At the period end an estimate of accrued revenue is made for leads provided that will result in completed sales. This is based on the volume of leads provided in the period, historic conversion rates and the expected price per completed sale.
	The transaction price is derived from the terms of the completed sale.	

From historical experience and post year end confirmation, the Group does not expect there to be a material difference between the revenue accrued at the year end and the amount subsequently billed. Also, given there is a large volume of low value transactions, the risk of a significant reversal in the amount of cumulative revenue recognised is unlikely.

Judgement is applied in defining the customer for the cashback services. The customer is the merchant and the service provided is the delivery of an internet lead onto their website. Accordingly, the cashback provided to members is not consideration payable to a customer and is recognised in cost of sales.

Cost of sales

The Group recognises associated costs of internet lead generation in the period that the lead is generated. Costs in respect of cashback and incentive payments made by the Group to users and members of our websites and revenue share for B2B partnerships are also included in cost of sales.

Unclaimed cashback balances in respect of Cashback members who have had no account activity for a consecutive 12 month period are released as a credit to cost of sales. This is in accordance with the terms and conditions agreed with members.

Advertising costs

The Group incurs costs from advertising via several different media. Costs associated with the production of adverts are recognised as an expense once the advert is aired or displayed.

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the Statement of Comprehensive Income on a straight-line basis over the estimated useful life of each part of an item of property, plant and equipment. Assets under construction are not depreciated until brought into use. The estimated useful lives are as follows:

Land and buildings	10-50 years
Plant and equipment (including IT equipment)	3 years
Office equipment	5 years
Fixtures and fittings	5 years

The useful lives and depreciation rates are reassessed at each reporting date and adjusted if appropriate.

Intangible assets and goodwill

Goodwill

Goodwill is measured at cost less any accumulated impairment losses, with the carrying value being reviewed for impairment at least annually, and whenever there is an indication that the carrying value may be impaired.

Other intangible assets

The cost of other intangible assets acquired in a business combination is fair value as at the date of acquisition. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. All the Group's intangible assets (other than goodwill) have been identified as having finite useful lives. As such, they are amortised on a straight-line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each reporting date and adjusted if appropriate. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Comprehensive Income. The estimated useful lives are as follows:

Market-related	10 years
Customer/member relationships	10 years
Technology	3 – 5 years

Internally generated and other intangible assets are amortised under the same method as noted above.

Market-related intangible assets are defined as those that are primarily used in the marketing or promotion of products and services, for example trademarks, trade names and internet domain names.

Customer-related intangible assets acquired by the Group consist of customer lists, customer contracts and relationships, and non-contractual customer relationships. For accounting purposes, customer relationships and customer lists have been identified separately. Relationships with high-profile customers provide the Group with prominence in the marketplace, create volume and traffic on the website, and enhance the reputation of the brand. Customer lists allow the Group to undertake targeted marketing activities.

Member relationships relate to the Cashback vertical and are deemed to have value as they provide direct access to potential leads that can be transferred to the merchants' websites.

Technology-based intangible assets relate to innovations and technical advances such as computer software, patented and unpatented technology, databases and trade secrets. Costs that are directly attributable to projects of a capital nature are recognised as technology-based intangible assets controlled by the Group and are recognised when the following criteria are met:

- it is technically feasible to complete the project so that it will be available for use;
- management intends to complete the project and use it;
- there is an ability to use or sell the project;
- it can be demonstrated how the project will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use output of the project is available; and
- the expenditure attributable to the project during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the project can include employee and contractor costs. Other development expenditures that do not meet these criteria, as well as ongoing maintenance and costs associated with routine upgrades and enhancements, are recognised as an expense as incurred.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Notes to the Consolidated Financial Statements continued

2. Summary of significant accounting policies continued

Financial instruments

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

Fixed asset and short term investments in equity securities held by the Group are classified as fair value through other comprehensive income ('FVOCI') – equity instruments and are stated at fair value, with any resultant gain or loss being recognised directly in other comprehensive income (in the fair value reserve).

Cash and cash equivalents comprise cash balances and call deposits.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ('FVTPL'), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

Financial assets

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

Financial assets – subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial instruments and contract assets

The Group recognises loss allowances for Expected Credit Losses ('ECLs') on financial assets measured at amortised cost. The Group measures loss allowances at an amount equal to lifetime ECLs. Loss allowances wholly relate to trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information. The Group uses an allowance matrix to measure the ECLs of trade receivables from individual customers and assumes that the credit risk of default on a financial asset has increased significantly if it is more than 120 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Financial liabilities – classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial asset

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Financial liability

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Fair value measurement

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The transaction is assumed to take place in the principal or, in its absence, the most advantageous market to which the Group has access at that date.

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates factors that market participants would take into account in pricing a transaction. In doing so, the Group consults with appropriate internal and external specialists to determine the fair valuation. Key assumptions are benchmarked against other comparable companies and sensitised to gain assurance that they fall within a reasonable range.

Impairment

Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed annually to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount is estimated.

For the purposes of impairment reviews, the recoverable amount of the Group's assets is taken to be the higher of their fair value less costs to sell and their value in use.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit ('CGU') exceeds its recoverable amount. Impairment losses are recognised in the Consolidated Statement of Comprehensive Income.

See note 13 for full disclosure of how goodwill and impairment losses are allocated across the CGUs.

Notes to the Consolidated Financial Statements continued

2. Summary of significant accounting policies continued

Employee benefits

Defined contribution plans

Obligations for contributions to defined contribution pension plans are recognised as an expense in the Consolidated Statement of Comprehensive Income as the related service is provided.

Share-based payment transactions

The Group's share schemes allow certain Group employees to acquire ordinary shares in the Company. The fair value of share awards made is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at the award date and spread over the period during which the employees become unconditionally entitled to the awards. The fair values of the share awards are measured using the Monte Carlo method for options subject to a market-based condition and the Black-Scholes model for all others, taking into account the terms and conditions upon which the awards were made. The amount recognised as an expense is adjusted to reflect the number of share awards expected to vest.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are recognised as an expense in the Consolidated Statement of Comprehensive Income as the related service is provided.

A provision is recognised for the amount expected to be paid under short-term cash bonus or deferred bonus plan if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The Group's deferred bonus plans currently do not have any ongoing performance obligations and are therefore provided for as described above in the period to which they related.

Finance income

Finance income comprises bank interest receivable.

Finance costs

Finance costs comprise interest charged on borrowings, leases recognised under IFRS 16 – Leases and the unwind of discount on deferred consideration.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. 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. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

Leased items are recognised on the balance sheet as an asset valued at its right-of-use and a corresponding liability that reflects the present value of future lease payments.

The asset is initially measured at its right-of-use value which reflects the total cost of lease payments, the direct costs incurred to bring the asset into use and an estimate of the cost that will be incurred when dismantling or uninstalling the item. The asset is then depreciated through the profit and loss account on a straight line basis over the contract term of the lease.

The liability is initially recognised at the present value of future lease payments using the discount rate implicit in the lease if it can be determined or otherwise using the incremental borrowing rate of the Group.

Leased items with a value of less than £5,000 and items leased over a term of less than 12 months are not recognised on the balance sheet as an asset and liability. The cost of lease payments is recognised in the profit and loss account as they fall due on an accrued basis.

Dividends

Dividends payable to the Company's shareholders are recognised as a liability and deducted from shareholders' equity in the period in which the shareholders' right to receive payment is established.

Taxation

Income tax expense comprises current and deferred tax. It is recognised in the Consolidated Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates in force for the year, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred tax liabilities are recognised at the expected future tax rate of the value of the intangible assets with finite lives which are acquired through business combinations representing the tax effect of the amortisation of these assets in future periods.

These liabilities will decrease in line with the amortisation of the related intangible assets, with the deferred tax credit recognised in the Statement of Comprehensive Income in accordance with IAS 12 – Income Taxes.

Research and development tax credits are accounted for as a government grant in accordance with IAS 20 – Accounting for Government Grants and Disclosure of Government Assistance. The credit is recognised once a reasonable estimate of the amount can be made.

Reserve for own shares

The Group has a number of equity-settled, share-based employee incentive plans. In connection with these, shares in the Company are held by an Employee Benefit Trust ('EBT'). The assets and liabilities of the EBT are required to be consolidated within these accounts as it is deemed to be under de facto control of the Group. The assets of the EBT mainly comprise Moneysupermarket.com Group PLC shares, which are shown as a deduction from total equity at cost.

Standards, amendments and interpretations issued but not yet effective

A number of new standards are effective for annual periods beginning after 1 January 2021 and earlier adoption is permitted; however, the Group has not early adopted the new or amended standards in preparing these Consolidated Financial Statements.

The following amended standards and interpretations are not expected to have a significant impact on the Group's Consolidated Financial Statements and are not effective for the current period. The below standards are those that are relevant to the Group.

Standard	Summary of changes
Amendments to IAS 1	Amendments to IAS 1 – Presentation of Financial Statements to update requirements on determining the classification of liabilities as current or non-current; and disclosure of material accounting policies rather than significant accounting policies. Effective date 1 January 2023.
Amendments to IAS 8	Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors to introduce a new definition of accounting estimates and clarifying the relationship between accounting policies and accounting estimates. Effective date 1 January 2023.
Amendments to IAS 12	Amendments to IAS 12 – Income Taxes to provide clarification of accounting treatment in relation to deferred tax assets and liabilities arising from a single transaction. Effective date 1 January 2023.

3. Acquisitions and disposals

CYTI (Holdings) Limited

On 28 January 2021, the Group acquired the remaining 72% of the share capital of CYTI (Holdings) Limited ("CYTI"). Prior to this the Group had held a 28% investment in CYTI which was accounted for as a joint venture. Since acquiring the remaining share capital, the Group has accounted for CYTI as a subsidiary undertaking.

Prior to joining the Group, CYTI was an existing white label partner in the Insurance vertical and the principal base of business is Belfast, UK.

Ice Travel Group Limited

On 1 July 2021, the Travelsupermarket business was transferred out of Moneysupermarket.com Limited into a newly incorporated, wholly owned subsidiary, Travelsupermarket Limited. On 1 September 2021, the entire share capital of Travelsupermarket Limited was transferred to Ice Travel Group Limited ("ITG"), a newly incorporated non-trading holding company, in exchange for 67% of the share capital of ITG. At this point ITG had also acquired 100% of the share capital of Icelolly Marketing Limited.

Icelolly Marketing Limited is the operator of an online holiday price comparison and deals website with a registered office in Leeds, UK.

Icelolly Marketing Limited and Travelsupermarket Limited are now both managed by ITG, bringing the expertise within the two companies together with greater scale, which should in turn help more customers by creating a stronger, broader travel comparison and deals service.

Maple Syrup Media Limited (Quidco)

On 1 November 2021, the Group acquired 100% of the share capital of Maple Syrup Media Limited (trading as Quidco), a leading consumer cashback business with a registered office in London, UK.

This acquisition has expanded the Group in line with our purpose of helping households save money. The cashback market is growing and profitable, with significant headroom for further growth.

Notes to the Consolidated Financial Statements continued

4. Revenue

All revenue is derived from the Group's principal activity and is generated in the UK.

	2021 £m	2020 £m
Revenue from price comparison services	306.1	344.9
Revenue from cashback services	10.6	-
Total revenue	316.7	344.9

5. Segmental information

Business segments

Below we report a measure of profitability at segment level that reflects the way performance is assessed internally. The Group has a number of teams, capabilities and infrastructure which are used to support all verticals e.g. data platform and brand marketing. These are shared costs of the Group rather than "central costs". We have concluded there is no direct or accurate basis for allocating these costs to the operating segments and therefore they are disclosed separately, which is how they are presented to the Chief Operating Decision Maker.

