



Full Year Results

12 months to 31 May 2022

6 September 2022



Overview

Chris Stone
Chairman

Revenue ¹

£314.8m



+17.9%

FY 2021: £267.0m
at constant currency

Gross margin

42.1%



+1.2 ppts

FY 2021: 40.9%

Adjusted EBIT * 1

£52.5m



+33.9%

FY 2021: £39.2m

Free Cash Flow

£53.9m



+50.6%

FY 2021: £35.8m

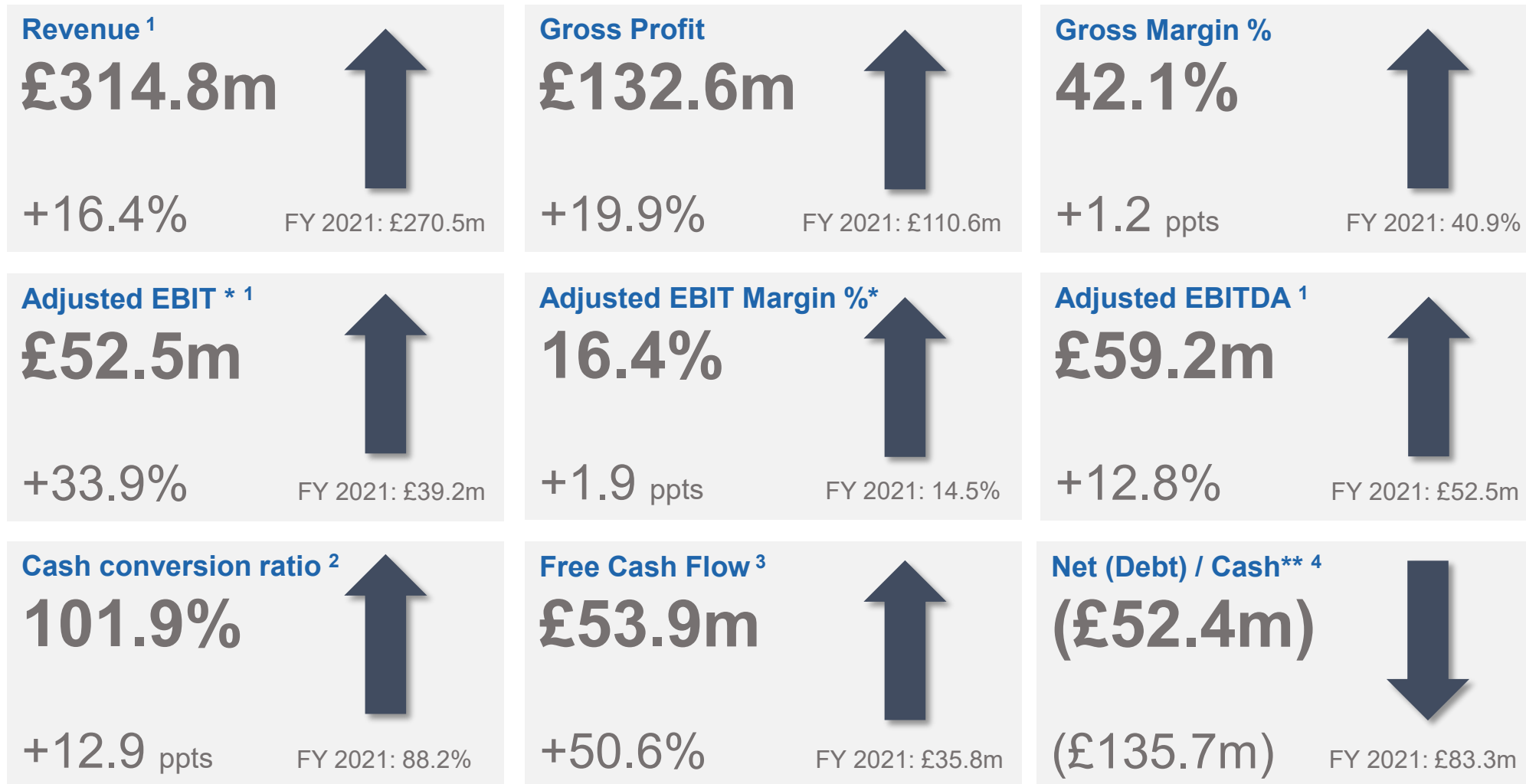
Strong second half revenue growth across the Group delivered record profits

- Total revenue growth of +17.9% at constant currency comprised of:
 - Assurance growth of +12.1% YOY, with an exceptional second half in North America and UK
 - Software Resilience growth of +55.1% YOY including the successful addition of IPM, with the legacy business -0.6% YOY for the year, but with growth in the second half of +2.2% YOY
 - 12-fold increase on prior year global sales orders in our key Microsoft XDR (Sentinel) proposition to £11.6m
- Growth driven by increase in technical capacity - net increase of 271 technical heads (+24%) despite industry wide increase in technical attrition
- Inflationary cost pressures, particularly wage inflation, successfully managed through improving day rates and resilient operational performance
- The foundations of these results has been the successful execution of the strategy to broaden our portfolio, leverage our global talent model and investment in sustainable growth
- We now enter the next phase of growth, led by new CEO Mike Maddison
- We have made a positive start to the year and are confident in meeting management expectations for the full year



