Robert—
—Walters

Annual Report & Accounts

2024

robertwalters.com

Robert Walters is a global talent solutions business.

We support organisations to build high-performing teams, and help professionals to grow meaningful careers. Our client base ranges from the world's leading blue-chip corporates through to SMEs and start-ups.

We deliver three core services:

- **Specialist professional recruitment**
  Encompassing permanent and temporary recruitment, interim management and executive search.
- **Recruitment outsourcing**
  Enabling organisations to transfer all, or part of, their recruitment needs to us either through recruitment process outsourcing (RPO) or contingent workforce solutions (CWS).
- **Talent advisory**
  Supporting the growth of organisations through market intelligence, talent development, and future of work consultancy.

Our 3,300 employees are passionate about pursuing our vision to be the most trusted talent solutions business. We take the time to listen to, and fully connect with, the people and organisations we partner with. Our ability to truly understand them and create and share their compelling stories is what sets us apart.

Our purpose is powering people and organisations to fulfil their unique potential. This drives our environmental, social and governance ("ESG") commitments as we seek to positively impact lives, reduce our environmental impact and be a responsible, ethical business. It also means we put people and relationships first, investing in technology which gives our consultants more time to deepen candidate and client relationships all while building a dynamic culture to attract and retain the best people.

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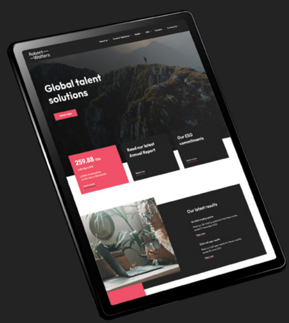


View our Annual Report and Accounts online:
robertwalters.com

2024 Overview

16% ↓

£892.1m

Revenue
2023: £1,064.1m

(9.1)p

Basic earnings per share
2023: 20.1p

17% ↓

£321.4m

Net fee income (Gross profit)
2023: £386.8m

No change

23.5p

Ordinary dividend per share
2023: 23.5p

80% ↓

£5.2m

Operating profit
2023: £26.3m

+56

Candidate net promoter score (NPS)
First time reporting in 2024

98% ↓

£0.5m

Profit before taxation
2023: £20.8m

2 ppts ↓

75%

Employee engagement score
2023: 77%

Robert Walters at a Glance

Market-leading global brand

Our locations

We are a global talent solutions business

Going to market with the full range of services needed by our clients.

Specialist professional recruitment

- Permanent recruitment
- Temporary recruitment
- Interim management
- Executive search

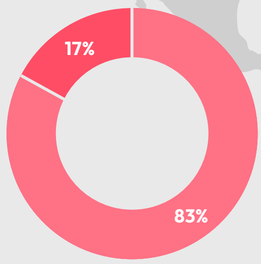
Recruitment outsourcing

- Recruitment process outsourcing
- Contingent workforce solutions

Talent advisory

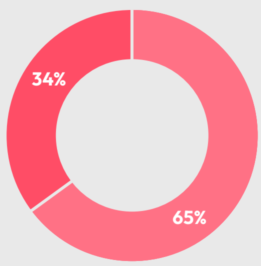
- Market intelligence
- Future of work
- Talent development

Group net fee income mix 2024



Specialist professional recruitment
Recruitment outsourcing

Specialist professional recruitment net fee income mix 2024



Permanent
Temporary

Note: c.1% of specialist professional recruitment fee income is classified as 'other', and not categorised in either perm or temp.

Asia-Pacific

Net fee income

£138.8m

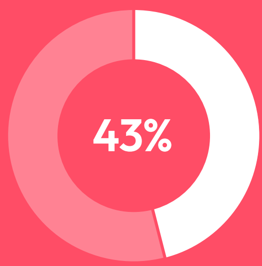
2023: £167.9m

Operating profit

£6.0m

2023: £19.3m

% Group NFI



Europe

Net fee income

£105.7m

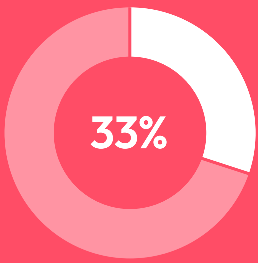
2023: £126.3m

Operating profit

£5.5m

2023: £11.4m

% Group NFI



UK

Net fee income

£50.4m

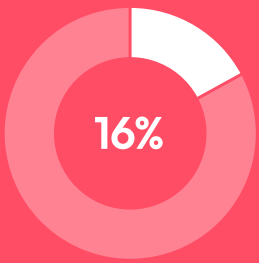
2023: £60.9m

Operating loss

£(1.4)m

2023: £(0.4)m

% Group NFI



Rest of World

The Americas, South Africa, Middle East

Net fee income

£26.5m

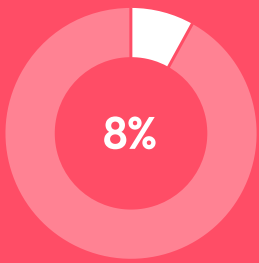
2023: £31.7m

Operating loss

£(4.9)m

2023: £(4.0)m

% Group NFI



Chair's Statement

On behalf of the Board, I am pleased to introduce the 2024 Robert Walters plc Annual Report and Accounts. The year was characterised by challenging conditions in global hiring markets, however the business refreshed its strategic plan and made good operational progress as the execution phase commenced.

Challenging market conditions

As has been well documented, 2024 saw a continuation of the challenging market conditions that also formed the backdrop for the sector throughout 2023. On both sides of the equation that drives hiring markets – namely sentiment amongst clients and candidates – confidence levels remained subdued throughout the year. Interest rates closed the year at higher levels than expected, and macroeconomic and political uncertainty added to the complex environment.

Though the near-term trading backdrop remains tough, we know that the long-run structural drivers of our markets remain strong. Hiring organisations continue to face demographically driven skills shortages, and therefore value partners to help them attract the talent they need to develop and grow. Technological change, as well as continued evolution in ways of working, further add to the challenges faced by organisations to obtain the skills they need.

A significant theme of the Board's discussions this year has therefore been striking a balance between the actions required to navigate the near-term challenges of the current market conditions, whilst ensuring the business remains well-placed to capture the long-term opportunity. The business began the execution phase against a refreshed strategic plan during the year, and a key element of the programme is to appropriately balance these two aims.

Leslie Van de Walle

Chair

Robert Walters

Refreshed strategic plan

Toby and his executive team have led the business through a year of strategic change – a necessary evolution to prosper in the hiring markets of this decade. A key element of this was the brand unification, such that the business now delivers the full suite of services across specialist professional recruitment, recruitment outsourcing and talent advisory solely under the Robert Walters brand. It is now far simpler for clients to be aware of and access the full range of services we offer as a talent solutions business.

The growth strategy of the business has also been simplified, and as a result greater focus and discipline is being applied. In terms of geographic markets, we are focused on where we have an existing presence and competitive market position. We are disciplined to, if required, first fix our operations before we seek to grow. In terms of our service line diversification, we are similarly bringing greater focus to bear on those areas with the best growth potential at above-Group average margins.

Perhaps the clearest way the refreshed strategy has embedded actions which are both required in the current tough environment as well as enhancing the long-term platform for the business, is in the five building blocks to drive a higher conversion rate. To take an example with one block – that of fee earner productivity – the business is using this today to closely manage allocation of fee earner headcount across its markets, and also investing in the technology to absorb higher volumes for a given level of headcount as end markets improve.

In summary, there is much consistency between the actions being taken in the current environment and the refreshed plan to deliver enhanced long-term value for all stakeholders.

Dividend

The Board's planning assumption remains that, at the earliest, an improvement in end markets is unlikely to be seen before the latter part of 2025. The Board recognises the importance of a strong balance sheet, represented by maintaining net cash of at least £50m at the year-end, as set out in the Group's capital allocation policy, and also continues to seek to balance the needs of all the Group's stakeholders. Taking all these factors into consideration, the Board is proposing a final dividend of 17.0p per share. Together with the interim dividend of 6.5p per share paid in September 2024, this takes the total dividend for the year to 23.5p per share, in line with that of the prior year.

Looking ahead

Whilst the timing and pace of recovery in end markets remains uncertain, the business started 2025 with momentum in executing its strategic plan. The core growth drivers have been focused and are being enhanced, and specific actions are driving greater efficiency with an aim of lifting the medium-term profitability potential of the Group.

On behalf of the Board, I would like to thank all of our people for their dedication and perseverance over the last year.

Leslie Van de Walle
Chair
6 March 2025

Chief Executive's Statement

Toby Fowlston discusses the 2024 operating environment, and the strategic refresh undertaken in the business.

"As the year commenced, we started to implement 'disciplined entrepreneurialism' - our new strategy."

Toby Fowlston
Chief Executive, Robert Walters

How would you summarise the environment in which the business operated this year and how it's responded to that?

The challenging conditions seen in global hiring markets following the post-pandemic jobs surge stretched into a second year in 2024. Client and candidate confidence, already fragile from the preceding year, remained muted. This was against a backdrop of interest rates which fell less quickly than anticipated, as well as macroeconomic and political uncertainty in several major hiring markets. These factors provide the context for our financial performance in 2024, with Group net fee income down 14%* and a broadly breakeven position at the profit before tax level.

Notwithstanding these challenges, 2024 was not a lost year for our business. As the year commenced, we started to implement 'disciplined entrepreneurialism' - our new strategy - which we then set out in detail at a Capital Markets Event in September. We are focused on unlocking even more of the Group's potential, so that the business operates with greater efficiency and, ultimately, at higher rates of profitability. Specifically, our medium-term target is to achieve a conversion rate in the range of 16-19%.

*Constant currency is calculated by applying prior year exchange rates to local currency results for the current and prior years.

In terms of the growth drivers of the business, there's been some strategic evolution. Can you tell us more about that?

Disciplined entrepreneurialism has focused our approach regarding the markets in which we compete. We have shifted away from pursuing geographic expansion as an imperative, to now prioritise geographic penetration – which means growing our share in our existing markets. Each of our specialist professional recruitment markets are segmented into a matrix of four boxes, determined by two criteria – the supportiveness of the structural market drivers, and the quality of our execution. With a clear set of actions on how we grow in each market derived from this four-box model, we have managed our portfolio in accordance with our framework over the last year.

In markets where both the underlying structural drivers are favourable and our internal controllables are being maximised – those on the top-right of our four-box matrix - we have replaced fee earner natural attrition at a greater rate than elsewhere in our portfolio. Average fee earner headcount fell by 11% in aggregate in these markets, against an 18% drop in the top-left of our four-box matrix – where structural drivers are favourable but our internal controllables require improvement. Actively managing our portfolio to re-balance fee earner capacity in this way means we are well-placed to benefit from growth in the most attractive markets as conditions improve.

Disciplined entrepreneurialism has also focused our approach to investment in the service lines we see as offering the most compelling long-term growth opportunities. We have identified these as interim management within our specialist professional recruitment service line, workforce consultancy within our recruitment outsourcing service line and our newest service line offering of talent advisory. We have delivered good operational progress in all three areas.

In interim management, which we currently operate in four European markets, fee income was down 2%* on the prior year on broadly stable volumes – a good performance in the context of the pressures on temp volumes in continental European markets more widely. Workforce consultancy delivered 24% growth in fee income against the prior year. The clear benefits this solution offers in terms of cost savings, and easing the burden of compliance, means it continues to resonate well with prospective clients. Meanwhile, in talent advisory, we have driven client awareness of our offering by leveraging our two more established service lines – with the volume of referrals from specialist professional recruitment and recruitment outsourcing more than doubling in the second half compared to the first.

This momentum in cross-service line referrals bears out our conviction that hiring organisations desire talent partners that can support them with the full range of their talent challenges across agency recruitment, volume hiring, and advisory. This also informed our decision to unify the three brands we have historically traded through, and go to market as 'one Robert Walters' - a major strategic milestone for our business during the year. This shift has made it easier for our clients to see the full range of capabilities we have to serve them, and in so doing it launches us on the journey towards our vision to be the most trusted talent solutions business.

Chief Executive's Statement continued

Another element of the refreshed strategy relates to greater productivity and efficiency. What are the focus areas and what was achieved during the year?

Across our business we are focused on operating with greater efficiency to drive higher rates of profitability over the medium term than seen in the pre-pandemic period. There are five core elements of this programme – fee earner productivity, back-office optimisation, front office optimisation, office network improvements and procurement.

With respect to fee earner productivity, we have increased focus around the business on perm placements per perm fee earner per month. Given the materiality of our specialist professional recruitment business and the greater share of fees derived in that service line from permanent placements, this metric is a core driver of our overall financial performance. During the year we began to embed more robust behaviours on managing the sales funnel into our specialist professional recruitment business. This will ensure we are maximising the new job flow at the top of the funnel, and more actively influencing each key stage of the process such that we improve conversion into placements. The 5% decline in this volume productivity measure year-on-year reflected our decision not to let fee earner headcount fall further. Overall productivity, as measured by net fee income per fee earner, was up 1%* – underpinned by continued stable fee rates and benefits from wage inflation.

As and when end markets recover, our Zenith CRM system and deployment of AI further underpin our efforts to drive higher fee earner productivity. Towards the end of the year Zenith was deployed into our North-East Asia region, meaning two-thirds of our specialist professional recruitment markets are now live on the system. With core recruitment activities quicker to complete in Zenith than the legacy system, we are confident the whole of our business will realise efficiency benefits from Zenith as the rollout completes later in 2025. Our application of AI also continues to free up time for our consultants - which they are then able to re-invest in building client and candidate relationships. The Group's AI job advert writer, which went live at the beginning of 2024, was utilised to write over 21,000 job adverts, saving 10,000 hours in the process. Our view remains that the best application of AI in our business is that which supports human connections – grounded in our conviction that relationships are the currency of the future.

Back-office optimisation is about standardising processes in our business partner functions of marketing, HR, technology, legal and finance, and then, where appropriate, consolidating these activities into global business services hubs. This removes the need for duplication in our local markets. During the year the HR function delivered its optimisation programme, with savings of around £1.5m anticipated for 2025 as a result.

We have also realised benefits from optimising ways of working in the front office, and in particular our fee earner support staff levels. As we exited 2024, the mix of fee earner support staff as a proportion of front office headcount (which combines fee earners and fee earner support staff) was 14%, compared to 21% as at March 2023. There is now greater consistency across our markets in how we use fee earner support staff, and a more disciplined approach in the level of headcount required. Our actions here drove a £1m structural saving in 2024.

The fourth element of our programme relates to our office network – which we are appraising more rigorously. We are particularly focused on locations where we have not been consistently profitable, and do not see a pathway to adequate returns. During the year we made the decision to reduce our footprint in the UK, France and New Zealand by four offices in total, consolidating our presence in locations within those markets where we can be most competitive.

On procurement, we are implementing a co-ordinated approach across our supplier base – engaging more frequently and investing time in proactive contract negotiations with strategic suppliers, whilst seeking greater consolidation and more efficient processes with our transactional suppliers. This drove annualised savings of £1.4m during the year.

It cannot be over-emphasised that the most valuable resource in our business is our people. As the first year of execution against our plan has progressed, it has been great to see the next generation of leaders in our business step forward to accelerate our drive for disciplined entrepreneurialism in some of our regional segments. During the year we saw leadership transitions in Northern Europe, Southern Europe and Australia, which has brought a fresh perspective.

Towards the end of the year, we conducted our annual employee engagement survey, which yielded an overall employee engagement index score of 75%. This was two percentage points lower than the 2023 score, a robust result given the challenging trading environment during the year. We continue to focus on improving communication flow throughout the business to drive engagement.

How is the business positioned looking ahead to 2025?

I want to conclude by thanking all our people for their hard work and dedication as we navigated the challenging conditions of the past year. Though it remains uncertain as to when a sustained improvement in hiring markets will commence, I firmly believe the value we can add to clients and candidates as a talent solutions provider is greater than ever. Thanks to our people, we took important steps in 2024 to better capture the long-term opportunities ahead of us. We will continue to do so in the year ahead on behalf of all our stakeholders.

We champion the stories of our candidates and clients.

Operating Review

Asia-Pacific (43% of Group net fee income)

The Group's Asia-Pacific business comprises the specialist professional recruitment offering in North-East Asia (Japan and South Korea), Australia & New Zealand ("ANZ"), South-East Asia (Indonesia, Malaysia, Singapore, Thailand and Vietnam) and Greater China (Mainland China, Hong Kong and Taiwan), as well as the region-wide recruitment outsourcing offering. Recruitment outsourcing accounted for 10% of Asia-Pacific net fee income in 2024.

Year ended 31 December	2024 £ millions	2023 £ millions	% change	% change (constant currency*)
Net fee income	**138.8**	**167.9**	**(17%)**	**(12%)**
Specialist professional recruitment	125.0	149.1	(16%)	(11%)
Recruitment outsourcing	13.8	18.8	(27%)	(24%)
Spec. professional recruitment Perm % mix	72%	72%	-	-
Spec. professional recruitment Temp % mix	27%	27%	-	-
Operating costs	(132.8)	(148.6)	(11%)	(5%)
Operating profit	**6.0**	**19.3**	**(69%)**	**(66%)**
Conversion rate	4.3%	11.5%	(7.2) pp	n/a

Note: c.1% of specialist professional recruitment net fee income is classified as 'Other', and not categorised in either perm or temp. As such the aggregate of perm and temp % mix may not sum to 100%.

Specialist professional recruitment

Net fee income was down 11%*, with both perm and temp fees declining by this proportion. The reduction in perm fee income was driven by lower placements, whilst the average perm fee was stable.

The reduction in temp fee income was driven by lower temp volumes – particularly in the public sector in the ANZ region. In the case of New Zealand, the government reduced the use of temp labour following the late 2023 national elections, with temp volumes re-basing at a lower level in the current year as a result.

Across the markets, North-East Asia delivered a resilient performance with fees down 2%*. This was underpinned by a strong performance in Japan, where fee income was flat* year-on-year and temp volumes grew on the prior year. The challenging backdrop for public sector hiring drove a 21%* reduction in fee income in the ANZ region, however performance in Australia did stabilise somewhat in the second half with H2 fee income down 8%* (Australia H1 fee income: -19%* year-on-year). In Greater China, fee income was down 11%* on the prior year with growth in Mainland China (+7%*) more than offset by softer conditions in Hong Kong (-25%*) where hiring in the financial services sector remained weak. Fee income was down 11%* in South-East Asia, with growth in Malaysia (+4%*) and relative resilience in Indonesia (-3%*) more than offset by declines across the other markets where lengthened client decision-making was indicative of muted confidence.

Recruitment outsourcing

Net fee income was down 24%* year-on-year. Though confidence amongst financial services clients remained muted, fee income was sequentially stable half-on-half.

Operating costs

Operating costs were down 5%*, principally driven by a reduction in headcount, with the average figure falling by 17% year-on-year. Fee earner average headcount fell by 14% and non-fee earners by 22%.

*Constant currency is calculated by applying prior year exchange rates to local currency results for the current and prior years.

Europe (33% of Group net fee income)

The Group's Europe business predominantly comprises the specialist professional recruitment offering in Northern Europe (Belgium, France, Germany, Ireland, the Netherlands and Switzerland) and Southern Europe (Italy, Portugal and Spain). Recruitment outsourcing accounted for 1% of Europe net fee income in 2024.

Year ended 31 December	2024 £ millions	2023 £ millions	% change	% change (constant currency*)
Net fee income	**105.7**	**126.3**	**(16%)**	**(14%)**
Specialist professional recruitment	104.9	124.9	(16%)	(14%)
Recruitment outsourcing	0.8	1.4	(44%)	(44%)
Spec. professional recruitment Perm % mix	51%	54%	(3) pp	–
Spec. professional recruitment Temp % mix	49%	46%	3 pp	–
Operating costs	(100.2)	(114.9)	(13%)	(10%)
Operating profit	**5.5**	**11.4**	**(52%)**	**(50%)**
Conversion rate	5.2%	9.0%	(3.8) pp	n/a

Note: c.1% of specialist professional recruitment net fee income is classified as 'Other', and not categorised in either perm or temp. As such the aggregate of perm and temp % mix may not sum to 100%.

Specialist professional recruitment

Net fee income was down 14%*, with perm down 19%* and temp more resilient with fees down 9%*. The lower perm fee income was driven by a reduction in placement volumes, as political and macroeconomic uncertainty increased as the year progressed – thereby increasing hesitancy within organisations to commit to permanent hiring. Average perm fees did however remain stable, with some markets such as Belgium seeing good growth on the prior year.

The reduction in temp fees was driven by lower temp volumes – particularly in the larger markets of France and the Netherlands. Volumes in the interim management offering were, however, broadly flat, with good growth seen in Belgium and Germany offsetting a decline in France. Interim management net fee income was most resilient in the mix, down 2%*.

Across the markets, conditions remained challenging in France with fees down 17%*. The Olympic Games pulled forward the start of the typical summer hiring lull, with political uncertainty impacting client and candidate confidence through the second half. The Netherlands (-9%*) and Belgium (-10%*) were more resilient, and in the case of the latter the 2023 comparative was a record. Spain (-24%*) had a challenging year, with the hiring market remaining tough despite improved macroeconomic conditions. New leadership was appointed in Spain in the latter part of the year in what remains a market with favourable structural drivers. In Germany (-13%*), tougher conditions in perm were partially offset by modest growth in temp volumes year-on-year – benefiting from the exposure to the technology and accounting disciplines.

Operating costs

Operating costs were down 10%*, principally driven by a reduction in headcount, with the average figure falling by 21% year-on-year. Fee earner average headcount fell by 17% and non-fee earners by 27%.

*Constant currency is calculated by applying prior year exchange rates to local currency results for the current and prior years.

Operating Review continued

UK (16% of Group net fee income)

The Group's UK business comprises the specialist professional recruitment offering in London and the regions, as well as recruitment outsourcing and talent advisory services. Recruitment outsourcing is the most material in the UK of any of the Group's reportable segments, accounting for 59% of net fee income in 2024. As well as Robert Walters co-locating its people on client sites to perform volume hiring (in common with the other reportable segments), UK recruitment outsourcing also includes the provision of contingent workforce solutions such as the high growth workforce consultancy offering.

Year ended 31 December	2024 £ millions	2023 £ millions	% change
Net fee income	**50.4**	**60.9**	**(17%)**
Specialist professional recruitment	20.9	26.6	(21%)
Recruitment outsourcing	29.5	34.3	(14%)
Spec. professional recruitment Perm % mix	72%	73%	(1) pp
Spec. professional recruitment Temp % mix	28%	27%	1 pp
Operating costs	(51.8)	(61.3)	(16%)
Operating loss	**(1.4)**	**(0.4)**	**nm**
Conversion rate	nm	nm	n/a

Note: c.1% of specialist professional recruitment net fee income is classified as 'Other', and not categorised in either perm or temp. As such the aggregate of perm and temp % mix may not sum to 100%.
'nm' denotes where metric is not measured.

Specialist professional recruitment

Net fee income was down 21%, with perm down 24% and temp down 18%. The reduction in perm fee income was driven by lower placement volumes, whilst there was modest growth in the average perm fee.

Lower temp fee income was driven by a reduction in temp volumes, with the regions most impacted year-on-year.

London (-13%) outperformed the regions (-31%), with the legal and accounting disciplines in London showing the greatest resilience. Conditions in the regions toughened in the latter part of the year. Levels of employer caution on hiring remain high, partly in anticipation of forthcoming higher national insurance contributions.

Recruitment outsourcing

Net fee income was down 14%. This primarily reflected lower levels of perm volume hiring from financial services clients, however fees were sequentially stable half-on-half.

The workforce consultancy offering delivered 24% growth in net fee income year-on-year, driven by a higher average number of consultants deployed with clients. With the clear benefits to clients in lowering cost and compliance, awareness of the solution is growing in potential client pools beyond the managed service provider segment in which the business launched in 2022.

Operating costs

Operating costs were down 16%, driven by a reduction in headcount, with the average figure falling by 16% year-on-year. Fee earner average headcount fell by 12% and non-fee earners by 25%.

Rest of World (8% of Group net fee income)

The Group's Rest of World business comprises the specialist professional recruitment offering in North America (Canada and USA), South America (Brazil, Chile and Mexico), the Middle East and South Africa, as well as the region-wide recruitment outsourcing and talent advisory offering. Recruitment outsourcing accounted for 38% of Rest of World net fee income in 2024.

Year ended 31 December	2024 £ millions	2023 £ millions	% change	% change (constant currency*)
Net fee income	**26.5**	**31.7**	**(17%)**	**(13%)**
Specialist professional recruitment	16.5	19.1	(14%)	(9%)
Recruitment outsourcing	10.0	12.6	(21%)	(18%)
Spec. professional recruitment Perm % mix	98%	100%	(2) pp	
Spec. professional recruitment Temp % mix	1%	0%	1 pp	
Operating costs	(31.4)	(35.7)	(12%)	(8%)
Operating loss	**(4.9)**	**(4.0)**	**nm**	**nm**
Conversion rate	nm	nm	n/a	n/a

Note: c.1% of specialist professional recruitment net fee income is classified as 'Other', and not categorised in either perm or temp. As such the aggregate of perm and temp % mix may not sum to 100%.
'nm' denotes where metric is not measured.

Specialist professional recruitment

Net fee income was down 9%*, driven by the reduction in perm fee income which accounts for the vast majority of the mix in the region. The reduction in perm fee income was driven by lower placement volumes, with modest growth in the average perm fee.

Across the markets, there was a resilient performance in the Middle East, where fee income was up 1%* year-on-year and a good performance in South Africa (+3%*) driven by higher placement volumes. Meanwhile the USA (-18%*) saw more challenging conditions, whilst Canada (-2%*) was more resilient. Whilst the structural market drivers in the USA remain favourable, work is ongoing to fix the internal controllables there in accordance with the four-box framework. In South America, fee income was down 18%*, with Brazil notably soft.

Recruitment outsourcing

Net fee income was down 18%*, largely driven by lower levels of perm volume hiring among financial services clients.

Operating costs

Operating costs were down 8%*, as average headcount reduced by 22%. There was a 17% fall in average fee earner headcount and a 34% fall in average non-fee earner headcount.

*Constant currency is calculated by applying prior year exchange rates to local currency results for the current and prior years.

Market Overview

Robert Walters has historically served the segment of the global staffing market that offers placement of professionals into permanent, contract and interim roles (through our specialist professional recruitment service line) and also volume hiring on behalf of organisations (through our recruitment outsourcing service line).

More recently, we have also begun to address the needs of organisations for wider talent solutions (through our talent advisory service line). We intentionally cover a focused but diversified span of disciplines, with key specialisms in accountancy, finance, banking, engineering, HR, technology, legal, sales and marketing, supply chain and procurement. Management estimates are that, globally, the addressable market for our business is between $60-120bn in revenue terms. This is derived from our estimate that 10-20% of the c.$600bn[1] global staffing market relates to the placement of specialist professionals.

Market structure and drivers

The global staffing market overall remains highly fragmented, with the share of the top 50 global players (which includes Robert Walters) at just 36%[2]. This fragmented landscape is also reflected in the specialist professional segment on which Robert Walters is focussed, with only a handful of other players also able to serve all of the major global hiring markets. The market landscape is then completed by mid-sized players serving single country markets on either a national or regional basis, and then small players serving specific regions and single disciplines.

The long-term structural growth drivers of the staffing market remain highly attractive. Perhaps the most significant of these, particularly in developed markets, is the acute labour and skills shortage. This shortage is itself underpinned by the demographic shift to progressively ageing societies and the rapid pace of technological change. By way of example of the impact of demographic change, in Japan – the second largest hiring market globally – the working age population is expected to decline rapidly from the latter part of this decade, meaning that the country may face a shortage of more than 10 million workers by 2040[3].

In summary, Robert Walters plays in a large global market with attractive structural growth drivers.

On shorter-term time horizons, the staffing market is of course characterised by cyclicality, and in that sense the key short-run driver is client and candidate confidence levels. Below, we discuss the 2024 market backdrop for our specialist professional recruitment and recruitment outsourcing service lines.

Specialist professional recruitment market backdrop

The global staffing market saw another challenging year in 2024, with Staffing Industry Analysts estimating a contraction of 2% - following on from the 2% decline also seen in 2023. Given the Group's focus on placement of specialist professionals (in contrast to the more generalised manual and industrial sector hiring that the global staffing market predominantly comprises), our estimate is that market conditions in this professional segment were more challenging still – with 10%+ volume declines likely across the market. This was consistent with the picture seen for job vacancies (an indicator of labour demand) in a number of major hiring markets – which remained in negative growth territory through 2024.

Client and candidate confidence – being the composite of factors in the wider economic environment that induces hiring organisations to recruit new talent, and candidates to seek new professional opportunities – did not show the improvement that was hoped for in the market as the year commenced. From a macroeconomic perspective, whilst central banks in key global markets successfully curbed the high inflation that still lingered from the post-pandemic period, interest rates did not fall by as much as financial markets forecasted – acting as a headwind on hiring sentiment. Meanwhile, candidate propensity to move roles also saw a pullback – as illustrated by the 'quit rate' implied in the US Job Openings and Labour Turnover (JOLTS) survey, which was slightly below pre-pandemic levels as the year came to an end.

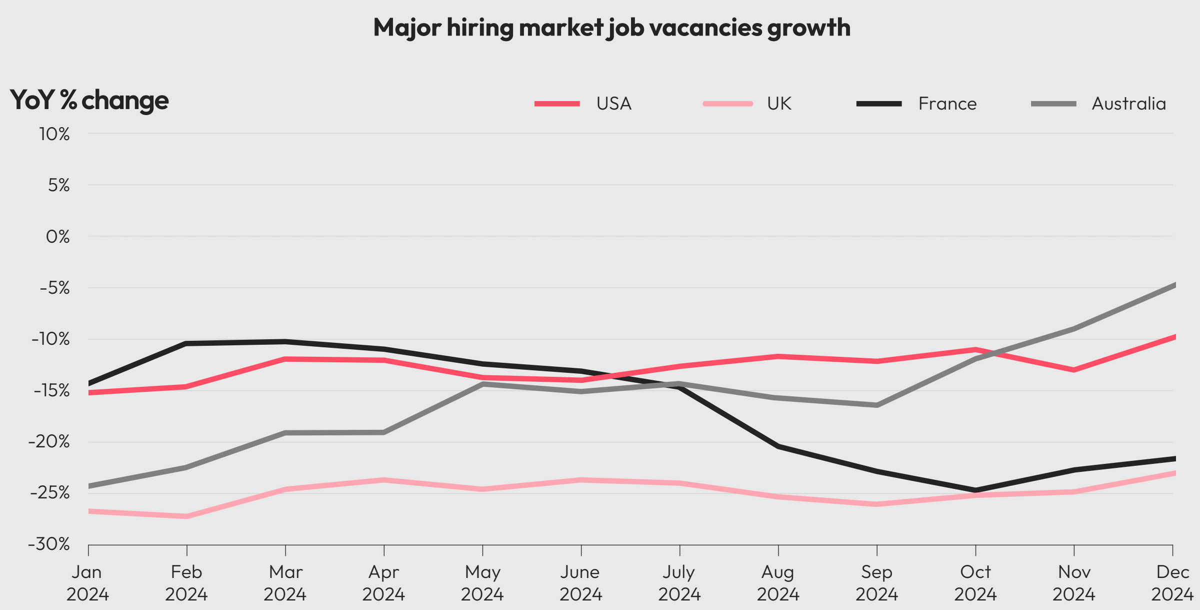
Notwithstanding the volume declines seen across the market, average fees remained stable – speaking to the value-add delivered by the industry.

Recruitment outsourcing market backdrop

Of the Group's $60-120bn addressable market, around $8bn[4] relates to recruitment process outsourcing ("RPO"). As RPO often appeals to organisations seeking to find savings in their hiring budgets, it has historically found a stabilising floor during downturns compared to the wider staffing market. That was borne out somewhat in 2024, with Staffing Industry Analysts estimating the RPO market was flat on the prior year – following the 5% decline seen in 2023. Notwithstanding its counter-cyclical characteristics, the RPO market was not immune from the challenging conditions in global hiring markets, with tendered RPO deals slow to progress to close, and actual hiring volumes below contracted levels on existing accounts a common feature across the industry.

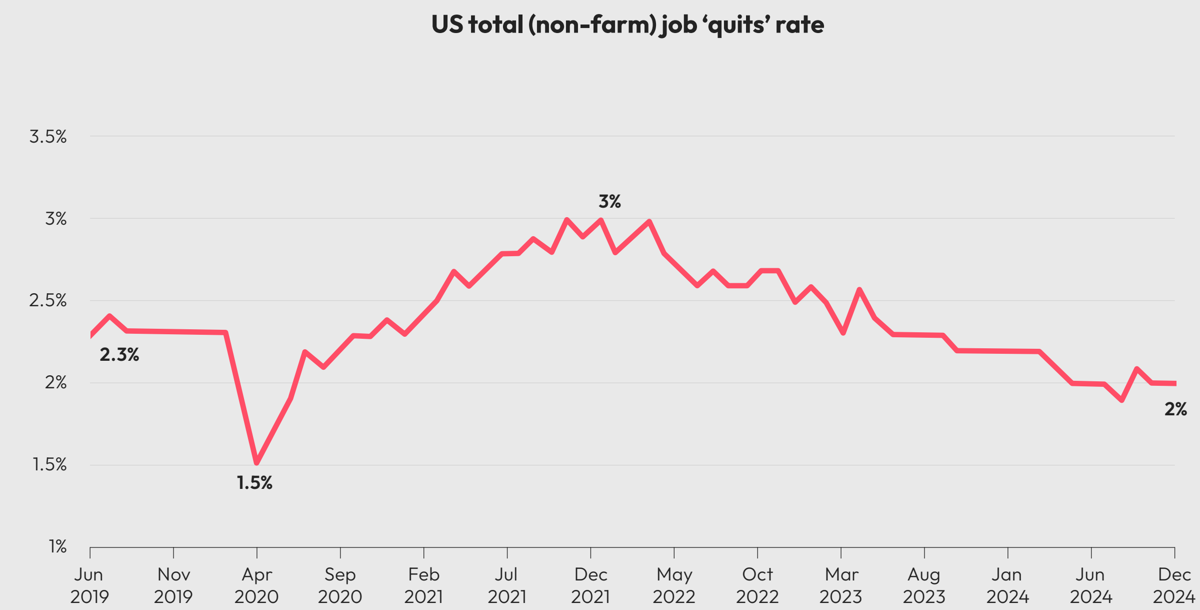
1,2,4. Staffing Industry Analysts
3. Recruit Works Institute

Labour demand below prior year levels throughout 2024...



Source: Indeed

...whilst candidate propensity to move dipped below pre-pandemic levels



Source: Job Openings and Labor Turnover Survey

Strategic Overview

We see beyond the job description.

Capturing the structural growth opportunities.

Hiring organisations increasingly desire partners who are able to service the full breadth of the talent agenda. This encompasses not only the traditional service provision of specialist professional recruitment and recruitment process outsourcing but also, in recent years, the growing demand for talent advisory and consulting solutions such as market intelligence.

This clear client need was a significant impulse behind our decision to refresh our go to market approach during 2024 as 'one Robert Walters', and as such we now go to market everywhere with a single brand. We have three service line offerings through which we are able to support our clients across the full range of talent challenges they face:

Specialist professional recruitment

- Permanent recruitment
- Temporary recruitment
- Interim management
- Executive search

Recruitment outsourcing

- Recruitment process outsourcing
- Contingent workforce solutions

Talent advisory

- Market intelligence
- Future of work
- Talent development

The Group's growth strategy has been stable for a number of years, reflecting the long-term structural tailwinds we have positioned ourselves to benefit from. For example, demographic change, and in particular ageing societies, will continue to drive a global shortage of skilled labour, making talent solutions partners like Robert Walters ever more valuable to organisations as they seek the right talent to develop and grow.

During 2024 we outlined the evolution of our strategic approach under the banner of 'disciplined entrepreneurialism'. We are seeking to capture the structural growth opportunities we see in our end markets through geographic penetration and service line diversification.

Strategic Overview continued

Geographic penetration

Geographic penetration is driven by growing the scale of Robert Walters within markets where we have an existing presence such that we increase our share. We are most focused on applying this in specialist professional recruitment, given it is currently the only one of our three service lines that we offer in all of our markets.

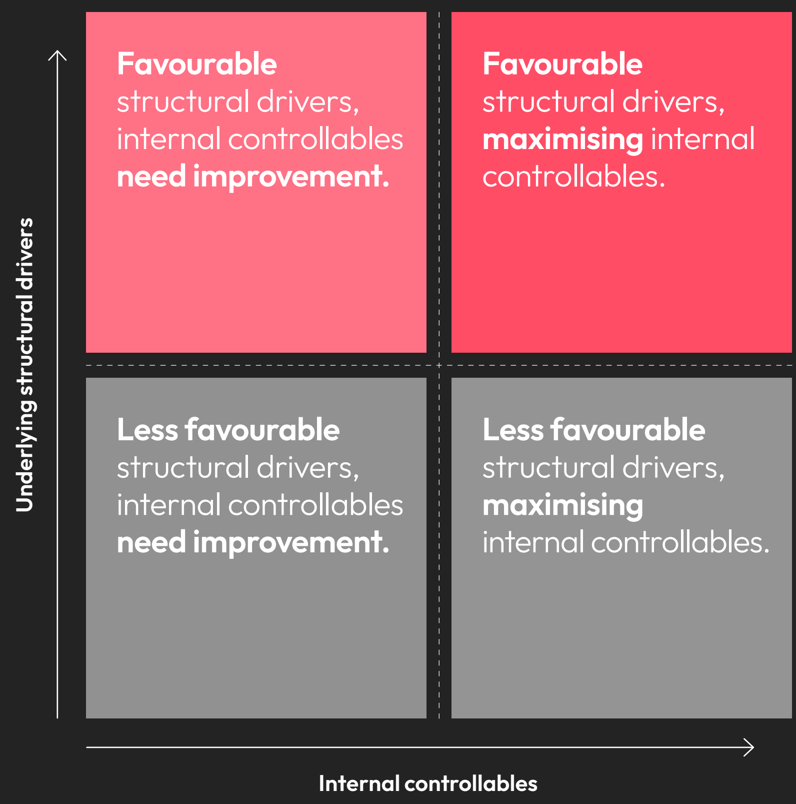
The actions needed to deliver geographic penetration flow logically from our four-box model. Within the four-box model framework we see our performance in any given specialist professional recruitment market as most fundamentally a function of (i) the underlying structural drivers and (ii) the quality of execution of our internal controllables. Combining these two then enables a segmentation of our geographic portfolio into a quadrant.

Underlying structural drivers: favourable vs. less favourable

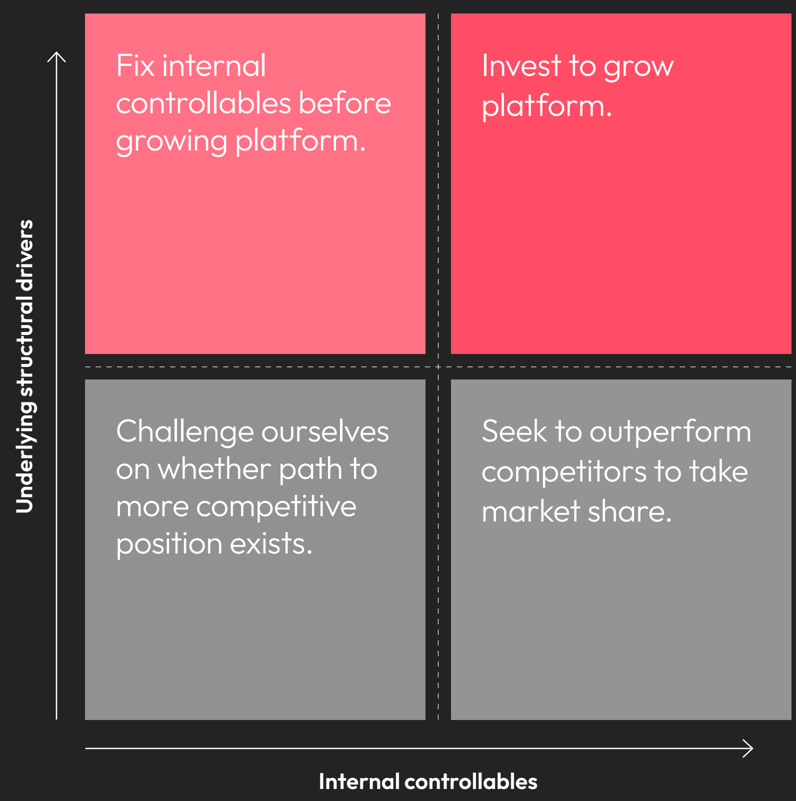
- **Candidate short market (e.g. Japan) vs. abundance of candidates (e.g. India)**
  Candidate short markets underpin high fee rates and high conversion rates.
- **Average salary levels**
  Where you operate drives perception of brand positioning.
- **Competitive landscape**
  Greenfield vs. highly competitive.

Internal controllables: maximising vs. needing improvement

- **Leadership and teams**
- **Strategic execution**
- **Adherence to best practice**
- **Culture**



The quadrant segmentation then drives very clear strategic actions for each of the different parts of our portfolio:



Service line diversification

Service line diversification reflects our commitment to address the clear client need for the full range of talent solutions beyond traditional agency recruitment. The trend towards clients asking for a broader range of services has grown steadily over the last two decades, but has been further accelerated by the shift in ways of working since the pandemic.

We seek to enable our clients to access the full range of talent solutions in our service line mix as easily as possible. We are focused on accelerating development in those service offerings where we see the most compelling opportunities, with present focus on interim management, workforce consultancy and talent advisory. Further detail on our initiatives in these three areas is covered in the Strategy case studies section.

Strategic enablers

The last piece of our strategy is our strategic enablers. These are resources and competences that underpin our efforts to drive geographic penetration and service line diversification.

Fee earner productivity

Why is it important?

The Group's business model is highly characterised by operational gearing. This means that changes in the key top-line financial metric of net fee income typically have a disproportionate impact on profitability.

One of the key levers to drive positive operational gearing is fee earner productivity whereby, over time, fee earners on average handle greater volumes (permanent placements and temp workers) and therefore higher fees.

What progress was seen this year?

Net fee income per fee earner grew by 1% in constant currency terms. Though still challenging end markets meant there was a decline in volume productivity, this was offset by value growth – underpinned by stable fee rates and driven by mix effects and wage inflation.

Technology and innovation

Why is it important?

Technology and innovation is a key source of competitive advantage insofar as it frees up time for our fee earners to re-invest in the client and candidate relationships that are foundational to our business model.

What progress was seen this year?

Zenith, the Group's internally developed CRM system, was deployed into North-East Asia, the UK, Ireland and South Africa during the year. Consistent with the agile methodology, whereby system features have been added gradually with each deployment, functionality to enable marketing automation was integrated during the year.

With regards to the application of artificial intelligence, the business captured real benefits from the principal use cases that have been identified. For example, the AI job advert writer was used to help prepare 21,000 job ads in 2024, saving 10,000 hours in the process.

People

Why is it important?

At its core, Robert Walters is a people business. The attraction, development and retention of high quality talent is essential to being a trusted partner to our clients and candidates.

What progress was seen this year?

A new online learning platform, the Learning Hub, was launched during the year to enhance the opportunities our people have to grow, learn and develop.

The business also defined its key leadership behaviours during the year, placing an emphasis on authenticity, care and an entrepreneurial mindset. Transparently codifying the behaviours will help to ensure that the development pipeline is consistently bringing through future leaders.

Customer experience

Why is it important?

In a competitive marketplace, the service we deliver to our clients and candidates at key touchpoints is ultimately what they remember – and helps to set us apart.

What progress was seen this year?

On both the client and candidate side, the business identified the key milestones and interactions to which customer experience is most sensitive. For each, fee earners are being provided with resources to further help them deliver best practice interactions.

The business commenced formal measurement of the net promoter score amongst its candidates during the year. 2024 candidate net promoter score was +56, comparing favourably to the professional services benchmark of +50.

Data

Why is it important?

Robert Walters has been serving clients and candidates for almost 40 years, over which time we have amassed deep and detailed data on the hiring markets we serve. Both directly and indirectly, we can deploy that data on behalf of our clients.

What progress was seen?

A Chief Data Officer has been appointed to further deepen our expertise.

Strategy Case Studies

We take a closer look at your future.

Gerrit Bouckaert

Gerrit Bouckaert, CEO of specialist professional recruitment, sets out the opportunity on offer in interim management.

Q: Could you start by telling us about the origins of interim management as a distinct segment, and then set out how it differs from other non-permanent hiring solutions?

In terms of origins, interim management emerged in the 1980s in some continental European hiring markets. It was predominantly a response to local labour laws which, at that time, were discouraging employers from committing to perm hiring of more senior professionals.