The Group's reportable segments are Insurance, Money, Home Services, Travel and Cashback. These segments represent individual trading verticals which are reported separately for revenue and directly attributable expenses. Net finance costs, share of loss of equity accounted investments, tax and net assets are only reviewed by the Chief Operating Decision Maker at a consolidated level and therefore have not been allocated between segments. All assets held by the Group are located in the UK.

Home Services now includes the B2C and B2B revenues and directly attributable expenses from Decision Tech brands, in line with the organisational changes implemented in the year and comparatives for Home Services have been restated on the same basis.

Following the acquisition of CYTI, the costs and revenues associated with this business are now included in the Insurance segment.

Travel is revenue and directly attributable expenses from TravelSupermarket prior to 1 September 2021 and then the combined Ice Travel Group thereafter.

Cashback is a new segment covering the revenue and directly attributable expenses from Quidco following its acquisition in the year.

The following summary describes the products and services in each segment.

Segment	Products and services
Insurance	Customer completes transaction for insurance policy on any of the following: provider website, our website or a telephone call.
Money	Customer completes transaction for money products such as credit cards, loans and mortgages on provider website.
Home Services	Customer completes transaction for home services products such as energy and broadband on provider website.
Travel	Customer completes transaction for travel products on provider website or our website.
Cashback	Customer completes transaction for retail, telecommunications, services and travel products with a cashback incentive on merchant website

Segment	Insurance £m	Money £m	Home Services £m	Travel £m	Cashback £m	Shared costs £m	Total £m
Year ended 31 December 2021							
Revenue	158.7	75.2	68.1	4.1	10.6	-	316.7
Directly attributable expenses	(64.0)	(24.4)	(34.9)	(5.0)	(8.8)	(79.1)	(216.2)
Adjusted EBITDA contribution	94.7	50.8	33.2	(0.9)	1.8	(79.1)	100.5
Adjusted EBITDA contribution margin	60%	68%	49%	(21%)	17%	-	32%
Depreciation and amortisation							(23.5)
Deal fees and associated costs							(3.6)
Profit on disposal of property, plant and equipment							0.1
Net finance costs							(2.0)
Share of loss of equity accounted investments							(0.6)
Change in fair value of financial instruments							(0.7)
Profit before tax							70.2
Taxation							(18.1)
Profit for the year							52.1

Segment	Insurance £m	Money £m	Home Services £m	Travel £m	Cashback £m	Shared costs £m	Total £m
Year ended 31 December 2020							
Revenue	172.9	62.8	103.2	6.0	-	-	344.9
Directly attributable expenses	(74.6)	(26.0)	(49.7)	(5.3)	-	(81.5)	(237.1)
Adjusted EBITDA contribution	98.3	36.8	53.5	0.7	-	(81.5)	107.8
Adjusted EBITDA contribution margin	57%	59%	52%	11%	-	-	31%
Depreciation and amortisation							(20.8)
Net finance costs							(2.0)
Share of loss of equity accounted investments							(0.7)
Change in fair value of financial instruments							3.5
Profit before tax							87.8
Taxation							(18.5)
Profit for the year							69.3

Adjusted EBITDA contribution margin is calculated by dividing adjusted EBITDA contribution by revenue.

Insurance adjusted EBITDA margin increased from 57% to 60% in the year, driven primarily by changes in our acquisition approach for key channels, as well as higher car conversion.

Money saw considerable revenue growth, exiting the year in line with 2019 run rates. Margin benefitted from improving conversion in cards and loans as lending criteria eased, resulting in a 9%pt increase in margin.

Home Services revenue declined significantly due to the collapse of energy switching in the second half. Contribution margin for the whole vertical declined slightly reflecting the growing mix of B2B revenue (where margins are structurally significantly lower) during the first half, and bad debt costs associated with the administration of several energy partners.

Travel moved into a loss due to continued COVID-19 disruption to the travel market which was particularly acute in the first half. It generated a small profit during the second half.

Margin for Cashback is significantly lower than other verticals as a large proportion of commission is paid out to members as cashback.

Shared costs declined slightly due to operational efficiencies and lower marketing costs which were partially offset by an increase in people costs.

6. Operating profit

Operating profit is stated after charging items detailed in the table below.

	2021 £m	2020 £m
Depreciation of property, plant and equipment	4.5	4.5
Amortisation of intangible assets	19.0	16.3
Auditor's remuneration:		
Audit of these Consolidated Financial Statements	0.3	0.2
Audit of subsidiaries' Financial Statements	0.3	0.2

Non-audit related services provided by KPMG constituted a review opinion on the financial statements for the six month period ended 30 June 2021 which amounted to £0.05m (2020: £0.05m).

Notes to the Consolidated Financial Statements continued

7. Staff numbers and cost

The average number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

	Number of employees 2021	Number of employees 2020
Technology and product operations	290	302
Administration	461	478
	751	780

The aggregate payroll costs of these persons were as follows:

	2021 £m	2020 £m
Wages and salaries	49.4	44.8
Compulsory social security contributions	5.5	5.0
Contributions to defined contribution plans	1.9	2.0
Share-based payment transactions	1.4	3.5
Social security contributions related to share awards and options	(0.6)	0.4
Capitalised staff costs	(4.0)	(4.2)
	53.6	51.5

8. Net finance expense

	2021 £m	2020 £m
Finance income		
Interest received on bank deposits	0.1	0.1
Finance expense		
Interest payable on revolving credit facility	(0.7)	(0.8)
Interest payable on bank loan	(0.2)	-
Interest payable on leases	(1.1)	(1.2)
Unwind of discount on deferred consideration	(0.1)	(0.1)
Total finance expense	(2.1)	(2.1)
Net finance expense	(2.0)	(2.0)

9. Taxation

	2021 £m	2020 £m
Current tax		
Current tax on income for the year	15.9	17.6
Adjustment in relation to prior period	(0.3)	0.3
	15.6	17.9
Deferred tax		
Origination and reversal of temporary differences	(1.1)	(0.8)
Adjustments due to changes in corporation tax rate	3.5	1.3
Adjustment in relation to prior period	0.1	0.1
	2.5	0.6
Taxation for the year	18.1	18.5

Reconciliation of the effective tax rate

In both the current and prior years the tax charge for the year is higher (2020: higher) than the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below.

	2021 £m	2020 £m
Profit before tax	70.2	87.8
Standard rate of tax at 19% (2020: 19%)	13.3	16.7
Effects of:		
Expenses not deductible for tax purposes	0.9	0.3
Investments chargeable to tax not included in reported profit before tax	0.3	-
Movement related to share based payments	0.2	0.5
Change in fair value of financial instruments	0.1	(0.7)
Impact of changes in tax rate	3.5	1.3
Adjustments in relation to prior periods	(0.2)	0.4
Taxation for the year	18.1	18.5

In March 2021, increases in the UK corporation tax rate from 19% to 25% (effective 1 April 2023) were substantively enacted. The deferred tax liability at the balance sheet date has been calculated based on a rate of 25%.

10. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the Company, by the weighted average number of ordinary shares outstanding during the year. The Company's own shares held by employee trusts are excluded when calculating the weighted average number of ordinary shares outstanding.

Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the Company, by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all dilutive potential ordinary shares into ordinary shares.

Earnings per share

Basic and diluted earnings per share have been calculated on the following basis:

	2021	2020
Profit after taxation attributable to the owners of the Company (£m)	52.7	69.3
Basic weighted average shares in issue (millions)	536.4	536.4
Dilutive effect of share-based instruments (millions)	0.1	0.1
Diluted weighted average shares in issue (millions)	536.5	536.5
Basic earnings per share (p)	9.8	12.9
Diluted earnings per share (p)	9.8	12.9

Adjusted basic and diluted earnings per share have been calculated as follows:

	2021 £m	2020 £m
Profit before tax	70.2	87.8
Adjusted for loss before tax attributable to non-controlling interest	0.7	-
Profit before tax attributable to the owners of the Company	70.9	87.8
Amortisation of acquisition related intangible assets	4.4	2.4
Amortisation of acquisition related intangible assets attributable to non-controlling interest	(0.1)	-
Deal fees and associated costs	3.6	-
Deal fees and associated costs attributable to non-controlling interest	(0.6)	-
Change in fair value of financial instruments	0.7	(3.5)
	78.9	86.7
Estimated taxation at 19% (2020: 19%)	(15.0)	(16.5)
Profit for adjusted earnings per share purposes	63.9	70.2
Basic adjusted earnings per share (p)	11.9	13.1
Diluted adjusted earnings per share (p)	11.9	13.1

Notes to the Consolidated Financial Statements continued

11. Dividends

	2021		2020	
	pence per share	Total £m	pence per share	Total £m
Declared and paid dividends on ordinary shares:				
Prior year final dividend	8.61	46.2	8.61	46.2
Interim dividend	3.10	16.6	3.10	16.6
Total dividend paid in the year	11.71	62.8	11.71	62.8
Proposed for approval (not recognised as a liability at 31 December):				
Final dividend	8.61	46.2	8.61	46.2

12. Property, plant and equipment

	Land and buildings £m	Plant and equipment £m	Office equipment £m	Fixtures and fittings £m	Total £m
Cost:					
At 1 January 2020	48.1	30.5	1.6	3.8	84.0
Additions	1.4	0.4	0.5	0.1	2.4
Disposals	-	(10.7)	(0.6)	(1.8)	(13.1)
At 31 December 2020	49.5	20.2	1.5	2.1	73.3
At 1 January 2021	49.5	20.2	1.5	2.1	73.3
Acquisitions through business combinations	1.7	0.4	-	-	2.1
Additions	-	0.6	0.0	0.0	0.6
Disposals	(1.6)	(0.5)	-	-	(2.1)
At 31 December 2021	49.6	20.7	1.5	2.1	73.9
Depreciation:					
At 1 January 2020	6.1	28.8	1.2	3.2	39.3
Depreciation for the year	3.7	0.3	0.1	0.4	4.5
Disposals	-	(10.7)	(0.6)	(1.8)	(13.1)
At 31 December 2020	9.8	18.4	0.7	1.8	30.7
At 1 January 2021	9.8	18.4	0.7	1.8	30.7
Depreciation for the year	3.6	0.6	0.1	0.2	4.5
Disposals	(0.6)	(0.5)	-	-	(1.1)
At 31 December 2021	12.8	18.5	0.8	2.0	34.1
Carrying value:					
At 31 December 2020	39.7	1.8	0.8	0.3	42.6
At 31 December 2021	36.8	2.2	0.7	0.1	39.8

Property, plant and equipment includes right-of-use assets of £25.4m (2020: £27.1m) related to leased properties that do not meet the definition of investment property (see note 25).

Details of acquisitions through business combinations can be found in note 29.

In the prior year, assets with a combined gross book value of £13.1m and a carrying value of £nil that were no longer in use were retired.