Financial Review

Tim Kowalski
CFO



* Adjusted EBIT and Adjusted EBIT margin % are stated pre-revenue haircut of £4.4m

** Net debt increase of £135.7m, driven by £152.0m acquisition of IPM

Delivering our growth strategy

		FY 2022	FY 2021
Growth Drivers			
EaaS Sales (£k)	●	3,384	2,069
Remediation Sales (£k)	●	9,544	4,991
Microsoft XDR Sales (£k)	●	11,611	884
Sales			
Group Sales Orders (£m)	●	319.6	297.6
GMS Sales Orders (£m)	●	83.5	71.7
# Orders over £250k	●	165	119
Delivery			
Day rate change %	●	+2.1%	+1.0%
Global resourcing days (Days)	●	13,806	9,420
Research			
Research Days (Days)	●	4,841	6,043
People			
Technical Attrition Rate (%)	●	20.9%	17.0%
Net Movement in Technical Specialists	●	271	49
Global Voluntary Attrition Rate (%)	●	20.0%	15.2%
Global Headcount Increase (%)	●	21.8%	8.1%

Accelerating our future growth engines

- Escrow-as-a-Service sales grew a further 64% YoY to £3.4m
- Remediation sales almost doubled YoY to £9.5m
- Microsoft XDR (Sentinel) sales grew to £11.6m, as we successfully execute our growth strategy

Driving efficiency in our model

- Group Sales Orders up +7% YoY with a stronger H2 at +10.5%
- Delivery day rate grew +2.1% YoY and Q4 grew +4.3%, with May at +6.6%
- Global resourcing days (where one region delivers service for another) up +47%, driving better service and margins and improving utilisation

Leading cyber industry research

- The quality and impact of our research grew with record numbers of conferences, blogs and whitepapers, despite research volumes declining as utilisation increased

Growing capability and capacity

- We have seen a net increase in technical specialists of +271 heads and sales teams to feed future revenue growth
- This was despite technical attrition and global voluntary attrition increasing, consistent with continuing industry trends
- Increased investment into HR in FY23 to enhance training and retention

For comparative purposes, and as a reminder, these results (prepared in line with IFRS) require consideration of the following:

- Adoption of the IFRIC agenda decision on cloud configuration and customisation costs** in April 2021, resulting in £5.1m of costs previously capitalised being classified as individual significant items “below the line” in 2021. However, costs are now being expensed as administrative expenses “above the line” for 2022 in accordance with the accounting guidance.
- Acquisition of IPM, with effect from 1 June 2021 resulting in twelve months of trading performance** for the year ended 31 May 2022 (£13.0m Adjusted EBIT). The statutory result of IPM Adjusted EBIT amounts to £8.6m after a £4.4m downward fair value adjustment on the level of deferred revenue acquired/released. FY22 IPM integration costs amounted to £2.1m.

	FY 2022 £m	FY 2021 £m	% change
Adjusted EBIT (per RNS)	48.1	39.2	22.7%
Cloud based arrangement expenditure expensed to ISI's in FY 2021	-	(5.1)	N/a
Adjusted EBIT after impact of Cloud based software arrangements	48.1	34.1	41.1%
IPM revenue fair value adjustment (first year only)	4.4	-	N/a
Proforma Adjusted EBIT including IPM	52.5	34.1	54.0%
Proforma IPM acquisition Adjusted EBIT (after IPM integration costs of £2.1m)	(13.0)	-	N/a
Net Group EBIT comparable on a like for like basis excluding IPM	39.5	34.1	15.8%

Record revenue and profits as we continue to successfully execute our strategy

	FY 2022 £m	FY 2021 £m	% change
Revenue	314.8	270.5	16.4%
Gross Profit	132.6	110.6	19.9%
Gross margin %	42.1%	40.9%	1.2 ppts
Overheads	(84.5)	(71.4)	(18.3%)
Adjusted EBIT	48.1	39.2	22.7%
Adjusted EBIT margin %	15.3%	14.5%	0.8 ppts
Individually significant items ("ISIs")	(0.9)	(12.7)	92.9%
Adjusted profit for the period	33.5	26.8	25.0%
Adjusted basic EPS (pence)	10.8p	9.5p	13.7%
Adjusted EBITDA	59.2	52.5	12.8%

Revenue: Strong H2 Assurance growth and IPM

- Revenue +17.9% at constant currency (+16.4% actual rates), driven by strong H2 Assurance growth and the acquisition of IPM
 - Revenue growth in Assurance of +12.1% at constant currency (+10.5% actual rates), with H2 revenue growth +15.1% at constant currency (+15.8% actual rates)
 - Software Resilience (exc. IPM) declined -0.6% at constant currency (-1.4% actual rates); however, H2 revenue growth was +2.2% at constant currency (+2.2% actual rates)
- IPM trading in line with revenue and profitability expectations with integration significantly advanced with customers successfully migrated and our new colleagues have become part of a fully combined team

