

TAX STRATEGY

Chime Group Holdings Limited

December 2017

This Tax Strategy applies to Chime Group Holdings Limited and to the group of companies headed by Chime Group Holdings Limited (the “Group”) in accordance with paragraphs 19 and 25 of Schedule 19 to the Finance Act 2016 (the “Schedule”). The strategy has been published in accordance with paragraph 16(4) of the Schedule by being posted on the Group’s website.

The members of the Group are listed in the Financial Statements of Chime Group Holdings Limited which are filed at Companies house.

This strategy applies from the date of publication. It will be reviewed, updated and republished annually. References to ‘UK Taxation’ are to the taxes and duties set out in paragraph 15(1) of the Schedule. References to ‘tax’, ‘taxes’ or ‘taxation’ are to UK taxation and to all corresponding worldwide taxes and similar duties in respect of which the Group has legal responsibilities.

Introduction

This document, approved by the Chime Group Holdings Limited Board of Directors, sets out the Group’s policy and approach to conducting its tax affairs and to dealing with tax risk, and is made available to all of the Group’s stakeholders.

The Board of Directors has ultimate responsibility for tax governance and tax management. The day-to-day responsibility of the Group tax governance and management is delegated to the Group tax team.

This document will be reviewed annually by the Group tax team, and any amendments will be approved by the Chime Group Holdings Limited Board of Directors. It is effective from the date of publication, and will remain in effect until any amendments are approved by the Chime Group Holdings Limited Board of Directors.

Interaction between the Group’s business activities and its management of taxes

The Group is a global communications and sports marketing group. We transform business through sport, entertainment and communications by creating lasting commercial and social impact. The Group provides expertise in sports and entertainment and communications offering: event management and activation, consultancy, athlete representation, advertising and marketing services and insight and engagement. We have expertise in specialist markets such as financial and professional services, healthcare and technology

Our business activities generate a substantial amount and variety of taxes, which form a significant part of our economic contribution to the countries in which we operate. We are committed to complying with tax laws in a responsible manner and to having open and constructive relationships with HMRC.

The Group tax team partners with our businesses to ensure that:

1. The Tax Strategy is adopted and followed consistently across the Group, with clear lines of responsibility and accountability
2. There is alignment of the Tax Strategy with the Group’s overall approach to corporate governance as highlighted in the group’s Responsible Business Code, dated 25 October 2017 and

3. The Group pays the appropriate amount of tax at the right time as required of it under the laws and regulations of the countries in which it operates.

Tax advice may be sought from external advisors when Group Tax does not have the expertise required in a particular area. The Deputy CFO is responsible for the appointment of external advisors and agreeing terms of engagement. Such terms will be aligned to this Tax Strategy.

Annual Review of the Tax Strategy

The global tax environment is rapidly evolving, and therefore the Tax Strategy will be subject to regular review, and developed if necessary. The Group Tax team will review the strategy on an annual basis and any material amendments will be approved by the Board of Directors.

Group Tax Policy

1. Compliance with laws, rules and regulations.

The Group is committed to complying with all applicable laws, rules, regulations, and reporting and disclosure requirements, wherever there is a requirement to do so as a result of our business presence and transactions, in line with our Responsible Business Code.

The Group believes that it should pay the amounts of tax legally due in any territory, and at the time at which it is legally due. The Group will use its best judgement in determining whether it is appropriate to use whichever reliefs and incentives, as provided by the relevant tax code, are available.

We aim to file all relevant tax returns in all countries in accordance with appropriate and established tax return filing positions. We will form strong tax technical positions and we will fully understand the business, commercial and regulatory context of transactions before filing the results of such transactions.

Where tax law is unclear or subject to interpretation, professional advice or advance clearance from relevant tax authority may be sought to minimise the risk that the Group's position leads to dispute.

Where tax enquiries or audits are opened, we adopt a proactive approach to the provision of information to the relevant tax authority in order to reach prompt resolution of any matters under review.

2. Consistency with Group strategy

Tax decisions will always be made in a manner which is consistent with and complements the Group's overall business and commercial strategy.

Key business decision makers should be made aware of the tax consequences of such decisions on a timely basis, in the best interests of the Group and in line with this Tax Strategy. The Group tax team will partner with the businesses to ensure there is that consistency.

3. Governance, Assurance and Tax Risk Management

Responsibility and accountability for the Group's tax affairs is clearly defined within the Group, and decisions will be taken at an appropriate level. The Chime Group Holdings Limited Board of Directors is ultimately responsible for approving this Tax Strategy.

The Deputy CFO is responsible for implementing the Tax Strategy and for ensuring that it is adhered to.

The Group tax team is part of the central finance function that reports to the Deputy CFO. The Deputy CFO has appropriate professional qualifications and experience commensurate with the responsibilities required for his role. We are committed to developing the Group Tax team and providing members with training as required to facilitate performance of their roles.

All finance personnel employed by the Group are responsible for complying with the principles and strategy set out in this document and with wider tax governance requirements. We are also committed to providing training to non-tax personnel in key areas including HR and finance to ensure that they are able to inform the tax team of relevant developments, and to make decisions with tax consequences in the best interests of the Group and in line with this strategy.

In reviewing the risks of a tax action or decision, always bearing in mind the requirements of the Group Tax Policy, the following will be considered:

- the legal and fiduciary duties of directors and employees,
- the requirements of our Responsible Business Code, in particular those policies covering ethics,
- the maintenance of our corporate reputation, having particular regard to the principles embodied in our Responsible Business Code regarding the way in which we interact with the communities around us,
- the tax benefits and impact on the Group's reported result comparative to the potential financial costs involved, including the risk of penalties and interest, and
- the wider consequences of potential disagreement with HMRC, and any possible impact on relationships with them.

4. Attitudes to tax planning

In structuring our commercial activities, and complying with the tax laws of the countries within which we operate, we will have regard to our stated objective of maximising shareholder value. Any tax planning undertaken will have commercial and economic substance and will have regard to the potential impact on our reputation and broader goals.

Where alternative choices exist to achieve the same commercial result the most tax effective approach in compliance with all relevant laws is likely to be taken. This is in line with our Responsible Business Code. However, we will always strive to fulfill our primary objective of paying the appropriate amount of tax at the right time from a legal perspective, and maintaining our strong reputation with HMRC. Consideration is also given to the Group's reputation, brand, and corporate and social responsibility when considering business developments, and associated tax consequences.

As noted above, we will form strong tax technical positions and we will fully understand the business, commercial and regulatory context of transactions before undertaking such transactions. Where tax law is unclear or subject to interpretation, professional advice or advance clearance from HMRC may be sought to ensure that the Group's position is technically supported and in line with market practice.

Where tax advice may be sought from external advisors in respect of material transactions, the Deputy CFO is responsible for the appointment of external advisors (subject to the Group's policy on audit / non-audit services) and agreeing terms of engagement.

Such terms must adhere to the Group's corporate governance and risk management policies, including the Group's Responsible Business Code. Where the Group outsources tax work to external tax advisors (including elements of compliance), the Deputy CFO will approve and ensure that the principles in this document are adhered to.

5. Relationship with HMRC

The Group is committed to the principles of openness and transparency in its approach to dealing with HMRC. All dealings with the HMRC and other relevant bodies will be conducted in a collaborative, courteous and timely manner.