

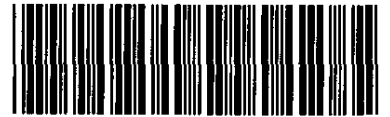
Company Registration No. SC222302

Wood Mackenzie Limited

Annual Report and Financial Statements

For the year ended 31 December 2023

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Wood Mackenzie Limited

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Wood Mackenzie Limited

Officers and professional advisers

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Jason Chou Liu

Company Secretary

Andrew David Ramage

Registered office

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Independent Auditor

RSM UK Audit LLP

Chartered Accountants

Third Floor

2 Semple Street

Edinburgh

EH3 8BL

United Kingdom

Wood Mackenzie Limited

Strategic report For the year ended 31 December 2023

This Strategic Report has been prepared for Wood Mackenzie Limited (“the Company”), but recognition is given to the international global footprint that its multiple subsidiaries provide via distribution and service agreements. The financial statements are for the Company only and the results of the subsidiary companies have not been incorporated into these presented results for the year ended 31 December 2023.

The Company’s business

During the year, an affiliate of Veritas Capital had agreed to acquire Verisk’s, the previous owners, Energy business, of which the company and its branches formed a part thereof. The acquisition by the affiliate of Veritas Capital was formally completed on 1 February 2023 and resulted in the establishing of a new parent company, Planet Midco Limited, which heads up the non-US group of related entities that operate under the name Wood Mackenzie.

The core operational business of the Company is a leading content, analytics and consulting business operating in the Energy, Mining and Metals industries. The Company, along with its subsidiaries, is a premier supplier of commercially orientated, forward-looking research and knowledge-based consulting to virtually every major company in the Energy, Mining and Metals and Petrochemical industries, as well as leading financial services organisations, governments and government agencies across the globe. In 2023 the Company generated approximately 93% (2022: 90%) of its revenue from research and the distribution services associated with its research services that are currently provided to over 2,000 companies worldwide. Turnover for the business has increased 5% (2023: £276,192,000; 2022: £261,858,000) year over year with subscription revenues increasing 9% (2023: £256,258,000; 2022: £235,803,000) and transactional revenues decreasing by 24% (2023: £19,934,000; 2022: £26,055,000).

Strategy and objectives

Wood Mackenzie’s vision is to be the most comprehensive source of knowledge about the world’s energy, metals & mining and petrochemical industries. Within the global energy and commodities information market, the Company (and its subsidiaries) has chosen to focus on information required for forward-looking commercial decisions.

Wood Mackenzie’s strategy has been to progressively expand the coverage of its research services and to provide clients with a consistent and integrated view of the global energy, metals & mining, petrochemicals and more recently power and renewables value chain. This strategy has been implemented through continuous investments in new products, supplemented by targeted acquisitions who are operating in these energy sectors.

The Company has been preparing for the next phase of growth by continuing to invest in content, within existing and new sectors, as well as continued investment in areas such as the user experience on the web portal, the organisational platform, new sales channels and the ongoing Energy Transition that is taking place.

During the financial year and in line with its strategy the Company has continued to invest in its core offerings whilst also integrating the various acquisitions that have been recently completed as well as working with its related parties in terms of combined offerings.

Business review and key performance indicators

Profit and loss account

Despite the many challenges of the year, 2023 can be considered another successful year for Wood Mackenzie. The company saw increased turnover during the year, matched by a proportional rise in cost of sales, resulting in a gross profit margin of 43% (2022: 48%). This reflects the company’s effective cost management and operational efficiency.

However, operating profit declined significantly, primarily due to one-off items, including the impairment of a computer equipment project and a related internally developed project with a total impact of £7.6m. Alongside this there was an increase in consulting fees, which were £20.9m for the year (2022: £7.94m), and separation costs, which were £10.2m for the year (2022: £nil). Lastly there is a termination service agreement held with previous owners, Verisk Analytics Inc. for continued use of services relating to IT, HR & Finance systems prior to the official separation. Excluding these exceptional items and transition related items, the company’s underlying performance remained strong.

Wood Mackenzie Limited

Strategic report (continued) For the year ended 31 December 2023

Profit and loss account (continued)

We continued to move forward, creating decision support platforms including expanding the Lens energy analytic platform, underpinned by hundreds of analysts, trusted data, and models, provides insights and valuation expertise for natural resources decision-makers.

We launched Lens Upstream Optimization in 2020, transforming how exploration and production companies, banks, and institutional investors conduct their upstream mergers and acquisition deal ideation and analysis as well as portfolio grading. Users can simulate the economic impact and tax implications of M&A activity on company portfolios within seconds, realizing significant business workflow efficiencies and eliminating manual, error-prone tasks. We also launched Subsurface Discovery, analytics-ready, global subsurface data to optimize resource portfolios. The solution—a unique integration of commercial and technical upstream data—helps exploration and resource development teams run custom analyses to inform critical investment decisions and provides insights to build and manage upstream portfolios that are resilient and sustainable through the Energy Transition.

The Company collaborated with PowerAdvocate, and accelerated the development of Risk Intelligence, a new risk analytics platform to help customers understand their supply chains' risks. Analysing risk data on supplier safety, cybersecurity vulnerability, financial resilience, and extreme events (including pandemics) that will allow customers to explore their supply chain risk holistically.

We continue to enrich and expand our deep domain expertise by establishing new ways for our researchers and analysts to develop and share insights and experience. Expanding on previous year's restructuring of Wood Mackenzie's Research organization, in which we transitioned from regionally structured teams to global commodity teams, we've been developing a cross-commodity approach for enriching the expertise of our specialists. By participating in collaborative group sessions, our teams are building stronger integrated analysis and offerings for customers. To ready our next generation of researchers and analysts to become established and widely recognized thought leaders, we've formalized and expanded our sponsorship and development program for subject matter experts. Since beginning as a pilot in 2018, the ongoing program accelerates our analysts' growth through mentoring, training, and skills development as well as knowledge sharing with senior leaders in their respective areas of expertise. Both initiatives strengthen our deep domain expertise to support our customers and the organization helping us remain competitive, generate demand, and add value for our customers.

We continued to grow our Energy Transition solutions in 2023 and furthered our goals to quantify the impact of new and emerging low/no carbon technologies and benchmark demand, supply, and net import opportunities across the globe out to 2040. We also provided energy customers with services and tools to deliver integrated energy market research based on expertise and proprietary models.

Balance sheet

The Company reported a net assets position as at 31 December 2023 of £1,043m (2022: £1,102m). The Company experienced this decrease, primarily driven by an increase in the total creditors outstanding. This rise is largely attributable to amounts owed to other group-related undertakings, alongside a relatively significant increase in the deferred income balance. Additionally, there was a substantial reduction in the value of investments held during the year, further contributing to the overall decline in net assets. While this movement on the investments accounts was partially offset by an offset in the total debtors balance, this positive shift was secondary in mitigating the overall decrease compared to the prior year. Consequently, the company's net asset position reflects the cumulative effect of these movements in liabilities and assets.

Key Performance Indicators

Management focus on a number of key performance indicators to measure the ongoing performance of the business which include cash adjusted EBITDA, Annual Contract Value (both of which are monitored at a consolidated level), revenue growth (as discussed throughout the Profit and loss section above) and research renewal rates.

Wood Mackenzie Limited

Strategic report (continued) For the year ended 31 December 2023

Key performance indicators (continued)

Research renewal rates

As in prior years the main driver of this performance was Research subscriptions. The strong committed subscription customer base, the diversity of the customer base (which includes major blue-chip companies in the Oil & Gas and Metals & Mining industries and major players in the financial services industry) helped in generating a resilient and predictable income stream. Research clients enrol in our retainer services on an annual (or multi-year) basis, to access content and analytical tools, much of which is based upon proprietary information and delivered via the web.

Whilst we regularly seek the views of our clients, in both a formal and informal fashion, arguably the best measure of client satisfaction is their willingness to reward our efforts with repeat business. In this regard, the directors are particularly pleased to report that, once again, volume retention rates for our research offerings were very strong at over 94.6% (2022: 97%). The directors would once again like to thank our clients, many of whom have been with us consistently for well over 40 years, for their exceptional loyalty.

Levels of organic investment in product development

Wood Mackenzie has a policy of investing in its research products and analytical tools, both existing and new and the current year was another strong year in terms of investment with over £48m (*note 9*) (2022: £38.0m) of cost being capitalised on new product and content development for future revenue generation.

The Board's statement on s172(1) of the Companies Act 2006

The Board of Directors, in line with their duties under s172 of the Companies Act 2006, act in a way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard to a range of matters when making decisions for the long term. Key decisions and matters that are of strategic importance to the Company are appropriately informed by s172 factors.

Through an open and transparent dialogue with our key stakeholders, we have been able to develop a clear understanding of their needs, assess their perspectives and monitor their impact on our strategic ambition and culture. As part of the Board's decision-making process, the Board considers the potential impact of decisions on relevant stakeholders whilst also having regard to a number of broader factors, including the impact of the Company's operations on the community and environment, responsible business practices and the likely consequences of decisions in the long term.

Illustrations of how s172 factors have been applied by the Board can be found throughout the Strategic Report. For example, information on how we respond to the challenges facing our clients and the evolving natural resources market can be found between pages 5-8; for details on how we have considered the impact of the Company's operations on the community and environment see pages 4-6; for capital allocation and investment decisions, see page 2; and decisions on the expansion of our acquisition investments, industry coverage and products offerings, see pages 2-3.

The following comments highlights some of the ways we have continued to engage with the key stakeholder groups throughout the year and how we measured the effectiveness of that engagement.

Shareholders

As owners of our group, we rely on the support of shareholders and their opinions are important to us. We have had open dialogue with our shareholders, through one-to-one meetings, group meetings, quarterly and annual operational excellence reviews. Discussions with shareholders covered a wide range of topics including financial performance, strategy, outlook, governance, and ethical practices. The company's new shareholders continue an active dialogue to strategically grow the business.

Wood Mackenzie Limited

Strategic report (continued) For the year ended 31 December 2023

Colleagues

Our people are key to our success and we want them to be successful individually and as a team. There are many ways we engage with and listen to our people including colleague surveys, forums, listening groups, face-to-face briefings, internal communities, newsletters and quarterly briefings. Management review employee engagement surveys and factor this into their strategic decision-making. Key areas of focus include health and well-being, development opportunities, pay and benefits.

Customers

Our ambition is to deliver best-in-class service to our clients. We build strong lasting relationships with them and spend time collaborating with them to understand their needs and views and listen to how we can improve our offer and service for them. We use this knowledge to inform our decision-making, for example to tailor our product development to suit customer needs.

Suppliers

We build strong relationships with our suppliers to develop mutually beneficial and lasting partnerships. Engagement with suppliers is primarily through a series of interactions and formal reviews. The Board recognises that relationships with suppliers are important to the Group's long-term success and is briefed on supplier feedback and issues on a regular basis.

Communities

We engage with the communities in which we operate to build trust and understand the local issues that are important to them. Key areas of focus include how we can support local causes and issues, create opportunities to recruit and develop local people and help to look after the environment. We support local charities and organisations at a site level through encouraging staff to give their time to support local causes.

Government and regulators

We regularly engage with the governments around the world through a range of industry consultations, forums, meetings and conferences to communicate our views to policy makers relevant to our business. Key areas of focus for the Company are compliance with laws and regulations, health and safety and ensuring timely and accurate filing of financial information and government statistics. The Board is updated on legal and regulatory developments and takes these into account when considering future actions.

Principal risks and uncertainties

Financial risk management

Wood Mackenzie's activities expose it to a number of financial risks including cash flow risk, credit risk, liquidity risk, interest rate and foreign exchange risk as well as business risks, all outlined below. The Company does not use derivative financial instruments for speculative purposes.

Cash flow risk

The business generates strong cash flow allowing it to both successfully provide surplus cash for the parent company as well as continue to invest in the business for the future.

Credit risk

The Company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of any provision for doubtful receivables. A provision for impairment would be made where there was an identified loss event which, based on previous experience, was evidence of a reduction in the recoverability of the cash flows. The Company has no significant concentration of credit risk, with exposure spread over a large number of customers and no client accounting for more than 4% of revenue.

Wood Mackenzie Limited

Strategic report (continued) For the year ended 31 December 2023

Principal risks and uncertainties (continued)

Liquidity risk

The Company is cash generative with a relatively minimal capital expenditure commitment within the short to medium term timeframe. The aforementioned ownership structure provides a significant level of additional working capital facility if there was ever a need to draw on it and fundamentally supports the directors' assessment that the accounts are prepared on a going concern basis.

Interest rate risk

The Company provide loans to related parties at agreed fixed interest rates and does not have any third-party debt borrowings, which would expose it to interest expense. Therefore, the Company does not consider itself to have a material exposure to interest rate fluctuations.

Foreign exchange risk

The Company's activities expose it to the financial risks of changes in foreign currency rates, although the majority of its revenue and costs continue to be denominated in sterling. The Company does have exposure to other currencies (most notably Singapore dollars from related party services) it is not considered material in management's opinion.