13. Intangible assets and goodwill

	Market related £m	Customer/ member relationship £m	Customer list £m	Technology related £m	Goodwill £m	Total £m
Cost:						
At 1 January 2020	155.3	69.3	2.3	108.7	212.6	548.2
Additions internally developed	-	-	-	9.2	-	9.2
Disposals	-	(69.3)	(2.3)	(16.4)	-	(88.0)
At 31 December 2020	155.3	-	-	101.5	212.6	469.4
At 1 January 2021	155.3	-	-	101.5	212.6	469.4
Acquisitions through business combinations	14.3	21.2	-	15.4	76.5	127.4
Additions internally developed	-	-	-	9.2	-	9.2
Disposals	-	-	-	(2.7)	-	(2.7)
At 31 December 2021	169.6	21.2	-	123.4	289.1	603.3
Amortisation:						
At 1 January 2020	146.8	69.3	2.3	77.6	74.3	370.3
Amortisation charge for the year	1.7	-	-	14.6	-	16.3
Disposals	-	(69.3)	(2.3)	(16.4)	-	(88.0)
At 31 December 2020	148.5	-	-	75.8	74.3	298.6
At 1 January 2021	148.5	-	-	75.8	74.3	298.6
Amortisation charge for the year	2.0	0.4	-	16.6	-	19.0
Disposals	-	-	-	(2.7)	-	(2.7)
At 31 December 2021	150.5	0.4	-	89.7	74.3	314.9
Carrying value						
At 31 December 2020	6.8	-	-	25.7	138.3	170.8
At 31 December 2021	19.1	20.8	-	33.7	214.8	288.4

Acquisitions through business combinations

Details of acquisitions through business combinations can be found in note 29.

Additions internally developed

Included within the technology related intangible assets are technology related intangible assets under development with a net carrying value of £5.6m (2020: £8.0m).

In order to accurately quantify the value of internally generated technology assets the Group undertakes project tracking to record the cost of both internal and contract staff wholly assigned to each project. Third party costs incurred are allocated to investment projects and recognised at purchase cost. This approach ensures that technology related intangible assets accurately reflect the cost of development. As highlighted in note 2, there is a degree of judgement regarding the recognition of costs incurred in developing technology related intangible assets. This is due to the asset recognition criteria being predicated on future economic benefit flowing from that asset. Management are confident however that any spend capitalised satisfies the criteria of IAS 38 – Intangible Assets and, where relevant, SIC-32 Intangible Assets – Web Site Costs. On an annual basis, or where an indication exists, the Group is required to assess its goodwill and intangible assets for impairment. See below for this assessment for goodwill and technology related assets.

Disposals

Disposals in the year include assets with a combined gross book value of £2.7m (2020: £88.0m) and carrying value of £nil (2020: £nil) that are no longer in use and have therefore been retired.

Goodwill

During 2007, the Group employed the services of an appropriately qualified and experienced independent third party to value the intangible assets acquired from Moneysupermarket.com Financial Group Limited. This valuation was used as the initial carrying value for these assets. Following the impairment charge taken against these assets in 2008, the market capitalisation of the Group approximated to the total carrying value of the goodwill, intangible and other non-current assets of the Group. At 31 December 2021, the market capitalisation exceeded the carrying value of the goodwill, intangible and other non-current assets, and net current assets by more than 100% (2020: more than 100%).

In August 2018, the Group acquired Decision Technologies Limited. The Group employed the services of an appropriately qualified and experienced independent third party to value the intangible assets acquired as part of the Decision Technologies Limited acquisition, which resulted in a goodwill balance of £30.7m.

Notes to the Consolidated Financial Statements continued

13. Intangible assets and goodwill continued

In 2021, the Group again employed the services of an appropriately qualified and experienced independent third party to value the intangible assets acquired as part of the acquisitions in the year. The goodwill arising on acquisitions during the year is summarised below:

Subsidiary	Date acquired	Cash generating unit	£m
CYTI (Holdings) Limited	January	Insurance	3.6
Ice Travel Group Limited	September	Travel	4.1
Maple Syrup Media Limited	November	Cashback	68.8
Total			76.5

The Group is required to allocate goodwill between its cash generating units ('CGUs') that represent the lowest level within the Group at which goodwill is monitored for internal management purposes. These CGUs are Insurance, Money, Home Services, Travel and Cashback. During the year the Decision Technologies business was integrated into the Home Services vertical. As Decision Technologies and the underlying Home Services vertical now operate from the same shared platform, they are no longer regarded as separate CGUs and its goodwill balance of £30.7m has been included in the Home Services goodwill balance. The Group has performed impairment testing at a CGU level.

Goodwill is allocated to each CGU as follows:

	31 December 2021 £m	31 December 2020 £m
Insurance	46.5	42.9
Money	33.2	33.2
Home Services	54.8	54.8
Travel	11.5	7.4
Cashback	68.8	-
Total	214.8	138.3

Impairment review by CGU and Group

For the current year, the recoverable amount of the acquisition related intangible assets and goodwill allocated to the respective CGUs was taken to be their value in use and was calculated by reference to the forecast cash flows.

The present value of the future cash flows has been calculated with the following key assumptions:

- Cash flows for years 1-3 for each CGU represent management's best estimate of future cash flows as at 31 December 2021, and are based upon the Group's approved long term planning model incorporating cost of sales, advertising and an allocation of overhead costs. The key assumptions underlying the plan relate to visitor volumes, source of visitors, revenue per transaction/visitor and marketing spend, which incorporate past experience. The forecast assumes continued growth during the course of the next 3 years, driven by new media campaigns, exploitation of the Group's data assets and further investments made in the core technology underpinning the Group's key channels. However, the forecast has taken into consideration the impact of COVID-19 and the impact of climate change, reflecting the downturn in trade and slower recovery rates across all channels. The forecast also takes into account the impact of the current conditions in the energy market on the Home Services vertical, where significant wholesale gas price increases and a regulatory cap on prices that can be charged to customers has effectively closed the energy switching market at the end of 2021.
- Cash flows beyond 3 years have been calculated as a perpetuity inclusive of an annual growth of 1.0% (2020: 1.0%) that is in line with the Office for Budget Responsibility (OBR) 5 year forecast for growth in the UK's Gross Domestic Product (GDP).
- A pre-tax discount rate of 13.5% (2020: 13.5%) has been used in the forecast for the Insurance and Money CGUs, which is based on the Group's weighted average cost of capital. Management believe this discount rate continues to reflect the return an investor in a company with the Group's risk profile would expect in the broader context of the investment market.
- A pre-tax discount rate of 16.5% (2020: 16.5%) has been used for Travel and Home Services which is also based on the Group's weighted average cost of capital plus a higher risk premium to reflect the impact of COVID-19 on the Travel sector and the current conditions in the energy market.
- Different CGUs face slightly different risk profiles due to macro-economic factors but this is not considered significant enough to justify more than a small adjustment to each discount rate of approximately +/- 1-3%. This includes the impact of COVID-19 on the Travel sector and the current issues in the energy market. Having completed some sensitivity analysis in this area the impact on the impairment review is not material.

A different set of assumptions may be more appropriate in future years dependent on changes to the macro-economic environment.

The analysis performed calculates that the recoverable amount of the assets allocated to the Insurance, Money, Home Services and Travel CGUs exceeds their carrying value by in excess of 100% (2020: in excess of 100%). No reasonably possible change to a key assumption would therefore result in an impairment.

The Cashback CGU was acquired in November 2021 (see note 29). The business was acquired on an arm's length basis and was independently valued at that date to have a fair value exceeding the fair value of identifiable net assets acquired, supporting the goodwill value recognised on the acquisition date. Since this business was acquired, no indicators of impairment have been determined which indicate that the acquired intangible assets may be impaired.

Group impairment testing

As explained in note 5, whilst the Group is able to allocate revenue between the CGUs, its cost base is reviewed by the Group's Chief Operating Decision Maker at a Group rather than CGU level, and a number of the significant costs which the Group incurs cannot be allocated either directly or on a reasonable and consistent basis to the CGUs that are each operating segment. Therefore the cash flows estimated for these CGUs include all of the Group's forecast segmental profit contributions and an allocation of the Group's forecast shared costs.

The Group has therefore also performed a further impairment test for the Group as a whole, in a manner consistent with previous years. In these calculations the Group is treated as one group of CGUs, and the test compared the carrying amount, including goodwill and other corporate assets, to the recoverable amount.

The recoverable amount has been estimated based on the present value of its future cash flows, which has been calculated with a set of assumptions consistent with those set out above in relation to the individual operating segment calculations.

The analysis performed calculates that the recoverable amount of the Group's assets exceeds their carrying value by in excess of 100% (2020: in excess of 100%), and as such, no impairment was identified.

The Group has completed sensitivity analysis as part of its impairment testing procedures by flexing both cash flow and discounting assumptions significantly. The headroom on goodwill is such that there are no foreseeable scenarios in which the Group would need to consider an impairment.

In conclusion, no reasonably possible change to a key assumption would result in an impairment (2020: same).

Impairment testing of technology related intangible assets

Technology related intangible assets in use by the Group are tested for impairment if there is an indication that the asset may be impaired. The Group also conducts annual impairment testing of significant technology related intangible assets under development and not yet available for use, in line with IAS 36 – Impairment of Assets (IAS 36.10). No indications of impairment have been identified.

14. Equity accounted investments

The carrying amounts of equity accounted investments as at 31 December 2021 was £nil (2020: £2.6m). The Group's share of post-tax loss of equity accounted investees for the year was £0.6m (2020: £0.7m). The prior year comparative includes £0.2m in respect of CYTI.

Podium

Podium Solutions Limited ('Podium') is a joint venture in which the Group obtained joint control and a 50% ownership interest on 26 March 2018. Podium is a financial technology business, principally engaged in developing digital solutions in the mortgages sector. Podium is not publicly listed and is registered at Fourth Floor, Market Square House, St James Street, Nottingham, Nottinghamshire, NG1 6FG.

Podium is structured as a separate vehicle and the Group has a residual interest in the net assets of Podium. Accordingly, the Group has classified its interest in Podium as a joint venture. The following table reconciles the summarised financial information of Podium to the carrying amount of the Group's interest in Podium.

	31 December 2021	31 December 2020
Percentage ownership interest	50%	50%
	31 December 2021 £m	31 December 2020 £m
Net liabilities (100%)	(2.3)	(1.6)
Group's share of net liabilities (50%)	(1.2)	(0.8)
Loss for period (100%)	(0.9)	(1.3)
Investment in joint venture	1.6	1.0
Group's share of loss brought forward (50%)	(1.0)	(0.5)
Group's share of loss for period (50%)	(0.6)	(0.5)
Carrying amount of interest in joint venture	-	-

During the year the Group has invested a further £0.6m in Podium, maintaining its 50% shareholding.

CYTI

On 28 January 2021, the Group acquired the remaining 72% of the share capital of CYTI (Holdings) Limited ("CYTI") and therefore CYTI is now accounted for as a subsidiary and fully consolidated into the Group accounts. See notes 3 and 29 for further details. At 31 December 2020, the carrying value in the CYTI investment was £2.6m.

Notes to the Consolidated Financial Statements continued

15. Other investments

The carrying amounts of other investments as at 31 December 2021 are shown in the table below. The investments are held at fair value (see note 22).

Investments in equity securities	Truelayer Limited £m	Flagstone Investment Management Limited £m	By Miles Ltd £m	Plum Fintech Limited £m	Total £m
At 1 January 2020	1.4	2.5	1.0	0.4	5.3
Additions in the year	-	0.3	-	-	0.3
Fair value uplift	-	0.8	1.6	0.2	2.6
At 31 December 2020	1.4	3.6	2.6	0.6	8.2
At 1 January 2021	1.4	3.6	2.6	0.6	8.2
Disposals in the year	(2.1)	-	-	-	(2.1)
Fair value uplift	0.7	-	-	0.7	1.4
At 31 December 2021	-	3.6	2.6	1.3	7.5

In May 2021, the Group disposed of its investment in Truelayer, receiving sales proceeds on an arm's length basis of £2.1m. This resulted in a fair value uplift immediately prior to disposal of £0.7m which was recognised as other comprehensive income. On disposal, £1.7m of fair value gains were transferred from the fair value reserve (in other reserves) to retained earnings.

Sensitivity analysis

For the fair value of investments, a 5% movement in share price would have an effect of £0.4m (2020: £0.4m) on the total value.