As an alternative, utilising an interim candidate, who would be engaged on a self-employed basis, enabled organisations to benefit from the skills of a highly experienced professional, whilst avoiding some of the potential perceived costs of committing to a permanent hire.

With regard to the difference between an interim candidate and a temp or contractor, there are really two key distinctions – seniority and business impact.

In terms of seniority, an interim candidate is typically a highly experienced senior executive, whereas a contractor, or particularly a temp, is more likely to be operating at a less senior level.

Then, with regard to business impact – and given their level of experience – the interim candidate will likely be expected to make a fairly immediate tangible contribution. As such, you will often find interim candidates deployed where the hiring organisation faces a discrete, potentially transformational corporate event, such as an acquisition, divestment, fundraising or major technology implementation.

By vertical, we have historically seen the highest demand for interim candidates in HR, finance, operations and transformation. Hiring organisations use it to fulfil their need for skills right up to the most senior roles, including the C-suite.

Q: This is an area the business is targeting for growth. What characteristics make it attractive and how are you seeking to capture the opportunity?

In terms of why we like the segment, the first thing to say is that the conversion rate we are achieving in interim is well above the historical Group average. This is underpinned by higher average salaries and higher fee rates, given clients typically require very specialist skills – which are in short supply.

Across the four continental European markets in which we offer interim today, this is a business driving over £30m of net fee income. In revenue terms that is around £120m, and our estimates are that the market is sized in the range of £6-8bn in revenue terms across those same markets. As such, we see scope for our share to grow given our differentiated position as a relationship-driven recruiter.

In order to capture the opportunities, we're focused on further deepening our specialisation in markets where we already offer interim. A good example of this is in France. In that market we have targeted certain verticals in which to specialise, and this has strengthened our credentials in front of clients, increased our knowledge of the candidate market as well as helping with our own internal succession planning - with more career paths open for our own people.

Additionally, we also see an opportunity to go to markets where we are present, but not currently in the interim space – such as in Switzerland.

Q: Can you tell us about the 2024 performance and what you're focused on for the year ahead?

We held our volume of interims stable in 2024 against the prior year, with the average number of interims working up by 1% year-on-year. We feel this is a good performance given the pressure on temp volumes in the wider market seen in Europe. Belgium was a particular bright spot for us, with strong volume growth there offsetting the tougher backdrop in France.

Looking ahead over the rest of 2025, whilst there are legislative changes in some markets to navigate, we will continue to focus on those disciplines and industry verticals where we are strongest to further enhance our credentials with clients and candidates.

Strategy Case Studies continued

Jess Holt

Managing Director of workforce consultancy, outlines the key aspects of the solution, the benefits to clients and candidates, and the appeal as part of our portfolio.

Q: Can you set out what the workforce consultancy offering is and the solution that Robert Walters is providing?

Workforce consultancy offers an alternative route for clients to access non-permanent labour. Traditionally, hiring organisations would source non-permanent labour through contractors or consultancies. Our workforce consultancy business retains a network of highly experienced consultants and teams, which we deploy into mid to long-term projects. In addition, we operate an academy which builds the skills required by organisations. Our specialism is in both generalist technology roles, such as business analysts and programme managers, and more specialist roles such as software engineers. We're able to deploy them across a wide range of verticals.

In terms of the mechanics of our solution, we firstly leverage our Group capability to attract, assess and acquire highly skilled candidates. We offer them a contract of employment and either deploy them individually, as part of something called a managed service programme, or as part of a team on a project, known as a statement of work.

We can also partner with our clients to build talent through our 'Hire, Train, Deploy' academy, where we focus on either graduates or school leavers and train these individuals for four to twelve weeks before deploying them to our clients' early-in-career programmes.

Q: What is driving appetite amongst hiring organisations for solutions like workforce consultancy?

Business leaders are currently facing many resourcing challenges, driven not only by the changing landscape of the world of work but also due to the pace of digital transformation and technology advancements, as well as increasing legislation and cost challenges.

We know that three-quarters of organisations recognise that they will need to upskill or reskill their workforce, but approaching a third of those face cuts in their training budgets. With permanent hiring also being restricted, organisations then have to turn to getting these skills by using contractors, or consultancies. However, this demand can then drive rising costs, and with more than half of contractors having tenure of over two years, this not only presents a longer-term cost impact but also creates risks of long-term retention of skills, as contractors could exit with short notice.

Q: What benefits are you driving for clients and candidates to make this a compelling alternative to the traditional non-permanent solutions?

The main benefit from a client's perspective is that we deliver, on average, 25% savings compared to contractor rates and a 40% saving compared to consultancies.

Traditional contractors have to cover the cost to run their personal service company in their day rate, including insurance and accountancy fees, as well as building in cover for any loss of earnings should they take absence or breaks in between contracts.

By contrast, we can secure our workforce consultants with a competitive base salary which, when rolled up into a daily charge, is much more cost-effective for the client. In addition, our scale of operations enables us to leverage a cheaper cost to source, screen and manage the consultants, which we again can pass onto the client.

The second key benefit we offer to clients is relieving them of all the regulatory burden and potential employment risk of hiring non-permanent workers. Most notable here are the revised off payroll worker regulations in the UK – known as IR35.

This regulatory change pushed all the liability to the end client for any back taxes which may arise through contractors retrospectively being reclassified as inside IR35. Because all our workforce consultants are permanently employed by Robert Walters and are on our payroll, we remove the need to assess the worker status and eliminate any risk of back taxes.

For candidates, the benefits of being employed by Robert Walters as a workforce consultant are also significant in comparison to contracting. Firstly, they have no loss of earnings between assignments or if they are sick, want holiday, or are otherwise on leave. Also, they have access to fully funded benefits, such as health cover, and investment into their learning and development through accredited courses – all of which can cost a contractor thousands of pounds. Through our significant volume of roles received globally through the Group, we can also deploy our consultants across a broad range of clients, industries and locations all through one employer.

Q: Why is workforce consultancy an attractive proposition for Robert Walters?

Firstly, the margin profile is very compelling. Compared to traditional managed service provider margins which are typically mid-single digit, we're delivering a service conversion ratio of over 30% - reflecting our current operating model where we're able to leverage much of the infrastructure of the wider recruitment outsourcing service line. We protect our margins by carefully managing the risks associated with 'bench' time, which is the period when a consultant is in between assignments. We build an allowance for this into the charge rate. As well as this, the skills our consultants have are in high demand across a wide portfolio of clients, enabling us to redeploy quickly. Typically just 1% of our consultants are on the bench at any given time.

Secondly, through partnering with clients to understand their workforce demands, we get greater forward visibility, with our average consultant deployment tracking at around 18 months.

Thirdly, we like workforce consultancy because of the attractive markets to which it gives us exposure. We can deliver our consultants into technology contractor roles, of which there are estimated to be around 150,000[1] in the UK. We can deliver our early-in-career consultants into 'Hire, Train, Deploy' programmes, of which the UK market is estimated at £300m[2]. We can also deliver our consultants to statement of work programmes, the value of which is estimated at £10bn[3] in the UK alone. In short, there is plenty to pursue.

Q: How did the business perform in 2024?

In the context of still challenging conditions in hiring markets, workforce consultancy performed well in 2024. The strength of the proposition drove a higher average number of consultants deployed with clients versus the prior year. As well as further traction amongst the wider recruitment outsourcing client base with which we launched the solution in 2022, our capability in 'Hire, Train, Deploy' and the opportunity we have to deploy consultants into a statement of work programme has opened up new client pools.

Overall we delivered a 24% increase in workforce consultancy net fee income year-on-year. Whilst we're still at a modest base in terms of fees, this performance further strengthens our conviction on the opportunity ahead of us.

1. Office for National Statistics
2,3. Staffing Industry Analysts

Strategy Case Studies continued

Working together to solve strategic challenges.

Sinead Hourigan

Sinead Hourigan, Global Head of talent advisory, introduces the most recent addition to our service lines.

Q: What is the client need that talent advisory is meeting and what core services are you offering?

Our talent advisory function is, we believe, serving a clear demand in hiring markets today. Acute skills shortages, rapid technological change and evolving working practices are just some of the drivers re-shaping hiring markets at present, with the pace of change meaning that securing and retaining the best talent continues to grow in complexity.

In that environment, clients are seeking to solve talent challenges such as the future composition of skills needed in their organisations, the balance between upskilling the existing workforce and acquiring new talent, as well as how to achieve these outcomes cost-effectively. In short, there is more to consider for hiring organisations than ever before. That is where talent advisory steps in. We partner with organisations to help them solve their strategic talent challenges.

Within talent advisory we have three services – market intelligence, future of work and talent development.

In market intelligence we use the data we've built up in our business over the years, enriched with third-party data, to help clients make insight-led, effective decisions on how to attract top talent in the most cost-effective way.

In future of work, we help clients assess their performance in critical areas which are increasingly driving talent attraction and retention, and then advise them on how to align with global and industry best practice. We do this using robust evidence-based diagnostics, offering recommendations for any changes they should consider and then delivering training if required.

In talent development, we partner with clients to ensure they attract, retain and develop the leaders of the future. We can support clients with the assessment of talent in advance of selection, and with our transition coaching we assist in onboarding the selected candidate and setting them up for success.

Q: What is the market opportunity and how are you going to market?

Our talent advisory service line plays within the wider HR advisory market which, at an estimated size of £115bn[1], is vast and forecast to grow broadly in line with projected global GDP out to the late part of this decade.

In terms of our go to market strategy, our distribution model is really two-fold. Firstly, since launch we've been focused on building client awareness and reach. To do this we are leveraging our two more established service lines for referrals. Our colleagues in specialist professional recruitment and recruitment outsourcing have been educated regarding our capabilities. This enables them to spot the buying signals from their clients – enabling them to make clients aware of the relevant services we offer within talent advisory, and then make an introduction.

Importantly, colleagues in specialist professional recruitment and recruitment outsourcing are incentivised, through a fee sharing arrangement, to refer opportunities – which we believe will set us up for success. We're really pleased with the momentum here, with referrals during the second half of the year more than doubling compared to the first half.

Secondly, and having further built out the function over the near term, we will go direct to market – with our own advisory engagement leads positioned in each region who will be responsible for generating direct fee income.

With this dual go to market model, we're building on strong foundations which we believe give us a clear right to win in this market. There are also some powerful enablers which will help us drive the business.

Zenith will be a key enabler, giving visibility of and access to a pool of prospective clients with whom we have an existing relationship.

In addition, our near 40-year legacy in the talent solutions market, and the brand position and entrenched client relationships that has provided us, will continue to open doors.

1. HR Advisory Services Global Market Report 2024.

Our Business Model

At Robert Walters, the focus for each of our 3,300 people each day, wherever they are in the globe, is helping the business be the future first choice for the clients and candidates we serve.

This focus has been inherent in our approach to business since the very first candidate was placed almost 40 years ago, and it remains the guiding principle in how we set ourselves up to succeed today. To make ourselves the future first choice, we seek to focus rigorously on doing four key things consistently well.

The key elements that drive our business model

Build a culture that people want to be part of

As a people business above all else, culture is the starting point for our model. We focus on building a culture that people want to be part of, contribute to and feel they belong in. Our leaders and people managers play a major role in modelling our core principles and valued behaviours, and this is then reinforced for our people more widely through how we train, recognise, incentivise and promote.

Attract fee earners who are specialists in their field

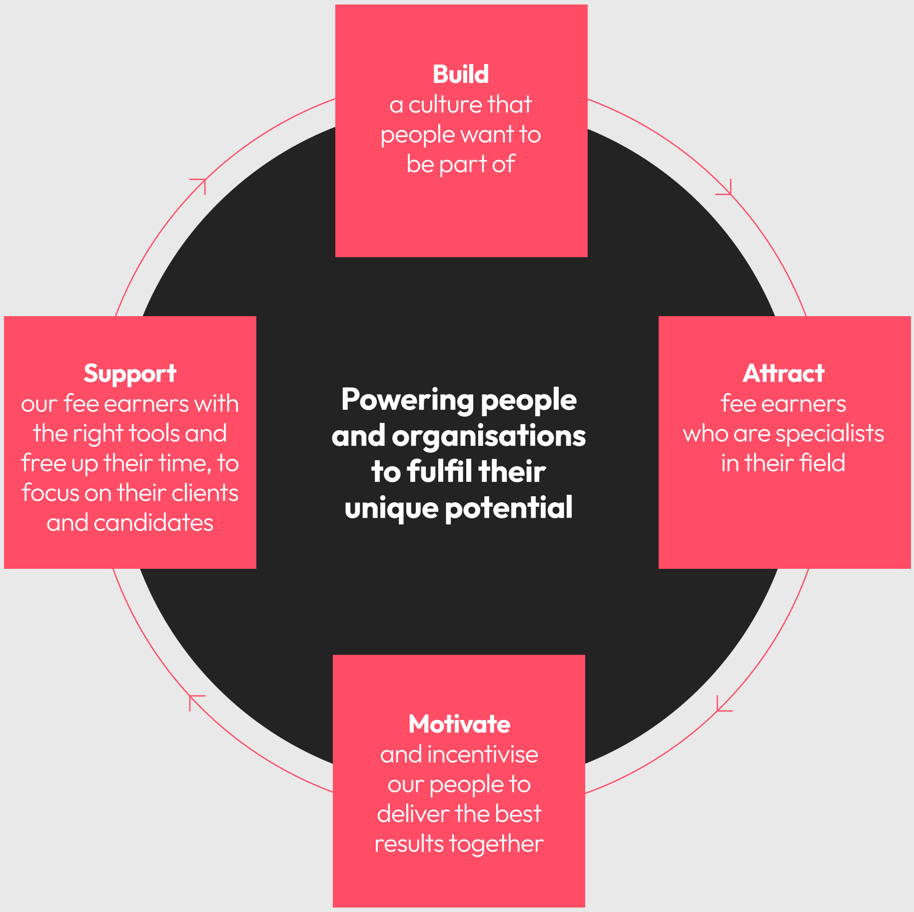
One of the ways our model is differentiated is the specialist expertise upon which consultants can draw for the benefit of their clients and candidates. For some of our consultants in our specialist professional recruitment service line for example, this means that, prior to joining Robert Walters, they have worked in the disciplines they then go on to recruit into. All of our consultants know that taking the time to deeply understand the sectors in which their clients and candidates operate will enable them to become ever-more trusted advisers. As such, they prioritise understanding their candidates and therefore building stronger networks, and staying close to the end markets in which their clients operate.

Motivate and incentivise our people to deliver the best results together

The way in which we motivate, recognise and reward our people further helps to embed the behaviours and principles we believe are critical for success. We operate a team-based profit share for our fee earners instead of individual commission. This actively promotes the sharing of ideas and ensures the needs of our candidates and clients always come first.

Support our fee earners with the right tools and free up their time, enabling them to focus on their clients and candidates

Our consultants are trusted advisers and partners to their clients and candidates, and so we give them the best possible platform and toolkit to deepen and enhance these relationships of trust. Time is a critical resource, and we're seeking to harness fast-evolving technological change (e.g. the deployment of AI to reduce human time given to standardised tasks) on behalf of our consultants so they can spend even more time with their clients and candidates.



Key Performance Indicators

Perm placements per perm fee earner per month

5% ↓

0.85

(2023: 0.90)

Definition
Total permanent placements divided by the average number of permanent fee earners within the Group's specialist professional recruitment service line.

Why is this important?
Given the materiality of the Group's specialist professional recruitment service line (83% of 2024 Group net fee income), and the historical weighting within specialist professional recruitment to permanent placements (65% of 2024 specialist professional recruitment net fee income), this volume productivity metric is a core driver of the overall Group's financial results.

2024 performance
Volume productivity in perm placements declined by 5% in 2024 against the prior year, driven by a lower volume of permanent placements against a backdrop of challenging hiring markets.

Net fee income per fee earner

3% ↓

(Up 1% in constant currency)

£147.6k

(2023: £151.5k)

Definition
Total Group net fee income divided by the average number of fee earners in the Group during the period.

Why is this important?
Net fee income per fee earner tracks overall fee earner productivity combining both volume and value. Growth in this metric underpins progression in Group profitability.

2024 performance
Net fee income per fee earner was stable on the prior year in constant currency. Though volume productivity declined, this was offset by value growth principally due to higher average perm fees.

Employee engagement

2ppts ↓

75%

(2023: 77%)

Definition
Employee engagement is measured by the overall employee engagement index score, captured within the Company's annual employee engagement survey.

Why is this important?
An engaged and supportive workforce is critical to delivering our purpose of powering people and organisations to fulfil their unique potential. We target an overall employee engagement score of 80%. This measure is one of three ESG metrics that forms a component of the executive director performance share plan.

2024 performance
The employee engagement index score was two percentage points lower at 75%. This was a resilient performance in the context of the challenging hiring markets in which the Group's employees operated during the year.

Candidate net promoter score

+56

First time reporting in 2024

Definition
The candidate net promoter score (NPS) measures the net balance of candidates who are promoters of Robert Walters (scoring their experience with the business 9 or 10 out of 10) compared to those who are detractors (scoring their experience between 0-5 out of 10).

Why is this important?
Our vision is to become the world's most trusted talent solutions business, and the experience of our candidates is critical to fulfilling this and driving our business model. We formally commenced measuring candidate NPS during 2024, and aspire to exceed a score of 60.

2024 performance
Candidate NPS of +56 compares favourably with the professional services benchmark of +50.

Net fee income

17% ↓
(Down 14% in constant currency)

£321.4m

(2023: £386.8m)

Definition
Net fee income is the total placement fees of permanent candidates, the margin earned on the placement of contract candidates and the margin from advertising. It also includes the outsourcing, consulting and payrolling margin earned by the recruitment outsourcing service line.

Why is this important?
Net fee income is the key trading and top-line financial metric of the Group.

2024 performance
Net fee income declined 14% in constant currency terms against the prior year, reflecting the challenging hiring market conditions across the Group's regions.

Conversion rate

5.2ppts ↓

1.6%

(2023: 6.8%)

Definition
The conversion rate expresses operating profit as a proportion of net fee income.

Why is this important?
The conversion rate is the Group's core profitability metric. It is a gauge of the Group's operational efficiency and ability to convert net fee income into operating profit. The Group's medium-term target is to achieve a conversion rate in the range of 16-19%.

2024 performance
The conversion rate fell by 5.2 percentage points versus the prior year, with the lower net fee income only partly offset by a reduction in operating costs.

Basic earnings per share

9.1p loss

(2023: 20.1p earnings per share)

Definition
Earnings per share is defined as profit for the year attributable to the Group's equity shareholders, divided by the weighted average number of shares in issue during the year.

Why is this important?
Basic earnings per share tracks the Group's progression in profitability from the perspective of its existing shareholders and potential investors. The compound annual increase in EPS over three years relative to the retail prices index forms a component of the executive director performance share plan.

2024 performance
The 9.1p loss per share reflects the profit impact (breakeven result at the profit before taxation level) of the challenging trading conditions seen during the year.

Free cash flow per share

12.2p negative

(2023: 21.0p positive)

Definition
Free cash flow is net cash from operating activities less capital expenditure, net interest and lease payments, with this figure being divided by the weighted average number of shares in issue.

Why is this important?
Free cash flow quantifies the amount of cash available for distribution to shareholders after all required expenditures and investment by the business has been conducted. Adoption as a key performance indicator helps to focus the business on optimising the cash consequences of all activities.

2024 performance
The Group was free cash flow negative in 2024 principally driven by the lower operating cash flow seen from the underlying trading result.

Our ESG Strategy

Non-financial sustainability information statement

Commitment to positive impact

We truly believe that a commitment to sustainable business practices is not only the right thing to do, but also helps us to achieve our purpose of powering people and organisations to fulfil their unique potential. And by unlocking potential, we'll strengthen, protect and sustain the communities we operate in.

Toby Fowlston

Chief Executive
Robert Walters

Our ESG strategy continues to align closely with our purpose and the UN's Sustainable Development Goals, underscoring our commitment to creating a long-term, positive impact where we can make the most difference.

We recognise the critical importance of embedding environmental, social and governance (ESG) practices across all aspects of our business. This approach not only benefits our shareholders but is also the right thing to do for our people, clients, candidates and communities. Our long-term strategic focus ensures that we are driving meaningful change within our organisation and beyond.

In 2024, we built on the foundation laid by our ESG strategy, which focuses on six key pillars:

1. Engaging our workforce
2. Enhancing our equity, diversity and inclusion (ED&I) initiatives, both internally and for clients
3. Responding to a sustainable world of work
4. Reducing our environmental impact
5. Supporting our communities
6. Being a responsible business

The responsibility for overseeing the implementation of our ESG strategy continues to rest with our ESG Committee, which is made up of leaders from across the business. This team works closely with key stakeholders to ensure that ESG considerations are integrated into decision-making at all levels of the organisation.

We are proud of the progress made this year and remain committed to driving further positive impact. The following pages outline our continued efforts and key achievements in 2024.

ESG Strategy continued
Materiality Assessment

The cornerstone of our ESG strategy

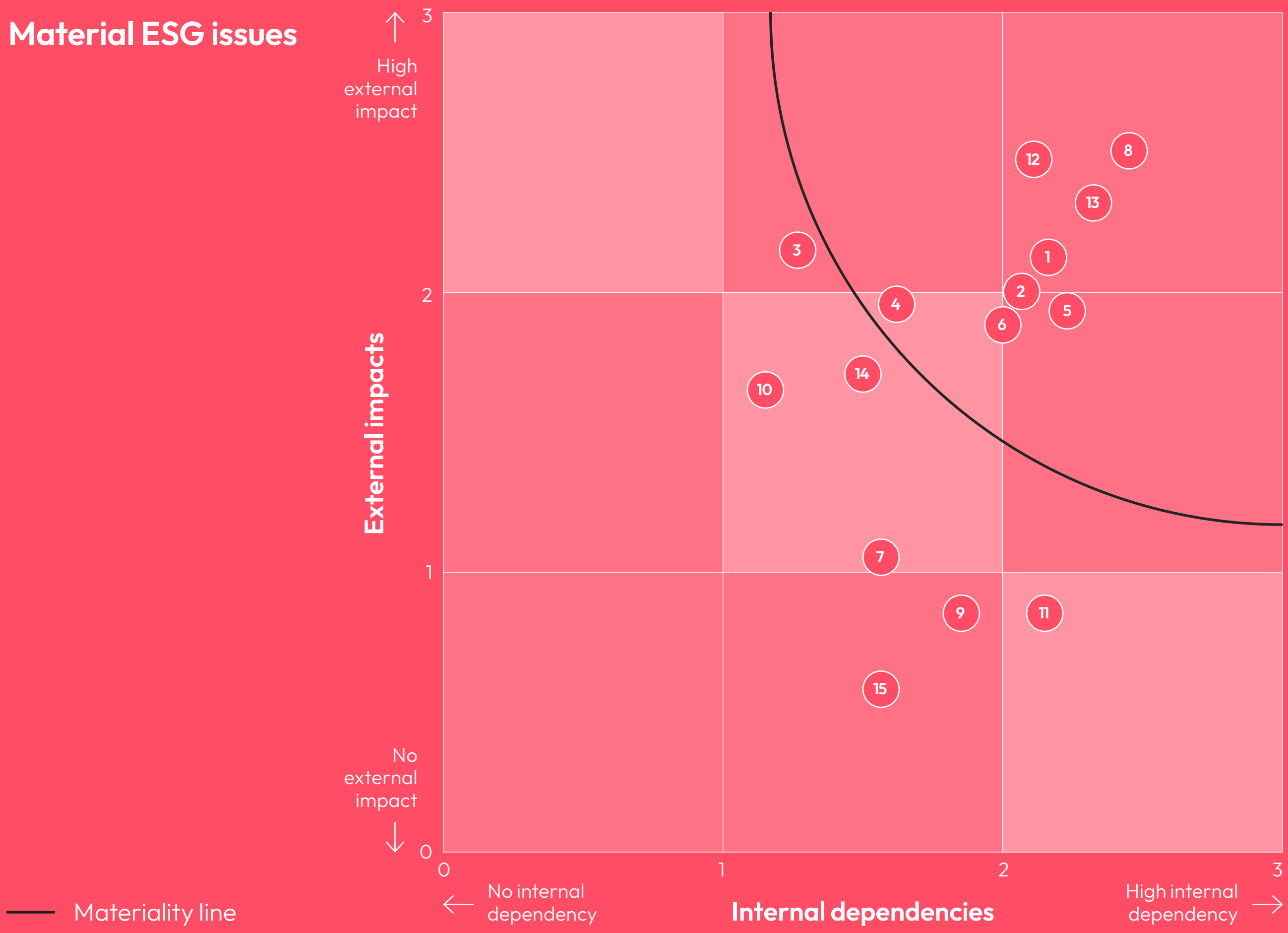
Our materiality assessment, conducted in 2022 by a specialist ESG consultancy, was commissioned to inform the development of our ESG strategy by helping us identify the ESG issues that most impact our business and reflect the areas of ESG where we can have the greatest influence.

Materiality Assessment

Designed to identify the building blocks of a robust ESG strategy, the materiality assessment took a double materiality approach, looking at both material issues that impact our business as well as the components of our business that have an impact on the economy, environment and people.

The materiality assessment was comprised of a peer review to uncover a long list of material issues for the recruitment industry and our business, together with primary research in the form of surveys and interviews with internal stakeholders across a variety of roles. This led to the creation of the materiality matrix, which contains the issues most pertinent to Robert Walters. This formed the cornerstone of our ESG strategy.

Material ESG issues



Materiality line

Issues with high internal dependency and high external impact above the materiality line are deemed most material. They are marked in bold.

Material issue	Internal dependencies
1 **Candidate recruitment and placement**	Responding to a sustainable world of work
2 **Changing market dynamics**	Responding to a sustainable world of work
3 Charity and community engagement	Supporting our communities
4 **Climate change**	Reducing our environmental impact
5 **ED&I**	Enhancing our ED&I initiatives
6 **Employee wellbeing**	Engaging our workforce
7 Environment	Reducing our environmental impact
8 **Ethics and responsible business**	Being a responsible business
9 Health and safety	Being a responsible business
10 Human rights	Being a responsible business
11 Impact of services	Responding to a sustainable world of work
12 **Information security**	Being a responsible business
13 **Employee engagement, acquisition and retention**	Engaging our workforce
14 Risk and crisis management	Being a responsible business
15 Supply chain	Being a responsible business

ESG Strategy continued

1. Engaging our workforce

At the core of our business is a commitment to creating a meaningful experience for our employees, one that helps unlock their unique potential. We are dedicated to building an environment where every individual feels engaged, supported and empowered to develop both personally and professionally.

We strive to create a workplace where our people can do their best work, collaborate with others and continue to grow. To do this, we actively listen to our people, prioritise effective communication of our values and continuously work towards enhancing the employee experience. By focusing on our values and fostering a high-performance, value-driven culture, we are committed to providing the tools, opportunities and support needed for our employees to thrive, achieve their full potential and succeed together. This ongoing commitment ensures that our employees feel heard, valued and empowered to make meaningful contributions, driving both their personal success and the success of the organisation as a whole.

Our ambition

To be led by a purpose which resonates with our employees and informs our company culture. By listening attentively to our people we aim to help them thrive – both personally and professionally across all the moments that matter in their employee journey with us.

Framework of approach

We will achieve our ambition by focusing on the following areas:

1. **Implementation of purpose:** Engage employees with our purpose helping them to identify how their personal values align to it. Align our benefits offering to the purpose as well as to new client-facing services.
2. **Employee engagement:** Collect and action employee feedback to provide more of a voice to our employees.
3. **Tailored learning and development:** Continue to deliver learning and development opportunities and provide upskilling programmes related to purpose and market trends.

Our 2024 highlights

Embedding our purpose

Our purpose – powering people and organisations to fulfil their unique potential – underpins everything we do and is embedded in our global people practices to deliver a world-class employee experience. In July 2024, we unified our brand, bringing together our historically separate brands under the one Robert Walters banner. This was complemented by the introduction of our internal **Winning as One** strategy, which placed our purpose and people at the centre of our transformation.

The strategy focused on developing a high-performing, value-driven culture of disciplined entrepreneurs who collaborate to improve, compete, deliver and win. To engage and educate our employees about this new vision, strategy and brand unification, we crafted a clear internal narrative which not only informed but inspired and motivated our people to see the value of the journey and their role in its success.

As part of this launch, we refreshed our values:

- **Integrity:** Speak honestly, act with integrity and keep promises.
- **Inclusive:** Listen, include and respect diversity.
- **Innovate:** Stay curious, adapt and lead.
- **United:** Work together, holding ourselves accountable.

To strengthen engagement, we developed a communications plan focusing on consistent storytelling, providing tools and guidance to foster pride and alignment. Our emphasis on building community and collaboration across all entities and geographies helped to reinforce a #oneteam culture.

A key highlight of our internal activation was our inaugural Global Collaboration Day, which brought employees together to encourage learning, collaboration and business development, aligning everyone with our new vision and strategy.

The success of this initiative was reflected in our employee engagement survey, with 78% of employees understanding the strategy and 75% feeling confident about its direction.

Actively listening to our people

In 2024, we continued to conduct our global employee engagement survey, partnering with employment engagement specialists Glint to provide the technology platform for the survey. This is now embedded as a bi-annual activity with an average of 83% percent of our people participating. In 2024, 77% of our people told us they feel aligned to our company purpose. Our overall engagement score was 75% which is in line with the Glint industry benchmark, reflecting a comparable level to other companies in the professional services category globally.

The employee engagement survey is just one part of our ongoing efforts to stay connected with our workforce. We empower managers with access to data specific to their teams, providing them with the training and tools needed to engage in meaningful conversations about what engagement means for their people.

We were proud to see key strengths in areas including empowerment and purpose, and that employees feel their managers genuinely care for them. Additionally, our people expressed a strong sense of ownership over their contributions to our collective success. The survey provides valuable feedback, and in response, action plans have been created both globally and within each team.

We also launched new onboarding and offboarding surveys through Glint, enabling us to capture valuable insights from employees at different stages of their journey with us. This continuous listening approach ensures that we remain responsive to the evolving needs of our people.

Developing our people

We're proud of the learning and development opportunities we offer employees, giving them the opportunity to build long successful careers with us. We take an agile approach to learning, while ensuring that we design programmes that support our people at every stage of their career, such as developing manager toolkits.

We take the time to understand our people's learning goals and align them with our business objectives to foster growth and development.

We also launched a global performance and career conversation toolkit alongside our regional appraisal process which includes practical tools and templates to support managers to run robust performance reviews with their people.

Connected to our agile approach to learning, we launched our learning management system, The Learning Hub, in March 2024, to give our people access to a wide range of resources at their fingertips, for both their personal and professional learning needs. This platform enables structured learning pathways by role as well as empowering our employees to take charge of their professional development, ensuring they have the tools needed to succeed.

Our targets

Maintain or increase employees completing the global employee engagement survey

82%+

Employees feel aligned to our company purpose

80%

Overall employee engagement index score

80%

Our progress and highlights

Employees completing the global employee engagement survey in 2024

83%

Employees feel aligned to our company purpose in 2024

77%

Overall employee engagement index score in 2024

75%

ESG Strategy continued

2. Enhancing our ED&I initiatives

At Robert Walters, we understand the transformative power of diversity and its essential role in helping our clients, candidates and colleagues reach their full potential. That's why we take a dual approach: promoting diverse hiring practices within our clients' organisations while fostering an inclusive workplace culture within our own business.

Our ambition

To be a global ED&I leader, leveraging our relationships with our clients, candidates and colleagues, alongside our inclusive recruiting expertise, to challenge status quo hiring practices.

Framework of approach

We will achieve our ambition by focusing on the following areas:

1. **Consciously inclusive culture:** Create an inclusive culture with equitable processes and policies.
2. **Amplified voices:** Increase allyship and develop upstander behaviour.
3. **Leading the conversation:** Improve clients' diverse hiring with advisory services and thought leadership.
4. **Inclusive accountable leadership:** Ensure leaders are diverse and inclusive.
5. **Knowing our data:** Collect data to drive meaningful change.
6. **Powering people potential:** Develop programmes to reach under-represented groups internally and externally.

Our 2024 highlights

Central to ED&I approach is our commitment to empowering our people and amplifying voices, ensuring all individuals can thrive and contribute meaningfully.

Empowering our people

Our regional ED&I councils continue to play a pivotal role in helping us achieve our ED&I goals. With seven councils globally, our dedicated group of over 100 volunteer ED&I council members is driving awareness, education and advocating for changes to policies and processes that support our inclusive culture.

In 2024, these councils played a key role in helping our global workforce celebrate over 20 cultural awareness moments, including Holi, International Women's Day, Pride, Ramadan, Black History Month, National Reconciliation Week, Africa Day, International Day of Transgender Visibility, World Mental Health Day, Diwali and International Men's Day. These celebrations were vital in building a greater sense of understanding and connection across our business.

Additionally, we've introduced new ED&I learning pathways through our updated learning management system, providing our people with the tools and resources to continue their educational journeys and deepen their understanding of ED&I.

Amplifying voices

In 2024, we continued our commitment to amplifying employee voices through our employee resource groups (ERGs). These voluntary, employee-led groups create a supportive environment where everyone feels safe to speak up, fostering a sense of belonging. ERGs provide peer support, advocate for policy change, raise awareness with leadership on identity-related issues, and drive education through events, networking, and community engagement.

Our ERGs, though still developing, have become an integral part of our culture. One of the standout initiatives from 2024 was the launch of neurodiversity carers coffee mornings in the UK, offering support to parents within the business. These gatherings are just one example of how our ERGs are making a tangible impact, creating spaces for connection, support and shared learning.

Another key highlight was the Enable ERG's leadership team meeting with members of the Board to discuss the group's journey. This conversation covered the successes, opportunities and impact of the Enable ERG, a group which is focused on supporting colleagues with disabilities, long-term health conditions and neurodiversity, and those with caring responsibilities for members of those communities.

Supporting our clients

Our diverse hiring diagnostic, a key part of our talent advisory service line, has gained widespread recognition for its impact. It empowers employers with the knowledge to remove barriers and biases from their recruitment processes, thereby opening doors for talent from diverse backgrounds.

The diagnostic assesses the end-to-end recruitment process, analysing the impact of recruitment content and processes across multiple lenses, including age, disability and neurodiversity, ethnicity, gender, faith, LGBTQ+ and socio-economic, producing a bespoke report with clear actions including immediate steps that can be taken to deliver meaningful change and measurable results. Our diverse hiring practitioners - recognised leaders in minimising bias in recruitment - blend operational expertise with academic backgrounds in the career development of under-represented individuals. They work closely with clients to ensure that businesses can make lasting, positive changes to their hiring practices.

Advancing gender equity and leadership inclusion

As part of our ongoing commitment to gender equity in our business and building an inclusive workplace, we strive to create an environment where all employees thrive, regardless of gender. Our focus remains on advancing gender balance, within senior leadership and across the wider business.

In 2024, we met our 2025 target for global leaders (Associate Directors and above) identifying as women. This progress reflects our continued dedication to creating more opportunities for women to advance within our organisation, and we are proud to have gender balance within our leadership population.

Our targets

Employees feel a sense of belonging at the Group by 2025

80%+

Global leaders (Associate Directors and above) that identify as female by 2025

50%

Percentage of promotions awarded to those identifying as female in 2023

50%+

Our progress and highlights

Employees that feel a sense of belonging at the Group in 2024

71%

Global leaders (Associate Directors and above) that identify as female in 2024

50%

Percentage of promotions awarded to those identifying as female in 2024

63%

Governance and policies

Equal opportunities

The Board remains committed to ensuring diversity through future Board appointments.

In accordance with the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, the Group has provided the gender table below.

We seek to offer the opportunity to benefit from fair employment, without regard to gender, sexual orientation, marital status, race, religion or belief, age or disability, and full and fair consideration is given to the employment of disabled people for all suitable jobs.

In the event of any employee becoming disabled, every effort is made to ensure that employment continues within the existing or a similar role, and we seek to support disabled employees in all aspects of their training, development and promotion where it benefits both the employee and the Group.

Gender pay gap reporting UK

We support gender equality and in line with Gender Pay Gap legislation, we published our annual UK gender pay gap reports. The report can be found on our website:

robertwalters.co.uk/gender-pay-gap-report

	2024 average employees					2023 average employees				
	Male	Female	Unspecified	Total	Ratios (%)	Male	Female	Unspecified	Total	Ratios (%)
Board Directors	**4**	**3**	**-**	**7**	**57:43:0**	5	2	-	7	69:31:0
Executive Management (excluding Board members)	**5**	**1**	**-**	**6**	**83:17:0**	5	1	-	6	83:17:0
Senior Managers[1]	**139**	**135**	**-**	**274**	**51:49:0**	157	134	-	291	54:46:0
Other employees	**1,275**	**2,057**	**-**	**3,332**	**38:62:0**	1,509	2,450	3	3,962	38:62:0
	1,423	**2,196**	**-**	**3,619**	**39:61:0**	1,676	2,587	3	4,266	39:61:0

1. A senior manager is a person who is responsible for managing significant activities within the Group, or who is strategically important to part of the Group. This will include any operating country or regional directors and functional heads of department.

Board ethnicity	Number of Board Members	% of the Board	Numbers of senior positions on the Board (Chair, CEO, CFO, Senior Independent Director)	Number in executive management	% of executive management
White British or other White (including minority white groups)	6	86%	4	5	83%
Mixed/Multiple ethnic groups	-	0%	-	-	0%
Asian/Asian British	1	14%	-	1	17%
Black/African/Caribbean/Black British	-	0%	-	-	0%
Other ethnic group	-	0%	-	-	0%

ESG Strategy continued

3. Responding to a sustainable world of work

Our purpose is to power people and organisations to fulfil their unique potential. As a global champion for talent, we are committed to delivering better experiences and quality outcomes for our customers.

We support businesses that are leading the way in the transition to a sustainable economy and improving their ESG impact. Our distinct advantage is our ability to provide data-driven insights and research on ESG, recruitment and the future of work, enabling us to help businesses identify and retain the right talent for a sustainable future.

As ESG considerations continue to grow in importance across all industries, hiring practices will need to evolve. Companies must adapt by recruiting for new roles and skill sets, addressing emerging talent shortages, and incorporating ESG factors as essential criteria for certain positions. Additionally, candidates are increasingly seeking employers who share their values and are committed to sustainability and social impact.

We help guide businesses through these changes, ensuring they attract and retain talent aligned with their ESG objectives, all while driving progress towards a more sustainable future. We are dedicated to powering people and organisations to unlock their full potential in this rapidly changing world of work.

Our ambition

To be a global talent solutions business that can respond to the new commercial opportunities within an ESG-informed economy.

Framework of approach

We will achieve our ambition by focusing on the following areas:

1. **Insights:** Publish thought leadership on ESG and the transitioning economy to support clients through change.
2. **Supporting the transition:** Shift our focus to clients and placements supporting the transition, and minimise work with lagging companies and sectors.

Our 2024 highlights

Talent advisory

In today's rapidly evolving global workforce, businesses face unique challenges in securing the talent needed to drive innovation and growth. To address these challenges, we developed our talent advisory service line, positioning us at the forefront of solving complex issues related to recruitment, talent and skills. By strategically leveraging data analytics, we provide employers with the insights necessary to navigate a competitive and constantly changing job market.

Our talent advisory service line offers tailored market intelligence, bespoke advisory services and innovative talent solutions. We support clients in addressing talent challenges across various geographies, industries and disciplines, enabling them to adapt to the evolving world of work and align with a sustainable future.

The shortage of key skills across industries has become a significant challenge for employers globally. Combined with the fast pace of technological advancements (particularly the rapid evolution of generative AI) and shifting work patterns – including hybrid, remote, multi-generational and gig work – businesses increasingly need strategic guidance.

Our talent advisory solutions are designed with our clients' needs in mind, continually evolving through our understanding of market shifts and access to deep market insights. This enables us to support our clients in navigating market changes, building organisational resilience and strengthening their meritocratic hiring strategies.

Our 2024 targets

Number of awards (win or finalist) our ESG for HR consultancy service recognised for in 2024

2

Host ESG for HR Masterclasses for our clients throughout 2024

Our progress and highlights

ESG for HR consultancy service awards (win or finalist) in 2024

2

We hosted ESG for HR Masterclasses globally for our clients in 2024

Bespoke advisory solutions built to support client needs in an ever-evolving market

ESG for HR

Attracting and retaining top talent is increasingly linked to a company's ability to communicate and deliver on its ESG commitments. As expectations evolve, particularly among the Gen Z workforce, businesses must align with the ESG areas that matter most to their workforce to attract the best talent.

To address this, we developed a pioneering consultancy service, centered around our award-winning Employee Sustainability Proposition Diagnostic. This service helps businesses identify key ESG factors important to employees, assess performance in these areas, and evaluate how effectively ESG strategies are communicated.

The diagnostic focuses on connecting ESG commitments to the employee value proposition, a crucial aspect for today's workforce who prioritise purposeful work aligned with personal values. The service delivers a comprehensive audit of a company's ESG strategy, along with tailored recommendations to strengthen talent attraction, enhance the employee value proposition and improve ESG communication.

Diverse Hiring Diagnostic

Recognising that diversity is not just a moral imperative but a business one, our diverse hiring diagnostic service leverages a data-informed diagnostic to identify and eliminate biases in the recruitment process. With a decade of experience, this service has supported businesses to create more inclusive workplaces and improved quality of hire.

Hire Train Deploy

Our Hire Train Deploy accelerate programme is designed to kickstart tech careers, close skills gaps, improve diversity and drive social mobility. By increasing access and expanding the tech community, it fosters a positive societal impact by offering businesses the opportunity enhance agility, broaden talent pools and strengthen people strategies.

In 2024, we welcomed our first cohort of early-in career consultants into the Hire Train Deploy accelerate programme, with 100% of our 14 graduates finding employment in their field. This success highlights the programme's effectiveness in bridging the gap between education and industry, demonstrating real-world impact and the value we bring to both businesses and individuals.

As part of the programme, the Hire Train Deploy academy focuses on training graduates and school leavers for 4 to 12 weeks, providing them with the skills necessary for success. Upon completion, these individuals are deployed to our clients' early-career programmes, helping businesses access fresh talent while fostering the development of the next generation of tech professionals and nurturing diverse leaders of the future.

Delivered through our recruitment outsourcing service line, Hire Train Deploy provides a socially responsible approach for employers to build diverse, skilled tech talent pipelines. Leveraging our global reach, extensive talent pool and expertise in recruitment, assessment and training, we identify high-potential early-career talent and place them with employers seeking skilled, accredited professionals. Supported by a robust career development framework, this process helps businesses de-risk their people strategy while empowering individuals from under-represented groups, career returners and ex-military personnel to build successful, long-term careers in tech.

By advancing diversity, promoting inclusivity and igniting opportunity for all, Hire Train Deploy is helping shape a sustainable and inclusive future for the workforce.

Recognised as global ESG leader

We continue to be recognised as a leader in our field, with our services being shortlisted for several prestigious awards, including the APSCo Awards for Excellence in Best Innovation (ESG), HR Excellence Awards for HR Consultancy of the Year, Global Recruiter Award for Best Equity, Diversity & Inclusion Strategy, Talint Tiara Awards for EDI and Innovation of the Year, and the British Recruitment Awards for Diversity & Inclusion Initiative of the Year.

4. Reducing our environmental impact

As a business we are committed to reducing our environmental impact, recognising the global threat posed by climate change. We take our responsibility to safeguard the environment for future generations seriously, as in order to power people and organisations to fulfil their unique potential, we must also protect the planet we all share.

We're taking action to reduce our emissions, increase the use of renewable energy and empower our offices to take local action to reduce our impact on the environment, to help us reach our target of net zero by 2040 across Scope 1 and Scope 2 greenhouse gas (GHG) emissions.

Our ambition

To be an environmentally conscious business which understands and reduces its environmental impact globally.

Framework of approach

We will achieve our ambition by focusing on the following areas:

1. **Group level decarbonisation:** Set a net-zero target for 2040. Use our decarbonisation framework to reduce carbon emissions as much as possible.
2. **Environmental reporting:** Maintain regulatory compliance with climate-related reporting.
3. **Local environmental initiatives:** Engage employees with local initiatives focusing on waste, water and energy.

Our 2024 highlights

Local action supporting global goals

Our Amsterdam, Dublin, London and Paris offices have all successfully maintained ISO 14001 accreditation, the international standard for environmental management. Supported by our global ESG Champions and ESG Committee, our local offices are also empowered to take local action that helps to reduce our environmental impact and support us in achieving our global goals.