Climate risk

We support and have contributed to the large body of scientific evidence that clearly demonstrates the changes occurring in Earth's climate system and the attendant risks to people, property, and financial assets. We concur with the scientific consensus that anthropogenic carbon emissions contribute to global warming trends. Current trends in global climate change, if unchecked, can lead to acutely negative consequences due to rising sea levels, increased frequency and severity of extreme weather and climate events, and increased ocean acidification.

Addressing climate change is made more complicated by its interrelationship with economic development and the energy deficit facing many people around the world, especially in emerging economies. Serious consideration must go into designing and assessing options that balance care for the climate with economic progress and rising standards of living. Effort and planning are required to define approaches that are effective and produce the best outcomes for the greatest number of people around the planet.

We urge all governments to actively collaborate to address this amalgam of complex issues and to do so with urgency.

We will continue to take responsibility for our business practices by:

- monitoring, measuring, disclosing, and reducing the emissions associated with our operations;
- researching and contributing our knowledge of climate change and clearly analysing the potential implications of climate change for risk to people, property, and financial assets;
- researching and contributing our knowledge of energy production, including fossil fuel, solar, and wind sources, thereby supporting industry in choosing an optimal mix of options over time.

As a business committed to the long-term stewardship of our organisation and the global society in which we operate, we remain committed to addressing the very real impacts of climate change today and for the benefit of future generations.

Business risks

Our risk and compliance group supports our business in all operational aspects including the expansion into new geographies. In addition, if any new legislation is introduced we ensure that all our operations are fully compliant and that we have robust governance in place at all times.

Wood Mackenzie Limited

Strategic report (continued) For the year ended 31 December 2023

Economic downturn

While expenditure on accessing information can be influenced by economic conditions, Wood Mackenzie's positioning at the 'premium' end of the market, offering 'must have' solutions, reduces its exposure to the economic environment. The subscription-based revenue model and the portfolio of multi-year subscription also drive the resilience of the business to economic cycles. In addition, economic uncertainty fuels demand for information as our clients in, or servicing, the Energy industry face strategic challenges during times of high volatility.

More generally, as a content business operating across the entire Energy sector, Wood Mackenzie is able to diversify this risk across each area. In addition, we are able to monitor how client needs are evolving in each of these sectors, which helps us to stay at the forefront of information delivery.

Finally, Wood Mackenzie enjoys a diversity of revenue by geography, with c. 9% of 2023 revenues originating in the UK, c.37% in the Americas and c.54% in the Rest of the World. It is therefore less heavily exposed to the risk of economic downturn in a particular market or region.

The energy transition presents both a threat and an opportunity for the sector and our revenues. Fossil fuels will meet much of global demand for some decades, but investments in zero carbon energy (renewables and emerging technologies such as electric vehicles and energy storage) and the associated infrastructure will grow in importance. Electrification of economies will drive demand for base metals, some bulk commodities and battery raw materials. Climate change and decarbonization are rising up the agenda, and policy on environmental and social governance is intensifying. Attracting the capital needed to meet future energy demand is one of the industry's challenges and data, analysis and insight will help our customers achieve this.

Commodity price risk

Commodity price risk can have a considerable impact on the financial performance of many of our upstream clients. However, the 'must have' nature of our products provides considerable help in mitigating this risk. In addition, as the proportion of revenue generated from our non-upstream offerings increases over time, Wood Mackenzie's exposure to oil price risk is reducing.

Managerial risk

Wood Mackenzie has a highly regarded and experienced management team which has been in place for a number of years. There is a risk of reduced adaptability to market changes, complacency, and challenges in effectively planning the succession of the company. The board continues to address these risks by implementing regular leadership reviews, fostering diverse perspectives and establishing a robust plan to ensure strategic agility and continued innovation.

Quality assurance risk

The quality of the data in the Company's database, and therefore the quality of Wood Mackenzie's research and consulting services, is in significant part due to a detailed and multi-stage internal information verification process, facilitated by a team dedicated to this purpose.

Also, in addition to the constant feedback which we receive through client contact, we undertake regular formal client surveys measuring client satisfaction in a number of areas, including quality.

Vendor, systems/infrastructure and premises risk

We have undertaken an assessment of key vendors whose services are critical to Wood Mackenzie. Given that we have developed our own proprietary information, we are not heavily reliant on data feeds from third parties.

With most of our vendors, risk has been mitigated because we know there are other vendors who could undertake the same service with a manageable level of disruption. In the limited number of areas where there is a true risk from vendor failure, risk has been mitigated by ensuring best practice in areas such as disaster recovery and avoidance of single-point failure.

High availability and recoverability options have been built in to more standard internal systems, such as email, telephony, central database and the content authoring system.

Wood Mackenzie Limited

Strategic report (continued) For the year ended 31 December 2023

Vendor, systems/infrastructure and premises risk (continued)

Perhaps most crucially, given that the majority of revenue is generated from services delivered across the web, a lengthy disruption in this area could delay product delivery, damage our reputation and ultimately impact renewal rates (and hence revenue). Wood Mackenzie has dealt with this issue by making use of third-party hosting, with a provider who offers full back-up and disaster recovery. In 2023, as in preceding years, the Wood Mackenzie web site was available greater than 99.9% of the time to clients, well within our client service level agreements.

Acquisition risk

It is our belief that our exposure to acquisition risk in this area remains limited due to the fact that the acquisitions being targeted by Wood Mackenzie are niche, in-fill acquisitions which offer access to proprietary information, filling in gaps in the Company's core offerings which, in themselves, are not acquisition dependent. This is reflected by the acquisitions that have been completed recently.

Future developments

The company will continue to invest in its research products and analytical tools whilst also investing in our sales and marketing resources in order to improve our ability to service what is a truly global industry and new ways of reaching our existing and potential client base.

Approved by the Board of Directors and signed on its behalf by the Company Secretary on 30 October 2024

Andrew Ramage

Andrew Ramage
Company Secretary

16 Charlotte Square
Edinburgh
EH2 4DF

Wood Mackenzie Limited

Directors' report For the year ended 31 December 2023

The Directors present their annual report and the audited financial statements for the year ended 31 December 2023 for Wood Mackenzie Limited.

Principal activities

The principal activity of the Company is that of a specialist provider of research products and consultancy services to the Energy, Mining, Metals and Petrochemical industries.

Matters included in the Strategic Report

Details of the business review; future developments; principal risks and uncertainties; research and development; employee engagement and financial risk management can be found in the Strategic Report from page 2 and form part of this report by cross-reference.

The financial position of the Company, together with the factors that are likely to affect its future development, performance and financial position are set out in the Strategic Report.

Events after the balance sheet date

Details of post balance sheet events can be found in the notes to the accounts, note 18 and form part of this report by cross-reference.

Dividends

A dividend was declared and paid in January 2023 for a total of £120,000,000 (2022: No dividend paid).

Directors

The Directors who held office throughout the year and to the date of this report, except as noted below:

Brian Robert Aird	(Resigned 1 st February 2023)
Thomas Christopher Wong	(Resigned 1 st February 2023)
Mark Andrew Brinin	(Appointed 1 st February 2023) (Resigned 3 rd May 2024)
Simon Paul Crowe	(Appointed 10 th May 2023)
Jason Chou Liu	(Appointed 6 th May 2024)

Qualifying third party indemnity provisions

The Company has made qualifying third-party indemnity provisions for the benefit of its directors (which extend to the performance of any duties as a director of any associated company), and these remain in force at the date of this report.

Research and development

During 2023, the company continued to develop and improve its product offerings whilst also enhancing the client experience through development of its delivery platform.

Employee involvement

As a key part of the Company's philosophy, we place great importance on involving our staff in our operations. Regular meetings are held between management, employees and employee representatives through which we seek to keep staff informed and involved in the progress and performance of the Group.

Political contributions and charitable donations

The Company made no political contributions during the year (2022: £nil) and made charitable contributions of £25k (2022: £17k).

Wood Mackenzie Limited

Directors' report (continued) For the year ended 31 December 2023

Employment of disabled persons

Our policy is to give full and fair consideration to applications for employment made by disabled persons having regard to their particular aptitudes and abilities. This policy has the commitment that appropriate training will be arranged for disabled persons, including retraining for alternative work of employees who become disabled, to promote their career development within the Company.

Existence of branches outside the UK

The company has branches, as defined in s1046(3) of the Companies Act 2006, outside the UK as follows:

Dubai, United Arab Emirates
Moscow, Russia *
Johannesburg, Republic of South Africa
Vienna, Austria
Nur-Sultan, Republic of Kazakhstan
Abu Dhabi, United Arab Emirates
Manama, Bahrain

* As previously highlighted, we have currently suspended all Russian operations as a result of the ongoing conflict between Russia and Ukraine and terminated any contracts associated with local services.

Going concern

The directors believe it continues to be appropriate to prepare the accounts on the basis of going concern as set out in the going concern accounting policy in note 1 to the financial statements.

Energy and carbon reporting

In 2022 we were part of a group that reported energy and carbon data at a global level. Given the nature of the integration it was not possible to accurately determine Wood Mackenzie's UK emissions. We are using 2023 as our baseline going forward.

The following information is provided under the Streamlined Energy and Carbon Reporting (SECR) data requirements for unquoted 'large' parent companies.

	2023
	kWh
Energy Consumption	
Aggregate of energy consumption in the year	903,715
	Tonnes
	CO²e
Emissions of CO ² equivalent	
Scope 1 – direct emissions	20.975
Scope 2 – indirect emissions (location based)	183.509
Total gross emissions	<u>204.484</u>
Intensity ratio	
Tonnes CO ² e per square foot	0.003076
Tonnes CO ² e per FTE	0.24816

Wood Mackenzie Limited

Directors' report (continued) For the year ended 31 December 2023

Energy and carbon reporting (continued)

Quantification and reporting methodology

We used the GHG Protocol: A corporate accounting and reporting standard; GHG Protocol: Scope 2 Guidance; and GHG Protocol: Corporate value chain (Scope 3 Standard). We use an independent third party to convert our consumption data into GHG usage globally and to precisely calculate our Scope 1, Scope 2 and relevant Scope 3 emissions. We use separate third independent third party to audit our processes and output.

Intensity measurement

The chosen intensity measurement ratio is total gross emissions in metric tonnes CO₂e per square foot.

Measures to improve efficiency

During the reported financial year, Wood Mackenzie completed a range of actions in order to improve their energy efficiency.

- As a newly independent business established our sustainability reporting workflows. This work allows us to accurately track our emissions, establish a baseline and set appropriate targets.
- Rationalising our UK-based office space by assigning our lease in our London Finsbury Park office and moving out of Edinburgh Exchange Place 3 office.

Independent Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

A resolution was agreed by the directors to appoint RSM as auditors in 2023. The directors confirm that RSM, who have indicated their willingness to continue in office, will remain as the company's auditors for the next financial year.

Approved by the Board of Directors and signed on behalf of the Board on 30 October 2024



Simon Crowe
Director

16 Charlotte Square
Edinburgh
EH2 4DF

Wood Mackenzie Limited

Directors' responsibilities statement For the year ended 31 December 2023

The directors are responsible for preparing the "Strategic Report and the Directors' Report" and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 company and of the profit or loss of the company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Wood Mackenzie Limited

Independent Auditor's report to the members of Wood Mackenzie Limited For the year ended 31 December 2023

Opinion

We have audited the financial statements of Wood Mackenzie Limited (the 'company') for the year ended 31 December 2023 which comprise the profit and loss account, balance sheet, statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Wood Mackenzie Limited

Independent Auditor's report to the members of Wood Mackenzie Limited

For the year ended 31 December 2023

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 11 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

Wood Mackenzie Limited

Independent Auditor's report to the members of Wood Mackenzie Limited

For the year ended 31 December 2023

The extent to which the audit was considered capable of detecting irregularities, including fraud (continued)

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit. However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, evaluating advice received from external tax advisors and testing the corporation tax computation.

The audit engagement team identified the risk of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to; testing manual journal entries and other adjustments, assessing whether the judgements made in making accounting estimates are indicative of a potential bias, and evaluating whether the business rationale of any significant transactions that are unusual or outside the normal course of business. Substantive testing was performed over revenue including the use of data analytics software to map elements of the revenue cycle and testing of outliers to source documentation, and performing substantive testing over cut-off of revenue.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities> This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Alan Aitchison

Alan Aitchison (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
Third Floor
2 Semple Street
Edinburgh
EH3 8BL

30 October 2024

Wood Mackenzie Limited

Profit and loss account For the year ended 31 December 2023

		2023 £'000	2022 £'000
	Notes		
Turnover	3	276,192	261,858
Cost of sales		(157,108)	(137,464)
Gross profit		119,084	124,394
Administrative expenses		(131,160)	(75,849)
Operating (loss) / profit	4	(12,076)	48,545
Dividend income		-	37,923
Interest income		2,192	21
Interest receivable from related group undertakings		696	18,640
(Loss) / Profit before taxation		(9,188)	105,129
Tax on loss / profit	7	(4,280)	(6,959)
(Loss) / Profit for the financial year attributable to owners of the Company		(13,468)	98,170

The loss for the current and prior years was derived from continuing operations.

