Trustpilot

Universal symbol of trust

Trustpilot Group plc
Annual Report and Accounts 2023

"We have a vast global opportunity p.18 as our platform is relevant to all businesses and p.20 our consumer usage is stronger than ever.

We made strong progress p.16 in 2023, becoming profitable* whilst delivering sustainable bookings and revenue growth."

Adrian Blair - Chief Executive Officer

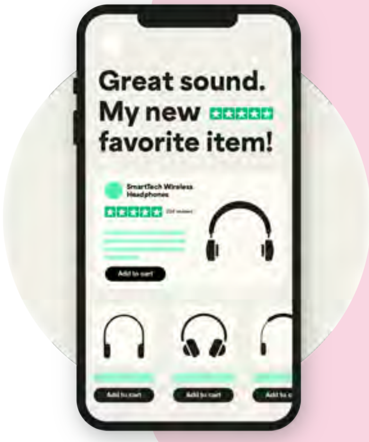
*Profit after tax due to deferred tax assets being recognised in the year.

Welcome to our annual report and accounts 2023

Overview

Strategic report

Governance report



Read more about our markets, business model and strategy
24-37

Meet Adrian, our new CEO

Financial statements

Other information

Financial and Operational highlights

Revenue

$176m

+18% YoY (+17% cc)

(FY22: $149m)

Annual recurring revenue*

$197m

+22% YoY (+18% cc)

(FY22: $162m)

Reviewed domains*

1.1m

+22% YoY

(FY22: 0.9m)

Adjusted EBITDA**

$16m

(FY22: loss of $4m)

Profit after tax†

$7m

(FY22: loss of $15m)

Active domains*

116k

+16% YoY

(FY22: 100k)

* Key performance indicator (KPI) – further detail available on p. 38
** Alternative performance measure (APM) – further detail available in note 4 on p. 187
† After capitalising certain sales commission under IFRS15 and beginning to use deferred tax assets, see p.81 and p.82 for more detail concerning these adjustments

At a glance

Universal symbol of trust

Who we are

Trustpilot is where millions of consumers set the bar for trust and hundreds of thousands of businesses earn it.

Through Trustpilot, businesses engage with consumer feedback to build trust, grow and improve.

Trustpilot had over

900

employees ("Trusties")

as of December 2023 and is headquartered in Copenhagen, with operations in London, Edinburgh, New York, Denver, Melbourne, Berlin, Milan, and Amsterdam.

At a glance continued

Over 1.1 million reviewed domains*

Overview

Trustpilot hosts reviews to help people buy with confidence, and delivers insights to help businesses improve the experience they offer. The more people use our platform and share their opinions, the richer the insights we offer businesses, and the more opportunities they have to earn people's trust.

Businesses strengthen their reputation by collecting and responding to authentic feedback with a platform used by millions of global consumers.

Through Trustpilot's platform and software tools, businesses expand their reach and acquire new customers cost-effectively by showcasing stars and review content. This increases conversions throughout a buyer's journey, and boosts engagement with advertising.

Our platform and products help businesses turn feedback into growth with performance analytics and deep insights that help them to better serve their customers, so they can continue to grow and drive loyalty.

*Key performance indicator (KPI) – further detail available on p. 38

At a glance continued

267 million
reviews* of 1.1 million domains*

(FY22: 213 million reviews of 0.9 million domains)

57 million
monthly unique visitors**

(FY22: 44 million monthly unique visitors)

116 thousand
active domains*

(FY22: 100 thousand active domains)

$197 million
Annual recurring revenue*

(FY22: $162 million annual recurring revenue)

$14 million
Adjusted free cash flow**

(FY22: $(13) million adjusted free cash flow)

>900
Trusties

(FY22: >900 Trusties)

* Key performance indicator (KPI) – further detail available on p. 38
** Defined in glossary on pages 213 to 214

At a glance continued

2007

Trustpilot founded by Peter Holten Mühlmann, to create a universal symbol of trust.

2012

Trustpilot expands into the US and UK markets with new offices established.

2020

Trustpilot achieves over US$100 million in annual recurring revenue for the first time; platform exceeds 120 million reviews; R&D hub established in Edinburgh.

2021

Trustpilot lists on the premium segment of the London Stock Exchange; publishes first Transparency Report; launches e-commerce integrations; exceeds 167 million reviews.

2022

The platform reached 0.9 million reviewed domains, as c.20 million consumers leave their first review on Trustpilot during the year. Since 2020, the total number of reviews grew by over 40 per cent.

2023

Closed year with $197 million ARR, delivered on goal of profitability with $16 million adj. EBITDA and $7 million profit after tax. Zillah Byng-Thorne becomes Chair and Adrian Blair CEO.

Our purpose-driven approach

Benefitting people, businesses and society

Our purpose

To help people and businesses help each other.

Our vision

To be a universal symbol of trust.

Our mission

Trustpilot everywhere.

Our purpose-driven approach continued

Our culture

At Trustpilot, we're driven by connection.

It's at the heart of what we do. Our culture is built on the relationships that we create while pursuing our vision of becoming a universal symbol of trust.

Read more on page 112

Our values

We start with the customer

We act with integrity

We are positively human

We make it happen

We win together

How we do it

Market opportunity p.24
Trustpilot is relevant to all businesses and has a significant global market opportunity.

Business model p.27
A strong value proposition lies at the heart of our business.

Strategy p.33
Our vision is to be a universal symbol of trust, and we have developed our strategy to ensure that we achieve this challenging ambition.

Sustainability p.42
The strategy focuses on three key pillars — Promote Trust Online, Empower Everyone and Partner for the Planet — and provides us with a clear set of focus areas for us to prioritise for action.

Risk mitigation p.85
We continually work to identify, review and manage existing and emerging risks that could threaten our business model, performance and/or future prospects.

Investment case

Our differentiated strategy, broad applicability and scalable brand driven by network effects, are key competitive strengths.

Free to use and open to all

Trustpilot is a public platform where consumers can leave reviews for businesses and businesses can respond to honest feedback. Our platform is free to use and open to all businesses and consumers — yet independent of both — so every interaction on Trustpilot is transparent for all to see. You can find more information concerning our purpose-driven strategy on page 33.

A global review community of millions

Only Trustpilot reviews are backed by a global review community of millions, where consumers can share their genuine experiences to help others, and directly communicate with the businesses that matter to them. For more information on the scale of our market opportunity, see page 24, and for a look at how we ensure the integrity of review content, see page 43.

Cross-vertical

We are relevant to all online and offline businesses - from retail and healthcare to financial services and travel. Other online review platforms may specialise in industry verticals such as hotels and restaurants or product reviews, whereas we operate across all industry verticals. Consequently, we enjoy a material competitive advantage and a more significant market opportunity.

SaaS toolset

Businesses can engage with consumers for free on Trustpilot, but we also provide paid subscription modules. These tools enable business customers to invite more reviews and analyse them to derive more high-value, actionable insights, and to showcase their TrustScores across their marketing channels. In this way, we generate solid returns for businesses by raising their profiles, building and demonstrating their trust credentials and increasing traffic, conversion, marketing efficiency and revenues.

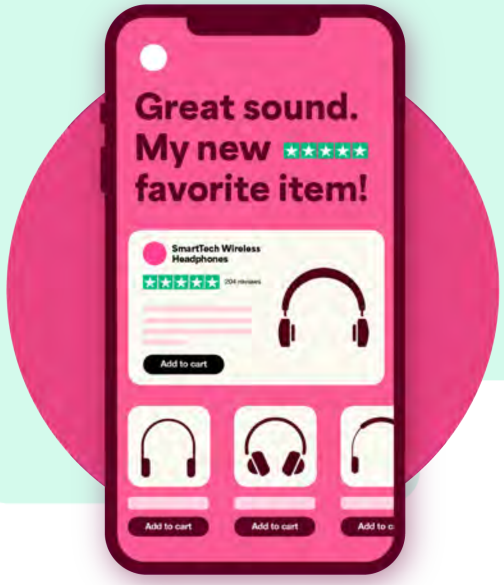
A universal symbol of trust

Any business can say it delivers an extraordinary experience but, using Trustpilot, it can say so with *credibility*.

We are creating a universal symbol of trust and are playing an integral role in helping businesses build trust, grow, and improve.

We use technology and innovation to provide a digital platform that is free to use, open to everyone, and built on transparency. We monetise our platform through a freemium SaaS B2B business model.

Today, the strength of our brand is a significant competitive advantage for us and would be difficult for others to emulate.



Investment case continued

$176m
reported revenue
(+18% YoY)

$197m
annual recurring revenue*
(+22% YoY)

1.1m
domains reviewed*
(+22% YoY)

267m
total cumulative reviews*
(+25% YoY)

57m
monthly unique visitors
(+30% YoY)

A purpose-driven business

We have a strong sense of duty and an opportunity to use our platform and resources for the good of consumers, businesses, communities, and society by promoting trust and empowering people.

We are committed to minimising our impact on the environment through reducing our carbon footprint and successfully transitioning towards a carbon neutral economy. More information concerning our sustainability strategy can be found starting on page 62.

Sustainable operating leverage

In 2023, we achieved $15.5 million of adjusted EBITDA** compared to a $4.4 million loss in the prior year. The Group reported a loss before tax of $1.9 million and, as the Group began recognising deferred tax assets, a profit for the year of $7.1 million was reported, compared to a loss of $14.6 million a year ago. We intend to continue to proactively manage our business to deliver operating leverage and sustainable margin improvement over the long-term. See our *Finance review* section starting on page 79 for more detail.

Strong balance sheet & cash generation

We closed 2023 with $91.5 million of net cash, an increase from the $73.5 million we reported at the end of December 2022. This reflects our move into profitability and adjusted free cash flow*** over the last twelve months.

Our business has strong cash generation dynamics and a growing cash balance, hence our disciplined capital allocation strategy and commitment to return excess cash to shareholders. In January 2024 we commenced a share buyback programme, see page 82 for more detail.

* Key performance indicator (KPI) – further detail available on p.38
** Alternative performance measure (APM) – further detail available in note 4 on p.187
*** Defined in glossary on pages 213 to 214

Focus on efficient capital allocation

Our commitment to maximising shareholder returns

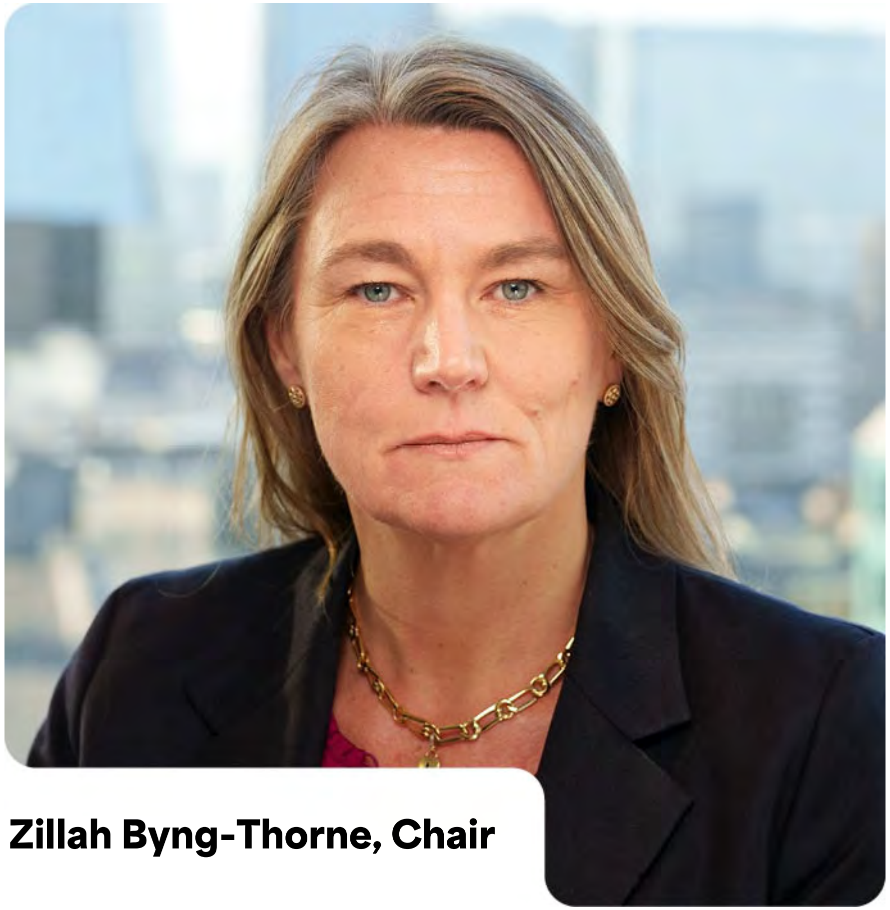
Capital allocation is pivotal to our success as it dictates how we deploy our financial resources and impacts our growth, profitability, and overall value. We prioritise our investments to maximise shareholder value, scale our business efficiently, maintain the integrity of the Trustpilot platform, innovate to drive growth in new business and retention and invest in developing our talent and culture.

For further information regarding our capital allocation policy and priorities, and how we create value for all our stakeholders, see page 32.

Strategic report

Chair's statement

A year of transition



We have made significant operational progress and delivered on our commitment to profitability a year ahead of schedule, demonstrating our business's considerable operating leverage potential and strong cash flow characteristics.

Zillah Byng-Thorne, Chair

Chair's statement continued

"We prioritise our investments to maximise shareholder value and scale our business efficiently."

Having been privileged to be appointed Chair during 2023, this marks my first opportunity to provide you with an annual update on our Group's performance during the past year. It has been a year of change for Trustpilot, with not just a new Chair but a new Chief Executive Officer, Adrian Blair, after our founder, Peter Holten Mühlmann, transitioned out of that role to become a Non-Executive Director and brand ambassador.

There have been other meaningful changes, too. We delivered on our commitment to profitability a year ahead of schedule, demonstrating our business's significant operating leverage potential and generating meaningful free cash flow.

Strategy

We aim to build trust between consumers and businesses, ensuring our platform is transparent, authentic, and reliable. We strive to continuously improve the value we deliver by investing in technology and product innovation. As a result, we are creating a worldwide community where businesses and consumers can confidently connect and make informed decisions.

In 2023, we continued to drive our business against these demanding strategic ambitions. Despite the challenges of a weaker economic environment, particularly evident in the first half of the year, and the leadership transition in the second half, we grew bookings in all regions, with an improved performance in North America. We continued to invest in our platform to benefit the consumers who rely on Trustpilot reviews and the businesses using our platform to build trust, grow and improve.

Adoption and usage of our platform continue to grow at pace. In the past year, we surpassed 267 million total cumulative reviews*, with over 1 million businesses reviewed*, and the active domains exceeded 116 thousand* for the first time. These numbers are impressive and give us unmatched scale and breadth, but we are still just scratching the surface, even in our more developed markets like the UK.

Notably, our platform has doubled in size in the last three years, with 55 per cent of all Trustpilot reviews having been posted since 2020, and the number of businesses with reviews has also more than doubled during that time. This is remarkable and illustrates perfectly the network effects and compounding growth that are defining features of our business.

Furthermore, it was encouraging to see that over the past twelve months, our net dollar retention rate* was resilient at 99 per cent for the Group, another reflection of the demonstrable value we deliver to our customers. These high retention rates also give us good visibility over future revenues, which is advantageous as we make our investment plans and budget for the year ahead.

Financial performance

We know from experience that this increasing consumer adoption and engagement and an expanding base of businesses active on Trustpilot leads to financial success over time. In the year, we grew our bookings* to $194.6 million and ended the year with annual recurring revenue* of $197.3 million, an increase of 16 per cent and 18 per cent respectively, at constant currency[1]. We achieved revenue of $176.4 million in 2023, an increase of 17 per cent at constant currency, or 18 per cent as reported. We reported a profit after tax for the year of $7.1 million, after capitalising certain sales commissions of $3.9 million under IFRS 15 and beginning to use our deferred tax assets with a benefit of $12.3 million. We reported an adjusted EBITDA** of $15.5 million.

For further detail concerning our financial performance, please see the *Finance review* on page 79 of this report.

1 Given the Group operates in multiple currencies, Trustpilot believes illustrating period-to-period comparisons on a constant currency basis is meaningful to see differences before the impact of currency fluctuations. The Group's constant currency calculations are performed by applying the monthly average exchange rates from the last month in the most recent period to prior periods at the entity level. Further adjustment is made in the Danish entity, Trustpilot A/S, to fix the transactional impact of GBP to DKK arising from individual GBP transactions, mainly relating to UK sales. This definition has been updated for the year reflecting sales recorded in GBP transactional currency generating the majority of foreign exchange impact in the Group.
* Key performance indicator (KPI) – further detail available on p.38
** Alternative performance measure (APM) – further detail available in note 4 on p.187

Chair's statement continued

Succession planning

Succession planning is paramount to the Board as it serves as a strategic safeguard for the long-term viability and success of the organisation. Ensuring seamless leadership transition is a prudent risk management measure and a crucial aspect of corporate governance. Furthermore, effective succession planning at the management level helps us cultivate a leadership pipeline and foster a culture of growth, adaptability, and innovation.

I was appointed Chair on 3 April 2023, succeeding Tim Weller, who had held the position since 2013. On behalf of the Board, I thank Tim for all his hard work, oversight, and leadership during his ten-year tenure as Chair of Trustpilot.

In 2023, we also identified and appointed a new CEO, as Peter Holten Mühlmann transitioned into a Non-Executive Director role, while retaining his role as founder. From a succession planning perspective, our key objective was to find the right candidate to take up the position and ensure a smooth transition, minimising the impact on day-to-day operations and maintaining the confidence of our investors and other stakeholders.

We were delighted to announce Adrian Blair's appointment as CEO in July. Adrian took up the role in September, bringing a wealth of experience growing two-sided online platforms and SaaS businesses, making him an outstanding candidate. For further information concerning the CEO recruitment process, please see page 121 of this report.

Board effectiveness and composition

Establishing an appropriate Board composition is crucial for organisational success as it directly influences decision-making, corporate governance, and strategic direction. A diverse, well-balanced board brings valuable perspectives, skills, and experiences with which to scrutinise strategy and risk management, enabling us to make informed, well-rounded decisions.

With this in mind, during 2023 we refreshed the membership of our committees to balance responsibilities across the Board. On the 10th February 2024, Ben Johnson, a Non-Executive Director of the Company for over eight years, retired from the Board. Additional information about our Board members, including their skills, tenure, and committee membership, can be found on page 104 of this report.

Stakeholder engagement

Stakeholder engagement is vital for our success, as it fosters trust, collaboration, and understanding among our investors, employees, customers, regulators, and the community of people and businesses who rely on Trustpilot each day.

During 2023, I met investors regularly to update them on strategy, board oversight, governance, succession planning, capital allocation, and other matters.

We also engaged with regulators and other external stakeholders, taking a constructive approach and applying our resources and expertise to help further promote trust. For further information concerning stakeholder engagement, see page 113, and specifically how we engaged with regulators, page 77 of this report.

Capital allocation

We are committed to running an efficient balance sheet and returning to shareholders any excess capital not required for other priorities. With this in mind, after the year's end, we announced that we had commenced a share repurchase programme of up to £20 million. For further information about how we maximise the value we deliver to stakeholders, see page 30 of this report.

Chair's statement continued

Sustainability

We have better-focused our efforts concerning sustainability, building our sustainability strategy on three pillars: Partner for the Planet, Promote Trust Online, and Empower Everyone. In 2023, we further developed this strategy, but we still have work to do and we describe the proactive steps we are taking in each of these areas in more detail in the *Sustainability* section of this annual report on page 42.

We have a duty and an opportunity to use our platform and resources for the good of consumers, businesses, communities, and society by promoting trust and empowering people. Concerning our environmental impact and the broader issue of global climate change, we made significant progress in introducing carbon emissions reduction targets. We will submit these for external validation to SBTi in 2024. Further information concerning our approach to climate-related risks and opportunities is provided on page 69 of this report.

Finally, on behalf of the Board, I would like to thank our employees, the consumers and businesses who rely on Trustpilot, and our partners and investors for your continued support and confidence in our vision to be a universal symbol of trust online.

Zillah Byng-Thorne
Chair, Trustpilot Group plc
18 March 2024

"Notably, our platform has doubled in size in just the last three years - illustrating the network effects and compounding growth that are defining features of our business."

Chief Executive's review

Going deeper in our focus markets

Adrian Blair, CEO

In my first six months at Trustpilot, I have witnessed first-hand just how powerful our platform is for consumers and businesses worldwide. We made strong strategic progress in 2023, building on our strong foundations to grow our network of consumers and businesses and deliver profitability and positive cash flow ahead of expectations. By driving consumer adoption and delivering ever greater value to our customers through innovation, we are confident of delivering sustainable growth and long term margin improvement.

Chief Executive's review continued

My objective is to deliver strategic clarity, operational excellence and improve profitability."

Summary

We help businesses build trust, grow, and improve their services. Through the Trustpilot platform, trusted by millions, businesses can reach more consumers, earn their trust and use insights from customer reviews to get better.

Growth in the adoption and usage of our platform highlights this strong B2B and B2C value proposition, with 267 million total cumulative reviews** (+25 per cent YoY), 57 million average monthly unique users (+30 per cent YoY), more than 1.1 million reviewed domains** (+22 per cent YoY) and the annualised run-rate of TrustBox impressions** now exceeding 117 billion (+13 per cent YoY).

We are pleased with our performance as we continued to manage our business to focus on efficiently supporting top-line growth. We accelerated our move to into profitability, despite an uncertain macroeconomic backdrop, delivering adjusted EBITDA* ahead of expectations and adjusted positive free cash flow***.

This reflects the value we deliver to businesses and consumers during challenging times and is demonstrated by our resilient retention rates. We see first-hand the role our platform plays in helping consumers and businesses navigate the unpredictable economic environment.

We operate a subscription software business model whereby we invest to drive bookings growth in the near term, which leads to revenue growth in subsequent periods. Due to the growth of prior-period bookings, we enjoy good visibility over future revenue at the beginning of each trading period.

Furthermore, network effects underpin our growth: the more that consumers and businesses use Trustpilot, the more valuable it becomes to everyone. As consumer and business adoption grows, the two sides of our platform reinforce one another, further extending our competitive advantage.

Financial highlights

Bookings** increased 16 per cent at constant currency, 18 per cent on a reported basis, to $194.6 million. Reported Group revenue of $176.4 million increased 17 per cent at constant currency, or by 18 per cent YoY on a reported basis. We ended the year with annual recurring revenue (ARR*) of $197.3 million, an increase of 18 per cent at constant currency, or 22 per cent YoY on a reported basis. Profit after tax was $7.1 million as reported, including the benefit of capitalising $3.9 million of sales commissions under IFRS 15 and beginning to use our deferred tax assets with benefit of $12.3 million (see p.82 for more detail).

Adjusted EBITDA was $15.5 million (FY22: loss of $4.4 million), we generated positive adjusted free cash flow*** of $13.8 million, and our balance sheet strengthened to end the period with a closing net cash balance of $91.5 million on 31 December 2023 (FY22: $73.5 million).

* Alternative performance measure (APM) – further detail available in note 4 on p.187
** Key performance indicator (KPI) – further detail available on p.38
*** Defined in glossary on pages 213 to 214

Chief Executive’s review continued

Trustpilot's differentiated market position

Establishing trust is the foundation for business success. In an uncertain world, it is more important than ever for consumers to know enough to make confident, informed buying decisions.

Trustpilot serves these fundamental business and consumer needs through five defining ingredients:

1 Open platform
Anyone can read reviews on Trustpilot. Consumers can write reviews of any business with who they have had a genuine experience. Any business can use the platform to engage with consumers by reading and replying to reviews.

2 Breadth
Our platform is relevant to businesses across all verticals and of all sizes - supporting our vision to be a universal symbol of trust. Our customers include businesses of all sizes, from SMEs to many of the world’s largest corporations. Due to the fact that consumers rely on Trustpilot for a multitude of buying decisions, we are used by offline and online businesses - from retail and healthcare to financial services and travel.

3 Audience
Trustpilot appeals to a vast consumer audience, with an average of 57 million people per month visiting our website in 2023. This direct audience is amplified by TrustBoxes, which received 117 billion impressions in the year. Inclusion of Trustpilot ratings and reviews in offline advertising further extends our reach. Our consumer audience is global, with reviewed domains in over 100 countries.

4 SaaS
Businesses can engage with consumers for free on Trustpilot, but we also provide paid subscription modules. These SaaS tools enable business customers to invite more reviews; showcase their TrustScores across their marketing channels; use our full range of integrations; and benefit from our insights tools, improving their operations based on consumer feedback.

5 Trust
We enforce clear rules to ensure the integrity of our platform, for example by preventing businesses from editing or deleting reviews. We deploy artificial intelligence systems to identify and remove fake reviews, using machine learning and the vast corpus of review data our platform contains to build sophistication and accuracy. Our legal teams proactively pursue bad actors and as a founding member of the Coalition for Trusted Reviews, we share best practice with other global internet platforms.

9.8 billion
Monthly Trustbox impressions +13% YoY

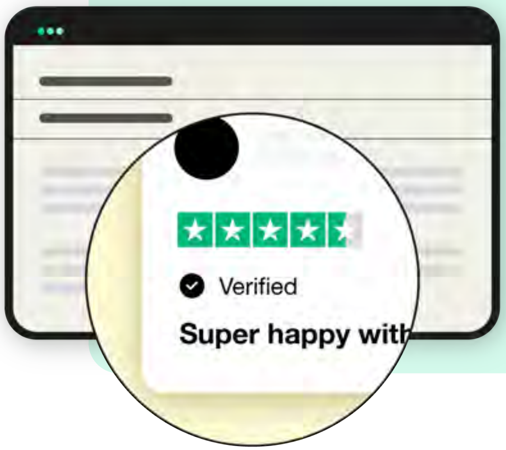
(FY22: 8.7 billion)

We deliver three specific outcomes

This uniquely differentiated combination of ingredients results in:

- **Customer value:** people use Trustpilot to help each other to make informed decisions about where to buy; businesses use our platform to build trust, grow and improve their services.
- **Network effects:** the more people use our platform and share their opinions the more others benefit from it, encouraging more businesses engage with them on Trustpilot and showcase our brand through their marketing, which builds even more consumer awareness and usage.
- **Market opportunity:** our breadth of appeal across business sizes, verticals and geographies creates a vast market opportunity.