Gross profit: Underlying margin enhanced by IPM

- Gross margin (%) increased +1.2% ppts due to the IPM acquisition, offset by a slight decline in Assurance gross margin of -0.4% pts and decline in Software Resilience (excluding IPM) of -3.2% pts

Overheads: Underlying overheads in control

- Excluding IPM, overheads grew by £6.1m (+8.5% YoY) excluding non-comparable costs of:
 - £7.0m IPM overhead base and integration costs in FY22

ISIs of £0.9m are 92.9% lower, YoY

- ISIs in 2022 related to residual acquisition costs of IPM (£0.9m)

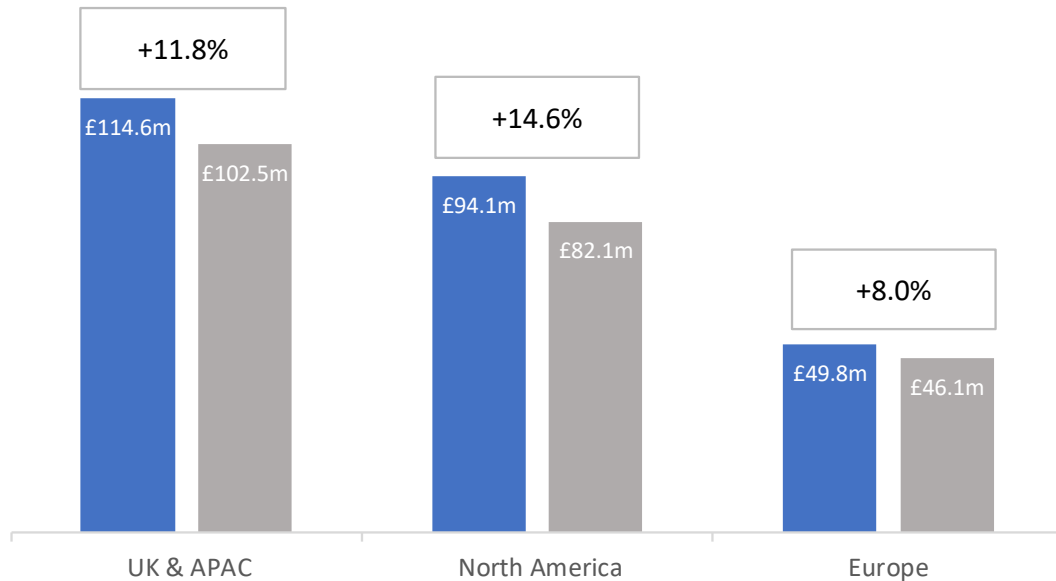
EPS

- EPS increased +13.7% YoY

Reaping the benefits of a global model

Revenue by region - Constant Currency

■ FY 2022 ■ FY 2021



Actual rates - £m	FY 2022	FY 2021	% change
Revenue	258.5	233.9	10.5%
Gross Profit	92.3	84.4	9.4%
Gross Margin %	35.7%	36.1%	-0.4ppts
Adjusted EBIT	31.9	29.6	7.8%
Adjusted EBIT Margin %	12.3%	12.7%	-0.4ppts

Revenue: Continued revenue momentum

- Assurance grew +12.1% at constant currency basis to £258.5m (+10.5% actual rates)
- Performance across territories
 - UK & APAC grew by +11.8% at constant currency (+11.6% actual rates), H2 grew +16.1% at constant currency (+15.8% actual rates)
 - North America grew by +14.6% at constant currency (+13.8% actual rates), H2 revenue grew +20.1% at constant currency (+26.2% actual rates)
 - Europe grew by +8.0% at constant currency (+2.7% actual rates), H2 grew +4.6% at constant currency (-0.4% decline at actual rates)