16. Derivative financial assets

	31 December 2021 £m	31 December 2020 £m
Call option	-	3.5

At 31 December 2020, the Group had a call option to acquire the remaining 72% share capital of CYTI (Holdings) Limited ('CYTI'). The call option had an exercise date of between 1 January 2021 and 31 December 2023 and was measured at its fair value at the 31 December 2020 balance sheet date.

In January 2021, the Group exercised the call option and purchased CYTI (Holdings) Limited comprising £1.0m cash, the fair value of the option and the fair value of the 28% held at acquisition date. As part of the acquisition during the current year the initial investment was adjusted to its fair value resulting in a charge to the income statement of £0.7m (see note 29).

17. Trade and other receivables

	31 December 2021 £m	31 December 2020 £m
Trade and other receivables	61.5	45.1

All receivables fall due within one year.

From historical experience and post year end confirmation, the Group expects any differences between the amounts accrued at year end and those amounts subsequently billed to be not materially different. The under and over estimates on accrued revenue are typically in a region of -1% to + 3%, historically this has been an under estimate of accrued revenue. A -1% to + 3% difference on the £47.3m revenue accrual (2020: £33.5m) would equate to approximately (£0.5m) to £1.4m (2020: (£0.3m) to £1.0m).

The assumptions used to calculate the revenue accrual have been disclosed within note 2.

At 31 December 2021, trade receivables are shown net of a provision for credit losses of £1.6m (2020: £0.2m), which represents a judgement made by management of which receivables balances are unlikely to be recovered taking into consideration the ageing of the debt, evidence of poor payment history or financial position of a particular customer. The balance is largely related to energy providers who have ceased trading in the year.

Movements in the provision for credit losses were as follows:

	31 December 2021 £m	31 December 2020 £m
At 1 January	0.2	0.2
Provisions made in the year	1.6	0.3
Provisions utilised in the year	(0.2)	(0.3)
At 31 December	1.6	0.2

As at 31 December, the analysis of trade and other receivables that were past due but not impaired is as follows:

	Total £m	Neither past due nor impaired £m	Past due not impaired				
			0-30 days £m	30-60 days £m	60-90 days £m	90-120 days £m	>120 days £m
At 31 December 2020	45.1	38.6	4.9	1.1	0.3	0.2	0.0
At 31 December 2021	61.5	53.9	4.5	2.2	0.7	0.2	0.0

The Group's standard payment terms are typically 15 days (2020: 15 days)

18. Trade and other payables

Non-current

	31 December 2021 £m	31 December 2020 £m
Deferred consideration	9.8	-
Lease liabilities	28.5	30.7
Other payables	38.3	30.7

The £9.8m non-current element of deferred consideration, which relates to Quidco, has been discounted to its present value and the unwind is treated as a finance cost.

Current

	31 December 2021 £m	31 December 2020 £m
Trade payables	35.9	42.1
Non-trade payables and accrued expenses	2.3	9.3
Other payables	43.5	-
Lease liabilities	3.2	2.1
Deferred income	0.4	0.3
Deferred consideration	4.8	0.8
Trade and other payables	90.1	54.6

As a result of click based revenue being recognised in the period that the lead is generated, an accrual for the cost of sales, such as partner revenue share agreements, relating to the revenue accrued at the year end date (see note 17) is included within trade payables.

Other payables relate to amounts due to Cashback members. This balance is net of an estimated cancellation rate (i.e. clicks which do not result in completed sales), based on historical data and therefore reflects the amount that is expected to be payable. A +/-3ppt change in this cancellation rate would equate to approximately £0.5m. This balance is payable once the sale has been completed, the cash has been received from the merchant and the member has requested payment.

Notes to the Consolidated Financial Statements continued

19. Borrowings

Non-current

	31 December 2021 £m	31 December 2020 £m
Loan	40.0	-

Current

	31 December 2021 £m	31 December 2020 £m
Revolving credit facility	7.5	-
Loan	10.0	-
Borrowings	17.5	-

In October 2021, in order to fund the acquisition of Maple Syrup Media Limited (t/a Quidco), a new £50m loan facility was agreed and the Group's existing revolving credit facility ('RCF') was extended to October 2024. As part of the new facility arrangements, Silicon Valley Bank ('SVB') was added as a lender alongside our existing lenders Barclays Bank PLC ('Barclays') and Bank of Ireland ('BOI'). The RCF continues to provide £90m in committed funds with £47m now provided by Barclays, £38m by BOI and £5m by SVB. The loan is repayable over 3 years and is funded £28m by Barclays, £7m by BOI and £15m by SVB.

Following the cessation of LIBOR, interest is now payable on the facilities at a rate of SONIA plus an applicable margin rate based on the adjusted leverage of the Group. As at 31 December 2021, the Group had £50.0m (2020: £nil) drawn down on the new loan facility and £7.5m (2020: £nil) drawn down on the RCF. The remaining balance of the upfront arrangement fees, totalling £0.4m, is held within prepayments.

20. Deferred tax liabilities

Deferred tax assets and liabilities are attributable to the following:

	31 December 2021 £m	31 December 2020 £m
Intangible assets and goodwill relating to acquisitions	12.2	1.0
Goodwill related to MoneySavingExpert.com	13.3	10.3
Share schemes	(0.2)	(0.2)
Accelerated capital allowances	0.4	0.3
Losses	(0.4)	-
Deferred tax liability	25.3	11.4

The following table illustrates the movement in the deferred tax liabilities during the year:

	2021 £m	2020 £m
At 1 January	11.4	10.8
Temporary differences on:		
Intangible assets and goodwill relating to acquisitions	11.2	(0.1)
Goodwill related to MoneySavingExpert.com	3.0	0.9
Share schemes	-	(0.1)
Accelerated capital allowances	0.1	(0.1)
Losses	(0.4)	-
At 31 December	25.3	11.4

Deferred tax liabilities arose from the creation of the intangible assets and goodwill upon the acquisition of Moneysupermarket.com Financial Group Limited, MoneySavingExpert.com Limited, CYTI (Holdings) Limited, Ice Travel Group Limited and Maple Syrup Media Limited.

Deferred tax assets arise on share option schemes based on the expected tax deduction on vesting. Deferred tax assets have also been recognised for unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities have been calculated at the applicable tax rate enacted at the balance sheet date of 25%.

21. Called up share capital

The nominal value of ordinary shares is 0.02p. The holders of ordinary shares are entitled to returns of capital, receive a dividend and vote.

Issued and fully paid

Number of ordinary shares	2021	2020
At the beginning of the year	536,700,541	536,576,579
Issued on exercise of SAYE options	161,106	123,962
At the end of the year	536,861,647	536,700,541

Nominal value of ordinary shares	2021 £	2020 £
At the beginning of the year	107,340	107,315
Issued on exercise of SAYE options	32	25
At the end of the year	107,372	107,340

The Group operates a Long Term Incentive Plan under which conditional nil cost awards of ordinary shares in the Company have been made to certain Directors and employees of the Group, and an HMRC approved Save As You Earn scheme ('Sharesave') is eligible to all employees (see note 24).

22. Financial instruments

Interest rate risk

The Group invests its cash in a range of cash deposit accounts with UK banks. Interest earned therefore closely follows movements in the Bank of England base rate. A movement of 1% in this rate would result in a difference in annual pre-tax profit of £0.1m (2020: £0.2m) based on Group cash, cash equivalents and financial instruments at 31 December 2021. At the balance sheet date, £5.3m was invested with Barclays Bank (2020: £15.7m was invested with Lloyds Banking Group), this being the most invested with any one bank.

Fair values

The Group's financial assets and liabilities are principally short-term in nature, and therefore their fair value is not materially different from their carrying value. The valuation method for the Group's financial assets and liabilities can be defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

All investments and derivatives fall under Level 3 as the fair value is measured using the latest unquoted share price of recent transactions, with updates made as required considering market conditions at year end. A reconciliation is provided in note 15. All other financial assets and liabilities are held at amortised cost and other financial liabilities respectively in accordance with IFRS 9 – Financial Instruments. There have been no transfers between levels in the year.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values.

Effective interest rates

In respect of interest-earning financial assets, the following table indicates their effective interest rates at the year end date:

	31 December 2021		31 December 2020	
	Effective interest rate	£m	Effective interest rate	£m
Cash and cash equivalents	0.07%	12.5	0.26%	23.6

Notes to the Consolidated Financial Statements continued

22. Financial instruments continued

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating risk of financial loss from default. The Group's exposure is continuously monitored by the credit control team and finance management.

Of the top 75% of the Group's providers by revenue, approximately 26% (2020: 24%) of these are UK quoted companies with the remainder being a mixture of larger UK independent companies and overseas owned or quoted companies. At the balance sheet date, the five largest trade receivables, by provider, accounted for 20% (2020: 25%) of the total trade receivables balance of £61.5m (2020: £45.1m) and the largest individual balance was £4.8m (2020: £2.9m).

The Group does not consider it has any material contracts with providers in any one channel.

Liquidity risk

Liquidity risk refers to the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities. The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows. Details of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risks are set out below:

	31 December 2021 £m	31 December 2020 £m
Unsecured borrowings facilities		
– amount drawn	57.5	–
– amount undrawn	82.5	90.0

For details of the Group's unsecured borrowings facilities see note 19.

The covenants in place in relation to the facilities are outlined below:

Adjusted leverage is calculated by dividing adjusted EBITDA over net debt, which consists of cash less borrowings, lease liabilities and deferred consideration. Interest cover is calculated by dividing adjusted EBITDA over net finance charges. The Group continues to have significant headroom over the covenants.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

			Contractual cash flows				
31 December 2021	Carrying amount £m	Total £m	< 2 months £m	2 – 12 months £m	1 – 2 years £m	2 – 5 years £m	> 5 years £m
Non derivative financial liabilities							
Deferred consideration	14.6	(14.6)	(0.9)	(3.9)	(9.8)	–	–
Trade payables	35.9	(35.9)	(35.9)	–	–	–	–
Borrowings	57.5	(57.5)	(7.5)	(10.0)	(10.0)	(30.0)	–
Lease liabilities							
– Undiscounted cash flows	37.8	(37.8)	(0.7)	(3.5)	(3.8)	(11.1)	(18.7)
– Discounting	(6.1)	6.1	0.2	0.9	0.9	2.3	1.8
At 31 December 2021	139.7	(139.7)	(44.8)	(16.5)	(22.7)	(38.8)	(16.9)

			Contractual cash flows				
31 December 2020	Carrying amount £m	Total £m	< 2 months £m	2 – 12 months £m	1 – 2 years £m	2 – 5 years £m	> 5 years £m
Non derivative financial liabilities							
Deferred consideration	0.8	(0.8)	–	(0.8)	–	–	–
Trade payables	42.1	(42.1)	(42.1)	–	–	–	–
Lease liabilities							
– Undiscounted cash flows	39.8	(39.8)	(0.5)	(2.6)	(3.8)	(10.9)	(22.0)
– Discounting	(7.0)	7.0	0.1	0.9	1.0	2.5	2.5
At 31 December 2020	75.7	(75.7)	(42.5)	(2.5)	(2.8)	(8.4)	(19.5)

The lease liability cash flows are spread evenly between 2-5 years.

Managing interest rate benchmark reform and associated risks

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (IBORs) with alternative nearly risk-free rates (referred to as 'IBOR reform'). The Group has exposures to IBORs on its financial instruments that will be replaced or reformed as part of these market-wide initiatives. The Group's main IBOR exposure at 31 December 2020 was indexed to sterling LIBOR. The alternative reference rate for sterling LIBOR is the Sterling Overnight Index Average (SONIA) rate. The Group's exposure to LIBOR indexed financial instruments related to the Group's rolling credit facility. During the year, the terms of the facility were renegotiated and the interest rate was instead benchmarked against SONIA. Due to this, the Group's exposure to interest rate benchmark reform and associated risks is now minimal.