See more about how we help businesses on page 26.



Chief Executive's review continued

Our markets & regional performance

United Kingdom

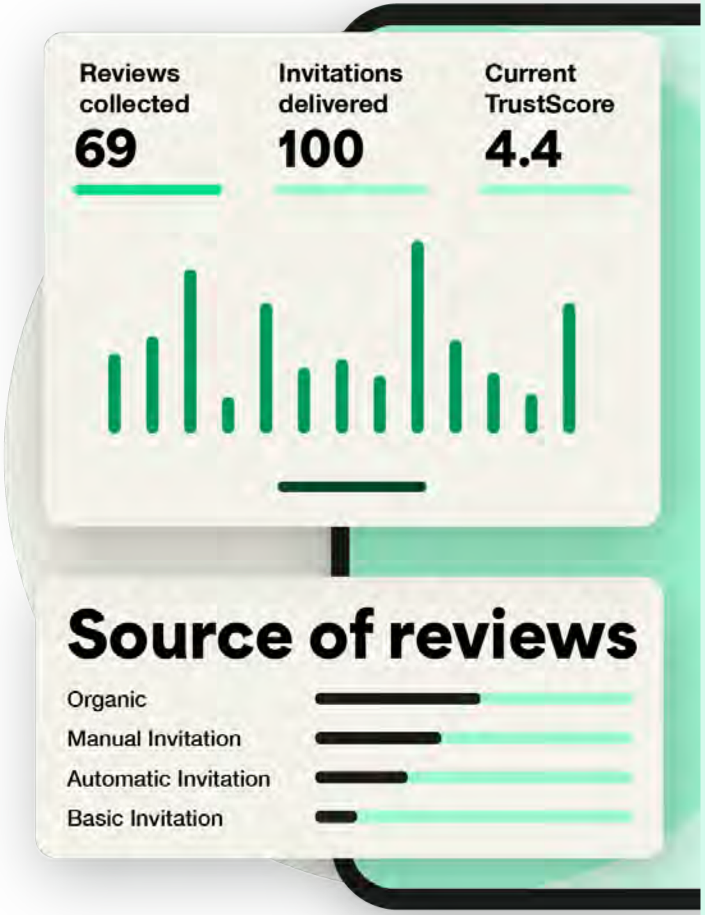
The UK generated bookings of $77.4 million, +17 per cent at constant currency, or +17 per cent on a reported basis YoY. UK revenue grew to $70.0 million (FY22: $59.8 million), +16 per cent at constant currency, or +17 per cent reported YoY. This revenue growth reflected prior-year bookings growth and a positive foreign exchange impact on translation.

In the UK, we continued to see net dollar retention rates above the Group average and a further improvement in profitability. We have established a powerful UK consumer brand, which supports further market penetration and expansion, and we see a significant opportunity for long-term, profitable growth.

Europe & Rest of World (RoW)

Europe & RoW generated bookings of $76.3 million, +18 per cent at constant currency, or +22 per cent on a reported basis YoY. Europe & RoW revenue grew to $69.1 million (FY22: $55.1 million), +22 per cent at constant currency, or +25 per cent reported YoY. Revenue growth reflected a strong prior-year bookings performance and a positive foreign exchange impact on translation.

In Europe & RoW, we continued to see a range of net dollar retention rates in the various countries in which we operate, depending on each market's stage of development, and saw a further encouraging improvement in the overall contribution margin for the region. Our key European markets include Germany, Netherlands, France, and Italy.



Engaged, high-quality reviewers

By refining our review process, we can capture more reviews from current writers, offer businesses deeper insights, and make it simpler for consumers to leave detailed feedback.

For example, to increase consumer engagement we are investing in notifications, rich media in reviews, review acknowledgements, personalisation, conversational search, and rich user profiles.

Our business customers see the value of this with more reviews and readers, as a high volume of reviews and readers drives greater conversion to purchase.

+15%

Average annual contract value*

(ACV was $8k in FY23 versus $7k in FY22)

* Key performance indicator (KPI) – further detail available on p.38

Chief Executive's review continued

North America
North America generated bookings of $40.9 million, +12 per cent on a reported basis YoY. North America revenue grew to $37.3 million (FY22: $34.0 million), +10 per cent reported YoY.

In North America, we successfully increased the net dollar retention rate throughout the year, supporting booking growth and future revenue, and saw an improvement in the contribution margin for the region.

Our go-to-market strategy in the US focuses on high customer lifetime value (HCLV) vertical market segments, such as financial services, healthcare, and legal services. This strategy has supported an acceleration in bookings growth and improved customer retention through the period. We achieved greater sales effectiveness, shorter sales cycles, and increased productivity.

Driving new business and retention through innovation
We continued to invest in innovation to improve our platform. By doing so, we drove retention, new business, upsell, and further consumer engagement. For example, during the period, we introduced single sign-on for enterprise, which allows customers to use their existing corporate login (O365, Apple and Google) to access their Trustpilot account, improving user experience, reducing support requests, and increasing cybersecurity.

We introduced a new relevance sorting algorithm that includes text length, readability, and information richness to determine the quality of a review to aid prioritisation when sorting by relevance. Users of Isendu, an all-in-one shipping management platform used by eCommerce businesses to automate and manage shipping, can now send automated Trustpilot review invitations by email and WhatsApp through a new integration launched in 2023.

Our Review Insights customers can now input different parameters to forecast the range of potential outcomes for their TrustScores, based on their planned activities. We also updated our Abusive Reporting Model and introduced sentiment breakdown by topic for consumers on our iOS App.

We launched a Salesforce integration during Q3 2023, now available on the Salesforce app exchange and enabling seamless review management, including consumer insights and reporting, for customers using the Salesforce platform.

Strong strategic progress
The more consumers engage with our platform through reading and posting trusted reviews, the greater the reason for businesses to use Trustpilot to engage with their customers. In this way, each side of our platform reinforces the other, supporting our strong organic growth over the long term.

We track several strategic data points that help us assess our progress in driving adoption and ensuring trust and transparency. Concerning adoption and usage, these metrics include:

- The total number of cumulative reviews
- The number of active businesses on the platform
- The number of paying customers
- The average monthly number of review invitations and TrustBox impressions

Rapid business and consumer adoption
For us to achieve our mission of 'Trustpilot everywhere', we need to succeed in being the most trusted and most used online review brand globally.

We were pleased to see consumer and business adoption of the Trustpilot platform continue to grow across all regions in 2023. By the end of the year, Trustpilot had exceeded 267 million total cumulative reviews*, an increase of 25 per cent YoY, with an average of 57 million monthly unique users and close to 20 million consumers leaving their first review on Trustpilot in the year.

We closed 2023 with 1.1 million reviewed domains* and 116K active domains* on our platform, up 22 per cent and 16 per cent YoY, respectively. Active businesses help promote the Trustpilot brand, whether paying customers or users of the free tools we provide, by actively collecting reviews and displaying their TrustBox**. Of these active businesses, 26K (FY22: 25K) are paying customers, subscribing to our software tools to help them get, manage, and derive insights from reviews.

* Key performance indicator (KPI) – further detail available on p.38
** See glossary, page 213

Chief Executive's review continued

Importantly, our strategy is to increase the revenue opportunity within our installed base, principally by focusing our direct selling into the enterprise market, typified by larger deal sizes and lower churn, whilst addressing the smaller business market via self-service channels. Therefore, we do not see growth in the absolute number of paying customers as a critical data point *per se;* instead, we believe we should focus on increasing average contract values and increasing retention over time.

During the year, our business customers sent 780 million review invitations (FY22: 697 million), an average of 65 million per month (FY22: 58 million). The Trustpilot brand continued to gain in strength, with 9.8 billion monthly TrustBox impressions, up 13 per cent YoY to 117 billion for the year.

Trust & transparency

We also look at a series of strategic data points to help us assess our success in ensuring the integrity of the content on our platform. These include:

- Consumer and business verification
- Our speed and accuracy in detecting fake reviews
- How many fake reviews are flagged by our community
- The number of consumer warnings and alerts we apply in the period
- Our ability to successfully use legal enforcement as a deterrent to persistent offenders

"As consumer and business adoption continues to grow, the two sides of our platform reinforce one another, further extending our competitive advantage."

During 2023, Trustpilot removed over 3.3 million fake reviews from its platform (FY22: 2.6 million) equating to 6% of reviews posted in the year – our fraud detection systems automatically eliminated approximately 82 per cent of these. 68 per cent of the fake or fraudulent reviews removed in 2023 were either 5-star or 4-star reviews (FY22: 65 per cent). In addition to those removed automatically, consumers and businesses validly flagged over 545 thousand reviews, an increase of 18 per cent YoY, of which approximately 98 per cent were flagged by businesses. We ended the year with 490 thousand verified reviewers globally (FY22: 198 thousand), a valuable additional step in promoting trust online.

In 2023, we made further progress in tackling misuse through proactive litigation and scam prevention. For example, as part of our enforcement strategy, we successfully secured our first two court orders, banning a property firm and a dental practice from buying and submitting fake reviews on our platform. We initiated legal proceedings after issuing formal cease and desist notices and placing consumer warnings on the profile pages of the businesses involved. The courts ordered both firms to pay damages and in December 2023 we donated part of these funds to the Citizens Advice Bureaux, as an organisation that champions consumer rights.

Chief Executive's review continued

We also proactively engaged with regulators in our different markets to prepare for the changing regulatory landscape to help shape public policy. This activity included engaging with the UK government concerning the forthcoming Digital Markets, Consumer and Competition Bill. In the US, we contributed to the Federal Trade Commission's report on proposed new rules to prevent the use of fake and misleading reviews. We also further developed our roadmap for compliance with the EU Data and Digital Services Acts.

We are encouraged by these new regulations as they seek to support open and transparent platforms, and strengthen ability to deter bad actors through legal enforcement.

We must also ensure legitimate reviews are accessible. Hence, we prioritise our investment to enable us to protect great businesses and showcase genuine consumer experiences. This investment includes our focus on business and consumer verification, automated review collection methods and our extensive use of automated fraud detection systems, employing data science techniques to improve the speed and accuracy with which we identify suspicious activity and fake reviews.

We also actively remove or do not accept business customers that are unsuitable for our platform. For example, businesses that promote hatred or facilitate criminal activities. The steps we can take include displaying consumer warnings on business profiles, removing profiles that offer illegal or harmful services and ensuring that our sales teams do not communicate with unsuitable businesses.

Sustainability

We aim to help consumers and businesses to help each other — because when they do, people benefit, businesses benefit, and society benefits too. We know that this purpose is ambitious and challenging, but also that it is inherently worthwhile. We believe our sustainability strategy supports this purpose over the long term.

We focus on three strategic areas of sustainability with clear priorities where we can have a positive impact: being a partner for the planet, promoting trust online, and empowering everyone.

57 million

monthly unique visitors +30% YoY

(FY22: 44 million)

Partner for the planet

At Trustpilot, we are not in the business of manufacturing anything physical, but that does not mean we do not cause emissions. We are determined to hold ourselves accountable and work towards positive change.

We have committed to setting science-based, independently verified emissions reduction targets. We need to understand how climate change may affect our business in the future and how we can reduce any negative environmental impact we have. We are committed to driving continual improvement in our climate reporting and sustainability going forward.

In 2023, we enhanced the role of the ESG steering group, conducted a detailed review of our schedule of potential climate risks and opportunities, assessed the impact of these risks on our business and across Trustpilot's value chain, and examined how these may affect our platform, customers, consumers, employees, and broader society.

We also undertook a detailed analysis of our carbon footprint across scopes 1, 2, and 3 identifying areas where we could immediately begin work towards reducing our emissions, for example, by creating specific work streams to support the introduction of sustainable procurement and travel policies. We have introduced carbon-reduction targets in this year's annual report, and we shall submit these to the Science Based Targets initiative (SBTi) for validation during 2024.

See page 62 for more insights into our Partner for the Planet strategy and the actions we are taking concerning climate impact.

See page 73 for more detail concerning our emissions reductions targets.

Chief Executive's review continued

Promoting trust online
We do all we can to ensure Trustpilot reviews are trusted. Our guidelines encourage responsible behaviour among the Trustpilot review community. Both consumers and businesses sign up and must adhere to these guidelines when using our platform. We treat all reviews on the platform equally, regardless of who wrote them or which businesses they concern.

In addition to working with regulators, we also collaborate with other leading internet businesses to tackle fake reviews and protect consumers online. In 2023, we became a founding member of the newly created Coalition for Trusted Reviews. We aim to set consistent standards, share best practices, take collective action, and work closely to inform public policy.

See page 43 for more details on our investment in trust and transparency.

Empower everyone
We continue to acquire the critical skills and capabilities needed to achieve our goals. We embedded the High Performance Way, a performance management approach to give Trusties greater meaning, clarity, and accountability. We invested in training for leaders and launched the development hub, offering all Trusties support with their development needs.

In 2023, we continued to strive for an environment where Trusties feel they can belong, championed by our seven employee resource groups (ERGs), and we launched workshops to help Trusties understand their impact on diversity, equity and inclusion to ensure Trustpilot is a place where everyone feels they can be themselves.

We also published our diversity, equity and inclusion policy for the first time, detailing our responsibilities as a business, presenting our expectations of our Trusties to uphold fairness and respect, and highlighting our shared responsibility to treat everyone with respect and ensure that equal opportunities exist for all.

See page 48 for more details on our investment in our people and culture.

Outlook
We delivered a strong performance in 2023, as we accelerated our move into profitability, delivering adjusted EBITDA ahead of expectations.

The bookings growth we achieved in 2023 and the ongoing momentum in the business underpins our confidence in continuing to deliver mid-teens constant currency revenue growth, and we also expect to achieve further operating leverage in the current financial year. The Board is confident in the Company's ability to deliver sustainable growth and long-term margin improvement, as we expand to capture the significant global opportunity ahead.

Adrian Blair
Chief Executive Officer, Trustpilot Group plc
18 March 2024

Market overview

Real reviews, trusted by millions, driving revenue for your business.

Market overview continued

Real reviews, trusted by millions, driving revenue for your business.

Free to use and open to all

Trustpilot is a public platform where consumers can leave reviews for businesses, and businesses can respond to honest feedback and turn it into insights to create better experiences. The platform is free to use and open to all businesses and consumers – yet independent of both – so every interaction on Trustpilot is transparent for all to see.

Dual-sided platform

We operate a two-sided platform which builds network effects. These characteristics have proven to be significant organic growth drivers over many years. As more consumers post reviews, businesses claim their domains on Trustpilot and invite even more consumer reviews.

During 2023, on average, around 15 thousand businesses were added to Trustpilot every month as consumers reviewed them for the first time, with 20 million consumers leaving their first review and a total of 54 million new reviews added during the year. Notably, our platform has doubled in the past three years alone.

Consumer brand

Our trusted consumer brand is central to our success. People choose to read Trustpilot reviews because they have confidence that they reflect other people's genuine experiences. For us to succeed, Trustpilot reviews must have integrity and authenticity. As a result, we are rapidly attaining our mission of becoming 'Trustpilot everywhere'.

Large, global market opportunity

Our products and services are relevant to all businesses worldwide.

Whether a business operates online or offline and sells services or products, the consumer purchase journey typically starts online. In recent years, the prominence of digital commerce and online consumer activity has grown markedly. Today, consumers are more willing than ever to purchase goods and services online and must trust that they will receive a high-quality experience.

Any business can say it delivers an extraordinary experience, but using Trustpilot, it can say so with credibility. We are creating a universal symbol of trust and are playing an integral role in helping businesses build trust, grow, and improve.

Ahead of the regulatory trend

Fake reviews pose a severe threat to consumer trust and, consequently, to businesses. Regulators worldwide are increasing pressure on platforms to take responsibility for harmful and illegal content.

They are also cracking down on businesses unfairly misleading consumers or not doing enough to protect them. Trust and integrity were our founding principles, shaping our guidelines for businesses and consumers, investments in technology to safeguard the integrity of the reviews that businesses and consumers encounter on Trustpilot, and our business model. The current regulatory environment underpins Trustpilot's ongoing commitment and focus on trust and further highlights our leadership and differentiation built on trust and transparency.

Our customer journey

Our business customers reach more consumers, earn their trust, and keep them loyal for life with the platform trusted by millions.

Build trust, grow and improve your business.

1 Start earning trust

Begin collecting and responding to reviews with the platform used globally by millions of consumers.

2 Accelerate reach and reputation

Upgrade options with more review invitations.

Access tools to help manage and amplify review content.

3 Drive cost-efficient growth

Complete access to showcasing tools proven
to increase conversion.

See detailed insights into reviews - and competitors.

4 Custom solutions that scale with a growing business

Scale growth with multi-domain support, high volumes of invitations, customisation options, and advanced insights.

5 Future-proof success

Unlimited reviews, API access, cutting-edge AI technology, and the most in-depth insights into consumers and industry.

Improve

Grow

Build Trust

Our business model

1 Our inputs & resources

A strong value proposition lies at the heart of our business – a digital platform that brings businesses and consumers together to build trust, grow, and improve.

Technology

We use technology and innovation to provide a digital platform that is free to use, open to everyone, and built on transparency.

Trustpilot reviews help people shop confidently and help others make better-informed decisions. Businesses use our software tools to extract rich insights from these genuine experiences, deepen their understanding of consumers' needs, improve the experience they offer, and reach new consumers.

Read more on page 33

People

Our Trusties are hard-working, ambitious, and dedicated to our mission.

Collectively, they help to drive Trustpilot's success. We connect our people to their potential. We give them the autonomy to go further, to shape a career they can be proud of. We succeed through our positive collective spirit, and our unique character comes from the relationships we build.

Read more on page 48

Financial capital

We invest to drive our organic growth and ensure that we grow efficiently as our platform rapidly expands.

Our priorities are consumer and business engagement, content integrity, innovation, and people and culture.

We have a strong balance sheet with good operating leverage and thus good cash generation dynamics, and this supports our investments into growth and expansion.

Read more on page 79

Our business model continued

1 Our inputs and resources

Relationships

The relationships we build between our stakeholders underpin our success.

Our vision to be a universal symbol of trust lies at the heart of global commerce and matters to people everywhere. Our growing relationship with consumers online saw an average of more than 57 million monthly unique users on our platform. We are also building relationships with governments and regulators as we work with them to protect people online. We care about our relationship with our Trusties, who provide us with the critical skills and capabilities to succeed.

We are also building a trusted relationship with investors through our commitment to maximising shareholder value, delivering revenue growth, and improving profitability and cash generation.

Read more on page 113

Brand

Our consumer brand continues to grow stronger as Trustpilot becomes essential to peoples' daily purchasing decisions.

This increasing affinity is fundamental to our ability to be the most trusted and, hence, most used global review brand. In 2023, 20 million people left their first-ever Trustpilot review, and 200 thousand businesses received their first review on our platform.

Read more on page 33

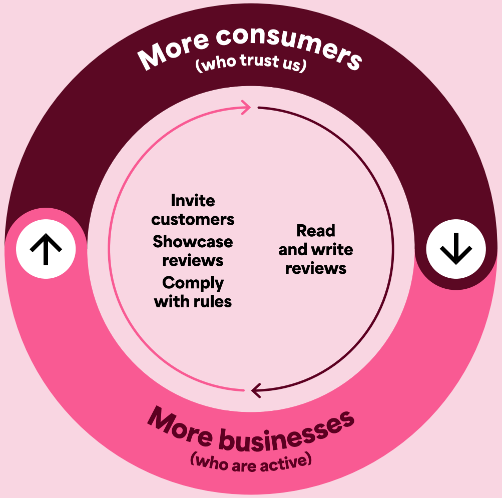
Network effects support our growth

A viral value proposition

Network effects underpin our business, whereby the more consumers we have reading and writing reviews on Trustpilot, the more attractive our platform becomes for businesses.

The businesses using our platform promote our brand by inviting reviews and showcasing their TrustScore. Consequently, the strength of our brand is a significant competitive advantage for us and would be difficult for others to emulate.

So the flywheel turns.



Our business model continued

2 Our primary activities

Dual-sided platform

Founded in Denmark in 2007, Trustpilot has become one of the world's leading consumer review platforms.

Today, we host over 267 million reviews of over 1 million domains in 241 countries and territories globally. We operate a dual-sided platform: on one side, we help businesses build trust, improve, and grow, through a freemium subscription software model; on the other side, people benefit by having a direct line of communication with businesses, and from the genuine experiences shared by others.

Read more on page 25

Trusted reviews

We are focused on ensuring legitimate reviews are accessible on our platform and so we prioritise our investment to protect great businesses and showcase genuine consumer experiences.

Removing fake or misleading reviews from our platform is, therefore, core to our mission and business success. To do this, we have clear guidelines to encourage responsible behaviour among the people and businesses active on Trustpilot, promote consumer and business verification, invest in proprietary machine-learning, artificial intelligence, and other fraud detection tools, collaborate with other leading internet businesses, and proactively engage with regulators and governments in all our markets.

Read more on page 43

Freemium SaaS model

To start building trust for free, businesses collect and respond to reviews on Trustpilot, the platform used by millions of consumers.

We offer various additional premium features and functions available via subscription. These help a business accelerate its reach and build its reputation.

For example, a business can upgrade to access more review invitations and tools to share and amplify the content across its marketing channels. Paying customers can also access detailed insights into their business and competitors, based on the content of the reviews. Larger businesses may also benefit from multi-domain support, customised options, premium support, additional security, and various integrations and APIs.

Read more on page 26

Our business model continued

3 Creating value for our stakeholders

Employees

At Trustpilot, we want to create a strong sense of belonging for every Trustie. We treat Trusties fairly, valuing their unique perspectives and empowering them to do their life's best work.

Value created in 2023
- We embedded the High Performance Way, to give Trusties greater meaning, clarity, and accountability.
- We invested in training for leaders and launched the development hub, offering all Trusties support with their development needs.

Priorities for 2024
- Update Trustpilot values to focus on execution and the customer
- Having identified opportunities to improve gender balance within our commercial, product and technology functions, we shall focus on these areas.

Read more on page 48

Investors

We are committed to maximising shareholder value by capturing the substantial market opportunity whilst delivering profitable growth.

Value created in 2023
- During the year, we delivered profitability a year ahead of our schedule and maintained strong revenue and bookings growth.
- We generated $13.8 million of free cash flow and outlined our approach to efficient capital allocation.

Priorities for 2024
- Product innovation and enhancements.
- Improve go-to-market efficiency.

Read more on page 12

Customers

We are committed to helping our customers reach more consumers, earn their trust, and keep them loyal for life with a platform trusted by millions.

Value created in 2023
- Adoption of our platform continued at pace, now with over 267 million reviews of over 1 million domains.
- We focused on innovation and delivered several important new features and integrations, for example, through our partnership with Salesforce, and iOS mobile app.

Priorities for 2024
- Increasing the ROI of Trustpilot for our business customers.
- Increasing consumer engagement to drive more reviews and higher quality review content.

Read more on page 33

Our business model continued

3 Creating value for our stakeholders

Consumers

We are committed to helping consumers to read reviews, write reviews, and find trustworthy businesses.

Value created in 2023

- We prioritised investment in ensuring content integrity and removed 3.3 million fake reviews, so people don't have to worry about trusting the reviews read on our platform.
- We improved navigation, relevance sorting, and business categorisation to make it easier for consumers to find great businesses.

Priorities for 2024

- Increase the value of Trustpilot as a tool for helping consumers to make buying decisions.
- Increase the volume and quality of reviews available to consumers, by encouraging increased consumer activity and engagement.

Read more on page 20

Communities

We believe a safe and trustworthy online environment is essential for communities, ensuring that future generations have access to safe spaces where information can be trusted and reliably acted upon.

Value created in 2023

- We continued to pursue legal action against businesses persistently seeking to manipulate their TrustScore via fake or misleading reviews.
- We became a founding member of the Coalition for Trusted Reviews.

Priorities for 2024

- Invest in growing our community of verified reviewers.
- Develop our ability to integrate additional trust signals onto our platform, for example, incorporating environmental credentials for sustainability-minded consumers.

Read more on page 43

Governments and regulators

We engage extensively with policy, regulatory and legislative developments in areas including artificial intelligence, data protection, fake reviews, consumer protection, online safety, the cost-of-living crisis and trust online.

Value created in 2023

- Meetings with stakeholders have included UK Business and Tech Ministers, European Commissioners, Members of the European Parliament, representatives of the Spanish Presidency of the European Council and Belgian Government Ministers.
- A member of the House of Lords responsible for tech policy credited Trustpilot's briefing for changing their stance on a critical amendment during the passage of the Online Safety Act.

Priorities for 2024

- Continue to collaborate with other tech companies to promote trust online.
- Further develop and implement our roadmaps for compliance with forthcoming legislation.

Read more on page 77

Our business model continued

3 Creating value for our stakeholders

How we prioritise our investments

A strong balance sheet

We maintain a strong balance sheet, with a cash balance of $91.5 million on 31 December 2023 and no debt. During the year, we generated additional free cash flow, further strengthening our position.

Investment in organic growth

Our strong financial position supports our ability to invest to drive organic growth and scale our platform efficiently. We prioritise consumer and business adoption and engagement and invest to ensure that only trusted content is available to users. We strive to increase the value we deliver to our customers through innovation, reflected in our high retention rate, pricing power, and growth in new business.

Potential M&A

To date, we have not engaged in M&A activity but we see it as a potential growth opportunity in future. Strategic M&A could help us accelerate our product roadmap, and enter new or strengthen existing markets.

Maximising shareholder returns

We are committed to maximising shareholder value, by delivering sustainable top-line growth, improving profitability, and returning excess capital to shareholders.