The accompanying notes in pages 19 to 40 are an integral part of these financial statements.

Wood Mackenzie Limited

Balance sheet As at 31 December 2023

	Notes	2023 £'000	2022 £'000
Fixed assets			
Goodwill	9	36,935	40,368
Intangible assets	9	136,713	114,279
Tangible assets	10	5,043	13,457
Investments	11	659,626	884,999
		<u>838,317</u>	<u>1,053,103</u>
Current assets			
Debtors	12	974,201	674,092
Cash at bank and in hand		63,122	97,507
		<u>1,037,323</u>	<u>771,599</u>
Creditors: amounts falling due within one year	13	<u>(829,326)</u>	<u>(720,022)</u>
Net current assets		<u>207,997</u>	<u>51,577</u>
Total assets less current liabilities		1,046,314	1,104,680
Provisions for liabilities	14	(3,222)	(2,850)
		<u>1,043,092</u>	<u>1,101,830</u>
Net assets		<u>1,043,092</u>	<u>1,101,830</u>
Capital and reserves			
Called-up share capital	15	17,910	17,910
Share premium account		77,138	3,488
Profit and loss account		948,044	1,080,432
		<u>1,043,092</u>	<u>1,101,830</u>
Shareholders' funds		<u>1,043,092</u>	<u>1,101,830</u>

The accompanying notes in pages 19 to 40 are an integral part of these financial statements.

The financial statements of the Wood Mackenzie Limited, registered number SC222302, were approved by the Board of Directors.

Signed on behalf of the Board of Directors



.....
Simon Crowe
Director

30 October 2024

Wood Mackenzie Limited

Statement of changes in equity For the year ended 31 December 2023

	Called-up Share Capital £'000	Share premium account £'000	Profit and loss account £'000	Total £'000
At 1 January 2022	17,910	3,488	982,262	1,003,660
Profit for the year and total comprehensive income	-	-	98,170	98,170
At 31 December 2022	17,910	3,488	1,080,432	1,101,830
Loss for the year and total comprehensive loss	-	-	(13,468)	(13,468)
Dividends paid	-	-	(120,000)	(120,000)
Shares issued	-	73,650	-	73,650
Share based payment compensation	-	-	1,080	1,080
At 31 December 2023	17,910	77,138	948,044	1,043,092

The accompanying notes in pages 19 to 40 are an integral part of these financial statements

Wood Mackenzie Limited

Notes to the financial statements Year ended 31 December 2023

1. Accounting policies

The accounting policies set out below apply to Wood Mackenzie Limited (the “Company”).

General information and basis of accounting

Wood Mackenzie Limited (the company’) is a private Company limited by shares incorporated in the UK under the Companies Act 2006 and is registered in Scotland at the address given on page 1. The nature of the company’s operations and its principal activities are set out in the strategic report on page 2.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the requirements of the Companies Act 2006.

The functional currency of the company is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

Monetary amounts in these financial statements are rounded to the nearest £’000.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

Section 7 ‘Statement of Cash Flows’ – Presentation of a statement of cash flow and related notes and disclosures;

Section 11 ‘Basic Financial Instruments’ and Section 12 ‘Other Financial Instrument Issues’ – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income.

The financial statements of the company are consolidated in the financial statements of Planet Midco Limited a Jersey registered company. The consolidated accounts of Planet Midco Limited are filed alongside these financial statements and can be obtained from the Registrar of Companies at Companies House.

Going concern

As noted in the Strategic Report, an affiliate of Veritas Capital acquired the Energy business from Verisk, which was formally completed on 1 February 2023. The directors view this acquisition as an affirmation of the strength of the business and as a platform from which the business can continue to grow. Budgets and forecasts have been prepared for the group which show that it will continue to be profitable for the foreseeable future and can meet its obligations as they fall due.

On this basis, the directors consider it appropriate to prepare the financial statements on the going concern basis. In making their assessment, the Directors have considered a period of at least 12 months from the date of approval of these financial statements.

Investments

Investments in subsidiaries held by the company are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

On the acquisition of a business, the gross amount paid for the business is reflected within investments. At the end of each annual reporting period the Company assesses whether there are indicators of impairment. If there are indications of impairment, then the recoverable amount of the investment is calculated. The recoverable amounts are assessed by reference to the cash-generating unit’s value in use.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

Investments (continued)

On disposal of a subsidiary or segment of the business, the resultant profit or loss on disposal of that subsidiary or segment are included within the results of the Company.

Intangible fixed assets

Goodwill has arisen on the hive up of previously acquired businesses, and is capitalised in the year of the hive up activity. Intangible fixed assets have arisen based on the significant expenditure by the business in relation to development costs of internal projects.

Goodwill

Under FRS 102, goodwill has been amortised on a straight line basis to administrative expenses over twenty years as the directors believe that the acquired businesses have useful economic life on the basis of their assessment of the strength of the acquired brands, the underlying businesses and their assets including their intellectual property, research data, customer relationships and market position, as evidenced by the strength of historic and projected cash flows.

In addition to this amortisation treatment goodwill is subject to a further annual impairment test based on a discounted future cash flow model to ensure it reflects a true and fair view of the carrying value.

Database

The databases, which have either been directly acquired or hived up from acquired businesses, have a value which is substantial and long term, and were attributed a fair value on acquisition. Such assets are only recognised where title is clear, earnings are separately identifiable, and the assets could be sold separately from the rest of the business.

Under FRS 102 the databases are amortised on a straight-line basis to administrative expenses over a twenty-year period recognising the likely future cashflows that these databases will generate. The research data within the databases, regarding historical and geographic trends and statistics in oil and gas reserves production and costs, generates direct third-party subscription income streams and cash flows over the long term. Any ancillary costs in maintaining and updating the research data are expensed as incurred. Consequently, the directors are of the opinion that the enduring value of the databases are supported and evidenced by the related third-party subscriber base and the consistent annual renewal rate therein. In the opinion of the directors, the databases have a long useful economic life in their current state and, subject to annual impairment reviews based on a discounted cash flow model, are amortised over a twenty-year period. The directors are of the opinion that this amortisation period combined with the impairment review gives a true and fair view.

Development costs

Where a specific project meets the recognition criteria of FRS 102 Section 18 'Intangible Assets Other than Goodwill' the related product development costs are capitalised and amortised on a straight line basis to administrative expenses over the expected life of the specific product developed, usually between 3 to 5 years.

Design and content website development costs are capitalised only to the extent that they lead to the creation of an enduring asset delivering measurable economic benefits at least as great as the amount capitalised. If there is insufficient evidence on which to base reasonable estimates of the economic benefits that will be generated in the period until the design and content are next updated, the costs of developing the design and content are charged to the profit and loss account as incurred.

Development costs have been capitalised in accordance with FRS 102 Section 18 Intangible Assets other than Goodwill and are therefore not treated, for dividend purposes, as a realised loss.

Sales Relationships

Sales relationships which were acquired in a business combination are recognised at fair value at the acquisition date. Customer relationships have a finite useful life and are carried at cost less accumulated amortisation. Amortisation to administrative expenses is calculated using the straight-line method to allocate the cost of sales relationships over their estimated useful lives of 20 years.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

Intangible fixed assets (continued)

Amortisation

Amortisation on intangible assets is expensed within the administrative expenses line of the statement of profit and loss.

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any provision for impairment.

Depreciation as included in administrative expenses is provided so as to write off the cost of tangible fixed assets in equal instalments over the estimated useful economic lives of the assets. The rates of depreciation are as follows:

Leasehold improvements	Over the life of the lease
Computer equipment	3 years
Fixtures & fittings	3 – 10 years

Revenue recognition

The Company enters into contracts for the supply of research products and consultancy services.

Research

Research revenue from subscribers to the research database is deferred and released to the profit and loss account over the life of the related subscription contract. Costs incurred in providing these services are recognised in the period in which they are incurred.

Consultancy contracts

Revenue from consultancy contracts is recognised over the contract term based on the percentage of services provided during the period compared to the total estimated cost of services to be provided over the entire contract.

Multi-client contracts

Multi-client contracts are generally paid upfront by customers and the revenue is deferred and released to the profit and loss account based on the percentage of services provided during the period compared to the total estimated cost of services to be provided over the entire contract.

Profit on all long-term contracts is recognised as the work is carried out and the services are delivered if the final outcome can be assessed with reasonable certainty. The profit included is calculated on a prudent basis to reflect the proportion of the work carried out at the year end by recording turnover and related costs as contract activity progresses. Any losses on contracts are recognised during the period in which the loss first becomes probable and can be reasonably estimated.

Interest receivable

Interest receivable from related party loans outstanding is recognised on an accrual basis where the amount is calculated based on the annual interest percentage applicable for the relevant period multiplied by the outstanding capital amount of the loan.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

Taxation (continued)

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Company is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Leases

Operating lease rentals are charged to the profit and loss account in equal annual amounts over the lease term.

Retirement benefits

The Company operates a defined contribution scheme on behalf of its employees. The assets of the scheme are separately held in an independently administered fund. Contributions to the defined contribution scheme are charged to the profit and loss account as they become payable. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

Foreign currency transactions

Transactions in currencies other than the functional currency (foreign currencies) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

Cash at bank and in hand

Cash at bank and in hand comprises cash balances and deposits held at bank which are repayable on demand and form an integral part of the Company's cash management.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

(i) Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the following conditions of being 'basic' financial instruments as defined in paragraph 11.9 of FRS 102 are subsequently measured at amortised cost using the effective interest method.

Debt instruments that have no stated interest rate (and do not constitute financing transaction) and are classified as payable or receivable within one year are initially measured at an undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting conditions of being 'basic' financial instruments are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

Financial instruments (continued)

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

(ii) Equity instruments

Equity instruments issued by the Company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

Share-based payment schemes

The Company operates an employee share-based incentive scheme in the equity instruments (in the form of partnership interests) of the Company's ultimate parent, Planet TopCo LP.

The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instrument at the grant date. The expense is recognised in the profit and loss account over the vesting period of the share-based incentive scheme.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Company's accounting policies

Impairment of Investments and internally developed software costs

At the end of each reporting period, the Company reviews the carrying amounts of its investments of £659,626,000 (2022: £884,999,000) to determine whether there is any indication that those investments have suffered an impairment loss. If any such indication exists, the recoverable amount of the investment is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual investment, the company estimates the recoverable amount of the cash-generating unit to which the investment belongs. Refer to note 11 for further information.

During the year, management considered the recoverability of its internally developed software costs which are included in the balance sheet at a total of £100.2 million net book value at 31 December 2023 (2022: £69.8 million). Management reviews individual projects to ensure that their development continues to progress in a satisfactory and feasible manner for those in the development phase and that for those that are fully developed and in use are continuing to add value. This includes reviewing that the projected revenues and costs are in line with previous estimates, and that those ones that are completed are more than recovering the current carrying value on a discounted cash flow basis. This situation continues to be regularly monitored.

Key source of estimation uncertainty

The directors note no key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

3. Turnover

Turnover represents amounts derived from the provision of services which fall within the Company's ordinary activities after deduction of trade discounts and any applicable value added tax.

The analysis of turnover in terms of destination is as follows:

	2023	2022
	£'000	£'000
United Kingdom	25,635	21,328
Americas	101,483	103,798
Europe/Rest of World	149,074	136,732
	<u>276,192</u>	<u>261,858</u>

The analysis of turnover in terms of is as follows:

	2023	2022
	£'000	£'000
Research	256,258	235,803
Consultancy	19,934	26,055
	<u>276,192</u>	<u>261,858</u>

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

4. Operating loss/profit

	2023 £'000	2022 £'000
Operating loss/profit is after charging/(crediting):		
Depreciation of tangible assets	6,862	7,804
Amortisation of intangible assets	25,099	19,079
Intangible assets impairment	4,676	-
Loss on disposal of tangible fixed assets	3,074	85
Rentals under operating leases – land and buildings	1,301	1,778
Expense for early surrender of Russian office lease	-	544
Foreign exchange gain	4,093	17,619
Significant one-off costs	31,120	7,942
	<u>31,120</u>	<u>7,942</u>

The analysis of auditor's remuneration is as follows:

	2023 £'000	2022 £'000
Total fees payable for the audit of the financial statements	<u>340</u>	<u>366</u>
- Tax advisory services	-	-
- Tax compliance services	-	-
Total non-audit fees	<u>-</u>	<u>-</u>

Included in the total audit fee is £45,000 (2022: £86,000) relating to audit fees paid on behalf of the company's direct/indirect parent companies for the audit of their financial statements. These fees are not recharged to the individual companies.

