

IIRC FINANCIAL STATEMENTS 2019

COBUILDING CONSENSUS

TOWARDS A GLOBAL SYSTEM

INTERNATIONAL INTEGRATED REPORTING COUNCIL

(A company limited by guarantee with company registration number 07746254)

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Our annual report 2019 is in two parts:

The Integrated Report is a concise communication about how our strategy, governance, performance and prospects, in the context of our external environment, lead to the creation of value in the short, medium and long term.

Our financial statements contains statutory information including full financial statements and notes.

You can find more information about the IIRC online at

www.integratedreporting.org



Scan to view the online HTML of our annual report 2019

<https://integratedreporting.org/integratedreport2019/>

DIRECTORS' REPORT AND STATUTORY INFORMATION

The Directors present their report and the financial statements for the year ended 31 December 2019.

The Directors' Report of the International Integrated Reporting Council (a company limited by guarantee) consists of the integrated report along with the statutory information below and on the next page, and has been approved by the Board and signed on its behalf by Barry Melancon – Chair of the Board – on page 2.

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by Section 415A of the Companies Act 2006.

COMPANY REGISTRATION NUMBER

07746254

BOARD OF DIRECTORS

(IN OFFICE AT THE DATE OF THIS REPORT):

- Pru Bennett
- Helen Brand
- Michael Bray
- Aron Cramer
- Louise Davidson
- Izumi Kobayashi
- Barry Melancon
- David Nussbaum
- Richard Sexton
- Upendra Sinha

REGISTERED OFFICE

The Helicon
Third Floor
1 South Place
London
EC2M 2RB

AUDITOR

Crowe U.K. LLP
St. Bride's House
10 Salisbury Square
London
EC4Y 8EH

BANKERS

HSBC Bank Plc.
69 Pall Mall
London
SW1Y 5EY

DIRECTORS

The Directors who served during the year were:

Pru Bennett (appointed on 1 August 2019)
Helen Brand
Michael Bray
Alexsandro Broedel Lopes (resigned on 28 January 2019)
Aron Cramer
Louise Davidson
Richard Howitt (resigned on 21 June 2019)
Izumi Kobayashi
Barry Melancon
David Nussbaum
Richard Sexton
Upendra Sinha

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Company's Auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

AUDITORS

Crowe U.K. LLP has indicated its willingness to be reappointed as statutory auditor.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with European Union endorsed International Financial Reporting Standards (IFRS), interpretations from the International Financial Reporting Interpretations Committee (IFRIC) and those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

Company law requires the Directors to prepare financial statements for each financial period, which give a true and fair view of the state of affairs of the IIRC and of the profit or loss for that period. In preparing the financial statements, the Directors are required to:

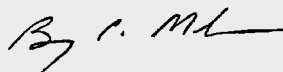
- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable, comparable, understandable, and prudent
- ensure that the financial statements comply with IFRS
- prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the IIRC will continue in business.

The Directors are responsible for keeping proper books of accounts, which disclose with reasonable accuracy at any time the financial position of the IIRC and enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for safeguarding the assets of the IIRC and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

EVENTS SINCE THE END OF THE PERIOD

Information relating to events since the end of the reporting period is provided in the notes to the financial statements.

The Directors' report is approved by the Board and authorized for issue on 1 May 2020 and signed on its behalf by



Barry Melancon
Chair of the Board

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INTERNATIONAL INTEGRATED REPORTING COUNCIL

OPINION

We have audited the financial statements of International Integrated Reporting Council (the “parent company”) and its subsidiary (the “group”) for the year ended 31 December 2019 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Financial Position, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies for both the parent company and the group. The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 2019 and of the group's surplus for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union 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.

BASIS FOR OPINION

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

CONCLUSIONS RELATING TO GOING CONCERN

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

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

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

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

- adequate accounting records have not been kept 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 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; or
- take advantage of the small companies exemption in preparing the Directors report and from the requirement to prepare a strategic report.

RESPONSIBILITIES OF DIRECTORS

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

In preparing the financial statements, the Directors are responsible for assessing the group's 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.