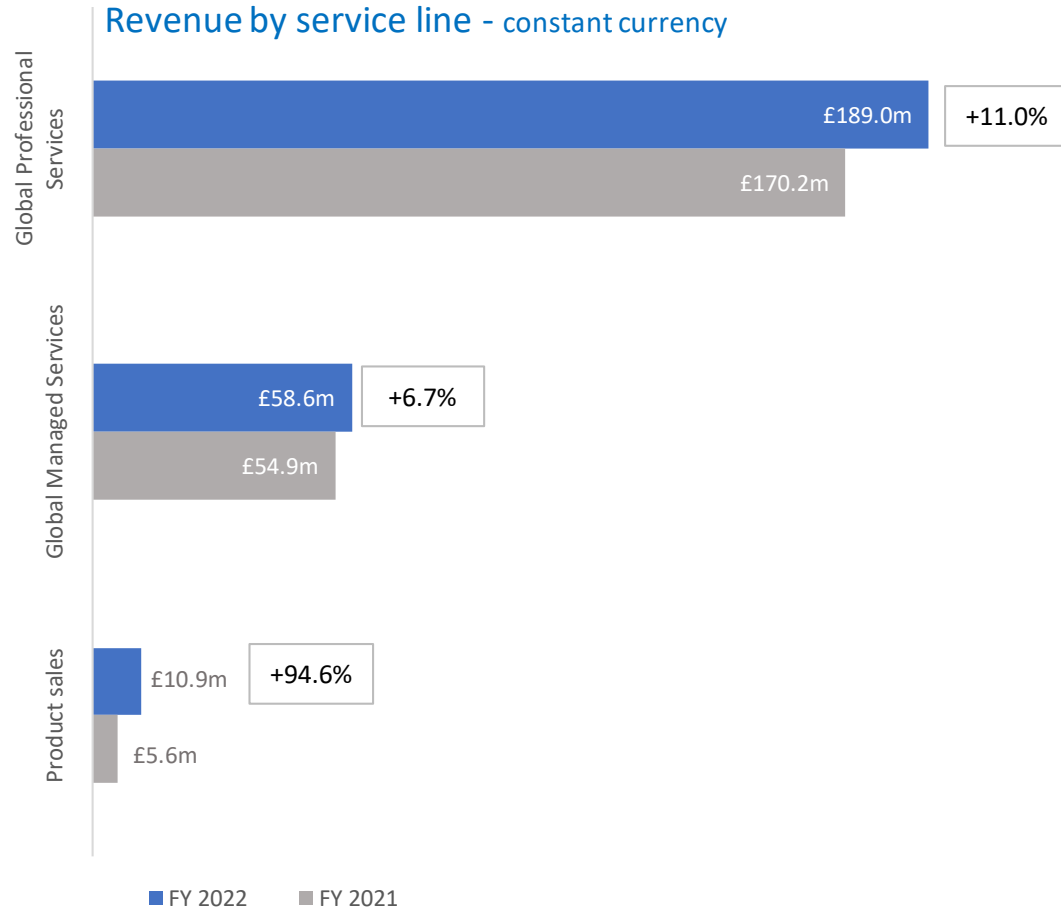
Profitability: slight decline in margin % despite improving lead metrics

- Gross margin % declined 40bps due to mix as NA delivered highest revenue growth. Partly mitigated by:
 - Global resourcing increased 47% improving efficiency
 - Effective day rates increased +2.1%
 - Improvement in direct utilisation rates of 1.4 ppts YoY

People & Capability: Investment in talent

- Technical headcount up +24% YoY with increasing global deployment adding +47% growth to global resourcing days

Strong revenue growth for all service lines



Global Professional Services (GPS) +11.0% YoY (at constant currency)

- Remediation sales orders nearly doubled, totalling £9.5m in FY22 (£5.0m in FY21)
- 47% increase to global resourcing days has provided greater opportunity for our people and better service for our customers
- Next Generation Talent programme is boosting future capability, bringing in 115 new technical heads in FY22

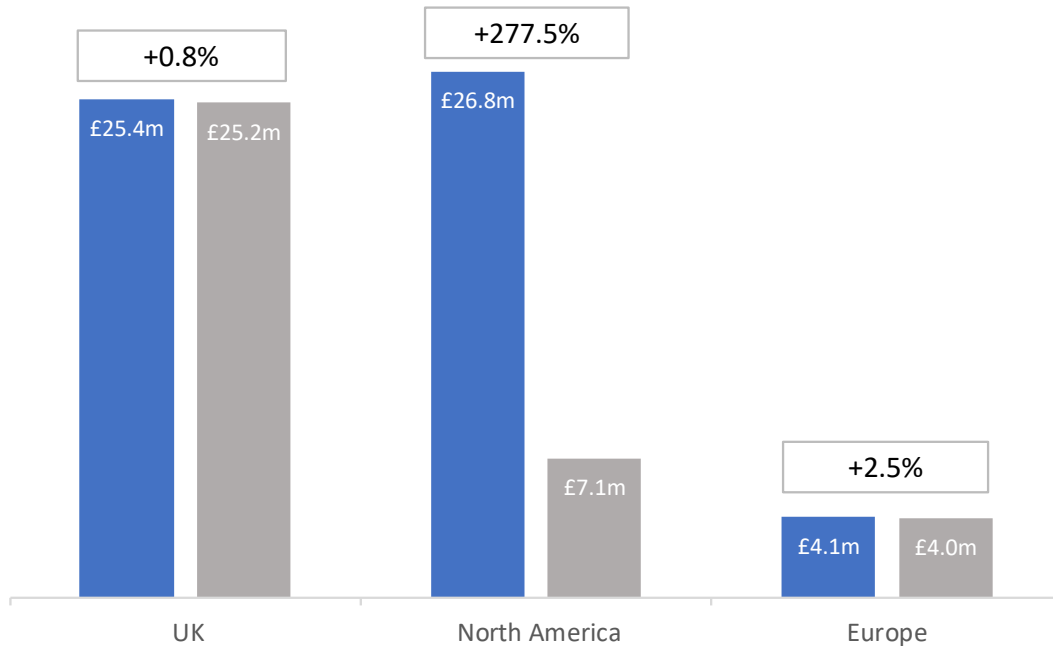
Global Managed Services (GMS) +6.7% YoY (at constant currency)