5. Information regarding directors and employees

	2023 £'000	2022 £'000
Directors' remuneration		
Emoluments including short and long term awards	1,078	441
Pension contributions	95	4
	<u>1,173</u>	<u>445</u>
	No.	No.
Number of directors who are members of the defined contribution pension scheme	<u>3</u>	<u>1</u>

The highest paid director, within Wood Mackenzie Limited, in 2023 received emoluments of £807,000 (2022: £441,000) and pension contributions of £65,000 (2022: £4,000).

One director (2022: one director) was paid by other related party entities and it is not possible to allocate their remuneration between entities.

Two directors were entitled to receive Class B Partnership interests in Planet Topco LP, the Company's ultimate parent, in respect of their qualifying services. Further details are set out in note 6.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

5. Information regarding directors and employees (continued)

	2023 £'000	2022 £'000
Staff costs during the year:		
<i>(including directors emoluments)</i>		
Wages and salaries <i>(including discretionary awards)</i>	71,310	58,543
“Class B” Share based payments <i>(see Note 6)</i>	1,080	-
Social security costs	7,698	7,831
Pension contributions	6,454	5,937
	<u>86,542</u>	<u>72,311</u>
	2023	2022
	No.	No.
Monthly average number of persons employed		
Consultancy and research	502	428
Sales, marketing and distribution	151	162
Administration	171	141
	<u>824</u>	<u>731</u>

Total contributions made to defined contribution pension schemes and equivalents in 2023 totalled £6.45m (2022: £5.94m). There were no pension scheme contributions outstanding at the balance sheet date.

6. Share-based compensation

Certain key employees and directors of the Company are granted the opportunity to subscribe for Class A and Class B partnership interests in Planet TopCo LP, the Company's ultimate parent.

The Class A partnership interests in Planet TopCo LP are issued in exchange for a cash consideration on the same terms as those issued to Veritas Capital Fund VIII, LP, and Planet Co-Investor Holdings L.P., vehicles owned or affiliated with Veritas Capital Fund Management, L.L.C. Class A partnership interests have no service conditions and are not remuneration for services, thus they are not considered to be share-based compensation under FRS 102.

The Class B partnership interests have two tranches, 50% of the awards vest upon meeting a service condition (“Class B Time-based Awards”) and 50% vests upon a change in control or other liquidity event (“Class B Performance-based Awards”), subject to continued employment (collectively, the “Equity Awards”). The Class B Time-based Awards vest equally each year over the five-year requisite service period (i.e. 20% on each anniversary for the next five years). Class B partnership interests are awarded with varying terms depending upon the employee’s country of residence, specific details are as set out below.

Wood Mackenzie Limited

Notes to the financial statements (continued)

Year ended 31 December 2023

6. Share-based compensation (continued)

The Class B partnership interests in Planet Topco LP awarded to the Company's employees were financed through interest-free non-recourse loans by the relevant employing entities for a total amount of £1.69m in aggregate. The non-recourse loans will be repayable upon certain events such as an initial public offering, change of control, termination of employee, sale of the shares or receipt of dividends or distributions. As the loans issued are on a non-recourse basis, the Class B partnership interests issued are accounted for as share options, and no receivables for amounts due under the loan were recorded on the Company's balance sheet.

Share-Based compensation expense

The Equity Awards are equity-classified awards, and compensation expense is calculated based on the grant-date fair value, which is estimated based on the fair value of the Class B partnership interests. To estimate the fair value of the Equity Awards, a Monte-Carlo Simulation ("MCS") option pricing model was utilized. The MCS valuation assumptions for the Equity Awards granted during the year ended December 31, 2023 were:

Class B Partnership interests	
Expected volatility (%)	42.5%
Risk-free interest rate (%)	3.21% - 3.25%
Expected dividend yield	0%
Expected term (years)	5.2

The fair value of each stock option/restricted stock granted is estimated using the MCS Option Pricing Methodology and scenario analysis. The determination of the grant date fair value is affected by our estimated price of common stock as at the grant date, as well as assumptions regarding a number of other key valuation variables. These variables include expected stock price volatility, risk-free interest rate and expected dividend yield of the stock, each for the expected term of the award. The expected volatility of the stock options is based on the average historical equity volatility of a number of comparable publicly traded companies over a time period matching the expected term of the option, with the average historical volatility of similar companies providing the best estimate of future stock volatility for the company. The risk-free interest rates used are based on the yield to maturity of UK Government bonds sourced for corresponding periods to the expected exit dates. Rates are linearly interpolated from benchmark rates with the closest available maturities corresponding to the expected term of the stock options. The dividend yield assumption is based on the forecasted dividends of the business over the expected term of the option, with the yield being a forecast average of the annual dividend yield to common stock price over the term of option.

The Company recognizes compensation costs for the Class B Time-based Awards over the vesting periods using the straight-line method. For Class B Performance-based awards, the compensation costs are deferred until the consummation of the required liquidity event or performance condition has been met.

The total compensation costs recognized for Class B Time-based Awards in the staff costs of the income statement for the year ended December 31, 2023 was £1.07m.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

6. Share-based compensation (continued)

Movements in awards

The following table summarizes the movements in the Class B partnership interests in Planet TopCo LP held by the Company's employees for the year ended December 31, 2023:

	<u>2023</u>
	<u>Weighted average fair value £ m</u>
Class B Partnership interest	
Outstanding at 1 January	-
Granted	17.67
Exercised	-
Expired	-
Forfeited	(1.04)
Outstanding at 31 December	16.63
Vested and Exercisable at 31 December	-
Vested and Exercisable and Expected to Vest at 31 December	8.53

7. Tax on profit

	2023	2022
	£'000	£'000
<i>Current taxation</i>		
UK corporation tax charge	362	1,767
Overseas tax relief current period	(362)	(198)
Non UK corporation tax	4,602	264
Adjustments in respect of prior periods	(694)	733
Total current tax	<u>3,908</u>	<u>2,566</u>
<i>Deferred taxation</i>		
Origination and reversal of timing differences	(1,175)	2,571
Adjustments in respect of prior periods	1,547	1,822
Total deferred tax	<u>372</u>	<u>4,393</u>
Total tax on profit	<u><u>4,280</u></u>	<u><u>6,959</u></u>

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

7. Tax on profit (continued)

The standard rate of tax for the year, based on the UK standard rate of corporation tax, is 23.5% (2022: 19.00%). The actual current tax charge for the current year differed from the standard rate for the reasons set out in the following reconciliation:

	2023 £'000	2022 £'000
Profit / (Loss) before taxation	(9,188)	105,129
Tax on profit at standard rate 23.5% (2022: 19.00%)	(2,160)	19,974
<i>Factors affecting the charge for the year:</i>		
Transfer pricing adjustment	5,021	4,060
Expenses not deductible for tax purposes	(2,216)	(696)
Non-taxable income (dividends)	-	(7,205)
Overseas tax	4,602	264
Double tax relief	(362)	(198)
Group relief claimed	(1,388)	(12,412)
Adjustments in respect of prior periods	853	2,555
Effects of changes in tax rates	(70)	616
Total tax	4,280	6,959

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2023 during the year and these changes are reflected within the tax figures. This included an increase to the main rate of corporation tax to 25% from 1 April 2023 and this is the rate which has been used in calculating deferred tax at the year-end.

8. Dividends

A dividend of £120,000,000 was paid in January 2023 (2022: nil).

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

9. Intangible fixed assets

	Development costs £'000	Goodwill £'000	Database £'000	Sales Relationships £'000	Total £'000
Cost					
At 1 January 2023	177,739	68,675	61,523	3,880	311,817
Additions	48,776	-	-	-	48,776
Reallocation	(2,832)	-	-	-	(2,832)
Disposals	-	-	-	-	-
At 31 December 2023	<u>223,683</u>	<u>68,675</u>	<u>61,523</u>	<u>3,880</u>	<u>357,761</u>
Accumulated amortisation and impairment					
At 1 January 2023	107,918	28,307	19,425	1,520	157,170
Charge for the year	18,396	3,433	3,076	194	25,099
Reallocation	(2,832)	-	-	-	(2,832)
Impairment	4,676	-	-	-	4,676
At 31 December 2023	<u>128,158</u>	<u>31,740</u>	<u>22,501</u>	<u>1,714</u>	<u>184,113</u>
Net book value					
At 31 December 2023	<u>95,525</u>	<u>36,935</u>	<u>39,022</u>	<u>2,166</u>	<u>173,648</u>
At 31 December 2022	<u>69,821</u>	<u>40,368</u>	<u>42,098</u>	<u>2,360</u>	<u>154,647</u>

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

10. Tangible fixed assets

	Leasehold Improvements £'000	Computer Equipment £'000	Fixtures and fittings £'000	Total £'000
Cost				
At 1 January 2023	4,190	29,939	1,436	35,565
Additions	33	1,425	64	1,522
Disposals	-	(13,716)	(6)	(13,722)
At 31 December 2023	<u>4,223</u>	<u>17,648</u>	<u>1,494</u>	<u>23,365</u>
Accumulated depreciation				
At 1 January 2023	2,852	18,625	631	22,108
Charge for the year	175	6,626	61	6,862
Disposals	-	(10,645)	(3)	(10,648)
At 31 December 2023	<u>3,027</u>	<u>14,606</u>	<u>689</u>	<u>18,322</u>
Net book value				
At 31 December 2023	<u>1,196</u>	<u>3,042</u>	<u>805</u>	<u>5,043</u>
At 31 December 2022	<u>1,338</u>	<u>11,314</u>	<u>805</u>	<u>13,457</u>

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

11. Investments

	Debentures £'000	Subsidiary undertakings £'000	Other loans £'000	Total £'000
The investments are as follows:				
Cost and net book value				
At 1 January 2022	99	85,018	816,600	901,717
Additions in the year	-	505	-	505
Reclassification to intangibles (<i>note below</i>)	-	(17,223)	-	(17,223)
Amounts as at 31 December 2022	99	68,300	816,600	884,999
Additions in the year	-	65	16,000	16,065
Settled in the period	-	-	(241,438)	(241,438)
At 31 December 2023	99	68,365	591,162	659,626

Other loans

Other loans are measured at amortised cost and constitute financing transactions with related parent entities. The disposals within the year relate to other loans to Verisk entities that were forgiven at the change of ownership within the year, 1 February 2023.

The company assesses the value of the net assets held within the investments relative to the carrying value of the investment on the balance sheet. As the value of the net assets exceeded the investment carrying value no indicators of impairment were identified.

In accordance with the applicable accounting standards, the investments held in Wood Mackenzie have been assessed and do not exhibit any indicators of impairment. As a result, no impairment review is required at this time. The investment continues to perform within expectations, and its carrying value remains appropriate based on the latest available financial and operational data.

Subsidiary undertakings

During the prior year, the investment value relating to the Company's investment in Roskill was transferred to intangible assets. This reflects the value of the database acquired as part of this investment which was subsequently hived up into the Company as at 22 May 2022. The asset has subsequently been amortised over a 20 year period.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

11. Investments held as fixed assets (continued)

The following information relates to the directly and indirectly held subsidiary undertakings:

Name of company	Country of incorporation	Proportion of issued share capital held	Share class	Principal activity
Wood Mackenzie CO Ltd	China	100%	Ordinary	Trading
Wood Mackenzie Hong Kong Limited	Hong Kong	100%	Ordinary	Trading
Wood Mackenzie Australia Pty Limited	Australia	100%	Ordinary	Trading
Wood Mackenzie Japan Kabushiki Kaisha	Japan	100%	Ordinary	Trading
Wood Mackenzie (Nigeria) Limited	Nigeria	100%	Ordinary	Trading
Wood Mackenzie Canada Limited	Canada	100%	Ordinary	Trading
Wood Mackenzie Peru S.r.l	Peru	100%	Ordinary	Trading
Wood Mackenzie Asia Pacific PTE Limited	Singapore	100%	Ordinary	Trading
Wood Mackenzie Malaysia Sdn. Bhd.	Malaysia	100%	Ordinary	Trading
Wood Mackenzie Argentina S.r.l.	Argentina	90%	Ordinary	Trading
Wood Mackenzie de Mexico S. de R.L. de CV	Mexico	99%	Ordinary	Trading
Wood Mackenzie do Brasil Ltda.	Brazil	100%	Ordinary	Trading
Wood Mackenzie India Private Limited	India	100%	Ordinary	Trading
Wood Mackenzie Research & Consulting Company Ecuador	Ecuador	100%	Ordinary	Dormant
Wood Mackenzie Limited (Saudi Arabia)	Saudi Arabia	100%	Ordinary	Trading
Brook Hunt & Associates Limited	UK	100%	Ordinary	Dormant
Infield Systems Limited	UK	100%	Ordinary	Trading
PCI Xylenes & Polyesters Limited	UK	100%	Ordinary	Dormant
PCI Xylenes & Polyesters China Limited	Hong Kong	100%	Ordinary	Trading
PCI Xylenes & Polyesters Asia SDN.BHD	Malaysia	100%	Ordinary	Trading
PCI Research GmbH	Germany	100%	Ordinary	Trading
PCI Films Consulting Limited	UK	100%	Ordinary	Dormant
PCI (PET Packaging, Resin & Recycling) Limited*	UK	100%	Ordinary	Dormant
DMS Projects Limited	UK	100%	Ordinary	Holding
Wood Mackenzie A/S	Denmark	100%	Ordinary	Trading
Commodity Vectors Limited	UK	100%	Ordinary	Trading
Commodity Vectors (Ireland) Limited **	Ireland	100%	Ordinary	Trading
Genscape Mexico S.de R.L. de C.V. **	Mexico	99%	Ordinary	Trading
Petrotranz Inc. **	Canada	100%	Ordinary	Trading
Roskill Consulting Group Limited ***	UK	100%	Ordinary	Dormant
Roskill Information Services Limited ***	UK	100%	Ordinary	Dormant
Roskill Holdings Limited	UK	100%	Ordinary	Holding Co
Roskill Germany GmbH ***	Germany	100%	Ordinary	Trading
Genscape Japan K.K. **	Japan	100%	Ordinary	Trading
Energy Fundamentals GmbH **	Switzerland	100%	Ordinary	Dormant

* Held indirectly through DMS Projects Limited.