For example, all office buildings in Tokyo and Osaka use 100% renewable electricity, and a number of countries including Ireland and the UK have already commenced the move towards using low carbon electricity. Our London and Manchester offices moved to a renewable energy supply in October 2024. Meanwhile, offices in the Philippines, Hong Kong and the UK have implemented energy-saving initiatives like smart lighting and air conditioning controls to minimise energy consumption.

These offices also prioritise reusing materials and furniture, as well as donating outdated merchandise. In Korea, the office building purifies and reuses water for toilets and gardening, contributing to further reductions in water usage.

These initiatives across our offices demonstrate our continued commitment to sustainability and reducing our environmental impact.

Reducing our emissions

We're taking action to reduce our emissions to help us reach our target of net zero by 2040 across Scope 1 and Scope 2 greenhouse gas (GHG) emissions. When any of our offices renew or take a new lease we choose a renewable energy supplier where available. We're also focused on reducing our emissions from business travel, with a reduction in business travel emissions per head of 55% compared to the 2019 base line year. And we are moving our company car fleet to hybrid or electric vehicles in EU, with 73% being hybrid or electric in 2024 (2023: 47%).

Additionally, we are looking at enhancing our Scope 3 emission reporting by including a wider range of categories with a view to incorporation into our 2040 net zero target.

A commitment to best practice

In line with industry best practices, we remain committed to maintaining a range of environmental policies, such as our Carbon Reduction Plan, Sustainable Procurement Policy Statement and Carbon Conscious Business Travel Policy. These, together with our Environmental Policy Statement, Environmental Code of Conduct for suppliers and Sustainability Policy Statement, form the foundation of our ongoing sustainability efforts.

Our targets

Reach net zero across Scope 1 and 2 GHG emissions by

2040

Offices where we have control over energy sources to use renewable energy by 2035

100%

Percentage of company cars that are hybrid or electric vehicles in the EU by 2035

60%

Our progress and highlights

Total Group emissions reduced in 2024 against the base year* by

42%

Percentage of offices that use 100% renewable energy sources in 2024

35%

Percentage of company cars that are hybrid or electric vehicles in the EU in 2024

73%

*Using 2019 as the baseline year.

ESG Strategy continued
Task Force on Climate-related Financial Disclosures (TCFD)

This statement contains the Group's TCFD-aligned disclosure in accordance with the FCA's Listing Rules and BEIS' statutory instrument on climate-related financial disclosures. The Group has provided responses across the TCFD's pillars and aims to advance the maturity of its climate-related actions and disclosures on an annual basis. This statement complies with each of the TCFD's 11 recommended disclosures and is in compliance with the new Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022 (SI 2022/31).

Governance

The Board has primary oversight for the Group's ESG performance and monitors the risks and opportunities, including climate-related ones. The Board considers climate-related issues when reviewing and guiding strategy, risk management policies, annual budget and business plans as well as setting the organisation's performance objectives, monitoring implementation and performance and overseeing major capital expenditures. ESG was a listed topic on the agenda at two Board meetings in the last year, the mechanism through which the Board reviews emerging ESG issues for relevance to the Group's risk profile and company strategy. Any new emerging risks or changes in risk profile are then discussed at the Audit and Risk Committee meetings and a decision is made on whether they should be included in the Group's risk matrix.

During the year, the Board used the updates from the ESG Committee to review progress made against the Group's ESG strategy and the Group's ESG targets, among others.

The ESG Committee was established at the beginning of 2021 and met five times in 2024. The Committee has ownership and responsibility for the execution of the Group's ESG strategy and consists of key stakeholders from across the Group including members of the Operating Board and business support functions.

David Bower (CFO) is the Chair of the ESG Committee and is responsible for informing the Board of the Committee's findings and of any required actions. The Committee includes two operational ESG 'champions' responsible for driving change and influencing behaviour throughout the business, working with local management

Risk management process

The Board recognises the importance of identifying and actively monitoring the full range of financial and non-financial risks facing the business, at both a local and Group level incorporating both top-down and bottom-up perspectives.

The Board

Oversight for the Group's ESG performance and monitors the risks and opportunities, including climate-related ones.

Audit and Risk Committee

Reviews and considers the extent to which management has addressed the key risks through appropriate controls and actions to mitigate those risks.

Remuneration Committee

Sets and evaluates Executive Directors' KPIs linked to ESG, including climate-related ones.

Chair of the ESG Committee

Responsible for informing the Board of the ESG Committee's findings and actions.

The ESG Committee

The ESG Committee consists of pillar leads and senior management.

Senior management

Responsible for considering key risk areas, managing mitigations and maintaining systems of internal control.

Ensures compliance with ESG Strategy.

Internal audit

Reviews and tests the effectiveness of controls to ensure that risk is being managed properly and effectively.

Operational ESG 'champions'

Responsible for driving change and influencing behaviour throughout the business.

ESG Committee members

Tasked with ownership and execution of the Group's strategic ESG pillars.

teams to meet the Group's ESG targets, including the environmental targets. These targets (listed on page 90) have been incorporated into the Executive Directors' KPIs, as well as those of senior management.

Climate-related risks are identified, assessed and managed in line with the Group's risk management process outlined in full on pages 40 to 41.

Strategy

Climate change mitigation is a key piece of the Group's environment pillar within our ESG strategy. We have made a commitment to reach net zero by 2040 across scope 1 and 2 GHG emissions, and continue to progress against our GHG emissions reduction targets as found on page 41.

The Group recognises that climate change, specifically the transition to a low carbon economy, will change the landscape in which the business operates. In 2022, we undertook a qualitative scenario analysis which assessed the material climate-related risks and opportunities (CRROs) within a 2°C by 2100 warming scenario.

The process consisted of engaging key internal stakeholders across risk, strategy, operations, communications and other support functions, to examine potential impacts of the scenario. The Group utilised assumptions of physical risks from the Representative Concentration Pathways (RCP 3.4) and assumptions about policy change, market dynamics and customer demand from the Shared Socioeconomic Pathways (SSP2).

We assessed the impacts of the 2°C scenario up until 2050, such that we would be reasonably able to influence upcoming decisions around strategies, capital allocations, costs and revenues. The scenario we examined was centred on a disorderly transition, where economies take reactive, regional approaches to climate change challenges, rather than globally co-ordinated responses.

In this scenario, the wider implications related to the Group were broadly categorised as the following:

- Green skills: The demand for green skills could increase, creating a widening gap between demand for talent and availability.
- Clients decarbonising their operations: Clients could face more pressure to decarbonise, and therefore would need to hire individuals with green skills. This is already underway for Financial Services, a key client category, that is under increasing pressure to reduce operations and financed emissions (i.e. their funds and the issuers within those funds).
- Climate migrants and brain drain: Climate catastrophes and desertification moving from the equator outwards could result in climate migration. The majority of such migrants would likely be displaced internally, with only a minority of the wealthiest individuals moving internationally. This could cause brain drain, further exacerbating international inequalities.
- Climate resilience: For those CRROs where the Group is most exposed, we have established mitigating activities to minimise any impact and capitalise on opportunities.

As the transition to a low-carbon economy continues, the Group has put in place actions to strengthen our green skills recruitment and support both clients and candidates in navigating a changing market. This could have the potential of increasing revenues, where the Group is able to increase the number of placements for companies seeking green and other sustainability skills. Our plan and associated KPIs can be found in our Sustainable World of Work pillar, on pages 38 to 39.

As a people-centred business, some key risks are centred around our employees' welfare and candidates wanting to work for purpose-led businesses. We believe that our Workforce Engagement (pages 34 to 35) and ED&I (pages 36 to 37) pillars will enhance employee welfare and communicate our sustainability progress to current employees and emerging talent, which in turn may give us access to a wider talent pool. As a business that is not strongly exposed to climate-related risks and which is in a position to benefit from emerging climate-related specialist career opportunities, we believe our financial performance and operations will not be under severe stress from climate change. Our strength is in the flexibility of our business strategy and we have an opportunity to assist in enabling employment to a new generation of individuals to whom purpose and sustainability is extremely important.

The process for reviewing, identifying, assessing, and managing climate-related and emerging risks, is integrated into the Company's overall risk management process. Climate-related risk is continually evolving, and the potential impact to our organisation in the revised short (current to 2027), medium (2028 to 2040) and long term (2041 to 2050) and our impact on the environment has been considered. A range of risks have been identified and reviewed, with mitigating activities for each agreed upon. The materiality of these risks is assessed based on their likelihood and potential financial impact. Our most material individual CRROs can be found in the table on the following pages.

ESG Strategy continued

Climate-related risks and opportunities

Opportunity	TCFD category	Description of impact	Short term	Mid term	Long term	Activities to capture opportunity
Helping stakeholders adapt to climate change and the transition to a sustainable economy	Transition: Market	The transition to a low-carbon economy and the physical impacts of climate change may have disruptive effects on people and the world of work. Employees may require more support from recruitment companies as they navigate changes to their routine working conditions.	●	●	●	The Group has developed award-winning Future of Work services (including Diverse Hiring, ESG for Hiring and Candidate Experience), which are designed to provide customers with clear and actionable recommendations to improve their hiring and retention strategy. This will enable the Group to support clients in achieving their ESG objectives and targets in addition to assisting the Group in being recognised as a thought leader in sustainable HR. With the roll out of Zenith, the Group's customer relationship management (CRM) system, the Group plans to refine its framework for the classification of sustainable jobs, to establish a formal tracking of recruitment pipelines. This will put the Group in the position to support and benefit from the growth in sustainable and ESG-aligned investment and skills. As the Group obtains relevant data, we will continue to refine horizon scanning for emerging ESG market trends and climate-related risks and opportunities for the Group and our clients. Monitoring market trends will allow us to explore the possibility of creating a 'sustainable' recruitment division to capture any increased investment in that space.
Climate-related cost of living crisis	Transition: Market	Climate change and the transition to a low-carbon world could increase the cost of living (e.g. energy cost through policy taxes, or food prices due to droughts), putting pressure on people's economic welfare. This could have an impact on the financial wellbeing of the Group's employees.	●	●	●	The Group operates in a highly competitive sector. We are a professional services company and our approach to the remuneration of all employees has been fundamental to our culture and our success over the years. We pay well across the Group, based upon talent, merit and performance, as well as continue to provide employees with benefits to support them and their families in their personal lives. Beyond the existing support we provide through our management and HR teams, we also encourage our people to make use of the locally relevant Employee Assistance Programme (EAP), which offers financial and wellbeing advice. We support gender pay equality and are committed to taking action to close gaps where these may exist. We clearly communicate and promote the Group's contribution to ESG, to improve employee awareness and also provide a sense of purpose.

Opportunity	TCFD category	Description of impact	Short term	Mid term	Long term	Activities to capture opportunity
Rising energy costs	Transition: Market	As regulation becomes more stringent, high emissive sources of energy may become more expensive. This may increase energy costs and therefore operating costs.	●	●	●	As part of our ESG strategy, we are committed to choosing low-carbon and renewable energy, targeting 100% use of renewable energy by 2035 in offices where we have control over our energy supply. To this end, a number of countries including Ireland and the UK have already commenced the move towards using low carbon electricity, with a change to renewable energy supply to our London and Manchester offices with effect from October 2024. In addition, we are also committed to reducing total energy consumption.
Talent attraction and retention	Transition: Reputational	Younger talent may increasingly want to align their personal purpose with their employer's purpose. If the Group is slow in its action against climate change, it could struggle to attract and retain talent.	●	●	●	The Group acknowledges the very real threat of climate change, and we are committed to further reducing our impact on the environment and continue embedding purpose throughout business activities and into the employee value proposition (EVP).
Enhanced carbon reporting obligations	Transition: Policy	The Group is dealing with the rapidly changing landscape of carbon reporting and will need to ensure disclosures are aligned with reporting requirements.	●	●	●	The requirements of climate-related corporate reporting and disclosures are reviewed by the Group Financial Controller annually and are written in line with legislative disclosure requirements.

ESG Strategy continued

Climate-related risks and opportunities

Opportunity	TCFD category	Description of impact	Short term	Mid term	Long term	Activities to capture opportunity
Acute asset damage	Physical: Acute	As temperatures rise, there may be more extreme weather events (e.g. floods) which could impact some of the Group's office locations. Damages could result in extra costs for the business and interruption of business activity. With the advent of remote working, employees' homes could increase the amount of locations with the potential of being impacted by physical risks.				The Group operates from leased office space and as a service industry has limited high-value physical assets. The Group is geographically diversified and our disaster recovery processes, which are regularly reviewed, ensure the Group is able to mitigate natural disaster risks (e.g. floods, earthquakes). In addition, the provision of Microsoft Surface Pros, one of the most sustainable choices on the market, to all staff ensures we have the flexibility to work remotely as required.
Climate impact on physical work conditions	Physical: Chronic	As temperatures rise, the working conditions during very warm periods may negatively affect employees' productivity and mental wellbeing.				The wellbeing of our people is a high priority. The Group has management and HR support available in all locations to assist employees in managing productivity and wellbeing in offices where climate has an impact on working conditions.

Risk/opportunity

- Low risk
- Medium risk
- High risk
- Low opportunity
- Medium opportunity
- High opportunity

Time horizon

Short term: Current – 2027

Mid term: 2028 – 2040

Long term: 2041 – 2050

Risk management

As detailed in the strategy section of the TFCD statement on page 43, in 2022 the Group undertook a qualitative scenario analysis which included an assessment of predicted physical, regulatory and societal shifts in a 2°C warming scenario. Through this process the Group identified relevant CRROs and assessed their impact up until 2050. The CRROs identified and monitored are disclosed in the CRRO table on pages 44 to 46.

The Board recognises the importance of identifying and actively monitoring the full range of financial and non-financial risks facing the business, at both a local and Group level.

The materiality of risks is considered as a product of occurrence (the likelihood of the risk happening within the next 10 years) and impact (the degree of the impact should the risk happen), with a summary of the key risks that we believe could potentially impact the Group's operating and financial performance disclosed in our Principal Risks and Uncertainties section on pages 58 to 66. At present, in relation to the key risks identified in the Principal Risks and Uncertainties section, the relevant CRROs identified are not considered to have an individually material impact for the Group, however a failure to identify and manage climate-related risks and opportunities is considered relevant.

The processes for mitigating the identified CRROs can be found in the CRRO table on pages 44 to 46. As part of the overall risk management process, which includes CRROs, the Audit and Risk Committee reviews and considers the extent to which management has addressed the key risks through appropriate controls and actions to mitigate those risks.

CRROs are managed and prioritised as part of the Group's overall risk identification and management process (outlined in full on page 58). Additionally, we review the outcome of the scenario analysis annually and consider any key assumptions and market trends that might uncover emerging risks or opportunities. The Group will continue to monitor the CRROs and their significance (including existing and emerging regulatory requirements), assisted by the ESG Committee and the Group's overall risk management process, implement mitigating activities, and disclose in line with materiality to the Group.

"The Board recognises the importance of identifying and actively monitoring the full range of financial and non-financial risks facing the business."

Metrics and targets

Commitment to the ongoing tracking and monitoring of climate-relevant metrics facilitates the effective management of the CRROs. The Group has set specific climate-related targets, disclosed on page 41.

The Group measures and reports Scope 1, 2 and 3 emissions which are summarised in the table overleaf in line with the Greenhouse Gas (GHG) methodology. The Group reports absolute figures (tonnes of CO_2e) and intensity figures (CO_2e per head) across all scopes.

ESG Strategy continued

Streamlined Energy Carbon Reporting (SECR)

This section includes our mandatory reporting of greenhouse gas emissions pursuant to the 'streamlined and more effective energy and carbon reporting framework' for the UK – SECR, which was enacted into law in 2018 through The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

Reporting year

The greenhouse gas emissions report has been prepared based on a reporting year of 1 January to 31 December 2024, which is the same as the Group's financial reporting period.

Reporting boundary

The Group's report is based on all entities and offices which are either owned or under operational control globally.

Methodology and scope

The methodology used to calculate the Group's emissions is based on the 'Environmental Reporting Guidelines: including Mandatory Greenhouse Gas Emissions Reporting Guidance' (June 2013 as updated in March 2019) issued by the Department for Environment, Food and Rural Affairs (Defra).

The Group has also utilised Defra's 2024 conversion factors within the reporting methodology.

The greenhouse gas emissions data has been prepared with reference to GHG protocol, which categorises greenhouse gas emissions into three scopes. Reporting on emissions from Scope 1 (direct GHG emissions) and Scope 2 (indirect GHG emissions) activities is mandatory.

The reporting of Scope 3 emissions (other indirect emissions from sources not owned or controlled by the Group) is voluntary and therefore, the Group reports on all those Scope 3 activities which it feels are relevant and sufficiently accurate and complete.

We have commenced a detailed screening process across all Scope 3 activities to identify those with the most significant impact, allowing us to focus our data collection efforts and expand our scope 3 reporting.

The Group's energy consumption in kWh has been calculated for 2024 by taking the calculated fuel consumed by the Group for gas and electricity usage and combining with an estimated kWh for our company cars and business-related travel by employees using their personal vehicles.

Intensity metric

The Group has recorded the total global emissions, in tonnes of CO_2e (tCO_2e), and has decided to use an intensity metric of tonnes of CO_2e per head, which the Group believes is the most relevant indication of our growth and provides the best comparative measure over time.

The table below shows the total global emissions in tonnes of CO_2e and tonnes of CO_2e per head for the Group. It also shows the Group's energy consumption for UK and non-UK activities.

Base year

The 2019 financial year is being used as the baseline due to lower-than-average emission levels in 2020 during the global pandemic.

The base year and the prior year have been recalculated for changes to the scope of operation and measurements, including any additions to measured Scope 3 data. The base year and the prior year are also recalculated if more accurate data is identified.

Energy efficiency initiatives

Leading on from our 2023 energy initiatives we have continued to improve the energy efficiency of many of our UK offices most notably our Head Office in London. We have now replaced over 90% of the old fluorescent fittings and Halogen downlights with new LED energy efficient luminaires. Our monitoring system continues to give us important information in terms of energy usage which has enabled us to reduce usage of energy especially outside normal office hours. The monitoring system helped us identify a lighting control system malfunction where lights would have been on all night enabling us to identify and now repair these issues making another saving in our energy usage.

We have replaced old fluorescent lighting in our Birmingham office which has resulted in a 3% reduction in energy use for lighting. We plan to install timers on direct acting electric heaters in our Manchester office which should result in a reduction of approximately 67% for energy used by these heaters. Cooling systems in our London office are planned to have new insulation installed in 2025 with a potential 1% saving in energy over the old deteriorated insulation.

We will begin expanding our energy monitoring system to regional offices during 2025, which will give us additional information and visibility of our electrical energy usage and help us ensure our efficient use of energy.

Greenhouse gas emission source (base year 2019)

	2024 tCO_2e	2024 tCO_2e per head	Current Revision 2023 tCO_2e	Current Revision 2023 tCO_2e^ per head	Variance %	Current Revision 2019 tCO_2e	Current Revision 2019 tCO_2e^ per head	Variance %
Scope 1								
Vehicle fleet and purchased gas	**570**	**0.19**	668	0.19	(15%)	764	0.24	(25%)
Total scope 1 emissions	**570**	**0.19**	668	0.19	(15%)	764	0.24	(25%)
Scope 2								
Purchased electricity and heat	**1,110**	**0.36**	1,146	0.32	(3%)	1,704	0.54	(35%)
Total scope 2 emissions	**1,110**	**0.36**	1,146	0.32	(3%)	1,704	0.54	(35%)
Scope 3								
Business travel – air	**650**	**0.21**	1,065	0.30	(39%)	1,560	0.49	(58%)
Business travel – land*	**193**	**0.06**	238	0.07	(19%)	376	0.12	(49%)
Transmission and distribution	**78**	**0.03**	81	0.02	(4%)	112	0.04	(30%)
Total scope 3 emissions	**921**	**0.30**	1,384	0.39	(33%)	2,048	0.65	(55%)
Total Group emissions	**2,601**	**0.85**	3,198	0.90	(19%)	4,516	1.43	(42%)
Scope 1 emissions								
UK	**33**	**n/a**	33	n/a		22	n/a	
Overseas	**537**	**n/a**	635	n/a		742	n/a	
Scope 2 emissions								
UK	**154**	**n/a**	150	n/a		296	n/a	
Overseas	**956**	**n/a**	996	n/a		1,408	n/a	
Energy consumption (kWh)								
UK energy consumption (kWh)	**1,067,650**	**n/a**	1,110,561	n/a		1,576,801	n/a	
Non-UK energy consumption (kWh)	**5,724,044**	**n/a**	6,237,891	n/a		5,641,293	n/a	
Total energy consumption (kWh)	**6,791,694**	**n/a**	7,348,452	n/a		7,218,094	n/a	

*Land travel includes all forms of land transport, such as rail and taxi, but excludes travel in the Group's vehicle fleet. The appropriate conversion factor for the method of transportation is applied to the distance travelled.

^The base year and the prior year have been recalculated for changes to the scope of operation and measurements, including any additions to measured Scope 3 data. The base year and the prior year are also recalculated if more accurate data is identified.

ESG Strategy continued

5. Supporting our communities

Supporting the communities in which we do business has always been important to us – it's part of our DNA, and our people have a long history of supporting local charities and community organisations which are focused on improving people's lives around the world

Our ambition

Our purpose is to power people and organisations to fulfil their unique potential, and this includes the support we give our local communities. We are committed to making a global impact through local actions that align with the UN's Sustainable Development Goals (SDGs), focusing on eliminating poverty and hunger, ensuring access to clean water, reducing inequalities and sharing our skills and expertise to help disadvantaged groups access quality job opportunities.

We concentrate our efforts on the three key areas where we believe we can make the most significant impact:

- Delivering global impact through local action
- Investing in emerging and under-represented talent across all sections of society
- Providing pathways to employment

Framework of approach

1. **Global corporate charitable partner:** Support a global charity partner at a business wide level.
2. **Global Charity Day:** Continue to align local employee priorities to Global Charity Day.
3. **Individual charitable activities:** Encourage employees to use their one paid volunteering day a year to donate their time to a given charity. This charity must align either to our ESG strategy or utilise their recruitment skills.

Our 2024 highlights

Transforming Tsavo with Global Angels

Since 2017, we've partnered with Global Angels as our global corporate charitable partner, working together with the local community in Tsavo, Kenya, empowering them to build a sustainable future.

Through our ongoing funding and year-round support, we drive initiatives that establish essential infrastructure, ensure access to clean water for drinking and agriculture, foster sustainable farming techniques, provide education and training, and help create small businesses.

In 2024, we made significant progress with several impactful initiatives, including:

- Provide employment to local workers throughout the year for key infrastructure and agricultural projects, including building a new road and supporting soil regeneration efforts.
- Expanding the agricultural team to support shade houses, which provide food for workers and the school feeding program.
- Offering continued education and training, with a key project team member now in their third year of a Diploma in Community Development.
- Completing the construction of three eco-domes and laying the foundations for three more, to provide climate-proof accommodation and develop eco-friendly building techniques for the local community.
- Introducing modern and traditional bee hives to boost biodiversity and enhance pollination.
- Planting drought-resistant indigenous trees to combat soil erosion, along with grass to provide livestock feed and new orchards to enhance food production.
- Establishing thriving forest gardens and orchards with irrigation systems, producing regular harvests of papayas, bananas, lemons, oranges and pomegranates.

Our partnership continues to have a positive impact on the community, building resilience and creating long-term, sustainable change in Tsavo.

Global Charity Day

Every year our people come together to fundraise, volunteer their time and support a wide range of charities around the world for our Global Charity Day.

We're proud to give back to the communities in which we operate, and this Global Charity Day we supported charities that provide nutrition to those in need, offer support to children with critical illnesses and disabilities, empower young people to reach their full potential, deliver disaster relief and care for animals in need of treatment or shelter.

Supporting charities locally through employee action

Our local offices and employees are deeply committed to giving back to the communities where they live and work. Whether it's organising charity golf days, participating in sleep-outs or cycling for charity, our teams actively support a wide range of causes.

This spirit of giving reflects our core values and reinforces our mission to create positive change. Through these efforts, we harness the power of giving back, fostering a purpose-driven culture that empowers individuals to make a meaningful impact in the world around them.

Our targets

Amount raised through Global Charity Day fundraising from 2023 to 2025

£500k

Percentage of countries participating in Global Charity Day

100%

Lives positively impacted by 2030*

400k

*Using 2020 as the baseline year.

Our progress and highlights

Amount raised through Global Charity Day fundraising in 2023 and 2024

£264k

Percentage of countries that participated in Global Charity Day 2024

100%

Lives positively impacted since 2020

204k

6. Being a responsible business

We are committed to operating as responsible corporate citizens, upholding strong ethical principles, policies, procedures and practices in everything we do. This dedication shapes every aspect of our business, ensuring that we continue to be a trusted partner to our stakeholders.

Our ambition

To meet the evolving expectations of best practice governance, ensuring we always operate responsibly and with strong internal oversight.

Framework of approach

1. **Structure and responsibilities:** Review organisational design for ESG governance and ensure the Board and senior leadership have a diverse combination of skills and experience to govern effectively.
2. **Remuneration:** Ensure that remuneration policies promote long-term sustainable success.
3. **Policies and procedures:** Continue to review policies, especially those aligned to business priorities, and continue to be a participant of the UN Global Compact.

Our 2024 highlights

Commitment to the UN Global Compact

In 2024 we were proud to continue as a participant of the UN Global Compact, a voluntary platform dedicated to responsible business practices. This ongoing commitment aligns our strategy and operations with the UN's Sustainable Development Goals (SDGs), focusing on human rights, labour, environment, and anti-corruption. With over 15,000 companies and 3,800 non-business signatories from 160+ countries, the UN Global Compact remains the largest corporate sustainability initiative in the world. Our continued membership reinforces our dedication to ethical business practices and a sustainable future, alongside other leading global businesses.

Continuing with our enhanced ESG Strategy

In 2024, we continued to rollout our enhanced ESG strategy, first introduced in 2023. We remain committed to engaging our employees through global webinars, ESG video content, and presentation packs, all designed to empower our people to communicate effectively with clients and candidates about our ESG priorities. The strategy continues to be shared externally through our Annual Report & Accounts, website and social media channels.

Built upon the six key pillars outlined in this ESG report, the strategy was developed following a thorough materiality assessment conducted by external ESG specialists.

Our targets

Annual rate of serious injuries and fatalities no more than

1%

Our progress and highlights

Annual rate of serious injuries and fatalities in 2024

<1%

Our ESG Committee, formed in 2021 and comprising members of our Board, senior management, and key stakeholders from our business support functions, remains responsible for driving our ESG strategy forward.

Accreditations and partnerships

We are committed to aligning with best practice frameworks and independent evaluation of our processes and ESG policies.

Our Brussels, London, Singapore and Paris offices are Ecovadis rated. We continue to be Cyber Essentials Certified, the scheme backed by the UK government to help businesses ensure they are protected from cyber threats.

We are certified under the Safety Schemes in Procurement (SSiP) Competence programme, and we hold a Construction Line Social Value Certificate, a supply chain prequalification system that assesses health and safety and ESG factors.

Our Amsterdam, Brussels, Dublin, Kuala Lumpur, London and Paris offices are all also ISO 9001 certified, and seven of our offices in Australia and New Zealand are ISO45001 certified, the international standard for health and safety. We were also listed as a constituent member of the FTSE4Good Index for the 16th consecutive year.

Governance and social policies

Human rights and ethical behaviour

We respect all human rights and, in conducting our business, we regard those rights relating to non-discrimination, fair treatment and respect for privacy to be the most relevant and to have the greatest potential impact on its key stakeholder groups of clients, candidates, employees and suppliers. The Board has overall responsibility for ensuring the Group upholds and promotes respect for human rights. The business seeks to anticipate, prevent and mitigate any potential negative human rights impacts as well as enhance positive impacts through its policies and procedures and, in particular, through its policies regarding employment, equality and diversity. Robert Walters policies seek to both ensure that employees comply with all applicable legislation and regulation and to promote good practice.

Robert Walters' policies are formulated and kept up to date by the relevant business areas, authorised by the Board and communicated to all employees.

We have a zero-tolerance approach to bribery and corruption and have specific processes in place to prevent it. The business' Anti-Bribery policy (with specific reference to the Bribery Act) is included in core training to all employees. The Anti-Bribery policy is reviewed annually to ensure that it is current.

Robert Walters complies with the UK Modern Slavery Act 2015 and its obligations under it. We believe that we operate a supply chain with a very low inherent risk of slavery and human trafficking potential. As such, over and above our normal operating procedures, we have taken no specific steps in this regard.

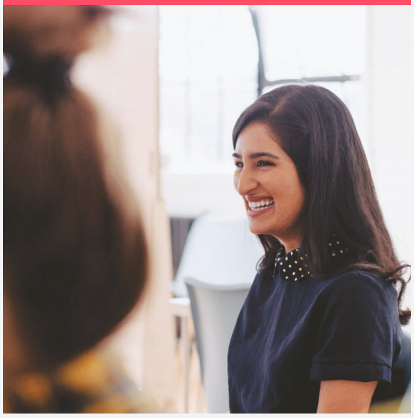
Robert Walters undertakes extensive monitoring of the implementation of all of its policies and has not been made aware of significant breaches of policy or any incident in which the organisation's activities have resulted in an abuse of human rights.

Health and safety

The Chief Executive has overall responsibility for the implementation of the business' Health and Safety policy, with specific operational responsibility delegated to managers at each location. Every effort is made to ensure that all national safety requirements are met at all times, and there were no notable injuries or health and safety issues identified during the year.

Stakeholder Engagement

Our People



How we engage

- Group-wide annual and pulse employee surveys
- Quarterly regional business update videos and financial results
- Internal forums and conferences to discuss and consult on business priorities
- Regular performance and development reviews
- Employee training programmes and workshops
- Whistleblowing policy and hotline

How we respond

We listen to our people's views, value their feedback and seek to take action as a result.

In 2024 key programmes included the launch of a business-wide learning hub, and the rollout of a structured engagement and communications process to support our brand unification.

Our Clients

How we engage

- Key director, manager and consultant relationships
- Client satisfaction surveys
- Client and industry events
- Market insights and market intelligence
- Ongoing conversations

How we respond

Through building long-term personal relationships, our consultants are seen as trusted advisers focused on supporting clients and providing a high-quality service.

Although macro-economic conditions were challenging throughout 2024, underlying talent shortages remained for which clients required solutions. We were able to deliver a trusted service and provide support to our clients on how best to position themselves to attract high-quality talent.

Our Candidates

How we engage

- Candidate net promoter score surveys
- Candidate events
- Salary surveys
- Ongoing conversations

How we respond

By building long-term relationships with candidates, we help them fulfil their unique potential.

During 2024, the continued rollout of our internally developed CRM system enabled consultants in even more of our markets to provide candidates with a better experience. During the year we also started measuring our candidate net promoter score, learnings from which will be used to further enhance our engagement with candidates.

Our Communities

How we engage

- Global Charity Day
- Employee volunteering

How we respond

We have a long history of giving back to the communities in which we operate, evidenced by the willingness of our people to give their time, energy and finances to champion local and global causes.

During 2024 we raised £125,000 for various causes through our Global Charity Day.

Our Shareholders

How we engage

- Direct, ad-hoc engagement via investor relations function
- Quarterly trading updates, half-year and full-year results announcements
- Investor results roadshows and participation in investor conferences
- Annual General Meeting
- Providing access to the Chair for meetings with shareholders, including an annual invitation for our largest shareholders to meet with the Chair

How we respond

A major output of our regular engagement with shareholders and investors more widely during 2024 was our Capital Markets Event in September. Reflecting investor feedback, the event set out medium-term profitability targets for the business and our refreshed strategic approach of ‘disciplined entrepreneurialism’.

Our Suppliers

How we engage

- Responsible procurement process
- Supplier assessments and evaluations
- Relationship meetings with key suppliers

How we respond

Robert Walters maintains a zero-tolerance policy for bribery and modern slavery, and all suppliers are required to behave ethically, in accordance with all legislation including the Anti-Bribery and Modern Slavery Acts.

We value our suppliers and adopt the principles of prompt payment and the agreement of mutually beneficial and sensible contractual terms. The Board considers this ethical approach to be appropriate and our whistleblowing processes ensure confidential escalation can take place as required.

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Financial Review

David Bower

Chief Financial Officer, Robert Walters

These financial results have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the United Kingdom.

Group statutory results

The headline statutory financial results for the Group are presented below.

	2024 £ millions	2023 £ millions
Revenue	**892.1**	1,064.1
Cost of sales	**(570.7)**	(677.3)
Gross profit (net fee income)	**321.4**	386.8
Administrative expenses	**(316.2)**	(360.5)
Operating profit	**5.2**	26.3
Net finance costs	**(3.9)**	(4.2)
Loss on foreign exchange	**(0.8)**	(1.3)
Profit before taxation	**0.5**	20.8
Taxation	**(6.5)**	(7.4)
(Loss)/profit for the period	**(6.0)**	13.4
Attributable to:		
Equity holders of the Company	**(6.0)**	13.4

Revenue

Revenue for the Group is the total income from the placement of permanent and temporary (comprising contract and interim) staff, and therefore includes the remuneration costs of temporary candidates and the total cost of advertising recharged to clients. It also includes outsourcing fees, consultancy fees and the margin derived from payrolling contracts charged by Robert Walters to its clients. Revenue for the year decreased by 16% to £892.1m (2023: £1,064.1m).

Gross profit (net fee income)

Net fee income is the total placement fees of permanent candidates, the margin earned on the placement of temporary candidates and the margin from advertising. It also includes the outsourcing, consultancy and payrolling margin earned by the Group. Net fee income is the primary financial top-line metric used to evaluate business performance.

Net fee income for the year decreased by 17% to £321.4m (2023: £386.8m), principally driven by the lower volume of permanent placements and on-payroll temporary workers in specialist professional recruitment, and the lower level of volume hiring in recruitment outsourcing.

Operating profit

Operating profit in the period decreased to £5.2m (2023: £26.3m), reflecting the underlying trading performance.

The majority of the Group's operating costs (c.75%) relate to staff, being front office fee earners (recruitment consultants) and non-fee earners (front office support staff as well as back-office support staff across various corporate functions such as finance, HR, IT, legal and marketing).

Two-thirds of the year-on-year fee income impact was mitigated through cost actions. Average Group headcount fell by 15% year-on-year, which drove a c.£27m reduction in fixed staff costs. Variable compensation, predominantly comprising fee earner bonuses, fell by c.£11m as a result of the reduced trading result. Tight management of non-staff costs, including a co-ordinated procurement approach, drove a c.£6m reduction against the prior year. Included in operating costs is £2.8m of redundancy costs incurred during the year.

Interest and financing costs

The Group incurred a net interest charge for the period of £3.9m (2023: £4.2m).

The Group has a £60.0m financing facility, currently due to expire in March 2027. At the year-end date, £15.6m (31 December 2023: £15.8m) was drawn down under this facility.

A foreign exchange loss of £0.8m (2023: £1.3m) arose during the period on translation of the Group's intercompany balances and external borrowings.

Taxation
The tax charge in the period was £6.5m (2023: £7.4m), with the Group subject to UK corporation tax at a rate of 25% (2023: 23.5%). The effective tax rate of the Group is higher than the standard UK rate of 25% primarily due to the mix of losses and profits during the year (with profits made in countries with higher tax rates such as in Japan), and the impact of adjustments to accounting profits in the tax calculation including movement in deferred tax asset (mainly unrecognised current year losses), for which no deferred tax asset has been recognised.

Earnings per share
The Group generated a basic loss per share for the year of 9.1p (2023: 20.1p basic earnings per share), reflecting the underlying trading performance, and the resulting broadly breakeven position at the profit before taxation level and post-taxation loss. The weighted average number of shares was 65.8m (2023: 66.8m).

Cash flow and financing

	2024 £ millions	2023 £ millions
Operating profit	**5.2**	26.3
Depreciation and amortisation charges	**23.0**	24.0
Other non-cash items	**(2.2)**	(2.3)
Decrease in working capital	**0.2**	6.5
Cash generated by operations	**26.2**	54.5
Net interest and associated borrowing costs	**(0.5)**	(0.8)
Repayment of lease principal	**(17.2)**	(15.9)
Taxation	**(6.4)**	(9.0)
Capital expenditure – Intangibles	**(8.0)**	(7.6)
Net capital expenditure – property, plant & equipment	**(2.1)**	(7.2)
Free cash flow	**(8.0)**	14.0
Share buyback	**-**	(10.0)
Equity dividends paid	**(15.5)**	(15.8)
Other	**0.2**	1.2
Net movement in cash (excl. financing facility)	**(23.3)**	(10.6)
Impact of foreign exchange	**(4.1)**	(6.6)
Opening net cash	**79.9**	97.1
Closing net cash	**52.5**	79.9

Cash generated from operations during the year was £26.2m (2023: £54.5m), with negative free cash flow of £8.0m (2023: positive free cash flow of £14.0m) after interest and borrowing costs, repayment of lease liabilities, taxation and capital expenditure. Closing net cash was £52.5m (2023: £79.9m).

Working capital
The working capital net inflow of £0.2m (2023: net inflow of £6.5m), reflects the unwind of trade receivables given the lower net fee income, broadly offset by a decrease in trade payables.

Capital expenditure
Intangibles capital expenditure of £8.0m (2023: £7.6m) principally comprises investment to further develop Zenith, the Group's custom built CRM system. There was slightly higher spend than the prior year as deployments were completed into the UK, Ireland, South Africa and North-East Asia.

Property, plant & equipment net capital expenditure of £2.1m (2023: £7.2m) principally relates to the Group's office estate. There was a lower spend than the prior year, with a number of office refurbishment projects having been completed in 2023.

Dividend
Given the Group's continued balance sheet strength, the Board is proposing a final dividend of 17.0p per share which will be paid on 27 May 2025 to shareholders on the register on 25 April 2025. Together with the interim dividend of 6.5p per share paid in September 2024, this takes the total dividend for the year to 23.5p per share, in line with that of the prior year.

Capital allocation
The Group's capital allocation policy remains unchanged. The Board continues to recognise the value of a strong balance sheet, and therefore targets year-end net cash of at least £50m. Thereafter, the first allocation of capital continues to be on investment in those opportunities that enhance the Group's growth drivers and provide sufficient headroom above the Group's cost of capital. During the year investment continued into Zenith, the custom-built CRM system, as deployments were completed into the UK, Ireland, South Africa and North-East Asia.

Secondly, the Group's policy is to maintain a dividend cover ratio of 1.75-2.25x through the cycle. The Group also has the latitude to allow cover to fall outside this range at points in the cycle – as has been the case over the last two years – whilst seeking a clear route to return to the range. Looking ahead, the Board continues to be mindful of this aspect of the policy, particularly given the extended period of challenging market conditions whereby dividend cover has been outside the range.

Finally, should the Group hold cash in excess of the target, and should the Board expect this position to continue for the medium term, then consideration will be given to returning the excess capital to shareholders through either a share buyback programme, special dividends, or a combination of the two.

Foreign exchange impact
The Group's primary overseas functional currencies are the Japanese Yen, the Euro and the Australian Dollar.

The impact of foreign exchange movements between 2024 and 2023 resulted in a £12.6m decrease in reported net fee income and a £0.8m decrease in operating profit for the Group.

Principal Risks and Uncertainties

Risk management process

The Board recognises the importance of identifying and actively monitoring the full range of financial and non-financial risks facing the business, at both a local and Group level. The effectiveness of the risk management process is monitored by the Audit and Risk Committee.

A robust Group-wide assessment, incorporating both top-down and bottom-up perspectives and including the ongoing identification and consideration of emerging risk, of the Group's risk profile was carried out during the year. The process involves identifying and prioritising the key risks within the Group and developing and implementing appropriate mitigation strategies to address those risks. By regularly reviewing the risk profile of the business, the Board ensures that the risk strategy remains appropriate at any point in the cycle.

The process for identifying, assessing, and managing climate-related risks is integrated into the Group's overall risk management process, and is detailed in our TCFD statement on pages 42 to 46. Climate-related risk is assessed by considering both the risks related to the physical impacts of climate change and those related to transitioning to reduce carbon emissions and the switch to lower carbon, together with climate-related opportunities and the impact on the Group strategy. Climate-related risk is continually evolving, and the potential impact to our organisation in the short, medium and long term and our impact on the environment is considered. Climate-related risks and opportunities are detailed in our TCFD statement on pages 42 to 46. The Group has made disclosures consistent with the TCFD recommendations and recommended disclosures. At present, these factors are not individually considered to have a material impact for the Group. We continue to monitor the significance of these risks, implement actions to mitigate the risk where possible and report on these where it is considered that they could have a material impact on the Group.

We review our risks in terms of likelihood of occurrence and potential impact on the business and the Audit and Risk Committee reviews and considers the net risk position of each identified risk against the Group's risk appetite, and the extent to which management has addressed the key risks through appropriate controls and actions to mitigate those risks. Each local management team continues to consider key risk areas on an ongoing basis with a specific periodic review at least once a year of their system of internal controls to ensure that each risk area is addressed within the business. The internal audit function reviews and tests the effectiveness of these controls to ensure that risk is being managed properly and effectively.

A summary of the key risks that we believe could potentially impact the Group's operating and financial performance, together with year-on-year movement in net risk (i.e. increasing, decreasing or no material change), associated key actions, and link to our strategic pillars are shown on the following pages. This includes climate-related risk with detailed climate-related risks and opportunities shown in our TCFD statement on pages 42 to 46.

The year-on-year movement in net risk rating takes account of possible events in the near future which may impact on the gross risk rating.