23. Group management of capital

The Group's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In assessing the level of capital all components of equity are taken into account, i.e. share capital, retained earnings and reserves (where applicable). The table below summarises the carrying value of each component.

Carrying value	As at 31 December 2021 £m	As at 31 December 2020 £m
Share capital	0.1	0.1
Retained earnings and reserves	203.2	208.4
Non-controlling interest	4.3	-
Total	207.6	208.5

In line with internal capital management requirements, the Group manages its cash balances by, where possible, depositing them with a number of financial institutions to reduce credit risk. The table below summarises the credit rating of each financial institution that held cash at 31 December 2021.

Credit rating	2021	2020
Barclays Bank Plc	A	A
Lloyds Bank Plc	A	A+
HSBC Bank Plc	AA-	AA-
Natwest Bank Plc	A	-
Silicon Valley Bank	BBB+	-

One way in which the Group manages capital is utilising the revolving credit facility, as set out in note 19.

Management of capital focuses around the Group's ability to generate cash from its operations. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to raise funds. The Group believes it is meeting its objectives for managing capital as funds are available for reinvestment where necessary as well as being in a position to make returns to shareholders where this is felt appropriate.

There were no changes to the Group's approach to capital management during the year.

24. Share-based payments

Share Incentive Plan scheme ('SIP')

Upon listing, the Company granted £3,000 of ordinary shares at the price of £1.70 per ordinary share to each eligible employee free of charge. If an employee left within one year of listing, all these ordinary shares were forfeit; between one and two years of listing, 50% were forfeit; between two and three years of listing, 20% were forfeit; and after three years of listing, none were forfeit. 948,184 shares were issued under the Share Incentive Plan scheme in 2007. On 31 July 2010 eligible employees became entitled to receive their allocation of free shares. There are 31 active participants (2020: 35) in the HMRC approved SIP scheme, who can subscribe for up to £150 of shares each month. During the year, 8,477 shares were subscribed for by SIP participants (2020: 7,264). 2,430 (2020: 1,769) shares have been withdrawn from the trust by employees during the period. A further 21,771 free shares (2020: 21,771) and 80,282 partnership shares (2020: 74,235) are held in trust along with 241,275 (2020: 241,275) unallocated shares, bringing the total number of shares that remain in trust to 343,328 (2020: 337,281).

Long-Term Incentive Plan scheme ('LTIP')

Each year conditional awards are made over ordinary shares under the Moneysupermarket.com Group PLC Long Term Incentive Plan ('LTIP') schemes to senior employees. Under each scheme, the awards vest at the end of a three year period dependent on certain performance criteria being met outlined below:

- achievement of a specified average growth rate in adjusted earnings per share at the end of the vesting period;
- the total shareholder return ('TSR') of the Company relative to a comparator group of defined companies; and/or
- group revenue performance

Notes to the Consolidated Financial Statements continued

24. Share-based payments continued

Conditional awards are made over ordinary shares under the Moneysupermarket.com Group PLC Restricted Share Award Plan ('RSA') schemes to senior employees over either one or two years. Under the two year schemes, 50% of the award vests at the end of a one year period and 50% of the award vests at the end of a two year period. Vesting on all schemes is subject to the participant being employed on the relevant vesting date, and not, on or prior to that vesting date, having been issued with or having given notice to terminate employment with the Group.

The table below summarises the current LTIP and RSA schemes and the performance criteria elements:

	2021 LTIP	2021 RSA	2020 LTIP	2019 LTIP	2018 LTIP	2018 RSA
Number of ordinary shares	1,880,072	401,243	1,644,847	1,514,690	1,722,223	346,628
Performance criteria:						
- Adjusted earnings per share (%)	50	-	50	80	80	-
- Total shareholder return (%)	20	-	20	20	20	-
- Revenue performance (%)	30	-	30	-	-	-
Weighted average share price at the date of exercise (£)	n.a	n.a	n.a	n.a	2.88	2.88

During 2019, a one-off grant over 164,600 forfeitable shares was made to a Director to take account of compensation relinquished from the previous employer. The shares are held in trust and their release is subject to malus and clawback provisions, with release of shares in tranches from June 2019 to March 2021, subject to the Director being employed on the relevant release date.

Sharesave scheme

During 2021, the Group granted further options under the existing HMRC approved sharesave scheme available to all employees, on the same basis as the grants in previous years. The exercise price for the options was fixed at the prices below:

	Exercise price
Sharesave 2021	203.0p
Sharesave 2020	244.0p
Sharesave 2019	294.0p
Sharesave 2018	231.0p

Movements in the year

The following table illustrates the number and weighted average exercise price ('WAEP') of, and movements in, share options during the year.

	Number	WAEP
Outstanding at 1 January 2020	3,854,420	£0.00
LTIP awards made during the year	1,644,847	£0.00
LTIP awards vested and exercised during the year	(337,117)	£0.00
LTIP & Restricted Share awards forfeited during the year	(2,236,020)	£0.00
Outstanding at 31 December 2020	2,926,130	£0.00
LTIP awards made during the year	2,281,315	£0.00
LTIP awards vested and exercised during the year	(209,589)	£0.00
LTIP & Restricted Share awards forfeited during the year	(1,412,843)	£0.00
Outstanding at 31 December 2021	3,585,013	£0.00

The following table lists the inputs to the Black-Scholes models and Monte Carlo simulations used for the schemes for the year ended 31 December 2021:

	2021 Sharesave	2020 Sharesave	2019 Sharesave	2021 LTIP	2021 RSA	2020 LTIP I	2020 LTIP II	2019 LTIP
Fair value at grant date (£)	1.31	1.61	1.60	2.66	2.71	2.86	3.04	3.71
Share price (£)	2.54	3.04	3.43	2.66	2.71	2.86	3.04	3.71
Exercise price (£)	2.03	2.44	2.94	0.0	0.0	0.0	0.0	0.0
Expected volatility (%)	91.8	92.2	77.1	93.0	102.9	85.4	89.3	74.5
Expected life of option/award (years)	3.0	3.0	3.0	3.0	2.0	3.0	3.0	3.0
Weighted average remaining contractual life (years)	2.8	1.8	0.8	2.3	1.1	1.3	1.7	0.2
Expected dividend yield (%)	4.6	3.9	3.3	0.0	0.0	0.0	0.0	0.0
Risk-free interest rate (%)	0.4	0.0	0.4	0.2	0.0	0.2	0.0	0.8

Expected volatility has been estimated by considering historic average share price volatility for the Company or similar companies. Staff attrition has been assessed based on historic retention rates.

The share option charge in the Consolidated Statement of Comprehensive Income can be attributed to the following types of share option and share award:

	31 December 2021	31 December 2020
Long Term Incentive Plan scheme (LTIP) and Restricted Share Award (RSA)	0.9	0.3
ShareSave scheme	0.5	0.4
	1.4	0.7

25. Leases

Leases as lessee

The Group has significant leases of property for offices. The Dean Street London office lease was signed on 22 July 2016 for a period of 15 years, with a lease start date of 1 June 2017. There was an 18 month rent free period included in the agreement. The Manchester office lease was signed on 7 May 2019 for a period of 15 years, with a lease start date of 7 May 2019. There was a 36 month rent free period included in the agreement. There is a break clause available at 7 May 2029 and the lease liabilities have been recognised up to this date.

During the year the Group has exercised a release clause to terminate its Decision Technologies lease in April 2022. The Group has also acquired new leases with the acquisitions of CYT (Holdings) Limited, Ice Travel Group Limited and Maple Syrup Media Limited (via Quidco).

i. Right-of-use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment.

	Land and buildings
Balance at 1 January 2020	29.7
Depreciation charge for the year	(2.6)
Balance at 31 December 2020	27.1
Balance at 1 January 2021	27.1
Depreciation charge for the year	(2.9)
Acquisitions through business combinations	1.7
Reduction in right-of-use assets	(0.5)
Balance at 31 December 2021	25.4

ii. Amounts recognised in profit or loss

	2021	2020
Depreciation charge for the year	2.9	2.6
Interest on lease liabilities	1.1	1.2
	4.0	3.8

iii. Amounts recognised in statement of cash flows

	2021	2020
Interest paid	0.9	1.0
Repayment of lease liabilities	2.3	1.8
	3.2	2.8

During 2019, the Group entered into an agreement to sub-lease a proportion of its London office. The sub-lease is for a period of 4.5 years and as such does not reflect a transfer of substantially all of the risk and reward of the underlying asset, which in this case is the 15 year head-lease or right-of-use asset. Consequently, the Group has classified the sub-lease as an operating lease under IFRS 16. The rental income is £0.6m for the year (2020: £0.5m).

Notes to the Consolidated Financial Statements continued

26. Pensions and other post-employment benefit plans

The Group operates a defined contribution pension scheme calculated on base salary. The assets of the scheme are held separately from those of the Group in an independently administered fund. The contributions payable to the scheme in respect of the current year were £1.9m (2020: £2.0m). In the year ended 31 December 2021 £1.8m (2020: £1.8m) of contributions were charged to the Consolidated Statement of Comprehensive Income and £0.1m (2020: £0.2m) were included in amounts capitalised (see note 7). As at 31 December 2021 £nil (2020: £nil) of contributions were outstanding on the balance sheet.

27. Commitments and contingencies

At 31 December 2021, the Group was committed to incur capital expenditure of £0.9m (2020: £0.5m).

Comparable with most companies of our size, the Group is a defendant in a small number of disputes incidental to its operations and from time to time is under regulatory scrutiny. As a leading website operator, the Group occasionally experiences operational issues as a result of technological oversights that in some instances can lead to customer detriment, dispute and potentially cash outflows. The Group has a professional indemnity insurance policy in order to mitigate liabilities arising out of events such as this.

There is a cross-guarantee held between Moneysupermarket.com PLC, MoneySavingExpert.com Limited, Moneysupermarket.com Limited, Moneysupermarket.com Financial Group Limited and Moneysupermarket.com Financial Group Holdings Limited in relation to balances owed under the RCF and the term loan. The maximum amount owed during the year was £89.6m (2020: £50.0m) and the amount owed as at 31 December 2021 was £57.5m (2020: £nil).

The contingencies outlined above are not expected to have a material adverse effect on the Group.