** Held indirectly through Commodity Vectors Limited.

*** Held indirectly through Roskill Holdings Limited.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

11. Investments held as fixed assets (continued)

The following information relates to the registered office address of the principal subsidiary and that of the indirect subsidiary undertakings:

Name of company	Registered office address
Wood Mackenzie CO Ltd	2619 China World Office, 1 China World Trade Center, No.1 Jianguomenwai Avenue, Beijing 100004 China
Wood Mackenzie Hong Kong Limited	VC House, 4-6 On Lau Street, Central, Hong Kong
Wood Mackenzie Australia Pty Limited	Level 13, 50 Pitt Street, Sydney, NSW 2000, Australia
Wood Mackenzie Japan Kabushiki Kaisha	Tekko Building, 1-8-2 Marunouchi, Chiyoda-ku Tokyo 100-0005, Japan
Wood Mackenzie (Nigeria) Limited	Rivers House, 83 Ralph Shodeinde St, CBD, Abuja
Wood Mackenzie Canada Limited	335, 8th Avenue SW, Calgary, AB T2P 1C9, Canada
Wood Mackenzie Peru S.r.l	Jiron Huascar, 2055 Jesus Maria, Lima 11, Peru
Wood Mackenzie Asia Pacific PTE Limited	3 Church Street, #29-01 Samsung Hub, Singapore 049483
Wood Mackenzie Malaysia Sdn. Bhd.	Menara Maxis, Kuala Lumpur City Centre, Kuala Lumpur 50088, Malaysia
Wood Mackenzie Argentina S.r.l.	Avenida del Libertador 101, Piso 10, Buenos Aires, Arg.
Wood Mackenzie de Mexico S. de R.L. de CV	Paseo de la Reforma 483, Cuauhtemoc, 06500 Ciudad de Mexico, CDMX
Wood Mackenzie do Brasil Ltda.	Alameda Santos, 200, Edif Victoria Plaza Conj 503 Bela Vista
Wood Mackenzie India Private Limited	Plot 838, Sector 38, Gurugram 122001, Haryana
Wood Mackenzie Research & Consulting Company Ecuador	Av. 12 de Octubre N26-48 Lincoln
Wood Mackenzie Limited (Saudi Arabia)	3620 King Abdullah Ibn Abdulaziz Saud Branch 6414 King Fahd Dist. 12271
Brook Hunt & Associates Limited	Broadgate Tower, Primrose Street, London, EC2A 2EW
Infield Systems Limited	Broadgate Tower, Primrose Street, London, EC2A 2EW
PCI Xylenes & Polyesters Limited	Broadgate Tower, Primrose Street, London, EC2A 2EW
PCI Xylenes & Polyesters China Limited	VC House, 4-6 On Lau Street, Central, Hong Kong
PCI Xylenes & Polyesters Asia SDN.BHD	Menara Maxis, Kuala Lumpur City Centre, Kuala Lumpur 50088, Malaysia
PCI Research GmbH	Holzweg 14, 61440 Oberursel, Essen, Germany
PCI Films Consulting Limited	Broadgate Tower, Primrose Street, London, EC2A 2EW
PCI (PET Packaging, Resin & Recycling) Limited*	Broadgate Tower, Primrose Street, London, EC2A 2EW
DMS Projects Limited	Broadgate Tower, Primrose Street, London, EC2A 2EW
Wood Mackenzie A/S	Sonder Alle 9, 8000 Aarhus C, Denmark
Commodity Vectors Limited	Broadgate Tower, Primrose Street, London, EC2A 2EW
Commodity Vectors (Ireland) Limited **	Iveagh Court, Harcourt Road, Dublin 2, Ireland
Genscape Mexico S.de R.L. de C.V. **	Avenida Paseo de las Palmas 755-1102, Lomas de Chapultepec, Miguel Hidalgo, 11000 Ciudad de Mexico.
Petrotranz Inc. **	3500, 855-2 Street SW, Calgary, Alberta, T2P4J8, Canada
Roskill Consulting Group Limited ***	Regis House, 45 King William Street, London EC4R 9AN
Roskill Information Services Limited ***	Regis House, 45 King William Street, London EC4R 9AN
Roskill Holdings Limited	Regis House, 45 King William Street, London EC4R 9AN
Roskill Germany GmbH ***	c/o Constantin GmbH, Tilsiter Straße 1
Genscape Japan K.K. **	Ark Hills Sengokuyama Mori Tower 28F 1-9-10 Roppongi, Minato-ku, Tokyo, 106-0032, Japan
Energy Fundamentals GmbH **	Taxcoach AG, Seestrasse 344 8038, Zurich, Switzerland

* Held indirectly through DMS Projects Limited.

** Held indirectly through Commodity Vectors Limited.

*** Held indirectly through Roskill Holdings Limited.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

12. Debtors

	2023 £'000	2022 £'000
Amounts falling due within one year		
Trade debtors	41,367	33,218
Accrued income	2,527	6,820
Amounts owed by parent company	52,036	2,602
Amounts owed by other group related undertakings	453,713	278,226
Amounts owed by direct subsidiaries	394,221	341,520
Corporation tax	9,691	-
Other debtors	4,250	1,954
Amounts held for acquisition deferred consideration	3,445	3,445
Prepayments	11,924	5,449
VAT and other sales taxes	1,027	858
	<u>974,201</u>	<u>674,092</u>

Amounts due to other group related undertakings reflect operational trading relationships with subsidiaries of the ultimate parent company, Planet TopCo LP. These balances are unsecured, repayable on demand and do not accrue interest. The amounts owed by the ultimate parent company are those due from the parent company as at 31 December 2023, Planet TopCo LP.

13. Creditors: amounts falling due within one year

	2023 £'000	2022 £'000
Amounts falling due within one year		
Trade creditors	2,674	3,554
Amounts owed to ultimate parent company	9,321	-
Amounts owed to other group related undertakings	513,296	278,004
Amounts owed to direct subsidiaries	209,679	379,977
Other taxes and social security	280	-
Corporate tax	-	1,211
Accruals	10,754	10,798
Other creditors	30,631	9,568
Retention balance payable on acquisition	-	3,445
Deferred income	52,691	33,465
	<u>829,326</u>	<u>720,022</u>

Amounts due to other group related undertakings reflect operational trading relationships with subsidiaries of the ultimate parent company, Planet TopCo LP.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

13. Creditors: amounts falling due within one year (continued)

Other creditors primarily represents the amount payable for the termination service agreement held with previous owners, Verisk Analytics Inc. for continued use of services relating to IT, HR, Finance and other prior to the official separation.

Deferred income represents unearned income on invoiced research subscriptions and consultancy contracts.

The directors consider the carrying value of deferred income approximates to its fair value and does not represent a liability to repay the customer unless there is a failure to deliver the required goods and services under the terms of the contract.

14. Deferred taxation

	2023 £'000
Liability at 1 January 2023	2,850
Charge for the year (<i>note 7</i>)	(1,175)
Adjustment in respect of prior years	1,547
Liability as at 31 December 2023	<u>3,222</u>

The amounts of deferred tax provided are as follows:

	2023 £'000	2022 £'000
Capital allowances in advance of depreciation	3,636	3,062
Short-term timing differences	(414)	(212)
Deferred tax liability	<u>3,222</u>	<u>2,850</u>

	2023 £'000	2022 £'000
Deferred tax due to unwind in 12 months	-	-
Deferred tax due to unwind in more than 12 months	3,222	2,850
Deferred tax liability	<u>3,222</u>	<u>2,850</u>

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

15. Called-up share capital

	2023 Number	2022 Number	2023 £'000	2022 £'000
Called-up, allotted and fully paid				
Ordinary shares of £0.10 each	925,001	925,000	93	93
A ordinary shares of £0.10 each	176,062,203	176,062,203	17,606	17,606
B ordinary shares of £0.10 each	2,108,202	2,108,202	211	211
Special redeemable share	1	1	-	-
			<u>17,910</u>	<u>17,910</u>

The main rights attaching to the various classes of share are as follows:

Ordinary Shares, A Ordinary Shares, B Ordinary Shares & Special Redeemable Shares

On 10 May 2023, the company issued 1 Ordinary share with a nominal value of £0.10 for a total amount paid of £73.65m.

Any dividend shall be paid to the Ordinary Shareholders, the A Ordinary Shareholders and the B Ordinary Shareholders (pari passu) in proportion to the amounts paid up on the shares held by them.

On a return of assets, whether in a winding-up or reduction in capital or otherwise, the assets and retained profits of the Company available for distribution among the members shall be applied in distributing such assets and retained profits amongst the Ordinary Shareholders, the A Ordinary Shareholders and the B Ordinary Shareholders (pari passu) in proportion to the amounts paid up on the shares held by them.

On a poll every holder of Ordinary shares shall have one vote for every Ordinary share held and every holder of A Ordinary shares shall have one vote for every A Ordinary share held. The B Ordinary shares shall carry no right to attend or vote in any circumstances at any general meeting of the Company.

As at 31 December 2023, the company has 1 special redeemable share issued at nil value. This share is redeemable at the company's discretion or under specific conditions. It does not carry voting rights and is classified as equity in accordance with FRS 102. Dividends, if declared, are payable at the Board's discretion. No redemptions have occurred during the year.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

16. Financial commitments

Operating lease commitments

Total minimum lease payments at 31 December under non-cancellable operating leases are as follows:

	Land and buildings	
	2023	2022
	£'000	£'000
Leases which expire:		
Within one year	2,502	1,961
Within two to five years	6,739	4,942
After more than five years	2,048	-
	<u>11,289</u>	<u>6,903</u>

The company has granted a fixed charge over its deposited amount with HSBC UK Bank PLC. This was to cash collateralize a trade finance facility with HSBC.

The company has granted a fixed charge over its shares in Commodity Vectors Limited, Brook Hunt & Associates Limited, Roskill Holdings Limited, Infield Systems Limited, DMS Projects Limited, PCI Xylenes & Polyesters Limited, PCI Films Consulting Limited, Power Advocate Canada LTD, Petrotranz Inc and Wood Mackenzie Canada Limited. This was to secure an amount of \$1.25bn as a group loan from HPS Investments Partners, LLC. The loan is repayable over 7 years at an interest rate of 7.5% (+ SOFR). The lender may enforce this security if the company defaults. Additionally, there is a floating charge in place to secure the above amount from HPS Investment Partners, LLC. This charge is across all of the present and future assets, including receivables and cash balances.

These charges are registered with Companies House and are subject to the terms and conditions outlines in the respective loan agreements.

17. Related party transactions

As at the balance sheet date, the Company was a wholly owned subsidiary within a group that prepares consolidated financial statements, Planet Midco Limited. Therefore, the Company has taken advantage of the exemption from disclosing transactions with other group entities. Transactions with related undertakings reflect operational trading relationships with the Company's subsidiaries as well as the ultimate parent company and its subsidiaries. Any outstanding balances are unsecured, repayable on demand and do not accrue interest. The consolidated accounts of Planet Midco Limited are filed alongside these financial statements and can be obtained from the Registrar of Companies at Companies House.

Certain key employees and directors of the Company entered into interest-free non-recourse loans totaling £1.69m in aggregate in order to facilitate cashless exercise of their options to purchase Class B profit interests. The loans will be repayable upon certain events such as an initial public offering, change of control, involuntary termination of the employee, sale of the profit interests or receipt of dividends or distributions. The non-recourse loan received as consideration for the issuance of partnership interests is considered a share option for accounting purposes and has not been recognised on the company's balance sheet.

Wood Mackenzie Limited

Notes to the financial statements (continued) Year ended 31 December 2023

18. Post Balance Sheet Events

On 6 May 2024, Jason Liu joined the company as the new Chief Executive Officer, taking over from Mark Brinin, who resigned on 3 May 2024.