- Microsoft XDR (Sentinel) accelerated in H2, as expected, with £11.6m of sales orders in FY22 (£0.9m FY21)
- XDR capability has significantly reduced service onboarding to hours
- Our internal knowledge and combined threat intelligence increases detections by 40% for XDR customers
- FY22 MDR order growth of +9.1% YOY with strong H2 performance +13.0% YOY
- New Security Operations Centre opened in Sydney in H2 2022

Transformed by IPM acquisition

Revenue by region - Constant Currency

■ FY 2022 ■ FY 2021



Actual rates - £m	FY 2022	FY 2021	% change
Revenue	56.3	36.6	53.8%
Gross Profit	40.3	26.2	53.8%
Gross Margin %	71.6%	71.6%	-
Adjusted EBIT	22.0	16.0	37.5%
Adjusted EBIT Margin %	39.1%	43.7%	-4.6ppts

Revenue: Transformed by IPM acquisition

- SR Group Revenue grew at constant currency by +55.1% to £56.3m including the addition of IPM
- Revenue excluding IPM decreased by -0.6% at constant currency (-1.4% at actual rates), however, H2 revenue grew by +2.2% constant currency (+2.2% actual rates)
- IPM integration substantially complete with the focus to increase revenue and profitability following sales team amalgamation with systems and operations team integration underway

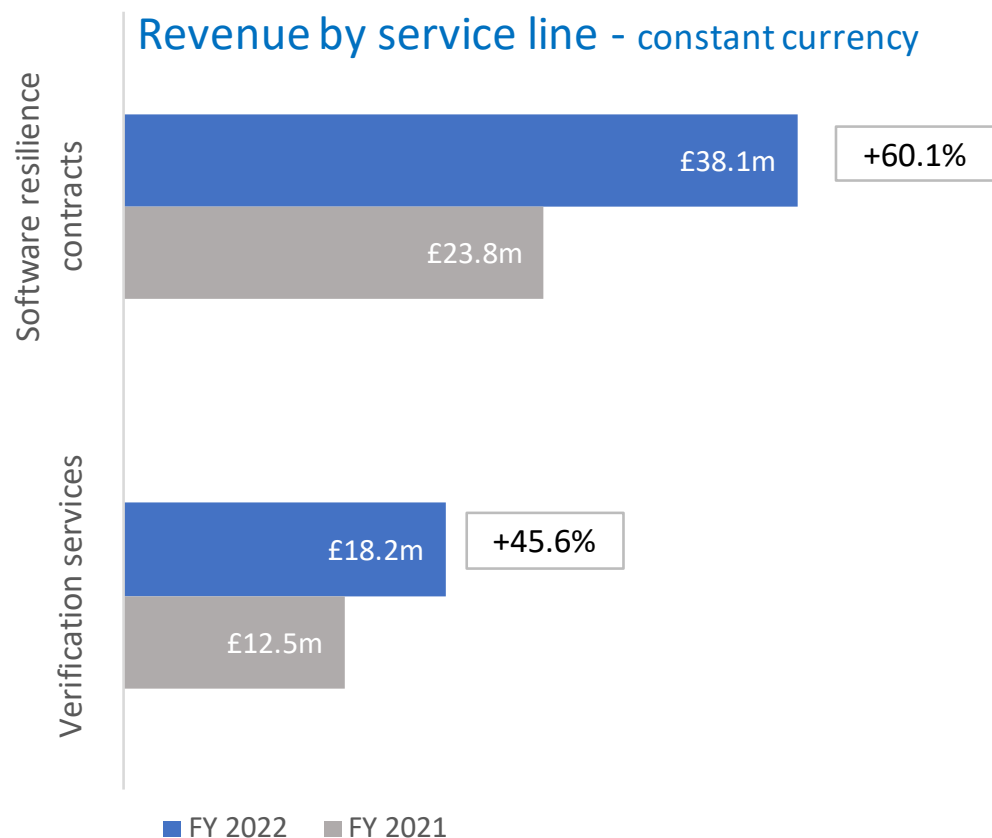
H2 saw a return to growth

- Renewal rates were to 91.1% (FY 2021: 89.2%) and remain within our expected range
- Escrow-as-a-Service grew a further 64% YoY to £3.4m
 - Undelivered order book stands at £1.9m globally (+£0.7m YoY)
 - Weighted pipeline currently stands at £2.3m (+£1.7m YoY)

Profitability: Investment in growth capability

- Full operational review of combined Software Resilience division has identified £5m of contribution that will be realised from FY24 onwards.