Net risk trend

- **Increasing**
- **No material change**
- **Decreasing**

Our strategic pillars

1. **Productivity**
2. **Technology and innovation**
3. **People**
4. **Customer experience**
5. **Data**

Risk	Actions to mitigate risk	Net risk trend	Link to our strategic pillars
Political, economic and market uncertainty The level of candidate and client confidence in the employment market and job availability are important factors in determining the total number of recruitment transactions each year and are significantly impacted by political and economic turbulence and uncertainty. Candidates are less inclined to move jobs when the number of jobs available is in decline or stagnant, which could lead to a deterioration in the Group's financial performance. Continued global political turbulence could add pressure to local economies and have a significant negative impact on the jobs market and result in reduced hiring volumes. Political change in any market could have an impact on labour laws and regulations. This could have an adverse impact on the operations of the Group, the services we deliver, and the Group's financial results.	• The Group is geographically diversified, spanning 31 countries which limits the reliance on the success of any particular market. The Group also continues to develop its contract business, which provides more resilient revenue streams in the event of an economic downturn, and the Group has sector diversification to reduce its concentration risk in the event of a downturn. • The Board's strategy when facing a slowdown in a market is to balance the cost base, such that the impact on profit is mitigated, against the expected future benefit from the retention of key staff. Historically, the Group has benefited substantially from increased operational gearing. • Live job availability is monitored to ensure action plans are documented for immediate action in response to any potential adverse impact on hiring volumes. • The Group has strong but prudent cost management. Management continuously monitors the ongoing impact of political and economic factors, and increased market uncertainty on individual markets, implementing appropriate actions as required. • The Group's legal function, together with local legal expertise and management, remains up to date with the impact any political change could have on labour laws and regulations, allowing the Group sufficient time to assess the impact and adapt appropriately.	↑	**Productivity**

Principal Risks and Uncertainties continued

Risk	Actions to mitigate risk	Net risk trend	Link to our strategic pillars
People The Group relies heavily on recruiting and retaining talented individuals with the right and diverse skill sets to grow the business. In addition, as the Group expands its operations in emerging markets, the supply of people with the required skills in specific geographic regions may be limited. Failure to attract and retain key employees with the required sales, management and leadership skills may adversely affect the Group's financial results. The overall culture and leadership behaviours of an organisation has a direct influence on performance, culture and retention. An inability to maintain and continue to strive for a truly diverse and inclusive culture could have an adverse impact on talent attraction and retention, strategic thinking, decision-making and overall employee engagement. Increased importance of ESG, alignment of personal and employer's purpose and action against climate change and flexible working, could have an impact on attraction and retention of staff. A material employee dispute or rogue executive behaviour could have an adverse impact on the working environment, culture and reputation of the Group.	• The Group's policy of linking bonuses to profitability in discrete operating units has a high correlation to the retention of efficient and effective members of staff. • The long-term incentive schemes that are detailed in note 19 to the accounts form a key part of a wider strategy to improve levels of staff retention, particularly of the Group's senior employees. • The Group offers international career opportunities and actively encourages the redeployment of existing talent to international offices and also to establish new offices. • Other elements of the strategy to improve staff retention and maximise career opportunities include significant investment of time and financial resources in employee training and development including regular appraisals, aimed at core consultant competencies and focused on enhancing management potential. • The Group's culture and the associated processes help to increase productivity and improve employee alignment to the business. A comprehensive approach to succession planning and career development is also in place across the Group. • Our equity, diversity and inclusion (ED&I) initiatives are encapsulated as part of wider ESG targets and associated KPIs. The Board promotes, monitors and benchmarks ED&I, with initiatives and actions being a focus across all the Group's regions. • The Group has a Global Head of Talent Acquisition and Employee Experience to drive our ongoing commitment to a working environment that promotes inclusion, dignity and respect for all. A Group-wide ED&I council is in place, the purpose of which is to create a forum for staff to discuss topical ED&I issues and to ensure, as a business, we are striving to create a truly inclusive culture. All-inclusive leadership training for all managers forms part of the Group's training programme. • The Group does not accept or tolerate inappropriate behaviour and has clear policies and processes to that effect, including a whistleblowing and grievance policy and process. • Our approach to ESG stems from our purpose and focuses on the six pillars of our ESG Strategy as detailed on pages 34 to 53. Our ESG strategy is informed by our materiality assessment and aligns to the United Nations' 17 Sustainable Development Goals (SDGs). This ensures that our actions are aligned with the latest thinking and best practice, and that we can respond to the most critical areas of concern in an effective, agile way.	↑	**People**

Risk	Actions to mitigate risk	Net risk trend	Link to our strategic pillars
Competition, emerging technologies and business model Competition risk varies in each of the Group's main regions depending on the maturity of the client and candidate market. The emergence of new technology platforms such as web-based applications and artificial intelligence for recruitment purposes may also lead to increased competition. OpenAI's ChatGPT and the increasing use of generative AI could have an impact on the recruitment process for both clients and candidates. A change in client behaviour could impact hiring trends, which could lead to a deterioration in the Group's financial performance where the Group's service offering does not meet clients' needs.	• The development of strong commercial relationships with clients has enabled the Group to win and then maintain its contracts with large global organisations and the Group also has a significant and diverse income stream. • The Group reviews and monitors changes in technology and social media trends to ensure that it evolves appropriately. The Group continues to promote itself as a relationship recruiter operating in specialised markets, ensuring its online presence is competitive and provides a high-quality customer experience. • Through our innovation, marketing, customer experience (CX) and technology and transformation teams, we continue to identify, trial and adopt new technology to both enhance and augment the service our consultants can provide and to drive efficiencies across our business. • The Group is seeking to harness fast-evolving technological change (e.g. the deployment of AI to reduce human time given to standardised tasks). Our consultants are incorporating AI to enhance job adverts and assist with sales outreach to name a few examples. • The Group offers three core service lines (specialist professional recruitment, recruitment outsourcing and talent advisory), and provides a range of business models, filling both permanent and contract roles.	→	**Technology and innovation** **Customer experience**

Principal Risks and Uncertainties continued

Risk	Actions to mitigate risk	Net risk trend	Link to our strategic pillars
Brand, reputation and business strategy There is an inherent risk that the brand and reputation of the Group could be impacted by failure to maintain high-quality service levels to both candidates and clients and failure to appropriately address material employee disputes. The increasing use of social media increases the Group's exposure to reputational damage. A failure to demonstrate progress in reducing our environmental impact and meeting our ESG Strategy targets could have a negative impact on the Group's reputation. Inadequate infrastructure, resource capability and technology could result in a failure to achieve our business strategy.	• Quality control standards are maintained and reviewed for each stage of the recruitment cycle. • A 'contact us' email address is available on the Group's websites to give users and candidates the ability to provide feedback or concerns. These can then be acted upon swiftly by the Chief Customer Officer and local senior management. • The Group has a well-defined whistleblowing process which can be accessed by employees, candidates, clients and suppliers. To complement this and in line with best practices, the Group has appointed an independent confidential reporting service where concerns can be raised anonymously and treated with complete confidence. • The Group's long-term strategy for growth is centered around geographic penetration and discipline diversification. It is a testament to this strategy and underlying strength of the Group's brand and management team that we have delivered a resilient performance throughout the difficult market conditions. • Candidate satisfaction surveys are carried out on a regular basis, with Directors addressing any negative feedback directly with the candidate or client. • The Group has committed to the ongoing tracking and monitoring of our core ESG KPIs, including climate-relevant metrics and targets. These are disclosed in full on page 41.	→	**People** **Customer experience**
Customers A negative candidate experience as a result of poor candidate service, data breach or other candidate dissatisfaction, could result in candidate complaints, loss of quality candidate base or loss of referrals. With evolving candidate expectations, increasing with new technology, AI and the next generation, there is a risk that the overall candidate experience could be non-competitive or unattractive against candidate expectations. Falling behind on innovation, or trends could result in a loss of candidates and candidates being less engaged. With changing client behaviours and expectations, there is a risk that the Group's available service offering does not meet client needs.	• Clear processes are in place around candidate engagement and active candidate management. Quality control standards are maintained and reviewed for each stage of the recruitment cycle with all new employees receiving appropriate levels of training applicable to their role. • We have an ongoing global review dedicated to refining our engagement with clients and candidates and to ensure that best practice candidate experience protocols are delivered consistently across the Group. • We monitor consumer trends outside of the recruitment industry and analyse how consumers' changing expectations could drive the imperative for change within our industry. • We continue to develop the ways we use Microsoft Power BI to deliver business insights and management information.	→	**Technology and innovation** **Customer experience**

Risk	Actions to mitigate risk	Net risk trend	Link to our strategic pillars
Contracts The Group operates under several complex contractual arrangements. Any onerous contractual provisions or non-compliance with contractual obligations may have an adverse effect on the Group's financial performance and reputation.	• All contractual terms and conditions undergo a thorough review process before signing. The Legal department ensures that the business fully understands and evaluates the balance between risk and reward. Any accepted risks are actively monitored to ensure compliance with contractual obligations and that appropriate operational controls are in place. • Contracts containing onerous or non-standard terms follow an escalation process, requiring approval from the Chief Legal Officer and Chief Financial Officer, as appropriate.	→	**Customer experience**
Compliance and regulatory environment The Group operates in several diverse jurisdictions and has to comply with numerous domestic and international laws and regulations. Any non-compliance with legislation or regulatory requirements may result in legal penalties, non-renewal or revocation of a local business licence or financial loss which could have a detrimental effect on the Group's financial performance and reputation. Specifically, the landscape of carbon reporting, data protection and AI legislation is rapidly changing, increasing the risk of non-compliance with reporting requirements. Any change in the regulatory environment, particularly impacting employment legislation for both candidates and clients, could have a detrimental effect on how the Group operates and the Group's financial performance. Any unanticipated change or implementation of climate policies may result in increased costs and a possible threat to licences to operate if the Group is unable to keep up with legal requirements.	• To ensure compliance, our legal function works with leading external advisers, as required, to monitor potential changes in employment legislation across the markets in which we operate. • The Group's legal function, together with local legal expertise, remains up to date with any proposed regulatory change, allowing the Group sufficient time to assess the impact and implement processes to minimise the exposure and maximise opportunity. • A log of licences and renewals is maintained. There is formalisation of regulatory reporting and escalations with legal oversight of licensing processes, and the Group makes use of external counsel where necessary. • There is a dedicated Group Privacy Counsel responsible for monitoring the impact of legislative change and increasing regulation. The Group seeks to harness the power of AI and automation, whilst ensuring legislation and regulation requirements are complied with. • The Group has set environmental targets and corporate strategy to reduce carbon emissions and has made disclosures consistent with the TCFD recommendations and recommended disclosures.	↑	**Productivity** **People** **Customer experience** **Data**

Principal Risks and Uncertainties continued

Risk	Actions to mitigate risk	Net risk trend	Link to our strategic pillars
Data protection and cyber security A critical data breach, cyber-attack or loss of confidential and competitive information could have a material impact on the Group's financial results and an adverse impact on the operations and the reputation of the Group.	• The Group maintains a comprehensive IT security policy. Though it is not possible to eliminate all risk, the policy covers all relevant areas of IT security and is reviewed on a regular basis to ensure it continues to robustly support business developments. • Third-party advisers are used to perform penetration tests on major systems and operations. • All candidate and client information is held securely with restricted access and with data protection rules in place. • Appropriate guidance and training on the security and handling of both manual and electronic documents, including confidential and sensitive data is available to all staff. • The Group has a dedicated Chief Technology Architect, Group Information Security Officer, Security Operations Centre and Group Privacy Counsel with specific remits to consider and ensure that appropriate and reasonable controls are put in place, particularly in respect of cyber-related threats and data breach. • The Group has a Data Protection Officer responsible for overseeing the handling of personal data and compliance with Data Protection laws.	↑	**Technology and innovation** **Customer experience** **Data**
Reliance on data integrity and technology infrastructure The Group is reliant on its technological infrastructure and integrity of data for day-to-day operations and for delivering client and candidate services. A critical infrastructure or system disruption could have a material impact on the Group's financial results and an adverse impact on operations and the reputation of the Group. Without data integrity, data may not be reliable or accurate to support data led decision making. Climate change could result in more extreme weather events, which could cause damage and disruption to the Group's technology infrastructure.	• The Group continues to review and improve its business continuity and disaster recovery plans to mitigate against any critical infrastructure disruptions. The Group has invested in technology and innovation, enabling effective ongoing hybrid working and robust backup and recovery services. • Third-party advisers are used to perform penetration tests on major systems and operations. • A change management team is in place to ensure that appropriate consideration is given to all change requirements, including a risk analysis of the requirement, and appropriate plans are developed to deal with any potential critical disruptions. • Our disaster recovery processes, which are regularly reviewed, ensure the Group is able to mitigate natural disaster risks (e.g. floods, earthquakes), and the Group is also geographically diversified. In addition, all staff have the tools and flexibility to work remotely as required. • The Group has reporting teams who are responsible for monitoring and reporting on data integrity, and data quality is promoted. • A Chief Data Officer has been appointed to further deepen our expertise.	→	**Technology and innovation** **Data**

Risk	Actions to mitigate risk	Net risk trend	Link to our strategic pillars
Financial risk **Foreign currency risk** In the course of its core business, the Group transacts in a number of foreign currencies. Any unfavourable movement in the foreign exchange rates may have an adverse effect on translation of overseas operations' local currency earnings, and subsequently the Group's Pounds Sterling financial results.	**Foreign currency risk** • Revenues and costs are in their functional currencies in the local entities, which minimises the Group's transactional exposure. • The Group continues to monitor the sensitivity to foreign currency fluctuations through performing regular sensitivity analysis and reducing exposure wherever possible.		**Productivity** **Technology and innovation** **People** **Customer experience** **Data**
Liquidity risk An adverse cash position, or the inability to access capital/funding could result in an inability to pay creditors and to fulfil day-to-day operations and requirements. The future success of the Group could be affected if the Group fails to align its capital planning with its business strategy.	**Liquidity risk** • Cash flow and working capital forecasts are prepared and reviewed regularly to ensure the Group remains in a strong balance sheet position and a detailed plan for any growth opportunities is created before any deal is executed to ensure that the appropriate finance is in place.		
Credit risk Increased uncertainty over cash flows due to economic pressures could increase the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.	**Credit risk** • The Group has adopted a policy of only dealing with counterparties that are deemed creditworthy and that are considered to have adequate credit ratings. • Credit exposure is controlled by counterparty limits that are reviewed and approved by management. • The Group's exposure and the credit ratings of its counterparties are regularly monitored.		

Principal Risks and Uncertainties continued

Risk	Actions to mitigate risk	Net risk trend	Link to our strategic pillars
Transformation and change management Investing in technology, transformation and innovation is vital for the Group to remain an industry-leading organisation and in achieving its strategic objectives. Poor governance and management of our significant global projects could result in increased costs, inefficiencies, reduced employee engagement and risk to business continuity.	• A Technology & Transformation Investment Board, including members of the Operating Board and the Transformation and Portfolio Director, reviews and approves all significant technology and transformation investments before they begin. • A Change Advisory Board is in place, which ensures that appropriate consideration is given to the introduction of changes to our live environments. • A monthly steering committee/weekly core project team meeting is held with representatives from key areas involved or impacted by the project/ program. The steering committee/ project team reviews progress against the current program objectives and spend, and approves any significant changes to both. • Business change plans are in place to actively communicate and engage with employees throughout the process of transformation and change and include ongoing evaluation and feedback to ensure the impact of any change is continually monitored and improved. This includes the use of change champions in each region, user feedback surveys, quarterly updates, training and communication with key stakeholders. The outputs from these activities are used to support evidence-based decision making.	→	**Productivity** **Technology and innovation** **Customer experience**
Climate-related A failure to identify and manage climate-related risks and opportunities could result in an adverse impact on our operations, reputation, the environment or the Group may lose out on key opportunities and market share. Climate-related risks and opportunities are detailed in our TCFD statement on pages 42 to 46.	• The impact of climate-related environmental issues on the Group and local markets is considered on an ongoing basis. • An ESG Committee meets regularly to assist the Board in identifying, assessing and managing climate-related risks and opportunities.	New in 2024	**Productivity** **Technology and innovation** **People** **Customer experience** **Data**

Section 172 Statement

The Board acknowledges Section 172 (1) of the UK Companies Act 2006, and its duty to promote the success of the Company.

A Director of a Company must act in the 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 has regard (amongst other matters) to:

a) the likely consequences of any decision in the long term
b) the interests of the Company's employees
c) the need to foster the Company's business relationships with suppliers, customers and others
d) the impact of the Company's operations on the community and the environment
e) the desirability of the Company maintaining a reputation for high standards of business conduct
f) the need to act fairly between members of the Company.

Key stakeholders are identified as those stakeholder groups fundamentally impacted by the performance and decisions of the Company, and those which have a significant impact on the long-term success of the Company. Our key stakeholder groups identified are our people, our clients, our candidates, our communities, our investors and our suppliers.

The Board has considered the interests of key stakeholders through fostering the Company's business relationships and actively engaging with them. Our key stakeholder groups and other interested parties, and how we engage with them, are detailed in the Stakeholder Engagement section of the Strategic Report on pages 54 to 55. We consider the most effective way of communicating with our stakeholders to be through encouraging participation and active consultation.

The interests of key stakeholder groups are considered in Board discussions and decision-making and are embodied in our purpose of powering people and organisations to fulfil their unique potential.

Balance of interests of different stakeholder groups were assessed, with outcomes managed through effective engagement and active consideration of any feedback received.

The Board's focus on clients, candidates and culture ensures the Group maintains a reputation for high standards of business conduct, and the need to act fairly between members of the Company.

Through the risk management process as detailed in the Principal Risks and Uncertainties section of the Strategic Report on pages 58 to 66, the Board has assessed the Company's risk profile, consequences of any decision in the long term, appropriate risk mitigation strategies and identification and consideration of emerging risks.

Stakeholder Engagement: pages 54 to 55
Strategic Overview: pages 16 to 19
ESG Strategy: pages 30 to 53
Principal Risks and Uncertainties: pages 58 to 66

Key decisions taken during the year

Two of the key decisions taken by the Board during the year were the Group's brand unification, and the issuance of a medium-term conversion rate target. The Board's consideration of stakeholders and other factors in making these decisions is summarised below.

Brand unification

In July 2024, the Group announced the unification of the three brands it had historically traded through under the single Robert Walters brand.

- Long-term consequences of decision – When considering this, the Board received surveys of the Group's clients, which evidenced their appetite for organisations to assist them across the full range of required talent solutions
- Fostering relationships with suppliers and customers – In order to ensure strong business relationships were maintained, a dedicated project team implemented a detailed project plan, whereby appropriate engagement was achieved with the Group's suppliers and customers. The Board received updates at relevant milestones throughout the project.

Conversion rate target

In September 2024, the Group issued a medium-term conversion rate target of 16-19% at a Capital Markets Event.

- Long-term consequences of decision – The Board received comprehensive updates from management regarding the Group's organic growth drivers and the scope to enhance them, as well as actions to drive greater efficiency in five core areas – with these together being the levers to a higher conversion rate. The Board also considered investor feedback, which consistently highlighted the merits of setting a conversion rate target.

Strategic Report approval

The Strategic Report, outlined on pages 4 to 67, incorporates the 2024 overview, Robert Walters at a Glance, Chair's Statement, Chief Executive's Statement, Market overview, Strategic overview, Strategy case studies, Our Business Model, Key Performance Indicators, Our ESG Strategy, Stakeholder Engagement, Financial Review, Principal Risks and Uncertainties and Section 172 statement.

By order of the Board,

David Bower
Chief Financial Officer
6 March 2025

Chair's Introduction to Corporate Governance

"The shared objectives of the Board are to promote the long-term success of the Group, create value for our shareholders and proactively invest in a sustainable future for people and communities around the world."

Leslie Van de Walle
Chair, Robert Walters

Dear Shareholder

I am pleased to report that your Company has again fully complied with the 2018 UK Corporate Governance Code (the Code) throughout the year. As a Board, we are pleased with the further progress that the Group has made to ensure high standards of corporate governance are maintained.

We monitor developments and trends in corporate governance both in the UK and internationally, adopting emerging practice we feel improves our governance. This includes the updates to the UK Corporate Governance Code taking effect for the Company from 2025.

As a Group, we have an expressed aim of respecting the needs of shareholders, employees, clients, candidates, contractors and suppliers. The Board has a wide range of responsibilities, and it is my duty to ensure it has the right mix of skills and talent, that the Directors have sufficient time available to meet Board responsibilities and that we work effectively as a team. The shared objectives of the Board are to promote the long-term success of the Group, create value for our shareholders and proactively invest in a sustainable future for people and communities around the world.

The Board also monitors the risks and opportunities arising from ESG-related factors to ensure that the Group meets and embraces the requirements from environmental stewardship. Further details can be found in the Principal Risks and Uncertainties section on pages 58 to 66 and the Climate-related risks and opportunities section on pages 44 to 46.

The Board Committees have had an active year.

The Audit and Risk Committee continued to see appropriate controls evident in all areas of risk management. The internal audit function continued to enhance and evolve its scope and areas of focus, including addressing ongoing amendments driven from the Group's risk register. Further information on the work and responsibilities of the Audit and Risk Committee and the effectiveness of the Group's system of internal control is detailed in the Report of the Audit and Risk Committee and the audit, risk, and internal control sections of this report.

The Nominations Committee has reviewed talent development and succession planning within senior management following the Board changes completed in the prior year.

The Remuneration Committee reviewed the Executive Directors' pay during the year against a backdrop of macro-economic uncertainty and continue to incorporate current best practice.

A key aspect of ensuring your Board's effectiveness is our annual Board and Committee performance review. Further details can be found on page 83.

On the following pages we describe our corporate governance framework in more detail.

Leslie Van de Walle
Chair
6 March 2025

Report of the Board

Board of Directors

Leslie Van de Walle
Chair

Appointed
November 2022

Committees
N

Leslie is Chair of Greencore Group plc.

Leslie has held various non-executive roles and was previously Non-executive Director of HSBC UK Bank plc. He has also been Chair of Euromoney Institutional Investor plc and Chair of SIG plc, as well as Deputy Chair at Crest Nicholson Holdings and Senior Independent Director of DCC plc. He also served as Chair of the Robert Walters Group between 2012 and 2018. Leslie's executive career has included serving as Group Chief Executive Officer at Rexam plc and Chief Executive Officer at United Biscuits plc.

Toby Fowlston
Chief Executive Officer

Appointed
April 2023

After qualifying as a solicitor, Toby joined the business as a consultant in 1999 and has since held senior positions leading the Group's recruitment operations in both the UK and Asia-Pacific, the Group's largest and most profitable region.

Having worked his way up from consultant to leading the London recruitment business, Toby transferred to Singapore, heading up operations in Singapore and South East Asia for five years before being promoted to CEO Asia Pacific, a role he held for two years. In early 2021, Toby moved back to London to work closely with the company founder, Robert Walters, with Toby assuming the role of global CEO in April 2023.

David Bower
Chief Financial Officer

Appointed
September 2023

David joined the Board as Chief Financial Officer in September 2023 and brings significant experience of working in international businesses.

Prior to joining Robert Walters, David spent 18 years at HomeServe plc, where he held a number of senior divisional and group finance roles. David was appointed as Chief Financial Officer of HomeServe plc in 2017 and led its sale to Brookfield Infrastructure Partners L.P., a transaction which completed in early 2023 for an equity value of £4.1bn.

David is a graduate of Loughborough University of Technology and is a Fellow of the Institute of Chartered Accountants in England and Wales.

Tanith Dodge
Non-executive Director, Senior Independent Director

Appointed
February 2017

Committees
A N R

Tanith is an HR executive with a strong consumer background in international organisations. Her recent experience includes Chief People Officer at Bicester Village Shopping Collection.

Prior to this, she spent eight years at Marks & Spencer Group plc where she ran the global HR for 80,000 employees in 53 countries. Before joining Marks & Spencer Group plc, Tanith was Group Human Resources Director at WH Smith, where she also held responsibility for Public Relations, Communications and Post Office Operations. Prior to this, she was Senior Vice President Human Resources for Europe, Middle East and Africa (EMEA) at InterContinental Hotels Group. Tanith has also held senior HR roles at Diageo plc and Prudential Corporation plc. Tanith has a breadth of Board experience. Since March 2021 she has been Chair of Samarkand Global plc and also Chair of the Remuneration Committee. Since July 2019 she has been a member of the Advisory Council for PricewaterhouseCoopers. She is also a Non-executive Director of Silverwood Brands since October 2022.

Matt Ashley
Non-executive Director

Appointed
December 2021

Committees
A N R

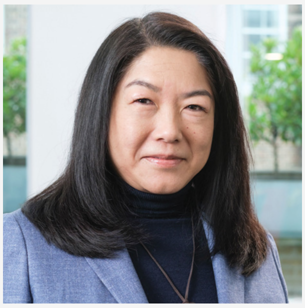
Matt joined the Board in December 2021. He brings a broad range of experience from different sectors and is currently the Chief Financial Officer of Cera Care Limited, a digital-first home healthcare provider. Previously, Matt was Group CFO of Micro Focus International plc, one of the world's largest enterprise software providers, and completed its sale to Open Text Inc for an Enterprise Value of $6bn in early 2023. Before this, Matt was Chief Financial Officer at William Hill plc, prior to which he held several senior positions at National Express Group plc including Group Finance Director and Chief Executive, North America. He was a director of transport, infrastructure and public company reporting at Deloitte LLP and began his career as an auditor in London. Matt is a graduate of Leeds University and member of the Institute of Chartered Accountants in England and Wales.

Michaela Tod
Non-executive Director

Appointed
June 2023

Committees
A N R

Michaela is an experienced executive with wide ranging and international experience in consumer products and media. Michaela spent 14 years at Dyson where she latterly served as President of China. She held other senior positions at Dyson, most notably in global product development and in market in Japan. More recently, Michaela served as Co-Chief Executive of ProSiebenSat.1 Entertainment and on an interim basis as CEO of Elvie. Michaela also serves as a Non-executive Director of publicly quoted MYT Netherlands Parent B.V.



Jane Hesmondhalgh
Non-executive Director

Appointed
June 2023

Committees
A N R

Jane is an experienced senior executive with wide-ranging and international experience across the technology sector. Jane was most recently Corporate Vice President within Microsoft's Global Commercial business and has held other senior finance positions across Microsoft including Chief Financial Officer, Microsoft International and Chief Financial Officer, Microsoft Global Consumer Business. Prior to joining Microsoft, Jane held senior finance positions at Palm Inc., 3Com and Boeing.

Board Composition

A dynamic and professional leadership team, focused on delivering our strategic ambition.

1 Chair
2 Executives
4 Non-executives

A **Audit and Risk**
N **Nominations**
R **Remuneration**
Chair of Committee

Report of the Board continued

Division of responsibilities

Division of responsibilities between Chair and Chief Executive

Leslie Van de Walle
Chair

Toby Fowlston
Chief Executive Officer

The Board has shown its commitment to dividing responsibilities for the Board and running the Company's business by keeping the roles of Chair and Chief Executive separate.

The roles are set out in writing and have been approved by the Board.

The key responsibilities of the Chair and Chief Executive are summarised below:

- As Chair, Leslie Van de Walle is responsible for leading the Board, and for its effectiveness and integrity. The Chair sets the tone for the Company, ensures the links between the Board and shareholders are strong, that Directors receive accurate, timely and clear information and management are held accountable.
- As Chief Executive, Toby Fowlston is responsible for the day-to-day management of the Group's operations, implementing Board-approved strategic objectives and policies, and developing the vision and strategy for the Board's review and approval.

Board balance and independence

Leslie Van de Walle
Chair

Tanith Dodge
Non-executive Director

Matt Ashley
Non-executive Director

Michaela Tod
Non-executive Director

Jane Hesmondhalgh
Non-executive Director

The Board comprises the Chair, two Executive Directors and four independent Non-executive Directors.

The Board annually reviews its composition to ensure there is an appropriate balance between Executive and Non-executive Directors and, by promoting diversity, that the Board has the appropriate mix of skills, experience and knowledge.

The Group's commitment to achieving a balance of Executive and Non-executive Directors is shown by:

- The Non-executive Directors comprising more than half of the Board of Directors;
- The Non-executive Directors, comprising Leslie Van de Walle, Tanith Dodge, Matt Ashley, Michaela Tod and Jane Hesmondhalgh, being considered to act independently of management and free from any business or other relationship that could materially interfere with the exercise of their independent judgement; additionally, no Non- executive Director, including the Chair, has served on the Board for more than nine years from the date of their first appointment; and
- The independent Non-executive Directors met a number of times during the year without management present.

Senior Independent Director

Tanith Dodge
Non-executive Director

Tanith Dodge is the Senior Independent Director. As such, she is available to shareholders and other Directors when they may have issues or concerns where contact through the normal channels of either the Chair or the Executive Directors has failed to resolve concerns, or where contact is deemed inappropriate.

Statement of compliance with the UK Corporate Governance Code

The Company has fully complied throughout the year ended 31 December 2024 with the Code provisions set out in the 2018 UK Corporate Governance Code (the Code).

The Board of Directors is committed to the highest standards of corporate governance and has applied the principles set out in the Code, including the provisions, by complying with the Code as reported above. Further explanation of how we integrate the principles of the five sections of the Code into our business, being: Board leadership and Company purpose; division of responsibilities; composition, succession and evaluation; audit, risk and internal control; and remuneration, is set out below.

Our principles and policy in relation to remuneration are covered separately in the Report of the Remuneration Committee on pages 84 to 107.

Board leadership and Company purpose

Company's purpose, values and strategy

Our purpose as a business is to power people and organisations to fulfil their unique potential. This is the bedrock of our growth strategy which is covered separately in the Strategic Report on pages 4 to 67. Likewise, our purpose underpins our dynamic culture and our core values of integrity, inclusivity, innovation and unity.

As a global business we continue to strive to build a high-performing and inclusive organisation with a culture that enables all of our employees to build long-term and rewarding careers. Our purpose-driven culture is covered in more depth on pages 34 to 35.

Culture

The Board regularly monitors culture for alignment with the Group's purpose, core principles and strategy. Corporate culture has been fundamental to our success over the years. Employee engagement surveys, third-party awards for employer brand excellence (e.g., Great Place to Work), external benchmarking and professional certifications and accreditations are examples of metrics used by the Board in assessing corporate culture, and they are embedded in the Board agenda. The Group's values of integrity, inclusivity, innovation and unity are evident throughout our ESG Strategy section on pages 30 to 53. In 2020 the Board appointed a member of the Board to be responsible for employee engagement, as detailed in the Report of the Remuneration Committee on page 101, and this encompasses regular meetings with employees, including meeting with new starters and leavers. Any whistleblower reports are reviewed by the Board and its Committees to confirm any appropriate corrective actions are taken.

Engagement with shareholders and key stakeholders

In order to meet its responsibilities to shareholders and stakeholders, the Board ensures the Group has processes in place to engage with all key stakeholder groups through encouraging participation, active consultation and by building long-term relationships in order to achieve our strategic priorities. The Chair and the Remuneration Committee Chair offer to meet with the largest shareholders and hear their views on an annual basis. How we engage with some of these key stakeholder groups and other interested parties is detailed in the Stakeholder engagement section of the Strategic Report on pages 54 to 55.

Report of the Board continued

The Board and its role

The Board is responsible to the Group's shareholders for the conduct and performance of the Group's business. Having strong governance processes and oversight helps drive the culture of the business so that it can better deliver on its responsibility to all of our stakeholders, including creating long-term value for our shareholders and proactively investing in a sustainable future for people and communities around the world.

The Board has developed a Board governance framework which sets out the governance structure of the Board and its Committees. The Board considers that it has shown its commitment to assessing opportunities and risks to achieve long-term success and leading and controlling the Group by:

- Having a Board constitution which details the Board's responsibility to the Group's shareholders for the management of the Group's affairs. It exercises direction and supervision of the Group's operations throughout the world and defines the line of responsibility from the Board to the Chief Executive and the Executive Directors, in whom responsibility for the Executive management of the business is vested;
- The Board retaining specific responsibility for agreeing the strategic direction of the Group, the approval of accounts, business plans, budget and capital expenditure, the review of operating results, the effectiveness of governance practice and risk management, and also the appointment of senior Executives and succession planning;
- Consideration of Section 172 (1) of the UK Companies Act 2006 and their duty to promote the success of the Company;
- Oversight of the Group's organisational health, working culture and wellbeing of employees;
- All Directors have access to the advice of the Company Secretary, who is responsible for advising the Board on all governance matters;
- Considering any concerns about the operation of the Board or management of the Company, and recording any unresolved concerns in the Board minutes;
- The provision of appropriate training to all new Directors at the time of appointment to the Board, and by ensuring that existing Directors receive such training as to be equipped with the skills required to fulfil their roles;
- Delegating responsibilities to sub-Committees: Audit and Risk Committee; Remuneration Committee; and Nominations Committee.

External appointments of Directors are not undertaken without prior approval of the Board.

Understanding the business

The Board has sought to ensure that Directors are properly briefed on issues arising at Board meetings by establishing procedures for:

- Distributing Board papers well in advance of meetings in the appropriate form including detailed reports and presentations to enable the Board to discharge its duties;
- Presentations on different aspects of the Group's business from members of the Operating Board or other members of senior management;
- Regularly reviewing financial plans, including budgets and forecasts;
- Adjourning meetings or deferring decisions when Directors have concerns about the information available to them; and
- Making the Company Secretary responsible to the Board for the timeliness and quality of information.

Audit and Risk Committee

The Audit and Risk Committee's primary focus is to assist the Board in fulfilling its oversight responsibilities. During the year the Audit and Risk Committee met three times and reviewed the following:

- Half-year results and the annual Financial Statements;
- The effectiveness of the Group's system of internal controls, internal audit and risk management;
- The performance of the external auditor, their terms of engagement, the scope of the audit and audit findings including findings on key judgements and estimates in the Financial Statements; and
- The opinions of management and the external auditor in relation to the appropriateness of the accounting policies adopted, significant estimates and judgements and whether disclosures were balanced and fair.

Further information on the work of the Audit and Risk Committee during the year can be found on pages 77 to 81.

Nominations Committee

The Nominations Committee met once during the year and its activities include:

- Monitoring the Board's structure, size, composition and diversity to maintain a balanced and effective Board in terms of skills, knowledge and experience;
- Considering all aspects of the Board with regard to succession planning;
- Reviewing the leadership capabilities, needs and succession planning of the Group including identifying and developing talent;
- Recommending any changes in the membership of the Board Committees;
- Assessing potential conflicts of interest of all Directors; and
- Review of progress achieved, including the diversity objectives of the Group, the gender balance and other aspects of diversity of those in senior management and their direct reports.

Further information on the work of the Nominations Committee during the year can be found on pages 82 to 83.

Remuneration Committee

The Remuneration Committee met three times during the year and its activities include:

- Engaging with our largest shareholders and the workforce to ensure a strong level of communication and dialogue;
- Ensuring the framework for Executive remuneration remains effective, incorporating current guidance on best practice and in line with the tri-annual requirement for shareholder approval of the remuneration policy;
- Determining the individual remuneration packages for Executive Directors;
- Approving the targets and performance assessments for performance-related incentive schemes; and
- Overseeing the operation of incentive schemes and awards and determining whether the performance criteria had been met.

Further information on the work of the Committee during the year can be found in the Report of the Remuneration Committee on pages 84 to 107, including the Chief Executive pay ratio and incentive outcomes.

Attendance at meetings

The number of scheduled Board meetings and Committee meetings attended as a member by each Director during the year is set out below. By invitation, the Chief Executive Officer and Chief Financial Officer are invited to attend all meetings of the Audit and Risk Committee, the Remuneration Committee and, where relevant, the Nominations Committee. By invitation of their Chairs, Leslie Van de Walle also attended all Audit and Risk and Remuneration Committee meetings.

	Board (7 meetings)	Audit and Risk Committee (3 meetings)	Nominations Committee (1 meetings)	Remuneration Committee (3 meetings)
L Van de Walle	7	3	1	3
T Fowlston	7	3	1	3
D Bower	7	3	1	3
T Dodge	7	3	1	3
M Ashley	7	3	1	3
J Hesmondhalgh	7	3	1	3
M Tod	7	3	1	3

Report of the Board continued

Governance of climate matters

Climate change continued to be a key focus for the Group in 2024 and is now part of the Group's strategic growth drivers. The Board has delegated oversight of the management of climate-related risks to the Environmental, Social and Governance (ESG) Committee which was established in early 2021. The Committee includes members of our operational management team, Board and business partner functions and has met five times during the year. The Committee is responsible for providing strategic direction for the management of environmental impacts, with a particular focus on the Group's management of the financial risks from climate change and reports to the Board twice yearly. Further details on our environmental targets can be found on page 41.

The environmental targets have been part of the Executive Directors KPIs for 2024 and can be found in the Report of the Remuneration Committee on page 90.

Audit, risk and internal control

Internal control

The Board is responsible for the effectiveness of the Group's system of internal control. A review has been completed by the Board for the year ended 31 December 2024 and up to the date of approval of the Annual Report. The Board's monitoring covers all controls, including financial, operational and compliance controls and risk management. It is based primarily on reviewing reports from management to consider whether significant risks are identified, evaluated, managed and controlled and whether any significant weaknesses are promptly remedied and indicate a need for more extensive monitoring. The Audit and Risk Committee assists the Board in discharging its review responsibilities. During the course of its review of the system of internal control, the Board has not identified nor been advised of any failings or weaknesses which it has determined to be significant.

The Group's system of internal control is designed to safeguard the Group's assets and to ensure the reliability of information used within the business and for publication. Such a system is designed to manage, rather than eliminate, the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurance against material misstatement or loss.

The full Board meets regularly and has a schedule of matters which are required to be brought to it or its duly authorised Committees for decision, aimed at maintaining full and effective control over appropriate strategic, financial, operational and compliance issues on an ongoing basis.

The Board has put in place an organisational structure with clearly defined responsibilities and delegation of authority. The Board constitution clearly sets out those matters for which the Board is required to give its approval. The Board delegates the implementation of the Board's policy on risk and control to Executive management and this is monitored by the internal audit function which reports back to the Board through the Audit and Risk Committee.

The internal audit function provides objective assurance to both the Audit and Risk Committee and to the Board.

Report of the Audit and Risk Committee and the Auditor

A separate report of the Audit and Risk Committee is set out on pages 77 to 81 and provides details of the role and activities of the Committee and its relationship with the external auditor.

Leslie Van de Walle
Chair
6 March 2025

Report of the Audit and Risk Committee

Matt Ashley
Audit and Risk Committee Chair
Robert Walters

Dear Shareholder

As Chair of the Audit and Risk Committee, I am pleased to present my report on the activities of the Audit and Risk Committee for the year ended 31 December 2024.

Composition of the Audit and Risk Committee

The members of the Audit and Risk Committee are appointed by the Board from the Non-executive Directors of the Company. The Audit and Risk Committee's terms of reference include all matters indicated by Disclosure Guidance and Transparency Rule 7.1 and the 2018 UK Corporate Governance Code (the Code) relevant to its work. The terms of reference are considered annually by the Audit and Risk Committee and are available on the Company's website.

Members of the Audit and Risk Committee include myself (Chair), Tanith Dodge, Michaela Tod and Jane Hesmondhalgh; all of whom are independent Non-executive Directors. The Audit and Risk Committee met three times during the year, with full attendance at each of the meetings.

The composition of the Audit and Risk Committee was reviewed during the year and the Board and the Committee are satisfied that it has the expertise and resource to fulfil its responsibilities effectively including those relating to risk and control.

The Audit and Risk Committee is required to include at least one financially qualified member, with this requirement currently fulfilled by myself. All Audit and Risk Committee members are considered to be financially literate.

As Audit and Risk Committee Chair, I invited the Chair of the Board and the Executive Directors to each meeting. In addition, the Group Financial Controller, Head of Internal Audit and representatives from the Group's external auditor, BDO LLP, were present at each meeting.

Role of the Audit and Risk Committee

The Audit and Risk Committee met three times during the year to review the interim and annual Financial Statements including clarity and completeness of disclosures in the financial statements and the context in which statements are made, the appropriateness and application of accounting policies of the Group, its internal financial control procedures and compliance with accounting standards, business risk, legal requirements and the requirements of all other matters indicated by the terms of reference.

For the period that this report relates to, a process was in place to assess the risks within the business to report and monitor such risks. The Audit and Risk Committee regularly receives reports identifying the key internal controls in existence and also risk reports from the business. The Audit and Risk Committee then evaluates the effectiveness of those controls and the management of key risks within the Group.

Report of the Audit and Risk Committee continued

The Audit and Risk Committee discharges its responsibility in respect of the annual Financial Statements by reviewing the terms of the scope of the external audit in advance of the audit and subsequently evaluating the findings of the external audit as presented to the Audit and Risk Committee by the auditor prior to the approval of the annual Financial Statements.

The evaluation of the Committee, as well as the Board, is commented on page 83 in the Report of the Nominations Committee.

Other activities undertaken by the Committee during the year are as follows:

- Discussions with external and internal auditors in the absence of executive management;
- Receiving reports and presentations from senior management on areas of control and risk management processes, including human resources, technology and business continuity;
- Receiving and reviewing reports and presentations from the legal function on areas of control and risk management processes, including data protection and cyber security, litigation and dispute management, and commercial and employment claims;
- Considering the adequacy and security of the Company's arrangements for its employees, contractors and external parties to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters;
- Considering the systems and controls for detecting and reporting fraud and money laundering and for the prevention of bribery and reporting non-compliance;
- Receiving and reviewing reports from the internal audit function, including a summary of key business processes and control activities, new audit findings, progress updates on previously raised audit recommendations, reviewing and approving the annual internal audit plan, internal audit mandate, internal audit charter and internal audit strategy and, reviewing the independence and objectivity of the internal audit function;
- Reviewing the effectiveness of the risk management process, considering emerging and principal risks and uncertainties;
- Considering the net risk position of each identified risk against the Group's risk appetite, and the extent to which management has addressed the key risks through appropriate controls and actions to mitigate those risks;
- Reviewing climate-related financial disclosures, including the materiality assessment, risks and opportunities;
- Reviewing management papers on significant accounting judgements and estimates, including internal control and areas of audit focus;
- Reviewing reports on tax compliance, including risk areas and control environment;
- Reviewing management papers assessing the going concern assumption, including the methodology, key assumptions and results of reverse stress testing;
- Reviewing reports from the external auditors, including agreeing the scope of the annual audit plan, considering the audit quality and partner rotation, reviewing the letter of representation, agreeing the audit fee, and confirming the external auditor independence and the policy on supply of non-audit services;
- Receiving updates on and assessing the potential impact of future accounting standards;
- Reviewing a final draft of the Annual Report and Accounts, and advising the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy and whether it informs the Board's statement in the annual report on these matters as required under the Code;
- Reviewing, where relevant, compliance with any reporting requirements under any law or regulation including the UK Listing Rules, Disclosure Guidance and Transparency Rules and the Code, prior to consideration by the Board;
- Monitoring the integrity of the financial statements, including the half-year results and annual report, preliminary announcements and any other formal statement relating to financial performance;
- Undertaking a rigorous performance appraisal of the effectiveness of the Audit and Risk Committee and the audit process; and
- Receiving updates and recommendations on corporate governance, including the UK Corporate Governance Code, and other emerging topics, including cyber-security and artificial intelligence.

Significant accounting judgements and estimates

The role of the Audit and Risk Committee is to assess the reasonableness and appropriateness of management judgements and estimates. The Group Financial Controller presented management papers on significant accounting judgements and estimates twice during the year, including internal control and areas of audit focus. Additionally, the external auditors performed a review of estimates and judgements applied by management in the financial statements to assess their appropriateness and the existence of any systematic bias and reported on significant accounting estimates and judgements, including risk description, work performed, observations, results and conclusions. The Audit and Risk Committee reviewed the Group's draft full-year and half-year results statements and announcements prior to Board approval and reviewed the external auditor's detailed reports thereon. In particular, the Committee reviewed the opinions of management and the auditor in relation to the appropriateness of the accounting policies adopted, significant estimates and judgements and whether disclosures were balanced and fair. The main areas of focus in 2024 and matters where the Committee specifically considered the judgements that had been made are set out below:

Revenue recognition – permanent placements
Revenue in respect of permanent placements is deemed to be earned when a candidate accepts a position, and a start date is determined. A provision is made by management, based on historical evidence, for the proportion of those placements not yet invoiced where the candidate may reverse their acceptance prior to the start date. The Audit and Risk Committee reviewed the detailed criteria for revenue recognition and was satisfied by the judgements made by management. Internal audit reports regularly on key processes and controls, which include revenue recognition and earned but not invoiced revenue. The Committee concluded that the internal controls currently in place around revenue recognition are operating effectively. The Audit and Risk Committee also reviewed the judgements made by management in determining the back-out provision applied to this revenue, whereby a percentage of candidates may cancel placements prior to or shortly after the commencement of employment. The level of this provision is considered to be calculated on a consistent basis and to be appropriate based on historical trends and considering economic pressures on current client and candidate conditions.

Revenue recognition – temporary placements
Revenue from temporary placements, which is amounts billed for the services of temporary staff, is recognised when the service has been provided. Rate cards are used, particularly in the recruitment outsourcing business, to determine the temporary worker rates and to calculate the amounts to be billed. The Committee reviews and discusses revenue recognition from temporary placements with management, internal audit and the external auditor. Internal audit evaluates and reports on the design, implementation and operating effectiveness of the internal controls in place to ensure that changes in rate cards are being processed appropriately and temporary worker rates are being recorded accurately. The Committee concluded that management's approach to revenue recognition from temporary placements was consistent with the accounting policy, that any judgements made were appropriate, and that the internal controls currently in place around rate cards are operating effectively.

Other significant matters considered by the Audit and Risk Committee

The Committee considered other significant matters as set out below:

Going concern and viability statement
In order to support the going concern assumption, the Committee was presented with detailed forecasts showing the current Group financing position and future cash flows, including the methodology and key assumptions and results of reverse stress testing; please refer to the going concern and viability statement on pages 111 to 112. For the three-year period ending 31 December 2027, the Group's financing arrangements include:

- Net funds totalling £52.5m (this is net of the facility drawn down to the extent of £15.6m at 31 December 2024);
- A committed four-year borrowing facility of £60.0m which expires in March 2027; and
- Net current assets of £69.5m.

The Committee considered that a three-year period is appropriate as the timeframe over which any reasonable view can be formed given the nature of the market in which the Group operates (more detail is provided on pages 111 to 112).

Based on the current financing position and projected cash flows and market uncertainty, the Committee concluded that the going concern assumption was appropriate.

Future accounting standards
The Committee receives regular updates on future accounting standards changes and the potential impact that these may have on the Group's Financial Statements. One amendment to accounting standards, as detailed in the Developments in accounting standards/IFRS section of the Statement of Accounting Policies on pages 131 to 132, will apply with no material impact for the financial year 2025 and the Committee will continue to assess the impact on the Group's Financial Statements.

Fair, balanced and understandable
The Financial Reporting Council (FRC) wrote to us in the second half of the year indicating that they had carried out a review of our 2023 Annual Report and Accounts. I am pleased to report that no questions or queries arose from this review that required a response. A small number of improvements to disclosures were suggested. The Committee has considered the FRC's letter and recommendations and as a result, we have enhanced the relevant disclosures in our 2024 Annual Report and Accounts.

A final draft of the 2024 Annual Report and Accounts was reviewed by the Audit and Risk Committee prior to consideration by the Board, and the Committee considered whether the 2024 Annual Report and Accounts was fair, balanced and understandable and whether it provided the necessary information for shareholders to assess the Group's performance, business model and strategy and whether it includes the Board's statement in the annual report on these matters that is required under the Code.