On 9 February 2024, Planet TopCo LP, the direct subsidiary of Veritas Capital, entered into a new credit agreement which replaces the existing debt arrangements in effect during 2023. The new credit agreement increased borrowing on the term loan to \$1,315 million and the revolver facility limit to \$150.0 million. Additionally, the margin on the interest was reduced from 6.75% to 3.5% on the term loan and any revolving loan.

19. Ultimate controlling party

The immediate parent company is Wood Mackenzie Holdings Limited, which has a registered address in the United Kingdom of 16 Charlotte Square, Edinburgh, Midlothian, EH2 4DF. The consolidated accounts of Planet Midco Limited are filed alongside these financial statements and can be obtained from the Registrar of Companies at Companies House. The registered address of Planet Midco Limited is 2nd Floor, Sir Walter Raleigh House, 48-50 Esplanade, St Helier, Jersey, JE2 3QB.

At 31 December 2023, Veritas Capital, a global US based private equity fund and is headquartered in New York City, New York, United States, was the controlling party. As a result of the completion of the aforementioned acquisition on 1st February 2023, the ultimate parent company is now Planet TopCo LP, a holding company registered in Delaware in the United States of America.

Group Registration No. 145864

Planet Midco Limited

Annual Report and Financial Statements

For the period ended 31 December 2023



Planet Midco Limited

Annual report and financial statements

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Planet Midco Limited

Officers and professional advisers

Directors

Jason Chou Liu
Simon Paul Crowe
Bahaa Eddine Naamani
Aneal Krishnan

Group Secretary

Maples Group Secretary (Jersey) Limited

Registered office

2nd Floor, Sir Walter Raleigh House, 48-50 Esplanade
St Helier
Jersey
JE2 3QB

Bankers

HSBC
2 Buchanan Street
Glasgow
G1 3LB
United Kingdom

Solicitors

Dickson Minto WS
16 Charlotte Square
Edinburgh
EH2 4DF
United Kingdom

Independent Auditor

RSM UK Audit LLP
Chartered Accountants
Third Floor
2 Semple Street
Edinburgh
EH3 8BL

Planet Midco Limited

Directors' report For the period ended 31 December 2023

The Directors present their annual report and the audited financial statements for the 14-month period ended 31 December 2023 for Planet Midco Limited. The Group's date of inception was October 27th, 2022, for the purpose of completing the purchase of Wood Mackenzie (Wood Mackenzie Limited and its associated companies within the Wood Mackenzie Group of Companies, collectively, "Wood Mackenzie"). The Group had no activity until the acquisition of Wood Mackenzie on February 1, 2023.

Principal activities

The principal activity of the Group is that of a specialist provider of research products and consultancy services to the Energy, Mining, Metals and Petrochemical industries.

Events after the balance sheet date

Details of post balance sheet events can be found in the notes to the accounts, note 19 and form part of this report by cross-reference.

Dividends

No dividends were paid during the period.

Directors

The Directors who held office throughout the period and to the date of this report, except as noted below:

Jason Chou Liu	(Appointed 6 th May 2024)
Simon Paul Crowe	(Appointed 10 th May 2023)
Bahaa Eddine Naamani	(Appointed 28 th October 2022)
Aneal Krishnan	(Appointed 28 th October 2022)
Mark Brinin	(Appointed 1 st February 2023, Resigned 3 rd May 2024)

Qualifying third party indemnity provisions

The Group has made qualifying third-party indemnity provisions for the benefit of its directors (which extend to the performance of any duties as a director of any associated company) and these remain in force at the date of this report.

Research and development

During 2023, the Group continued to develop and improve its product offerings whilst also enhancing the client experience through development of its delivery platform.

Employee involvement

As a key part of the Group's philosophy, we place great importance on involving our staff in our operations. Regular meetings are held between management, employees and employee representatives through which we seek to keep staff informed and involved in the progress and performance of the Group.

Political contributions and charitable donations

The Group made no political contributions during the period and made charitable contributions of \$39,873.

Planet Midco Limited

Directors' report (continued) For the period ended 31 December 2023

Employment of disabled persons

Our policy is to give full and fair consideration to applications for employment made by disabled persons having regard to their particular aptitudes and abilities. This policy has the commitment that appropriate training will be arranged for disabled persons, including retraining for alternative work of employees who become disabled, to promote their career development within the Group.

Going concern

The directors believe it continues to be appropriate to prepare the accounts on the basis of going concern as set out in the going concern accounting policy in note 1 to the financial statements.

Independent Auditor

Each of the persons who is a director at the date of approval of this report confirms that:
so far as the director is aware, there is no relevant audit information of which the Group's auditor is unaware; and
the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

A resolution was agreed by the directors to appoint RSM as auditors in 2023. The directors confirm that RSM, who have indicated their willingness to continue in office, will remain as the Group's auditors for the next financial year.

Approved by the Board of Directors on 30 October 2024
and signed on behalf of the Board.



Simon Crowe
Director

16 Charlotte Square
Edinburgh
EH2 4DF

Planet Midco Limited

Directors' responsibilities statement For the period ended 31 December 2023

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Jersey company law requires the directors to prepare group financial statements for a period of not more than 18 months in accordance with generally accepted accounting principles. The directors have elected under Jersey company law to prepare the group financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

The financial statements of the group are required by law to give a true and fair view of the state of the group's affairs at the end of the financial period and of the profit or loss of the group for that period. The group financial statements are also required by United Kingdom Generally Accepted Accounting Practice to present fairly the financial position and performance of the group.

In preparing the group financial statements, the directors should:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- for the group financial statements, state whether they have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping accounting records which are sufficient to show and explain the group's transactions and are such as to disclose with reasonable accuracy at any time the financial position of the group and enable them to ensure that the financial statements comply with the requirements of the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Planet Midco Limited

Independent Auditor's report to the members of Planet Midco Limited

For the period ended 31 December 2023

Opinion

We have audited the financial statements of Planet Midco Limited and its subsidiaries (the 'group') for the period ended 31 December 2023, which comprise Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cashflows, Consolidated Statement of Changes in Equity, and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"

In our opinion, the financial statements:

- give a true and fair view of the state of the group's affairs as at 31 December 2023 and of the group's loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Accounting Standards; and
- have been properly prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Planet Midco Limited

Independent Auditor's report to the members of Planet Midco Limited For the period ended 31 December 2023

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the parent company or proper returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have failed to obtain any information or explanation that, to the best of our knowledge and belief, was necessary for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the group operates in and how the group is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

Planet Midco Limited
Independent Auditor's report to the members of Planet Midco Limited
For the period ended 31 December 2023

As a result of these procedures, we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies (Jersey) Law 1991 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, evaluating advice received from external tax advisors and testing the corporation tax computation.

The group engagement team identified the risk of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to; testing manual journal entries and other adjustments, assessing whether the judgements made in making accounting estimates are indicative of a potential bias, and evaluating whether the business rationale of any significant transactions that are unusual or outside the normal course of business. Substantive testing was performed over revenue including the use of data analytics software to map elements of the revenue cycle and testing of outliers to source documentation and performing substantive testing over cut-off of revenue.

A further description of our responsibilities for the audit of the financial statements located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities> This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. 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.

Alan Aitchison

Alan Aitchison
For and on behalf of RSM UK AUDIT LLP, Auditor
Chartered Accountants
Third Floor
2 Semple Street
Edinburgh
EH3 8BL

30 October 2024

Planet Midco Limited

Consolidated statement of comprehensive income For the period ended 31 December 2023

		Period ended 31 December 2023
	Note	In '000 \$
Revenue	3	382,356
Operating expenses:		
Cost of revenues		(91,656)
Selling, general and administrative		(202,861)
Transaction and separation related expenses		(48,877)
Depreciation and amortisation of fixed assets		(2,913)
Amortisation of internally developed software		(1,606)
Amortisation of intangible assets		(84,654)
Total operating expenses		<u>(432,567)</u>
Operating loss	4	<u>(50,211)</u>
Other expenses:		
Interest income		2,251
Interest expense		(104,870)
Total other expenses		<u>(102,619)</u>
Loss before income taxes		(152,830)
Net tax credit	7	<u>25,762</u>
Net loss		<u>(127,068)</u>
Comprehensive loss:		
Net loss		(127,068)
Foreign currency translation adjustment		48,102
Comprehensive loss		<u>(78,966)</u>

The accounting notes in pages 12 to 32 are an integral part of these financial statements.

Planet Midco Limited

Consolidated statement of financial position As at 31 December 2023

		2023
	Note	In '000 \$
Fixed assets		
Goodwill	9	1,098,322
Intangible assets	9	1,618,749
Tangible assets	10	8,700
Other noncurrent assets		4,004
		<u>2,729,775</u>
Current assets		
Debtors	12	132,641
Cash at bank and in hand		124,198
		<u>256,839</u>
Creditors: amounts falling due within one year	13	(196,160)
		<u>60,679</u>
Net current assets		<u>2,790,454</u>
Total assets less current liabilities		<u>2,790,454</u>
Creditors: amounts falling due after one year	13	(977,034)
Provisions for liabilities	15	(347,297)
Net assets		<u>1,466,123</u>
Capital and reserves		
Called-up share capital	16	58
Share premium account		1,543,549
Share based payment reserve		1,482
Profit and loss account		(127,068)
Accumulated other comprehensive gain		48,102
Shareholders' funds		<u>1,466,123</u>

The accounting notes in pages 12 to 32 are an integral part of these financial statements. The financial statements of Planet Midco Limited, registered number 145864 (Jersey), were approved by the Board of Directors.

Signed on behalf of the Board of Directors



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Simon Crowe, Director

30 October 2024

Planet Midco Limited

Consolidated statement of cashflows For the period ended 31 December 2023

	For the period ended 31 December 2023
	In '000 \$
Operating Activities	
Loss on ordinary activities before taxation	(152,830)
Adjustment for:	
Net interest per SOCI	102,619
Amortisation on intangible assets	86,260
Depreciation on tangible assets	2,913
Loss on disposal of tangible assets	93
Share based payment compensation	1,482
	<hr/>
Operating cash flow before movement in working capital	40,537
Decrease in trade and other debtors	(36,857)
Increase in trade and other creditors	52,210
	<hr/>
Cash generated from operations	55,890
Taxation paid	(34,505)
Interest paid	(66,832)
	<hr/>
Net cash used in operations	(45,447)
Investing Activities	
Acquisition, net of cash acquired	(2,236,772)
Purchase of intangible assets	(59,923)
Purchase of tangible assets	(1,911)
Interest received	2,251
	<hr/>
Net cash used in investing activities	(2,296,355)
Financing Activities	
Proceeds from related party term debt	937,500
Proceeds from share issue	1,540,080
Proceeds from loan from parent	12,597
	<hr/>
Net cash from financing activities	2,490,177
	<hr/>
Net increase in cash and cash equivalents	148,375
Cash and cash equivalents at beginning of the period	-
Effect of foreign exchange rate changes	(24,177)
	<hr/>
Cash and cash equivalents at end of the period	124,198

The accounting notes in pages 12 to 32 are an integral part of these financial statements.

Planet Midco Limited

Consolidated Statement of changes in equity For the period ended 31 December 2023

	Called-up Share Capital	Share premium account	Share based payment reserve	Retained earnings	Foreign currency translation reserve	Total
In '000 \$						
At 27 October 2022	-	-	-	-	-	-
Profit / (Loss) for the period and other total comprehensive income	-	-	-	(127,068)	48,102	(78,966)
Shares issued during the year	58	1,543,549	-	-	-	1,543,607
Share based payment compensation	-	-	1,482	-	-	1,482
At 31 December 2023	58	1,543,549	1,482	(127,068)	48,102	1,466,123

The accounting notes in pages 12 to 32 are an integral part of these financial statements.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

1. Accounting policies

The accounting policies set out below apply to Planet Midco Limited (the “Group”).

General information and basis of accounting

Planet Midco Limited (the ‘Group’) is a private company limited by shares incorporated in Jersey under the Companies (Jersey) Law 1991 and is registered at the address given on page 1. The nature of the Group’s operations and its principal activities are set out in the directors’ report on page 2.

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland.

The financial statements are presented in United States Dollars and monetary amounts are rounded to the nearest \$’000.

Consolidation

The consolidated financial statements incorporate those of Planet Midco Limited and all of its subsidiaries (i.e. entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the period are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 December 2023. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued, and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

Going concern

As noted in the Directors’ Report, an affiliate of Veritas Capital acquired the Energy business from Verisk, which was formally completed on 1 February 2023. The directors view this acquisition as an affirmation of the strength of the business and as a platform from which the business can continue to grow. Budgets and forecasts have been prepared for the group which show that it will continue to be meet its obligations as they fall due.