Strong YOY revenue growth as a result of IPM



Contracts: Growth driven by IPM acquisition

- Analysing the service performance, contracts increased by +60.1% at constant currency (+58.8% at actual rates)
- Excluding the effect of the IPM acquisition, contracts declined by -5.0% on a constancy currency basis (-5.8% at actual rates)

Verifications: underlying revenue growth in addition to IPM

- Verification services increased by +45.6% at constant currency (+44.4% at actual rates)
- Excluding the effect of the IPM acquisition, verification services increased by +8.0% at constant currency (+7.1% at actual rates)

Strong cash generation continues

	FY 2022 £m	FY 2021 £m
Cash flow before working capital	49.3	47.3
Movement in working capital	11.0	(1.0)
Operating cash pre interest / tax	60.3	46.3
Interest and tax	(5.5)	(7.4)
Net cash from operations	54.8	38.9
Net capital expenditure	(8.2)	(4.3)
Free cash flow	46.6	34.6
Acquisitions	(153.0)	-
Dividends	(14.4)	(13.0)
Other investing and financing activities	(4.5)	66.6
Net movement	(125.3)	88.2
FX and other non-cash movements	(10.4)	(0.7)
Change in net debt	(135.7)	87.5
Opening net cash / (debt)	83.3	(4.2)
Closing (net debt) / cash	(52.4)	83.3
Cash	73.2	116.5
Borrowings	(125.6)	(33.2)
Closing (net debt) / cash	(52.4)	83.3

Net (debt)/cash: Cash conversion improved to 101.9%

- Net debt increase of £135.7m with net debt of £52.4m in FY 2022 vs net cash of £83.3m in FY 2021. Driven by £153.0m acquisition of IPM and Adelard
- Cash conversion of 101.9%; continue to expect an 85% normalised cash conversion over the medium term
- Net draw down of facilities of £71.0m, in part to fund IPM acquisition
- Facility headroom at 31 May 2022 amounts to £101.9m

Free cash flow: Improved to £46.6m (£53.9m prior to £7.3m acquisition costs (FY 2021: £1.2m))

- Net cash from operations (excluding acquisition costs) of £62.1m includes impact of deferred revenue haircut within statutory results for first year of acquisition
- The reduction in tax paid is mainly due to the Group currently being in a net tax recoverable position following payments in advance
- FX represents impact of the US\$ on the RCF and cash balances

Balance sheet strength

- Unchanged final dividend of 3.15p (FY 2021: 3.15p) per ordinary share, proposed. Leading to total dividend of 4.65p (FY 2021: 4.65p)
- Balance sheet strength to fund potential organic and inorganic opportunities



Looking forward

Mike Maddison
CEO

We continue to see exponential digital transformation

- In 2020, 466 million people began using the internet for the first time [ITU]
- Ubiquitous connectivity will drive the convergence of industries, products, technologies and services [ENISA]

And with that, society's continued reliance on the connected environment

- Digital supply chains are diffuse, distributed and interdependent (UK National Cyber Strategy)
- Three million gap in cyber professionals worldwide (WEF)

While the threat continues to grow

- Threat actors will successfully weaponise Operational Technology environments to cause human casualties by 2025 [Gartner]
- Even with a war raging in Ukraine, the biggest global cyber threat we still face is ransomware [UK NCSC CEO]

And regulatory and legislative requirements are increasing

- Through 2023, government rules mandating consumer privacy rights will cover five billion citizens and more than 70% of global GDP [Gartner]
- In 2020, 167 countries had some form of cyber legislation, 133 had data protection regulations and 97 had critical infrastructure regulations [ITU]

Gartner predicts that by 2025/26:

- 70% of CEOs will mandate a culture of organisational resilience to survive coinciding threats from cybercrime, severe weather events, civil unrest and political instabilities
- 60% of organisations will use cyber security risk as a primary determinant in conducting business engagements
- 50% of C-level executives will have performance requirements related to cyber security risk

“ Looking ahead to 2022 – 2023 cyber security must be seen as a strategic business issue that impacts decision making.

Nancy Luquette, EVP, Chief Risk and Compliance Officer, S&P Global, USA, quoted in *World Economic Forum Global Cybersecurity Outlook 2022*

... positioned to meet the current and future market demand through having:

A recognised and established process for building talent:

- Over 1,400 technical delivery specialists – net increase of 271 technical heads (+24%) in FY22
- 115 next generation talent entrants in FY22 across UK, North America and APAC with continued growth projected
- Active alumni network

An ability to service clients globally:

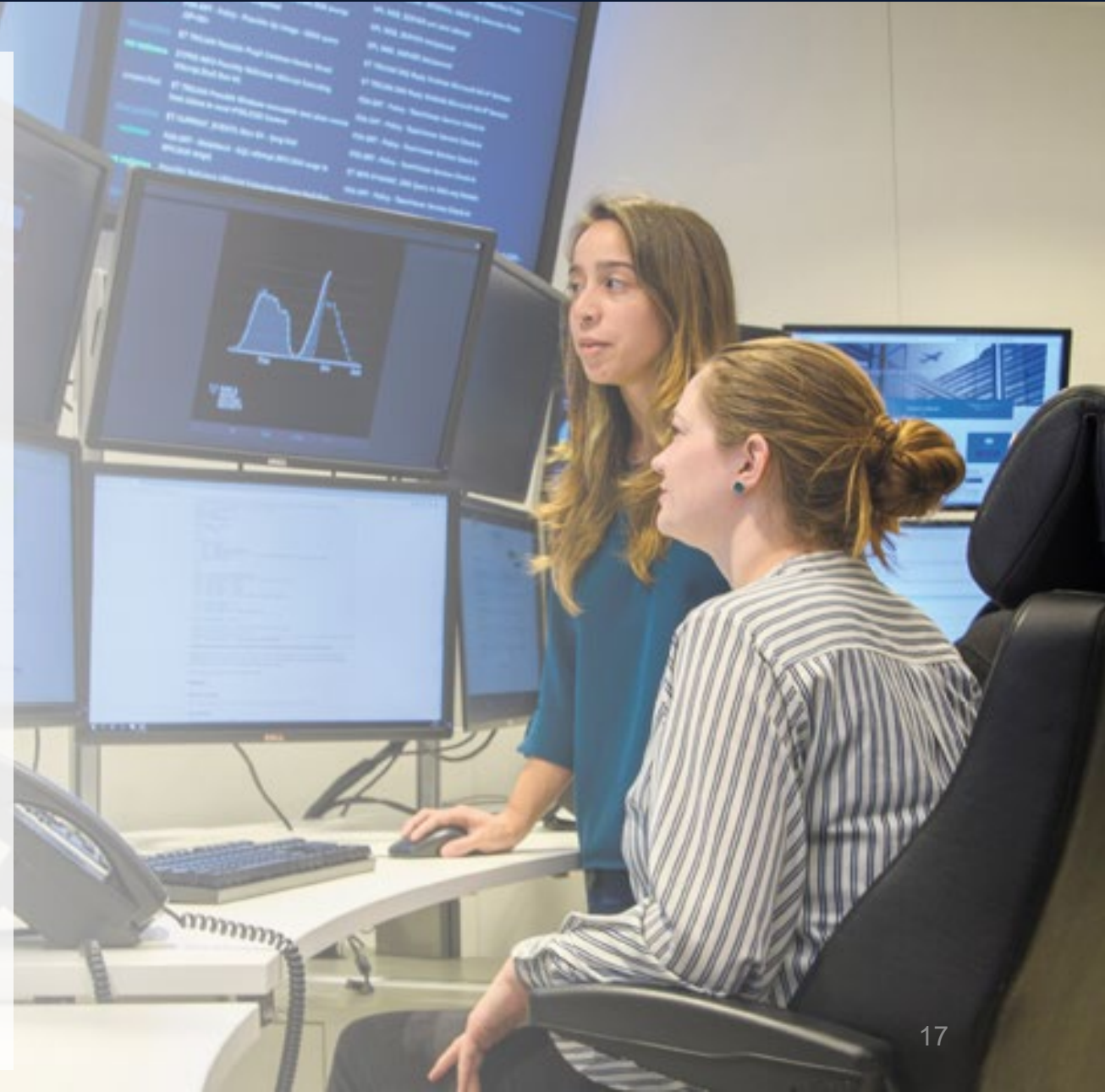
- Global resourcing days up 47%, driving better service and margins, and improving utilisation
- Supporting global partnerships and alliances – recognised as one of Microsoft UK's fastest growing cloud security partners

Broad and deep capabilities in established domains:

- Established Managed Security Services base
- Key accounts in all industries
- Trusted government partner
- New Security Operations Centre opened in Sydney in H2 2022

Deep technical expertise and passion to set standards for the future:

- Quality and impact of our research is growing with record numbers of conferences, blogs and whitepapers, despite research volumes declining as utilisation increases
- Monthly, quarterly and annual threat intelligence engagement with journalists world-wide
- Trusted advisors on national and global standards boards





- Client centricity and sector focused capability, extending current verticals and markets expanding brand reach beyond the experienced buyer
- Furthering our market leading research and deep technical expertise
- Diversifying and broaden capability in technologies and services to address new domains



Underpinned by insight, innovation and intelligence



Summary and outlook

Mike Maddison
CEO

- Strong second half growth delivered targets of double digit growth in Assurance and positive underlying growth in Software Resilience
- Successful execution of strategy lays foundation for next phase of growth
- Robust cash generation continues to fund investment opportunities
- CEO strategy update at half year results
- We have made a positive start to the year and are confident in meeting management expectations for the full year

Q & A

Appendices

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1. *All financial performance numbers presented are based on post IFRS-16 unless specifically noted. References to the Group's results are to continuing operations. See Note 3 of the RNS for an explanation of Alternative Performance Measures (APMs) and adjusting items. Further information is also contained within the Financial Review and the Glossary of terms.*

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1. *See page 3, Note 1 above*
2. *Cash conversion ratio is a measure of how effectively EBITDA is converted into cash. As an APM, it is detailed in Note 3 of the RNS*
3. *Free cash flow is defined as net cash generated from operating activities, less purchase of property, plant, and equipment & software and development expenditure and before acquisition costs.*
4. *Net (debt)/cash excluding lease liabilities has been shown as APM to provide a measure consistent with bank covenant calculations. See Note 3 of the RNS for an explanation of Alternative Performance Measures (APMs) and adjusting items.*