Read more on page 30

Our business model in action

Building trust

Our business model is differentiated and has several advantages. The fact that our platform is free to use helps drive adoption, and the insights from trusted reviews create substantial value for businesses. Trustpilot stars and review content are proven to generate increased web traffic and conversion, and our showcasing tools help them to acquire customers more efficiently.

Every month, around 2 billion Trustpilot pages appear in Google search results, and our TrustBox widgets are displayed over 10 billion times. Sixty-one per cent of US consumers agree that a good Trustpilot rating makes them more likely to buy from a brand, businesses see a 30 per cent increase in click-throughs to their website across ads, paid and organic search on average, and they see a 21 per cent average reduction in cost-per-acquisition.

Only Trustpilot reviews are backed by a global reviewer community of millions, but see a diverse collection of genuine feedback. Trustpilot is in the top 1 per cent of websites visited globally with 57 million monthly unique users on average, and more than one review written every second.

All reviews submitted to Trustpilot are screened using our sophisticated fraud detection systems, powered by artificial intelligence, and supported by our dedicated content integrity team.

Read more on page 43

Our strategy

Purpose-driven

Overview

Trustpilot's mission is to be a universal symbol of trust.

To succeed, we depend on two strategic audiences:

1

Consumers

Providing consumers with the decision tools necessary to decide which businesses they can trust.

2

Businesses

Providing businesses with the tools necessary to help them build trust, grow and improve.

Our global consumer brand is a critical competitive differentiator, underpinning network effects that drive our organic growth. The more people we have reading and writing reviews on Trustpilot, the easier it is to attract businesses to the platform. More businesses invite even more reviews. For this flywheel to work in practice, people must trust Trustpilot, and businesses must actively invite and showcase their reviews while following our guidelines.

How we measure our strategic progress
On the following pages, we describe how our platform and tools are helping consumers and businesses, and how we assess our progress against our strategy to:

1 Drive adoption

2 Ensure trust & transparency

3 Grow our business efficiently

Our strategy continued

Purpose-driven

1 Consumer & business usage

- **We track the total number of reviews.**
- **We monitor the number of active businesses on the platform.**
- **We measure the number of monthly review invitations and TrustBox impressions.**

Progress in 2023

- Total number of reviews increased to 267 million, +25 per cent YoY.
- 20 million consumers posted their first review on Trustpilot (FY22: 20 million).
- The number of active domains on our platform increased to 116 thousand, +16 per cent YoY.
- The number of monthly review invitations and TrustBox impressions increased to 65 million (+12 per cent YoY) and 9.8 billion (+13 per cent YoY), respectively.

Case study: build trust

Credibly

Credibly is an online loan provider for small businesses. Because debt and financing can be scary, building a trustworthy brand reputation is crucial for lenders.

Credibly takes advantage of multiple tools provided by Trustpilot, making it simple for its customers to leave reviews on its site, and uses Trustpilot widgets across its website.

Trustpilot reviews have directly helped to build consumers' trust in Credibly's business. They've also had an indirect effect, allowing everyone at Credibly to see how and why their work matters.

To read more about how businesses use Trustpilot to build consumer trust, visit: https://business.trustpilot.com/customer-stories

Our strategy continued

Purpose-driven

2 Consumer & business trust

- **We encourage consumer and business verification.**
- **We track the speed and accuracy with which we detect fake reviews.**
- **We monitor the number of fake reviews flagged by our community.**
- **We use legal enforcement as a deterrent to persistent offenders.**

Progress in 2023

- There are now 490 thousand verified reviewers on the Trustpilot platform.
- We removed 3.3 million fake reviews, 82 per cent of them automatically, compared to 2.6 million and 68 per cent a year ago.
- We were successful in our legal actions against businesses seeking to manipulate our platform.

Read more on page 43

Case study: grow

hmv

Customer feedback has been fundamental to the iconic London music store as it raises awareness of the brand's online offering.

By integrating with the API, they could automatically send our review invitations post-purchase. This change allowed hmv to reach a more extensive customer base, not only those opted-in to receive marketing emails, and this significantly optimised their Trustpilot account and their TrustScore.

hmv's partnership with Trustpilot continues to evolve. Focusing on improving the account, they have added the Insights and Locations modules to help them analyse feedback by location.

To read more about how businesses use Trustpilot to grow, visit:
https://business.trustpilot.com/customer-stories

Our strategy continued

Purpose-driven

3 Grow efficiently

As a SaaS business, we consider certain key metrics to assess the most appropriate strategic areas for us to deploy capital to support efficient growth.

- **LTV - customer lifetime value.**
- **CAC - customer acquisition cost.**
- **NDR - net dollar retention rate.**

*Customer lifetime value divided by customer acquisition costs. Excludes any expansion of contract value of subscriptions with existing customers (such as up-selling and cross-selling).

From these, we can derive the CAC ratio, which measures CAC divided by new business annual contract value, i.e. the number of years it takes to recoup our investment in customer acquisition. Hence, we target a lower CAC ratio over time.

These essential financial metrics help to inform our strategy concerning the markets, segments, and countries we invest in.

Progress in 2023

- We are pleased with our performance as we continued to manage our business to focus on efficiently supporting top-line growth, while delivering sustainable operating leverage and margin improvement.
- In 2023 we delivered robust bookings and revenue growth across all regions, with a resilient Group retention rate of 99 (FY22: 100), and adjusted EBITDA ahead of market expectations.

Case study: improve

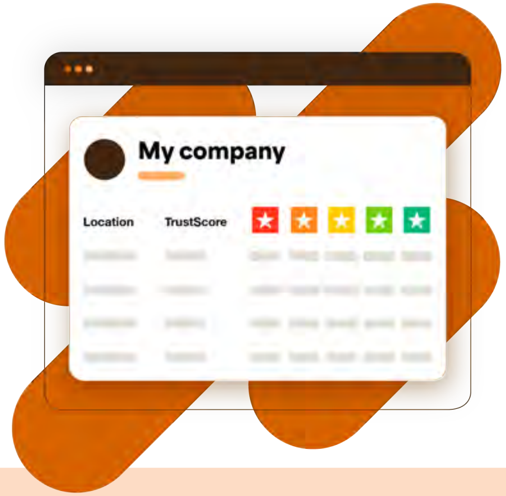
Mazuma Mobile

With Trustpilot, Mazuma Mobile showcases its reliability and trustworthiness and improves its service offerings.

Mazuma Mobile uses Trustpilot tools to support its Marketing and Customer Service teams. Customer Services uses Trustpilot to monitor consumer sentiment and highlight potential service gaps.

This has helped Mazuma streamline several processes where an influx of reviews mentioned similar disappointments or suggestions for improvement. This ensures a smoother process, likely leading to better outcomes for the business and its customers.

To read more about how businesses use Trustpilot to build improve, visit:
https://business.trustpilot.com/customer-stories



Our strategy continued

Purpose-driven

Focus for 2024

Going deeper in our focus markets

Generally, in countries with more active users per head of population, it is more efficient for us to acquire and retain customers. The data shows the critical importance of consumers reading and writing reviews to the efficiency of our growth, and these countries generate a higher LTV/CAC ratio for us.

Our focus markets include the UK and the US, where both remain early-stage opportunities. These countries are the most significant growth drivers for us today, with plenty of room to increase market penetration for consumers and businesses over the long term. Germany and Italy also represent large, fast-growing markets where it makes sense for us to focus on our near-term investment.

In each focus market, we have a dedicated in-country team, including a country manager, enhanced investment in sales & marketing, and elevated support from other areas of our organisation, for example, tech and product. Over time we expect other countries to become focus markets for us.

Grow our enterprise business

We see greater churn among our smaller customers, a natural characteristic as SMEs are more vulnerable to a challenging macroeconomic environment. So, the number of SMEs in the mix tends to negatively affect the overall retention rate.

In our direct selling activity, we are focused on demonstrating the ROI our products deliver to enterprise customers, which we expect will help us to improve our retention rates over time.

Prioritise our investments

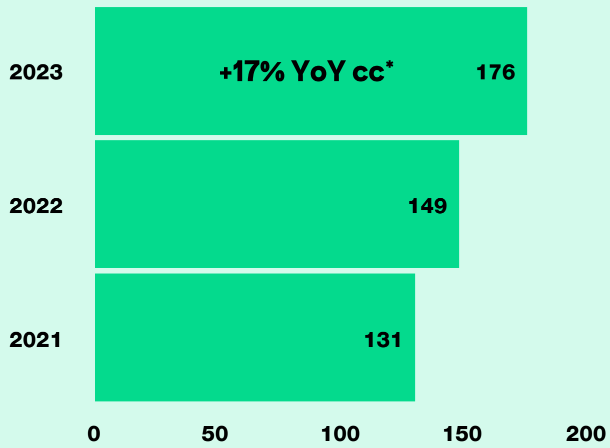
We are committed to delivering sustainable, profitable growth. We approach the budgeting process to support this strategy, and so:

- We shall target our go-to-market investment towards our focus markets.
- We intend to demonstrate the value and clear ROI that we deliver to our business customers, and drive improved retention rates through further innovation.
- We focus our new business sales efforts on enterprise and strategic accounts that renew at higher rates.
- We will invest in robust marketing support for customer success and new business.
- We will invest more in product, tech, and data resources to continue building innovative products.
- We intend to deliver operating leverage from G&A.

Key performance indicators

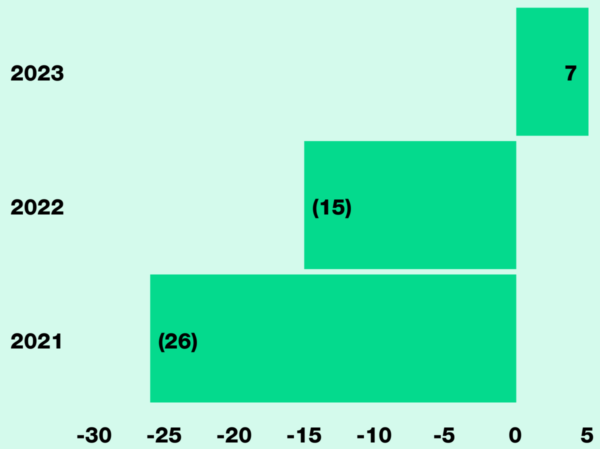
Financial

Revenue ($m)



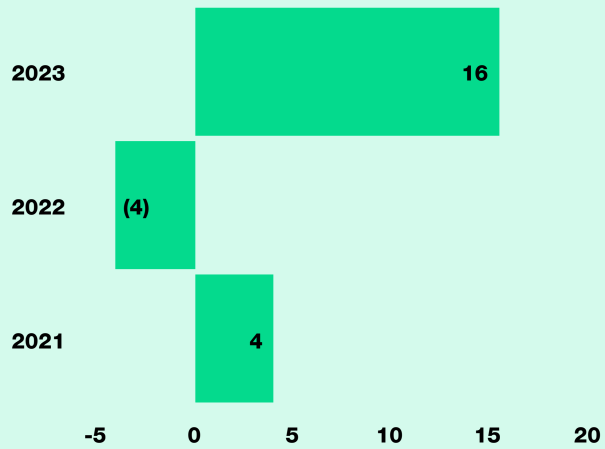
Why we track it
The top line of our income.

Profit/(loss) after tax ($m)



Why we track it
A measure of our success at delivering sustainable margin improvement over time.

Adjusted EBITDA** ($m)



Why we track it
Our ability to generate sustainable margin improvement, adjusted to better reflect the underlying operating performance of our business.

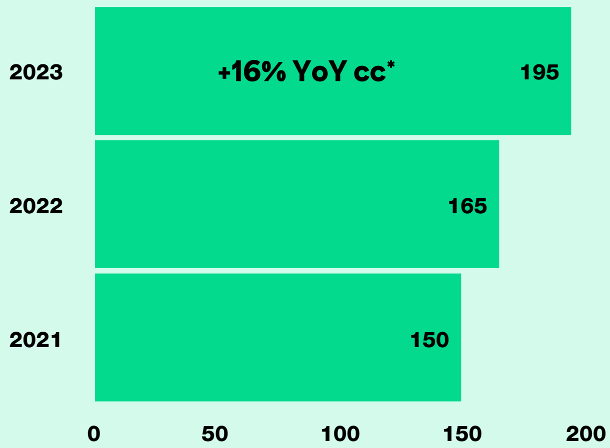
* All growth rates shown are YoY at constant currency
** Alternative performance measure (APM) – see note 4 on page 187

We use both financial and non-financial KPIs to help us measure our performance.

Key performance indicators continued

Financial

Bookings[1] ($m)

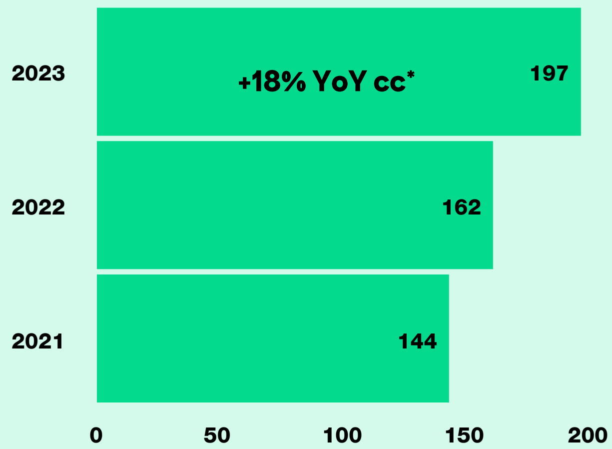


Why we track it
We invest to drive bookings growth which is generally a good lead indicator of revenue expansion in subsequent periods.

LTM net dollar retention rate[2] (%)

Why we track it
Our success at retaining customers and expanding customer contract value through upsell, cross-sell and pricing.

Annual recurring revenue[3] ($m)



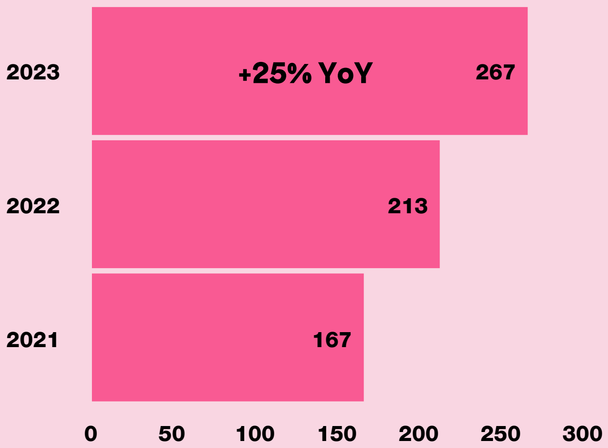
Why we track it
Like bookings, ARR provides us with a measure of visibility into future revenue.

* All growth rates shown are YoY at constant currency
1 Bookings is defined as the annual contract value of contracts signed in a given period. Nearly all of Trustpilot's contracts with customers have a duration of 12 months, and in the event a contract length exceeds 12 months the value is adjusted to the 12-month equivalent for the purpose of calculating bookings. Bookings are a leading indicator of future revenue.
2 Last Twelve Months (LTM) Net Dollar Retention Rate is defined as the annual contract value of all subscription renewals in the last twelve months divided by the annual contract value of subscriptions expiring in the last twelve months. LTM Net dollar retention includes the total value of subscriptions with existing Subscribing Customers, and includes any expansion of contract value with existing Subscribing Customers through upsell, cross-sell, price expansion or win back. Twelve months of data is used as nearly all subscriptions are twelve months in duration, ensuring the appropriate alignment of renewal activities.
3 Annual recurring revenue is defined as the annual value of subscription contracts measured on the final day of a reporting period.

Key performance indicators continued

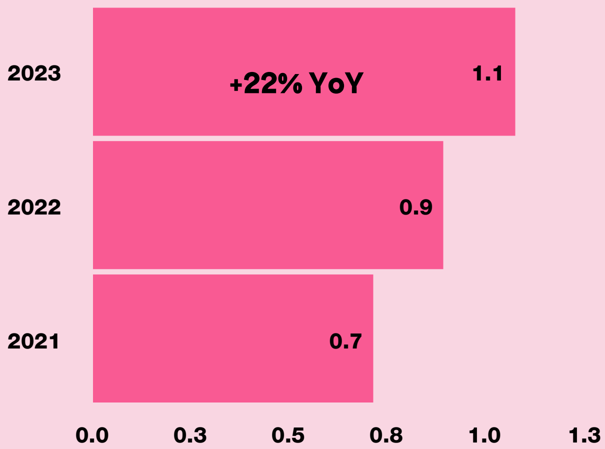
Non-financial

Number of reviews[4] (m)



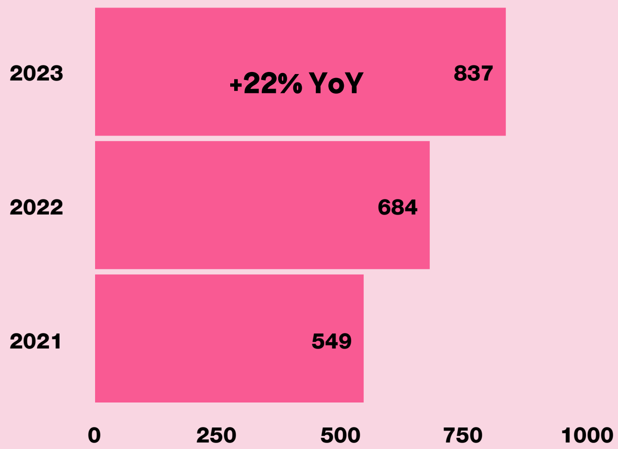
Why we track it
Consumer activity and engagement.

Reviewed domains[5] (m)



Why we track it
The virality of our platform.

Claimed domains[6] (k)



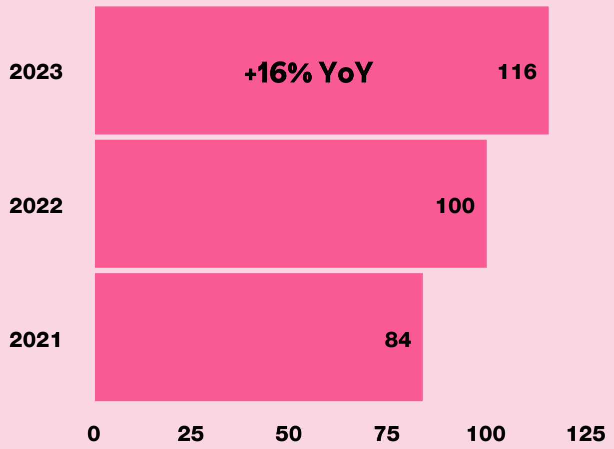
Why we track it
Business activity and engagement.

4 Number of reviews hosted on Trustpilot's platform as at 31 December (including reviews subsequently removed or deleted).
5 Number of reviewed domains that have been reviewed on Trustpilot's platform as at 31 December (including domains subsequently removed from the Trustpilot consumer website).
6 Number of claimed domains that have been reviewed on Trustpilot's platform as at 31 December (including domains subsequently removed from the Trustpilot consumer website) and have been claimed by the domain owner accessing features like inviting customers to write reviews, reply to reviews, and being notified whenever someone writes a review.

Key performance indicators continued

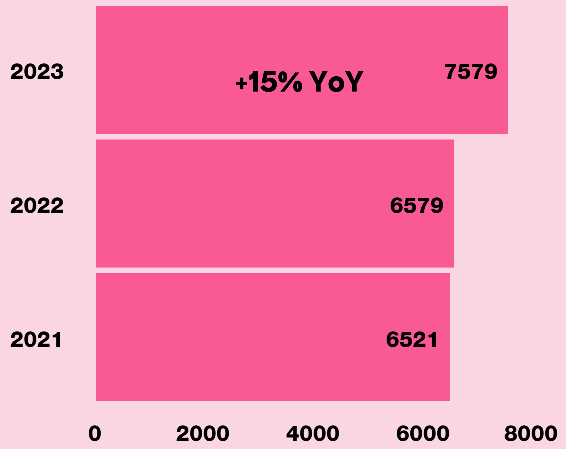
Non-financial

Active domains[7] (k)



Why we track it
These business promote our brand.

ACV per customer[8] ($)



Why we track it
Our success in increasing the number of higher value annual subscription contracts within our renewal base.

We also track several KPIs that relate to our employees and the environment - for more information please see pages 49 and 63.

7 Number of domains, in the months of December, that received an invited review or were the subject of a TrustBox impression during the month.
8 Annual Contract Value (ACV) per customer defined as total annual bookings for the year to 31 December 2023 divided by the total number of subscribing customers at the year end.

Sustainability

Promoting trust online p.43

Empower everyone p.48

Partner for the planet p.62

Our identity and purpose

Trustpilot is where millions of consumers set the bar for trust and hundreds of thousands of businesses earn it. Our purpose is to help people and businesses help each other — because when they do, people benefit, businesses benefit, and tomorrow's society benefits too.

If we are successful, we shall have achieved our vision of becoming a universal symbol of trust.

Board responsibility, engagement, and oversight

We are responsible for engaging with all our stakeholders, including broader society. We are committed to operating and promoting sustainable business practices. It is clear to us that acting responsibly as a business will help to ensure our future success and that we maximise stakeholder value.

The Board prioritises oversight of sustainability to ensure that we understand the issues considered material by our stakeholders, the priority they attach to them, the potential risks and impacts they pose to our business and how our activities impact society.

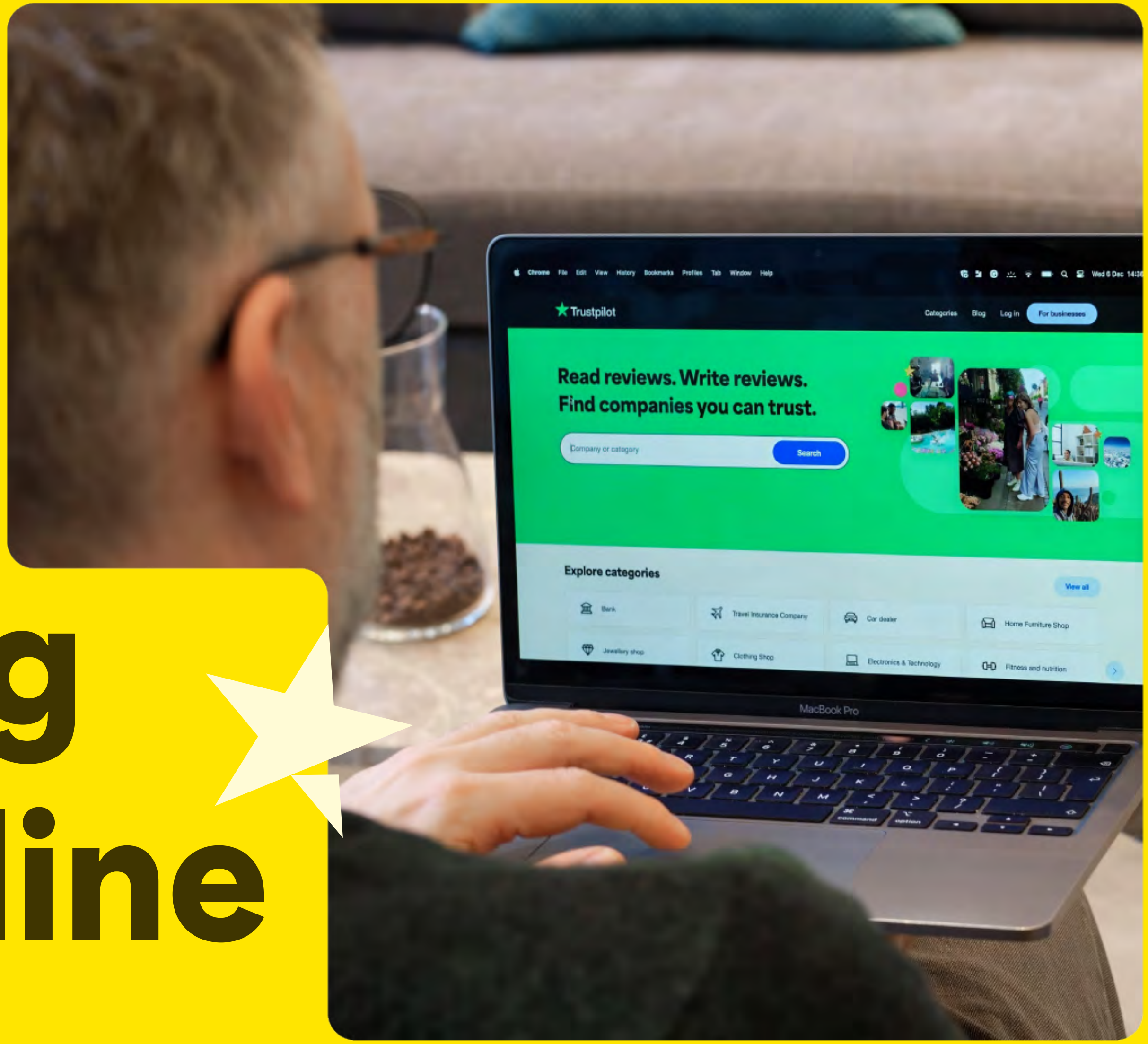
Our sustainability strategy

The strategy focuses on three key pillars — Promote Trust Online, Empower Everyone and Partner for the Planet — and provides us with a clear set of focus areas for us to prioritise for action.

Sustainability: Promoting trust online

We do all we can to ensure Trustpilot reviews are trusted."

Promoting trust online



Sustainability: Promoting trust online continued

We proactively engage with regulators in our different markets to prepare for the changing regulatory landscape to help shape public policy.

For example, in the UK, we engaged with the Government concerning the forthcoming Digital Markets, Consumer and Competition Bill. In the US, we contributed to the Federal Trade Commission's report on proposed new rules to prevent the use of fake and misleading reviews. In 2023, we developed our roadmap for compliance with the EU Data and Digital Services Act.

We also collaborate with other leading internet businesses to tackle fake reviews and protect consumers online. In 2023, we became a founding member of the newly created Coalition for Trusted Reviews. We aim to set consistent standards, share best practices, take meaningful collective action, and work closely to inform public policy.

Neutral

We are a platform that allows consumers and businesses to help one another, but we are independent of both.