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



Steve Gale
Senior Statutory Auditor

For and on behalf of
Crowe U.K. LLP
Statutory Auditor

St. Bride's House
10 Salisbury Square
London
EC4Y 8EH

Date: 4 May 2020

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December	Notes	Group	
		2019 GBP '000	2018 GBP '000
INCOME			
Council contributions		738	711
Network contributions		628	564
Grants and other contributions		959	497
Training and events		193	258
		2,518	2,030
OPERATING EXPENSES			
Staff costs		(1,597)	(1,382)
Travel and subsistence		(211)	(292)
Outgoing grants		(386)	(117)
Communications and engagement		(76)	(12)
Other costs		(169)	(145)
		(2,439)	(1,948)
OPERATING SURPLUS	5	79	82
Other non-operating income		8	3
SURPLUS BEFORE TAX		87	85
Tax expense	7	(17)	(19)
SURPLUS FOR THE YEAR		70	66
Other comprehensive income		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		70	66

CONSOLIDATED AND IIRC STATEMENT OF CHANGES IN EQUITY

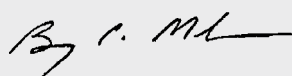
For the year ended 31 December 2019	Group Retained surplus GBP	IIRC Retained surplus GBP
Balance at 1 January 2018	586	581
Surplus for 2018	66	67
Balance at 31 December 2018	652	648
Surplus for 2019	70	72
Balance at 31 December 2019	722	720

CONSOLIDATED AND IIRC STATEMENT OF FINANCIAL POSITION

As at 31 December	Notes	Group		IIRC	
		2019 GBP '000	2018 GBP '000	2019 GBP '000	2018 GBP '000
ASSETS					
CURRENT ASSETS					
Trade and other receivables	9	183	175	490	376
Prepayments and accrued income		331	42	30	42
Cash at bank		963	1,557	953	1,351
TOTAL ASSETS		1,477	1,774	1,473	1,769
EQUITY					
ISSUED CAPITAL AND RESERVES					
Retained surplus		722	652	720	648
LIABILITIES					
CURRENT LIABILITIES					
Accruals and deferred income	10	660	1,010	660	1,010
Trade and other payables	10	95	112	93	111
		755	1,122	753	1,121
TOTAL EQUITY AND LIABILITIES		1,477	1,774	1,473	1,769

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's surplus for the year was GBP 72k (2018: GBP 67k).

Approved by the Board and authorized for issue on 1 May 2020 and signed on its behalf by



Barry Melancon

Chair of the Board

Company registration number: 07746254

CONSOLIDATED AND IIRC STATEMENT OF CASH FLOWS

For the year ended 31 December	Group		IIRC	
	2019 GBP '000	2018 GBP '000	2019 GBP '000	2018 GBP '000
Total operating surplus	79	82	81	83
(Increase)/decrease in trade and other receivables	(297)	62	(102)	(139)
(Decrease)/increase in trade and other payables	(364)	548	(365)	547
Cash generated from operations	(582)	692	(386)	491
Tax paid	(20)	(6)	(20)	(6)
CASH FLOWS FROM OPERATING ACTIVITIES	(602)	686	(406)	485
Interest received	8	3	8	3
Cash flows from investing activities	8	3	8	3
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(594)	689	(398)	488
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	1,557	868	1,351	863
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	963	1,557	953	1,351

NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The International Integrated Reporting Council (IIRC) is a company limited by guarantee. The IIRC's financial statements have been prepared in accordance with IFRS as adopted by the European Union and applicable law. The financial statements have been prepared under the historical cost convention as modified for financial assets carried at fair value and on the going concern basis. The principal accounting policies adopted by the IIRC are set out in Note 3. The policies have been consistently applied to the entire year presented, unless otherwise stated. Sterling figures are presented in thousands.

Post year-end the 2020 coronavirus pandemic has had an enormous economic impact worldwide. The IIRC is not immune to this, and there could be a significant impact on our income. However, due to the level of cash reserves and nature of the IIRC's business, with no long-term liabilities or other financial obligations, and having considered a range of scenarios assessing the potential impact of the pandemic to our cash flows, management has not identified material uncertainty regarding the IIRC's ability to continue as a going concern. Accordingly, management is satisfied that the financial statements should be prepared on the going concern basis.

2. BASIS OF CONSOLIDATION AND SUBSIDIARY UNDERTAKING

Consolidated financial statements have been prepared which comprise IIRC, the parent, and its subsidiary undertaking, the Integrated Reporting Foundation, a company limited by guarantee which shares the same registered office, place of business and country of incorporation. Integrated Reporting Foundation is a registered charity whose principal business activity is promoting the art and science of integrated reporting and corporate reporting.

In accordance with *IFRS 10 – Consolidated Financial Statements*, and as in 2018, the Directors have concluded that the IIRC controls the Integrated Reporting Foundation as the IIRC is exposed to variable returns from its involvement with the Integrated Reporting Foundation and has the ability to affect those returns through its power over it as it has the right to appoint and remove its Directors.