Consolidated income statement

for the year ended 31 May 2022

	Notes	2022 £m	2021 £m
Revenue	4	314.8	270.5
Cost of sales	4	(182.2)	(159.9)
Gross profit	4	132.6	110.6
Administrative expenses			
Depreciation and amortisation		(19.7)	(19.7)
Other administrative expenses		(77.3)	(60.9)
Individually Significant Items		(0.9)	(12.7)
Total administrative expenses		(97.9)	(93.3)
Operating profit	4	34.7	17.3
Finance costs		(3.7)	(2.5)
Profit before taxation		31.0	14.8
Taxation	6	(8.0)	(4.8)
Profit for the year attributable to the owners of the Company		23.0	10.0
Earnings per ordinary share	8		
Basic EPS		7.4p	3.6p
Diluted EPS		7.4p	3.5p

Consolidated cash flow statement for the year ended 31 May 2022

	Notes	2022 £m	2021 £m
Cash flows from operating activities			
Profit for the year		23.0	10.0
Adjustments for:			
Depreciation of property, plant and equipment		3.9	4.4
Depreciation of right-of-use assets		5.4	5.9
Share-based payments		3.9	2.8
Cash-settled share-based payments		(0.5)	–
Amortisation of customer contracts and relationships		8.6	6.4
Amortisation of software and development costs		1.8	3.0
Impairment reversal of right-of-use assets		(0.1)	–
Lease financing costs		1.2	1.2
Other financing costs		2.5	1.3
Foreign exchange		(0.6)	1.5
Acquisition of businesses – transaction costs		(7.3)	(1.2)
Individually Significant Items (non-cash impact)		–	7.6
Profit on disposal of right-of-use assets		–	(0.2)
Profit on sale of intangible assets		–	(0.5)
Loss on sale of property, plant and equipment		–	0.2
Research and development UK tax credits		(1.0)	(0.6)
Research and development US tax credits		(1.1)	1.9
Income tax expense		9.1	2.9
Increase in provisions		0.5	0.7
Cash inflow for the year before changes in working capital		49.3	47.3
(Increase)/decrease in trade and other receivables		(1.8)	4.7
Decrease/(increase) in inventories		0.2	(0.2)
Increase/(decrease) in trade and other payables		12.6	(5.5)
Cash generated from operating activities before interest and taxation		60.3	46.3
Interest element of lease payments		(1.2)	(1.2)
Other interest paid		(2.1)	(1.1)
Taxation paid		(2.2)	(5.1)
Net cash generated from operating activities		54.8	38.9

	Notes	2022 £m	2021 £m
Cash flows from investing activities			
Acquisition of trade and assets as part of business combinations	12	(153.0)	–
Purchase of property, plant and equipment		(5.2)	(2.7)
Software and development expenditure		(3.0)	(2.1)
Proceeds from sale of intangible assets		–	0.5
Net cash used in investing activities		(161.2)	(4.3)
Cash flows from financing activities			
Proceeds from the issue of ordinary share capital		0.8	72.6
Principal element of lease payments		(5.3)	(6.0)
Drawdown of borrowings (net of deferred issue costs)		120.7	–
Issue costs related to borrowings		(0.6)	–
Repayment of borrowings		(39.4)	(60.4)
Equity dividends paid	7	(14.4)	(13.0)
Net cash generated from/(used in) financing activities		61.8	(6.8)
Net (decrease)/increase in cash and cash equivalents		(44.6)	27.8
Cash and cash equivalents at beginning of year		116.5	95.0
Effect of foreign currency exchange rate changes		1.3	(6.3)
Cash and cash equivalents at end of year		73.2	116.5

Consolidated balance sheet at 31 May 2022

	Notes	31 May 2022 £m	31 May 2021 £m
Non-current assets			
Goodwill	9	266.1	182.9
Intangible assets	9	118.6	21.0
Property, plant and equipment		12.9	11.5
Right-of-use assets		22.0	23.8
Investments		0.3	0.3
Deferred tax asset		1.4	2.0
Total non-current assets		421.3	241.5
Current assets			
Inventories		0.9	1.1
Trade and other receivables		77.7	68.7
Derivative financial instruments		0.2	–
Current tax receivable		3.1	4.5
Cash and cash equivalents		73.2	116.5
Total current assets		155.1	190.8
Total assets		576.4	432.3
Current liabilities			
Trade and other payables		48.3	45.2
Borrowings	10	18.5	–
Lease liabilities		5.4	5.1
Current tax payable		7.4	4.0
Derivative financial instruments		–	0.8
Contingent consideration	12	1.9	–
Provisions	11	2.7	2.4
Contract liabilities – deferred revenue		61.7	43.6
Total current liabilities		145.9	101.1
Non-current liabilities			
Borrowings	10	107.1	33.2
Lease liabilities		27.2	29.3
Deferred tax liabilities		1.6	1.2
Provisions	11	0.8	0.6
Contract liabilities – deferred revenue		0.6	0.7
Total non-current liabilities		137.3	65.0
Total liabilities		283.2	166.1
Net assets		293.2	266.2

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