Equal

All reviews are assessed equally against our guidelines, which all businesses and consumers must follow.

Transparent

We provide clear and consistent communication about what we do and why.

All businesses have transparency pages showing our community exactly how they engage with reviews on Trustpilot.

Open

Consumers have the freedom to share their genuine experiences as and when they choose, for free.

Businesses can invite consumers to leave feedback and respond anytime, for free.

Sustainability: Promoting trust online continued

6%

of reviews posted in 2023 were identified as fake and removed

82%

of these reviews were removed automatically

Our guidelines encourage responsible behaviour among the Trustpilot review community. Both consumers and businesses sign up and must adhere to these guidelines when using our platform.

We treat all reviews on the platform equally, regardless of who wrote them. We also treat consumers and businesses equally, and if our business customers misuse reviews, we may terminate their subscriptions. Similarly, where consumers misuse the platform, we may suspend or terminate access to their profiles.

Companies active in the Trustpilot community, through inviting and responding to reviews, typically enjoy a higher average TrustScore than those who don't. Through actively engaging with consumers, their TrustScore reflects a broader, more representative range of experiences activating feedback from a wider range of customers primarily where their customers may not have considered writing a review. They also receive regular, recent feedback that they use to improve the services they offer.

Once submitted, all reviews pass through our automated systems, which detect and remove fake reviews before they reach our platform. This process can take up to two hours as we assess each review against millions of content, device and behavioural data points. If our systems identify a fake review, it is automatically removed and will never be visible on Trustpilot. Once submitted, it is impossible to edit, influence, manipulate, or censor a review, which, once published, becomes visible to everyone simultaneously.

A user must create a profile to post a review to Trustpilot. Consumers can verify their user account safely and securely by sharing a copy of their government-issued photo ID and a selfie. We use the same technology as banks, healthcare providers, and educational institutions. The process is optional and allows everyone to play their part in building an even more trusted community on Trustpilot by providing a valuable additional trust signal. Consumer verification doesn't compromise a reviewer's anonymity; we only store the data provided for up to seven days. There are now more than 490 thousand verified reviewers on Trustpilot.

Most reviews on Trustpilot are valuable for consumers, giving them greater confidence in decisions around whether or not to purchase from a business They also give businesses high-value insights, which they can use to improve their services. The vast majority of businesses and consumers use the Trustpilot platform constructively. However, given the value of Trustpilot reviews, some seek to misuse or manipulate our platform.

The form and technique of this misuse are constantly evolving, and we are, in turn, continuously adapting to meet emerging challenges. We do everything within our power to prevent and stop such misuse. When consumers and businesses report reviews for breaking our guidelines, our content integrity experts will investigate and take appropriate action.

Consumers across the globe come to Trustpilot to share their genuine experiences with others, regardless of whether that was a good or a bad experience. In 2023, 73 per cent of total reviews had five-star ratings, with 14 per cent at a one-star rating, demonstrating that consumers typically have had positive experiences with the businesses they choose to review.

Sustainability: Promoting trust online continued

Of course, consumers don't expect businesses to be perfect all the time. In fact, when asked, over half of the consumers in the UK, US and France said they saw an imperfect TrustScore as being more authentic.

In 2023, we removed 3.3 million fake reviews, 6 per cent of the total reviews submitted to the platform this year. Our automated systems removed 82 per cent of the total number of fake reviews identified in the year. The number of reviews manually removed by our content integrity team fell to 18 per cent in the year, helped by a further increase in the use of automated and verified review invitations.

Many reviews removed during 2023 involved a business or its close associates seeking to flatter its own TrustScore. We also continue to identify reviews associated with review sellers who post fake reviews for financial gain.

Alongside our automated systems that check every review, we use additional systems to detect specific forms of misuse, such as profiles connected with review sellers and the businesses linked to those purchases. In this way, we have developed techniques to investigate and understand unusual patterns, relationships and clusters of activity between groups of reviewers and to connect this to activities elsewhere on the internet.

Our anomaly detection system highlights unusual flows of reviews or abnormal conversion rates for invited reviews, flagging business profiles that require further investigation. For example, we use this to identify if a business is collecting reviews in an unfair, biased manner or is using incentives to collect reviews, both of which would breach our guidelines. We also use it to detect media storms, where businesses receive large numbers of reviews that don't reflect genuine experiences, usually in response to media attention or a call to action on social media platforms.

We send warnings to businesses if we detect their misuse of our platform, either via fake reviews or the abuse of our flagging procedure. Most warnings are given and sent automatically when suspicious activity is detected.

Persistent offenders will subsequently receive a formal notice requesting that they immediately stop the offending actions. In 2023, we enhanced automated fake review detection and increased investment in behavioural analysis techniques to identify and take action against review sellers. For paying customers, we place restrictions on their accounts, disabling their ability to change plans, upgrade, or renew a subscription until they correct their behaviour.

As part of our commitment to consumers, when a business breaches our guidelines or undermines the integrity of our platform, we place a visible consumer warning on their business profile page. We are have further improved our ability to automate these warnings.

Where businesses ignore previous enforcement actions, we take formal legal action seeking an injunction to prevent the breach of Trustpilot guidelines, posting fake reviews, and for financial damages due to the harm caused. The defendants typically operate in high-trust markets, for example, healthcare, visa and immigration services, and disability access, and, consequently, there is a real risk of misleading vulnerable consumers.

Our enforcement action acts as a strong deterrent. When we are successful in these legal actions, our policy is to donate any damages we receive to organisations that champion consumer rights, for example in December 2023 we donated to the Citizens Advice Bureaux.

Our Trust & Transparency Committee oversees the policies and procedures we use to maintain the integrity of the Trustpilot platform, drawing on the expertise of our Non-Executive Board Directors, executive management and other senior leaders. Claire Davenport was appointed as Chair of the Trust & Transparency Committee with effect from 1 January 2024, after Carolyn Jameson, stepped down from the position on 31st December 2023. Anoop Joshi was appointed Chief Trust Officer with effect from 1 January 2024.

In 2023, the committee oversaw Trustpilot's continued efforts to reduce the number of fake or misleading reviews on the platform. We made good progress, including increasing automation in detecting fake and deceptive reviews, stepping up our legal enforcement action, and encouraging continued adoption of automatic review collection methods.

Sustainability: Promoting trust online continued

2023 highlights

Fake reviews removed in total

3.3m

(FY22: 2.6m)

Fake reviews removed automatically

2.7m

(FY22: 1.7m)

Fake reviews removed manually

0.6m

(FY22: 0.8m)

Fake reviews removed as a proportion of total reviews posted in the year

6%

(FY22: 6%)

Proportion of fake reviews removed automatically

82%

(FY22: 68%)

Number of verified consumers

0.5m

(FY22: 0.2m)

Sustainability: Empower everyone

Our Trusties come from a variety of backgrounds – over fifty nationalities across three continents. We value this difference and diversity.

We are working hard to build an environment which harnesses the positive energy and ideas of our people as we shape our impact on the world around us. We listen to our Trusties, supporting them, developing them, and making sure we're a place where everyone feels a strong sense of belonging. And we're making progress.

Empower everyone

Sustainability: Empower everyone continued

Highlights

Overall Employee Engagement score*	Peakon participation*	Health & Well-being*
7.8	**87%**	**8.0**
(FY22: 7.7)	(FY22: 86%)	(FY22: NA)

DE&I score*	Paid volunteering hours logged by Trusties in 2023	Representation of women in leadership Product & Technology roles
8.3	**834**	**17%**
(FY22: 8.0)	(FY22: 504)	(FY22: NA)

Actions and impact

- Building capture of demographic data into our employee engagement survey to understand differences in experience
- Continued commitment to well-being including paid volunteering time and access to Headspace
- Creating learning opportunities for all Trusties through new development tools
- Investing in our leaders to drive success though launching the High Performance Way in 2023
- Mandatory training for anti-harassment was rolled out in 2023
- First Gender Pay Gap report published in 2023
- Growing our Employee Resource Group communities in 2023 – and adding new ones

For more detail on our People, values & culture see page 112

* Scores are out of 10. The data from Peakon reflects information from our Q4 engagement survey taken in October 2023. This data is inclusive of Trusties who chose to share their demographic data at the start of the survey in the UK, US, The Netherlands and Australia. Due to local data privacy legislation we are unable to ask Trusties based in Denmark, Germany and Italy to share information other than gender, age and nationality with us.

Sustainability: Empower everyone continued

Our culture, our people

Whenever we ask what makes Trustpilot special, the top answer is the people

Sustainability: Empower everyone continued

Introduction

Our employees (whom we affectionately call 'Trusties') are based across three continents and represent over fifty nationalities. We're connected to our purpose and strongly believe that together we are creating trust online.

285
new Trusties welcomed onboard in 2023

It is our Trusties – a hard-working and ambitious bunch, dedicated to our mission – who drive Trustpilot's success. We connect our people to their potential. We give them the autonomy to go further, to shape a career they can be proud of. We succeed through our positive collective spirit, and our unique character comes from the relationships we build.

This year, we continued to acquire the critical skills and capabilities needed to achieve our goals. As part of this, we welcomed 285 new Trusties onboard in 2023, including our new CEO, Adrian Blair.

We embedded the *High Performance Way*, a performance management approach to give Trusties greater meaning, clarity, and accountability. We invested in training for leaders and launched the development hub, offering all Trusties support with their development needs.

We have continued to strive for an environment where Trusties feel they can belong and do the best work of their lives, championed by our seven employee resource groups (ERGs). We also launched workshops to help Trusties understand their impact on diversity, equity and inclusion to make sure Trustpilot is a place where everyone feels they can be themselves.

Sustainability: Empower everyone continued

Advancing diversity, equity & inclusion

In 2023, we published our Diversity, Equity and Inclusion Policy. It outlines our responsibilities as a business, presents our expectations of our Trusties to uphold fairness and respect, and highlights our shared responsibility to treat everyone with respect and ensure that equal opportunities exist for all.

Visit https://uk.legal.trustpilot.com/for-everyone/diversity-equity-and-inclusion-policy for more details

We strive to create an environment where everyone feels safe and empowered to bring their best and most authentic selves to work daily.

Achieving a more gender-balanced workforce

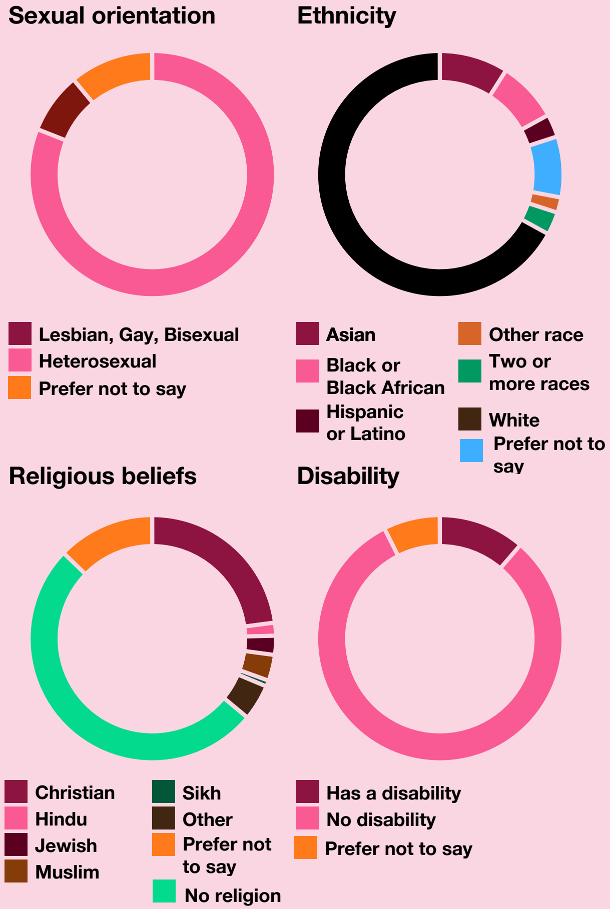
In March 2023, we published our 2022 gender pay gap report, which included launching our gender balance action plan. The action plan explicitly targets gender balance improvements across our senior leadership teams and frontline leaders.

Our gender balance action plan includes the following key elements:

- **Head start recruitment:** actively engaging with a diverse range of candidates for a recommended period of a week before presenting a final shortlist to hiring managers, allowing us to cultivate a talent pipeline that mirrors the broader community.
- **Gender-balanced shortlists:** before we make an offer for Director levels and above, if we do not achieve gender balance at the final shortlist stage, it is escalated for approval to our Chief People Officer and executive sponsor for gender equality to ensure we make a conscious effort to support gender balance consistently throughout the recruitment process.
- **Mitigating bias within our hiring process:** to continuously upskill our hiring teams to foster an inclusive and equitable workplace, we empower interviewers with the knowledge, skills, and resources they need to champion diversity and make unbiased hiring decisions. 281 hiring managers participated in this training in 2023.
- **Inclusive employer brand content:** we celebrate our diverse workforce, share the stories of our communities, and amplify different voices externally.
- **Performance conversations:** we provided training and guidance for people leaders during annual performance cycles which includes mitigating bias in mapping Trusties performance and supporting end-of-year performance conversations. We achieved a 100 per cent completion rate of the performance mapping training, and will be asking people leaders to complete the end-of-year performance conversation training early in February 2024.

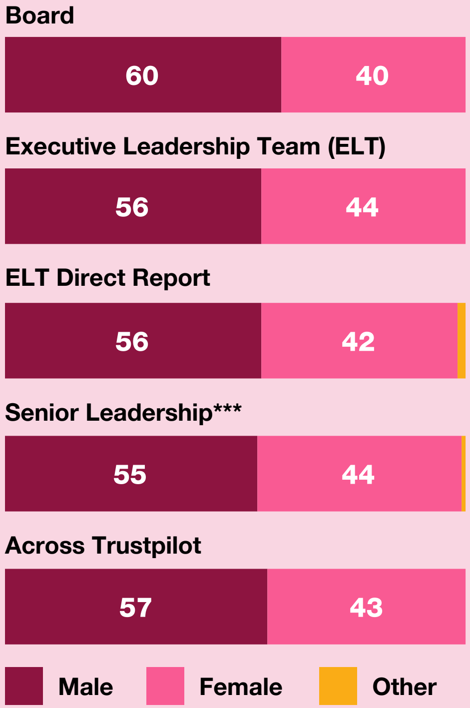
Sustainability: Empower everyone continued

Diversity across Trustpilot*



* The data from Peakon reflects information from our Q4 engagement survey taken in October 2023. This data is inclusive of Trusties who chose to share their demographic data at the start of the survey in the UK, US, The Netherlands and Australia. Due to local data privacy legislation we are unable to ask Trusties based in Denmark, Italy and Germany to share information other than age, gender and nationality with us. Between 52-55% of the Group's employees chose to share this data.

Our gender balance in 2023**

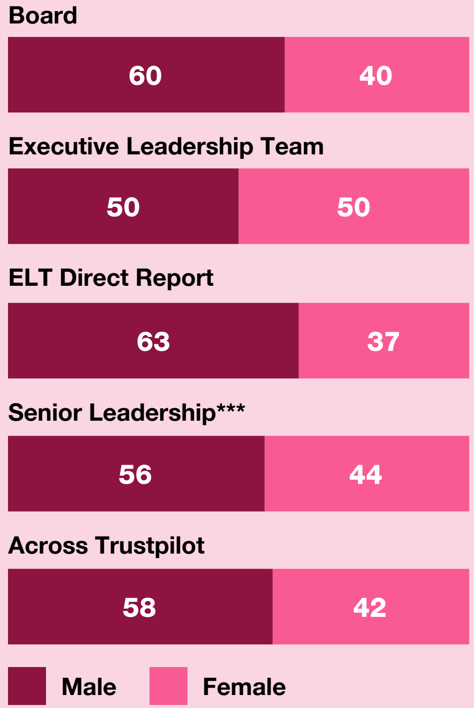


Source: Sage People

** The gender balance data reflects the information as at 31 December 2023: on that date, four out of the ten Board members were female and six were men; four out of the nine ELT members were female and five were men; forty-one of the ninety-four senior leadership team were female and fifty-two were men (1% of this group identifies as 'other'); three-hundred and ninety-seven of the nine-hundred and eighteen total employee population were female and five-hundred and twenty were male (0.1% of this group identifies as 'other')

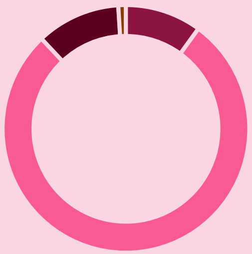
*** Senior leadership, our Global Leadership Group, is defined as director level and above

Our gender balance in 2022



Sustainability: Empower everyone continued

Our generational snapshot for 2023**



- **Gen Z** - *born 1997-2012*
- **Millennials** - *born 1981-1996*
- **Gen X** - *born 1965-1980*
- **Boomers** - *born 1955-1964*

Source Sage People as of December 31 2023
**Generations as defined by Beresford Research

Further opportunity

Through intentional efforts and close monitoring, we have made positive strides in improving gender balance across our overall senior leadership group since December 2022. Our Commercial and Product & Technology leadership teams have seen some of the biggest shifts to support this. As of December 2023, our Product and Technology senior leadership team along with our Commercial leadership team achieved a c.50/50 per cent men to women balance. For Product & Technology this was a 17 per cent uplift in women since introducing our Gender Balance Action Plan in March 2023, for Commercial this was a 6 per cent increase.

Sustainability: Empower everyone continued

Creating a feeling of inclusion for everyone

At Trustpilot, we want to create a strong sense of belonging for every Trustie. We treat our Trusties fairly, valuing their unique perspectives and empowering them to do their life's best work.

To bring this vision to life, we employ several key initiatives:

Employee resource groups

We encourage Trusties to come together, form communities, and establish ERGs. In 2023, the number of groups increased from three to seven. We now have ERGs dedicated to the following areas:

- **Trustpilot Women in Leadership:** Empowering women with the tools, advocacy, visibility and community they need to advance in their careers.
- **Trustpilot Pride and Allies:** Building awareness of the LGBTQIA+ experience, educating Trusties, and promoting positive change.
- **Trusties in Colour:** Representing the diverse ethnic, racial and cultural backgrounds of all Trusties.
- NEW: **Trustie Families and Carers:** Supporting caregivers and Trusties with families through advocacy, raising awareness, and education.
- NEW: **Trustpilot Neurodiversity:** Increasing awareness of the breadth of neurodiversity and building a community where all Trusties can succeed.
- NEW: **Trustpilot Well-being and Mental Health:** Nurturing Trusties through peer-to-peer support and strengthening well-being practices at Trustpilot.
- NEW: **Trustpilot Local Communities:** Bridging the gap between our different locations to create meaningful social impact, reduce inequality, and foster inclusion.

Trust Space

Creating a safe space for challenging conversations
This year, our ERGs excelled in addressing difficult topics by utilising Trust Space - an initiative designed to tackle prejudice through open dialogue. The sessions unpacked sensitive issues like physical disability, post-traumatic stress disorder, addiction, and challenges faced by the LGBTQIA+ community.

Masterclasses

Helping Trusties to realise their impact - DE&I learning for all
In 2023, we partnered with MindGym to deliver a series of masterclasses tailored for our senior leadership team, ERG leaders, and all Trusties. The masterclasses covered many essential topics and aimed to deepen understanding of a Trustie's impact on diversity, equity and inclusion.
In 2023, 226 Trusties engaged with these optional learning opportunities, constituting 25 per cent of our workforce, and we intend to extend these into early 2024.

Sustainability: Empower everyone continued

Parker Review

From 2024, the Parker Review expects all FTSE 250 organisations to set a target for achieving greater ethnic diversity amongst their senior management group. This new diversity target is in addition to the Parker Review's existing Board ethnicity targets, which Trustpilot already meets. Trustpilot's senior management group comprises our Board, Executive Leadership Team and Global Leadership Group.

As an inclusive organisation, we are committed to ensuring equity of opportunity. One factor that supports this is having improved demographic data insights to track pay, progression, and representation disparities among different groups of people. That's why, in 2024, we plan to ask our Trusties to volunteer to share their demographic information in our people data management system, Sage, including their ethnicity data*.

To set and monitor ethnicity targets for our senior management group, we will require a minimum of 80 per cent of people in this group to volunteer their information. Our ambition is to have achieved 80 per cent by October 2024. Once we have this information, we can set a meaningful target that we can aspire to reach by 2027 and share this in our 2024 Annual Report.

*We ask Trusties to volunteer this data in a safe and secure way and only report on the data shared at aggregate. Trusties based in Denmark, Italy and Germany are unable to share their data due to their local data privacy laws.

Looking ahead

In 2024, we will deepen our commitment to DE&I. We will continue to empower all Trusties to be inclusion advocates and have an increased focus on people leader capabilities. We will enhance and elevate data insights to better understand our diversity challenges at a more local level, for example whether our regions mirror the diversity of the societies we operate in and look at that data across each job level and function.

We will also introduce new data collection during recruitment within the bounds of people data privacy laws to better understand the diversity of our pipeline. We aim to amplify the impact of our ERGs by enabling more collaboration across the different communities as well as the People Team and wider business. We will also seek to support external social impact initiatives by connecting Trustpilot with local community organisations, building on our volunteering approach.

Sustainability: Empower everyone continued

Hiring the right people

We continue to focus on attracting talent with the critical skills and capabilities we need to deliver our goals. To support hiring the right people, we have refined and elevated our attraction, assessment, and selection methods, exemplified through launching our new employer brand and embedding the Trustpilot Way of Recruiting.

We launched our new employer brand – *At the heart of trust* – to share an authentic view of what it's like to work at Trustpilot and why it's a great place to work and attract great talent. We based this new employer brand on what Trusties told us they value most about working at Trustpilot: our purpose-led mission, the genuine connections we make, and the opportunity to drive career development.

We share these messages at all stages of the candidate journey and on our LinkedIn page, where Trusties use *#LifeAtTrustpilot* to share their own experiences, offering candidates an authentic look into our culture and what it means to be a Trustie — as told by Trusties. This activity has enhanced our ability to attract and hire talent, where the number of people passing through the 'engaged' funnel stage on LinkedIn has increased by 93 per cent[1], and our view-to-apply rate is 15 per cent. Time-to-hire has als decreased from an average of 75 days in 2022 to 55 i

Our efforts have been recognised externally, with nominations for three industry awards, including Best Social Media, Best Launch of an Employer Brand, anc In-house Recruitment Team. We aim to grow our brar awareness and attractiveness to support inclusive hiri and recruiting in strategic markets and talent pools.

Embedding the Trustpilot Way of Recruiting

We launched the *Trustpilot Way of Recruiting* and continued to roll it out across our organisation during 2023. We delivered interview skills workshops to 281 hiring managers to upskill and assist them in making unbiased and well-informed candidate assessments. The positive impact is evident in the reduction of first-year attrition, which has fallen from 30 per cent in 2022 to 22 per cent in 2023.

1 This is the 6-month average, post-employer brand launch. This number is taken from LinkedIn who define 'Engaged' as the number of people who have taken action to learn more about our brand e.g view a job advert.

Sustainability: Empower everyone continued

Listening to our Trusties

We collect feedback from Trusties through various channels, including Talent hub onboarding surveys, exit interviews, and Vault — our anonymous speaking up platform. We also use Peakon to track employee sentiment through our quarterly global engagement survey. These surveys allow Trusties to anonymously share feedback about what they feel is going well and what could be improved. We have seen consistently high participation rates of 83-90 per cent this year, enabling us to take meaningful action based on business-wide, functional, and team insights.

Functional leaders have access to their teams' results. They are encouraged to respond to the comments and collaborate with their team to make practical action plans. For example, the commercial team launched a D.E.A.L (drop everything and learn) hour, and the product team introduced career maps.

Business-wide action plans have also evolved based on Peakon insights. Specific actions included additional resources to support leaders with reward conversations, refining our All Hands content, enhancing communication from leaders about Trustpilot's strategy and objectives, and creating more opportunities for recognition. Looking forward, we will continue to hear and learn from Trusties to develop meaningful action plans to improve the Trustie experience.

Celebrating our Trusties

We take time to acknowledge the hard work of our Trusties, say thank you, celebrate success and have fun together. Trusties were given a half day of leave in March in recognition of their hard work for *Employee Appreciation Day*. Trusties also enjoy regular socials, events, and seasonal celebrations. Alongside functional recognition, we held our first-ever global Trustie awards ceremony. During this event, twenty Trusties globally were recognised for outstanding contributions and for upholding our values. The ERGs also had their own awards ceremony celebrating the incredible work of individuals spearheading various initiatives.

Sustainability: Empower everyone continued

Supporting well-being & psychological safety

Our commitment to well-being is evident from our October 2023 Peakon engagement scores*:

8.0
Health & Well-being
(at Technology benchmark)

8.0
Mental Well-being
(+0.2 above Technology benchmark)

7.7
Organisational Support
(-0.1 below Technology benchmark)

* Scores are out of 10.

This year, we designed our initiatives to build community and enhance psychological safety.

Health & Well-being
Trustpilot promotes social health through our volunteering policy, offering Trusties two paid days each year to contribute to a chosen cause. In 2023, Trusties devoted 834 hours to volunteering, showcasing their commitment to our values through collaboration with local charities and fundraising initiatives.

Recognising the positive impact of mindfulness on well-being, we offer Trusties a Headspace membership. This year, we collectively meditated for more than 233 hours.

Mental Well-being
We ensure all Trusties have equal access to mental health resources and support through our Employee Assistance Program, which offers round-the-clock counselling.

Organisational and Peer-to-peer Support
A Well-being and Mental Health (WAMH) ERG was established in March, offering essential peer-to-peer support. In October, Trustpilot's Board and ELT members collaborated with WAMH to host a mental health panel, successfully aiding our efforts to enhance psychological safety. Going forward, WAMH is committed to identifying Trusties' needs, guiding our decision-making and improving organisational support.

Sustainability: Empower everyone continued

Empowering Trusties to reach their full potential

We're passionate about fostering a culture of growth and development where Trusties are empowered to drive their careers. Trusties can leverage the available development tools and resources to reach their full potential in collaboration with their leaders.