Report of the Audit and Risk Committee continued

The Committee was assisted by a number of processes, including the following:

- The Annual Report and Accounts is drafted by appropriate senior management with overall coordination by the Head of Investor Relations and the Group Financial Controller to ensure consistency across sections;
- An extensive verification process is undertaken to ensure factual accuracy;
- Comprehensive reviews of drafts of the report are undertaken by the Executive Directors and other senior management team; and
- An advanced draft is considered and reviewed by two Operating Board members.

They were satisfied that, taken as a whole, the Annual Report and Accounts is fair, balanced and understandable and provided the necessary information for shareholders to assess the Group's performance, business model and strategy.

Internal audit, risk management and internal controls
The Committee monitored and reviewed the effectiveness of the Group's internal controls and its risk management processes.

The Committee was supported in its review by a number of processes, including the following:

- A robust Group-wide risk assessment, incorporating both top-down and bottom-up perspectives and including the ongoing identification and consideration of emerging risk, was carried out during the year as detailed in the Strategic Report: Principal Risks and Uncertainties on pages 58 to 66;
- The output of the Group-wide risk assessment, including the risk review process and risk mitigation was presented to the Committee;
- The risk assessment, together with other risk assessment criteria forms the basis of the internal audit plan;
- At the end of 2023, the Committee approved the internal audit plan for 2024;
- The internal audit function reviews and tests the effectiveness of the risk mitigating controls to ensure that risk is being managed properly and effectively;
- During the year the internal audit function delivered both significant geographic and financial coverage, as well as risk-based assurance across a wide remit including operational activities and business partner functions;
- Internal audit reported regularly on key business processes and control activities, following up on the implementation of management action plans to address any identified control weaknesses;
- At each meeting, the Committee received a summary of new audit findings and a progress update on previously raised audit recommendations;
- Each local management team continued to consider key risk areas on an ongoing basis, with a specific periodic review, at least once a year, of their internal controls to ensure that each risk area is addressed within the business; and
- The Committee reviewed the independence and objectivity of the internal audit function and concluded that it was fit for purpose and also approved the internal audit plan for 2025.

The Head of Internal Audit was present at each meeting to present on and discuss the above matters.

Assessment of effectiveness of external audit process
In line with the Committee's Terms of Reference, the Committee assessed the effectiveness of the external audit process by obtaining feedback from all parties involved in the process, including management and the external auditor. As part of a formal review process, audit effectiveness questionnaires are completed by members of the Audit and Risk Committee and senior finance employees across the Group. The questionnaires cover the quality of robust challenge and perceptiveness provided by the audit team at Group level and of key components of the audit, in handling key accounting and audit judgements including demonstrating professional scepticism and independence. A summary report of these responses, including recommendations for future improvement, was presented to the Committee for its consideration. It was concluded that the external audit process was operating effectively. The Committee held private discussions with BDO LLP at all three of the Audit and Risk Committee meetings providing BDO LLP an opportunity for open dialogue and feedback without management being present. Matters discussed included the preparedness and efficiency of management with respect to the audit, the strengths and any perceived weaknesses of the financial management team, confirmation that no restriction on scope had been placed on them by management and how they had exercised professional judgement. Based on this formal feedback and its own ongoing assessment, the Committee remains satisfied with the efficiency and effectiveness of the audit.

Reappointment of auditor
The Audit and Risk Committee is responsible for making recommendations to the Board regarding the appointment of its external auditors and their remuneration. BDO LLP has been the Group's auditor since 2019, and Sandra Thompson the Lead Audit Partner since 2022. The Audit and Risk Committee, following a review during the year, remains satisfied with the effectiveness and independence of BDO LLP. There are no contractual obligations restricting our choice of external auditor.

Independence of our external auditor
The Audit and Risk Committee recognises the importance of ensuring the independence and objectivity of the Group's auditor and reviews the service provided by the auditor and the level of their fees. Any non-audit fees require the approval of the Audit and Risk Committee each financial year. The Audit and Risk Committee has adopted a policy with respect to the provision of non-audit services provided to the Group by the external auditor that complies with the requirements of the Code.

During the year, there was a breach of the FRC Ethical Standard (2019) in relation to a non-audit service which was provided by BDO France. The service constituted the provision of two turnover certificates, which were requested by the bank and are required to be undertaken by the auditor. While the service provided was a permissible service, pre-approval was not sought or provided by the Audit and Risk Committee. However, retrospective approval was obtained. Due to this fact, the services being permissible and the fee for the services (of approximately €1,500 for the year ended 31 December 2024) being insignificant in comparison to the overall audit fees, the auditor has re-confirmed their independence and we have confirmed our agreement of this.

The Audit and Risk Committee has assessed the risk and does not believe auditor independence to have been compromised. The Board has delegated responsibility to the Audit and Risk Committee for making recommendations on the appointment, evaluation and dismissal of the external auditor.

Raising concerns in confidence
The Group's whistleblowing procedures ensure that appropriate arrangements are in place for employees, clients, suppliers and candidates to be able to raise matters of possible impropriety in confidence, with suitable follow-up action. Reports on any such matters are given to Board members.

Approved

This report was approved by the Board of Directors on 6 March 2025 and is signed on its behalf by:

Matt Ashley
Audit and Risk Committee Chair
6 March 2025

"The Committee monitored and reviewed the effectiveness of the Group's internal controls and its risk management process."

Matt Ashley
Audit and Risk Committee Chair

Report of the Nominations Committee

Leslie Van de Walle

Chair
Robert Walters

Roles and activities of the Committee

The Nominations Committee nominates candidates to fill Board vacancies, considers the ongoing succession of the Board and its Committees and makes recommendations on Board composition and balance. In addition to myself as Chair, the other members of the Committee are Tanith Dodge, Matt Ashley, Michaela Tod and Jane Hesmondhalgh.

During the year, the Nominations Committee met to consider and approve the recommendation to put forward the re-election of the Directors at the April 2024 Annual General Meeting, considering that each Director had both sufficient time available to meet Board responsibilities and other significant commitments which are disclosed in the Report of the Board on page 75.

We are committed to equality of opportunity regardless of gender, sexual orientation, race, age, disability or religious belief. The Board remains committed to increasing its diversity, and the Board vacancies are always filled following a robust selection process, including, for example external search ensuring a high calibre and diverse shortlist, including strong female candidates are presented to the Committee. The Board has met the targets on board diversity set out in UKLR 6.6.6 (9) as at 31 December 2024 in that at least 40% of the individuals on the Board are women; the position of Senior Independent Director is held by a woman; and one individual on the Board is from a minority ethnic background.

The Nominations Committee has written terms of reference which are available on the Company's website. The procedure for appointments to the Board includes the requirement to specify the nature of the position in writing and to ensure that appointees have sufficient time available to meet the demands of the position. The terms of the contracts for the Non-executive Directors are available upon request.

Board composition

The Committee is satisfied with the current composition of the Board and its Committees, though it will continue to monitor and refresh the composition of the Board where appropriate.

In relation to the Board's engagement with the workforce, Tanith Dodge is our designated Non-executive Director under the UK Corporate Governance Code. We continue to promote an honest and open environment and encourage colleagues with any concerns to report issues directly through line managers, or via an independent and confidential line.

Professional development

On appointment, the Directors receive relevant information about the Group, the role of the Board and the matters reserved for its decision-making, the terms of reference and membership of the principal Board Committees and the authorities delegated to those Committees, the Group's corporate governance policies and procedures and the latest financial information about the Group. Throughout their period in office, the Directors are regularly updated on the Group's business and the environment in which it operates, by written briefings and by meetings with senior executives, who are invited to attend and present at Board meetings from time to time. They are also updated on any changes to the legal and governance requirements of the Group and those which affect them as Directors and are able to obtain training, at the Group's expense, to ensure they are kept up to date on relevant new legislation and changing commercial risks.

Performance review

In line with the Code, we conduct a formal and rigorous performance appraisal of the Board, its Committees, the Directors and the Chair annually, recognising that our effectiveness is critical to the Group's continued long-term success. This year, we engaged Jeremy Sturt of Just Add Water as external facilitator. Jeremy was selected for this role due to his familiarity and success in working with the Group having previously facilitated strategy discussions. This process included a tailored questionnaire that specifically included Board, Committee, Chair and Director performance, actions to maximise performance within the right environment of trust, support and challenge, and priorities for the Board over the coming year. This was followed by interviews with individual Directors by the external facilitator and then a group discussion led by him with the whole Board. From this process, Board priorities for the current year were agreed and suggestions for further enhancement of performance established. These include matters in relation to the operation of the Board, matters for particular focus in the coming year, and strategic priorities for ongoing consideration.

In 2024, a detailed review was also completed by each Director and individual discussions took place between the Chair and each of the Directors. In the case of the Chair's performance and leadership, this was reviewed with the other Directors by the Senior Independent Director. Subsequently, there was a full Board discussion of the matters that were raised, an agreed approach for those matters that were considered needing additional attention, and an agreement of the Board priorities for 2025. Overall, the outcome of the evaluation process was very positive, with good progress noted on the areas of focus raised in previous evaluations. This process did not identify any material issues that needed to be addressed. Areas where actions were agreed included:

- Ongoing focus on business performance and shareholder returns;
- Continued review and development of strategies for each market;
- Further pursuit and capture of current and future business opportunities to maximise potential;
- Succession planning for the Board in context of future requirements of the Group; and
- Review of progress in agreed actions during, as well as at the end of, the year.

Regular re-election of Directors

In line with the recommendations of the Code, the Board has agreed to submit all Directors for annual election. As a result of their annual performance evaluation, the Chair considers that their individual performances continue to be effective, with each Director demonstrating commitment to their role. The Chair is therefore pleased to support the re-election of Directors, as does the Committee and the Board.

Succession planning

A clear focus on career progression, including specific development plans and appropriate training and development support, for employees is core to the Group's growth and helps attract and retain talented individuals.

The Group remains committed to maximising career opportunities through significant investment in training and professional development. Executive succession planning discussions were held in 2024 and a succession plan is in place for the Executive Directors and their direct reports which strives to reflect talent and diversity. When a new Chair is being appointed, the Chair of the Board does not chair the Committee in leading that appointment.

Leslie Van de Walle
Chair
6 March 2025

Report of the Remuneration Committee

Tanith Dodge

Remuneration Committee Chair
Robert Walters

Directors' Remuneration Report at a glance

The difficult trading challenges experienced in 2023 continued throughout 2024. Group profit before taxation reduced to £0.5m in 2024 (2023: £20.8m).

Executive Directors waived an increase in their base salary from 1 January 2025. The increases for UK and Group employees averaged 3%.

The Remuneration Committee set stretching but realistic performance targets which were aligned to the business strategy. In light of the financial performance for the year, the bonus outturn was 0% of maximum.

The performance shares granted in 2022 will lapse in full in March 2025.

The Report of the Remuneration Committee is divided into two sections:

- The Annual Report on remuneration which details payments made to Directors in 2024. It shows the link between Group performance and remuneration for the 2024 financial year and the intended approach to be applied for the 2025 financial year. The Annual Report on remuneration is subject to an advisory vote at the 2025 Annual General Meeting.
- A summary of the Directors' remuneration policy which sets out the Group's remuneration policy for Directors. This was approved by shareholders at the 2023 Annual General Meeting with 99.66% of votes cast in favour and is included for information.

Principles of pay across Robert Walters

The Group operates in a highly competitive sector. We are an international professional services company and our approach to the remuneration of all employees, including the Executive Directors, has been fundamental to our culture and our success over the years. We pay well across the Group, based upon talent, merit and performance.

Our objective is to ensure that our shareholders receive value for money from our investment in remuneration. The total employee pay cost in 2024 was £240.8m of which the Executive Directors' total remuneration in 2024 was 0.5% of this. The Committee's remit includes the review and approval of the Operating Board's pay and bonus payments. The Committee also reviews decisions on the remuneration of employees throughout the business. In addition to my role as Remuneration Committee Chair, I have undertaken additional engagement internally to provide the Board with greater visibility of employee-related matters across the Group.

The Remuneration Committee takes all these factors into account when setting policy and assessing outcomes for the Executive Directors' remuneration, thereby ensuring the alignment of incentives with the culture of the Group.

Share ownership is considered to be a key element of remuneration across the Group and 141 senior employees, including the Executive Directors, participate in a Group long-term share incentive scheme.

The Group's performance has been affected by macro-economic uncertainty and volatility and the ripple effect on candidate and client confidence, resulting in a decrease in net fee income of 17% to £321.4m and a decrease in profit before taxation from £20.8m to £0.5m. 84% of our net fee income now comes from outside the UK and only 9% of recruitment net fee income from the financial services sector. Basic loss per share was 9.1p, compared to the prior year basic earnings per share of 20.1p.

The balance sheet remains strong, and our net cash position was £52.5m at the year-end.

The Board has proposed that the final dividend remains flat at 17.0p per share (2023: 17.0p).

Pay decisions and outcomes in 2024

The performance measures for the 2024 annual bonus plan comprise profit before taxation, which has a weighting of 75%, and specific strategic KPIs which are aligned to the business strategy and culture of the Group. The profit before taxation achieved for the year of £0.5m was below the threshold profit before taxation target set at the start of the year and as a result no bonus for the financial element was payable.

The specific strategic KPIs set at the start of the year included both individual objectives for the Executive Directors and team objectives. Key areas of focus in 2024 included delivery of strategic objectives, financial targets, operational delivery and ESG targets.

However, in light of the reduction in profit performance of the Group in the current year, and that this was substantially below the threshold target, it has been agreed that no bonuses should be payable.

The Group's annualised compound earnings per share (EPS) growth was negative 58.1% and below the threshold of the performance range and will result in the lapse of the performance shares granted in 2022 under the EPS performance condition. The Group's total shareholder return (TSR) over the three-year performance period was negative 48.5% compared to a relative result for the FTSE Small Cap Index performance of 3.3% at threshold, resulting in the lapse of the performance shares granted in 2022 under the TSR performance conditions. This means that none of the performance shares granted in 2022 will vest in March 2025.

The Committee is satisfied that overall the pay outcomes are a fair reflection of the collective performance delivered over the year, are in line with the performance of the Group, and the stakeholder experience.

Report of the Remuneration Committee continued

> **"Our objective is to ensure that our shareholders receive value for money from our investment in remuneration."**
>
> **Tanith Dodge**
> Remuneration Committee Chair

Details of 2025 base salary increases

In view of 2024 performance and the ongoing challenging trading conditions, both Toby Fowlston and David Bower offered to not take base salary increases as of 1 January 2025, which the Remuneration Committee accepted. The wider workforce across the UK and the Group received on average a 3% base salary increase as of 1 January 2025.

Details of the 2025 annual bonus and LTIP awards

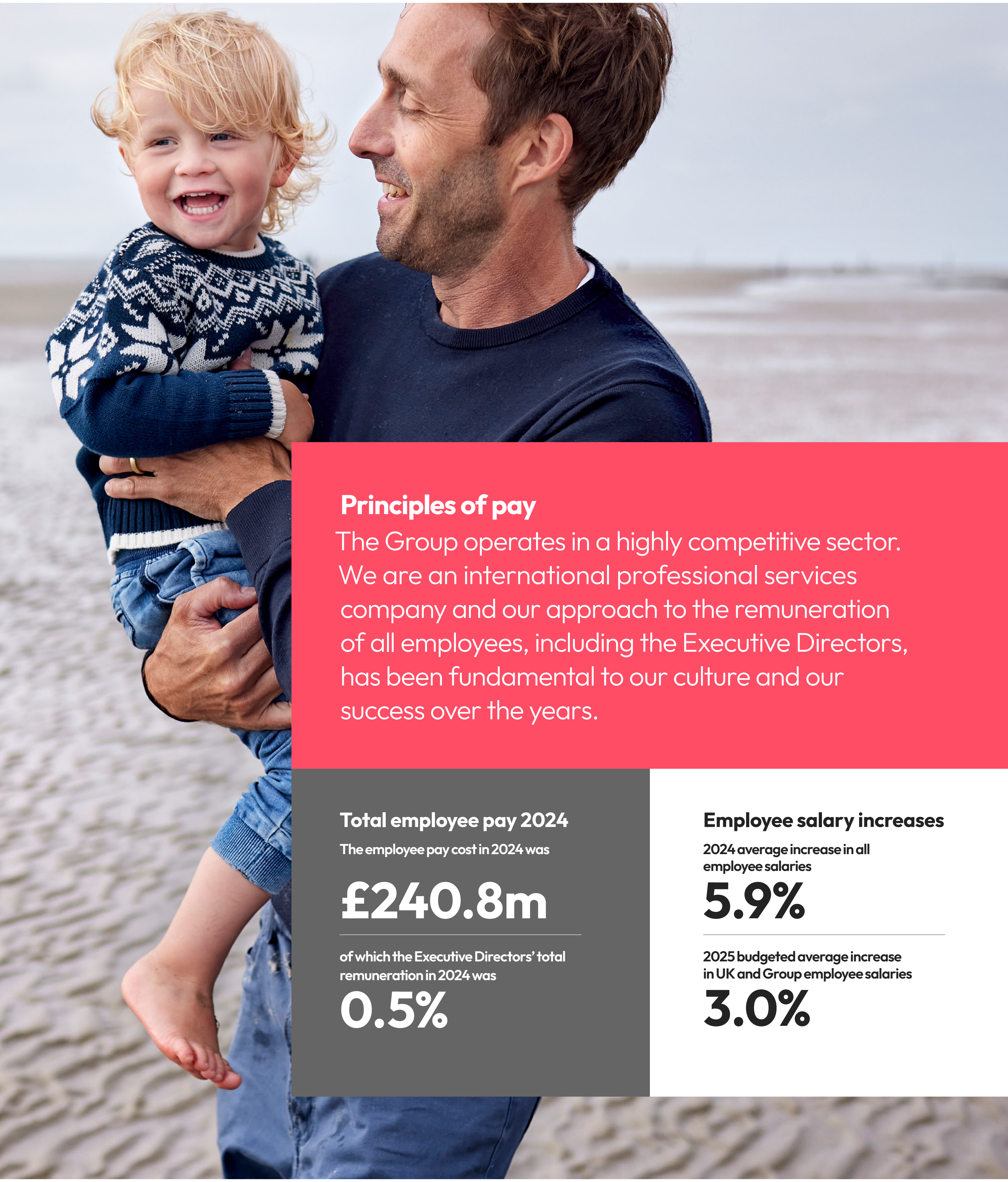
For 2025, the Remuneration Committee has determined that the annual bonus payment for the Executive Directors will be by reference to specific performance targets set at the beginning of the year. The performance measures are:

- Reported profit before taxation for the Group (75% weighting); and
- Key Performance Indicators (25% weighting).

In respect of the 2025 LTIP awards, the Remuneration Committee have determined that Toby Fowlston and David Bower should receive the maximum award of 200% of base salary in 2025. These shares will again be subject to a combination of EPS, TSR, cash conversion and ESG performance measures. Full details of the performance measures are set out on pages 99 to 100.

I look forward to your support on all of the resolutions relating to remuneration at the Annual General Meeting on 29 April 2025.

Tanith Dodge
Remuneration Committee Chair
6 March 2025



Principles of pay

The Group operates in a highly competitive sector. We are an international professional services company and our approach to the remuneration of all employees, including the Executive Directors, has been fundamental to our culture and our success over the years.

Total employee pay 2024

The employee pay cost in 2024 was

£240.8m

of which the Executive Directors' total remuneration in 2024 was

0.5%

Employee salary increases

2024 average increase in all employee salaries

5.9%

2025 budgeted average increase in UK and Group employee salaries

3.0%

Report of the Remuneration Committee continued

Annual Report on remuneration

This section of the report provides details of the payments made to Directors in respect of the 2024 financial year. The sections of the report which are subject to audit have been highlighted.

Single total figure of remuneration (audited)

The total remuneration for 2024 and comparative prior year figures for each Executive Director are set out in the table below based on their period of service on the Board.

2024	Base salary £'000	Other benefits[1] £'000	Pension[2] £'000	Total fixed pay £'000	Bonus[3] £'000	LTIPs[4] £'000	Total variable pay £'000	Total £'000
T Fowlston	**556**	**20**	**28**	**604**	**-**	**-**	**-**	**604**
D Bower	**447**	**20**	**22**	**489**	**-**	**-**	**-**	**489**
	1,003	**40**	**50**	**1,093**	**-**	**-**	**-**	**1,093**

2023	Base salary £'000	Other benefits[1] £'000	Pension[2] £'000	Total fixed pay £'000	Bonus[3] £'000	LTIPs[4] £'000	Total variable pay £'000	Total[4] £'000
T Fowlston†	360	12	18	390	-	-	-	390
D Bower ††	142	6	7	155	-	-	-	155
R C Walters*	237	20	12	269	-	-	-	269
A R Bannatyne**	290	17	14	321	-	-	-	321
	1,029	55	51	1,135	-	-	-	1,135

† T Fowlston was appointed to the Board as Chief Executive Officer on 27 April 2023 and the figures set out above reflect his remuneration from that date.
†† D Bower was appointed to the Board as Chief Financial Officer on 4 September 2023 and the figures set out above reflect his remuneration from that date.
* R C Walters stepped down from the Board on 27 April 2023 and the figures set out above reflect his remuneration to that date.
**A R Bannatyne stepped down from the Board on 1 September 2023 and the figures set out above reflect his remuneration to that date.

1. The Executive Directors received a range of benefits, comprising permanent health insurance, private medical insurance, a car allowance and mortgage subsidy.
2. During the year, the Executive Directors received an allowance of 5% of salary to be paid as a cash allowance in lieu of a pension contribution.
3. Two thirds of any annual bonus is paid in cash and one third is deferred and held as shares. The performance measures, targets and the outcomes for the annual bonus plan are described on pages 89-90.
4. The performance measures, targets and the performance outcomes for the Performance Share Plan are detailed on page 91.

The Chair and Non-executive Directors (audited)

The total remuneration for 2024 and 2023 for the Chair and each Non-executive Director is set out in the table below:

	2024[1] Total fees £'000	2023[1] Total fees £'000
L Van de Walle	**206**	200
T Dodge	**87**	84
M Ashley	**81**	79
M Tod[2]	**69**	39
J Hesmondhalgh[2]	**69**	39
	512	441

1. No taxable benefits are payable to the Chair and Non-executive Directors.
2. M Tod and J Hesmondhalgh joined the Board on 1 June 2023.

Annual bonus performance outcomes

Profit before taxation

The 2024 threshold, budget (i.e. target) and maximum performance standards for reported profit before taxation (which has a 75% weighting) were set in light of both internal budgets and market expectations at the start of the year. The upper end of the target range was considered to be particularly stretching at the time it was set.

The table below shows the maximum bonus payable under each performance measure.

	Performance standards			Performance Outcome
	Threshold	Target	Maximum	Achieved
Profit before taxation	£27.0m	£30.0m	£33.0m	£0.5m
% of maximum bonus payable	20.0%	37.5%	75.0%	0%
% of salary	30.0%	56.3%	112.5%	0%

The outcome of profit before taxation was £0.5m. This was below threshold and resulted in the payment of 0% of salary for each Executive Director (2023 payment: 0% of salary). The targets were set at a time of continued uncertainty and were considered stretching in the judgement of the Remuneration Committee.

Key Performance Indicators

Key Performance Indicators (KPIs) which have a 25% weighting are set at the beginning of each year for a number of objectives covering several different areas including strategic, operational and environmental, social and governance (ESG). The KPIs are set with a team approach in mind to align with the culture of the business although many of the objectives are individual.

The substantial work and personal contributions of the Executive Directors in their roles during the year are recognised. Nonetheless, in light of the outcome against the profit before taxation target set out above, and notwithstanding that the financial goals and the KPIs are independent of each other, it was agreed no bonus be paid in respect of KPIs for 2024.

The KPIs set for the Executive Directors and their respective weightings as a percentage of the maximum potential bonus, are shown on the next page.

Report of the Remuneration Committee continued

CEO – Toby Fowlston

Performance goals and targets	Weighting as a % of maximum bonus
Delivery of strategic objectives, including: • Single brand implementation • Plan, execute and complete recruitment outsourcing business priorities • Succession planning • Review of Group strategy • Specific client engagement metrics • Client wins and business extensions • Geographical expansion	10%
Operational delivery, including: • Successful rollout of the CRM system • Employee retention • Focus on headcount investment • Reduction in job board spend per fee earner	8%
ESG targets, including: • Diversity and Inclusion objectives • Employee engagement score • Environmental objectives	7%
Total weighting as a % of maximum bonus	**25%**

CFO – David Bower

Performance goals and targets	Weighting as a % of maximum bonus
Delivery of strategic objectives, including: • Development of investor and analyst relationships • Review Group planning process • Review capital allocation • Improve conversion and deliver procurement savings • Review of Finance function processes and structures • Plan, execute and complete recruitment outsourcing business priorities	9%
Operational delivery, including: • Successful rollout of the CRM system • Review of core financial and transactional processes • Presentation of financial information to plc Board • Review of financial borrowing and facilities	10%
ESG targets, including: • Diversity and Inclusion objectives • Employee engagement score • Environmental objectives	6%
Total weighting as a % of maximum bonus	**25%**

No deferred payment on bonus is applicable this year as no bonus is due.

Over the last five years, the average total bonus pay-out has been 30.4% of total bonus opportunity.

Long-term incentive plans (audited)

The remuneration shown in the long-term incentive plan (LTIP) figures in the single total figure table on page 88 shows that there was no vesting for shares granted under the Performance Share Plan (PSP) which are detailed below:

Performance Share Plan (PSP)

The PSP awards granted in March 2022 will lapse in full in March 2025. Details of the performance conditions set over the three-year period are set out below:

Performance measure	Weighting	Performance required for minimum vesting (i.e. 25% of award)	Performance required for maximum vesting (i.e. 100% of award)	Actual performance	% of vesting achieved
Compound annual increase in EPS compared to the increase in RPI over three years.	50%	The Group's annualised EPS growth rate to exceed the UK retail price index by at least an annual compound growth of 8%	The Group's annualised EPS growth rate to exceed the UK retail price index by at least an annual compound growth of 14%.	The Group's annualised Compound EPS growth was negative 58.1% and below the threshold of the performance range.	0.0%
Relative TSR measured against the FTSE Small Cap Index over three years.	50%	Relative TSR of the Group matches the median relative TSR performance of the FTSE Small Cap Index.	Relative TSR of the Group exceeds the median relative TSR performance of the FTSE Small Cap Index by at least an annual compound growth of 12.5%.	TSR over the three-year period ended 31 December 2024 was negative 48.5% compared to TSR of the FTSE Small Cap Index of 3.3% at threshold. Therefore, performance was below threshold.	0.0%
Total to vest in March 2025					**0.0%**

The table below details the awards granted in 2022, the potential value of these awards at grant date and the estimated value of the shares awarded under the PSP included in the single figure table for the financial year 2024.

	No. of PSP awards granted	Grant price (p)[1]	Face value (£'000)[2]	Fair value (£'000)[3]	% of vesting achieved	No. of vested awards	Value attributable to share price increases	Total value of vested awards (£'000)
T Fowlston	60,150	665	400	220	0.0%	-	-	-
D Bower	-	-	-	-	-	-	-	-

1. Grant price is the market value at the time of grant.
2. Face value has been calculated as the maximum number of shares that would vest if all performance measures and targets are met, multiplied by the share price at date of grant.
3. Fair value has been calculated as the fair value of one share using the stochastic option pricing model, supported by external advisers, multiplied by the number of shares granted.

The performance conditions for all outstanding awards under the PSP can be found on the next page.

Report of the Remuneration Committee continued

Long-term incentives awarded in 2024 (audited)

Performance Share Plan (PSP)

In 2024, the Executive Directors were granted share awards to the value of 180% of salary as follows:

	Share awards	Grant date	Grant price (p)[1]	Face value (£'000)[2]	Fair value (£'000)[3]	% award vesting at minimum threshold performance
T Fowlston	244,185	28 March 2024	410	1,001	994	25%
D Bower	196,287	28 March 2024	410	805	799	25%

1. Grant price is the market value at the time of grant.
2. Face value has been calculated as the maximum number of shares that would vest if all performance measures and targets are met multiplied by the share price at date of grant.
3. Fair value has been calculated as the fair value of one share as per the stochastic option pricing model, multiplied by the number of shares granted.

The performance conditions and weightings for these PSP awards are set out as follows:

Performance measures	Weighting	Performance required for minimum vesting (i.e. 25% of award)	Performance required for maximum vesting (i.e. 100% of award)
Compound annual increase in EPS compared to the increase in RPI over three years.	35%	The threshold EPS target was 40.0p, calculated by using the then current consensus expectation for the year one performance of the Company and a target growth rate for year two and year three.	The maximum EPS target was 63.0p, calculated by using the then current consensus expectation for the year one performance of the Company and a stretching growth rate for year two and year three.
Relative TSR measured against the FTSE Small Cap Index (excluding investment trusts) over three years.	35%	The Threshold Target at which 25% of shares vest is for Median (P50) TSR performance against the comparator group.	The Threshold Target at which 100% of shares vest is for Upper Quartile (P75) TSR performance against the comparator group.
Cumulative cash conversion: Three-year cash conversion is the cumulative operating cash flow of the Group before taxation stated as a percentage of cumulative operating profit before exceptional items.	20%	Cumulative cash conversion was at least 90%.	Cumulative cash conversion was at least 110%.
ESG – Three targets set in relation to the engagement of our workforce, enhancing our ED&I initiatives, and reducing our environmental impact.	10%	One ESG target achieved (25% of this element)	All three ESG targets achieved.

Statement of Directors' shareholdings and share interests (audited)

Share options

Details of the options to acquire ordinary shares in the Company granted to or held by the Directors under the Company's SAYE Option Scheme are as follows:

	Options at 1 January 2024	Options granted during the year	Options exercised during the year	Options lapsed during the year	Options at 31 December 2024[1] achieved	Price granted (p)[2]	Share price on exercise (p)	Gain on exercise (p)	Exercise dates
T Fowlston SAYE Options	6,374	–	–	–	6,374	291	–	–	Oct 2026 – Mar 2027
	6,374	**–**	**–**	**–**	**6,374**				
D Bower SAYE Options	6,374	–	–	–	6,374	291	–	–	Oct 2026 – Mar 2027
	6,374	**–**	**–**	**–**	**6,374**				
	12,748	**–**	**–**	**–**	**12,748**				

1. There are no options that have vested but are unexercised.
2. Market price when awarded, except for SAYE Options which were granted at a 20% discount to the market price.

In accordance with the guidance issued by The Investment Association and consistent with the rules of the Company's share schemes, the maximum number of new shares that may be issued in respect of all share schemes is limited to 10% of the issued share capital over a period of 10 years. At 1 January 2025 the Company had outstanding options (SAYE and share options only) representing 1.2% of issued share capital.

SAYE Options are not subject to any performance measures.

The market price of the ordinary shares at 31 December 2024 was 315p per share (2023: 445p per share) and the range during the year was 315p to 459p per share.

Performance Share Plan (PSP) (audited)

There are currently 141 senior Executives who participate in the PSP, including the Executive Directors. The table below shows the number of shares that have been awarded to the Executive Directors under the PSP and that remained unexercised at the end of the financial year, and also shows the shares which were granted, which vested, and which lapsed during the year. The PSP awards may be subject to different performance measures and targets each year.

In accordance with the guidance issued by The Investment Association and consistent with the rules of the Company's share schemes, the maximum number of new shares that may be issued in respect of all share schemes is limited to 10% of the issued share capital over a period of 10 years. At 1 January 2025 the Company had outstanding options representing 1.2% of issued share capital.

	Date of grant	Share awards	Vested during the year	Lapsed during the year	At 31 December 2024	Share price on date of award (p)[1]	Exercise date
T Fowlston	July 2021	75,330	–	(75,330)	–	711	July 2024
	March 2022	60,150	–	–	60,150	665	March 2025
	May 2023	229,245	–	–	229,245	424	May 2026
	March 2024	244,185	–	–	244,185	410	March 2026
		608,910		**(75,330)**	**533,580**		
D Bower	September 2023	69,589	–	–	69,589	367	September 2026
	March 2024	196,287	–	–	196,287	410	March 2026
		265,876	**–**	**–**	**265,876**		
		928,209		**(75,330)**	**799,456**		

1. Market price when awarded

Report of the Remuneration Committee continued

Performance Share Plan (PSP) (audited) continued

Share awards made under the PSP are satisfied with market-purchased shares through the Employee Benefit Trust.

In the event of a change of control, the rules specify that all awards would vest subject to satisfaction of the performance conditions. The awards would normally then be pro-rated to reflect the period of time between the date of grant and the date of change of control. Further information relating to all equity awards currently available to Executive Directors is detailed on page 93 and in note 19 to the accounts.

Directors' interests in shares (audited)

The Directors who held office during 31 December 2024 had the following interests in the ordinary shares of the Company:

	31 December 2024 Number	31 December 2023 Number
T Fowlston	**-**	-
D Bower	**30,000**	-
L Van de Walle	**59,500**	27,500
T Dodge	**6,000**	6,000
M Ashley	**9,667**	9,667
M Tod	**-**	-
J Hesmondhalgh	**-**	-

There has been no change to the interest of the Directors between 31 December 2024 and the date of the Annual Report and Accounts.

Share ownership policy (audited)

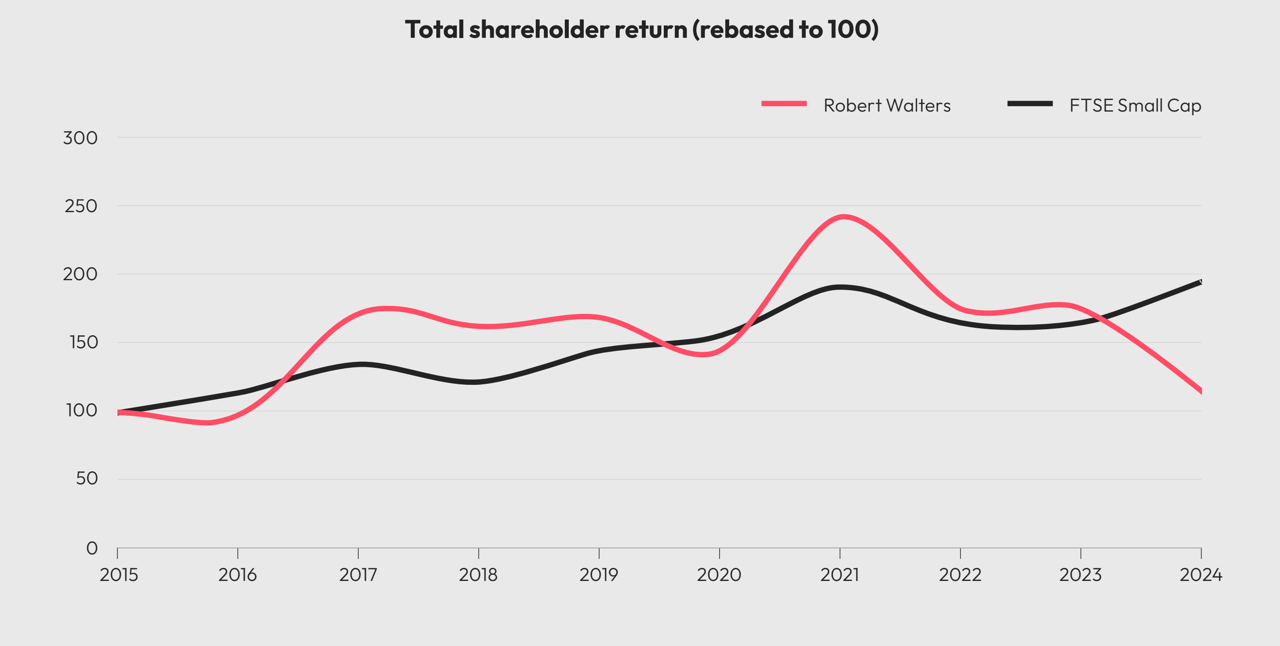
Executive Directors are subject to share ownership guidelines which recommend building and then retaining a minimum holding of 200% of salary. Only the net value of unvested deferred bonus shares and shares that are beneficially owned by the Executive Directors and connected persons count towards the share ownership policy. For the avoidance of doubt, Directors are not permitted to take forward options or in any way securitise or hedge their holdings of Robert Walters plc shares. The Executive Directors are also required to retain shares to the value of 200% of salary for two years post-cessation as a Director.

The percentage and value of the shareholdings of the Executive Directors based on the share price at 31 December 2024 and expressed as a percentage of salary, are as follows:

Shares held	% of issued share capital	% of salary
T Fowlston	-	-
D Bower	0.04%	21.0%

TSR performance

The Remuneration Committee supports the Group's strong view that remuneration should be linked to performance. The following graph shows the Company's total shareholder return (TSR) against the TSR of the FTSE Small Cap Index. The FTSE Small Cap Index has been selected because Robert Walters plc is a constituent.



The following table shows the Chief Executive's total realised pay (calculated using the same approach we have used to calculate the single total figure) in each of the last 10 years. It also shows the levels of pay-outs from the annual bonus and the long-term share-based plans in each year going back to 2015.

	Single total figure showing realised remuneration £'000[1]	% of total bonus paid against maximum opportunity[2]	% of LTIPs vesting against maximum opportunity[3]	Period over which the LTIP performance targets are based
2024 T Fowlston	556	0%	0%	2021 - 2024
2023 T Fowlston	390	0%	0%	2020 - 2023
2023 R C Walters	269	0%	0%	2020 - 2023
2022 R C Walters	1,378	58%	0%	2019 - 2022
2021 R C Walters	2,034	94%	24%	2018 - 2021
2020 R C Walters	765	0%	0%	2017 - 2020
2019 R C Walters	1,674	20%	98%	2016 - 2019
2018 R C Walters	3,471	96%	89%	2015 - 2018
2017 R C Walters	3,501	95%	100%	2014 - 2017
2016 R C Walters	2,092	80%	78%	2013 - 2016
2015 R C Walters	3,014	93%	100%	2012 - 2015
Total average		**54%**	**49%**	

1. Total remuneration is calculated as the total of fixed and variable pay based on the same calculation method used in the single total figure table on page 88.
2. The percentage (%) of total bonus paid against maximum opportunity is calculated as the annual bonus pay-out in each respective year based on the same calculation method used in the single total figure table as a % of the maximum opportunity.
3. The percentage (%) of LTIP shares vesting against maximum opportunity is calculated as the number of share options and PSP awards that have vested in the year as a % of number granted.

Report of the Remuneration Committee continued

Percentage change in the Directors' pay compared to employees

The table below shows the year-on-year percentage movement of base salary, other benefits and annual bonus in 2024 for each member of the Board, compared with the average percentage change for Group employees. The average percentage change for Group employees has been used as there are no employees in Robert Walters plc.

The remuneration disclosed in the table below uses the same information for base salary, other benefits and bonus as the single total figure on page 88. The Group employee pay is calculated using the movement of the average remuneration (per head) for all Group employees.

	2024 vs 2023			2023 vs 2022		
	Base salary[6]	Other benefits including pension[7]	Bonus	Base salary[6]	Other benefits including pension[7]	Bonus
All employees	**5.9%**	**10.2%**	**(9.0%)**	**8.6%**	**2.0%**	**(36.6%)**
T Fowlston[1]	**n/a**	**n/a**	**0%**	n/a	n/a	n/a
D Bower[1]	**n/a**	**n/a**	**0%**	n/a	n/a	n/a
L Van de Walle[2]	**3.0%**	**n/a**	**n/a**	n/a	n/a	n/a
T Dodge[3]	**3.0%**	**n/a**	**n/a**	(11.0%)	n/a	n/a
M Ashley[4]	**3.0%**	**n/a**	**n/a**	9.0%	n/a	n/a
M Tod[5]	**n/a**	**n/a**	**n/a**	n/a	n/a	n/a
J Hesmondhalgh[5]	**n/a**	**n/a**	**n/a**	n/a	n/a	n/a
R C Walters	**n/a**	**n/a**	**n/a**	4.0%	1.4%	(100%)
A R Bannatyne	**n/a**	**n/a**	**n/a**	4.0%	1.8%	(100%)
S Cooper	**n/a**	**n/a**	**n/a**	4.0%	n/a	n/a

	2022 vs 2021			2021 vs 2020		
	Base salary/ fee[8]	Other benefits including pension[7]	Bonus	Base salary/ fee (with voluntary salary reductions)[8]	Other benefits including pension	Bonus
All employees	**8.8%**	**3.0%**	**(3.1%)**	**14.6%**	**0.0%**	**100.9%**
T Fowlston[1]	n/a	n/a	n/a	n/a	n/a	n/a
D Bower[1]	n/a	n/a	n/a	n/a	n/a	n/a
L Van de Walle[2]	n/a	n/a	n/a	n/a	n/a	n/a
T Dodge[3]	30.6%	n/a	n/a	5.3%	n/a	n/a
M Ashley[4]	n/a	n/a	n/a	n/a	n/a	n/a
M Tod[5]	n/a	n/a	n/a	n/a	n/a	n/a
J Hesmondhalgh[5]	n/a	n/a	n/a	n/a	n/a	n/a
R C Walters	5.0%	(50.5%)	(34.3%)	12.8%	1.1%	100.0%
A R Bannatyne	5.0%	(55.7%)	(36.1%)	12.8%	1.1%	100.0%
S Cooper	3.6%	n/a	n/a	5.3%	n/a	n/a

Percentage change in the Directors' pay compared to employees continued

	2020 vs 2019		
	Base salary/ fee (with voluntary salary reductions)[9]	Other benefits including pension	Bonus
All employees	**0.4%**	**(4.5%)**	**(31.3%)**
T Fowlston[1]	n/a	n/a	n/a
D Bower[1]	n/a	n/a	n/a
L Van de Walle[2]	n/a	n/a	n/a
T Dodge[3]	(2.6%)	n/a	n/a
M Ashley[4]	n/a	n/a	n/a
M Tod[5]	n/a	n/a	n/a
J Hesmondhalgh[5]	n/a	n/a	n/a
R C Walters	(7.7%)	1.7%	(100.0%)
A R Bannatyne	(7.7%)	1.9%	(100.0%)
S Cooper	(2.6%)	n/a	n/a

1. T Fowlston was appointed to the Board as Chief Executive Officer on 27 April 2023 and D Bower was appointed to the Board as Chief Financial Officer on 4 September 2023. As a result, no increase has been presented in the table above as they did not get a full year equivalent in 2023. They did however get an increase of 3% effective 1 January 2024.
2. L Van de Walle joined the Board on 1 November 2022.
3. T Dodge was interim Chair for four months in 2022.
4. M Ashley was Audit Committee Chair for only eight months in 2022.
5. M Tod and J Hesmondhalgh joined the Board on 1 June 2023. As a result, no increase has been presented in the table above as they did not get a full year equivalent in 2023. They did however get an increase of 3% effective 1 January 2024.
6. Base salary from the single total figure on page 88 has been recalculated on an annualised basis for the purpose of the disclosure in the table above.
7. Pension allowances have been aligned (5% of salary) with that payable to employees generally, effective 1 January 2022 (2021: 20% of salary).
8. There was a 3% increase in salary, effective 1 July 2021, for Robert Walters and Alan Bannatyne given no salary increase at 1 January 2021.
9. In 2020, there was a voluntary salary reduction of 20% for the Executive Directors and 10% for the Non-executive Directors between April and September. Without the voluntary reduction, the increase in salary would have been 2.5% for both the Executive Directors and the Non-executive Directors.

The ratio of the Chief Executive's total pay ratio to the pay of UK employees

The table below shows the ratio of the Chief Executive's single total figure remuneration to the UK-based lower, median and upper quartile paid (full-time equivalent) employees' single figure total remuneration. The employee total remuneration includes base salary, other benefits including pension, annual bonus and share-based remuneration.

	Method	Lower quartile	Median	Upper quartile
2024 ratio	Option A	15:1	9:1	6:1
2023 ratio	Option A	17:1	11:1	7:1
2022 ratio	Option A	42:1	25:1	17:1
2021 ratio	Option A	68:1	39:1	26:1
2020 ratio	Option A	24:1	17:1	12:1
2019 ratio	Option A	76:1	51:1	36:1

Set out in the table below is the base salary and the total pay and benefits for each of the quartiles.