Integrated Reporting Foundation has a reporting date of 31 December and all transactions and balances between group entities are eliminated on consolidation. The IIRC receives grants from the Integrated Reporting

Foundation. The value of these grants recognized in income by the IIRC in 2019 was GBP 776k (2018: GBP 323k). At the year end GBP 308k was owed by Integrated Reporting Foundation (2018: GBP 201k).

3. ACCOUNTING POLICIES INCOME RECOGNITION

Income as presented in the income statement is revenue as defined under *IFRS 15 – Revenue from Contracts with Customers*. The following accounting policies relate to our key income streams. All such income is reported net of VAT where applicable.

- Voluntary contributions from Council member organizations are recognized in income on receipt of funds.
- Contributions from our network participants are recognized in income over the period to which they relate.
- Income related to grant funding agreements that contain conditions that specify the services to be performed is recognized to the extent that those services have been performed with reference to expenditure incurred. Grants and other contributions that do not contain such conditions are recognized in income when IIRC is entitled to it.
- Training programme income consists of licence fees and <IR> training plan approval fees from training partners. The former is recognized over the course of the licence period. The latter is recognized once the training plan has been approved.
- Events income is recognized in income upon completion of the event.

FOREIGN CURRENCY EXCHANGE

The functional and presentational currency of the group is UK Sterling. Transactions in currencies other than the functional currency of the IIRC are recorded at the rates of exchange prevailing on the dates of the transactions. At each statement of financial position date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the statement of financial position date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

Gains and losses arising on retranslation are included in net surplus/deficit for the period, except for exchange differences arising on non-monetary assets and liabilities where the changes in fair value are recognized directly in equity.

TAX

Contributions from the Business Network participants, Council members and other organizations are not subject to corporation tax. The IIRC is required to pay corporation tax on net income from Training and Events, and investment income received in the year.

TRADE AND OTHER RECEIVABLES

Trade and other receivables are recognized by the IIRC based on the original invoice amount less an allowance for any uncollectible or impaired amounts. Other receivables are recognized at fair value.

TRADE AND OTHER PAYABLES

Trade and other payables are measured at amortised cost.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank, cash in hand and short-term deposits. Short-term is defined as being three months or less.

PENSIONS

IIRC contributes to defined contribution schemes for the benefit of its Directors and employees. Contributions payable are charged to the statement of comprehensive income in the year they are payable.

STANDARDS IN ISSUE NOT YET ADOPTED

The IIRC has concluded that there are no relevant standards or interpretations in issue not yet adopted which will have a material impact on its affairs.

ESTIMATES AND JUDGEMENTS

The Directors' judgement that the Integrated Reporting Foundation is a subsidiary of the IIRC is explained in Note 2.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Senior Management's objectives when managing the financial capital are:

- to safeguard the IIRC's ability to continue as a going concern, to enable it to continue to meet its objectives; and
- to maintain sufficient financial resources to mitigate against risks and unforeseen events.

The operations of the IIRC expose the organization to various financial risks, which are continuously monitored with a view to protecting the IIRC against the potential adverse effects of these financial risks.

CREDIT RISK

Credit risk arises principally from cash and cash equivalents and trade receivables. The IIRC minimizes its exposure by dealing with independently rated banks with a minimum rating of 'A'. The IIRC's trade receivables relate primarily to its Business Network participants, training partners, Council members, and other organizations. The IIRC has no significant concentration of credit risk, with exposure spread over a large number of organizations and countries throughout the world. Management reviews Business Network participants' balances regularly to ensure that the risk of exposure to bad debts is minimized.

The IIRC has also applied the simplified approach permitted by IFRS 9 which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

LIQUIDITY RISK

Council member organizations are invoiced at the start of the calendar year in respect of voluntary contributions. Network participants are invoiced for their annual contributions at the beginning of the annual cycle. Training partners are also invoiced in advance. The IIRC manages its liquidity risk by ensuring that it has sufficient working capital to meet its short-term operating requirements. The IIRC aims to maintain cash reserves at least the equivalent of six months of operating expenditure.

Management of liquidity risk is achieved by monitoring budgets, forecasts and actual cash flows. The number of network participants, training partners, Council members, and other organizations that provide voluntary contributions are continuously monitored to ensure adequate funding.

CURRENCY RISK

The IIRC monitors currency risk closely and considers that its current policies meet its objectives of managing exposure to currency risk.

The majority of IIRC's transactions are carried out in sterling. In addition, IIRC holds accounts in US dollars and euros. To the extent possible, IIRC uses the income received in these currencies to hedge any exposures on payments made.

INTEREST RATE RISK

The IIRC maintains surplus funds in a treasury bank account. The average interest rate on this bank account is negligible. Both the current account and treasury bank account are classified as short-term. Short-term is defined as being three months or less. For a change in interest rates of 1%, the gross interest earned would be negligible.