On this basis, the directors consider it appropriate to prepare the financial statements on the going concern basis. In making their assessment, the Directors have considered a period of at least 12 months from the date of approval of these financial statements.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

1. Accounting policies (continued)

Intangible fixed assets

Goodwill

Under FRS 102, goodwill has been amortised on a straight line basis and charged in the year after acquisition to the statement of comprehensive income over twenty years as the directors believe that the acquired businesses have useful economic life on the basis of their assessment of the strength of the acquired brands, the underlying businesses and their assets including their intellectual property, research data, customer relationships and market position, as evidenced by the strength of historic and projected cash flows.

In addition to this amortisation treatment goodwill is subject to a further annual impairment test based on a discounted future cash flow model to ensure it reflects a true and fair view of the carrying value.

Database

The databases, which have been directly acquired from acquired businesses, have a value which is substantial and long term, and were attributed a fair value on acquisition. Such assets are only recognised where title is clear, earnings are separately identifiable, and the assets could be sold separately from the rest of the business.

Under FRS 102 the databases are amortised on a straight-line basis to the statement of comprehensive income over a twenty-year period recognising the likely future cashflows that these databases will generate. The research data within the databases, regarding historical and geographic trends and statistics in oil and gas reserves production and costs, generates direct third-party subscription income streams and cash flows over the long term. Any ancillary costs in maintaining and updating the research data are expensed as incurred. Consequently, the directors are of the opinion that the enduring value of the databases are supported and evidenced by the related third-party subscriber base and the consistent annual renewal rate therein. In the opinion of the directors, the databases have a long useful economic life in their current state and, subject to annual impairment reviews based on a discounted cash flow model, are amortised over a twenty-year period. The directors are of the opinion that this amortisation period combined with the impairment review gives a true and fair view.

Development costs

Where a specific project meets the recognition criteria of FRS 102 Section 18 'Intangible Assets Other than Goodwill' the related product development costs are capitalised and amortised on a straight line basis to the statement of comprehensive income over the expected life of the specific product developed, being 3 years.

Design and content website development costs are capitalised only to the extent that they lead to the creation of an enduring asset delivering measurable economic benefits at least as great as the amount capitalised. If there is insufficient evidence on which to base reasonable estimates of the economic benefits that will be generated in the period until the design and content are next updated, the costs of developing the design and content are charged to the consolidated statement of comprehensive income as incurred.

Development costs have been capitalised in accordance with FRS 102 Section 18 Intangible Assets other than Goodwill and are therefore not treated, for dividend purposes, as a realised loss.

Sales Relationships

Sales relationships which were acquired in a business combination are recognised at fair value at the acquisition date. Customer relationships have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is charged to the statement of comprehensive income and is calculated using the straight-line method to allocate the cost of sales relationships over their estimated useful lives of 20 years.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

1. Accounting policies (continued)

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any provision for impairment.

Depreciation as included in the statement of comprehensive income is provided so as to write off the cost of tangible fixed assets in equal instalments over the estimated useful economic lives of the assets. The rates of depreciation are as follows:

Leasehold improvements	Over the life of the lease
Computer equipment	3 years
Fixtures & fittings	3 – 10 years

Revenue recognition

The Group enters into contracts for the supply of research products and consultancy services.

Research

Research revenue from subscribers to the research database is deferred and released to the consolidated statement of comprehensive income over the life of the related subscription contract. Costs incurred in providing these services are recognised in the period in which they are incurred.

Consultancy contracts

Revenue from consultancy contracts is recognised over the contract term based on the percentage of services provided during the period compared to the total estimated cost of services to be provided over the entire contract.

Multi-client contracts

Multi-client contracts are generally paid upfront by customers and the revenue is deferred and released to the consolidated statement of comprehensive income based on the percentage of services provided during the period compared to the total estimated cost of services to be provided over the entire contract.

Profit on all long-term contracts is recognised as the work is carried out and the services are delivered if the final outcome can be assessed with reasonable certainty. The profit included is calculated on a prudent basis to reflect the proportion of the work carried out at the year end by recording turnover and related costs as contract activity progresses. Any losses on contracts are recognised during the period in which the loss first becomes probable and can be reasonably estimated.

Interest receivable

Interest receivable from related party loans outstanding is recognised on an accrual basis where the amount is calculated based on the annual interest percentage applicable for the relevant period multiplied by the outstanding capital amount of the loan.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

1. Accounting policies (continued)

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Group is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

1. Accounting policies (continued)

Leases

Operating lease rentals are charged to the consolidated statement of comprehensive income in equal annual amounts over the lease term.

Retirement benefits

The Group operates a defined contribution scheme on behalf of its employees. The assets of the scheme are separately held in an independently administered fund. Contributions to the defined contribution scheme are charged to the consolidated statement of comprehensive income as they become payable. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Foreign currency transactions

Transactions in currencies other than the functional currency (foreign currencies) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

Cash at bank and in hand

Cash at bank and in hand comprises cash balances and deposits held at bank which are repayable on demand and form an integral part of the Group's cash management.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

(i) Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

1. Accounting policies (continued)

Debt instruments which meet the following conditions of being 'basic' financial instruments as defined in paragraph 11.9 of FRS 102 are subsequently measured at amortised cost using the effective interest method.

Debt instruments that have no stated interest rate (and do not constitute financing transaction) and are classified as payable or receivable within one year are initially measured at an undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting conditions of being 'basic' financial instruments are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Group transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Group, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

(ii) Equity instruments

Equity instruments issued by the Group are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

Share-based payment schemes

The Group operates an employee share-based incentive scheme in the equity instruments (in the form of partnership interests) of the Company's ultimate parent, Planet TopCo LP.

The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instrument at the grant date. The expense is recognised in the consolidated statement of comprehensive income over the vesting period of the share-based incentive scheme.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 1, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

2. Critical accounting judgements and key sources of estimation uncertainty (continued)

Impairment of internally developed software costs

During the period, management considered the recoverability of its internally developed software costs which are included in the balance sheet at a total of \$58.3 million net book value at 31 December 2023. Management reviews individual projects to ensure that their development continues to progress in a satisfactory and feasible manner for those in the development phase and that for those that are fully developed and in use are continuing to add value. This includes reviewing that the projected revenues and costs are in line with previous estimates, and that those ones that are completed are more than recovering the current carrying value on a discounted cash flow basis. This situation continues to be regularly monitored.

Key source of estimation uncertainty

The group makes estimates and assumptions that affect the reported amounts of assets and liabilities, particularly concerning the fair valuation of identifiable assets and liabilities acquired in business combinations.

These valuations are based on management's best estimates and involve significant judgments regarding methods and inputs, such as discount rates and growth rates. Changes in these estimates can materially impact the financial statements. The group reviews these estimates regularly, but actual results may differ, leading to adjustments in future periods.

3. Turnover

Turnover represents amounts derived from the provision of services which fall within the Group's ordinary activities after deduction of trade discounts and any applicable value added tax.

The analysis of turnover in terms of destination is as follows:

	2023
	\$'000
United Kingdom	28,246
Americas	196,640
Europe/Rest of World	157,470
	<u>382,356</u>

The analysis of turnover in terms of is as follows:

	2023
	\$'000
Research	335,140
Consultancy	47,216
	<u>382,356</u>

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

4. Operating profit

	2023 \$'000
Operating loss after charging/(crediting):	
Depreciation of tangible assets	2,913
Amortisation of intangible assets	86,260
Rentals under operating leases – land and buildings	5,970
Foreign exchange gain	6,516
	<u> </u>

The analysis of auditor's remuneration is as follows:

	2023 \$'000
Total fees payable for the audit of the financial statements	<u>430</u>
- Tax advisory services	-
- Tax compliance services	-
	<u> </u>
Total non-audit fees	<u> </u>

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

5. Staff costs

Total employer contributions made to defined contribution pension schemes and equivalents in 2023 totalled \$11,442,000. There were no pension scheme contributions outstanding at the balance sheet date.

Key management personnel remuneration is disclosed in note 18.

6. Share-based compensation

Certain key employees and directors of the Group and its subsidiary entities are granted the opportunity to subscribe for Class A and Class B partnership interests in Planet TopCo LP, the Company's ultimate parent.

The Class A partnership interests in Planet TopCo LP are issued in exchange for a cash consideration on the same terms as those issued to Veritas Capital Fund VIII, LP, and Planet Co-Investor Holdings L.P., vehicles owned or affiliated with Veritas Capital Fund Management, L.L.C. Class A partnership interests have no service conditions and are not remuneration for services, thus they are not considered to be share-based compensation under FRS 102.

The Class B partnership interests have two tranches: 50% of the awards vest upon meeting a service condition ("Class B Time-based Awards"); and 50% vests upon a change in control or other liquidity event ("Class B Performance-based Awards"), subject to continued employment (collectively, the "Equity Awards"). The Class B Time-based Awards vest equally each year over the five-year requisite service period (i.e. 20% on each anniversary for the next five years). Class B partnership interests are awarded with varying terms depending upon the employee's country of residence, specific details are as set out below.

The Class B partnership interests in Planet Topco LP awarded to the Group's employees were financed through interest-free non-recourse loans by the relevant employing entities for a total amount of \$2.34 million in aggregate. The non-recourse loans will be repayable upon certain events such as an initial public offering, change of control, termination of employee, sale of the shares or receipt of dividends or distributions. As the loans issued are on a non-recourse basis, the Class B partnership interests issued are accounted for as share options, and no receivables for amounts due under the loan were recorded on the Group's balance sheet.

Share-based compensation expense

The Equity Awards are equity-classified awards, and compensation expense is calculated based on the grant-date fair value, which is estimated based on the fair value of the Class B partnership interests. To estimate the fair value of the Equity Awards, a Monte-Carlo Simulation ("MCS") option pricing model was utilised. The MCS valuation assumptions for the Equity Awards granted during the period ended December 31, 2023 were:

	Class B Partnership interests
Expected volatility (%)	42.5%
Risk-free interest rate (%)	3.21% - 3.25%
Expected dividend yield	0%
Expected term (years)	5.2

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

6. Share-based compensation (continued)

The fair value of each stock option/restricted stock granted is estimated using the MCS Option Pricing Methodology and scenario analysis. The determination of the grant date fair value is affected by our estimated price of common stock as at the grant date, as well as assumptions regarding a number of other key valuation variables. These variables include expected stock price volatility, risk-free interest rate and expected dividend yield of the stock, each for the expected term of the award. The expected volatility of the stock options is based on the average historical equity volatility of a number of comparable publicly traded companies over a time period matching the expected term of the option, with the average historical volatility of similar companies providing the best estimate of future stock volatility for the company. The risk-free interest rates used are based on the yield to maturity of UK Government bonds sourced for corresponding periods to the expected exit dates. Rates are linearly interpolated from benchmark rates with the closest available maturities corresponding to the expected term of the stock options. The dividend yield assumption is based on the forecasted dividends of the business over the expected term of the option, with the yield being a forecast average of the annual dividend yield to common stock price over the term of option.

The group recognises compensation costs for the Class B Time-based Awards over the vesting periods using the straight-line method. For Class B Performance-based awards, the compensation costs are deferred until the consummation of the required liquidity event or performance condition has been met.

The total compensation costs recognized for Class B Time-based Awards in the staff costs of the income statement for the period ended December 31, 2023 was \$1.48m.

Movements in awards

The following table summarizes the movements in the Class B partnership interests in Planet TopCo LP held by the employees of the group and its subsidiary entities for the period ended December 31, 2023:

	2023
Class B Partnership interest	Weighted average fair value \$ million
Outstanding at 1 January	-
Granted	24.48
Exercised	-
Expired	-
Forfeited	(1.32)
Outstanding at 31 December	23.16
Vested and Exercisable at 31 December	-
Vested and Exercisable and Expected to Vest at 31 December	11.88

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

7. Tax on profit

	2023 \$'000
<i>Current taxation</i>	
UK corporation tax charge / (credit)	(156)
Overseas tax	12,070
Total current tax	<u>11,914</u>
<i>Deferred taxation</i>	
UK	(37,410)
Foreign	(266)
Total deferred tax	<u>(37,676)</u>
Total tax on profit	<u><u>(25,762)</u></u>

The standard rate of tax for the period, based on the UK rate of corporation tax, is a hybrid rate. The corporation tax rate was amended on 1 April 2023 to increase from 19% to 25% and therefore this set of accounts has a pro-rated tax rate of 23.91%. The actual current tax charge for the current period differed from the standard rate for the reasons set out in the following reconciliation:

	2023 \$'000
Profit / (Loss) before taxation	(152,830)
Tax (credit) on loss at standard rate 23.91%	(36,540)
<i>Factors affecting the charge for the period:</i>	
Foreign rate differential	1,102
Impact of difference between corporation tax and deferred tax rates	(1,635)
Withholding tax	6,387
Adjustments in respect of prior years	903
Non-deductible expenditure/non-taxable income	574
Transaction costs	6,626
Stock-based compensation	(3,814)
Non-taxable income	(10)
Deferred tax not recognised	645
Total tax	<u><u>(25,762)</u></u>

Changes to the UK corporation tax rates were substantively enacted as part of the Spring Finance Bill 2023 during the period and these changes are reflected within the tax figures. This included an increase to the main rate of corporation tax to 25% from 1 April 2023 and this is the rate which has been used in calculating deferred tax at the year-end.