28. Related party transactions

The Group has the following investments in all of its subsidiaries and joint ventures (which are all included in the Consolidated Financial Statements):

	Country of incorporation	Ownership interest %	Principal activity
Moneysupermarket.com Financial Group Holdings Limited	UK	100	Holding company
Moneysupermarket.com Financial Group Limited	UK	100	Holding company
Moneysupermarket.com Limited	UK	100	Internet price comparison through lead generation
MoneySavingExpert.com Limited	UK	100	Personal finance website
Mortgage 2000 Limited	UK	100	Financial intermediary services
Decision Technologies Limited	UK	100	Internet price comparison through lead generation
Sellmymobile.com Limited	UK	100	Internet price comparison through lead generation
Townside Limited	UK	100	Internet price comparison through lead generation
Maple Syrup Media Limited	UK	100	Cashback services through lead generation
CYTI (Holdings) Limited	UK	100	Holding company
CYTI Limited	UK	100	Internet price comparison through lead generation
Ice Travel Group Limited	UK	67	Holding company
Travelsupermarket Limited	UK	67	Internet price comparison through lead generation
Icelolly Marketing Limited	UK	67	Internet price comparison through lead generation
Podium Solutions Limited	UK	50	Technology platform provider

	Aggregate capital reserves £m	Profit/(loss) for the year £m	Registered office address	Class of shares held	Ownership 31 December 2021	Ownership 31 December 2020
Moneysupermarket.com Financial Group Holdings Limited	267.0	130.0	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	100%	100%
Moneysupermarket.com Financial Group Limited	18.9	79.9	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	100%	100%
Moneysupermarket.com Limited	32.6	33.6	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	100%	100%
MoneySavingExpert.com Limited	35.8	25.8	One Dean Street, London, UK, W1D 3RB	Ordinary	100%	100%
Mortgage 2000 Limited	0.8	-	MoneySuperMarket House, St David's Park, Ewloe, Chester, UK, CH5 3UZ	Ordinary	100%	100%
Decision Technologies Limited	14.9	7.5	First Floor, High Holborn House, 52-54 High Holborn, London, WC1V 6RL	Ordinary	100%	100%
Sellmymobile.com Limited	2.0	0.5	First Floor, High Holborn House, 52-54 High Holborn, London, WC1V 6RL	Ordinary	100%	100%
Townside Limited	0.6	0.3	First Floor, High Holborn House, 52-54 High Holborn, London, WC1V 6RL	Ordinary	100%	100%
Maple Syrup Media Limited	3.6	1.4	76-80 Great Eastern Street, London, EC2A 3JL	Ordinary	100%	-
CYTI (Holdings) Limited	1.9	-	1 Dean Street, London, W1D 3RB	Ordinary	100%	28%
CYTI Limited	0.8	(0.0)	1 Dean Street, London, W1D 3RB	Ordinary	100%	28%
Ice Travel Group Limited	(1.6)	(1.6)	Park Row House, 19-20 Park Row, Leeds, West Yorkshire, United Kingdom, LS1 5JF	Ordinary	67%	-
Travelsupermarket Limited	0.0	0.0	Park Row House, 19-20 Park Row, Leeds, West Yorkshire, United Kingdom, LS1 5JF	Ordinary	67%	-
Icelolly Marketing Limited	0.5	(0.2)	Park Row House, 19-20 Park Row, Leeds, West Yorkshire, United Kingdom, LS1 5JF	Ordinary	67%	-
Podium Solutions Limited	(2.3)	(0.9)	Fourth Floor Market Square House, St James Street, Nottingham, Nottinghamshire, NG1 6FG	Ordinary	50%	50%

The Company is the ultimate parent entity of the Group. Intercompany transactions with wholly-owned subsidiaries have been excluded from this note, as per the exemption offered in IAS 24 – Related Party Disclosures. The list above represents all companies within the Group. All companies within the Group are registered at the addresses shown above. The Company's registered office is disclosed on page 110. All shareholdings with all subsidiaries are ordinary shares.

Moneysupermarket.com Group PLC has committed to continue to provide support to all of its subsidiaries for any short term day to day cash management, if required.

Transactions with key management personnel

In addition to their salaries, the Group also provides non-cash benefits to Directors and Executive Officers. Directors and Executive Officers also participate in the Group's Long-Term Incentive Plan.

Peter Duffy, Robin Freestone, Scilla Grimble, James Bilefield and Sally James in total received dividends from the Group totaling £30,389 (2020: Robin Freestone, Scilla Grimble, James Bilefield and Sally James in total received £19,491).

There were no amounts or any future commitments outstanding to the Company as at 31 December 2021 (2020: none).

Key management personnel compensation

Key management, defined as the executive management team, received the following compensation during the year:

	31 December 2021 £m	31 December 2020 £m
Short-term employee benefits	3.3	2.6
Share-based payments	0.6	0.4
Post-employment benefits	0.2	0.3
	4.1	3.3

In addition to the above, the executive management team received a bonus of £1.0m (2020: £nil) in relation to the reporting period.

Notes to the Consolidated Financial Statements continued

28. Related party transactions continued

Other related party transactions

During the year, the Group purchased £0.4m (2020: £0.1m) worth of services from Podium Solutions Limited in relation to the development of digital solutions for the mortgages channel journey on the Group's website. No balances were outstanding as at 31 December 2021 in relation to the above purchases (2020: £nil).

In September 2021, Ice Travel Group Limited and its subsidiaries Travelsupermarket Limited and Icelolly Marketing Limited became related parties. At that point, Moneysupermarket.com Financial Group Limited provided a loan note of £4.0m to Ice Travel Group Limited with an annual interest charge of 10%. As at 31 December 2021, the balance outstanding was £4.1m.

29. Acquisition of subsidiaries

CYTI (Holdings) Limited

On 28 January 2021, the Group acquired the remaining 72% of the share capital and voting rights of CYTI (Holdings) Limited ("CYTI"). The fair value of total consideration was £6.5m which comprised the following:

	£m
Cash paid for remaining 72% of share capital	1.0
Contingent consideration for remaining 72% of share capital	0.1
Fair value of initial 28% investment	1.9
Fair value of call option on exercise date	3.5
Total consideration	6.5

Contingent consideration is subject to confirmation that there is not a contingent liability due in respect of pre-acquisition trading and is expected to be settled within one year of the balance sheet date.

On acquisition of the remaining share capital, the original 28% investment was remeasured to its fair value of £1.9m. This resulted in a charge to the income statement (below operating profit) of £0.7m. Prior to the acquisition, the Group held a call option to acquire the remaining share capital which had a fair value on the date of acquisition of £3.5m. No acquisition costs were incurred in the year.

The fair value of the total identifiable net assets acquired was £2.9m:

	£m
Tangible assets	0.7
Intangible assets	3.4
Trade and other receivables	0.5
Cash	0.2
Trade payables	(0.1)
Non-trade payables and accrued expenses	(0.4)
Lease liabilities	(0.6)
Deferred tax	(0.8)
Fair value of total identifiable net assets acquired with CYTI	2.9

Intangible assets relate to technology expenditure that had not been capitalised in CYTI prior to acquisition (an explanation of how these fair values were determined is included at the end of this note). Since the publication of the Group's interim accounts for the half year ended 30 June 2021, a deferred tax liability of £0.8m has been recognised in relation to the acquired intangible assets.

Goodwill arising from the acquisition was recognised as follows:

	£m
Consideration	6.5
Fair value of assets and liabilities acquired	(2.9)
Goodwill arising on acquisition of CYTI	3.6

The goodwill is primarily attributable to the experience and processes in place within CYTI for providing white label website services, which can be leveraged into new channels, as well as the synergies expected to be achieved from integrating the company into the Group.

For the eleven months ended 31 December 2021, CYTI contributed revenue of £0.4m and a loss after tax of £2.0m to the Group's results. CYTI generated additional revenue of £1.9m from other companies within the Group which has been eliminated on consolidation and is therefore not included in its loss after tax.

Ice Travel Group Limited

On 1 July 2021, the Travelsupermarket business was transferred out of Moneysupermarket.com Limited into a newly incorporated, wholly owned subsidiary, Travelsupermarket Limited. On 1 September 2021, the entire share capital of Travelsupermarket Limited was transferred to Ice Travel Group Limited ("ITG"), a newly incorporated non-trading holding company, in exchange for 67% of the share capital and voting rights of ITG. At this point ITG had also acquired 100% of the share capital of Icelolly Marketing Limited.

The fair value of total consideration (including amounts paid by the non-controlling interest) for the acquisition of ITG was £20.9m. No cash was transferred. The consideration was settled by the issuance of share capital by ITG which was credited as fully paid.

Total consideration therefore comprised the following:

	£m
Share capital of Travelsupermarket Limited (paid by the Group)	14.0
Share capital of Icelolly Marketing Limited (paid by the non-controlling interest)	6.9
Total consideration	20.9

Travelsupermarket Limited continues to be controlled by the Group and therefore, in accordance with IFRS 10 – Consolidated Financial Statements, its assets and liabilities continue to be consolidated at their carrying values. This includes the goodwill balance relating to TravelSupermarket that was on the Group's Consolidated Statement of Financial Position prior to this transaction.

The Group incurred deal fees and associated costs of £2.7m as part of the hive out of Travelsupermarket Limited and combination with ITG. These costs primarily relating to legal fees, due diligence and restructuring costs and these costs have been included in administrative expenses. £1.8m of these costs have been recognised in ITG.

The fair value of the total identifiable net assets of Icelolly Marketing Limited was £2.8m:

	£m
Tangible assets	0.3
Intangible assets	3.2
Trade and other receivables	0.4
Cash	0.0
Trade payables	(0.4)
Non-trade payables and accrued expenses	(0.1)
Lease liabilities	(0.2)
Deferred tax	(0.4)
Fair value of total identifiable net assets acquired with Icelolly Marketing Limited	2.8

Intangible assets include £1.4m of technology expenditure that had not been capitalised in Icelolly Marketing Limited prior to acquisition and the Icelolly brand which was valued at £1.8m (an explanation of how these fair values were determined is included at the end of this note).

Goodwill arising from the acquisition was recognised as follows:

	£m
Total consideration	20.9
Element of total consideration relating to Travelsupermarket Limited	(14.0)
Element of total consideration relating to Icelolly Marketing Limited	6.9
Fair value of identifiable net assets acquired with Icelolly Marketing Limited	(2.8)
Goodwill arising on acquisition of Icelolly Marketing Limited	4.1

The goodwill is primarily attributable to the skills and technical talent of Icelolly Marketing Limited's workforce and the synergies expected to be achieved from integrating the company into the Group.

For the four months ended 31 December 2021, Ice Travel Group contributed revenue of £2.2m and a loss after tax of £1.8m to the Group's results. ITG's loss after tax includes £1.8m of deal fees and associated costs and £0.2m of amortisation of intangibles relating to the acquisition of ITG which have been treated as adjusting items. It should be noted that the negative adjusted EBITDA contribution of (£0.9m) for the Travel operating segment includes TravelSupermarket from 1 January to 31 August and ITG (which includes TravelSupermarket) from 1 September to 31 December.

Maple Syrup Media Limited (Quidco)

On 1 November 2021, the Group acquired 100% of the share capital and voting rights of Maple Syrup Media Limited (trading as Quidco) for £101m on a debt-free, cash-free basis. After adjusting for debt-like items, cash and working capital, total consideration payable was £104.6m. The fair value of the total consideration was £104.6m which comprised the following:

	£m
Cash consideration	90.1
Deferred consideration (payable February 2022)	0.9
Deferred consideration (payable August 2022)	3.8
Deferred consideration (payable November 2023)	9.8
Total consideration	104.6

Notes to the Consolidated Financial Statements continued

29. Acquisition of subsidiaries continued

The £0.9m payable in February 2022 is a price adjustment in respect of the final completion accounts for Quidco compared to the estimated balance sheet at the time of the acquisition. The remaining £13.6m deferred consideration (comprising £3.8m and £9.8m payable in August 2022 and November 2023 respectively) will be paid subject to certain liabilities not arising or being identified. We do not currently have any indicators of such liabilities and therefore reflect the deferred consideration at full value.

The Group incurred acquisition-related costs of £0.9m on legal fees and due diligence costs. These costs have been included in administrative expenses.

The fair value of the total identifiable net assets acquired was £35.8m:

	£m
Tangible assets	1.1
Intangible assets	44.3
Trade and other receivables	19.7
Cash	32.5
Trade payables	(43.3)
Non-trade payables and accrued expenses	(7.1)
Lease liabilities	(1.0)
Deferred tax	(10.4)
Fair value of total identifiable net assets acquired with Quidco	35.8

Goodwill arising from the acquisition was recognised as follows:

	£m
Consideration	104.6
Fair value of assets and liabilities acquired	(35.8)
Goodwill arising on acquisition of Quidco	68.8

Intangible assets include technology expenditure that had not been capitalised in Quidco prior to acquisition (£10.6m), member relationships (£21.2m) and the Quidco brand (£12.5m).