High performance culture
In 2022, we laid the foundations to drive a high performance culture across our business, starting with senior management. In 2023, we focused on establishing *The High Performance Way*, our performance management approach, across the rest of Trustpilot.

During the year, we began operating quarterly performance cycles, where Trusties set quarterly goals, defined performance measures, and reviewed performance against the delivery of their goals at the end of each quarter. Collectively, this operating structure informs an overall end-of-year performance assessment.

We rolled out this new way of working through quarterly phases over twelve months. The roll-out involved upskilling our senior leaders, frontline leaders, and, in turn, all Trusties. By implementing the *High Performance Way*, we have achieved the following:

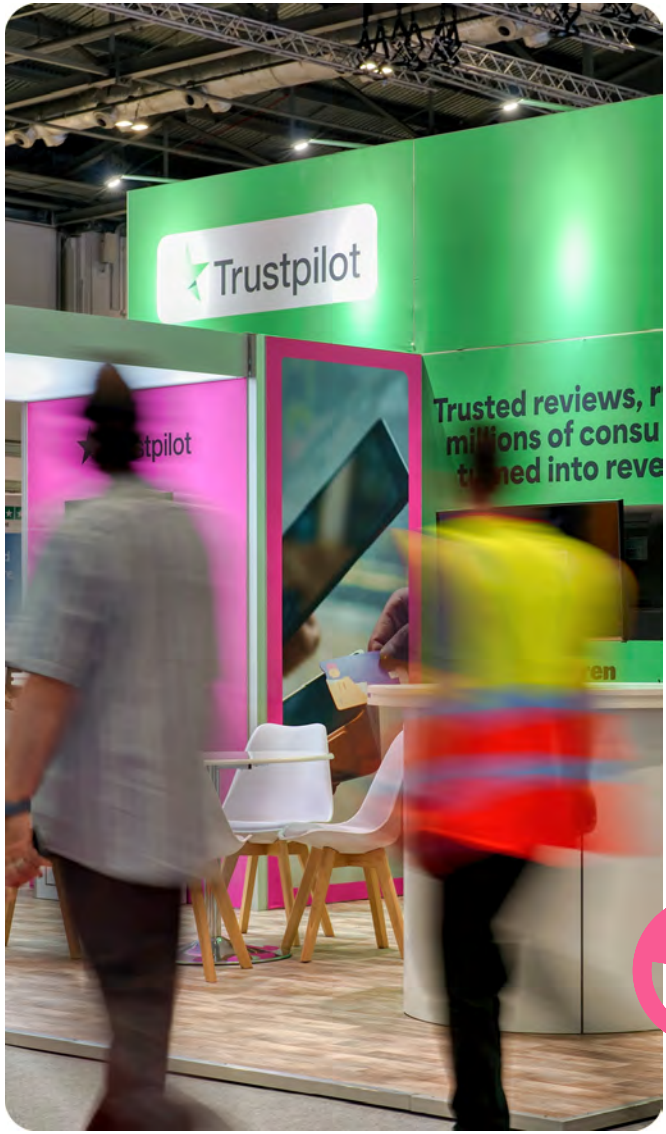
- **Meaning:** Trusties are setting goals that demonstrate the impact they can have on our strategy.
- **Clarity:** Trusties are now clear on what they should be working on and how we measure their impact with performance standards aligned to each of their goals.
- **Accountability:** through our new operating rhythms, Trusties get the chance to have regular performance conversations throughout the year to celebrate the success of the work they have delivered.

Leadership Development
As we rolled out the *High Performance Way* development initiatives for leaders, we conducted detailed learning needs analysis and identified five leadership personas. Using this insight, we plan to shift to a multi-layered approach to developing our leaders. This year, we built a leadership onboarding hub for all new leaders who joined Trustpilot and piloted two new leadership programs, namely:

- **Pathfinder Programme:** empowers Trusties to choose a career path that aligns with their aspirations, whether it's leadership or as an individual contributor. The pilot achieved an average recommended score of 89 per cent.
- **Leadership Transition Programme:** equipping first-time leaders with the skills to flourish in leadership. The pilot achieved an average recommended score of 90 per cent.

In 2024, we plan to roll out the *Pathfinders* and *Leadership Transition Programmes* and expand our range of leadership programmes for experienced and senior leaders. Where necessary, we will continue to offer tailored development for internal successors for senior leadership roles.

Sustainability: Empower everyone continued



Development for all Trusties
In addition to the *High Performance Way* training, we championed self-directed learning by promoting LinkedIn Learning and Blinkist, learning platforms to which all Trusties have access. Collaborating with senior leaders and experts, we curated custom playlists, expanded our in-house network of e-learning content creators by 55 per cent, and created a development hub where Trusties can easily access all available resources in one place.

Even though we've been improving our efforts to champion self-directed learning, the average learning hours declined by 21 per cent for Trusties and by 16 per cent for Leaders, when compared to 2022. The main reason for the decline in hours is that Trusties and leaders completed fewer product training sessions this year compared to last year.

In 2024, we intend to explore the AI features in LinkedIn Learning, Blinkist, and our Learning Management System to empower Trusties to curate personalised learning paths. By prioritising these initiatives, along with our leadership programs, we anticipate a rise in average learning hours for all Trusties, contributing to enhanced career support.

Development of our high potential Trusties
We completed the second cohort of our global high potential programme – *All Stars* – involving twenty Trusties who engaged in a business challenge, fireside chats, and skills development workshops this year. They were impressive and we promoted 65 per cent of the Trusties who participated in the program. In 2024, we plan to introduce a talent acceleration programme for more junior Trusties to build talent pipelines across Trustpilot.

Minimum standards of behaviour
This year, we introduced our minimum standards of behaviour, outlining the non-negotiable principles that we expect all Trusties to follow in alignment with our values. Additionally, in line with our obligations as a publicly listed company, we launched a mandatory ethics and compliance Learning path at the start of June, achieving 100 per cent completion by the end of September. Trusties who joined after the launch were automatically enrolled to complete the path. In 2024, we plan to relaunch the compliance path for all active Trusties to complete.

Sustainability: Partner for the planet

“We are building our first emissions reduction plan.”

Partner for the planet

This is why we are seeking to have our emissions reductions targets validated as science-based by a trusted third-party. We have taken the very first step on this journey by signing and sending our official letter of commitment to the Science Based Target initiative.

Sustainability: Partner for the planet continued

Highlights

Emissions stemming from Purchased goods and services in 2023 (tCO_2e)

2,863

(FY22: 3,468)

Decrease in emissions caused by travel over the past 12 months

6%

(FY22: Increase of 164%)

% of Trustpilot's emissions fall under Scope 3

90%

(FY22: 90%)

% of our 2023 emissions caused by travel

19%

(FY22: 15%)

Decrease in emissions derived from purchased goods and services in the past 12 months

17%

(FY22: Increase of 17%)

Number of our top 10 suppliers who have committed to setting climate goals of their own

5

(FY22: 4)

Actions and impact

- Two years of consistent emissions tracking
- Committing to carbon reduction and building our first emissions reduction plan
- Committing to setting and reporting against an externally validated science-based emissions reduction target
- Updating our procurement systems to capture and use sustainability information
- Establishing a dedicated sustainable procurement team to support carbon reduction

Task Force on Climate-related Financial Disclosures (TCFD)

The Board is pleased to confirm that for the year ended 31 December 2023, our climate-related financial disclosures are consistent with the TCFD recommended disclosures.

In this section we outline our climate-related financial disclosures in line with the requirements of Section 414(CB)2A of the Companies Act 2006, the TCFD recommendations and recommended disclosures, taking into consideration Sections C and E of the TCFD Annex, and the London Stock Exchange Listing Rules.

We also fully disclose our greenhouse gas emissions data, including Scopes 1,2 and 3 emissions. This section includes a TCFD Disclosure Index which references the relevant information found in other sections of this Annual Report.

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

TCFD disclosure index

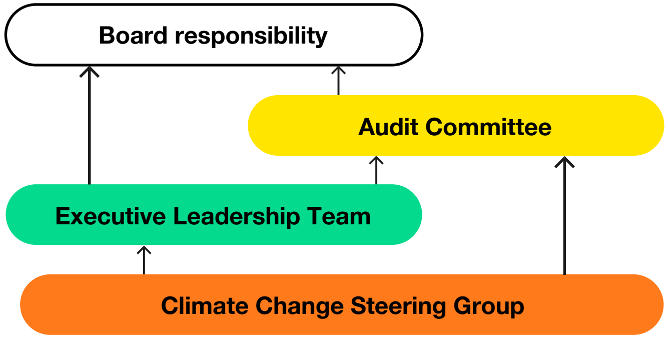
This table highlights where the TCFD recommended disclosures may be found in this report.

TCFD recommended disclosure	Reporting and compliance
Governance 1. Describe the Board's oversight of climate-related risks and opportunities. 2. Describe management's role in assessing and managing climate-related risks and opportunities.	We describe the Board's oversight of climate-related risks and opportunities, and management's role in assessing and managing these, in the Board oversight and executive responsibility section of this TCFD report, on page 66, and in the Risk management section of this annual report, from page 85.
Strategy 3. Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long-term. 4. Describe the impact of climate-related risks and opportunities on the organisation's business, strategy, and financial planning. 5. Describe the resilience of the organisation's strategy, taking into consideration the different climate-related scenarios, including a 2°C or lower scenario.	We set out, describe, model and assess the potential impacts of key climate-related risks and opportunities over the short, medium, and long-term in the Strategy section of this TCFD report below. To date, we have not identified any risks that would negatively impact our business in the short term. The resilience of our business with respect to various climate scenarios, including a 2°C or lower scenario, is described in the climate-related risks and opportunities section of this TCFD report (pages 69 and 70) and in the Risk management section of this annual report from page 85.
Risk management 6. Describe the organisation's processes for identifying and assessing climate-related risks. 7. Describe the organisation's processes for managing climate-related risks. 8. Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management.	We describe our approach to identifying and assessing climate-related risks in the climate-related risks & opportunities section of this TCFD report (pages 69 and 70) and in the Risk management section of this annual report on page 85. The Board is responsible for setting the Group's risk management policies and controls. Management is responsible for recognising, controlling and mitigating potential risks within this framework, including those associated with climate impact. See pages 67 and 85 for more details. We identify and assess climate-related risks using the same methodology and mitigation processes as all enterprise and operational risks, in line with our enterprise risk management framework and scoring methodology, overseen by the Audit Committee, as described in the Board Oversight and Executive Responsibility section of this TCFD report on page 66.
Metrics and Targets 9. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. 10. Disclose Scope 1, Scope 2 and if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks. 11. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	In this report, we set out our metrics and targets and our performance against them, together with our carbon reduction targets (see page 73), whereby we aim to reduce absolute emissions by 42 per cent (scopes 1, 2 and 3) by 2030 and by 90 per cent by 2050. We disclose our GHG emissions data for Scope 1, 2, and 3 on page 71 of this report; any related risks are covered under Key climate-related risks and opportunities on page 69 below.

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

Board oversight and executive responsibility

How we govern our climate-related risks and opportunities



The full Board of Directors has oversight of enterprise risk management for Trustpilot, including management of climate-related risks and opportunities. Specifically, the Audit Committee is responsible for reviewing risks relating to our environmental impact goals and our progress towards achieving these, with the Chair of the committee providing Board sponsorship. The Audit Committee receives a quarterly risk management report, which includes climate-related risks, and these risks alongside climate-related opportunities are discussed by the full Board of Directors at least once a year. In March 2023, the Directors were provided with climate change training to further deepen the Board's knowledge on environmental matters.

Since year end, we have further strengthened our ESG governance structure, assigning our Chief Trust Officer as the dedicated ELT sponsor accountable for driving ESG initiatives. ESG issues will now be a standing item on the ELT agenda, and our Chief Financial Officer is now responsible for our strategy concerning climate-related risks and opportunities.

The Executive Leadership Team (ELT) is responsible for managing climate-related risks and opportunities day-to-day, and for overseeing delivery of the Group's carbon reduction targets. In addition, the ELT has established cross-functional working groups to ensure the Group is delivering against its ESG strategy, including climate-related goals, receiving regular progress updates.

The internal audit planning process also reviews procedures and controls related to climate change and, during 2023, we enhanced the role of the ESG steering group, which is a subcommittee of the executive team and has Board sponsorship from the Chair of the Audit Committee and executive sponsorship from the Chief Trust Officer.

During 2023, the ESG steering group conducted a detailed review of our schedule of potential climate risks and opportunities and assessed the impact of these risks for our business and across Trustpilot's value chain, including how they may affect our platform, customers, consumers, employees, and wider society.

Having identified the potential physical and transitional risks and opportunities that may result from rising temperatures and climate change, this work was elevated to the ELT and the Audit Committee who assessed the likely impact of these risks and opportunities on our business, strategy and financial planning, including how climate-related issues will be considered when reviewing strategy, capital expenditure, budgets and business plans, as well as setting objectives and monitoring performance.

During 2023, the ESG steering group further examined the Group's carbon footprint, identifying areas where we could immediately begin work towards reducing our emissions, creating specific work streams to support the introduction of sustainable procurement and travel policies, and investigating the Group's ability to use renewable energy in our office locations (see page 74 for more detail).

This work supports our near-term and long-term carbon-reduction targets, which have been reviewed and approved by the ELT, Audit Committee, and the Board; we intend to submit these targets to the SBTi for validation in 2024.

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

Strategy

How we identify, assess, and manage climate-related risks and opportunities

To help us understand and calibrate the way in which a climate risk or opportunity might affect Trustpilot, we undertook a full review of our climate-related risks and opportunities during 2023, building on the impacts identified in our inaugural scenario analysis which we conducted in 2022.

With reference to the most recent findings of the Intergovernmental Panel on Climate Change (IPCC)[1], which observes the widespread and substantial impact, losses, and damages attributed to climate change, we used a qualitative and quantitative approach to identify and explore the physical and transitional risks associated with rising temperatures, environmental regulation and policy, and shifting consumer and business priorities.

For each area of risk or opportunity, we modelled the potential impact on revenue and costs and examined how we can manage the risks using the Group's existing enterprise risk management framework. We also considered existing and emerging regulatory requirements. We maintained our methodology for determining the likely financial impacts over the short, medium, and long term:

- **Short term:** <3 years
- **Medium term:** 3-10 years
- **Long term:** >10 years

We aligned our short-term timeline with our strategic planning process, which addresses the expected commercial and financial performance over the subsequent three years, and the accompanying expected effects on cash flows and liquidity. Consistent with this, we are also able to use our most material risks in the short term as part of our assessment of viability.

We consider climate-related risks and opportunities using the TCFD categories, which cover transition risks (political and legal, market, technology, and reputation), physical risks (acute and chronic), as well as opportunities posed by a transition to a low carbon economy (resource efficiency, energy source, products and services, market opportunity). Identified risks are mitigated through our risk management process.

The Group operates a robust risk management process across all principal risks. Identified risks are incorporated into our Group risk register and risks classified as major or severe are escalated to the Board, whereas minor and moderate risks are handled by the appropriate committee or risk owners.

Taking account of the conclusions of the IPCC, which details the impacts of climate change on health and well-being, water availability and food production, cities and infrastructure, and the wider environmental ecosystem, to date, we have not identified that any of these climate-related risks could be reasonably expected to have an immediate material impact on our financial performance, strategy, or business model.

As detailed in the Risk management section of this annual report on page 85, we manage climate-related risks within our existing enterprise risk management framework. Based on our current assumptions, we believe that there will be only incidental financial impacts and that these are most likely to occur over the long-term. But we shall keep this under review as we recognise that this is a complex, global issue.

As we have not identified any near term climate-related risks that would likely affect our operations, business model or strategy, we are currently focused on understanding the potential for future risks that may affect us over the longer-term. We acknowledge that, like many businesses, we are at an early stage in our ability to model these long term risks and expect our understanding to evolve and improve over time.

IFRS S1 and S2

In June 2023, the International Sustainability Standards Board (ISSB) issued IFRS S1 and S2 accounting standards to improve the integrity of company disclosures around sustainability, and to standardise the approach for disclosing the effects of climate-related risks and opportunities on a company's prospects.

We shall be required to report against these new standards once endorsed, which we expect to be in 2024 and will report against these as soon as they are effective. In order to meet our obligations to meet these new disclosure requirements, we shall continue to develop our governance processes, strategy, our sustainability and climate-related targets and how we measure our progress against them.

1 *Climate Change 2023 - Synthesis Report* - Intergovernmental Panel on Climate Change, March 2023

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

Our operations have remained resilient to the observable increase in the global occurrence of acute weather events which have caused inland flooding, damaged infrastructure and economic sectors, and disrupted food production and ecosystems.

We believe this is because we operate as a digital business with a customer base that is highly diversified by industry, customer size, and geography. Consequently, we expect our operations to remain resilient to climate risks and have identified certain areas of opportunity for us to contribute to the transition to a lower carbon economy, through innovation and reducing our own emissions.

That said, we have identified certain climate-related risks that could pose a potential risk to, or offer opportunities for, our business over the long-term. However, we acknowledge that climate change will likely intensify and so we shall continue to monitor and assess all potential risks and opportunities.

The key climate-related risks and opportunities we have identified, along with their potential financial impacts, are described below on page 69. We acknowledge that our ability to model and quantify the potential financial impact from climate-related risks and opportunities is at an early stage and we will continue to refine and improve our approach over time.

In order to ensure that we provide the most effective disclosure regarding climate risks and opportunities, we have sought to comply with the TCFD guidelines and also considered its Annex. Specifically, with respect to ensuring that we assess the materiality of potential climate risks on a consistent basis with our approach to the materiality of other information contained in our financial reports, that we have a clearly defined approach to quantifying the potential financial impacts, and how we respond to the various climate-related risks and opportunities we have identified.

The majority of our carbon emissions lie within Scope 3, as set out on page 72 below. Within this it is clear that the major items relate to our supplier arrangements, business travel and employee commuting, capital goods and purchased energy.

Consequently, our emissions reduction strategy is focused on how we can proactively reduce emissions in these areas, through sustainable procurement, reducing business travel, optimising hybrid working arrangements, and educating our employees to make sustainable choices in their daily commute, but also, over time, we are reliant on governments delivering against their stated targets and on the uptake of new technology, for example the use of electric vehicles.

Climate-related scenario analysis

To help us with our strategic decision-making and financial planning amidst the uncertainty of global climate change, we have undertaken a qualitative and quantitative scenario analysis, including a 2°C or lower scenario as recommended by the TCFD. We modelled three different scenarios over three different time periods, as follows:

- **Scenario 1 (no action):** temperatures rise to greater than 4°C, in a world that sees little change in climate regulation, the UK rolls back on its current commitments to the Paris Agreement, and carbon emissions continue to increase unabated.
- **Scenario 2 (in line with current stated policy):** temperatures rise to between 2-3°C, in a world where, in line with stated policy, regulatory change is well-flagged, and decarbonisation occurs at a measured pace.
- **Scenario 3 (in line with Paris Agreement):** the temperature rises less than 2°C, in a world where, with a need for immediate action to achieve a 1.5°C warming scenario, governments introduce significant new regulation and take substantial action to enforce a rapid reduction in emissions.

Summary and conclusions

The table below, *'Key Climate-Related Risks and Opportunities'*, summarises our assessment of the likelihood, financial impact and timeframe under which each identified climate-related risk and opportunity may be expected to occur.

We distinguish between revenue and cost impacts, reflecting that some revenue effects may not ultimately flow through to an effect on profitability, due to mitigating actions we may choose to take, and that cost impacts may not always coincide with an impact on revenue.

We further distinguish between one-off financial impacts, for example, extreme weather events, and those likely to be ongoing over the medium to long term, for example, the impact of new regulations, taxes, changes in public policy, and shifting consumer behaviour.

Scenario 3 is the most aggressive as it would necessitate immediate action from governments and regulators to meet their commitments under the Paris Agreement. While this would likely result in significant regulatory intervention in the short term, over the long term this could better equip society and economies to withstand future disruption from the impact of climate change.

We have considered and modelled all three scenarios and even in the worst case, allowing for the more aggressive impacts that may arise under Scenario 3, we have not identified any plausible, significant short-term financial impacts that may affect our business model or strategy.

Our analysis relies upon simple assumptions; hence, the conclusions are our best assessment of likely outcomes but should not be considered accurate predictions or forecasts.

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

Key climate-related risks and opportunities

Climate-related impact and relevance to Trustpilot's business model and strategy	How we mitigate the effects	Financial impact	Likelihood and timeframe
Transition risk: increasing regulation arising from climate change			
New regulations and taxes designed to restrict energy use may result in additional operating costs A need to replace existing technology and processes for low carbon alternatives may result in additional operating costs Why is this relevant? - **business model** and **strategy**: additional costs could affect the capital we have available to deploy to grow our business	We actively engage with regulators and government and closely monitor forthcoming legislation and regulation that may affect our industry and our business specifically, over the short, medium, and longer term	Low, one-off financial impact (green)	Under each scenario, medium likelihood with low, one-off financial impacts over medium / long term (3-10 years+)
Transition risk: shifting consumer behaviour due to climate change			
Long-term shifts in consumer behaviour may affect demand for our customers' products and services Why is this relevant? - **business model** and **strategy**: shifting consumer demand could affect the size and growth of our addressable market	We will continue to innovate, to adapt our platform and products to help our business customers respond to the risks and opportunities that arise from shifting consumer behaviour, over the short, medium, and longer term	Low, ongoing financial impact (orange)	Under each scenario, medium likelihood with low, ongoing financial impact over medium / long term (3-10 years+)
Physical risk: disruption caused by the increasing frequency of extreme weather events			
Increased air-conditioning costs in offices and data centres Disruption to the availability of our website which could affect revenue negatively Disruption to our supply chain resulting in general cost inflation Our ability to grow in certain geographies disrupted Travel disruption and restrictions for employees caused by severe weather events Disruption to home-workers Commercial disruption for our business customers Why is this relevant? - **business model**: disruption caused by extreme weather could affect our ability to carry out our business operations	Our technology infrastructure is already cloud based. Our business continuity plans aim to ensure we are prepared for disruption to our physical business operations, our supply chain, and our customers, over the short, medium, and longer term. We operate with a small office footprint and can transition rapidly to remote working when necessary	Low, one-off financial impact (green)	Under each scenario, low likelihood with low, one-off financial impacts over medium / long term (3-10 years+)

- Green: Low, one-off financial impact[1]
- Orange: Low, ongoing financial impact
- Yellow: Minor, one-off financial impact[2]
- Pink: Minor, ongoing financial impact

1 In line with our enterprise risk scoring matrix, a 'low' financial impact is defined as incidental and amounting to (a) less than 0.1 per cent of annual revenue and/or or (b) an annual financial loss of up to $10k
2 A 'minor' financial impact is defined as lying between 0.1 and 0.25 per cent of annual revenue and/or an annual financial loss between $10k and $100k

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

Key climate-related risks and opportunities continued

Climate-related impact	How we mitigate the effects	Financial impact	Likelihood & timeframe
Opportunity: designing sustainability into our products and services			
Growth in environmentally conscious commerce provides an opportunity to enhance our platform, increasing consumer engagement The growing social benefit of reliable environmental information may drive greater usage of our platform and increase revenue Shifting consumer priorities provides an opportunity for us to provide high-value insights for business customers and increase revenue Why is this relevant? - **strategy**: enhancements to and greater usage of our platform could result in an acceleration in revenue and profit growth	As part of our innovation roadmap, we are making green product features more accessible and transparent on our platform. We intend to enable businesses to signal their ESG credentials, particularly around climate impact, and help consumers to find sustainable businesses, over the short, medium, and longer term	Low, ongoing financial impact (orange)	Under each scenario, medium likelihood with low, ongoing financial benefit over medium / long term (3-10 years+)
Opportunity: clean energy and reduced resource consumption			
Greater availability of renewable energy provides the opportunity to reduce exposure to fossil fuel price volatility and reduce operating costs The carbon reduction targets of our chosen suppliers support our ability to meet our lower emissions goals and reduce carbon costs Government legislation and regulatory policies promoting eco-friendly transport Reducing our usage of power, water, and other resources in our offices offers an opportunity to reduce operating costs Why is this relevant? - **business model** and **strategy**: greater usage of clean energy and a reduction in resource consumption could lead to lower operating costs and a faster pace of investment into growing our business	We make extensive use of cloud computing, which is environmentally sustainable, emitting one-tenth the carbon associated with on-premises data centres, according to AWS. AWS has committed to 100% renewable energy by 2025. In 2022, around 27% of our Scope 3 emissions resulted from business travel and employee commuting. During 2023, we surveyed our employees to understand how they commute and whether we can educate and encourage our people to adopt more sustainable travel habits. We are currently reviewing our business travel policy and booking systems to integrate sustainability into the travel and accommodation choices we make, over the short, medium, and longer term	Minor, ongoing financial impact (pink)	Under each scenario, medium likelihood with minor, ongoing financial benefit over medium / long term (3-10 years+)
Opportunity: improved stakeholder perceptions and employee retention			
Taking steps to reduce emissions improves stakeholder perceptions and our ability to attract and retain talent Why is this relevant? - **strategy**: the enhanced perception of our business and ability to attract and retain talent could lead to greater innovation and growth	We have set out clear goals and an action plan to reduce our carbon footprint, over the short, medium, and longer term	Minor, ongoing financial impact (pink)	Under each scenario, medium likelihood with minor, ongoing financial benefit over medium / long term (3-10 years+)

- Low, one-off financial impact[1]
- Minor, one-off financial impact[2]
- Low, ongoing financial impact
- Minor, ongoing financial impact

1 In line with our enterprise risk scoring matrix, a 'low' financial impact is defined as incidental and amounting to (a) less than 0.1 per cent of annual revenue and/or or (b) an annual financial loss of up to $10k
2 A 'minor' financial impact is defined as lying between 0.1 and 0.25 per cent of annual revenue and/or an annual financial loss between $10k and $100k

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

Our greenhouse gas emissions

All relevant Scope 1 and 2 activities and Scope 3 categories have been considered in our carbon footprint analysis. The operational boundaries were set to include analysis of building related activities such as air-conditioning, heating and electricity, water usage and waste production, and business travel by air and train as well as hotel stays. Employee commuting, food, procured goods and services, and server and software usage were also within the scope of this analysis.