5. OPERATING SURPLUS

Operating surplus is stated after charging the following:

	Group	
	2019 GBP '000	2018 GBP '000
Auditor's remuneration – audit services	10	8
Net foreign currency exchange (gain)/loss	(4)	(4)

6. EMPLOYEE EXPENSES

	Group	
	2019 GBP '000	2018 GBP '000
Wages and salaries	949	777
Post employment expense for defined contribution plans	38	34
Social security costs	102	91
	1,089	902

The IIRC had an average monthly total of 12 employees (2018: 11). Human capital the IIRC drew upon (excluding governance body members) totalled 22 individuals (2018: 29), including 6 seconded by supporter organizations on a *pro bono* basis (2018: 9), 4 consultants (2018: 7), no temporary workers (2018: 1), and no volunteers (2018:1).

The average monthly number of employees during the year was made up as follows:

	2019 No.	2018 No.
Executive	1	1
Other	11	10
	12	11

7. TAX

Components of tax expense:

	Group	
	2019 GBP '000	2018 GBP '000
Current year	17	22
Changes in estimates to prior years	-	(2)
	17	19

8. FINANCIAL ASSETS AND LIABILITIES

	Group		IIRC	
	2019 GBP '000	2018 GBP '000	2019 GBP '000	2018 GBP '000
Financial assets				
Cash and cash equivalents	963	1,557	953	1,351
Trade and other receivables	183	175	490	376
Financial liabilities				
Accruals	280	129	280	129
Trade and other payables	95	112	93	111

9. TRADE AND OTHER RECEIVABLES

	Group		IIRC	
	2019 GBP '000	2018 GBP '000	2019 GBP '000	2018 GBP '000
Trade receivables	172	155	172	155
Amounts owed by subsidiaries	-	-	307	201
Other receivables	11	20	11	20
	183	175	490	376

The ageing of the trade receivables is as follows:

	Group and IIRC	
	2019 GBP '000	2018 GBP '000
0-30 days	87	30
30-60 days	8	20
60-90 days	59	76
Greater than 90 days	18	29

Amounts receivable from Business Network participants, Council members, and other organizations are non-interest bearing and are generally on 30 day terms.

Trade receivables are shown net of bad debts and lifetime expected loss provision. The total impairment charge for the year amounts to GBP nil (2018: GBP nil).

10. TRADE AND OTHER PAYABLES

	Group		IIRC	
	2019 GBP '000	2018 GBP '000	2019 GBP '000	2018 GBP '000
Payable to trade suppliers	64	46	62	45
Accruals	280	129	280	129
Deferred income	380	881	380	881
Payroll and indirect taxes	31	66	31	66
	755	1,122	753	1,121

11. RELATED PARTIES

RELATED PARTY TRANSACTIONS

The group and IIRC receive income from organizations with which we share key management personnel and are therefore deemed related parties. GBP 322k of council contributions (2018: GBP 282k), GBP 77k of grants and other contributions (2018: GBP 100k), GBP 18k of Business Network contributions (2018: GBP 19k) and GBP 17k of training income (2018: GBP 21k) from these organizations was recognized in income in 2019.

Transactions and balances between IIRC and its subsidiary, Integrated Reporting Foundation, are set out in Note 2 above.

KEY MANAGEMENT COMPENSATION

One Director (2018: one), being the Chief Executive Officer, received remuneration which amounted to GBP 289k (2018: GBP 218k) in 2019, of which GBP 18k (2018: GBP 18k) related to pension contributions.

The other Directors and Chair of the Council are not remunerated but may be reimbursed for out-of-pocket expenses incurred while undertaking work on behalf of the IIRC.

12. EVENTS AFTER THE REPORTING PERIOD

On 11 March 2020 the World Health Organization recognized the outbreak of coronavirus disease 2019 (COVID-19) as a pandemic. This pandemic and the resulting government-imposed restrictions of movement and trade are having an enormous ongoing impact to business and economies worldwide in 2020. As the IIRC has a 31 December 2019 year end, management regards the pandemic as a non-adjusting event after the reporting period. Accordingly, no adjustments are required to amounts in the 2019 financial statements, but the impact of the pandemic has been given due consideration in the going concern assessment as outlined in Note 1. Basis of preparation. While it is anticipated the IIRC will be financially affected, it is not possible at this stage to make a reasonable estimate of the financial effect due to the unprecedented nature of the event and the fact we are still in the early stages with the timing of the economic recovery unknown.

Prepared in partnership with Smart Media

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INTEGRATED REPORTING <IR>

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