

DIRECTORS' REPORT

The Directors present their report, together with the audited accounts in relation to the Group activities for the year ended 31 March 2020.

In accordance with s414c of the Companies Act 2006, certain matters that would otherwise be required in the Directors Report is included in the Strategic Review or elsewhere in this document as indicated in the table below and is incorporated into this report by reference.

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Financial Results and Dividend

The Group's financial results, risk management objectives and policies are discussed in the Finance Review on pages 21 to 23 and within note 25. The Board does not intend to declare a final dividend in respect of financial year 2020. This prudent step helps both preserve short term liquidity and also provides additional financial flexibility to support and invest as GBG comes out of the Covid-19 pandemic.

Substantial Shareholders

We have been notified of the following interests in the ordinary share capital, representing 3% or more of our issued share capital. Details of substantial shareholders is regularly published and updated on our website. The position as at 31 March 2020 is detailed below:

Substantial Shareholder	No. of Shares Owned at 31 March 2020	Percentage of Shares Owned at 31 March 2019
Kames Capital	14,095,672	7.26
Octopus Investments	13,744,681	7.08
Capital Research Global Investors	9,530,000	4.91
Aberdeen Standard Investments (Standard Life)	9,490,029	4.89
Ninety One	7,472,695	3.85
Canaccord Genuity Wealth Mgt	6,736,608	3.47
Kabouter Mgt	6,607,452	3.40
Hargreaves Lansdown Asset Mgt	6,364,444	3.28
Janus Henderson Investors	6,191,060	3.19

As at 1 June 2020, the Company has not received any notification, in accordance with the Disclosure and Transparency Rules, of any changes to interests in the ordinary share capital of the Company, representing 3 per cent or more of the Company's issued share capital since 31 March 2020.

Additional Information for Shareholders

The following provides the additional information required for shareholders as a result of the implementation of the Takeovers Directive into UK law.

Share Capital Structure

At 31 March 2020, the Group's issued share capital comprised:

	No.	£'000	% of Total Share Capital
Ordinary shares of 2.5p each	194,193,861	4,855	100%

Restrictions on Transfers of Securities

There are no restrictions on the transfer of ordinary shares in the Company other than:

- certain restrictions may from time to time be imposed by laws and regulations (for example, insider trading laws and market requirements relating to close periods); and
- pursuant to the internal policies of the Company whereby certain team members of the Company require the approval of the Company to deal in the Company's securities.

We are also not aware of any agreements between shareholders that may result in restrictions on the transfer of securities and for voting rights.

Voting Rights and Ordinary Shares

Ordinarily, voting at a General Meeting of the Group is on a show of hands with every holder of ordinary shares present in person and entitled to vote shall have one vote and on a poll, every member present in person or by proxy and entitled to vote shall have one vote for every ordinary share held. The notice of the General Meeting specifies deadlines for exercising voting rights either by proxy notice or present in person or by proxy in relation to resolutions to be passed at the General Meeting. All proxy votes are counted and the numbers for, against or withheld in relation to each resolution are announced at the AGM and the results are released as an announcement after the meeting. However, in light of current and anticipated public health guidelines we will be changing certain aspects of this process for this year's Annual General Meeting (AGM). In order to comply with UK Government guidance on public gatherings and being mindful of the well-being of our shareholders and GBG's team members, GBG is asking shareholders to comply with certain unprecedented but urgent measures for this year's AGM. As a result, shareholders will not be permitted to attend the AGM in person. Shareholders wishing to vote on any of the matters of business at the AGM will be encouraged to submit their votes in advance by proxy using one of the methods referred to in the Notice of AGM.

Articles of Association

The Company's Articles of Association may only be amended by a special resolution at a General Meeting of the shareholders. This year the Company is proposing certain change to its Articles of Association for approval by shareholders at the forthcoming Annual General Meeting ("AGM"). Details are contained within the notice to the AGM.

Directors and Their Interests

The names and brief biographical details of each Director as at the date of this report are set out on pages 40 to 41.

The Directors who have served during the year ended 31 March 2020 and details of their interests in the share capital and share options are set out in the Report on Directors' Remuneration on page 61.

Appointment and Reappointment of Directors

Directors are reappointed by ordinary resolution at a General Meeting of the shareholders. The Board can appoint a director but anyone so appointed must be reappointed by an ordinary resolution at the next General Meeting.

Directors who have held office for more than three years since their last appointment are eligible for re-election by rotation at the next AGM. Any Non-Executive Director who is considered by the Board to be independent who has served on the Board for at least nine years or more will be subject to annual re-election. In 2020 this applies to David Rasche (as he has served on the Board since September 2010) and he will be seeking re-election at this year's AGM.

In accordance with the Articles of Association, Natalie Gammon, having been appointed to the Board on 19 November 2019, will, being eligible, stand for election at the next AGM. In addition, a third of the Board are required to stand for election, therefore, Chris Clark, Chief Executive Officer, will be retiring by rotation and seeking reappointment by the Group's shareholders.

The Directors confirm that, having conducted the board performance evaluation process, Natalie Gammon, Chris Clark and David Rasche continue to contribute effectively and demonstrate commitment to their roles. In addition, the Board has considered David Rasche's length of service and is confident that he remains independent in both character and judgement. Details of their notice periods and service agreements are detailed in the Report on Directors' Remuneration on page 58.

Directors' Indemnities

The Directors have been indemnified against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provisions remain in force at the date of approving this Directors' Report.

Workforce Policies and Employee Engagement

We are committed to the investment in our team at all levels to ensure a culture of continuous improvement. In order to attract and retain a high calibre of employees we provide various employee benefit packages, including share options schemes, in order to align our team members' interests with the long-term strategic objectives of the Group. We are committed to our equality and diversity policies and seek regularly feedback and engagement from our team members. Further information regarding our work policies and

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engagement can be found on pages 33 to 39. Information regarding GBG's activities to promote diversity is contained within the Nomination Committee report on page 63.

Change of Control

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

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

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

There are no agreements between the Group and its Directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that could occur due to a takeover bid.

Proposed Resolutions for the Annual General Meeting

Details of business to be conducted at this year's AGM to be held on 10 August 2020, are contained in the Notice of the Annual General Meeting which will be communicated to shareholders separately. It is the opinion of the Directors that the passing of these resolutions is in the best interest of the shareholders. .

Research and Development Activities

Research and development activities continues to be a high priority with the development of new products and maintaining the technological excellence of existing products. During the year ended 31 March 2020, approximately 38% (2019: 40%) of our global team were employed in technology activities. This figure is lower than previous years due to GBG's growth which has brought the overall figure down.

Auditor

A resolution proposing the re-appointment of Ernst & Young LLP as auditor to the Group will be put to the shareholders at the AGM.

Disclosure of Information to Auditor

The Directors who were members of the Board at the time of approving the Directors' Report are listed on pages 40 to 41. Having made enquiries of fellow Directors and of the Group's auditor, each Director confirms that:

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

Section 172 Statement

Our Section 172 statement can be found on pages 67 to 69.

Environmental Reporting

We comply with all relevant environmental legislation and have clear objectives to reduce energy consumption and waste production within our office environments. Details of our carbon reporting is set out in the Corporate Responsibility report on pages 33 to 39.

Going Concern

In light of the unique and wide-ranging impact of the Covid-19 outbreak, the Group has carried out a robust and diligent going concern analysis. Full details of this analysis are set out in note 2.2 to the Annual Report.

Following consideration of the base case forecasts, and the range of downside and reverse stress test scenarios, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Therefore, the Directors continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

By Order of the Board

John Constantin FCIS

Company Secretary & General Counsel

30 June 2020