8. Dividends

There was no dividend paid during the financial period.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

9. Intangible fixed assets

	Development costs \$'000	Goodwill \$'000	Database \$'000	Sales Relationships \$'000	Total \$'000
Cost					
Acquired as at 1 February 2023	-	1,063,714	896,000	699,000	2,658,714
Additions	59,923	-	-	-	59,923
Foreign exchange movement	-	34,608	29,179	22,796	86,583
At 31 December 2023	<u>59,923</u>	<u>1,098,322</u>	<u>925,179</u>	<u>721,796</u>	<u>2,805,220</u>
Accumulated amortisation					
Charge for the period	1,606	-	52,249	32,405	86,260
Foreign exchange movement	-	-	1,166	723	1,889
At 31 December 2023	<u>1,606</u>	<u>-</u>	<u>53,415</u>	<u>33,128</u>	<u>88,149</u>
Net book value					
At 31 December 2023	<u><u>58,317</u></u>	<u><u>1,098,322</u></u>	<u><u>871,764</u></u>	<u><u>688,668</u></u>	<u><u>2,717,071</u></u>

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

10. Tangible fixed assets

	Leasehold Improvements \$'000	Computer Equipment \$'000	Fixtures and fittings \$'000	Total \$'000
Cost				
Acquired as at 1 February 2023	2,263	6,902	541	9,706
Additions	672	1,154	85	1,911
Disposals	-	(93)	-	(93)
Other classification	-	89	-	89
At 31 December 2023	<u>2,935</u>	<u>8,052</u>	<u>626</u>	<u>11,613</u>
Accumulated depreciation				
Charge for the period	541	2,264	108	2,913
At 31 December 2023	<u>541</u>	<u>2,264</u>	<u>108</u>	<u>2,913</u>
Net book value				
At 31 December 2023	<u><u>2,394</u></u>	<u><u>5,788</u></u>	<u><u>518</u></u>	<u><u>8,700</u></u>

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

11. Business combinations

On February 1, 2023, Veritas Capital through its subsidiary Planet Holdco 2 Limited., acquired 100 percent of the outstanding shares of Wood Mackenzie, through Planet Jersey Buyer LTD, for a net cash purchase price of \$2.3 billion (cash of \$2.237 billion and Parent Company equity valued at \$3.5 million). The transaction was funded using \$1.54 billion of contributed capital and third-party debt of \$937.5 million with excess cash remitted to Wood Mackenzie. Wood Mackenzie is a globally recognized industry leader that provides quality data, analytics, and insights for the energy, renewables, and natural resources industry. Wood Mackenzie operates at the nexus of current energy industry tailwinds, offering clients leading energy data and analytics with the stated purpose of transforming the way the planet is powered.

The purchase price of Wood Mackenzie is allocated to the assets acquired and liabilities assumed based on their estimated respective fair values as of February 1, 2023, with the excess purchase price allocated to goodwill. The following table summarizes the fair values of the identifiable assets acquired and liabilities assumed at the date of acquisition (in thousands): On 1 February 2023, Planet Midco Limited acquired 100% of the issued share capital of all non-US based entities within the group.

	In '000 \$
Fair Value of Consideration Transferred	\$ 2,295,280
Cash and cash equivalents	54,981
Accounts receivable	74,089
Prepaid expenses	7,554
Other current assets	7,972
Fixed assets, net	9,706
Intangible assets	1,595,000
Other long term assets	1,777
Total assets acquired	1,751,079
Accounts Payable and Accrued Liabilities	(43,969)
Deferred revenues	(82,020)
Deferred income tax liabilities	(372,469)
Income taxes payable	(14,195)
Acquisition related liabilities	(6,862)
Total liabilities assumed	(519,515)
Net assets acquired	1,231,564
Goodwill	1,063,714
Acquisition -date fair value of the total consideration transferred	2,295,278
Represented by:	
Cash acquired	(54,981)
Parent company equity	(3,527)
Acquisition costs	-
Net cash purchase price	2,236,770

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

11. Business combinations (continued)

The amounts assigned to intangible assets by type for the Company's acquisition is summarized in the table below (in thousands):

	<u>Estimated Useful Life (in Years)</u>	In '000 \$ <u>Total</u>
Trade Name	20	198,000
IP - Technology & Database	15	698,000
Customer Relationships	20	699,000
Total intangible assets		<u>\$ 1,595,000</u>

The fair values assigned to the identifiable intangible assets were measure based on significant inputs that are not observable in the marketplace, and therefore classified as Level 3 assets. The fair value was provided by an independent valuation firm; key assumptions included (a) management's projections of future cash flows based upon past experience and future expectations and (b) a discount rate of 10%. The key assumptions were used in respective valuation methodology deemed to the most appropriate for each type of asset being valued. The Trade Name valuation and IP – Technology & Database used the relief from royalty method, the customer relationships used the excess earnings method.

The Parent Company equity was valued using a Monte Carlo framework in the application of the income approach in order to capture the distribution rights of the Company's unit classes included the asymmetric nature and inherent subordination of the interest to other unit classes.

The goodwill associated with the acquisition includes the Company's acquired assembled work force, the value associated with the opportunity to leverage the work force to continue to develop the technology and content assets, as well as the Company's ability to grow through adding additional customer relationships or new solutions in the future.

The \$1.1 billion in goodwill associated with the acquisition is not deductible for tax purposes as the acquisition was treated as a stock acquisition. The amounts assigned to intangible assets by type for these acquisitions were based upon the Company's valuation model and historical experiences with entities with similar business characteristics.

For the period ended December 31, 2023, the company incurred transaction and one-time costs related to acquisitions of \$48.9 million, which are included within "Transaction and separation expenses" in the consolidated statements of comprehensive income.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

12. Debtors

	2023 \$'000
Amounts falling due within one year	
Trade debtors	88,565
Accrued income	8,168
Prepayments	13,789
Corporate tax	14,043
Other debtors	8,076
	<u>132,641</u>

An impairment loss of \$10.3m was recognised in respect of trade receivables due from customers from whom payment was overdue and receipt is classified as doubtful.

13. Creditors: amounts falling due within one year & after one year

	2023 \$'000
Amounts falling due within one year	
Trade payables	3,610
Accruals	32,564
Other taxes and social security	26,224
Other payables	6,585
Due to related undertakings	4,664
Deferred revenues	122,513
	<u>196,160</u>
Amounts falling due after one year	
Due to related undertakings	975,538
Deferred revenues	1,496
	<u>977,034</u>

Amounts due to related undertakings reflect operational trading relationships with the Group's subsidiaries as well as the ultimate parent Group and its subsidiaries. The Group has an obligation to related entities with an overall balance that is set to mature in 2030. This obligation carries an interest rate of 6.95% plus the SOFR, which may fluctuate based on market conditions. The Company is committed to fulfilling this obligation in accordance with the agreed terms.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

13. Creditors: amounts falling due within one year & after one year (continued)

Deferred income represents unearned income on invoiced research subscriptions and consultancy contracts.

The directors consider the carrying value of deferred income approximates to its fair value and does not represent a liability to repay the customer unless there is a failure to deliver the required goods and services under the terms of the contract.

14. Consolidated analysis of changes in net debt

		Opening balance	Cash flow	Non-cash movements	31 December 2023
	Note	In \$'000	In \$'000	In \$'000	In \$'000
		-	-	-	-
Debt due within 1 year		-	-	-	-
Long term debt with related undertakings		-	937,500	-	937,500
Accrued interest		-	-	38,038	38,038
Debt due after 1 year	13	-	937,500	38,038	975,538
Total net debt		-	937,500	38,038	975,538

15. Deferred taxation

	2023 \$'000
Deferred tax liabilities	373,498
Deferred tax assets	(26,201)
Net liability as at 31 December 2023	347,297

The deferred tax asset of \$26.2m is expected to reverse within 12 months and relates to the utilisation of tax losses against future expected profits of the same period. The deferred tax liability of \$373.5m primarily relates to the fair value uplift recognised on intangible assets and is expected to reverse over the useful life of the assets.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

15. Deferred taxation (continued)

The major deferred tax liabilities and assets recognised by the Group are:

	2023 \$'000
Opening balance 1 February 2023	251
Prior year adjustment	(53)
Arising on business combinations	372,811
Recognised in the income statement	(12,086)
Foreign exchange differences	12,575
	<hr/>
Closing balance as at 31 December 2023	373,498 <hr/> <hr/>

	2023 \$'000
Opening balance 1 February 2023	(593)
Prior year adjustment	(135)
Recognised in the income statement	(25,402)
Foreign exchange differences	(71)
	<hr/>
Closing balance as at 31 December 2023	(26,201) <hr/> <hr/>

The tax effects of significant items comprising the deferred tax assets and liabilities as at 31 December 2023 are as follows:

	2023 \$'000
<i>Stock compensation</i>	(371)
Fixed assets	(1,698)
Tax losses	(7,826)
Corporate interest restriction disallowance	(15,757)
Other	(549)
	<hr/>
Deferred tax assets recognised	(26,201) <hr/> <hr/>

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

15. Deferred taxation (continued)

	2023 \$'000
Intangible assets	373,311
Fixed assets	187
	<hr/>
Deferred tax liabilities recognised	<u>373,498</u>

16. Called-up share capital

	2023 \$'000
50,000 Ordinary shares of £1 each	58
	<hr/>
	<u>58</u>

The main rights attaching to the various classes of share are as follows:

Ordinary Shares

The authorized share capital of the Company amounts to GBP 50,000 divided into 50,000 shares at a par value of GBP 1.00 each. All issued share capital is held at the Parent Company. Contributions made by the Parent Company are recorded as additional paid in capital in the period that the contributions were received.

In addition to the called-up share capital of \$58,034, the group has recorded amounts over and above the nominal value, included within share premium, totalling \$1.54 billion.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

17. Financial commitments

Operating lease commitments

Total minimum lease payments at 31 December under non-cancellable operating leases are as follows:

	Land and buildings 2023 \$'000
Leases which expire:	
Within one year	7,600
Within two to five years	20,956
After more than five years	2,937
	<hr/>
	31,493
	<hr/> <hr/>

18. Related party transactions

As at the balance sheet date, the Group was a wholly owned subsidiary within a group that prepares consolidated financial statements. This entity is the smallest and largest group into which the overall results are consolidated.

Transactions with related undertakings reflect operational trading relationships with the Group's subsidiaries. Any outstanding balances are unsecured, repayable on demand and do not accrue interest.

Certain key employees and directors of the group's subsidiary entities entered into interest-free non-recourse loans totalling \$2.34 million in aggregate in order to facilitate cashless exercise of their options to purchase Class B profit interests. These loans were funded by each of the subsidiary entities that employ the individuals. The loans will be repayable upon certain events such as an initial public offering, change of control, involuntary termination of the employee, sale of the profit interests or receipt of dividends or distributions. The non-recourse loan received as consideration for the issuance of partnership interests is considered a share option for accounting purposes and has not been recognised on the company's balance sheet.

Key management personnel are defined as those individuals with authority and responsibility for planning, directing, and controlling the activities of the entity.

Planet Midco Limited

Notes to the financial statements Period ended 31 December 2023

18. Related party transactions (continued)

The compensation of key management personnel for the period ended 31 December 2023 is as follows:

	2023
	\$'000
Directors' remuneration	
Emoluments including short and long term awards	1,282
Pension contributions	108
	<u>1,390</u>
	No.
Number of directors who are members of the defined contribution pension scheme	<u>2</u>

Two directors were entitled to receive Class B Partnership interests in Planet Topco LP, the Company's ultimate parent, in respect of their qualifying services. Further details are set out in note 6.

Two of the directors active in the period were paid by other related undertakings and it is not possible to allocate their remuneration between entities.

19. Post Balance Sheet Events

On 6 May 2024, Jason Liu joined the Group as the new Chief Executive Officer, taking over from Mark Brinin, who resigned on 3 May 2024.

On 9 February 2024, Planet TopCo LP, the direct subsidiary of Veritas Capital, entered into a new credit agreement which replaces the existing debt arrangements in effect during 2023. The new credit agreement increased borrowing on the term loan to \$1,315 million and the revolver facility limit to \$150 million. Additionally, the margin on the interest was reduced from 6.75% to 3.5% on the term loan and any revolving loan.

20. Ultimate controlling party

The immediate parent company is Planet Holdco 2 Ltd, which has a registered address in Jersey, Sir Walter Raleigh House, 48-50 Esplanade, St Helier.

At 31 December 2023, Planet TopCo LP, owned by Veritas Capital, a global, US based private equity fund, headquartered in New York City, New York, United States, was the controlling party. There was no ultimate controlling party for the group. As a result of the completion of the aforementioned acquisition on 1st February 2023, the ultimate parent company is Planet TopCo LP, a holding company, registered in Delaware in the United States of America.