£'000	Lower quartile	Median	Upper quartile
2024 salary	39.0	50.1	90.0
2024 total pay and benefits	40.9	64.7	93.4

Report of the Remuneration Committee continued

The ratio of the Chief Executive's total pay ratio to the pay of UK employees continued

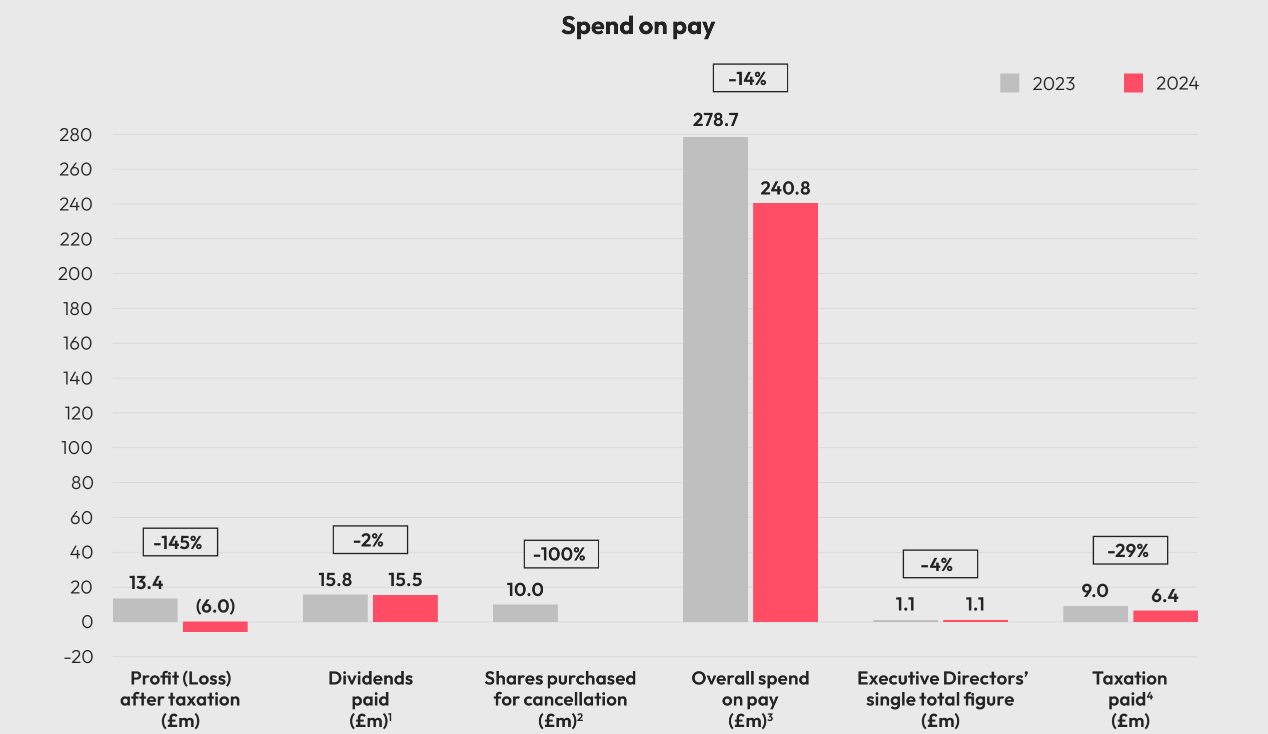
The ratio of the Chief Executive's pay to the median level of pay across the Group reflects no annual bonus payment and the lapsing of the 2022 performance shares awards for the Chief Executive this year. Our pay, reward and progression policies are designed to be applied in the same way to all employees across the Group. A much higher proportion of the Chief Executive's pay is related to performance than is the case for employees across the Group generally. The variability of the pay ratio over time reflects the strong link between the Chief Executive's pay and performance and that a significant proportion of his total pay is variable.

The Group has chosen to calculate the ratios in accordance with Option A methodology laid out in the remuneration regulations as the lower quartile, median and upper quartile employees could be identified based on full-time equivalent pay data as at 31 December 2024 and the Group believes that this was the most accurate way of calculating the ratios.

The employee pay data was obtained from the single payroll system used in the UK and after reviewing the data, the Group is satisfied that it fairly reflects the relevant quartiles given the range of roles within the UK business. As the head office is located in the UK and based on the Group's organisational shape and nature, there is a large proportion of administrative and support roles in the UK which explains both the ratios at the lower quartile and median. The upper quartile ratio is reflective of the make-up of Group management and senior management who have a broad range of salaries. Given potential volatility in the Chief Executive single figure, year-to-year movements can be significant.

Relative importance of the spend on pay

The graph below shows details of the Group's profit after taxation, dividends paid, share buybacks, total spend on pay and taxation paid for the years ended 31 December 2023 and 2024. In the opinion of the Board, profit after taxation and taxation paid are both helpful reference points for putting the investment of pay costs necessary in a professional services business into context.



Notes to the illustrative graph:
1. The total dividend paid during the year ended 31 December 2024 was £15.5m based on a final dividend of £11.2m paid on 31 May 2024, and an interim dividend of £4.3m paid on 27 September 2024. Further details on dividends are given in note 6.
2. The shares purchased for cancellation represent the total amount spent by the Group on shares for cancellation during the year ended 31 December 2024 and 31 December 2023.
3. Overall spend on pay includes wages and salaries, social security costs, pension costs and share-based payments for all employees including Directors. Further details of the total remuneration of the Group are given in note 4.
4. Taxation paid during the year represents the corporation taxation paid for the Group during the year ended 31 December 2024.

The implementation of our Directors' remuneration policy in 2025

The Group's policy on Executive Directors' remuneration and implementation for the year ended 31 December 2025 will be as follows:

(a) Executive Directors

(i) Base salary
For 2025, the budgeted average salary increases for employees in the UK and the Group other than Executive Directors is 3% with effect from 1 January. Toby Fowlston and David Bower offered to waive a base salary increase for 2025, which the Remuneration Committee accepted.

(ii) Other benefits
No changes will be made to benefits in 2025.

(iii) Annual bonus
For 2025, the Remuneration Committee has determined that the annual bonus payment for the Executive Directors will be by reference to specific performance targets set at the beginning of the year. The performance measures are:

- Reported profit before taxation for the Group (75% weighting); and
- Key Performance Indicators (25% weighting) which will include a range of distinct and specific goals under three categories – strategic, operational and ESG measures. The maximum bonus potential remains unchanged at 150% of salary. One third of any earned bonus will be deferred for two years into shares, payable in equal tranches on the first and second anniversary of grant.

Where possible, targets will be set for each goal and the targets are intended to be disclosed together with the Remuneration Committee's assessment of performance against the targets in next year's Directors' Remuneration Report.

(iv) Performance Share Plan (PSP)
For 2025, each Executive Director will receive awards under the PSP to the value on grant of 200% of base salary.

The performance period is the three-year period ending 31 December 2027. The performance conditions and weightings for these PSP awards are set out as follows:

Performance measure	Weighting	Performance required for minimum vesting (i.e. 25% of award)	Performance required for maximum vesting (i.e. 100% of award)
Compound annual increase in EPS compared to the increase in RPI over three years.	35%	The threshold EPS target is 20p, calculated by using the current consensus expectation for the year one performance of the Company and a target growth rate for year two and year three.	The maximum EPS target is 30p, calculated by using the current consensus expectation for the year one performance of the Company and a stretching growth rate for year two and year three.
Relative TSR measured against the constituents of the FTSE Small Cap Index (excluding investment trusts) over three years.	35%	Relative TSR of the Group matches the median ranking TSR performance of the constituents of the FTSE Small Cap Index (excluding investment trusts).	Relative TSR of the Group equals or exceeds the upper quartile ranking TSR performance of the FTSE Small Cap Index (excluding investment trusts).
Cumulative cash conversion: Three-year cash conversion is the cumulative operating cash flow of the Group before taxation stated as a percentage of cumulative operating profit before exceptional items.	20%	Cumulative cash conversion is at least 90%.	Cumulative cash conversion is at least 110%.
ESG	10%	33% of ESG targets achieved.	100% of ESG targets achieved.

Report of the Remuneration Committee continued

The implementation of our Directors' remuneration policy in 2025 continued

As per our ESG section on pages 30 to 53 we have developed a robust and long-term ESG strategy, and the fourth measure will cover the key elements of this strategy as per below. A fulfilment of one target is required for threshold vesting of this specific performance measure, two targets for 66% vesting, and all three targets will need to be achieved for maximum vesting.

ESG performance measure	
Pillars	**Targets**
Engaging our workforce	To foster a culture of inclusion with a sense of belonging and to achieve an average Glint employee engaged score of 76 or higher (2024 score of 75) over the performance period.
Enhancing our ED&I initiatives	To achieve and maintain 50:50 gender balance in Global Leadership positions (Associate Director and above) by the end of the performance period (2024 – 49.7% female, 50.3% male).
Reducing our environmental impact	To deliver the decarbonisation initiatives required to achieve the Group's 2040 net zero target.

(v) Pensions
Pension contributions or cash in lieu of pension as a percentage of base salary have been aligned with the wider workforce and are 5% of salary. Any new appointments or change of role will also be aligned with the Group average.

(b) Chair and Non-executive Directors
The Remuneration Committee is responsible for determining the remuneration of the Chair and the Board is responsible for determining the fees of the Non-executive Directors.

No fee increases have been made as of 1 January 2025. The agreed fees for the Chair (as determined by the Remuneration Committee) and the Non- executive Directors (as determined by the Chair and the Executive Directors) are as follows:

	2025 Total fees[1] £'000	2024 Total fees[1] £'000
L Van de Walle	**206**	206
T Dodge	**87**	87
M Ashley	**81**	81
M Tod	**69**	69
J Hesmondhalgh	**69**	69
	512	512

1. No other taxable benefits are payable to the Chair and Non-executive Directors.

The Remuneration Committee

The Remuneration Committee comprises Tanith Dodge (Chair), Matt Ashley, Michaela Tod and Jane Hesmondhalgh, all of whom are independent Non-executive Directors. On invitation, the Chair and Executive Directors attended all Remuneration Committee meetings during the year.

The purpose of the Committee is to consider all aspects of the remuneration of the Executive Directors and selected other senior management and to make recommendations to the Board on the specific remuneration packages, including bonus schemes, severance, pension contributions and other benefits. The Committee also determines the remuneration of the Board Chair. The Committee ensures that the remuneration packages are competitive within the recruitment industry and reflect both Group and personal performance during the year, while also having regard to the broader levels of remuneration within the Group itself and environmental, social and governance issues. The Committee meets when required to consider all aspects of Executive Directors' remuneration. The Committee also reviews but does not decide the remuneration of employees across the Group.

Advisers to the Remuneration Committee

The Committee received independent external advice from FIT Remuneration Consultants LLP during the year. FIT Remuneration Consultants LLP has been formally appointed by the Committee and does not provide other services to the Remuneration Committee or to the Group. The Committee has used its best judgement to satisfy itself that the advice provided is objective and independent.

FIT Remuneration Consultants LLP is also a member of the Remuneration Consultants Group. The fees paid during the year were £36,909. The fees are charged on a time and expenses basis.

Remuneration for employees below the Board

The Committee's extended remit considers and approves the reward structure and levels of remuneration for the Operating Board. In addition, the Committee continues to review overall Group remuneration average increases and workforce-related pay policies and takes these into consideration when setting pay increases for the Executive Directors.

Our senior management participate in an annual bonus scheme that is measured against Group and regional financial targets and personal and strategic objectives. Members of the Operating Board also participate in the Performance Share Plan (PSP) with the same performance conditions as the Executive Directors. Employees below the Operating Board receive salary and benefits benchmarked to the local markets and countries in which they work. These are reviewed annually. There is a strong link between reward and performance which is recognised through annual bonuses, commission or other non-financial recognition. Employees who hold key strategic positions or are deemed critical to the business through their performance are also offered the opportunity to participate in the Performance Share Plan with the same performance conditions as those of the Executive Directors.

Employee engagement

In line with the Code, the Board appointed Tanith Dodge, Non-executive Director and Chair of the Remuneration Committee, to represent employee engagement. Tanith's annual responsibilities include, but are not limited to, the following:

- Hosting breakfast sessions with a cross-section of employees;
- Meeting with a sample of new hires and departing employees at exit interviews; and
- Reviewing internal benchmarking, including staff attrition rates and employee engagement surveys.

These actions enable the Board to understand the views of employees and to ensure that the Board's approach to investing in and rewarding its workforce is appropriate and aligns with the culture and principles of the Group.

The Board believes that a diverse workforce and inclusive culture are essential to business success and the Group supports and values diversity in all forms, not just gender. The Committee believes this is an important part of employee engagement in relation to remuneration. A detailed explanation of the Group's approach to diversity and inclusion can be found in the Enhancing our ED&I initiatives section on pages 36 to 37.

The terms of reference of the Remuneration Committee are available on the website.

Voting at the Annual General Meeting

At the Group's Annual General Meeting on 30 April 2024, shareholders approved the Directors' Remuneration Report for the year ended 31 December 2023. The table below shows the results in respect of the resolution. The table also shows the percentage of votes cast for and against the resolution on the Directors' remuneration policy, approved at the Group's Annual General Meeting on 27 April 2023.

Resolution	Votes for	%	Votes against	%	Votes withheld
Approve the Directors' remuneration policy (April 2023)	58,082,804	99.66	195,483	0.34	270
Approve the Directors' Remuneration Report (April 2024)	56,038,710	98.15	1,058,029	1.85	1

The Committee has engaged with shareholders on the current Directors' Remuneration Policy and is grateful for the views expressed and the support. In the last two years and in light of clear feedback from shareholders we have significantly enhanced the disclosure of the Key Performance Indicators (KPIs) relating to the annual bonus criteria.

Report of the Remuneration Committee continued

Pay outcomes

The Committee is satisfied that overall the pay outcomes are a fair reflection of the collective performance delivered over the year, are in line with the performance of the Group, and the stakeholder experience.

Chief Executive's pay ratio 2024

The ratio of the Chief Executive's total realised pay to the median pay in the Group for 2024

9:1

For 2023

11:1

Directors' remuneration policy

The second part of this report details the Group's remuneration policy (the policy) for Executive Directors, which was approved by the shareholders in a binding vote during the 2023 Annual General Meeting. The policy took effect from the Annual General Meeting on 27 April 2023. The full policy approved by shareholders can be found in the 2023 Annual Report. There are no proposed changes to the current policy for 2025 and therefore we do not propose to table a resolution seeking approval of the policy at the next Annual General Meeting.

The policy is designed to support the strategic business objectives of the Group in order to attract, retain and motivate our Executive Directors. We place considerable importance on pay for performance, on setting tough targets and on share ownership, which is in line with the entrepreneurial culture of the Group.

Executive Directors' remuneration policy

Element	Base salary
Link to strategic objectives	The base salary of each Executive Director takes into account the performance of each individual and is set at an appropriate level to secure and retain the talent needed to deliver the Group's strategic objectives.
Operation	Salaries are normally reviewed annually on 1 January and are influenced by: • The performance of each Executive Director; • Average increase for employees across the Group as a whole; and • Information from relevant comparator groups including our industry peer group.
Maximum potential	There is no formal limit to increases, but the Committee would not expect any annual increases to exceed 7.5% + inflation, or the average increase of employees across the Group in any given year, whichever is higher. The level of increase may deviate from this maximum in the case of special circumstances (for example, increases in responsibilities). In these cases, any exceptional increase will not be expected to exceed 20% a year, unless for a material promotion.
Performance conditions and assessment	Base salary increases are principally set in line with market movement and also consider the average salary increase for other employees across the Group rather than individual performance. Poor performance is likely to lead to no adjustment being made.

Element	Pensions
Link to strategic objectives	To provide a competitive employment benefit and long-term security.
Operation	The Group operates a money purchase pension scheme. Executive Directors participating in the pension plan may benefit from annual Group contributions which are aligned with those available to the wider workforce. Executive Directors are entitled to take all or part of their pension contributions as a cash allowance.
Maximum potential	For current and any new Executive Directors, the maximum contribution is aligned to that available to the wider workforce.
Performance conditions and assessment	n/a

Report of the Remuneration Committee continued

Executive Directors' remuneration policy continued

Element	Other benefits
Link to strategic objectives	To provide cost-effective employment benefits and encourage share ownership.
Operation	Benefits currently include car allowance, mortgage subsidy, permanent health insurance and private medical insurance, and may also include other benefits in future. Relocation assistance may also be provided. All benefits are subject to annual review to ensure they remain in line with market practice. Reasonable business-related expenses will be reimbursed (including any tax due). The Group will continue to operate the Save As You Earn (SAYE) Option Scheme and Executive Directors are eligible to participate on the same terms as other employees.
Maximum potential	The cost of providing individual benefit items will depend on the specific circumstances of the individual and therefore the Committee has not set a formal maximum level of aggregate benefits. However, the Committee would not expect the cost to exceed a value of £89,000 a year, except where a relocation package is required, and the costs will be capped by the Group's relocation policy.
Performance conditions and assessment	n/a

Element	Annual bonus
Link to strategic objectives	The annual bonus is designed to drive the achievement of the Group's financial and strategic business targets on an annual basis.
Operation	The annual bonus is dependent upon the achievement of specific annual performance conditions. One third of any earned bonus will be deferred for two years into shares, payable in equal tranches at the end of years one and two. Clawback and malus provisions will apply as set out below. Dividends may be payable on any vesting deferred bonus awards.
Maximum potential	The maximum bonus opportunity is 150% of salary for the achievement of stretch performance in any given year. Zero payment will be made for performance below threshold performance. The on-target bonus is 50% of maximum.
Performance conditions and assessment	Performance is measured over one financial year, based on the following measures: • Financial targets as set out in the budget at the start of the year; and • KPIs set against pre-determined strategic performance objectives. It is intended that the majority of the bonus will be weighted towards financial measures. The Committee reserves the right to determine which performance measures and targets are to be used at the beginning of each financial year in order to align to the Group's strategic objectives.

Executive Directors' remuneration policy continued

Element	Performance Share Plan (PSP) award
Link to strategic objectives	The PSP is designed to promote staff retention, motivate Executives across the Group and promote team efforts towards Group-wide strategic objectives. The three-year time horizon of these share awards also aligns leadership with the longer-term returns of the business and shareholder interests.
Operation	PSP awards are normally granted annually and vest after three years, dependent on the achievement of performance conditions over a three-year period. A two-year holding period will apply to the post-tax value of vested shares. Clawback and malus provisions will apply as set out below. Dividends may be payable on any vesting PSP awards in respect of dividends declared in the vesting period (and also the holding period in respect of unexercised awards where relevant).
Maximum potential	The maximum award of PSP shares that may be made to an Executive Director in any financial year is limited to shares with an aggregate market value of 200% of base salary. Threshold performance will result in the vesting of 25% of the shares under award while maximum performance will result in full vesting.
Performance conditions and assessment	Performance will be measured over a three-year period, subject to performance conditions which may include financial, value creation, strategic and ESG metrics which are aligned to the business priorities at the time. Most of the performance measures will be weighted towards financial and value creation measures.

Element	Shareholding guideline
Link to strategic objectives	To encourage a sustainable mindset and to align Executives with the longer-term returns of the business and shareholder interests.
Operation	Executive Directors are expected to build a material shareholding in the Company in a reasonable time frame. Progress towards the guidelines and continued compliance will be monitored by the Remuneration Committee on an annual basis. Executive Directors are required to hold their in-employment shareholding for a further two years following cessation of employment.
Maximum potential	Executive Directors are subject to share ownership guidelines which recommend a minimum holding of 200% of salary. Shares that are beneficially owned and the net value of unvested deferred bonus awards held by the Executive Directors and connected persons count towards the share ownership policy. The Executive Directors are also required to retain shares to the value of 200% of salary for two years post-cessation as a Director.
Performance conditions and assessment	n/a

Report of the Remuneration Committee continued

The Chair and Non-executive Directors

The table below sets out the fees payable to the Chair and Non-executive Directors:

Element	Chair and Non-executive Directors
Link to strategic objectives	The Group seeks to pay fees which reflect the level of responsibility, the time commitment and experience of the Chair and Non-executive Directors and which are competitive with peer group fee levels. In order to ensure no potential impairment to the required impartiality and objectivity of the Chair and Non-executive Directors, fees are not linked to performance.
Operation	The remuneration of the Chair and Non-executive Directors is determined annually by the Remuneration Committee. The fee level is usually reviewed annually – and may be increased, in light of practices in our peer group and in companies of similar size. The Chair and Non-executive Directors have a letter of appointment and not an employment contract. Their appointment is terminable by either party giving not fewer than three months' written notice at any time. No compensation is payable on early termination. The Chair and Non-executive Directors do not participate in any of the Group's share schemes, pension schemes or bonus arrangements.
Maximum potential	The maximum aggregate fees for the Non-executive Directors (excluding the Chair) are set out in the Articles of Association and is currently £500,000. The fees for the Chair and Non-executive Directors are determined by reference to benchmark market data and assessment of the expected time commitment. Reasonable business and travel expenses are reimbursed (including any tax due). Increases in fee value in any given year will be in line with market movement and time commitments. Whilst there is no formal maximum, any increase is not expected to exceed a maximum of 10% + RPI in any given year. In the event of a temporary but material increase in the time commitment required, an adjustment may be made to the fee level on a pro-rata basis.
Performance conditions and assessment	The Chair and Non-executive Directors are subject to an annual evaluation as part of the assessment of the Board's performance, but no element of pay is specifically linked to performance conditions or the outcome of this assessment.

Legacy awards and any other contractual obligations

All contractual commitments or awards made which are consistent with the remuneration policy in force at the time that the commitment or award was made, will be honoured even if they would not otherwise be consistent with the policy prevailing when the commitment is fulfilled or awards vest. For example, this will include payment for the vesting of option awards made prior to the introduction of this policy. Any contractual commitments entered into before the Large and Medium-sized Companies and Groups (Accounts and Reports) Amendment Regulations 2013 came into force or before a person became a Director will also be honoured.

None of the Executive Directors currently hold Non-executive Director positions.

Contract of service/letter of appointment	Date of original contract/letter of appointment[1]
Executive Directors	
T Fowlston	27 April 2023
D Bower	4 September 2023
Non-executive Directors	
T Dodge	1 February 2017
M Ashley	23 December 2021
L Van de Walle	1 November 2022
M Tod	1 June 2023
J Hesmondhalgh	1 June 2023

1. The Directors' contracts of service/letters of appointment provide details of the Directors' obligations and are available to view at the Company's registered office.

The Directors all stand for election at the Annual General Meeting every year.

The tables on page 93 show the details of the share options and PSP awards that are currently held by each Director and when they will vest.

The table on page 100 shows the fees payable to the Non-executive Directors.

The Executive Directors are required to seek approval from the Board prior to the acceptance of any such positions in companies outside the Group.

Approval

This report was approved by the Board of Directors on 6 March 2025 and signed on its behalf by:

Tanith Dodge
Remuneration Committee Chair
6 March 2025

Directors' Responsibility Statement

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with UK adopted international accounting standards and applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors are required to prepare the Group Financial Statements in accordance with UK adopted international accounting standards, and have elected to prepare the Parent Company Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (UK Accounting Standards and applicable laws). Under Company law the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. In preparing these Financial Statements, the Directors are required to:

- Suitably select and apply accounting policies consistently;
- Ensure information, including accounting policies, is presented in a manner that provides relevant, reliable, comparable and understandable information;
- Provide additional disclosures when compliance with the specific requirements of UK adopted international accounting standards are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance;
- Make judgements and accounting estimates that are reasonable and prudent;
- Prepare a Directors' Report, Strategic Report and Report of the Remuneration Committee which comply with the requirements of the Companies Act 2006;
- Ensure the financial statements have been prepared in accordance with UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements; and
- Make an assessment of the Group's ability to continue as a going concern.

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.

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of Financial Statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the Financial Statements contained therein.

Statement of the Directors in respect of the Annual Report and Accounts

As required by the Code, the Directors confirm that they consider that the Annual Report and Accounts, taken as a whole, presents a fair, balanced and understandable view and provides the information necessary for shareholders to assess the Group's performance position, business model and strategy. When arriving at this position the Board was assisted by a number of processes, including the following:

- The Annual Report and Accounts is drafted by appropriate senior management with overall coordination by the Head of Investor Relations and the Group Financial Controller to ensure consistency across sections;
- An extensive verification process is undertaken to ensure factual accuracy;
- Comprehensive reviews of drafts of the report are undertaken by members of the Board and other senior management team;
- An advanced draft is considered and reviewed by two Operating Board members; and
- The final draft is reviewed by the Audit and Risk Committee prior to consideration by the Board.

Responsibility statement pursuant to DTR4

We confirm that to the best of our knowledge:

- The Group Financial Statements have been prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group and the undertakings included in the consolidation taken as a whole; and
- The Annual Report and Accounts includes a fair review of the development and performance of the business and the financial position of the Group and the Parent Company together with a description of the principal risks and uncertainties that they face.

By order of the Board,

David Bower
Chief Financial Officer
6 March 2025

Directors' Report

Overview

The Directors present their Annual Report on the activities of the Group together with the audited Financial Statements for the year ended 31 December 2024.

The Strategic Report provides information relating to the Group's activities, its business and strategy, the principal risks and uncertainties faced by the business and environmental and employee matters. The Group's ESG strategy is detailed on pages 30 to 53 and the Group's TCFD aligned disclosure in accordance with FCA requirements, including the analysis for greenhouse gases and energy consumption is shown on pages 42 to 49. These sections, together with the Report of the Board and the Report of the Remuneration Committee provide an overview of the Group and offer an insight of future developments in the Group's business.

Results and dividends

The Group's audited Financial Statements for the year ended 31 December 2024 are set out on pages 123 to 158 and the Company's audited Financial Statements are set out on pages 159 to 162. The Group's loss after taxation for the year ended 31 December 2024 was £6.0m (2023: profit of £13.4m).

The Directors recommend a final dividend of 17.0p per ordinary share (2023: 17.0p) to be paid on 27 May 2025 to shareholders on the register on 25 April 2025, which together with the interim dividend of 6.5p per share paid on 27 September 2024 makes a total of 23.5p per share for the year (2023: 23.5p).

Post-balance sheet events

There have been no significant post balance sheet events to report since 31 December 2024.

Directors

The Directors who served during the year and at the date of this report are shown as follows:

L Van de Walle[1]
T Fowlston
D Bower
T Dodge[1]
M Ashley[1]
M Tod[1]
J Hesmondhalgh[1]

1. Non-executive Directors.

Details of the Directors' service contracts are shown in the Report of the Remuneration Committee on page 107. Details of share awards granted to Directors and the interests of the Directors in the ordinary shares of the Company are shown on pages 93 to 94.

The Company has made qualifying third-party indemnity provisions for the benefit of its Directors, which were in place during the year and remain in force at the date of this report.

Political donations

The Group made no political donations during the year (2023: £nil).

FTSE4Good Index

The Group has held FTSE4Good status since 2008. FTSE4Good Index inclusion criteria covers a number of corporate responsibility themes, such as environmental management, climate change, countering bribery and supply chain labour standards. Our continued inclusion in the index recognises that our policies and management systems enable us to address and mitigate key corporate responsibility risks.

Capital structure

Details of the authorised and issued share capital, together with the movements in the Company's issued share capital during the year, are shown in note 18. Each share carries the right to one vote at the general meetings of the Company. Further information on the voting and other rights of shareholders, including deadlines for exercising voting rights, are set out in the Company's Articles of Association and in the explanatory notes that accompany the Notice of the Annual General Meeting which are available on the Company's website at robertwalters.com.

Directors' Report continued

Restrictions on securities

There are no specific restrictions on the size of a holding nor on the transfer of shares, which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights. Awards of shares under the Company's incentive arrangements, the Performance Share Plan and the Executive Share Option Scheme are subject to restrictions on the transfer of shares prior to vesting.

Certain share awards under the Company's incentive arrangements are held in trust on behalf of the beneficiaries. The Trustee of the Robert Walters plc Employee Benefit Trust does not seek to exercise the voting rights on these shares which in any event are restricted to 5% of the Company's share capital.

Substantial shareholdings

On 6 March 2025 the Company has been notified, in accordance with Chapter 5 of the Disclosure and Transparency Rules, of the following voting rights as a shareholder of the Company:

Name of shareholder	Number of shares	% of voting rights
Liontrust Asset Mgt	12,519,102	17.30
Aberforth Partners	10,577,337	14.62
BlackRock Investment Mgt	6,903,018	9.54
Robert Walters plc Employee Benefit Trust[1]	6,736,987	9.31
abrdn (Standard Life)	3,948,664	5.46
AEGON Asset Mgt	3,115,729	4.31
Canaccord Genuity Wealth Mgt	2,920,552	4.04
Jupiter Asset Mgt	2,534,004	3.50
Invesco	2,490,517	3.44
Mr Robert Walters	2,055,449	2.84

1. Robert Walters plc Employee Benefit Trust is restricted to 5% voting rights.

There is no significant change to substantial shareholdings between 31 December 2024 and the date of this report.

Appointment and retirement of Directors

The Directors may from time to time appoint one or more additional Directors. The Board may appoint any person to be a Director (so long as the total number of Directors does not exceed the limit prescribed in the Articles of Association). The UK Corporate Governance Code recommends that all Directors be subject to annual re-election by shareholders.

Therefore all Directors will offer themselves for re-election at the 2025 Annual General Meeting.

Power of Company's Directors and acquisition of Company's own shares

The business of the Company shall be managed by the Directors, who may exercise all powers of the Company, subject to legislation, the provisions of the Articles of Association and any directions given by special resolution.

The Directors were authorised at the Company's last Annual General Meeting, held on 30 April 2024, to make market purchases of ordinary shares representing up to 10% of its share capital at that time and to allot shares within certain limits permitted by shareholders and the Companies Act. The Directors intend to renew this authority annually and will continue to exercise this power only when, in light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and will likely promote the success of the Company for the benefit of its members as a whole.

Provisions on change of control

The Company's revolving credit facility agreement for £60.0m includes a provision for a lending counterparty to amend, alter or cancel the relevant commitment to the Group following a change of control of the Company.

The Company does not have agreements with any Director or employee that would provide specific compensation for loss of office or employment resulting from a takeover, except that provisions of the Group's share plans may cause options and awards to vest on a takeover.

Articles of Association

The Company's Articles of Association may only be amended by a special resolution of the members.

Going concern and viability statement

The Group's business activities, together with the factors likely to affect its future development, performance and position, are set out on pages 58 to 66.

The Directors have assessed the long-term prospects of the Parent Company and the Group based upon business plans, forecasts and cash flow projections for both the twelve-month period ending 31 December 2025 and the three-year period ending 31 December 2027 together with the macro-environment and continued global political uncertainty. The three-year period was chosen as it is considered the longest timeframe over which any reasonable view can be formed, given the nature of the market in which the Group operates.

Furthermore, the nature of recruitment activity is highly reactive to market sentiment and the forward visibility of permanent recruitment, which represents 61% of the Group's net fee income, can be measured in weeks, whilst temporary recruitment and recruitment process outsourcing may be less affected.

The forecasts and cash flow projections being used to assess going concern and longer-term viability have been comprehensively stress-tested by using simulation techniques involving sensitivity analysis applying, in particular, projections of reduced net fee income of up to 20% from forecasts each year over a three-year period. The Directors have also completed reverse stress testing (as per the FRC guidance), by running various downside scenarios, designed to explore the resilience of the Group to the potential impact of the principal risks as set out on pages 58 to 66 or a combination of those risks.

The scenarios included, but were not limited to, significant reductions in revenue, losses of key clients, increases in debtor days, higher inflation and limited cost management. The Group also considered mitigating actions that could be undertaken in the event of one or more of the scenarios occurring, or that of an even more significant downturn, which included but are not limited to, further reductions in capital expenditure, further reductions in non-business critical expenditure as well as the potential for headcount reductions. The scenarios were designed to be impactful, but at the same time realistic, and the Group remained viable throughout.

The Group has a proven and historic track record of profitably weathering international crises and benefiting from operational gearing when market conditions become more favourable. During the year, the financial performance of the Group was impacted by the muted levels of client and candidate confidence as a result of challenging conditions seen in global hiring markets following the post-pandemic jobs surge, together with a backdrop of interest rates which fell less quickly than anticipated, as well as macroeconomic and political uncertainty in several major hiring markets. Despite the 17% reduction in fee income, the Group generated a profit before taxation for the year of £0.5m, as the Group implemented a new strategy allowing the Group to operate with greater efficiency. The Group's blend of service lines and revenue streams remained a clear strength and source of competitive advantage and resilience when market conditions became tougher and enabled us to continue to meet the changing requirements of our clients and candidates. Client and candidate hesitation continues to exist across all geographies and disciplines.

It should be noted that the Group has limited forward visibility and similarly to all organisations, it remains hard to predict the increasingly uncertain macro-economic backdrop which continued into 2024. Consequently, there is a high degree of uncertainty in respect of future outcomes. However, the Group has a strong balance sheet with net cash as at 31 December 2024 of £52.5m, a £60.0m four-year committed financing facility until March 2027 (of which £15.6m was drawn down as at 31 December 2024), a blend of revenue streams covering permanent, contract, interim, outsourcing and advisory services and a diverse range of clients and suppliers across 31 countries. The various stress test scenarios indicate continued operation within its banking covenants and existing cash and financing facilities. Importantly, cash risk is mitigated to an extent as in the event of a reduction in the overall number of contractors, working capital is released and credit risk is an ongoing area of key focus. Further details of the financial position of the Group, its cash flows, liquidity position and borrowing facilities are described within the Financial Review.

In forming their opinion, the Directors have performed a robust assessment of the principal risks and uncertainties facing the Group as set out on pages 58 to 66. In addition, note 17 to the accounts includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposure to credit risk and liquidity risk. As a consequence, the Directors believe that the Group is well placed to manage its business risks successfully.

Directors' Report continued

As a result, the Directors have formed a judgement, at the time of approving the Financial Statements, that there is a reasonable expectation that the Group has adequate resources to continue in operational existence and meet its liabilities as they fall due over the three-year assessment period. The Directors have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the entity'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. For this reason, the Directors continue to adopt the going concern basis in preparing the Financial Statements.

Auditor and disclosure of information to the auditor

As required by Section 418 of the Companies Act 2006, each of the Directors as at 6 March 2025 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 they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

BDO LLP has expressed their willingness to continue in office as Auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Annual General Meeting

The Annual General Meeting will be held on 29 April 2025 and the Notice of the Annual General Meeting, including an explanation of the special business of the meeting, will be sent out in due course.

By order of the Board,

David Bower
Chief Financial Officer
6 March 2025

Independent Auditor's Report

Opinion on the Financial Statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2024 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Robert Walters Plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise:

	Composition	Financial reporting framework
Group	• Consolidated Income Statement • Consolidated Statement of Comprehensive Income • Consolidated Balance Sheet • Consolidated Cash Flow Statement • Consolidated Statement of Changes in Equity • Statement of Accounting Policies • Notes to the Group accounts, including a summary of material accounting policies	• Applicable law and UK adopted international accounting standards
Parent Company	• Company Balance Sheet • Company Statement of Changes in Equity • Notes to the Company accounts, including a summary of material accounting policies	• Applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the audit committee.

Independence

Following the recommendation of the audit committee, we were appointed by the Directors on 17 May 2018 to audit the financial statements for the year ended 31 December 2019 and subsequent financial periods. The period of total uninterrupted engagement including retenders and reappointments is six years, covering the years ended 31 December 2019 to 31 December 2024. We remain independent of the Group and the Parent 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 as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Group or the Parent Company.

Independent Auditor's Report continued

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. Our evaluation of the Directors' assessment of the Group and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- Review and challenge, through enquiry and consideration of historical performance, of key assumptions applied by the Directors in preparation of cash flow forecasts, including growth assumptions and movements in headcount and base costs, and the Group's ability to meet working capital requirements over the going concern period.
- Review of the Directors' reverse stress tested forecasts, modelling scenarios to covenant and cash 'breaking points' and consideration of the likelihood of occurrence and feasible actions to increase headroom.
- Consideration of the adequacy of the Group's banking facilities and ability to meet key financial covenants.

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 and the Parent 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.

In relation to the Parent Company's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

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

Overview

Key audit matters	Revenue recognition for permanent and temporary placements	2024 ✓	2023 ✓
Materiality	• Group financial statements as a whole • £1.6m (2023: £1.7m) based on 0.5% net fee income (2023: 5.0% of 5-year average profit before taxation)		

1. These relate to significant components and other full scope components which have been subject to full scope audits.

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, the applicable financial reporting framework and the Group's system of internal control. On the basis of this, we identified and assessed the risks of material misstatement of the Group financial statements including with respect to the consolidation process. We then applied professional judgement to focus our audit procedures on the areas that posed the greatest risks to the Group financial statements. We continually assessed risks throughout our audit, revising the risks where necessary, with the aim of reducing the Group risk of material misstatement to an acceptable level, in order to provide a basis for our opinion.

Components in scope

Robert Walters is a global talent solutions business that delivers three core services:

- **Specialist professional recruitment** – encompassing permanent and temporary recruitment, executive search and interim management.
- **Recruitment outsourcing** – enabling organisations to transfer all, or part of, their recruitment needs to Robert Walters either through recruitment process outsourcing (RPO) or contingent workforce solutions (CWS).
- **Talent advisory** – in which Robert Walters supports the growth of organisations through the provision of talent market intelligence, talent development, and future of work consultancy.

There are over 90 separate entities across the Group making it a very disaggregated Group. There are centralised functions which include IT, Treasury and in-house legal counsel. The control environment has similar business characteristics using a common system of internal control, including the IT systems.

As part of performing our Group audit, we have determined the components in scope. These comprised of 86 legal entities. None of the components include more than one legal entity. These components were selected following a detailed risk assessment. We considered the size of the component, the control environment, and other qualitative factors, including adding an element of unpredictability.

For components in scope, we used a combination of risk assessment procedures and further audit procedures to obtain sufficient appropriate evidence. These further audit procedures included:

- procedures on the entire financial information of the component, including performing substantive procedures and tests of operating effectiveness of controls; and
- procedures on one or more classes of transactions, account balances or disclosures.

Procedures performed at the component level

We performed procedures to respond to Group risks of material misstatement at the component level that included the following:

- Procedures were performed on the entire financial information of 11 components.
- Procedures were performed on one or more classes of transactions, accounts balances or disclosures of 10 components.
- Risk assessment procedures were performed on the remaining 65 components.

Procedures performed centrally

We considered there to be a high degree of centralisation of financial reporting and commonality of controls for significant estimates and judgements. This is applicable for the Earned but not invoiced (EBNI) provision, provision for bad and doubtful debts (IFRS 9 ECL model), recognition of current and deferred taxation, determination of lease term for leases with renewal and termination options, and determination of the incremental borrowing rate (IFRS 16) where a new or modified lease exists. These are all evaluated by Group management. We therefore designed and performed procedures centrally in these areas.

The Group operates a centralised IT function that supports IT processes for all components. This IT function is subject to specified risk-focused audit procedures, predominantly the testing of the relevant IT general controls and IT application controls.

Locations

Robert Walters Plc's operations are spread over a number of different geographical locations. We visited eight out of a total of eleven components that we performed procedures on their entire financial information. Our teams conducted procedures in Robert Walters Plc's locations in the UK, Netherlands, and Australia (covering both Australia and New Zealand).

In addition, our Group audit team worked remotely, holding calls and video conferences with local management, and with digital information obtained from Robert Walters Plc.

Changes from the prior year

As a result of the International Standard on Auditing (UK) 600 (Revised), there has been a change in the way we determine components. In the prior year, we determined components at a business unit level, however in the current year, we have considered components to be at a legal entity level, which has resulted in one less full scope component (business unit SAF) as it forms part of Robert Walters Holdings Limited. In addition, in the prior year, Robert Walters Dubai Limited (representing 2 business units) and Resource Solutions Europe Limited (representing 6 business units) were scoped in for statutory accounts purposes. In the current year, a parental guarantee has been undertaken in respect of those entities and therefore these have been scoped out for Group purposes. It should be noted that these business units in both years contributed 2% of absolute net fee income. The other notable changes in the number of full scope components this year relates to Robert Walters BV and Walters People BV which replaced the two Belgium and two Hong Kong components in line with cyclical rotation of overseas components.

Independent Auditor's Report continued

Working with other auditors

As Group auditor, we determined the components at which audit work was performed, together with the resources needed to perform this work. These resources included component auditors, who formed part of the Group engagement team. As Group auditor we are solely responsible for expressing an opinion on the financial statements.

In working with these component auditors, we held discussions with component audit teams on the significant areas of the Group audit relevant to the components based on our assessment of the Group risks of material misstatement. We issued our Group audit instructions to component auditors on the nature and extent of their participation and role in the Group audit, and on the Group risks of material misstatement.

We directed, supervised and reviewed the component auditors' work. This included holding meetings and calls during various phases of the audit, reviewing component auditor documentation either in person or remotely, and evaluating the appropriateness of the audit procedures performed and the results thereof.

Climate change

Our work on the assessment of potential impacts on climate-related risks on the Group's operations and financial statements included:

- Enquiries and challenge of management to understand the actions they have taken to identify climate-related risks and their potential impacts on the financial statements and adequately disclose climate-related risks within the annual report; and
- Our own qualitative risk assessment taking into consideration the sector in which the Group operates and how climate change affects this particular sector.

We also assessed the consistency of management's disclosures included as 'Statutory Other Information' on page 42 with the financial statements and with our knowledge obtained from the audit.

Based on our risk assessment procedures, we did not identify there to be any Key Audit Matters that were materially affected by climate-related risks and related commitments.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter		How the scope of our audit addressed the key audit matter
Revenue recognition for permanent and temporary placements (Accounting Policies (f) & Note 1)	• The significant risks in revenue recognition lies within: – For temporary placements, in the existence and accuracy of unbilled revenue and existence and accuracy of revenue at year end; and – For permanent placements, in the existence, and accuracy of unbilled revenues, due to the high degree of judgement and estimation uncertainty as explained on page 133. • For permanent placements, as detailed in the summary of significant accounting policies on page 133, revenue is recognised when a candidate accepts a position and a start date is determined, or on acceptance where appropriate as described in note 1. An Earned But Not Invoiced (EBNI) provision is made based on historical experience, for a proportion of placements where the candidate accepts but are expected to reverse their acceptance prior to start date. This is calculated as a percentage of the accrued income balance. Whether the percentage applied remains valid is considered to be a matter of significant management judgement. • For temporary placements, the Group's policy is to recognise revenue as the service is provided at contractually agreed rates. There is a risk that timecards are not appropriately approved or are not submitted on time, or that incorrect rates are applied and therefore that the related revenue does not exist, is inaccurate or is not recognised in the appropriate financial year.	• The operating effectiveness of direct controls in the revenue cycle was tested where relevant. For permanent placements, we have considered controls over the signing of the contract, evidence of candidate acceptance and allocation of cash receipts. For temporary placements we checked that timecards and the rate applied have been appropriately approved. • For temporary placements, we have agreed a sample of revenue recognised in the final month of the year back to approved timecards, sales invoices and cash receipt. • Permanent placements recorded around year end were sampled and agreed to confirmation of candidate acceptance and start date, to ensure that the point of revenue recognition was supportable. • For those permanent candidates that had accepted but had not started at the year-end, where revenue is recorded in accrued income, we challenged the appropriateness of the provision rate applied by reference to the rate of historical and actual 'back-outs' post year-end. • We tested the operating effectiveness of direct controls around the correct application of contract rates to invoicing and agreed a sample of rates used to contractual documentation. • We recalculated the accrued income and associated costs recognised for a sample of late timecards or timecards straddling the year end (where the approved timecard was submitted after the year end but related to services provided in the year). **Key observations:** • We did not identify any material indication that revenue that has not yet been invoiced does not exist, is incomplete or is not valued appropriately.

Independent Auditor's Report continued

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Group financial statements		Parent Company financial statements	
	2024 £ millions	2023 £ millions	2024 £ millions	2023 £ millions
Materiality	1.6	1.7	1.5	1.5
Basis for determining materiality	0.5% of Net fee income	5.0% of 5-year average profit before taxation	Lower of 3.5% of net assets or 95% Group materiality	Lower of 3.5% of net assets or 90% Group materiality
Rationale for the benchmark applied	Net fee income is considered to be the most appropriate benchmark given the loss position. It is also a key performance indicator (KPI) used by the Group and is a measure used by competitors within the industry.	5-year average profit before taxation is considered to be the most appropriate benchmark based on market practice, investor expectations and recent macro-economic factors.	Net assets is considered to be the most appropriate benchmark as the Parent Company does not trade. Materiality was capped at 95% of Group materiality.	Net assets is considered to be the most appropriate benchmark as the Parent Company does not trade. Materiality was capped at 90% of Group materiality.
Performance materiality	1.1	1.2	1.1	1.1
Basis for determining performance materiality	70% of materiality	70% of materiality	70% of materiality	70% of materiality
Rationale for the percentage applied for performance materiality	Based on history of adjustments and an assessment of the aggregated error risk.	Based on history of adjustments and an assessment of the aggregated error risk.	Based on history of adjustments and an assessment of the aggregated error risk.	Based on history of adjustments and an assessment of the aggregated error risk.