Streamlined Energy and Carbon Reporting (SECR)

In accordance with the disclosure requirements for listed companies under the Companies Act of 2006, the table below shows the Group's SECR disclosure across Scope 1 and 2 together with our total energy use of gas, electricity and other fuels during the financial year.

		2023		2022	
Energy consumption	**Unit**	**UK**	**RoW**	**UK**	**RoW**
Energy consumption used to calculate emissions (Scope 1 & 2)	kWh	1,454,672 68%	697,152 32%	492,178 25%	1,497,143 75%
Total	kWh	**2,151,824**		**1,989,321**	
Emissions from sources which are owned or controlled by the Company including combustion of fuel for transport and operation of facilities (Scope 1, location based)	tonnes CO_2e	229.4 82%	49.4 18%	36.9 44%	47.5 56%
Emissions of purchased electricity, heat, steam, and cooling (Scope 2, location based)	tonnes CO_2e	50.6 22%	181.2 78%	65.9 19%	272.7 81%
Total†	**tonnes CO_2e**	**280.0**	**230.6**	**102.8**	**320.2**
	tonnes CO_2e	**510.6**		**423.0**	
Intensity ratios					
tonnes CO2e per $ million of revenue		1.31		2.15	
tonnes CO2e per employee		0.58		0.47	

† For the purposes of SECR reporting, Scope 1 & 2 emissions data is location-based, and reflects the average emissions intensity of grids on which energy consumption occurs.

Our total Scope 1 and 2 carbon emissions increased by 21 per cent year-on-year, principally due to improvements in the accuracy of our emissions data, specifically the use of actual versus estimated data. For example, the use of actual data for the first time led to a significant increase in the emissions reported for the UK in 2023. The reduction in energy consumption and emissions in RoW in 2023 also largely reflects more accurate data collection.

Streamlined Energy and Carbon Reporting (SECR) Methodology

Emissions were calculated following the GHG Reporting Protocol (Corporate Standard) using the Watershed platform. Energy usage data was collected or estimated based on building square footage for all facilities and was combined with emissions factors from the US EPA, Ecoinvent, Total Corporate Responsibility and other data sources to calculate GHG emissions. Electricity emissions factors are chosen based on geography to reflect the emissions intensities of the facilities' local grid.

Decreases from 2022 to 2023 for total emissions

Our total 2023 carbon emissions (as tabulated on the following page) fell by 23 per cent year-on-year. There are three main reasons for this, including non-recurring costs associated with office openings and fit-outs, brand marketing spend and the use of actual versus estimated usage data for energy consumption in Copenhagen in 2023. See page 74 for more details concerning these factors.

We continue to examine the various factors that cause our carbon emissions, improve our ability to collect accurate emissions data, and strive to identify changes we can make in how we operate. We believe we can achieve steady, measurable carbon reduction progress over time. In 2023, we started to utilise our emissions data to address climate-related risks and opportunities. Using our carbon footprint data for 2022 and 2023, it is clear that our top three emissions hotspots are within our Scope 3 emissions (procurement, business travel and employee commuting).

Achieving lower emissions in these three areas will be the focus of our efforts to achieve our emissions reduction targets (see page 73). We believe that our action in tackling our emissions hotspots and setting a science-based target will appropriately address the risks identified in our climate risks and opportunities assessment (see page 74).

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

Total emissions (tonnes of CO2e)

GHG Category	2023	2022	Description
1.0 – Direct emissions	279	84	Refrigerant and natural gas usage
2.0 – Purchased electricity, steam, heat and cooling	303	619	Mostly comprised of electricity usage with some heating usage
Total (Scopes 1 and 2)†	**582**	**703**	
3.1 – Purchase goods and services	2,863	3,468	Various operating expenses such as consultants, IT, insurance, office, supplies, events, training, food and beverages, and advertising
3.2 – Capital goods	58	1,080	Furniture and fixture purchases for offices
3.3 – Fuel and energy-related activities	152	191	Activities directly related to well-to-tank including electricity, natural gas and oil
3.5 – Waste in generated operations	84	70	General waste and recycling
3.6 – Business travel	1,052	1,124	Costs related to air travel, trains, hotels, taxi/rideshare services, meals while travelling and car mileage
3.7 – Employee commuting	688	658	Commuting measurements with respect to travel via car and public transit as well as work-from-home related emissions
3.8 – Upstream leased assets	0	4	Office-related usage in short-term leased offices
3.11 – Use of sold products	210	79	Usage of our website and mobile app
Total (Scope 3)	**5,107**	**6,674**	
Total (Scopes 1, 2 and 3)	**5,689**	**7,377**	
Revenue ($m)	176	149	
Tonnes of CO2e per $m of revenue for scopes 1, 2 and 3	32	50	
Tonnes of CO2e per $m of revenue for scopes 1 and 2	3	5	
Tonnes of CO2e per $m of revenue for scope 3	29	45	

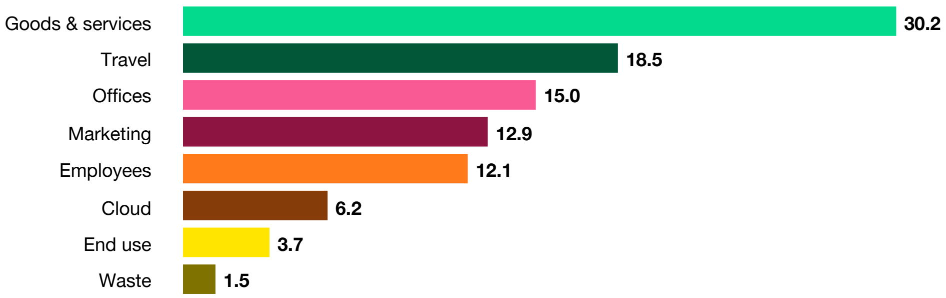
During 2023, we identified the high-priority operational levers within our business that will enable us to reduce our carbon footprint over the near-term, and support our ambition to become net zero, longer-term. We started work with actions that will support our near and medium-term carbon reduction goals.

Some 90 per cent of our total carbon emissions are scope 3, and 90 per cent of these are generated by business travel, employee commuting, and procurement. We have established work streams to engage with our suppliers to create sustainable procurement and travel policies are underway, and we are investigating ways to increase the use of carbon-free energy and recycling, and to reduce water consumption, in all our office facilities.

† Total emissions data is market-based, reflecting emissions from electricity that companies have purposefully chosen, or their lack of choice, and derives emission factors from contractual instruments.

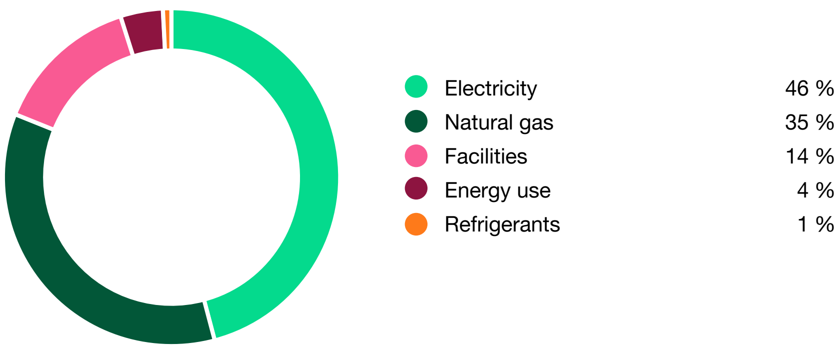
Task Force on Climate-related Financial Disclosures (TCFD) continued

Our emissions by category in 2023



As a result, utilising the Science Based Targets initiative (SBTi) guidance, methodology, and tools we have calculated preliminary specific near-term and long-term carbon reduction targets which will be submitted to the SBTi for validation during 2024.

Emissions from our offices, including utilities & asset expenditure



Emissions reduction targets[1*]

Preliminary near term targets	Preliminary pathway to net zero
With 2023 as our base year, we aim to reduce our absolute Scope 1+2 emissions by 42 per cent and Scope 3 emissions[2] by 42 per cent by the end of 2030*	We aim to reduce our absolute Scope 1+2 emissions by 90 per cent and Scope 3 emissions by 90 per cent by the end of 2050**

1 Targets calculated utilising the Science Based Targets initiative (SBTi) target-setting guidance, methodology and tools. These are subject to confirmation and submission to SBTi for validation in 2024.
2 NB: seven of the Scope 3 categories have been excluded as not applicable to Trustpilot: Specifically, Scope 3.4, 3.9, 3.10 are relevant to businesses that sell goods and require shipping of materials and products; Scope 3.12 is related to capturing the waste generated by a tangible product sold by a company; Scope 3.13 captures emissions related to assets a business receives money for (i.e. leases); Scope 3.14 is related to franchises; Scope 3.15 is the scope related emission from the share of investments on a company from which you have some extent of operational control over or that they get benefits from.
3 SBTi recommends using the latest year for which data has been collected as the base year for target setting.
* In 2023, 62% of our Scope 1 emissions were from oil and natural gas; 99% of our Scope 2 emissions were purchased electricity, steam, heat & cooling; ** In 2023, 93% of our Scope 3 emissions were related to purchased goods & services, business travel, employee commuting, and energy related activities

Whilst we have identified the actions necessary for us to reduce our carbon emissions, particularly around using clean energy in our offices, and promoting sustainable procurement and travel across our business, our ambition to achieve net zero is dependent on governments and suppliers meeting their own net zero commitments.

For example, 6 per cent of our emissions in 2023 were generated through our operations in the Cloud, principally with AWS platform. Amazon had committed to using 100 per cent renewable energy by 2025, and Google has committed to operating 100 per cent on carbon-free energy by 2030.

Furthermore, the UK government has set out a commitment for all new cars to be zero emission by 2035 which will help to reduce carbon emissions relating to employee commuting. Other governments are making similar plans to reduce emissions through regulation and policy, which will also benefit us, and our suppliers as lower carbon alternatives are introduced.

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

Progress against our targets

We are acting across our operations and value chain to reduce GHG emissions over the short and longer-term.

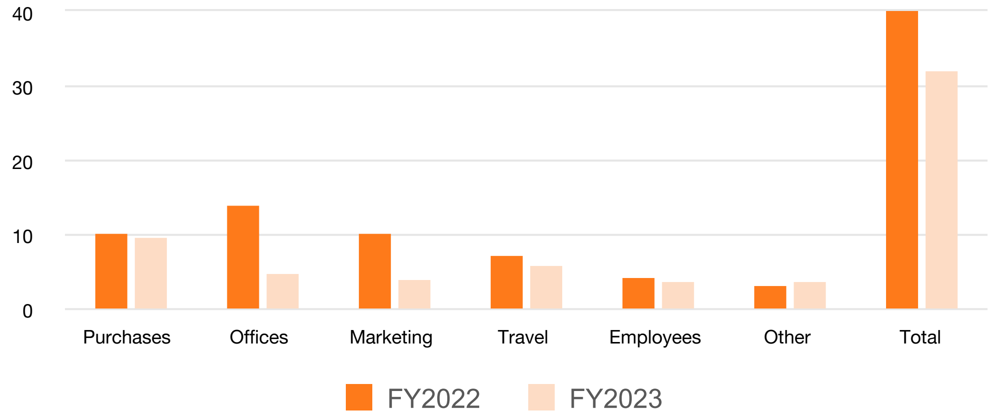
During 2023, we saw a 30 per cent reduction in our Scope 1 and 2 emissions by revenue intensity, and a 35 per cent reduction in emissions by revenue intensity for Scopes 1, 2 and 3.

This decrease is preliminary due to the following three factors:

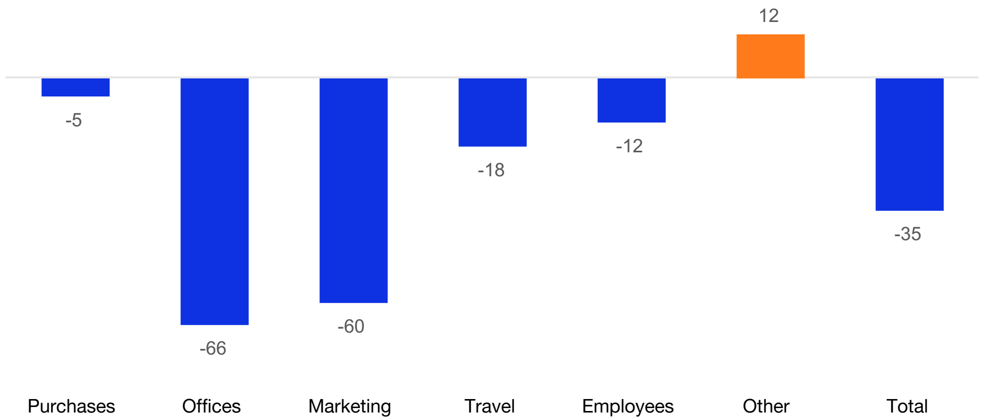
- 3.2 Capital Goods had a 1,022 tCO2e decrease due to significantly lower office capex spending. In 2022, we spent c.$3.7M in office capex, compared to c.$308k in 2023. This capex was related to the fit-outs of our Copenhagen, New York and London offices.
- 3.1 Purchased Goods and Services decreased by 605 tCO2e due to lower marketing spending. In 2022, we invested in a one-off Italian brand campaign, a global Trust event, and non-recurring external consulting services. Therefore, these Items are not present in the 2023 emissions data.
- 2.0 Purchased Electricity, Steam, Heat, and Cooling from offices decreased by 316 tCO_2e as a result of using actual electricity-based usage data for our Copenhagen office in 2023. In contrast, we used estimated data for 2022 based on square footage

We have formulated our preliminary carbon reduction targets during 2023 and will submit a detailed plan to SBTi in the first half of 2024; henceforth, we shall continue to provide updates on our plans and the progress we are making towards our targets, in future annual reports. For Scope 1 and 2 reductions, our focus for 2024 is to review our energy supply across all our offices and to shift to the use of green energy where it is an available option. For Scope 3 emissions,
we are in the process of integrating sustainability into our procurement and travel policies, educating and encouraging our employees to choose sustainable commuting options where possible, as well as continuing to operate a hybrid working environment, reducing waste and increasing our use of recycling.

Emissions by revenue intensity over time (tCO_2e / $1m per year)



Percentage change in emissions by revenue intensity during 2023



Modern Slavery and Human Trafficking

Our approach
Across the Trustpilot Group we strive to work to the highest professional standards and comply with all laws, regulations and rules relevant to our business. As stated in our Modern Slavery Code of Conduct, we are committed to the protection of human rights and to fair and ethical work practices. We understand that we have a responsibility to conduct our business ethically and this extends to those we do business with. The Group publishes its Modern Slavery and Human Trafficking Statement each year on our website, reinforcing our zero tolerance approach to slavery and human trafficking in our business operations and supply chains.

Vendors
Our Modern Slavery Code of Conduct sets out the standard of conduct for customers, contractors, and vendors working with us. It is publicly available on our website and we seek to impose contractual obligations on vendors to comply with this as part of contractual negotiations for supply contracts where possible.

Employees
Our recruitment and employment procedures include appropriate pre-employment screening of all Trustpilot Group employees, such as right to work checks and reference checks. New employees also receive an induction and new hire training which explains Trustpilot Group policies and confirms that employees are able to contact our People team or our report via our speaking up platform confidentially on any matter of concern, throughout their employment.

We are also committed to paying the Real Living Wage to our employees and contractors across all our locations in the UK.

We expect all Trustpilot Group employees to conduct business with honesty and integrity and we have a zero tolerance approach to bribery and corruption, as set out in our global Anti-Bribery & Corruption Policy.

Customers
In our Code of Ethics we describe our commitment to conducting our business with the highest ethical standards. Trust, transparency, and integrity are values that are important to the entire Trustpilot Group, which means we expect the people who work for us, and those we do business with, to always act with integrity, build trust and promote transparency, and make decisions that reflect strong ethics.

We avoid doing business with businesses that do cause or create harm, do not align with our ethical standards. These “bad-fit” businesses may harm Trustpilot’s reputation and undermine the trustworthiness of our platform. Our Action We Take Policy sets out what types of businesses we regard as a “bad-fit” for Trustpilot. We also explain what measures we’ll take to stop any active communication or cooperation with “bad-fit” businesses.

Additionally, we require customers to comply with our Modern Slavery Code of Conduct under our Terms of Use & Sale for Businesses.

Due diligence/Risk assessment
We seek to work with contractors, and vendors who match and complement our ethical standards and organisational values.

To identify sectors and categories with high modern slavery risks, we have used the following indicators that are generally known to increase risk likelihood:

- Reliance on low-skill workforce.
- Reliance on migrant workforce.
- Presence of children.
- Hazardous or undesirable work.
- Based in a country that experiences high levels of corruption, weak governance and poor enforcement of human rights.

As Trustpilot is an online-based business, our main vendors comprise providers of online-based services to facilitate our platform, and general advisory services from reputable businesses. Based on these factors, we consider the risk of modern slavery in our supply chain to be low.

We continue to:

- Undertake due diligence when short-listing our vendors and contractors.
- Review on a regular basis the vendors and contractors we use.
- Enter into business relationships with vendors that reflect our organisational values.

Seek to ensure that any vendor or contractor has an ethical treatment clause in the vendor contract they provide us especially where we deem them to be medium to high risk based on their geographical location or otherwise. This is to ensure that the work environment and conditions they provide to their employees meet the standards under our Modern Slavery Code of Conduct.

If a vendor or contractor fails to live up to our expectations or is unwilling to make any changes, we may end our engagement with them.

Our Modern Slavery Code of Conduct may be accessed via our corporate website, here:

https://legal.trustpilot.com/for-everyone/modern-slavery-code-of-conduct

Section 172(1) statement

Section 172(1) of the Companies Act 2006 requires that the Directors promote the success of the Company for the benefit of its members as a whole, having regard to the stakeholders' interests in their decision-making.

In performing their duties during 2023, the Directors have had regard to the matters set out in Section 172(1) of the Companies Act 2006. This table details where to find further information on each of the s.172 items in this annual report:

s. 172 matter	Additional information
The likely consequences of any decision in the long term	Strategy, page 33 Business model, page 27 Principal risks and uncertainties, page 90
The interests of the Company's employees	Empower everyone, pages 48 to 61 Diversity, equity & inclusion, page 52 Parker Review, page 56
The need to foster the Company's business relationships with suppliers, customers and others	Business model, page 27 Sustainability, page 42 Engaging with regulators government, page 77 Stakeholder engagement, page 113
The impact of the Company's operations on the community and the environment	Partner for the planet, page 62 TCFD report, page 64 Non-financial & sustainable information statement, page 78 Stakeholder engagement, page 113
The desirability of the Company maintaining a reputation for high standards of business conduct	Whistleblowing, page 135 Audit committee report, page 124 and Non-financial & sustainable information statement, page 78 Promoting trust online, page 43 Purpose, values & culture, page 112 Trust & transparency, page 136
The need to act fairly as between members of the Company	Empower everyone, pages 48 to 61 Stakeholder engagement, page 113 Purpose, values & culture, page 112

Further information about how the Board has had regard to the matters set out under s.172 of the Companies Act 2006 and its compliance with the UK Corporate Governance Code features on page 97 of the Corporate Governance section of this report.

Engaging with regulators and the government

Throughout the year, we extensively engaged with regulators and governments to discuss future policy in critical areas, including:

- Artificial intelligence
- Data protection
- Trust online
- Fake reviews
- Online safety
- The cost of living crisis
- Consumer protection

We provided feedback on issues related to online safety, fake reviews, the cost of living crisis, consumer and data protection, and artificial intelligence. Our responses, along with other engagement efforts, have played a role in shaping policy. For instance, the US Federal Trade Commission's proposed Rule on the Use of Consumer Reviews and Testimonials cited Trustpilot's input in revising their definition of fake reviews.

As a proactive measure, we have engaged with policymakers to share Trustpilot's views on crucial policy areas. Our discussions with various stakeholders have included meetings with UK Business and Tech Ministers, European Commissioners, Members of the European Parliament, representatives of the Spanish Presidency of the European Council, and Belgian Government Ministers. We have also conducted several briefings for Parliamentarians on vital policy areas and legislative initiatives and held meetings with officials and regulators.

Our engagement has yielded positive results, with Trustpilot referenced multiple times in the UK Parliament. At the start of the year, the then UK Tech Minister cited Trustpilot as a firm based on trust for whom prescribing specific technologies in handling user safety would not be appropriate. Meanwhile, our written evidence on the Digital Markets, Competition and Consumers (DMCC) Bill was cited positively by the Small Business Minister to challenge the views of another stakeholder. Likewise, an influential member of the House of Lords on tech policy credited Trustpilot's briefing for changing their stance on a critical amendment during the passage of the Online Safety Act.

Given our growing profile in the regulatory space, we have increased our participation in panel and roundtable discussions, contributing to the debate on artificial intelligence, the UK's DMCC Bill, and fake reviews.

We have also continued to work collaboratively with other tech companies as members of the European Tech Alliance (EUTA) and techUK. This year, we became a founding Coalition for Trusted Reviews member alongside Amazon, Booking.com, Tripadvisor, Expedia and Glassdoor. This group will work together on specific projects to protect consumers and partners from fake reviews, working to help ensure fraudulent content does not mislead the public.

With a wide range of new tech legislation coming into force, we further developed and implemented our roadmaps for compliance with legislation such as the Data Act (EU), Digital Services Act (EU) and Online Safety Act (UK).

Non-financial and sustainable information statement

The table below constitutes the Non-financial and sustainable information statement of Trustpilot Group plc, produced to comply with sections 414CA(1) and 414CB(1) of the Companies Act 2006. The information listed in the table below is incorporated by cross reference.

Reporting requirement	Policies and standards which govern our approach	Annual Report reference
The environment and our approach to climate change reporting	1 Our governance arrangements for assessing and managing climate-related risks and opportunities 2 How we identify, assess and manage climate-related risks & opportunities 3 How our processes for identifying, assessing and managing climate-related risks are integrated into our overall risk management process 4 The climate related risks and opportunities we have identified and the time periods over which they have been assessed 5 How these climate-related risks and opportunities could impact our business model and strategy 6 An analysis of the resilience of our business model and strategy, taking into account different climate scenarios 7 The targets we use to manage our climate-related risks and opportunities and our performance against them 8 The key performance indicators we use to assess our performance against our targets and how we calculate them	1 TCFD, page 66 2 TCFD, page 67 3 TCFD, page 67 and Risk management, page 85 4 TCFD, page 68 5 TCFD, page 68 6 TCFD, page 68 7 TCFD, page 73 8 TCFD, page 74
Employees	Diversity, equity & inclusion policy Health, safety and well-being policy Code of Ethics, Speaking Up policy	Empower everyone, page 48 Diversity, equity & inclusion, page 52 Parker Review, page 56 Purpose, values & culture, page 112 Speaking up, page 135
Social matters	Content integrity Stakeholder engagement	Promoting trust online, page 43 Stakeholder engagement, page 113 Engaging with regulators & government, page 77
Human rights, anti-corruption and anti-bribery	We have clear Policies in place concerning modern slavery and to detect and prevent fraud or corruption.	Modern Slavery and Human Trafficking, page 75 Audit Committee report, page 134
Business model	We carefully assess our inputs & resources, primary activities and how our business model can best deliver value for our stakeholders.	Business model, page 27 Principal risks and uncertainties, page 90
Principal risks	We identify our principal risks and how they may impact our business. We also consider how these principal risks may affect the viability of our business over a three year time horizon.	Risk management, page 85 Viability statement, page 83
Non-financial key performance indicators	We closely monitor a range of non-financial KPIs to assess our business performance.	Strategy, page 33 KPIs, page 38 Sustainability, page 42

The Strategic report has been approved by the Board and signed on its behalf by

Adrian Blair
Chief Executive Officer, Trustpilot Group plc
18 March 2024

Finance review

Growth & operating leverage

Hanno Damm

In 2023, we proactively managed our business to deliver top-line growth, operating leverage, profitability, and free cash flow. We are financially strong with a growing cash balance. We focus on investing in further organic growth, innovation, and our people with a commitment to maximise shareholder value by returning capital not required for other priorities to shareholders.

Finance review continued

Overview

In 2023, we generated total bookings* of $194.6 million, +18 per cent YoY (+16 per cent at constant currency (cc)). Revenue increased to $176.4 million, +18 per cent YoY (+17 per cent cc). On 31 December, annual recurring revenue* ("ARR") had increased to $197.3 million, +22 per cent (+18 per cent cc). The Group reported a loss before tax of $1.9 million and, by beginning to use deferred tax assets with a benefit of $12.3 million, reported a profit for the year of $7.1 million, compared to a loss of $14.6 million a year ago.

Adjusted EBITDA** of $15.5 million was ahead of expectations even after the impact of capitalising sales commissions of $3.9 million, compared with an adjusted EBITDA loss of $4.4 million a year ago. Operating cash inflow was $20.9 million compared to an outflow of $2.7 million a year ago. At 31 December 2023, we had net cash of $91.5 million and no debt, generating $13.8 million of adjusted free cash flow[1] in the year.

Regional growth trends

The UK generated bookings of $77.4 million, +17 per cent at constant currency, or +17 per cent on a reported basis YoY. UK revenue grew to $70.0 million (FY22: $59.8 million), +16 per cent at constant currency, or +17 per cent reported YoY. This revenue growth reflected prior-year bookings growth and a positive foreign exchange impact on translation.