An explanation of the valuation methodologies is included at the end of this note. In arriving at these valuations, we considered the key inputs and judgements, supported by independent and expert advice, and performed sensitivity analysis to consider their impact on the asset valuations.

The tables below show the valuation inputs which are considered to be key judgements and where a reasonably expected movement in that input could create a significant impact relative to the total asset valuation. In the context of the valuation methodology, the technology asset is not considered to contain key judgements whereas those made for member relationships and brand valuations are disclosed below.

The actual judgement applied, along with the sensitivity modelled are shown along with the impact on the total valuation. The impacts shown are based on the individual and separate inputs and are not the combined effect.

Member relationships

Asset	Valuation (£m)	Key input	Judgement applied	Sensitivity	Impact (£m)
Member relationships	21.2	Attrition per annum (reducing balance)	15%	+/-5ppts	(3.3)/4.8
		Brand royalty rate	7.5%	+/-2.5ppts	(1.5)/1.5

The judgement around revenues attributed to loyal members is not considered sensitive to the overall valuation.

Please note, as the member relationships are valued using a MEEM approach (see valuation technique detail below), the valuation is impacted by other asset valuations. The input on the brand royalty rate is considered a key judgement and is therefore included within this valuation and sensitivity.

Brand

Asset	Valuation (£m)	Key input	Judgement applied	Sensitivity	Impact (£m)
Brand	12.5	Royalty rate	7.5%	+/-2.5ppts	4.2/(4.2)

The goodwill is attributable mainly to the experience and knowledge of the workforce and processes in place within Quidco, alongside the synergies expected to be achieved from integrating the Company into the Group's existing platforms to build a competitive cashback offering.

For the two months ended 31 December 2021, Quidco contributed revenue of £10.6m and profit after tax of £1.4m to the Group's results. Deal fees and associated costs relating to the acquisition of Quidco were incurred by its parent company, Moneysupermarket.com Financial Group Limited.

Goodwill

None of the goodwill recognised in respect of any of these acquisitions is expected to be deductible for tax purposes. If new information obtained within one year of the date of acquisition about facts and circumstances that existed at the date of acquisition identifies adjustments to the above amounts, or any additional provisions that existed at the date of acquisition, then the accounting for the acquisition (including the intangible assets) will be revised.

Fair values of intangible assets

The same approach was taken to determining the fair value of acquired intangible assets for each of the subsidiaries acquired during the year.

The fair value of market-related assets has been determined by an independent valuation using the following methods:

Assets acquired	Valuation technique
Technology	A rebuild cost valuation method was used to determine the value of the technology asset. This was developed in consultation with Senior Technology professionals and using a cost assumption for developers inclusive of a profit margin as would be the case in an external build contracted to develop an equivalent platform. A degree of obsolescence has also been assumed within the costs to reflect the advancements in technology since it has been built.
Domain names and brands	Relief-from-royalty method cross checked using a multi-period excess earnings method: The relief-from-royalty method considers the discounted estimated royalty payments that are expected to be avoided as a result of the domain names being owned. The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the domain names, by excluding any cash flows related to contributory assets. This was determined by an independent valuation to identify the fair value of the domain names (marketing related intangible assets) on the acquisition date
Member relationships	The multi-period excess earnings method was used to determine the present value of net cash flows expected to be generated by the member relationships, by applying an expected churn rate based on the length of time that the relationships have been held. This was determined by an independent valuation to identify the fair value of the member relationships (marketing related intangible assets) on the acquisition date.

30. Non-controlling interest

The only non-controlling interest within the Group relates to the 33% non-controlling interest in Ice Travel Group Limited and its two wholly owned subsidiaries Travelsupermarket Limited and Icelolly Marketing Limited.

The following table summarises ITG's financial performance and position at the year end before any intra-group eliminations.

	Ice Travel Group Limited	Travel-supermarket Limited	Icelolly Marketing Limited	Total
	33%	33%	33%	33%
	£m	£m	£m	£m
Non-current assets*	–	7.4	7.4	14.8
Current assets	1.8	1.2	0.8	3.8
Non-current liabilities	(3.0)	–	(0.4)	(3.4)
Current liabilities	(0.1)	(1.0)	(1.4)	(2.5)
Net (liabilities)/assets	(1.3)	7.6	6.4	12.7
Net (liabilities)/assets attributable to non-controlling interest	(0.4)	2.6	2.1	4.3
Revenue	–	1.8	0.4	2.2
Loss	(1.6)	0.0	(0.2)	(1.8)
Other comprehensive income	–	–	–	–
Total comprehensive income	(1.6)	0.0	(0.2)	(1.8)
Loss attributable to the non-controlling interest	(0.5)	0.0	(0.1)	(0.6)
Other comprehensive income attributable to non-controlling interest	–	–	–	–
Total comprehensive income attributable to non-controlling interest	(0.5)	0.0	(0.1)	(0.6)
Cash flows from operating activities	(2.8)	0.5	0.4	(1.9)
Cash flows from investing activities	–	–	–	–
Cash flows from financing activities	4.0	–	–	4.0
Net increase in cash and cash equivalents	1.2	0.5	0.4	2.1

* Non-current assets for Travelsupermarket Limited include £7.4m of goodwill that was recognised on the Group's balance sheet prior to the acquisition of ITG.

ITG's loss and total comprehensive income for the year of £2.2m included £1.8m of deal fees and associated costs and £0.2m of amortisation of intangibles relating to the acquisition of ITG by the Group. £0.6m of the deal fees and associated costs and £0.1m of the amortisation of intangibles are included in the loss and total comprehensive income attributable to the non-controlling interest.

Company Balance Sheet

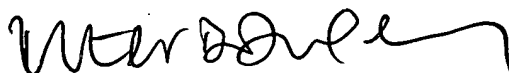
at 31 December 2021

	Note	31 December 2021 £m	31 December 2020 £m
Fixed assets			
Investments	4	181.7	181.7
Total fixed assets		181.7	181.7
Current assets			
Debtors (including amounts falling due in more than one year £0.3m, 2020: £0.3m)	5	224.3	155.0
Cash at bank and in hand		0.0	0.3
Total current assets		224.3	155.3
Creditors: amounts falling due within one year	6	(25.8)	(5.7)
Net current assets		198.5	149.6
Creditors: amounts falling due after one year	7	(40.0)	-
Net assets		340.2	331.3
Capital and reserves			
Share capital	10	0.1	0.1
Share premium		205.4	205.0
Reserve for own shares		(2.6)	(2.8)
Other reserves		16.9	16.9
Profit and loss account		120.4	112.1
Shareholders' funds		340.2	331.3

No profit and loss account is presented for the Company as permitted by section 408 of the Companies Act 2006. The profit after tax for the Company was £71.4m (2020: £72.6m) which included dividends received of £75.0m (2020: £75.0m).

The Financial Statements were approved by the Board of Directors and authorised for issue on 16 February 2021. They were signed on its behalf by:

Peter Duffy
Chief Executive Officer



Scilla Grimble
Chief Financial Officer



Registered number: 6160943

Statement of Changes in Equity

for the year ended 31 December 2021

	Share capital £m	Share premium £m	Reserve for own shares £m	Other reserves £m	Profit and loss account £m	Total £m
At 1 January 2020	0.1	204.7	(2.9)	16.9	103.1	321.9
Profit for the year	-	-	-	-	72.6	72.6
Total comprehensive income	-	-	-	-	72.6	72.6
New shares issued	0.0	0.3	-	-	-	0.3
Purchase of shares by employee trusts	-	-	(0.9)	-	-	(0.9)
Exercise of LTIP awards	-	-	1.0	-	(1.0)	-
Equity dividends	-	-	-	-	(62.8)	(62.8)
Share-based payments	-	-	-	-	0.2	0.2
At 31 December 2020	0.1	205.0	(2.8)	16.9	112.1	331.3
Profit for the year	-	-	-	-	71.4	71.4
Total comprehensive income	-	-	-	-	71.4	71.4
New shares issued	0.0	0.4	-	-	-	0.4
Purchase of shares by employee trusts	-	-	(0.3)	-	-	(0.3)
Exercise of LTIP awards	-	-	0.5	-	(0.5)	-
Equity dividends	-	-	-	-	(62.8)	(62.8)
Share-based payments	-	-	-	-	0.2	0.2
At 31 December 2021	0.1	205.4	(2.6)	16.9	120.4	340.2

Reserve for own shares

The reserve for the Company's own ordinary shares comprises the cost of the Company's ordinary shares held by the Group through employee trusts. At 31 December 2021, the Group held 343,328 ordinary shares (2020: 337,281) at a cost of 0.02p per share (2020: 0.02p) through a Share Incentive Plan trust for the benefit of the Group's employees.

The Group also held 253,886 shares (2020: 303,473) through an Employee Benefit Trust at an average cost of 239.19p per share (2020: 273.39p) for the benefit of employees participating in the various Long Term Incentive Plan schemes.

Other reserves

The other reserves balance represents the merger reserve of £16.9m generated upon the acquisition of Moneysupermarket.com Financial Group Limited by the Company, as discussed below, and a capital redemption reserve for £19,000 arising from the acquisition of 95,294,118 deferred shares of 0.02p by the Company from Simon Nixon.

Upon the acquisition of Moneysupermarket.com Financial Group Limited, a merger reserve of £16.9m for 45% of the book value transferred from a company under common control was recognised.

Notes to the Company Financial Statements

1. Accounting policies

Basis of preparation

Moneysupermarket.com Group PLC (the 'Company') is a public company limited by shares and incorporated and domiciled in England, UK. The registered office is disclosed on page 110.

These Financial Statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102). The presentation currency of these Financial Statements is sterling. All amounts in the Financial Statements have been rounded to the nearest £100,000. These Financial Statements are prepared on the historical cost basis.

In these Financial Statements, the Company is considered to be a qualifying entity for the purposes of this FRS and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the Consolidated Financial Statements include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 Share Based Payments;
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1; and
- The disclosures required by FRS 102.33.1A Related Party Disclosures.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Financial Statements.

Use of estimates and judgements

The preparation of 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 period in which the estimate is revised and in any future periods affected.

There are no significant estimates or judgements made in preparation of these Financial Statements.

Investments

Investments are shown at cost less provision for impairment.

Basic financial instruments

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received. Finance charges, including direct issue costs, are accounted for on an accruals basis in profit or loss using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Own shares held by Employee Benefit Trust

Transactions of the Company-sponsored Employee Benefit Trust are treated as being those of the Company and are therefore reflected in the Company Financial Statements. In particular, the trust's purchases and sales of shares in the Company are debited and credited directly to equity.

Share-based payment transactions

The Company's share schemes allow employees to acquire ordinary shares in the Company. The fair value of share awards made is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at award date and spread over the period during which the employees become unconditionally entitled to the awards. The fair value of the awards made is measured using an option valuation model, taking into account the terms and conditions upon which the awards were made. The Company's share-based payment expenses relate solely to employees of the Company. Share-based payment expenses in respect of other Group employees are recognised in the company that employs them.

Dividends

Dividends receivable are recognised when the Company's right to receive payment is established. Dividends payable to the Company's shareholders are recognised as a liability and deducted from shareholders' equity in the period in which the shareholders' right to receive payment is established.

Taxation

Income tax expense comprises current and deferred tax. It is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates in force for the year, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the Financial Statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2. Share-based payments

The analysis and disclosures in relation to share-based payments are given in the Consolidated Financial Statements in note 24.