Component performance materiality

For the purposes of our Group audit opinion, we set performance materiality for each component of the Group, apart from the Parent Company whose materiality and performance materiality are set out above, based on a percentage of between 15% and 55% of Group performance materiality (2023: higher of 15% Group performance materiality or 3% net fee income) dependent on a number of factors including the control environment, the relative size of the component, and our assessment of the risk of material misstatement of those components. Component performance materiality ranged from £0.2m to £0.6m (2023: £0.3m to £1.5m).

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £64,000 (2023: £70,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

The directors are responsible for the other information. The other information comprises the information included in the document entitled Annual Report and Accounts other than the financial statements and our auditor's report thereon. 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.

Corporate governance statement

The UK Listing Rules require us to review the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Parent Company's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit.

Going concern and longer-term viability	• The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified is set out on page 111; • The Directors' explanation as to their assessment of the Group's prospects, the period this assessment covers and why the period is appropriate is set out on page 111; and • The Directors' statement on whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities is set out on page 111.
Other Code provisions	• Directors' statement on fair, balanced and understandable is set out on page 79; • Board's confirmation that it has carried out a robust assessment of the emerging and principal risks is set out on pages 58 to 66; • The section of the annual report that describes the review of effectiveness of risk management and internal control systems is set out on page 76; and • The section describing the work of the audit committee is set out on pages 77 to 81.

Independent Auditor's Report continued

Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

Strategic report and Directors' report	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. In the light of the knowledge and understanding of the Group and Parent 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.
Directors' remuneration	In our opinion, the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.
Matters on which we are required to report by exception	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 by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or • the Parent Company financial statements and the part of the Directors' remuneration report to be audited are not in agreement with the accounting records and returns; or • certain disclosures of Directors' remuneration specified by law are not made; or • we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement, 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 and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities 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.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations

Based on:

- Our understanding of the Group and the industry in which it operates;
- Discussion with management, those charged with governance and those responsible for legal and compliance procedures; and
- Obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations.

We considered the significant laws and regulations to be those related to the reporting framework (UK adopted international accounting standards, United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice) and the Companies Act 2006), Listing Rules, regulations impacting recruitment company licencing in certain jurisdictions, and labour and tax regulations in key territories in which the Group operates.

Our procedures in respect of the above included:

- Review of minutes of meetings of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with regulatory and tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management, those charged with governance and internal audit regarding any known or suspected instances of fraud;
  - Obtaining an understanding of the Group's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meetings of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

We also considered potential fraud drivers: including financial or other pressures, opportunity, and personal or corporate motivations. We obtained an understanding of the programmes and controls that the Group has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programmes and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of controls and key areas of estimation uncertainty or judgement.

Independent Auditor's Report continued

Fraud continued

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met defined risk criteria, by agreeing to supporting documentation; and
- Assessing significant estimates made by management for bias by testing key areas of estimation uncertainty or judgement, for example, placement 'back-out' provisions for which we assessed the year end position by reviewing the accuracy of the prior year estimate and by comparing against actual back-outs post year end as set out in the key audit matters section above, and expected credit loss provision for which we assess the reasonableness of assumptions used in context of our understanding of the Group and the industry.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including component auditors who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit. For component auditors, we also reviewed the result of their work performed in this regard.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: 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 Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Sandra Thompson (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK
6 March 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated Income Statement

For the year ended 31 December 2024

	Note	2024 £ millions	2023 £ millions
Revenue	1	**892.1**	1,064.1
Cost of sales		**(570.7)**	(677.3)
Gross profit (net fee income)		**321.4**	386.8
Administrative expenses		**(316.2)**	(360.5)
Operating profit		**5.2**	26.3
Finance income		**0.7**	0.6
Finance costs	2	**(4.6)**	(4.8)
Loss on foreign exchange		**(0.8)**	(1.3)
Profit before taxation	3	**0.5**	20.8
Taxation	5	**(6.5)**	(7.4)
(Loss) profit for the year		**(6.0)**	13.4
Attributable to:			
Owners of the Company		**(6.0)**	13.4
(Loss) earnings per share (pence):	7		
Basic		**(9.1)**	20.1
Diluted		**(9.1)**	19.0

The amounts above relate to continuing operations.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2024

	2024 £ millions	2023 £ millions
(Loss) profit for the year	**(6.0)**	13.4
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of overseas operations	**(6.7)**	(8.6)
Total comprehensive income and expense for the year	**(12.7)**	4.8
Attributable to:		
Owners of the Company	**(12.7)**	4.8

Consolidated Balance Sheet

As at 31 December 2024

	Note	2024 £ millions	2023 £ millions
Non-current assets			
Intangible assets	8	**38.2**	33.8
Property, plant and equipment	9	**11.5**	15.3
Right-of-use asset	10	**61.0**	67.5
Lease receivables	10	**3.7**	4.0
Deferred tax assets	15	**11.1**	11.8
		125.5	132.4
Current assets			
Trade and other receivables	12	**157.5**	182.5
Lease receivables	10	**0.9**	0.8
Corporation tax receivables		**3.5**	4.3
Cash and cash equivalents	17	**68.1**	95.7
		230.0	283.3
Total assets		**355.5**	415.7
Current liabilities			
Trade and other payables	13	**(121.5)**	(148.0)
Corporation tax liabilities		**(3.6)**	(4.8)
Bank overdrafts and borrowings	14	**(15.6)**	(15.8)
Lease liabilities	10	**(18.2)**	(18.0)
Provisions	16	**(1.6)**	(0.7)
		(160.5)	(187.3)
Net current assets		**69.5**	96.0
Non-current liabilities			
Deferred tax liabilities	15	**(0.3)**	(0.2)
Lease liabilities	10	**(54.2)**	(61.2)
Provisions	16	**(2.0)**	(2.1)
		(56.5)	(63.5)
Total liabilities		**(217.0)**	(250.8)
Net assets		**138.5**	164.9
Equity			
Share capital	18	**15.3**	15.3
Share premium		**22.6**	22.6
Other reserves	20	**(70.9)**	(70.9)
Own shares held	20	**(37.4)**	(37.8)
Treasury shares held	20	**(9.1)**	(9.1)
Foreign exchange reserves		**(4.2)**	2.5
Retained earnings		**222.2**	242.3
Equity attributable to owners of the Company		**138.5**	164.9

The accounts on pages 123 to 158 were approved and authorised for issue by the Board of Directors on 6 March 2025 and signed on its behalf by:

David Bower
Chief Financial Officer

Consolidated Cash Flow Statement

For the year ended 31 December 2024

	Note	2024 £ millions	2023 £ millions
Operating profit		**5.2**	26.3
Adjustments for:			
Depreciation and amortisation charges		**23.0**	24.0
Impairment of right-of-use asset		**-**	0.2
Profit on disposal of right of use assets, property, plant and equipment and computer software		**-**	(0.2)
Charge in respect of share-based payment transactions		**1.7**	0.7
Unrealised foreign exchange loss		**(3.9)**	(3.0)
Operating cash flows before movements in working capital		**26.0**	48.0
Decrease in receivables		**19.3**	32.2
Decrease in payables		**(19.1)**	(25.7)
Cash generated from operating activities		**26.2**	54.5
Income taxes paid		**(6.4)**	(9.0)
Net cash from operating activities		**19.8**	45.5
Investing activities			
Interest received		**0.7**	0.6
Investment in intangible assets		**(8.0)**	(7.6)
Purchases of property, plant and equipment		**(2.1)**	(8.3)
Sale of property, plant and equipment		**-**	1.1
Net cash used in investing activities		**(9.4)**	(14.2)
Financing activities			
Equity dividends paid	6	**(15.5)**	(15.8)
Interest paid		**(1.2)**	(1.4)
Principal paid and received on lease liabilities	10	**(17.2)**	(15.9)
Proceeds from financing facility	14	**23.4**	10.4
Repayment of financing facility		**(23.6)**	(20.7)
Share buy-back for cancellation		**-**	(10.0)
Proceeds from exercise of share options		**0.2**	1.2
Net cash used in financing activities		**(33.9)**	(52.2)
Net decrease in cash and cash equivalents		**(23.5)**	(20.9)
Cash and cash equivalents at beginning of year		**95.7**	123.2
Effect of foreign exchange rate changes		**(4.1)**	(6.6)
Cash and cash equivalents at end of year		**68.1**	95.7

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

Group	Share capital £ millions	Share premium £ millions	Other reserves £ millions	Own shares held £ millions	Treasury shares held £ millions	Foreign exchange reserves £ millions	Retained earnings £ millions	Total equity £ millions
Balance at 1 January 2023	15.8	22.6	(71.4)	(40.5)	(9.1)	11.1	255.4	183.9
Profit for the year	–	–	–	–	–	–	13.4	13.4
Foreign currency translation differences	–	–	–	–	–	(8.6)	–	(8.6)
Total comprehensive income and expense for the year	–	–	–	–	–	(8.6)	13.4	4.8
Dividends paid	–	–	–	–	–	–	(15.8)	(15.8)
Credit to equity for equity-settled share-based payments	–	–	–	–	–	–	0.7	0.7
Tax on share-based payment transactions	–	–	–	–	–	–	0.1	0.1
Transfer to own shares held on exercise of equity incentives	–	–	–	1.5	–	–	(1.5)	–
Shares repurchased for cancellation	(0.5)	–	0.5	–	–	–	(10.0)	(10.0)
New shares issued and own shares purchased	–	–	–	1.2	–	–	–	1.2
Balance at 31 December 2023	15.3	22.6	(70.9)	(37.8)	(9.1)	2.5	242.3	164.9
Loss for the year	–	–	–	–	–	–	(6.0)	(6.0)
Foreign currency translation differences	–	–	–	–	–	(6.7)	–	(6.7)
Total comprehensive income and expense for the year	–	–	–	–	–	(6.7)	(6.0)	(12.7)
Dividends paid	–	–	–	–	–	–	(15.5)	(15.5)
Credit to equity for equity-settled share-based payments	–	–	–	–	–	–	1.7	1.7
Tax on share-based payment transactions	–	–	–	–	–	–	(0.1)	(0.1)
Transfer to own shares held on exercise of equity incentives	–	–	–	0.2	–	–	(0.2)	–
Shares repurchased for cancellation	–	–	–	–	–	–	–	–
New shares issued and own shares purchased	–	–	–	0.2	–	–	–	0.2
Balance at 31 December 2024	**15.3**	**22.6**	**(70.9)**	**(37.4)**	**(9.1)**	**(4.2)**	**222.2**	**138.5**

Statement of Accounting Policies

For the year ended 31 December 2024

Accounting policies

Robert Walters plc is a public company limited by shares, incorporated and domiciled in the United Kingdom under the Companies Act.

The financial report for the year ended 31 December 2024 has been prepared in accordance with the historical cost convention and with international accounting standards in conformity with the requirements of the Companies Act 2006 and with UK adopted International Financial Reporting Standards (IFRSs).

The Financial Statements have been prepared on a going concern basis. This is discussed within the Directors' Report on pages 111 to 112.

The principal accounting policies of the Group are summarised below and have been applied consistently in all aspects throughout the current year and preceding year.

The Financial Statements have been presented in UK Pounds Sterling, the functional currency of the Company.

(a) Basis of consolidation

The Group Financial Statements consolidate the Financial Statements of Robert Walters plc and its subsidiary undertakings (investees) drawn up to 31 December each year. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

(b) Goodwill

Goodwill arising on the acquisition of subsidiary undertakings, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is not amortised but reviewed for impairment at least annually. Any impairment is recognised in the Consolidated Income Statement and is not subsequently reversed.

Goodwill arising on acquisitions before the date of transition to IFRSs has been retained at the net 1 January 2004 Pounds Sterling UK GAAP amounts, subject to being tested for impairment at that date. On disposal the attributable amount of goodwill is included in determining the profit or loss on disposal.

(c) Taxation

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

Deferred taxation is accounted for using the balance sheet liability method and on an undiscounted basis. Deferred tax liabilities are generally recognised for all taxable temporary differences (except unremitted earnings from overseas entities which the Group cannot control timing), and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred taxation is reviewed at each balance sheet date and is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantially enacted by the end of the reporting period.

Current and deferred taxation is recognised in the income statement except when the taxation relates to items charged or credited directly to equity, in which case the taxation is also recognised in equity.

Deferred taxation is posted as a credit to the Consolidated Income Statement up to the value of the tax impact of the share-based payment charge, with any excess deferred taxation being posted as a credit to equity.

Statement of Accounting Policies continued

For the year ended 31 December 2024

Accounting policies continued

IFRIC Interpretation 23 uncertainty over Income Tax Treatment

The Group operates in many countries therefore is subject to tax laws in a number of different tax jurisdictions. Management applies judgement in identifying uncertainties over income tax treatments based on interpretations of tax statute and case law, taking into account professional advice and prior experience.

(d) Employee share schemes

The cost of awards made under the Group's employee share schemes is based on the fair value of the shares at the time of grant and is charged to the Consolidated Income Statement on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

Fair value is measured by use of a stochastic model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

(e) Revenue from contracts with customers

Revenue comprises the value of services, net of VAT and other sales-related taxes, provided in the normal course of business. Any expected credit loss provision that may be deemed necessary is treated as an administrative expense. The Group provides a breadth of services to clients with revenue generated by all service offerings, including recruitment process outsourcing, primarily due to the placement of permanent and temporary candidates. There are occasions where the Group will manage the recruitment supply chain on behalf of a client and in such cases a fee is received in respect of the work performed managing a supply chain. This is in accordance with IFRS 15 and is not considered a matter of judgement.

Revenue from the placement of permanent staff on non-retained assignments is recognised at the point in time when a candidate accepts a position and a start date is determined. An earned but not invoiced provision is made for the cancellation of placements prior to or shortly after the commencement of employment based on past experience of this occurring. For retained assignments revenue is recognised in line with completion of defined stages of work and as such the invoice is raised at the time of recognition and a provision is therefore not required.

Revenue from temporary placements represents the amounts billed for the services of temporary staff including the salary costs of those staff. This is recognised as the service is provided, to the extent that the Group is acting as a principal. Where the Group is not considered to act as a principal, the salary costs of the temporary staff are excluded from revenue and only the net margin is recognised as revenue. Revenue in respect of outsourcing and consultancy is recognised as the service is provided, over time.

Robert Walters is acting as a principal for both its permanent and its temporary/interim business and as such presents its revenue gross (i.e. the whole amount collected from the clients) and then it presents its net fee income as gross profit.

Recruitment outsourcing is seen as an agent where it does not make a direct placement (i.e. for temporary and put through) and as such presents its revenue net in the Financial Statements in relation to indirect placements with revenue recognised over time.

Revenue from other rechargeable services (e.g. advertising and advisory services) is recognised when the service is provided.

(f) Gross profit (net fee income)

Gross profit is the total placement fees of permanent candidates, the margin earned on the placement of contract candidates and advertising margin. It also includes the outsourcing and consultancy margin earned by recruitment outsourcing.

(g) Operating profit

Operating profit is the total revenue less the total associated costs incurred in the production of revenue. The only items that are excluded from operating profit are finance costs (including foreign exchange), investment income and expenditure and taxation.

(h) Finance income and finance costs

Interest received is recorded as finance income in the Consolidated Income Statement and included under investing activities in the Consolidated Cash Flow Statement, in the period in which it is receivable.

Interest paid includes interest payable on bank loans and the net unwinding of lease receivables and liabilities, it is recorded as finance costs in the Consolidated Income Statement and is included as part of financing activities in the Consolidated Cash Flow Statement in the period in which it is paid.

Accounting policies continued

(i) Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date, with any gain or loss that may arise as a result being included in net profit or loss for the period.

The results of overseas operations are translated at the average rates of exchange during the period and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising on translation of the opening net assets and the results of overseas operations are dealt with through other comprehensive income and reserves, and recognised as income or as expenses in the period in which an operation is disposed of.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. The Group has elected to treat goodwill and fair value adjustments arising on acquisitions before the date of transition to IFRSs as Pounds Sterling denominated assets and liabilities.

(j) Property, plant and equipment and computer software

Property, plant and equipment and computer software are stated at cost, net of depreciation and amortisation. Depreciation and amortisation are provided on all property, plant and equipment and computer software at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

- Leasehold improvements and right-of-use assets: the shorter of estimated useful life and the period of the lease;
- Motor vehicles: 17.5%;
- Fixtures, fittings and office equipment: 10% to 33.3%; and
- Computer equipment and computer software: 10% to 33.3%.

Depreciation and amortisation are recognised in administrative expenses.

(k) Leases

The Group reviews contracts at inception to identify if the contract is or contains a lease, ensuring that the contract conveys the right to control an identified asset for an agreed period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of the right of use asset includes the lease liability value recognised, directly associated costs in setting up the lease, and contractual costs relating to make good and dilapidation commitments. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The right-of-use assets are also subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments are discounted at an incremental borrowing rate, determined by the average of the risk free rate and property yields for the relevant location, if undisclosed within the lease contract.

The lease payments include fixed payments less any lease incentives receivable, variable lease payments where the rate is defined in the lease agreement, and amounts expected to be paid under residual value guarantees. Variable lease payments that depend on an inflation or undefined rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. The Group also includes lease payments that will fall due under reasonable certain extension options in the initial measurement of the liability.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification. Where the renegotiated lease increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.

Statement of Accounting Policies continued

For the year ended 31 December 2024

Accounting policies continued

Lease receivables

Leases for which the Group is a lessor for sub-letting part of its office space are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

The Group recognises lease receivables at the commencement date of the lease with a third party and is measured at the present value of the lease receivable amount due over the lease term, discounted using the rate from the head lease. Where the right to use the asset transfers to the third party, the Group derecognises the underlying right-of-use asset and updates the future depreciation charge accordingly, with any difference between the net book value of the right-of-use asset and the lease receivable recognised is recognised in the Consolidated Income Statement on the commencement date of the sub-lease.

The lease income includes fixed receivable amounts less any lease incentives payable, variable lease income where the rate is fixed in the contract, and amounts expected to be received under residual value guarantees. Variable lease income that does not depend on a predetermined rate are recognised as income in the period in which the event or condition that triggers the income occurs. Lease income to be received under reasonable certain extension options are also included in the measurement of the asset.

The finance income relating to sublet properties, is included as part of finance costs, such that the net cost of the head lease is presented in the Consolidated Income Statement.

Short-term leases and leases of low-value assets

For short-term leases (lease term of 12 months or less) and leases of low-value assets (less than £3,000), the Group has opted to recognise a lease expense on a straight-line basis as permitted by IFRS 16.

(l) Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

(i) Investments

Investments are shown at cost, less provision for impairment where appropriate.

(ii) Receivables

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using a provision matrix to determine the lifetime expected credit losses. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and ageing. The expected loss rates are based on the Group's historical credit losses experienced over the three-year period prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on factors affecting the Group's clients. For trade receivables, which are reported net; such provisions are recorded in a separate provision account with the movement in the expected loss being recognised within administrative expenses in the Consolidated Income Statement. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

(iii) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

(iv) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities

(v) Other financial liabilities

Other financial liabilities, including borrowings, are measured at fair value, net of transaction costs and subsequently held at amortised cost.

Accounting policies continued

(vi) Pensions
The Group currently contributes to the money purchase pension plans of certain individual Directors and employees. Contributions payable in respect of the year are charged to the Consolidated Income Statement.

(vii) Provisions
A provision is recognised when the Group has a present legal or contractual obligation as a result of a past event for which it is probable that an outflow of resources will be required to settle the obligation and when the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability.

(viii) Derecognition of financial liabilities
The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled, or they expire.

(m) Employee Benefit Trust
Own shares are held by an Employee Benefit Trust (EBT) to satisfy the potential share obligations of the Group. Own shares are recorded at cost and deducted from equity. As the Company is deemed to have control of its EBT, it is treated as a subsidiary and consolidated for the purposes of the consolidated Financial Statements. The EBT's assets (other than investments in the Company's shares), liabilities, income and expenses are included on a line-by-line basis in the consolidated Financial Statements.

New standards, interpretations and amendments adopted from 1 January 2024

The Group has applied the following new and revised relevant IFRSs during the year:

IAS 1 (amendments) - Classification of Liabilities as Current or Non-current
In January 2020, the IASB issued amendments to IAS 1, which are intended to clarify the requirements that an entity applies in determining whether a liability is classified as current or non-current. The amendments are intended to be narrow-scope in nature and are meant to clarify the requirements in IAS 1 rather than modify the underlying principles. The amendments include clarifications relating to: how events after the end of the reporting period affect liability classification; what the rights of an entity must be in order to classify a liability as non-current; how an entity assesses compliance with conditions of a liability (e.g. bank covenants); and how conversion features in liabilities affect their classification. Amendments to IAS 1 is effective for annual reporting periods beginning on or after 1 January 2024.

Developments in accounting standards/IFRSs

At the date of authorisation of these Financial Statements, the Group has not applied the following new and revised relevant IFRSs that have been issued but are not yet effective. The Group is assessing the impact and does not expect any material impact on the Group's financial statements to arise from the below developments:

IFRS 18	Presentation and Disclosure in Financial Statements
IFRS 9 and IFRS 7 (amendments)	Amendments to the Classification and Measurement of Financial Instruments

IFRS 18 Presentation and Disclosure in Financial Statements
IFRS 18 Presentation and Disclosure in Financial Statements, issued by the IASB, replaces IAS 1 Presentation of Financial Statements.

IFRS 18 sets out significant new requirements for how financial statements are presented, with particular focus on the statement of profit or loss, including requirements for mandatory sub-totals to be presented, aggregation and disaggregation of information, as well as disclosures related to management-defined performance measures.

Although IFRS 18 introduces significant changes to financial statement presentation, there are some requirements of IAS 1 brought forward into IFRS 18 without significant changes including: what constitutes a complete set of financial statements; frequency of reporting; comparative information; offsetting criteria; most statements of financial position requirements; classification of assets and liabilities as current vs non-current; statement of comprehensive income requirements; statement of changes in equity and cash flow requirements; and capital disclosures.

Statement of Accounting Policies continued

For the year ended 31 December 2024

Developments in accounting standards/IFRSs continued

The areas of significant change introduced by IFRS 18 are:

- Classifies income and expenses into five categories including operating, investing, financing, income tax, discontinued operations. The operating category being the residual category if income and expenses are not classified into other categories.
- Introduces two new mandatory subtotals in the statement of profit or loss including operating profit/loss and profit/loss before financing and income tax.
- Introduces requirements to improve labelling, aggregation and disaggregation including new disclosure requirements for operating expenses.
- Introduces the concept of Management-defined Performance Measures (MPMs) and will require certain disclosures about MPMs in the financial statements.

IFRS 18 has also resulted in certain consequential amendments to IAS 7 Statements of Cash Flows as below:

- Uses operating profit or loss as the starting point for the indirect method of reporting cash flows from operating activities.
- Eliminates the accounting policy choice for interest and dividend received and expects companies to classify interest and dividend cash inflows as investing activities, except for companies with specified main business activities.
- Eliminates the accounting policy choice for interest paid and will expect entities to classify interest cash outflows as financing activities, except for entities with specified main business activities.
- Eliminates the accounting policy choice for dividend paid. Companies are expected to classify dividend paid as financing activities.

The standard will be effective for annual reporting periods beginning on or after 1 January 2027 with restatement of the comparative period being required. Earlier application is permitted provided that this fact is disclosed.

Consequential amendments to IAS 34 will require an entity to present each of the required headings and subtotals prescribed for the statement of profit or loss in its condensed interim financial statements in the first year of applying IFRS 18.

IFRS 9 and IFRS 7 (amendments) – Amendments to the Classification and Measurement of Financial Instruments
The IASB issued Amendments to the Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7 as response to the matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9 Financial Instruments.

The Amendments address the following:

- The classification of financial assets:
  - Provide guidance on the assessment of whether contractual cash flows are consistent with a basic lending arrangement. It is primarily to address stakeholder concerns on the classification of financial assets with environmental, social and corporate governance (ESG) and similar features.
  - Financial assets with non-recourse features: Clarify for a financial asset has non-recourse features if an entity's ultimate right to receive cash flows is contractually limited to the cash flows generated by specified assets.
  - Contractually linked instruments: Clarify the characteristics of contractually linked instruments and some transactions that may contain multiple debt instruments and appear to have the characteristics of contractually linked instruments are in fact lending arrangements structured to provide enhanced credit protection to the creditor.
- Derecognition of liabilities settled through electronic payment systems:

  When settling a financial liability in cash using an electronic payment system, it is permitted that an entity to deem the financial liability to be discharged before the settlement date if it meets certain specified criteria.
- Disclosures:

Amend IFRS 7 Financial Instruments: Disclosures to introduce disclosure requirements related to investments in equity instruments designated at fair value through other comprehensive income and contractual terms that could change the amount of contractual cash flows.

The Amendments are effective for annual reporting periods beginning on or after 1 January 2026, with earlier application permitted. The early application is only permitted to the amendments related to classification of financial assets.

Key sources of estimation uncertainty
Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Due to inherent uncertainty involved in making estimates and assumptions, actual outcomes could differ from those assumptions and estimates.

- Revenue recognition: revenue from the placement of permanent staff is recognised when a candidate accepts a position and a start date is determined. A provision is made by management, based on historical evidence, for the proportion of those placements where the candidate is expected to reverse their acceptance prior to the start date. As disclosed in note 12, the provision made in 2024 is £1.3m (2023: £1.5m). The Group does not expect changes to the provision to have a material impact on the Financial Statements of the Group, but it has been disclosed due to the large estimate.
- Revenue from temporary placements, which is the amount billed for the services of temporary staff, is recognised when the service has been provided. Rate cards are used, particularly in the recruitment outsourcing business, to determine the temporary worker rates and to calculate the amounts to be billed. An estimate is made by management where it is believed that temporary staff have provided the service before year-end, but where no timesheet has been received. Based on historical experience, the Group would not expect changes to the actual outcome to have a material impact on the Financial Statements of the Group.
- Expected credit losses: the Group applies a risk rating based on industry and market trends and a probability of default to its trade receivables and contract assets. A provision is then made by management, based on historical evidence and the risk assessment. As disclosed in note 17, the provision made in 2024 is £2.9m (2023: £3.1m). The Group does not expect movement in the provision to have a material impact on the Financial Statements of the Group, but it has been disclosed as it is a large estimate.

Critical accounting judgements
Management has identified the timing of revenue recognition, deferred tax assets and lease terms as critical judgements in arriving at the amounts recognised in the Group's Financial Statements.

- Revenue recognition: revenue in respect of permanent placements is deemed to be earned when a candidate accepts a position and a start date is agreed, but prior to employment commencing. In making this judgement, management considered that at the point of acceptance and a start date being agreed, the control is transferred to the client for onboarding of the candidate and therefore the performance obligations are satisfied at that point in time.
- Deferred tax assets: deferred tax assets are recognised to the extent that their utilisation is probable. The utilisation of deferred tax assets will depend on whether it is possible to generate sufficient taxable income in the respective tax type and jurisdiction, taking into account any legal restrictions on the length of the loss-carry forward period. Various factors are used to assess the probability of the future utilisation of deferred tax assets, including past operating results, operational plans, loss-carry forward periods, and tax planning strategies. In making this judgement, management reviewed the recoverable amount of the deferred tax assets carried by certain tax entities with significant tax loss carry forwards.
- Determining the lease term of contracts with renewal and termination options: the Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Notes to the Group Accounts
For the year ended 31 December 2024

1. Segmental information
i) Segment analysis by geography

	Revenue £ millions	Gross profit (net fee income) £ millions	Operating profit £ millions
2024			
Asia Pacific	396.5	138.8	6.0
UK	211.3	50.4	(1.4)
Europe	248.5	105.7	5.5
Rest of World	35.8	26.5	(4.9)
	892.1	**321.4**	**5.2**
2023			
Asia Pacific	484.9	167.9	19.3
UK	254.9	60.9	(0.4)
Europe	281.9	126.3	11.4
Rest of World	42.4	31.7	(4.0)
	1,064.1	386.8	26.3

	Property, plant & equipment £ millions	Intangibles £ millions	Right-of-use £ millions	Non current assets £ millions	Lease liabilities £ millions
2024					
Asia Pacific	4.0	8.2	18.4	36.5	(20.8)
UK	2.5	30.0	12.4	51.8	(17.1)
Europe	4.4	-	28.2	33.9	(31.8)
Rest of World	0.6	-	2.0	3.3	(2.7)
	11.5	**38.2**	**61.0**	**125.5**	**(72.4)**
2023					
Asia Pacific	5.8	8.2	19.7	40.7	(21.8)
UK	3.6	25.6	14.7	49.9	(20.1)
Europe	5.1	-	30.4	36.3	(33.5)
Rest of World	0.8	-	2.7	5.5	(3.8)
	15.3	33.8	67.5	132.4	(79.2)

The analysis of revenue by destination is not materially different to the analysis by origin.
The Group is divided into geographical areas for management purposes, and it is on this basis that the segmental information has been prepared.

1. Segmental information continued

ii) Segment analysis by service line

	2024 £ millions	2023 £ millions
Revenue:		
Specialist professional recruitment	**705.4**	836.0
Recruitment outsourcing	**186.7**	228.1
	892.1	1,064.1

ii) Segment analysis by revenue type

	2024 £ millions	2023 £ millions
Revenue:		
Permanent	**197.0**	242.7
Temporary	**521.9**	628.9
Interim	**128.5**	128.7
Other	**44.7**	63.8
	892.1	1,064.1

2. Finance costs

	Note	2024 £ millions	2023 £ millions
Interest on financing facilities		**1.2**	1.4
Lease interest (net)	10	**3.4**	3.4
Total borrowing costs		**4.6**	4.8

3. Profit before taxation

	2024 £ millions	2023 £ millions
Profit is stated after charging:		
Auditor's remuneration – BDO LLP (as auditor)		
– Fees payable to the Company's auditor for the audit of the Company's annual accounts	**0.1**	0.1
– The audit of the Company's subsidiaries pursuant to legislation	**1.0**	1.0
Total audit fees	**1.1**	1.1
– Audit related assurance services	**-**	-
– Other services supplied pursuant to legislation	**0.1**	0.1
Total non-audit fees	**0.1**	0.1
Total fees	**1.2**	1.2
Depreciation and amortisation of assets - owned	**8.6**	8.9
Depreciation of right-of-use assets	**14.4**	15.1
Profit on disposal of property, plant and equipment and computer software	**-**	(0.2)
Impairment of right-of-use assets	**-**	0.2
Impairment of trade receivables (net)	**0.3**	0.4
Expense relating to short-term leases	**1.8**	1.3
Foreign exchange loss	**0.8**	1.3

Notes to the Group Accounts continued
For the year ended 31 December 2024

4. Staff costs

	2024 Number	2023 Number
The average monthly number of employees of the Group (including Executive Directors) during the year was:		
Group employees	**3,619**	4,266

The Group's closing headcount at 31 December 2024 was 3,294 (2023: 3,980).

	2024 £ millions	2023[1] £ millions
Their aggregate remuneration comprised:		
Wages and salaries	**207.7**	243.4
Social security costs	**23.0**	26.3
Other pension costs	**8.4**	8.3
Cost of employee share options and awards	**1.7**	0.7
	240.8	278.7

The gain made on share options by the Directors during the year was nil (2023: nil). Full details of the Directors' remuneration are given in the Report of the Remuneration Committee on page 88.

1. The allocation of staff costs has been restated during 2024 to include all elements of variable pay, this has resulted in £18.4m of costs being allocated to wages and salaries for 2023.

5. Taxation

	2024 £ millions	2023 £ millions
Current tax charge		
Corporation tax – UK	**-**	-
Corporation tax – Overseas	**7.3**	9.3
Adjustments in respect of prior years		
Corporation tax – UK	**-**	(0.2)
Corporation tax – Overseas	**(1.0)**	0.2
	6.3	9.3
Deferred tax		
Deferred tax – UK	**(1.5)**	0.1
Deferred tax – Overseas	**(0.1)**	(2.6)
Adjustments in respect of prior years		
Deferred tax – UK	**0.3**	(0.6)
Deferred tax – Overseas	**1.5**	1.2
	0.2	(1.9)
Total tax charge for the year	**6.5**	7.4
Profit before taxation	**0.5**	20.8
Tax at standard UK corporation tax rate of 25.0% (2023: 23.5%)	**0.1**	4.9
Effects of:		
Unrelieved losses	**3.9**	1.6
Tax exempt income and other expenses not deductible	**0.1**	(0.4)
Other timing difference	**1.0**	(0.1)
Overseas earnings taxed at different rates	**0.5**	0.8
Adjustments to tax charges in previous years	**0.8**	0.6
Impact of tax rate change	**0.1**	-
Total tax charge for the year	**6.5**	7.4

Tax recognised directly in equity		
Tax on share-based payment transactions	**0.1**	(0.1)

For the year ended 31 December 2024, the Group was subject to UK corporation tax at a rate of 25% (2023: 23.5%). The effective tax rate of the Group is higher than the standard UK rate of 25% primarily due to the mix of losses and profits during the year, with profits made in countries with higher tax rates such as in Japan and the impact of adjustments to accounting profits in the tax calculation including movement in deferred tax asset, mainly unrecognised current year losses, for which no deferred tax asset has been recognised. No deferred tax asset is recognised on the unremitted earnings of overseas subsidiaries when no distribution of the earnings have been committed.

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes except to the extent that it relates to items recognised directly in equity.

Notes to the Group Accounts continued

For the year ended 31 December 2024

5. Taxation continued

The Global Anti-Base Erosion rules, namely the Pillar Two model rules, which implement the global minimum effective tax regime is effective for the Group's financial year beginning 1 January 2024. As the Group is in scope of the legislation, it has assessed its potential exposure to Pillar Two income taxes by performing a review based on recent Group Consolidated financial statements and Country by Country Reporting, covering periods ending 31 December 2023 and on draft numbers for the year ending 31 December 2024. Based on the preliminary assessment, the Pillar Two effective tax rates in most jurisdictions in which the Group operates are above 15% or the transitional safe harbour relief is expected to apply. As a result, no corporation tax liability has been recognised under the Pillar Two model rules in 2024.

6. Dividends

	2024 £ millions	2023 £ millions
Amounts recognised as distributions to equity holders in the year:		
Interim dividend paid of 6.5p per share (2023: 6.5p)	**4.3**	4.3
Final dividend for 2023 of 17.0p per share (2022: 17.0 p)	**11.2**	11.5
	15.5	15.8
Proposed final dividend for 2024 of 17.0p per share (2023: 17.0p)	**11.2**	11.2

The proposed final dividend of £11.2m is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

7. Earnings per share

The calculation of earnings per share is based on the profit for the year attributable to equity holders of the Parent and the weighted average number of shares of the Company.

	2024 Number of shares	2023 Number of shares
Weighted average number of shares:		
Shares in issue throughout the year	**76,429,714**	78,928,095
Shares issued in the year	**1,512**	631
Shares cancelled during the year	**-**	(1,121,137)
Treasury and own shares held	**(10,677,080)**	(11,022,701)
For basic earnings per share	**65,754,146**	66,784,888
Dilutive impact of outstanding share options	**-**	3,700,484
For diluted earnings per share	**65,754,146**	70,485,372

The total number of options in issue is disclosed in note 19.

	2024 £ millions	2023 £ millions
(Loss) profit for the year attributable to equity holders of the Parent	**(6.0)**	13.4

(Loss) earnings per share (pence):	2024	2023
Basic	**(9.1)**	20.1
Diluted	**(9.1)**	19.0

8. Intangible assets

	Goodwill £ millions	Computer software £ millions	Total £ millions
Cost:			
At 1 January 2023	8.1	28.7	36.8
Additions	–	7.9	7.9
Disposals	–	(0.9)	(0.9)
Foreign currency translation differences	(0.1)	(0.1)	(0.2)
At 31 December 2023	**8.0**	**35.6**	**43.6**
Additions	–	8.3	8.3
Disposals	–	(0.8)	(0.8)
Foreign currency translation differences	–	(0.1)	(0.1)
At 31 December 2024	**8.0**	**43.0**	**51.0**
Accumulated amortisation:			
At 1 January 2023	–	7.5	7.5
Charge for the year	–	3.3	3.3
Disposals	–	(0.9)	(0.9)
Foreign currency translation differences	–	(0.1)	(0.1)
At 31 December 2023	**-**	**9.8**	**9.8**
Charge for the year	–	3.9	3.9
Disposals	–	(0.8)	(0.8)
Foreign currency translation differences	–	(0.1)	(0.1)
At 31 December 2024	**-**	**12.8**	**12.8**
Carrying value:			
At 1 January 2023	8.1	21.2	29.3
At 31 December 2023	8.0	25.8	33.8
At 31 December 2024	**8.0**	**30.2**	**38.2**

Goodwill Impairment Review

The carrying value of goodwill primarily relates to the acquisitions of Talent Spotter in China in 2008 (£1,202,000) and the Dunhill Group in Australia in 2001 (£6,847,000).

Goodwill is tested annually for impairment, or more frequently if there are indications that goodwill might be impaired. The recoverable amount of the goodwill is based on value-in-use in perpetuity, the cash generating units to which the goodwill is assigned being Australia and China. The key assumptions in the value-in-use are those regarding expected changes to cash flow during the period, growth rates, discount rates and the impact of uncertainty in the macro-economic environment.

Estimated cash flow forecasts are derived from the Group's most recent financial budget for the current year, together with estimates for future net fee income and cost growth rates. Historically, the Group has used a three year forecast horizon to undertake the annual impairment assessment. In light of the current activity levels experienced across global hiring markets, and the Group's historical knowledge and experience of how hiring markets recover from such periods of low hiring market activity as now, and hence the phase of the recruitment cycle the Group is currently in, the impairment assessment period has been extended to five years.

Consequently, the forecast for revenue and costs approved by the Board for the purposes of undertaking the impairment assessment, reflect the latest expectations on when hiring markets are likely to recover, the impact of uncertainty in the macro-economic environment, and management expectations based on past experience of fluctuations in the level of activity in hiring markets.

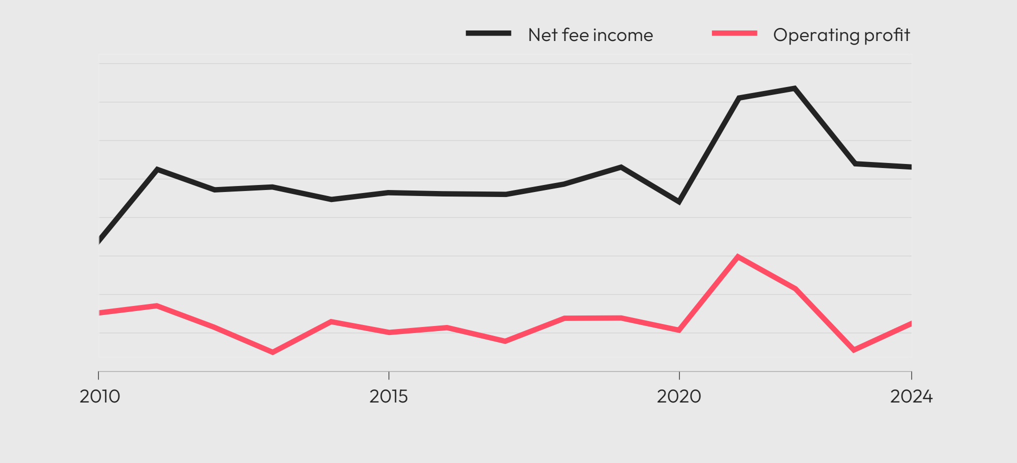
Notes to the Group Accounts continued

For the year ended 31 December 2024

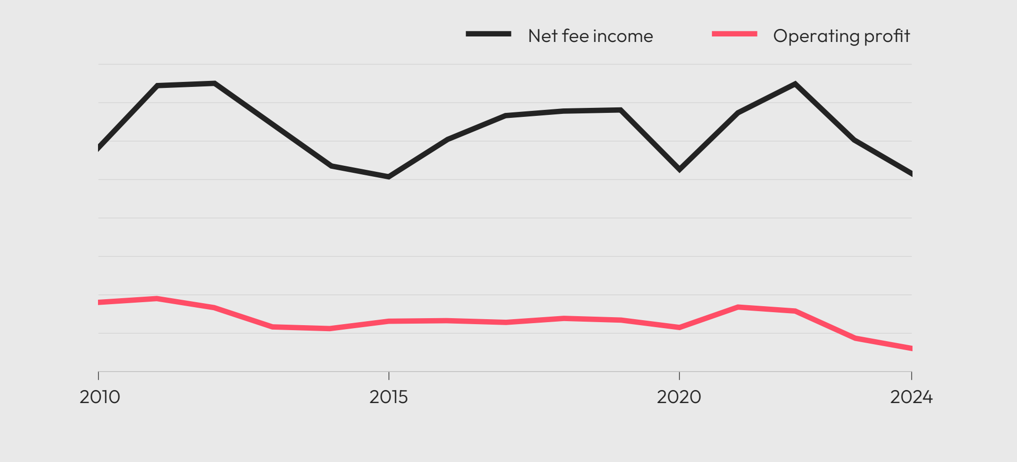
8. Intangible assets continued

Goodwill Impairment Review continued

China



Australia



8. Intangible assets continued

Goodwill Impairment Review continued

Although some of the growth rates included in the forecast period, being 4% to 10% for Australia and 2% for China, exceed the long-term growth rate for the respective economy, these growth rates are considered appropriate, as indicated in the charts, based on the growth rates previously experienced as hiring markets have recovered from periods of slow activity.

The value of the cash flows from these forecasts is then discounted at a post-tax rate of 11.8% (pre-tax rate of 16.9%) for Australia and 12.1% (pre-tax rate of 16.1%) for China, based on the Group's estimated weighted average cost of capital, risk adjusted dependent on the location of goodwill. The discount rate for the forecast from year five onwards has also been adjusted for a terminal growth rate of 2.1 % for Australia and 4.6% for China. On this basis, no impairment was identified.

Management has undertaken sensitivity analysis, taking into consideration the impact of potential variations in key assumptions. This included delaying the market recovery to 2027 and 2028 and hence pushing out cash flow improvements by 12 to 24 months. In addition, another sensitivity looked at reducing the cash flow in each year of the forecast by 10% in absolute terms. While the lower growth rates assumed in the sensitivity analysis on net fee income may suggest an impairment could be required, this was only the case if no further action was taken with regards to the operating cost base.

Specifically, and as evidenced by action taken through 2024, where operating costs have been reduced by £0.6m in China and £3.0m in Australia in response to the continued suppressed market activity, management would take further action with regards to variable costs in response to the lower net fee income environment should that arise.

In particular, a further reduction in operating costs of 9% in Australia on an annualised basis, would be sufficient to improve cashflows sufficiently such that the risk of impairment is removed. Strategically, we continue to position the business to optimise its performance through the economic cycle, specifically to be able to capitalise on the recovery in the labour market when it comes.

In addition to the sensitivity analysis done on the cash flow, management has also undertaken sensitivity analysis on the discount rates. The discount rates would need to increase from 16.9% to 28.9% in Australia and from 16.1% to 89.0% in China for the carrying amount and the recoverable amount to be equal on the base case scenarios.

Notes to the Group Accounts continued
For the year ended 31 December 2024

9. Property, plant and equipment

	Leasehold improvements £ millions	Fixtures, fittings and office equipment £ millions	Computer equipment £ millions	Total £ millions
Cost:				
At 1 January 2023	10.3	19.8	13.8	43.9
Additions	0.5	6.2	1.4	8.1
Transfers	(1.1)	1.1	–	–
Disposals	(2.5)	(2.7)	(2.5)	(7.7)
Foreign currency translation differences	(0.5)	(0.7)	(0.5)	(1.7)
At 31 December 2023	**6.7**	**23.7**	**12.2**	**42.6**
Additions	0.3	0.7	0.6	1.6
Transfers	–	–	–	–
Disposals	(0.8)	(1.7)	(1.4)	(3.9)
Foreign currency translation differences	(0.3)	(1.1)	(0.4)	(1.8)
At 31 December 2024	**5.9**	**21.6**	**11.0**	**38.5**
Accumulated depreciation and impairment:				
At 1 January 2023	7.3	11.4	10.9	29.6
Charge for the year	0.7	3.1	1.8	5.6
Disposals	(2.5)	(1.7)	(2.5)	(6.7)
Foreign currency translation differences	(0.4)	(0.4)	(0.4)	(1.2)
At 31 December 2023	**5.1**	**12.4**	**9.8**	**27.3**
Charge for the year	0.6	2.3	1.8	4.7
Disposals	(0.8)	(1.7)	(1.4)	(3.9)
Foreign currency translation differences	(0.2)	(0.6)	(0.3)	(1.1)
At 31 December 2024	**4.7**	**12.4**	**9.9**	**27.0**
Carrying value:				
At 1 January 2023	3.0	8.4	2.9	14.3
At 31 December 2023	1.6	11.3	2.4	15.3
At 31 December 2024	**1.2**	**9.2**	**1.1**	**11.5**

10. Leases

Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases where the Group is a lessee:

Right-of-use assets	Buildings £ millions	Vehicles £ millions	Total £ millions
At 1 January 2023	68.9	2.7	71.6
Additions	11.9	2.8	14.7
Lease modifications	3.9	–	3.9
Depreciation charge for the year	(13.4)	(1.7)	(15.1)
Impairment	(0.2)	–	(0.2)
Disposal	(4.9)	–	(4.9)
Foreign currency translation differences	(2.4)	(0.1)	(2.5)
At 31 December 2023	**63.8**	**3.7**	**67.5**
Additions	3.0	1.8	4.8
Lease modifications	5.5	–	5.5
Depreciation charge for the year	(12.5)	(1.9)	(14.4)
Impairment	–	–	–
Disposal	–	–	–
Foreign currency translation differences	(2.3)	(0.1)	(2.4)
At 31 December 2024	**57.5**	**3.5**	**61.0**

No impairment loss was recognised in 2024 (2023: a loss of £0.2m was recognised relating to the sublet of office space for the UK and USA operations).