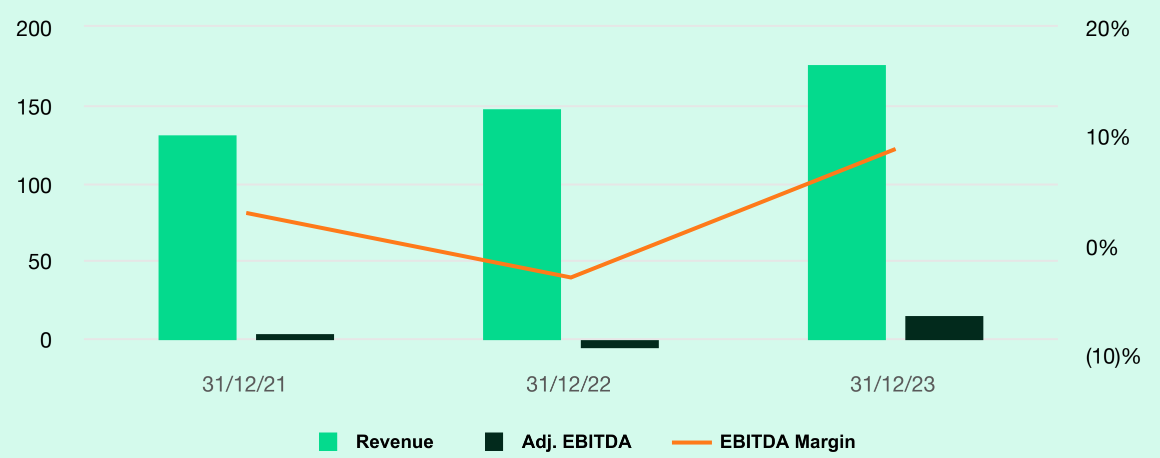
Europe & RoW generated bookings of $76.3 million, +18 per cent at constant currency, or +22 per cent on a reported basis YoY. Europe & RoW revenue grew to $69.1 million (FY22: $55.1 million), +22 per cent at constant currency, or +25 per cent reported YoY. Revenue growth reflected a strong prior-year bookings performance and a positive foreign exchange impact on translation.

North America generated bookings of $41 million, +12 per cent on a reported basis YoY. North America revenue grew to $37.3 million (FY22: $34.0 million), +10 per cent reported YoY.

$'000	FY23	FY22	(+/-) % Actual	(+/-) % cc
Bookings:				
United Kingdom***	**77,372**	66,031	17 %	17 %
Europe & RoW	**76,321**	62,735	22 %	18 %
North America	**40,911**	36,518	12 %	12 %
Total bookings	**194,604**	165,284	18 %	16 %
Revenue:				
United Kingdom***	**69,951**	59,803	17 %	16 %
Europe & RoW	**69,127**	55,126	25 %	22 %
North America	**37,284**	34,003	10 %	10 %
Total revenue	**176,362**	148,932	18 %	17 %

*** Includes the Isle of Man and the British Virgin Islands

Revenue and Adj. EBITDA



* Key performance indicator (KPI) – further detail available on p.38
** Alternative performance measure (APM) – further detail available in note 4 on p.187
1 Please see p.82 for the definition of adjusted free cash flow

Finance review continued

“In January 2024, we were pleased to launch a share buyback programme of up to £20 million.”

Net dollar retention rate

Importantly, our FY23 LTM net dollar retention rate was 99 per cent (FY22: 100 per cent), a resilient performance given the weaker economic climate, underpinned by good gross retention, the improvement in the retention rate in North America, new pricing packages and general price increases, which helped to grow the average annual contract value.

Forward visibility

We operate a subscription software business model, typically with 12 month rolling contracts. Hence, the revenue outcome in any given period primarily reflects prior-period bookings (the annual contract value of deals signed within that period) and ARR (which measures the annualised value of all subscription contracts on the final day of a reporting period).

Cost of sales

The cost of sales was $30.9 million (FY22: $26.9 million) and includes network operating costs as well as the costs incurred to onboard, support, retain and upsell customers. Cost of sales remained flat as a proportion of revenue to 18 per cent (FY22: 18 per cent) in FY23, and the gross margin also remained at 82 per cent (FY22: 82 per cent).

Sales and marketing costs

Capitalised commission

Under IFRS 15 – “Revenue from Contracts with Customers” – the Group must assess the recoverability of the incremental costs of obtaining a contract when incurred, based on the anticipated contribution from revenue to be earned under the associated contract. Incremental costs for the Group relate primarily to sales commissions paid to employees on new business.

In previous periods where we assessed recoverability, our forecasts in our respective markets did not indicate the costs incurred would be recoverable, and thus they were expensed immediately. In FY23, as a result of the Group forecasting improved profitability and operating leverage in all markets globally, our forecast supports the recovery of these costs, which has led to sales commissions being capitalised and amortised over the customer’s expected useful life.

This accounting treatment is a consistent application of our policies under IFRS 15. We have not revised any previous estimates, but for 2023, the capitalisation of costs resulted in reduced sales and marketing expenses by $3.9 million.

Before the impact of capitalising sales commissions of $3.9 million, sales and marketing costs decreased YoY to $54.8 million (FY22: $58.5 million), falling to 31 per cent of revenue, versus 39 per cent in FY22. This reduction was largely driven by the absence of non-recurring consulting services fees and other expenses that were incurred in FY22, a reduced pace of hiring given the uncertain macroeconomic environment, and operating leverage due to the strong revenue growth in the year.

Technology and content costs

Technology and content costs grew to $50.0 million (FY22: $41.1 million) but remained flat as a proportion of revenue at 28 per cent (FY22: 28 per cent). We continued our investment in content integrity and expanding our technology and product teams.

General and administrative costs

General and administrative expenses increased by $5.8 million to $43.8 million, principally reflecting a higher level of depreciation and amortisation relating to capital expenditure in FY22, and an increase in the share-based compensation expense year-on-year. Despite this, the overall general and administrative expense declined as a proportion of revenue to 25 per cent (FY22: 26 per cent), reflecting lower professional services fees relating to recruitment, legal and office build-outs, compared to the prior-year, and the operating leverage resulting from revenue growth.

Our provision for losses on trade receivables — previously included in general and administrative costs — was $1.7 million (FY22: $1.2 million), remaining flat year-on-year at around 1 per cent of revenue.

Cash flow

Cash inflow from operating activities in FY23 was $20.9 million compared with a cash outflow from operations in FY22 of $2.7 million,with the improvement largely driven by revenue growth, improving operating leverage, and a higher bonus accrual within working capital. Free cash flow improved to $13.8 million in FY23 versus an adjusted free cash outflow of $13.3 million in FY22. There has been no impact on operating or free cash flow due to the capitalised commissions noted above under sales and marketing.

Capital expenditure primarily consists of capitalised development costs and, in FY23, decreased to $3.6 million (FY22: $7.4 million). FY22 included higher levels of capital expenditure relating to non-recurring office fit-out costs amounting to $3.7 million.

Cash flow from financing activities comprised principally of cash outflows from the principal elements of lease payments, partially offset by equity inflows from share issuances.

In 2023 we evolved our treasury strategy and as a result we increased our interest income by over $2.5 million along with diversifying our banking and counterparty exposure.

Finance review continued

Adjusted free cash flow

Adjusted free cash flow is operating cash flow, adjusted for non-recurring transaction costs, restructuring costs, principal lease payments and capital expenditure.

$'000	FY23	FY22
Operating cash flow	**20,879**	(2,698)
Non-recurring items	**–**	–
Restructuring costs	**–**	–
Principal lease payments	**(3,538)**	(3,187)
Capital expenditure[1]	**(3,561)**	(7,399)
Adjusted free cash flow	**13,780**	(13,284)

[1] Capital expenditure consists of purchase of property, plant and equipment and payments for intangible assets development

Balance sheet

Notable balance sheet movements primarily relate to regular lease amortisation and increased contract liabilities as the business grows. Other payables reflect bonus accruals and further labour-related accruals. The trade receivables balance increased proportionately to revenue and aligned with expected trends despite the uncertain macroeconomic environment.

As of 31 December 2023, the Group has significant tax losses available for offset against future taxable profits related to Trustpilot A/S and Trustpilot, Inc. Reflecting the improved profitability in Trustpilot A/S, we began to utilise these losses for the first time, and recognised a deferred tax assets of $12.3 million in the period.

The net cash balance on 31 December 2023 was $91.5 million, an improvement reflecting positive free cash flow during the first and second half of the year, as well as the translation effects of the strengthening of Sterling and the Euro against the US dollar during the year.

On 30 October 2023, the Group successfully refinanced its revolving credit facility (RCF) for another 3 years.

Foreign exchange

The Group does not hedge foreign currency profit and loss translation exposures; therefore, exchange rate movements impact the statutory results. Constant currency translation illustrates underlying activity by neutralising the impact of currency fluctuations.

Capital allocation strategy

Trustpilot has a strong balance sheet, and the business is now cash flow positive. As we consider our capital allocation strategy, our priorities include:

- Continuing to invest in organic top-line growth
- Innovation to drive new business and retention
- Our people and culture
- The flexibility to engage in targeted M&A
- Returning excess capital to shareholders through a share buyback

On 11th January 2024, we were pleased to announce the launch of a share buyback programme of up to £20 million as part of our commitment to return excess capital, not required for other purposes, to shareholders.

Since launching the buyback programme, we have completed more than 50 per cent of the c.£20m of repurchases we targeted.

Going concern

The Group made a profit of $7.1 million in FY23 compared with a loss of $14.6 million in FY22. The Group has cash and cash equivalents of $91.5 million as of 31 December 2023 compared with a balance of $73.5 million as of 31 December 2022.

The Group has access to an undrawn revolving credit facility of up to $30 million, expiring in October 2026, but the Group is not in any way reliant on this facility. The Group has remained in compliance with all covenants throughout the period and expects to continue to do so in future periods.

Management has performed a going concern assessment for the Group by preparing monthly cash flows for 18 months and sensitising for what the Directors consider to be a severe but plausible scenario.

Based on the assessment, the Directors have a reasonable expectation that the Group has adequate resources to continue to operate for at least 18 months from the date of approval of the financial statements. As a result, the Directors consider it appropriate for the Group to continue to adopt the going concern basis in preparing its financial statements.

Hanno Damm
Chief Financial Officer, Trustpilot Group plc
18 March 2024

Viability statement

The Directors have performed an assessment of the Group's prospects and long-term viability, considering its current financial position and principal risks and uncertainties. The processes for identifying and managing risk are described in the *Risk management* section of this report, on page 85. As described, the risk management process, and the going concern and viability statements, are designed to provide reasonable but not absolute assurance.

The Group's prospects are assessed through an annual strategic planning process, which addresses the expected commercial and financial performance over the subsequent three years and the consequential impacts to cash flows and liquidity. The Directors have determined that three years is an appropriate period over which to provide the Group's viability statement as it is consistent with the three-year outlook adopted when preparing its strategic business plan.

The strategic planning process begins with input from the Group's Executive Leadership Team and the Board. The first year of this three-year forecast serves as the Group's budget, informed by detailed, bottom up input derived from the strategic plan. The second and third years are built on the same forecast methodology but also use top-down drivers and trends.

The Group's forecast begins with detailed monthly commercial KPIs that drive new customer acquisition expectations, as well as the renewal and expansion of existing customer contracts, with detailed regional planning. This planning takes place in tandem with corresponding forecasts of operating expenses, consisting primarily of direct labour costs or those indirect costs tied to headcount. The resulting plan covers the key operating KPIs as well as the income statement, balance sheet and cash flow expectations.

While the Group's strategic planning process generates the best estimate for future performance based on the assumptions mentioned above, the Directors also consider additional severe but plausible downside scenarios to assess the long-term prospects of the business. The Directors consider three scenarios to quantify the potential impact of multiple key principal risks and uncertainties of the Group occurring over the assessment period. Furthermore we have considered whether any longer term trends outside of the three year period could impact the Group's viability, and have not identified any such matters. In addition, the Group modelled a reverse stress test to demonstrate what would need to occur to see the Group's liquidity exhausted.

The Board relies on the Enterprise Risk Management (ERM) process to identify and manage any emerging risks for the Group. We conduct activities such as our Enterprise Risk Assessment and horizon scanning to identify risks as they emerge.

Scenario modelled	Principal risk assessed
Trust degradation	Confidence in our commitment to trust and transparency Misuse of platform

The trust degradation scenario is meant to illustrate the impact of an erosion of trust among consumers and businesses in our platform because of improper use, a failure by the Group to maintain confidence in its commitment to trust and transparency, and a public perception that content on our platform is fake or misleading. This scenario would result in an increased churn of existing customers, difficulty in acquiring new customers, and increased costs associated with platform integrity.

Commercial assumptions involve a c.20 per cent decline in the productivity of our sales representatives compared to our base case. This scenario also assumes a 10 per cent reduction in our LTM net dollar retention rate in 2024, compared to the base case, with an additional c.2 per cent step up in each subsequent year as a result of more customers beginning to trust the platform again. An increase in the number of fake or misleading reviews would mean that the accuracy of our current detection tools and frequency of checks are insufficient so we would need to ramp up the service-level with our external provider that would cost an additional $200k per year.

Scenario modelled	Principal risk assessed
Regulatory scrutiny and litigation	Changing and varied regulatory landscape Litigation and disputes

The regulatory scrutiny and litigation scenario is meant to illustrate the impact of dramatically increased regulatory and compliance efforts, in combination with a need to address a growing number of litigation and dispute cases. The financial impact of this scenario is experienced primarily through increased costs in the Group's Trust & Safety and Legal functions, as well as increased external counsel fees, damages, fines and settlements from litigations. Additionally, it assumes a 5 per cent decrease in our LTM net dollar retention rate, as compared to the base case, to account for increasing churn among customers unwilling or unable to comply with a more restrictive use of the platform imposed by regulators.

Viability statement continued

The scenario assumes additional costs of $2 million per year to account for litigation claims across our markets and regulatory fines of 2 per cent of revenue.

Scenario modelled	Principal risk assessed
Recessionary environment	Macroeconomic environment

The recessionary environment scenario is meant to illustrate the impact of changing macroeconomic conditions. With significantly higher global interest rates, and an increasing cost of debt, inflation is leading to cost pressures on businesses. This not only impacts our costs but could also impact our customers' ability to subscribe to our products and solutions. This additional scrutiny on spending decisions could affect our ability to meet growth targets in key markets.

This scenario assumes an initial sharp decline in commercial performance in 2024, with steadily improving performance in 2025 and 2026. It assumes that new sales bookings decline by 8 per cent in 2024, from the base case, and that our LTM net dollar retention rate declines to 85 per cent in 2024. As a conservative approach we have kept the same cost growth in G&A and Tech as our base case.

We have not identified any climate-related risks that could impact our financial performance, strategy, or business model over a three-year time horizon. As a digital business with a customer base highly diversified by industry, customer size, and geography, we expect our operations to remain resilient to climate risks and have identified specific areas of opportunity for us to contribute to the transition to a lower carbon economy, through innovation and reducing our emissions. The climate-related risks we have identified will likely arise over the long term. However, we acknowledge that climate change will likely intensify, so we shall continue monitoring and assessing the related risks.

Summary

The scenarios detailed above indicate that the Group would be able to comfortably withstand these severe but plausible downside situations and retain more than sufficient liquidity. The Company has considered its future prospects in relation to social, technological, and environmental changes. The reverse stress test also illustrates that the factors required to exhaust Group liquidity are considered a remote likelihood. The Group would also comfortably comply with its covenants in these severe but plausible downside scenarios.

Furthermore, the Directors consider the mechanics of the Group's business model and the consequential impact to its long-term viability. The Group operates with high gross margin, recurring subscription software revenue, alongside low customer concentration thus creating a sustainable business model. In the year to 31 December 2023, no single customer accounted for greater than one per cent of Group revenue.

The Group's software subscription model proved resilient during the pandemic-related uncertainties of 2020, during which time management and the Directors proactively managed the business to meaningfully improve operating cash flows while continuing to grow revenue. Based on the above assessments, the Directors have a reasonable expectation that the Group will continue in operation and meet its liabilities as they fall due over the three-year period ending 31 December 2026.

Hanno Damm
Chief Financial Officer, Trustpilot Group plc
18 March 2024

Risk management

Managing our risks effectively

Like all businesses, we face a number of risks and uncertainties. Successful management of existing and emerging risks is critical to the achievement of our strategic objectives and long-term success. At Trustpilot, it is important that we adopt a robust approach to risk to ensure we achieve our mission of ‘Trustpilot everywhere’, and grow our business in a sustainable way.

We operate in an environment where both sides of our business model, i.e. our businesses and our users, expect the highest standards of trust and innovation. This is why, in 2023, we paid particular focus on improving the risk culture throughout the organisation. Some of the work we’ve done is outlined within the Audit Committee report on page 132. We believe this is an integral part of our risk framework, part of our approach to continuous improvement, referenced in the “Looking ahead - our focus in 2024” section on page 88.

Our approach

Our Board has collective responsibility for determining the Group’s risk management framework and is supported in performing its duties by the Audit Committee. The Enterprise Risk Management (“ERM”) framework, the Group’s risk culture, its governance structure and internal controls together give the Board assurance that risks are being appropriately identified and managed in line with its risk appetite.

The Group operates within a clear set of policies established by the Board. These core policies are governed by our policy management framework to ensure they have appropriate ownership, are reviewed as required, and follow a consistent approach.

Our risk management processes are designed to anticipate risks before they impact our activities to ensure that we are in the best place to mitigate them. For all of our key risks, we identify the mitigating controls and their ownership within our management team. We also conduct assurance activities that are focused on our key risks so that we continually understand the strength of our controls, and where improvements can be made.

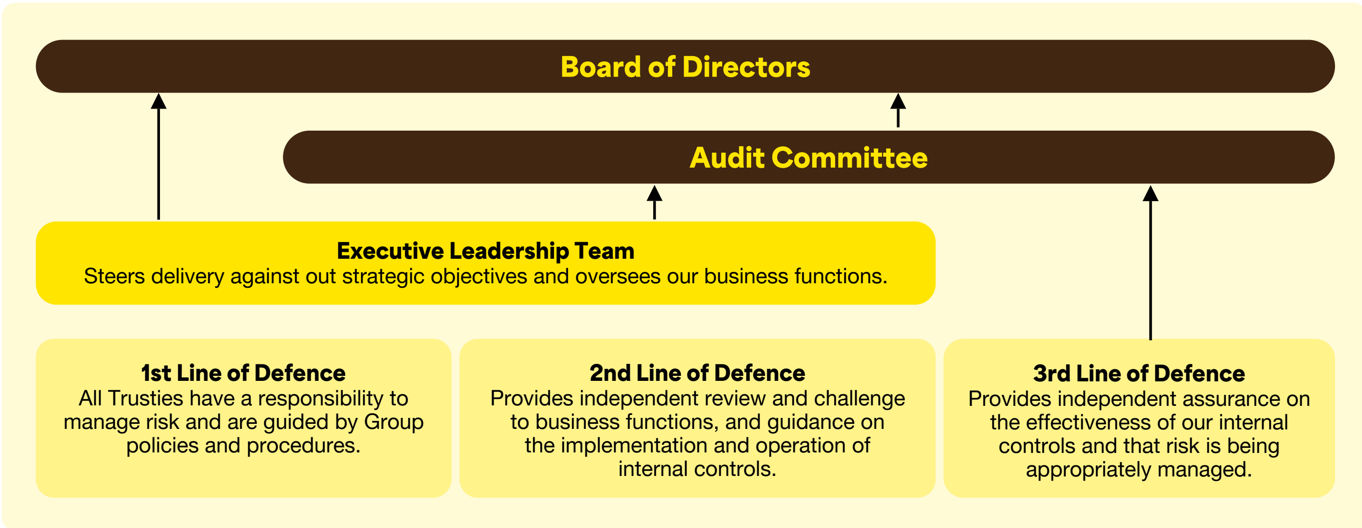
Operational management of risk is the responsibility of our ELT who report to the Audit Committee and the Board. On a day-to-day basis, our dedicated Risk function is responsible for compliance leadership, promoting a risk conscious culture across all levels of the organisation, and providing the necessary guidance to identify, evaluate and mitigate the risks which could endanger the achievement of Trustpilot’s strategic objectives. The Risk function executes our Enterprise Risk Management (ERM) process and acts as gatekeepers of the Risk Policy, which is approved by the Board.

The practical components of the policy are outlined in a detailed Risk Management Procedure, which guides the business in implementing risk management on a day-to-day basis. This procedure provides guidance for various risk assessments to be conducted across the organisation.

Our lines of defence

The Risk function set clear guidelines for managing risks throughout the organisation by using common language and ensuring appropriate ownership, management and control. We consider all of our Trusties to be risk managers and take an active role in embedding a risk-conscious culture throughout the organisation.

In 2023, we paid particular focus to maturing our approach to risk management throughout the organisation. To do this, we were supported by the three lines of defence:



Risk management continued

1 Management ownership of risk and control

The Group operates with a clear set of policies set by the Board. Management is empowered to operate effectively while staying within the system of governance approved by the Board.

Our organisation entrusts managers with the crucial task of recognising potential risks, overseeing their evolution and establishing the necessary controls to mitigate them.

Our policies adapt to changing circumstances, triggered by new threats, legal changes or emerging opportunities.

To foster transparency, we maintain comprehensive risk registers that record the key controls put in place to manage risks. Management regularly evaluates the effectiveness of these controls, with the support of the Risk function.

We also have an Internal Audit function responsible for collecting and validating management's assessments. They perform testing on material financial controls to ensure they are designed and operating effectively.

The results of these assessments and audit engagements are communicated to our ELT and Audit Committee, ensuring robust oversight of our risk management efforts.

3 Assurance governance

The Group's assurance functions consist of Internal Audit and Risk. Both functions collaborate closely to provide assurance to the Board over the management of the Group's key risks.

During 2023, the Group reviewed functional reporting lines internally. Moving forward, we think that having our Internal Audit and Risk functions reporting to our CFO allows for greater collaboration in the preparation of our Internal Audit plan and gives further assurance to the Board over the financial statements. In addition to this, we have mapped our current level of assurance across the three lines of defence for our key risks and disclosures. We will improve this approach iteratively as we see this as a necessary and important step in building risk maturity.

2 Network of risk champions

In order to support our Risk function in effectively managing our principal risks and uncertainties, we have built a network of risk champions that support the ELT sponsors.

Risk champions sit in the first line of defence and provide regular updates to the Risk function related to the day-to-day management of the risk(s) they look after.

The relationship between the Risk function and risk champions is a vital component in maturing our first line of defence, and ensuring effective oversight of our principal risks and uncertainties.

In addition to our network of risk champions, we also have management steering groups that are tasked with specific areas of oversight and/or delivery. An example of this is our ESG steering group, formed this year and responsible for overseeing the delivery of our ESG strategy.

4 The Board and the Audit Committee

The Board is ultimately responsible for the Group's framework of governance, internal control and risk management.

The Board sets expectations in relation to conduct, trust and integrity, defines our risk appetite, approves material decisions relating to our risk profile and assesses potential risks which may impact our strategy, reputation, operations or business model.

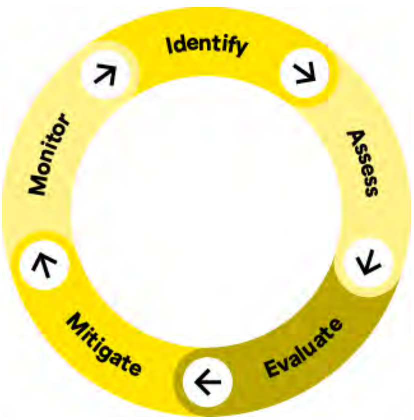
The Board is supported by our Audit Committee, who are responsible for reviewing, reporting and managing risk. The Audit Committee reviews our internal controls and risk management systems and is accountable for the review, maintenance and update of our enterprise risk register. The Audit Committee reports to our Board on matters within its duties and responsibilities.

This approach, together with the Group's risk culture, its governance structure and internal controls give the Board assurance that risks are being appropriately identified and managed.

Risk management continued

Our risk management process

We continue to build a culture across the organisation that considers risk when conducting new and existing activities. Facilitated by the Risk function, a five-step process has been developed to identify, monitor and manage the risks to which the Group is exposed.



Identify risk landscape
As part of our risk identification, we record both current and emerging risks that could prohibit, hinder or restrict the achievement of our strategic objectives.

Assess risk impact and likelihood
Once risks are identified we need to assess the level of risk to which Trustpilot is exposed. To do this we consider the following factors:

- The likelihood of the risk materialising.
- The impact on Trustpilot if the risk were to materialise.

Evaluate risk response
Once we have identified and scored our risks we decide how we will manage the risk. Risk owners assess effectiveness and feasibility of available response strategies.

Mitigate risks
We work with business stakeholders to put in place activities to reduce the impact and/or likelihood of the risk occurring.

Monitor and report
The activity of monitoring and reviewing our risks is an ongoing process aimed at continuous improvement.

Through this process we have established a hierarchy of risk registers that exist at functional and enterprise level and are categorised into the business functions that are responsible for managing them.

This distinguishes clear accountability on the first line of defence to identify and manage risk continuously.

The most significant risks are then consolidated in our enterprise risk register and used to form our principal risks and uncertainties.

We take a top down and bottom up approach to risk assessment, taking input from all levels of the organisation.

Internal reporting

Group-level risks

- Consolidation of significant risks and/or material issues
- Overlay of thematic principal risks
- Review and agreement of the principal risks by the ELT
- Review and approval by the Audit Committee

Functional risk registers

- Development, maintenance and ongoing monitoring of risk registers, including consideration of emerging risks, by first line of defence (1LoD)
- Review and challenge of risk content, including the effectiveness of risk mitigations by the Group Risk function

Emerging risks & material issues

- Monitoring material issues or emerging risks that may impact the Group. These are raised with the Group Risk function and, if deemed to impact our principal risks, presented to the ELT and Audit Committee. These are monitored through the ERM framework.

Top-down

- Trustpilot Board
- Audit Committee
- Executive Leadership Team (ELT)
- Group Risk function

Bottom-up

- Group Risk function
- Functional leadership teams
- Policy and process owners
- Subject Matter Experts (SMEs)

External reporting

Principal risks & uncertainties

- Workshops with ELT and Board
- Review and approval by the Audit Committee and Board
- Full disclosure of principal risks and uncertainties

Risk management continued

Our appetite for risk

The Board has considered the nature and extent of the principal risks Trustpilot currently faces, and the maximum level of risk we are willing to take in pursuit of our strategic objectives. This helps us to apply a consistent approach to risk across the whole organisation, so we can ensure that we are not exposing Trustpilot to more risk than it is comfortable with.