3. Staff numbers and cost

The average number of persons employed by the Company (including Directors) during the year, analysed by category, was as follows:

	Number of employees 2021	Number of employees 2020
Administration	2	2

The aggregate payroll costs of these persons were as follows:

	2021 £m	2020 £m
Wages and salaries	1.0	1.0
Social security costs	0.1	0.1
Other pension costs	0.1	0.2
Share-based payments	0.2	0.2
	1.4	1.5

In addition to the above, bonuses of £0.3m (2020: £nil) were payable in relation to the reporting period. One Director exercised share options during the period (2020: one) and the total gain on exercise of these options was £61,145 (2020: £267,563). Directors' remuneration is disclosed on pages 92 to 106.

Notes to the Company Financial Statements continued

4. Investments

	Shares in subsidiary undertakings £m
Cost and net book value:	
At 31 December 2020 and 31 December 2021	181.7

The investment represents the Company's holding in Moneysupermarket.com Financial Group Holdings Limited, which was obtained via a share for share exchange during 2012 in which the Company exchanged its existing shareholding in Moneysupermarket.com Financial Group Limited for the entire share capital of Moneysupermarket.com Financial Group Holdings Limited.

5. Debtors

	31 December 2021 £m	31 December 2020 £m
Amount due from subsidiary undertakings	223.3	154.3
Prepayments	0.7	0.4
Deferred tax asset (note 8)	0.3	0.3
	224.3	155.0

6. Creditors: amounts falling due within one year

	31 December 2021 £m	31 December 2020 £m
Borrowings	17.5	-
Amount owed to subsidiary undertakings	7.0	4.8
Accruals	1.3	0.9
	25.8	5.7

7. Creditors: amounts falling due after one year

	31 December 2021 £m	31 December 2020 £m
Borrowings	40.0	-

8. Deferred tax

	31 December 2021 £m	31 December 2020 £m
Short-term timing differences	0.3	0.3

9. Dividends

	pence per share	31 December 2021 £m	pence per share	31 December 2020 £m
Declared and paid dividends on ordinary shares:				
Prior year final dividend	8.61	46.2	8.61	46.2
Interim dividend	3.10	16.6	3.10	16.6
Total dividend paid in the year	11.71	62.8	11.71	62.8
Proposed for approval (not recognised as a liability at 31 December): Final dividend	8.61	46.2	8.61	46.2

10. Called up share capital

The following rights attached to the shares in issue during the year:

Ordinary shares

The holders of ordinary shares were entitled to returns of capital, receive a dividend and vote.

Issued and fully paid

Number of ordinary shares	2021	2020
At the beginning of the year	536,700,541	536,576,579
Issued on exercise of SAYE options	161,106	123,962
At the end of the year	536,861,647	536,700,541

Nominal value of ordinary shares	2021 £	2020 £
At the beginning of the year	107,340	107,315
Issued on exercise of SAYE options	32	25
At the end of the year	107,372	107,340

The Group has a Long Term Incentive Plan under which conditional nil cost awards of ordinary shares in the Company have been made to certain Directors and employees of the Group, and an HMRC approved Save As You Earn scheme (Sharesave) is eligible to all employees (see note 24 of the Consolidated Financial Statements).

11. Operating lease commitments

Future minimum lease payments under non-cancellable operating leases total £29.9m (2020: £32.6m). All lease payments are settled by subsidiary undertakings.

All rental expenses are recharged to subsidiary undertakings and therefore there is no impact on the profit and loss account of the Company. During the year, rental expenses of £2.4m (2020: £2.4m) were recharged.

Shareholder Information

Registered office

Moneysupermarket House
St David's Park
Ewloe
Chester CH5 3UZ
Telephone: +44 (0)1244 665700
Website: <http://corporate.moneysupermarket.com>

Registered number

No. 6160943

Company Secretary (Interim)

Alice Rivers

Financial advisers/stockbrokers

Credit Suisse Securities (Europe) Limited

One Cabot Square
London E14 4QJ

Barclays Bank PLC

5 North Colonnade
London E14 4BB

Auditor

KPMG LLP

15 Canada Square
London E14 5GL

Solicitors

Herbert Smith Freehills LLP

Exchange House
Primrose Street
London EC2A 2EG

Principal bankers

Barclays Bank PLC

3 Hardman Street
Manchester M3 3AX

Bank of Ireland

Floor 3A, Baggot Plaza
27-33 Upper Baggot Street
Ballsbridge
Dublin 4

Silicon Valley Bank

Alphabeta
14-18 Finsbury Square
London
EC2A 1BR

Financial PR

The Maitland Consultancy Limited

3 Pancras Square
London N1C 4AG

Registrar

Equiniti Group

Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA

Enquiring about your shareholding

If you want to ask, or need any information, about your shareholding, please contact our registrar, Equiniti Group, by:

Telephone: 0371 384 2564 (UK) (Calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am – 5.30pm Monday – Friday)

+44 (0) 371 384 2564 (overseas)

E-mail: customer@equiniti.com

Alternatively, if you have internet access, you can access the Group's shareholder portal at www.shareview.co.uk where you can view and manage all aspects of your shareholding securely.

Investor relations website and share price information

The investor relations section of our website, <http://corporate.moneysupermarket.com>, provides further information for anyone interested in the Group. In addition to the Annual Report and share price, Company announcements including the half-year and full-year results announcements and associated presentations are also published there.

Dividend mandates

If you wish to have dividends paid directly into a bank or building society account, you should contact our registrar (see contact details above) or visit the Group's shareholder portal at www.shareview.com where you can set up or amend a dividend mandate. This method of payment removes the risk of delay or loss of dividend cheques in the post and ensures that your account is credited on the due date.

Dividend reinvestment plan ('DRIP')

You can choose to reinvest dividends received to purchase further shares in the Company through a DRIP. A DRIP application form is available from our registrar (see contact details above).

Share dealing service

You can buy or sell the Company's shares in a simple and convenient way via the Equiniti share dealing service either online (www.shareview.co.uk) or by telephone (0371 384 2564). Calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.00am – 4.30pm Monday – Friday.

Please note that the Directors of the Company are not seeking to encourage shareholders to either buy or sell shares in the Company. Shareholders in any doubt about what action to take are recommended to seek financial advice from an independent financial adviser authorised by the Financial Services and Markets Act 2000.

Electronic communications

You can elect to receive shareholder communications electronically by contacting our registrar (see contact details above). This will save on printing and distribution costs, creating environmental benefits. When you register, you will be sent a notification to say when shareholder communications are available on our website and you will be provided with a link to that information.

Cautionary note regarding forward-looking statements

This Annual Report includes statements that are forward looking in nature. Forward-looking statements involve known and unknown risks, assumptions, uncertainties and other factors which may cause the actual results, performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Except as required by the Listing Rules, Disclosure Guidance and Transparency Rules and applicable law, the Company undertakes no obligation to update, revise or change any forward-looking statements to reflect events or developments occurring on or after the date of this Annual Report.

Financial Calendar

Overview

Declaration date of 2021 final dividend	17 February 2022
Announcement of 2021 full-year results	17 February 2022
Ex-dividend date of 2021 final dividend	31 March 2022
Record date of 2021 final dividend	1 April 2022
Trading update	12 April 2022
Annual General Meeting	5 May 2022
Payment date of 2021 final dividend	12 May 2022
Half-year end	30 June 2022
Announcement of 2022 half-year results	*July 2022
Trading update	*October 2022
Financial year end	31 December 2022
Announcement of 2022 full-year results	*February 2023

* Exact dates to be confirmed.

Further copies of this Annual Report are available from the Company's registered office, or may be accessed on the investor relations section of the Group's website at <http://corporate.moneysupermarket.com>.

Moneysupermarket.com Group PLC

Telephone: 01244 665700

Web: <http://corporate.moneysupermarket.com>

Registered in England No. 6160943

Registered Office: Moneysupermarket House,
St David's Park, Ewloe, Chester CH5 3UZ

Glossary

2018 Code – means the UK Corporate Governance Code published by the FRC in July 2018.

Adjusting Items – means items that are considered exceptional or non-underlying in nature and are either added back or deducted from performance measures such as EBITDA, EPS and profit before tax to enable like for like comparison between reporting periods.

B2B – means business to business.

B2C – means business to consumer.

Beyond Carbon Neutral – means offsetting greater than 100% of the Group's carbon emissions, also referred to as Beyond Net Zero.

CAGR – means compound annual growth rate.

Capital expenditure or Capex – means expenditure on property, plant and equipment or intangible assets. These amounts are recognised on the consolidated statement of financial position.

Carbon emissions (scope 1 and 2) – means emissions of CO₂ and other greenhouse gases from fuel combustion and energy used in the Group's operations.

Carbon Neutral – means offsetting 100% of the Group's carbon emissions, also referred to as Net Zero.

Company – means Moneysupermarket.com Group PLC, a company incorporated in England and Wales with registered number 6160943 whose registered office is at Moneysupermarket House, St David's Park, Ewloe, Chester CH5 3UZ.

Corporate Website – means <https://corporate.moneysupermarket.com/>

CRM – means Customer Relationship Management.

Directors – means the Directors of the Company whose names and biographies are set out on pages 66 to 67 or the Directors of the Company's subsidiaries from time to time as the context may require.

EBITDA – means earnings before interest, tax, depreciation and amortisation. It equates to operating profit before depreciation and amortisation.

EPS – means earnings per share.

Executive Team – means senior management responsible for managing the day-to-day operations of the business.

GDPR – means General Data Protection Regulation.

GHG – means greenhouse gas(es).

Group – means Moneysupermarket.com Group PLC, its subsidiaries, significant undertakings and affiliated companies under its control or common control.

IAS – means International Accounting Standard(s).

IBOR – means interbank offered rates.

IFRIC – means International Financial Reporting Standards Interpretations Committee.

IFRS – means International Financial Reporting Standard(s).

ISA (UK & Ireland) – means International Standard(s) on Auditing in the UK and Ireland.

KPI – means key performance indicator.

LIBOR – means the London Interbank Offered Rate.

LTIP – means the Company's Long Term Incentive Plan for Executive Directors and selected senior managers.

Marketing Margin – means total marketing expenditure recognised in distribution, expenses and cost of sales divided by revenue.

MoneySuperMarket.com – means MoneySuperMarket's price comparison site.

MoneySavingExpert.com – means MoneySavingExpert's consumer site.

MSE – means MoneySavingExpert.com

MSM – means MoneySuperMarket.com

Net Finance Costs – means finance income less finance costs. Finance income is composed of bank interest. Finance cost is composed principally of interest, arrangement and commitment fees relating to borrowings and interest on lease liabilities.

Net Debt – means cash and cash equivalents less borrowings and deferred consideration. It does not include lease liabilities.

Operating expenditure or Opex – means distribution expenses and administrative expenses, both of which are recognised in the consolidated statement of comprehensive income.

PCW – means price comparison website.

PPC – means pay-per-click.

R&D – means Research and Development.

RCF – means Revolving Credit Facility.

Sharesave Scheme or SAYE Scheme – means the Moneysupermarket Group employee savings-related share option plan approved by HMRC.

SIP – means the Share Incentive Plan.

SM&CR – means the Financial Conduct Authority's Senior Managers and Certification Regime.

SONIA – means the Sterling Overnight Index Average.

TCFD – means Task Force on Climate-Related Financial Disclosures.

TravelSupermarket – means TravelSupermarket's price comparison site.

TSM – means TravelSupermarket.

TSR – means total shareholder return – the growth in value of a shareholding over a specified period, assuming that dividends are reinvested to purchase additional shares.

Working Capital – means current assets minus current liabilities excluding financing and investment activities.

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