The lease modifications in the year of £5.5m (2023: £3.9m) relates to extensions of existing office leases that were signed in the year.

There were disposals of buildings and vehicle assets during the year relating to the completion of the lease, as such the Group has returned the assets to the lessor during the year. There is no change in the net book value of the asset in relation to these transactions.

For impairment reviews, where an asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash generating unit (CGU) to which the asset belongs. With respect to leases, as a talent solutions provider, cash inflows cannot be attributed solely and independently to the lease so the lowest identifiable CGU would be the business unit as a whole. As such the recoverable amount of the CGU is based on value-in-use in perpertuity and is not limited to the lease period.

The key assumptions in the value-in-use are those regarding expected changes to cash flow during the period, growth rates and discount rates.

Estimated cash flow forecasts are derived from the most recent financial budgets and an assumed average net fee income and cost growth rate of between 10-15% for years two to four and then between 1-5% depending on location, for year five onwards which is not greater than GDP growth. (2023: between 10-15% for years two and three, 0-5% for year four onwards). The forecast for revenue and costs as approved by the Board reflects the latest industry forecasts, the impact of uncertainty in the macro-economic environment and management expectations based on past experience. Although the growth rates of 10-15% exceeds the long-term growth rate for the economy, the growth rates are considered appropriate based on the expected future growth rate of the business.

The value of the cash flows is then discounted at a post-tax rate range of 12.5% and 17.4% (pre-tax rate range of 9.9% and 12.1%) (2023: 9.0% and 10.1% (pre-tax rate range of 12.9% and 14.4%)), based on the CGU's estimated weighted average cost of capital and risk adjusted depending on the location of the right-of-use asset.

Management has undertaken sensitivity analysis taking into consideration the impact in key assumptions. This included reducing the cash flow growth from year two onwards by 0%, 10% and 20% in absolute terms. The sensitivity analysis shows no impairment charge would arise under each scenario.

Notes to the Group Accounts continued

For the year ended 31 December 2024

10. Leases continued

Lease receivables and lease liabilities

Lease Receivables	2024 £ millions	2023 £ millions
Current	**0.9**	0.8
Non-current[1]	**3.7**	4.0
At 31 December	**4.6**	4.8

1. Of the non-current lease receivable, £2.8m relates to receivables between 2 and 5 years (2023: £3.0m).

In 2023, the Group entered into financing lease arrangements as a lessor to sublet office space from the UK and USA operations.

These lease contracts contain extension and early termination options.

Lease Liabilities	2024 £ millions	2023 £ millions
Current	**(18.2)**	(18.0)
Non-current[1]	**(54.2)**	(61.2)
At 31 December	**(72.4)**	(79.2)

1. Of the non-current lease liability, £42.9m relates to liabilities between 2 and 5 years (2023: £43.9m).

Amounts recognised in the Consolidated Income Statement

The statement of profit or loss shows the following amounts relating to leases:

	2024 £ millions	2023 £ millions
Depreciation charge of right-of-use assets	**14.4**	15.1
Interest expense (included in finance cost)	**3.6**	3.5
Interest receivable (included in finance cost)	**(0.2)**	(0.1)
Expense relating to short-term leases (included in administrative expenses)	**1.8**	1.3
Total charges in relation to leases	**19.6**	19.8

The total cash outflow for leases in 2024 was £18.0m (2023: £16.1m). The total cash inflow for leases in 2024 was £0.8m (2023: £0.3m).

10. Leases continued

The Group's leasing activities and how these are accounted for

The leases held by the Group primarily relate to offices, equipment and vehicles. Rental contracts are typically made for fixed periods of four months to ten years. The Group sometimes negotiates break clauses and extension options into the rental contracts. This allows the Group to manage its risk arising from lease contracts and maximise the operational flexibility in terms of managing the assets used in the Group's operations. Approximately 30% of the Group's leases contain extension options of a two to five year period. The lease receivable relates to offices subsequently sublet to a third party.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments, less any lease incentives receivable; and
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date.

Lease receivables include the net present value of the following lease income receivable:

- fixed income, less any lease incentives payable; and
- variable lease income receivable that are based on an index or a rate, initially measured using the index or rate as at the commencement date.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. Lease receivables to be secured under reasonably certain extension options are also included in the measurement of the asset. On renegotiation of an existing lease, the Group will recognise any movement in the lease depending on the nature of the modification. Further details can be found in the accounting policies on page 130.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease income and payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The right-of-use assets are also subject to impairment.

For short-term leases (lease term of 12 months or less) and leases of low-value-assets (less than £3,000), the Group has opted to recognise a lease expense on a straight-line basis as permitted by IFRS 16.

Notes to the Group Accounts continued

For the year ended 31 December 2024

11. Group investments

Subsidiary undertaking	Effective ownership of ordinary shares	Principal activity
Robert Walters Pty Limited	100%	Recruitment consultancy
Robert Walters Australia Pty Limited	100%	Recruitment consultancy
Resource Solutions Corporation Pty Limited	100%	HR outsourcing services
Robert Walters SA	100%	Recruitment consultancy
Robert Walters People Solutions SA	100%	Recruitment consultancy
Robert Walters Brazil Limitada	100%	Recruitment consultancy
Robert Walters Canada Inc	100%	Recruitment consultancy
Robert Walters Chile SpA	100%	Recruitment consultancy
Walters People Chile Empresa de Servicios Transitorios SpA	100%	Recruitment consultancy
Robert Walters Business Consulting (Shanghai) Ltd Company	100%	Recruitment consultancy
Robert Walters Talent China Limited	100%	Recruitment consultancy
RS Resourcing S.r.o	100%	HR outsourcing services
Robert Walters SAS	100%	Recruitment consultancy
Walters People SAS	100%	Recruitment consultancy
Robert Walters Germany GMBH	100%	Recruitment consultancy
RS Resource Solutions GMBH	100%	HR outsourcing services
Resource Solutions Consulting (Hong Kong) Limited	100%	HR outsourcing services
Robert Walters (Hong Kong) Limited	100%	Recruitment consultancy
Resource Solutions India Private Limited	100%	HR outsourcing services
Resource Solutions Consulting Private Limited	100%	HR outsourcing services
PT. Robert Walters Indonesia[1]	49%	Recruitment consultancy
Robert Walters Limited	100%	Recruitment consultancy
Robert Walters Italy s.r.l.	100%	Recruitment consultancy
Robert Walters Japan KK	100%	Recruitment consultancy
Resource Solutions Japan KK	100%	HR outsourcing services
Robert Walters Arabia for Business Services	100%	Business Consulting Services
Robert Walters Resource Solutions Sdn Bhd	100%	HR outsourcing services
Agensi Pekerjaan Walters Sdn Bhd[1]	49%	Recruitment consultancy
Robert Walters Mauritius Limited	100%	Recruitment Consultancy
Robert Walters Mexico S. de R.L. de C.V.	100%	Recruitment consultancy
Walters People BV	100%	Recruitment consultancy
Robert Walters BV	100%	Recruitment consultancy
SAI Holdings BV[2]	100%	Holding Company
Robert Walters New Zealand Limited	100%	Recruitment consultancy
Resource Solutions Global Service Centre (Philippines), Inc.	100%	HR outsourcing services
Resource Solutions sp. z o.o.	100%	HR outsourcing services
Robert Walters Portugal Unipessoal Lda	100%	Recruitment consultancy

1. The holdings for Agensi Pekerjaan Walters Sdn Bhd and PT. Robert Walters Indonesia are 49%, however they are deemed 100% controlled.
2. Direct holdings of Robert Walters plc.

Country of incorporation	Registered address
Australia	Level 23, Queen & Collins Tower, 376-390 Collins Street, Melbourne VIC 3000, Australia
Australia	Level 23, Queen & Collins Tower, 376-390 Collins Street, Melbourne VIC 3000, Australia
Australia	Level 23, Queen & Collins Tower, 376-390 Collins Street, Melbourne VIC 3000, Australia
Belgium	Avenue Louise 326, 10th Floor, Brussels, 1050, Belgium
Belgium	Avenue Louise 326, 10th Floor, Brussels, 1050, Belgium
Brazil	Estado de Sao Paulo, na Rua do Rócio, n° 350, Edificio Atrium IX, Conjunto n° 41, 4° Andar, CEP 04552-000
Canada	145 King Street West, Suite 720, Toronto, Ontario M5X
Chile	Av. El Bosque Central 92, piso 6, Las Condes, Santiago, Chile
Chile	Av. El Bosque Central 92, piso 6, Las Condes, Santiago, Chile
China	Unit 2207A, No. 1601 West Nanjing Road, JingAn District, Shanghai, PRC
China	Unit 2206, 2207B, No. 1601 West Nanjing Road, JingAn District, Shanghai, PRC
Czech Republic	Nádražní 344/23, Smíchov 150 00 Prague 5, Czech Republic
France	6-8 rue Pergolèse, 75116, Paris, France
France	6-8 rue Pergolèse, 75116, Paris, France
Germany	Fuerstenwall 172, 40217 Dusseldorf, Germany
Germany	Main Tower, Neue Mainzer Str. 52-58, 60311, Frankfurt am Main, Germany
Hong Kong	Unit 2001, 20/F, Nexxus Building, 41 Connaught Road Central, Hong Kong
Hong Kong	Unit 2001, 20/F, Nexxus Building, 41 Connaught Road Central, Hong Kong
India	12th Floor, My Home Twitza, Plot Nos, 30/A, Survey No,83/1,APIIC Hyderabad knowledge City, Raidurg(Panmaqtha)Village, Seriligampally Mandal, Ranga Reddy Dist., Hyderabad, Telangana – 500081
India	12th Floor, My Home Twitza, Plot Nos, 30/A, Survey No,83/1,APIIC Hyderabad knowledge City, Raidurg(Panmaqtha)Village, Seriligampally Mandal, Ranga Reddy Dist., Hyderabad, Telangana – 500081
Indonesia	World Trade Centre 3, 18th Floor, Jl. Jend. Sudirman Kav. 29-31 Jakarta 12920, Indonesia
Ireland	2 Dublin Landings, North Wall Quay, Dublin 1 Dublin, D D01 V4A3, Ireland
Italy	Via Giuseppe Mazzini 9, CAP 20123, Milano, Italy
Japan	Shibuya Minami Tokyu Building, 14th Floor 3-12-18 Shibuya, Shibuya-ku, Tokyo, 150-0002
Japan	Ebisu Garden Place, 16th Floor, 4-20-3 Ebisu, Shibuya-ku, Tokyo 150-6018
Kingdom of Saudi Arabia	B, 2nd floor, 3141 Anas Ibn Malik, Al Malqa, Riyadh
Malaysia	Suite 1005, 10th Floor Wisma Hamzah-Kwong Hing, No. 1 Leboh Ampang 50100 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia
Malaysia	B4-3A-6 Solaris Dutamas, No 1 Jalan Dutamas 1, 50480, Kuala Lumpur, Malaysia
Mauritius	Chemin Vingt Pieds, 5th Floor, La Croisette Grand Bay Mauritius
Mexico	Bosque de Duraznos 69 Torre A 1101-C, Bosque de las Lomas, Miguel Hidalgo, Ciudad de México, Mexico
Netherlands	WTC, TowerTen, Strawinskylaan 1057, Amsterdam, 1077 XX
Netherlands	WTC, TowerTen, Strawinskylaan 1057, Amsterdam, 1077 XX
Netherlands	Herikerberweg 283, 1101CM, Amsterdam, The Netherlands
New Zealand	Level 15, 2 Hunter Street Wellington 6011
Philippines	37/F Philamlife Tower, 8767 Paseo De Roxas Makati City, Manila 1226
Poland	Grzybowska 2/29, 00-131 Warszawa, Poland
Portugal	Avenida da Liberdade 190 3°B, 1269-046, Lisboa, Portugal

Notes to the Group Accounts continued

For the year ended 31 December 2024

11. Group investments continued

Subsidiary undertaking	Effective ownership of ordinary shares	Principal activity
Resource Solutions Consulting (Singapore) Pte Ltd	100%	HR outsourcing services
Robert Walters (Singapore) Pte Ltd	100%	Recruitment consultancy
Robert Walters South Africa Proprietary Limited	100%	Recruitment consultancy
K2018112216 (South Africa) (Pty) Ltd (t/a Resource Solutions South Africa)	100%	Recruitment consultancy
Robert Walters Korea Limited	100%	Recruitment consultancy
Robert Walters Holding SAS Sucursal En Espana	100%	Recruitment consultancy
Walters People Sociedad Limitada Empresa de Trabajo Temporal	100%	Recruitment consultancy
Robert Walters Switzerland AG	100%	Recruitment consultancy
Robert Walters Company Limited (Taiwan)	100%	Recruitment consultancy
Robert Walters (Eastern Seaboard) Ltd	100%	Recruitment consultancy
Robert Walters Recruitment (Thailand) Ltd	100%	Recruitment consultancy
Robert Walters Holdings (Thailand) Limited	100%	Holding company
Robert Walters Middle East Limited	100%	Recruitment consultancy
Robert Walters Dubai Ltd[4]	100%	Recruitment consultancy
Robert Walters Operations Limited	100%	Recruitment consultancy
Robert Walters Consultancy Limited[3]	100%	Recruitment consultancy
Resource Solutions Limited	100%	HR outsourcing services
Resource Solutions Europe Limited[4]	100%	HR outsourcing services
Resource Solutions Europe Limited External Profit Company	100%	HR outsourcing services
Resource Solutions Workforce Management Limited[4]	100%	Recruitment consultancy
Robert Walters Holdings Limited[2,5]	100%	Holding Company
Walters Interim Limited[3]	100%	Recruitment consultancy
Resource Solutions Inc (Delaware)	100%	HR outsourcing services
Resource Solutions Inc (Florida)	100%	HR outsourcing services
Robert Walters Associates Inc.	100%	Recruitment consultancy
Robert Walters Associates California Inc.	100%	Recruitment consultancy
Robert Walters Holdings North America Inc.	100%	Holding Company
Robert Walters Texas Inc.	100%	Recruitment consultancy
Robert Walters Vietnam Company Limited	100%	Recruitment consultancy

1. The holdings for Agensi Pekerjaan Walters Sdn Bhd and PT. Robert Walters Indonesia are 49%, however they are deemed 100% controlled.
2. Direct holdings of Robert Walters plc.
3. These subsidiaries, all of which are incorporated in England and Wales, are exempt from the requirements of the UK Companies Act 2006 relating to the individual accounts by virtue of section 394A of that Act.
4. These companies qualify for an exemption to audit for non-dormant entities under the requirements of s479A of the Companies Act 2006. As such, no audit has been conducted for these companies in the current financial year. The registered numbers of the audit exempt subsidiaries are No. 07412854, No. 02086796 and No. 03542052.
5. Robert Walters Holdings Limited has branch operations in South Africa.

Country of incorporation	Registered address
Singapore	6 Battery Road #09-01 Singapore 049909
Singapore	6 Battery Road #09-01 Singapore 049909
South Africa	19th Floor, GreenPark Corner, Cnr West Road South and Lower Road, Morningside, Sandton, Johannesburg, 2196 South Africa
South Africa	19th Floor, GreenPark Corner, Cnr West Road South and Lower Road, Morningside, Sandton, Johannesburg, 2196 South Africa
South Korea	21F East Center, Center 1 Building, 26 Euljiro 5 gil, Jung-gu, Seoul 04539
Spain	Paseo de Recoletos 7-9, 6a planta, 28004 Madrid, Spain
Spain	Paseo de Recoletos 7-9, 6a planta, 28004 Madrid, Spain
Switzerland	Claridenstrasse 41, Zurich 8002, Switzerland
Taiwan	Room F, 10th Floor, No. 1 Songzhi Road, Xin-Yi District, Taipei, Taiwan
Thailand	Level 12, Room No. 1259-1260, Harbor Mall office, 4/222 Moo 10, Sukhumvit Road, Thungsukhla, Sriracha, Chonburi 20230 Thailand
Thailand	Q House Lumpini, 17th Floor, Unit 1702, 1 South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120, Thailand
Thailand	175 Sathorn City Tower, Level 18/1, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120
UAE	WeWork Hub 71 Al Khatem Tower, ADGM, Abu Dhabi, UAE
United Kingdom	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
United Kingdom	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
United Kingdom	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
United Kingdom	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
United Kingdom	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
United Kingdom	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
United Kingdom	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
United Kingdom	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
United Kingdom	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
USA	7 Times Square, Suite 4301, New York NY 10036
USA	11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB
USA	7 Times Square, Suite 4301, New York NY 10036
USA	520 Broadway, Suite 200, Santa Monica, CA, 90401, USA
USA	7 Times Square, Suite 4301, New York NY 10036
USA	310 Comal Street, 2nd Floor, 271, Austin, TX 78702
Vietnam	Unit 1, Level 9, The Metropolitan, 235 Dong Khoi Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam

Notes to the Group Accounts continued

For the year ended 31 December 2024

12. Trade and other receivables

	2024 £ millions	2023 £ millions
Receivables due within one year:		
Trade receivables	**95.7**	116.5
Other receivables	**9.8**	7.8
Prepayments	**6.4**	7.8
Accrued income	**45.6**	50.4
	157.5	182.5

Included within accrued income is a provision against the cancellation of placements where a candidate may reverse their acceptance prior to the start date.

The value of this provision as of 31 December 2024 is £1.3m (31 December 2023: £1.5m). The movement in the provision during the year is a credit to the income statement of £0.2m (2023: credit of £0.4m). Accrued income, representing contract assets, are expected to convert into contract receivables within four months of recognition.

13. Trade and other payables: amounts falling due within one year

	2024 £ millions	2023 £ millions
Trade payables	**8.3**	7.8
Other taxation and social security	**28.8**	30.4
Other payables[1]	**22.1**	27.3
Accruals	**62.3**	82.5
	121.5	148.0

1. Other payables includes amounts owing to employees, contractor and benefit providers.

There were no contract liabilities in the year (2023: nil). There is no material difference between the fair value and the carrying value of the Group's trade and other payables.

14. Bank overdrafts and borrowings

	2024 £ millions	2023 £ millions
Bank overdrafts and borrowings: current	**15.6**	15.8
	15.6	15.8
The borrowings are repayable as follows:		
Within one year	**15.6**	15.8
	15.6	15.8

In October 2023, the Group renewed its four-year committed financing facility of £60.0m which expires in March 2027. At 31 December 2024, £15.6m (2023: £15.8m) was drawn down under this facility.

The Directors estimate that the fair value of all borrowings is not materially different from the amounts stated in the Consolidated Balance Sheet of £15.6m (2023: £15.8m).

The Group has not entered into any reverse factoring arrangements during the year ended 31 December 2024 (2023: none).

15. Deferred taxation

The following are the major tax assets (liabilities) recognised by the Group and the movements during the current and prior year.

	Accelerated depreciation £ millions	Tax losses £ millions	Share-based payment £ millions	Accruals and provisions £ millions	Total £ millions
At 1 January 2023	(0.3)	3.1	1.2	5.8	9.8
Charge to income	(0.9)	3.4	(0.1)	(0.5)	1.9
Credit to equity	–	–	0.1	–	0.1
Foreign currency translation differences	–	0.3	–	(0.5)	(0.2)
At 31 December 2023	**(1.2)**	**6.8**	**1.2**	**4.8**	**11.6**
Charge to income	(1.1)	0.1	0.2	0.6	(0.2)
Credit to equity	–	–	(0.1)	–	(0.1)
Foreign currency translation differences	–	(0.1)	–	(0.4)	(0.5)
At 31 December 2024	**(2.3)**	**6.8**	**1.3**	**5.0**	**10.8**

Certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

Group	2024 £ millions	2023 £ millions
Deferred tax assets (DTA)	**11.1**	11.8
Deferred tax liabilities (DTL)	**(0.3)**	(0.2)
	10.8	11.6

The deferred tax included in the balance sheet is as follows:

	2024			2023		
	Net DTA (debtors) £ millions	Gross DTA (debtors) £ millions	Gross DTL (creditors) £ millions	Net DTA (debtors) £ millions	Gross DTA (debtors) £ millions	Gross DTL (creditors) £ millions
Included in debtors	**10.8**	**11.1**	**(0.3)**	11.6	11.8	(0.2)
Accelerated depreciation	**(1.1)**	**(1.1)**	**-**	(0.9)	(0.9)	-
Tax losses	**-**	**-**	**-**	3.7	3.7	-
Share based payments	**0.1**	**0.1**	**-**	-	-	-
Accruals and provisions	**0.2**	**0.3**	**(0.1)**	(1.0)	(1.0)	-
Provision for deferred tax	**(0.8)**	**(0.7)**	**(0.1)**	1.8	1.8	-
As at 1 January	**11.6**	**11.8**	**(0.2)**	9.8	10.0	(0.2)
Deferred tax charge in consolidated income statement	**(0.2)**	**(0.1)**	**(0.1)**	1.9	2.0	-
Deferred tax charge in equity	**(0.1)**	**(0.1)**	**-**	0.1	0.1	-
Foreign currency translation differences	**(0.5)**	**(0.5)**	**-**	(0.2)	(0.3)	-
As at 31 December	**10.8**	**11.1**	**(0.3)**	11.6	11.8	(0.2)

At 31 December 2024, no deferred tax liability is recognised on temporary differences of £30.8m (2023: £33.7m) relating to the unremitted earnings of overseas subsidiaries as the Group is able to control the timing and reversal of these temporary differences and it is probable that they will not reverse in the foreseeable future.

Where a reversal is foreseeable, deferred tax liabilities are provided for using the relevant tax rate applicable on distributed profits.

Notes to the Group Accounts continued
For the year ended 31 December 2024

15. Deferred taxation continued
Deferred tax assets of £6.8m (2023: £6.8m) have been recognised in respect of carried forward losses and latest forecasts show that these are expected to be recovered against future profit streams.

The Group has total unrecognised deferred tax assets relating to tax losses of £20.9m (2023: £10.5m) of which £20.0m (2023: £9.0m) have no time restriction over when they can be utilised, and the remaining £0.9m (2023: £1.5m) are time restricted, for which the weighted average period over which they can be utilised is seven years.

16. Provisions

	Total £ millions
At 1 January 2023	2.9
Additional provisions charged to income statement	0.8
Provision released	(0.5)
Utilisation of provisions	(0.2)
Foreign exchange movements	(0.2)
At 31 December 2023	**2.8**
Additional provisions charged to income statement	1.5
Provision released	(0.5)
Utilisation of provisions	(0.1)
Foreign exchange movements	(0.1)
At 31 December 2024	**3.6**
Analysis of total provision:	
Current	1.6
Non-current	2.0
	3.6

The provisions comprise of dilapidation provisions.

The payment of non-current provision (£2.0m) (2023: £2.1m) is expected to occur between two and five years.

17. Financial risk management
The Group's financial instruments comprise cash and liquid resources and various items, such as trade receivables, trade payables, etc. that arise directly from its operations. The main purpose of these financial instruments is to finance the Group's operations. The Group has not entered into derivative transactions and no gains or losses on hedges have been incurred.

The main risks arising from the Group's financial instruments are foreign currency risk, liquidity risk and interest rate risk.

(i) Financial assets
Surplus cash balances are invested in financial institutions with favourable credit ratings that offer competitive rates of return, while still providing the Group with flexibility in its cash management.

17. Financial risk management continued

Cash	2024 £ millions	2023 £ millions
Euros	**21.2**	27.4
Japanese Yen	**8.5**	15.6
Hong Kong Dollars	**6.9**	8.9
New Zealand Dollars	**4.5**	4.1
Australian Dollars	**3.6**	7.5
Chinese Renminbi	**3.1**	4.3
Singapore Dollars	**3.1**	4.7
South Korean Won	**2.5**	3.7
Taiwan Dollar	**2.0**	2.6
Great British Pounds Sterling	**1.5**	2.7
US Dollars	**1.4**	2.1
Chilean Peso	**1.3**	1.8
United Arab Emirates Dirham	**1.3**	0.6
Other	**7.2**	9.7
	68.1	95.7

All financial assets, as detailed above, are at floating rate. There is no material difference between the fair value and the carrying value of the financial assets.

(ii) Currency exposures
The main currencies of the Group are Pounds Sterling, the Euro, Australian Dollar and Yen. The Group does not have material transactional exposures because in the local entities, revenues and costs are in their functional currencies.

There are no material net foreign exchange exposures to monetary assets and monetary liabilities.

The Group has translation exposure in accounting for overseas operations and its policy is not to hedge against this exposure.

(iii) Liquidity risk
The Group's overall objective is to ensure that at all times it is able to meet its financial commitments as and when they fall due. Details surrounding the Groups liabilities can be found as follows; trade and other payables which are due within one year, can be found in note 13 and lease liabilities can be found in note 10. The undiscounted lease liabilities total £86.7m, the total ageing breakdown is as follows: due in 1 year £18.2m, due in 2 to 5 years £48.4m and due after 5 years £20.1m. The bank borrowings totaling £15.6m as at 31st December 2024, as disclosed in note 14, relates to a revolving sales financing facility of £60m which expires in March 2027.

Surplus funds are invested on short-term deposit. Short-term flexibility is achieved by overdraft facilities, if appropriate.

The capital structure of the Group consists of net cash of £52.5m and equity of the Group, comprising issued share capital, reserves and retained earnings as disclosed in notes 18 to 20.

(iv) Interest rate risk
The Group manages its cash funds through its London head office and does not actively manage its exposure to interest rate fluctuations. Surplus funds in the UK earn interest at a rate linked to the Bank of England base rate. Surplus funds in other countries earn interest based on a number of different indices, varying from country to country.

Notes to the Group Accounts continued

For the year ended 31 December 2024

17. Financial risk management continued

v) Credit risk

The Group's principal financial assets are bank balances and cash, trade and other receivables and investments. The Group's credit risk is primarily in respect of trade receivables.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group has adopted a policy of only dealing with counterparties that are deemed creditworthy and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group transacts with entities that are considered to have adequate credit ratings. This information is supplied by independent rating agencies where available and if not available the Group uses other publicly available financial information and its own trading records to rate its major customers.

The Group's exposure and the credit ratings of its counterparties are regularly monitored. Credit exposure is controlled by counterparty limits that are reviewed and approved by management.

Trade receivables consist of a large number of customers, spread across industry sectors and geographical locations. In a number of territories in which the Group operates, particularly in the contract and interim businesses, invoices are contractually payable on demand. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, if considered appropriate, credit guarantee insurance cover is purchased.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables and contract assets. To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped based on similar credit risk and ageing. The contract assets have similar risk characteristics to the trade receivables for similar types of contracts.

The expected credit losses are estimated using a provision matrix and applying a probability of default. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions and the impact of uncertainty in the macro-economic environment.

The expected loss rates are based on the Group's historical credit losses experienced over the three-year period prior to the period end. When measuring expected credit losses the Group uses reasonable and supportable forward-looking information, adjusting for factors that are specific to the debtors and general economic conditions of the industry in which the debtors operate.

	Current	31 to 60 days past due	61 to 90 days past due	More than 91 days past due	Total
31 December 2024					
Expected loss rate	**0.3%**	**1.7%**	**1.3%**	**42.2%**	**2.9%**
Trade receivables (£'millions)	**36.1**	**42.0**	**16.0**	**4.5**	**98.6**
Bad debt provision (£'millions)	**0.1**	**0.7**	**0.2**	**1.9**	**2.9**

	Current	31 to 60 days past due	61 to 90 days past due	More than 91 days past due	Total
31 December 2023					
Expected loss rate	0.2%	1.4%	2.1%	40.0%	2.6%
Trade receivables (£'millions)	49.3	51.0	14.3	5.0	119.6
Bad debt provision (£'millions)	0.1	0.7	0.3	2.0	3.1

(vi) Financial liabilities

The Group financed its operations during the year through a mixture of retained earnings and a four-year committed Pounds Sterling financing facility, expiring in March 2027. The average effective interest rate for 2024 on the sales financing facility approximates to 6.56% and is determined upon the lenders' published rate plus 1.45%. As the rates are floating, the Group is exposed to cash flow risk. Further details in respect of these loans are disclosed in note 14 to the accounts.

Trade and other payables are settled within normal terms of business and are payable in less that 120 days.

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

18. Share capital

	2024 Number	2023 Number	2024 £ millions	2023 £ millions
Authorised Ordinary shares of 20p each	**200,000,000**	200,000,000	**40.0**	40.0
Allotted, called-up and fully paid Ordinary shares of 20p each	**76,431,699**	76,429,714	**15.3**	15.3

The called-up share capital of the Company was increased during the year following the issue of new shares in accordance with obligations in respect of the Executive Share Option Scheme.

Share capital includes shares held in treasury and in the employee benefit trust (EBT); see note 20 for more detail.

The Company has one class of ordinary shares which carry no right to fixed income.

19. Share options

Equity-settled share option plan

As at 31 December 2024 the following options had been granted and remained outstanding in respect of the Company's ordinary shares of 20p each under the Company's Executive Share Option Scheme and SAYE Option Scheme:

			Exercisable	
	Share options granted	Price granted (p)	From	To
Executive Options	42,000	339	February 2018	February 2025
Executive Options	50,000	299	March 2019	March 2026
Executive Options	112,000	400	March 2020	March 2027
SAYE	16,935	541	October 2024	April 2025
Executive Options	40,250	577	March 2025	March 2032
SAYE	70,897	408	October 2025	April 2026
Executive Options	14,500	501	March 2026	March 2033
SAYE	391,361	291	November 2026	May 2027
SAYE	199,331	284	September 2027	March 2028
	937,274			

The movements within the balance of share options are indicated below, as well as a calculation of the respective weighted averages for each category of movement and the opening and closing balances.

	2024		2023	
	Options	Weighted average exercise price (£)	Options	Weighted average exercise price (£)
At 1 January	**1,292,120**	**3.54**	1,477,486	3.98
Granted during the year	212,889	2.84	617,051	2.99
Forfeited during the year	(400,013)	3.45	(207,373)	3.92
Lapsed during the year	(80,250)	4.69	(133,550)	5.52
Exercised during the year	(87,472)	3.29	(461,494)	3.48
At 31 December	**937,274**	**3.34**	1,292,120	3.54

The fair value of share options granted during the year was nil (2023: £35,000).

The weighted average share price at the date of exercise for share options exercised during the period was £3.29 (2023: £3.48). The options outstanding at 31 December 2024 had a weighted average remaining contractual life of two years (2023: three years) and a weighted value of £3.34 (2023: £3.54).

Notes to the Group Accounts continued

For the year ended 31 December 2024

19. Share options continued

The weighted average exercise price is calculated based on a range of share prices between £2.84 and £4.00.

There were 204,000 (2023: 430,000) options already exercisable at the end of the year, with a weighted exercise price of £3.63 (2023: £3.52). The inputs into the stochastic model are as follows:

	Executive Options				SAYE options		
	2024	2023	2022	2021	2024	2023	2022
Weighted average share price	**n/a**	£5.60	£5.77	£5.52	**£2.84**	£2.91	£4.08
Weighted average exercise price	**n/a**	£5.01	£5.77	£5.21	**£2.84**	£2.91	£4.08
Expected volatility	**n/a**	34.5%	34.5%	33.4%	**34.1%**	34.5%	34.5%
Expected life	**n/a**	6	6	6	**3.25**	3.25	3.25
Risk free rate	**n/a**	3.5%	1.3%	0.4%	**4.0%**	3.5%	1.3%
Expected dividend yield	**n/a**	4.2%	3.5%	2.8%	**7.1%**	4.2%	3.5%

Expected volatility has been calculated over the period of time commensurate with the expected award term immediately prior to the date of grant. The expected life used in the model has been adjusted, based upon management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Exercise of the Executive Share Options is subject to the achievement of a percentage increase in earnings per share which exceeds the percentage increase in inflation by at least an average 8% per annum, over a period of three financial years of the Group.

On satisfaction of these performance targets, 33.33% of the options vest. Vesting then increases progressively with the Executive Share Options fully vesting where earnings per share growth matches the UK retail price index plus an average of 14% per annum.

The SAYE Option Scheme enables UK permanent employees to use the proceeds of a related SAYE contract to acquire options over ordinary shares of the Company at a discount of up to 20% of their market price. Options granted under the scheme can normally be exercised during a period of six months starting on the third anniversary of the start of the relevant SAYE contract.

Exercise of an option is subject to continued employment.

Equity-settled Performance Share Plan (PSP)

As at 31 December 2024 the following share awards had been granted and remained outstanding in respect of the Company's ordinary shares of 20p each under the Company's Executive PSP Scheme:

The movements within the balances of share awards and co-investment awards are indicated below.

	2024			2023		
	Share awards	Co-investment awards	Total	Share awards	Co-investment awards	Total
At 1 January	**3,020,226**	**708,638**	**3,728,864**	2,999,085	686,215	3,685,300
Granted during the year	1,618,819	261,666	1,880,485	1,235,741	285,715	1,521,456
Vested and exercised during the year	-	-	-	(106,010)	-	(106,010)
Lapsed during the year	(1,075,654)	(150,552)	(1,226,206)	(838,853)	(237,799)	(1,076,652)
Forfeited during the year	(285,896)	(90,715)	(376,611)	(269,737)	(25,493)	(295,230)
At 31 December	**3,277,495**	**729,037**	**4,006,532**	3,020,226	708,638	3,728,864

The fair value of share awards and co-investment awards granted during the year was £6,327,000 (2023: £5,402,000).

The awards outstanding at 31 December 2024 had a weighted average remaining contractual life of 17 months (2023: 15 months).

No awards expired during the year (2023: none).

Equity-settled Performance Share Plan (PSP) continued
The inputs into the stochastic model are as follows:

	2024	2023	2022	2021
Weighted average share price	**£4.07**	£5.24	£6.65	£5.52
Weighted average exercise price	**nil**	nil	nil	nil
Expected volatility	**34.7%**	34.5%	36.6%	37.4%
Expected life	**3**	3	3	3
Risk free rate	**4.1%**	3.6%	1.4%	0.1%
Expected dividend yield	**nil**	4.6%	3.5%	2.8%

Expected volatility has been calculated over the period of time commensurate with the remainder of the performance period immediately prior to the date of grant. The expected life used in the model has been adjusted, based upon management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Under the terms of the PSP, the number of shares receivable by Executive Directors for a nominal value is dependent upon achieving a number of criteria as set out in the Remuneration Committee section on page 92 over the three-year period from the initial date of grant. As such it is not possible to determine the interests of the individual Directors prior to the completion of the vesting period.

The Group recognised an expense of £1.7m (2023: £0.7m) during the year in respect of equity-settled share-based payment transactions and £nil (2023: £nil) in respect of cash-settled share-based payment transactions.

20. Reserves

The other reserves of the Group include a merger reserve of £83.4m (2023: £83.4m), offset by a capital reserve of £9.3m (2023: £9.3m), capital redemption reserve of £3.1m (2023: £3.1m) and a capital contribution reserve of £0.1m (2023: £0.1m).

The own shares are held by an Employee Benefit Trust (EBT) to satisfy the potential share obligations of the Group. The Company also has an obligation to make regular contributions to the EBT to enable it to meet its financing costs. Rights to dividends on shares held by the EBT have been waived by the trustees. Charges of £28,000 (2023: £33,800) have been reflected in the Consolidated Income Statement in respect of the EBT.

The number and market value of own shares held at 31 December 2024 was 6,582,767 (2023: 6,657,739) and £20.7m (2023: £29.6m). The number and market value of treasury shares held at 31 December 2024 was 4,074,000 (2023: 4,074,000) and £12.8m (2023: £18.1m).

Notes to the Group Accounts continued

For the year ended 31 December 2024

21. Reconciliation of net cash and debt position

	Bank borrowings £ millions	Cash and cash equivalents £ millions	Leases £ millions	Total £ millions
Net cash (debt) as at 1 January 2023	**(26.1)**	**123.2**	**(76.4)**	**20.7**
Cash flows	11.7	(20.9)	16.1	6.9
Non cash flows:				
New leases	–	–	(14.7)	(14.7)
Interest	(1.4)	–	(3.4)	(4.8)
Foreign exchange adjustments	–	(6.6)	2.9	(3.7)
Other changes[1]	–	–	(3.7)	(3.7)
Net cash (debt) as at 1 January 2024	**(15.8)**	**95.7**	**(79.2)**	**0.7**
Cash flows	1.4	(23.5)	18.0	(4.1)
Non cash flows:				
New leases	-	–	(4.8)	(4.8)
Interest	(1.2)	–	(3.6)	(4.8)
Foreign exchange adjustments	-	(4.1)	2.7	(1.4)
Other changes[1]	-	–	(5.5)	(5.5)
Net cash (debt) as at 31 December 2024	**(15.6)**	**68.1**	**(72.4)**	**(19.9)**

1. The other changes for leases totalling £5.5m in 2024 (2023: £3.7m) relate to lease modifications, further details can be found in note 10.

22. Related party transactions

Transactions between Robert Walters plc and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. The remuneration of key management personnel who are deemed to be Directors has been disclosed in the Report of the Remuneration Committee on page 88 and below.

	2024 Total £'000s	2023 Total £'000s
Short-term employee benefits	40.0	55.0
Post-employment benefits	–	-
Other long-term benefits	50.0	51.0
Termination benefits	–	-
Share-based payment	–	-
Total	**90.0**	**106.0**

During the year, there were no related party transactions included within administrative expenses (2023: nil)

There were no outstanding balances at the 31 December 2024 (2023: nil).

All transactions were undertaken on an arms-length basis.

23. Contingent liabilities

Each member of the Robert Walters plc Group is party to joint and several guarantees in respect of banking facilities granted to Robert Walters plc.

The Group has no other contingent liabilities as at 31 December 2024 (2023: £nil).

Company Balance Sheet

As at 31 December 2024

	Note	2024 £ millions	2023 £ millions
Non-current assets			
Investments	26	**234.0**	232.4
Current assets			
Trade and other receivables	27	**3.8**	3.5
Cash and cash equivalents		**–**	–
Total assets		**237.8**	235.9
Current liabilities			
Trade and other payables	28	**(101.2)**	(116.2)
Net current liabilities		**(97.4)**	(112.7)
Net assets		**136.6**	119.7
Equity			
Share capital	29	**15.3**	15.3
Share premium		**22.6**	22.6
Capital redemption reserve		**3.1**	3.1
Own shares held	20	**(37.4)**	(37.8)
Treasury shares held	20	**(9.1)**	(9.1)
Retained earnings		**142.1**	125.6
Shareholders' funds		**136.6**	119.7

Robert Walters plc reported a profit for the year of £30.5m (2023: £15.3m).

The accounts of Robert Walters plc, Company Number 03956083, on pages 159 to 162 were approved by the Board of Directors on 6 March 2025 and signed on its behalf by:

David Bower
Chief Financial Officer

Company statement of changes in equity

For the year ended 31 December 2024

	Share capital £ millions	Share premium £ millions	Capital redemption reserve £ millions	Own shares held £ millions	Treasury shares held £ millions	Retained earnings £ millions	Total equity £ millions
Balance at 1 January 2023	15.8	22.6	2.6	(40.5)	(9.1)	137.3	128.7
Profit for the year	–	–	–	–	–	15.3	15.3
Foreign currency translation differences	–	–	–	–	–	–	–
Total comprehensive income and expense for the year	–	–	–	–	–	15.3	15.3
Dividends paid	–	–	–	–	–	(15.8)	(15.8)
Credit to equity for equity-settled share-based payments	–	–	–	–	–	0.3	0.3
Transfer to own shares held on exercise of equity incentives	–	–	–	1.5	–	(1.5)	–
Shares repurchased for cancellation	(0.5)	–	0.5	–	–	(10.0)	(10.0)
New shares issued and own shares purchased	–	–	–	1.2	–	–	1.2
Balance at 31 December 2023	15.3	22.6	3.1	(37.8)	(9.1)	125.6	119.7
Profit for the year	–	–	–	–	–	30.5	30.5
Foreign currency translation differences	–	–	–	–	–	–	–
Total comprehensive income and expense for the year	–	–	–	–	–	30.5	30.5
Dividends paid	–	–	–	–	–	(15.5)	(15.5)
Credit to equity for equity-settled share-based payments	–	–	–	–	–	1.7	1.7
Transfer to own shares held on exercise of equity incentives	–	–	–	0.2	–	(0.2)	–
Shares repurchased for cancellation	–	–	–	–	–	–	–
New shares issued and own shares purchased	–	–	–	0.2	–	–	0.2
Balance at 31 December 2024	**15.3**	**22.6**	**3.1**	**(37.4)**	**(9.1)**	**142.1**	**136.6**

Notes to the Company Accounts

For the year ended 31 December 2024

24. Accounting policies

The principal accounting policies of the Company are summarised below and have been applied consistently in all aspects throughout the current year and the preceding year.

(a) Basis of accounting

The separate Financial Statements of the Company are presented as required by the Companies Act 2006.

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council.

The Financial Statements have therefore been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under the standard in relation to share-based payment, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement and certain related party transactions.

Where required, equivalent disclosures are given in the consolidated financial statements.

The financial statements have been prepared on the historical cost basis.

The principal accounting policies adopted are the same as those set out in the Statement of Accounting Policies to the consolidated financial statements on page 127 except as noted below.

(b) Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

(c) Investments

Investments are shown at cost less provision for impairment where appropriate.

(d) Employee Benefit Trust

The own shares are held by an Employee Benefit Trust (EBT) to satisfy the potential share obligations of the Group.

Own shares are recorded at cost and deducted from equity.

As the EBT is deemed to be an extension of the Company, the EBT's assets (other than investments in the Company's shares), liabilities, income and expenses are included on a line-by-line basis in the Company Financial Statements.

25. Profit for the year

The Company has elected not to present its own profit and loss account as permitted by Section 408 of the Companies Act 2006.

£37.1m (2023: £21.9m) of the retained earnings of the Company represent distributable reserves.

Details of the proposed final dividend are provided in note 6 to the accounts.

Details of share based payments are disclosed in note 19 to the accounts.

Details of Treasury and own shares held are disclosed in note 20 to the accounts.

There are no employees of Robert Walters plc.

26. Fixed asset investments

	Total £ millions
At 1 January 2024	232.4
Increase in the year due to equity incentive schemes	1.6
At 31 December 2024	**234.0**

There were no indicators to suggest an impairment review was required, as such there was no provision for impairment (2023: £nil).

Please refer to note 11 for a list of the Company's principal investments.

Notes to the Company Accounts continued

For the year ended 31 December 2024

27. Trade and other receivables

	2024 £ millions	2023 £ millions
Amounts due from subsidiaries	**3.8**	3.5
	3.8	3.5

Amounts owed by Group undertakings are unsecured, carry no interest and are repayable on demand.

28. Trade and other payables: amounts falling due within one year

	2024 £ millions	2023 £ millions
Amounts due to subsidiaries	**101.2**	116.2
	101.2	116.2

Amounts owed to Group undertakings are unsecured, carry no interest and are repayable on demand.

29. Share capital

	2024 Number	2023 Number	2024 £ millions	2023 £ millions
Authorised				
Ordinary shares of 20p each	**200,000,000**	200,000,000	**40.0**	40.0
Allotted, called-up and fully paid				
Ordinary shares of 20p each	**76,431,699**	76,429,714	**15.3**	15.3

30. Commitments

The Company has no lease commitments (2023: £nil).

There are no capital commitments for the Company (2023: £nil).

31. Related party transactions

There are no disclosable related party transactions in the year to 31 December 2024 (2023: £nil) other than as disclosed in the Directors' Remuneration Report and notes 27 and 28.

32. Contingent liabilities

The Company has no other contingent liabilities than those disclosed in note 23 as at 31 December 2024 (2023: £nil).

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Robert—
—Walters

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