Trustpilot is open to taking risks, providing those risks are analysed and understood by the Board and align with, and help us to achieve, our strategic objectives in a responsible way. We run risk workshops with our ELT and our Board on an annual basis. This year, we worked with the ELT to prioritise our principal risks. This allowed us to review how our principal risks may impact the delivery of our strategy if they were to materialise. The output from these workshops is shared in the form of a heat map on page 90.

Our risk appetite is also considered in preparation of the Internal Audit plan. The plan takes into consideration our enterprise risk register, and is developed in consultation with our ELT, Risk function and Audit Committee. We collaborate to decide on the areas which require additional assurance from audit testing. This approach helps to enhance the profile of Internal Audit and Risk throughout the organisation.

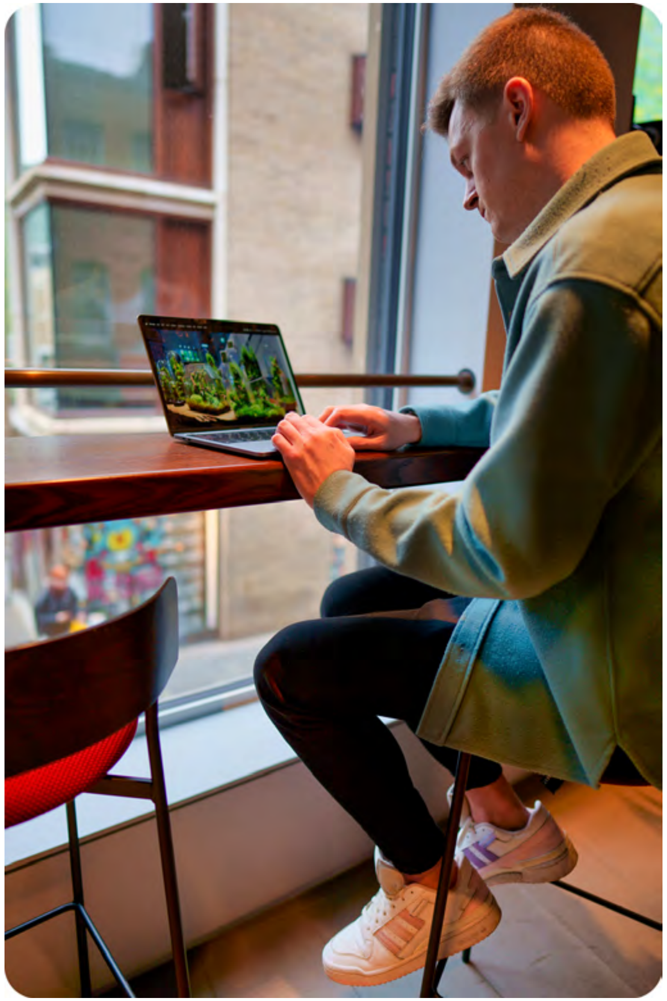
Looking ahead – our focus in 2024

Our approach to risk is built for the needs of our business and our culture. In 2024, we want risk information to be more readily available to key business stakeholders. This will further support decision making, create accountability and further enhance our risk culture.

We plan to continue to work closely with the ELT on risk management on a more frequent basis, and placing continued focus on building maturity and assurance across the first line of defence. As part of this, we will establish better metrics that enable us to track our responses to risks. This will enhance the support to both risk champions and owners by offering deeper insights into the management of their respective risks.

There are other important initiatives on the external horizon that we are also keeping a close eye on. The UK's upcoming failure to prevent fraud offence requires companies to review their fraud prevention measures, and we plan to conduct an enterprise-wide fraud risk assessment in order to ensure we're protected.

Through conducting our internal privacy compliance assessment, we have identified areas for improvement in our assurance around data governance within the business. In addition to this, we conducted an externally facilitated assessment to assess our cybersecurity posture. Findings within the assessment highlighted the need to improve our approach to data inventory/classification and retention. Improving data retention compliance, and enhancing compliance engineering in general, will be an area of focus for 2024 and we are committed to improving our rating.



Risk management continued

Our principal risks and uncertainties

We continually identify, review and manage existing and emerging risks that threaten our business model, performance or liquidity. In 2023, we discussed the principal risks that Trustpilot could face in 2024 with the Board. We spoke about new and emerging risks in the current climate, the prioritisation of our existing risks, our risk appetite and how we respond to our principal risks.

Monitoring emerging risks

We acknowledge that our business is susceptible to future events and uncertainties. Any emerging risks arising from our risk management activities are reported to the ELT and Audit Committee, and monitored through our ERM framework. Examples of emerging risks discussed this year include:

- The emergence of generative artificial intelligence (“AI”) and its transformational capabilities that presents both risks and opportunities to Trustpilot. Although we incorporate artificial intelligence across our operations, we also recognise that the pace at which the technology is developing represents it as a “known unknown”. Despite not observing a shift in consumer demand, we remain vigilant in monitoring how this area develops, particularly as it relates to the use of generative AI to create fake reviews. This has been captured this within the scope of our “failure to innovate” principal risk.
- The pace of change in relation to environmental and other ESG matters, including evolving customer expectations and regulatory requirements. While we do not deem this to be a principal risk, we acknowledge that we have a role to play in reaching net zero targets.
- With upcoming elections in the EU, UK and US from March 2024, we anticipate the regulatory landscape to be quite volatile as governments rush to pass outstanding legislation, particularly in the UK. Along with this, across the UK and EU, new legislation continues to be embedded and come into force (such as the Digital Services Act and Online Safety Act), placing further compliance requirements on Trustpilot. Finally, from an internal perspective, we continue to innovate and develop the product. With this, we will need to be mindful of how this impacts our compliance with legislation. Further information on this emerging risk is provided below under the heading “Measures to tackle review suppression”.

Measures to tackle review suppression

We continually monitor the behaviour of consumers and businesses on our platform. This includes ongoing analysis of the impact of our reporting tools for businesses on the content and reviews on Trustpilot. As the online reviews economy has grown, platforms have been required to adapt to changing consumer and business behaviours. Attempts to suppress negative reviews through abuse of platform reporting tools, threats against reviewers, or misleading placement of reviews to hide or limit the prominence of negative reviews has been an emerging trend. This behaviour unmitigated risks misleading consumers and businesses regarding a true and accurate representation of businesses online. This industry-wide risk has been highlighted by the Federal Trade Commission (“FTC”) in the US in its recent proposed rulemaking around fake reviews, as well as other regulators globally.

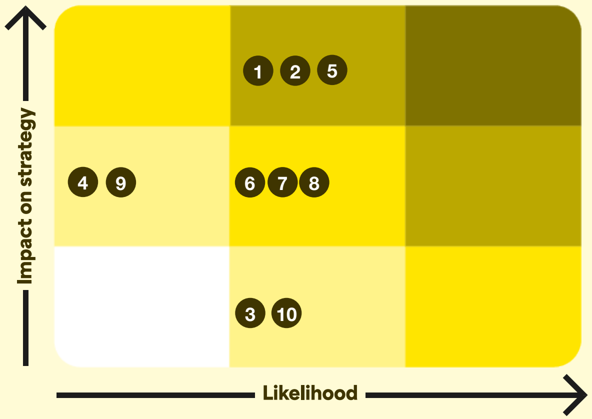
In 2023, following an analysis of our platform reporting tools and potential gaps that could be exploited to suppress genuine reviews, we released changes to our platform reporting flows and processes within our Content Integrity team to reduce the potential risk of genuine reviews being removed from the platform. We will continue to monitor the effectiveness and impact of these changes through 2024 and expect to see a significant reduction in attempts to suppress reviews on the platform. Further mitigations are outlined across our key responses to our “confidence in our commitment to trust and transparency” and “changing and varied regulatory landscape” principal risks.

Risk management continued

Principal risks matrix

The heat map below shows our assessment of our principal risks post mitigation. We plotted the likelihood of the risk occurring against the potential impact on our strategy, if it does, considering our existing mitigating responses and controls.

This is supplemented by our principal risk disclosures and key responses on pages 91-95, which show how we reduce the likelihood and/or impact of these risks occurring.



1. Confidence in our commitment to trust and transparency
2. Misuse of platform
3. Litigation and disputes
4. Changing and varied regulatory landscape
5. Data and cyber security
6. Reliance on search engine relationships
7. Failure to innovate
8. People and culture
9. Competitive environment
10. Macroeconomic environment

Having carried out a robust assessment of the Company's emerging and principal risks, the Board has identified the following principal risks and uncertainties. This includes a summary of key information including, links to our strategic focus areas, risk movement and how we respond. We agree how we respond to these risks with business stakeholders. Control of each of the principal risks is critical to the ongoing success of the business. As such, responsibility and management of the risks are assigned to an executive sponsor.

Additional risks and uncertainties for the Group, including those that are not currently known or are not considered material, may individually or cumulatively also have a material effect on the Group's business, results of operations and/or financial condition. We also highlight principal risks that are included in our long-term viability scenarios (see page 83).

Risk	Principal risks and uncertainties	Risk category	Risk trend	Executive sponsor role
1	Confidence in our commitment to trust and transparency*	Reputational	⊖	Chief Trust Officer
2	Misuse of platform*	Reputational	⊖	Chief Trust Officer
3	Litigation and disputes*	Reputational	⊖	Chief Trust Officer
4	Changing and varied regulatory landscape*	Compliance	↑	Chief Trust Officer
5	Data and cyber security	Operational	⊖	Chief Trust Officer Chief Information Officer
6	Reliance on search engine relationships	Operational	⊖	Chief Customer Officer Chief Product Officer
7	Failure to innovate	Operational	⊖	Chief Product Officer
8	People and culture	People	⊖	Chief People Officer
9	Competitive environment	Financial	⊖	Chief Customer Officer
10	Macroeconomic environment*	Financial	⊖	Chief Financial Officer

* *Risks marked with this symbol signify that they have been considered in our viability assessment*

Risk management continued

Reputational - Confidence in our commitment to trust and transparency

Risk description

Our brand and reputation for trust are of paramount importance. Our platform is open to businesses and consumers. Any failure to maintain a consistently high level of confidence in our commitment to trust and transparency, or a public perception that content on our platform is fake or misleading, could adversely affect our reputation with businesses and consumers.

We also recognise that a poor consumer experience on the platform can have a negative impact on consumer trust, and our reputation. Any degradation of trust in our platform could lead to a reduction in the number of consumers using our platform, the number of businesses subscribing to our services and, consequently, a decrease in revenue.

Key actions and risk mitigation

- Throughout the year we have continued to invest and innovate around protecting the integrity of the platform. Some highlights include:
  - The implementation of a new model that is able to predict whether a review is fabricated or genuine using a graph neural network that is modelled against the entire Trustpilot ecosystem as a connected network.
  - We've prioritised ensuring genuine reviews stay on the platform and are not removed as a result of those trying to game the system by reporting reviews they disagree with, placing richer reliance on our automated fake detection software.
  - In Q3 we further enhanced our processes to detect and correct misleading information on business profile pages.
- We further enriched our commitment to Trust & Transparency throughout 2023, culminating in the announcement of Trustpilot being a founding member of the Coalition for Trusted Reviews, alongside other industry leading platforms and marketplaces. This is a cross-industry collaboration committed to protecting access to trustworthy consumer reviews worldwide. Together, members will define best practices for hosting online reviews and sharing methods of fake review detection, aiming to stop fake reviews at the source.
- We continue to position ourselves for change and have systems and processes in place in readiness for the implementation of the Online Safety Act in the UK and the Digital Services Act from the EU. In addition to this, we've continued to engage governments, elected representatives and regulators in policy discussions on trust and transparency to assist in external policymaking in this space, as well as to inform our own approach to best practice.

Reputational - Misuse of platform

Risk description

Our terms of use and platform guidelines prohibit businesses and consumers from using our platform to post illegal or harmful content, engage in illegal activities or make improper use of the platform.

Externally there is increasing interest and scrutiny over the veracity and misuse of online reviews. If our automated fraud detection and enforcement actions are not effective in identifying misuse, or do not keep pace with the tactics of people deliberately trying to circumvent them, then it could lead to an increase in fake reviews on the site which could undermine trust in the brand.

Key actions and risk mitigation

- In 2023, we re-structured our approach to protecting our platform with the introduction of a dedicated Trust and Safety team, uniting teams dedicated to safeguarding our platform's integrity. This fosters synergies among teams that are working towards a common goal whilst creating opportunities for collaborative knowledge sharing, process management improvement, and a reduction in escalated issues.
- In 2023, we removed 3,346,425 fake reviews from the platform, a 27.8% increase from 2022. 82% of the fake reviews removed in 2023 were detected by our automated software, compared to 68% automated detection in 2022. In order to prevent recurrent misuse or address severe violations, we also undertake measures to restrict consumers' access to their Trustpilot user profile.
- We've continued to improve the methods we use to detect misuse, which includes machine learning, graph analysis and the usage of anomaly predictions.
- We enhanced the detection of businesses within high-risk investment sectors, such as the crypto industry, resulting in 33,327 domains with an active “High Risk Investments” alert. These alerts inform our community about general investment risks.
- To help consumers quickly and confidently assess a business's trustworthiness, we recently began hiding the TrustScore for businesses with a consumer warning.
- Along with our more streamlined approach to trust and safety, our teams are supported by external partners to facilitate enforcement actions and related tasks, allowing Trustpilot to scale resourcing as needed. This enables more efficient issue handling, better control of our costs, and a more consistent approach in our efforts to protect the integrity of the platform and content.
- Our alliance with the Coalition for Trusted Reviews signifies a shared commitment to protecting the integrity of online consumer reviews worldwide, and ensuring that people can make better informed and confident purchasing decisions.

Risk management continued

Reputational - Litigation and disputes

Risk description

Due to the nature of our business and being a platform that hosts user-generated content, we are subject to litigation and other legal proceedings involving defamation, libel, consumer protection, intellectual property, commercial disputes and other matters. We are associated with disputes between businesses and consumers, even where we are not a party to the dispute (for example, disputes relating to the content of a review).

Such negative exposure could cause significant reputational damage and compromise our ability to grow.

Key actions and risk mitigation

- We have a dedicated litigation team responsible for handling any claims, litigation or other proceedings when issued against Trustpilot, using external counsel where necessary for jurisdiction specific advice. The team are also responsible for defining, managing, and defending policies relating to content and use of the platform.
- The team has continued to pursue claims against bad actors to protect the integrity of the platform. To date, we have been successful in all of the eight cases we have brought. In October 2023 we won our longest running case to date against So Cameras Limited for its use of fake reviews. The judgment included over £18,000 in damages and costs and most importantly an injunction to prevent So Cameras from writing or submitting fake reviews to their profile.
- In Q4, we received a positive judgment and substantial cost recovery from the Paris Court of Appeal, in a case involving seven businesses that had jointly issued proceedings against Trustpilot in July 2022, alleging non-compliance with the French Consumer Code. There is a possibility the claimants appeal to the Supreme Court, however, their prospects have been greatly impacted.
- We identified an IP infringer offering counterfeit Trustpilot widgets that display Trustpilot content, including reviews, TrustScore and star rating. This risks damaging trust in our brand and poses commercial risks. The infringer did not comply with our education and enforcement actions, which led us to issue a legal claim against them for trademark and copyright infringement. We settled the claim in December 2023 and the infringer has agreed to cease using our trademarks and reviews on a global basis.
- Our in-house team works closely with other teams across the business, including our Content Integrity team to deliver training and guidance on the early identification of problematic cases and issues to mitigate risk and ensure early escalation. The creation of the Trust & Safety team brings additional alignment to this collaboration.

Compliance - Changing and varied regulatory landscape

Risk description

Regulators and legislators are continuing to focus and scrutinise the tech sector. This is resulting in new legislation and initiatives focused on a number of issues including online safety and tackling fake reviews. This is evident particularly across the UK, EU and US.

If we do not maintain effective compliance with regulatory regimes, non-compliance could result in reputational damage, fines and other enforcement action, or an increase in action brought against Trustpilot by businesses.

Key actions and risk mitigation

- Our assessment of this risk is driven largely by the external landscape. With upcoming elections in the EU, UK and US from March 2024, we anticipate the regulatory landscape to be quite volatile as governments rush to pass outstanding legislation, particularly in the UK. Additionally, across the UK and EU, new legislation continues to be embedded and come into force, placing further compliance requirements on Trustpilot.
- The Company is already complying with the first stage of requirements under the EU's Digital Services Act and is preparing changes to our product to meet requirements which will come into force in 2024 and beyond. Similar steps will be taken to prepare the business for incoming legislation including the UK's Online Safety Bill, the EU's Artificial Intelligence Act, the EU's Data Act, the UK's Digital Protection and Digital Information Bill, and the US Federal Trade Commission's proposed new rule on the Use of Consumer Reviews and Testimonials.
- We have a dedicated Public Affairs team that conducts ongoing horizon scanning of the external landscape. This enables us to identify policy and legislative initiatives which are of relevance to Trustpilot. For relevant topics we engage with policymakers to share our views and seek to inform the policymaking process, alongside preparing the organisation for any necessary changes.
- Ahead of the elections we are increasing our monitoring of political manifestos and policy pledges made by political parties in order to inform our preparations for future legislative and policy programmes of new governments and administrations.
- Internal processes and strong collaboration between Legal and Product teams ensure that any legal and regulatory changes that affect our product(s) are prioritised as part of the product planning cycle.

Risk management continued

Operational - Data and cyber security

Risk description

When customers and consumers sign up to use Trustpilot, they are trusting that we will protect the data they give us.

Any failure in our security practices or data breaches could break that trust, and discourage both customers and consumers from signing up and using Trustpilot, resulting in reduced demand for our products and services, loss of revenue, and potential fines or other regulatory action.

Key actions and risk mitigation

- We have a dedicated Privacy team that provides guidance and support on privacy compliance, including with respect to all new regulatory and judicial developments in applicable privacy laws globally.
- We have an effective privacy governance structure in place that enables our Data Protection Officer to independently monitor and report on our privacy compliance posture to the highest levels of management, via our Chief Trust Officer.
- Our privacy risk remains stable and overall continues to be assessed as 'medium-strong', based on our internal privacy compliance assessment, which assesses evaluation of key privacy indicators including areas such as cookie compliance, policies & notices, data records and marketing consents. During 2023 we have increased the overall number of privacy indicators rated as 'strong' thanks to various initiatives driven by the team including:
  - a new 'Data Ethics & AI Policy' which positions us well ahead of existing and anticipate ethics and AI laws.
  - a new cookie vetting process that closes historic oversight gaps for tracking technologies, mitigating risk and meeting regulator expectations.
  - updated policies and processes to align with new US state privacy laws.
- Our security posture has progressed significantly in 2023, with added resilience in the team. We've improved the security of our AWS environments and our vulnerability management posture. Our Security Operations function has continued to scale and mature our Event Management systems and threat hunting capabilities, both on endpoint and Cloud.
- In June 2023, we performed an external NIST assessment with the help of a third party. This resulted in being given a NIST scoring that places Trustpilot at the 50th percentile against our peers.
- During 2023, we appointed a new role on the ELT, with Dave Williams joining as Chief Information Officer (CIO). The CIO reports to the Audit Committee on cyber security matters at each of its meetings in the year and including briefings on key data and cyber security matters as well as the Group's business continuity and disaster recovery plans (BCP/DRP).

Operational - Reliance on search engine relationships

Risk description

We rely on third party search engines to enhance our products and services and to drive traffic for Trustpilot and our customers. We need to grow organic traffic to make ourselves less reliant on search engines and more resilient to change (e.g. loss of Rich Snippets affected growth).

We use internet search engines, pay-per-click and display advertising on internet media to drive traffic to our websites. If search engine providers, such as Google, makes changes to its algorithms, or we make changes to the product that inadvertently negatively affect core elements of the product/business proposition, it could affect our ability to attract or retain customers and consumers.

Key actions and risk mitigation

- We continuously review structured data on our consumer site and improve the quality of content to increase the value and accuracy of how search engines interpret our content.
- Our iOS app has now launched to all markets in which we operate. This offers a great opportunity to further diversify our channel mix, enhance the consumer experience, and produce high quality content that also drives SEO for web.
- In 2023, we've increased our annual average Google clicks and impressions by 31.08% and 47.22% respectively.
- Looking at a variety of metrics including recency, review quality, length, readability, information richness and star balance, we updated how reviews are sorted on our customer profile pages, to ensure higher quality reviews are visible and prioritised. Our changes continued to have a positive impact on traffic, as well as how search engines interpret our content.
- We adapt to changing trends to stay on top of Search Engine Marketing ("SEM") best practices, so our campaigns remain competitive and our investment profitable.
- We diversify our channel mix through earned, owned and paid strategies.
- We place focus on our consumer experience through brand awareness campaigns, or customised campaigns, each with the goal of translating to direct traffic.
- We have invested in paid and owned channels, in addition to paid channels such as content syndication, paid social and programmatic to balance our channel mix.
- We're continuously improving our product features with the goal of adding value for our customers, and increasing conversion, thus reducing over-reliance on third party enhancements.

Risk management continued

Operational - Failure to innovate

Risk description

Trustpilot needs to keep pace with digital transformation and respond to dynamic consumer and market trends. Specifically, the escalating demand for trust and high levels of innovation around customer and consumer experience. Failure to proactively develop new technologies, products, and services, or to adapt to emerging trends, such as:

- advancements in generative AI with regards to fake reviews, and our ability to detect them,
- the increasing influence of social platforms, or
- developments relating to security and authenticity of reviews,

could hinder our ability to attract businesses and consumers to our platform, consequently impacting revenue growth.

Key actions and risk mitigation

- Our focus during 2023 has been on improving our operational muscle, building the foundation for innovation and customer-led development, improving our trust with customers and the beginnings of delivering innovative features utilising the data we capture and artificial intelligence.
- Embedding an engineering culture to improve our operational excellence measurably has been a top priority for our technical organisation in 2023, focusing on driving alignment and support throughout the business openly and collaboratively. We have been able to meet and, in some instances, exceed industry standards referencing Key Performance Indicators (KPIs), such as Service Availability, Deployment Frequency, Team Health and Cost.
- In Q3 2023, our Product team underwent a transformation, reorganising for value delivery, data-driven decisions, customer satisfaction, and revenue growth. This led to the successful delivery of Salesforce Integration for our Enterprise customers, strategic pricing changes, and more. In 2024, our focus is on outcomes, shifting to Objectives and Key Results (OKRs) to optimise team efficiency, predictability, and commitment fulfilment, marking a deeper phase in our ongoing transformation journey.
- To further increase our trust in our reviews, in Oct 2023 we released a more effective fake review detection engine, We've seen better detection performance when compared to existing engines. In 2024, we will continue to assess the data and identify further improvements to this engine.
- We are placing particular focus on keeping genuine reviews on the platform, and are building processes to ensure genuine consumers are heard. We're doing this in two ways: (1) by reducing the number of reviews that businesses flag, and (2) by reducing the number of genuine reviews removed. In Nov 2023 we soft-launched our first iteration to reduce the number of flagged reviews by encouraging reviewers to provide evidence by image uploads in their review or adding order IDs.

People - People and culture

Risk description

Our continued success depends upon our ability to attract, recruit, retain and develop a highly skilled workforce, particularly in the fields of technology, data, product, systems development, digital marketing and sales.

In addition to this, we recognise that preserving our diverse, energetic, collaborative and entrepreneurial culture, in a competitive environment, is very important as we continue to grow the business. Failure to do so could negatively impact our ability to develop new technologies, products and services, execute our strategy and/or reputation as an employer.

Key actions and risk mitigation

- Adrian Blair's appointment as CEO is an exciting development, bringing fresh perspectives. Recognising the potential impact of leadership changes on culture, Trustpilot has introduced a weekly 'stand-up' meeting with the CEO and a weekly download message. These initiatives aim to enhance transparency, encourage open communication, and keep the workforce informed about the Company's direction.
- We've made meaningful impact in improving first year resignation rates through 2023, dropping from 21% in 2022, to 10.6% in 2023. We attribute this improvement to the roll-out of our new Trustpilot Way of Recruiting. We have also made huge improvements in our overall resignation rate, dropping from 23.1% to 13.9% from 2022 to 2023.
- The launch of our new employer brand - At the Heart of Trust - has delivered a strong response which enhances our ability to attract and retain great talent. We have seen an increase in LinkedIn engagement up 93% (6 month average, post-employer brand launch) and are seeing an increase in our view-to-apply rate.
- Our People team have supported a number of our core functions through transformation as we embed new leaders and new strategies into the business.
- We landed our high-performance framework across our global leadership group in H1 2023, and subsequently to all Trusties in H2 2023. This is based on proven principles to identify underperformance better and motivate key talent. We are actively monitoring our management of underperformers, as well as tracking the retention and engagement of higher performers.
- We rolled out mandatory ethics & compliance training to all Trusties and achieved a 100% completion rate amongst active Trusties eligible in the period; we will repeat this process annually. This further matures our risk culture as well as setting the tone around our key policies and expected behaviours.
- Our approach to DE&I remains of high importance. This year we introduced a Global DE&I Learning programme for all Trusties through a partnership with MindGym. These sessions covered the basics of why DE&I practices are good for business and for everyone, as well as ways to mitigate bias in everyday decision making.

Risk management continued

Financial - Competitive environment

Risk description	Key actions and risk mitigation	
The market for consumer reviews is evolving and highly competitive. Our own continued growth relies on our ability to maintain and grow brand awareness among customers and consumers. **Failure to achieve this in new and existing markets could have an adverse impact on market share and revenue.**	• Visibility of the Trustpilot brand continues to promote network effect growth. For example, the use of our TrustBox widgets on business customer's websites and through their online digital channels and offline (TV, Out of Home etc.) advertising provides their businesses with credibility and ours with even greater awareness and recognition. • We are growing brand awareness and driving engagement with business audiences in our US, UK, ANZ, IT, DE and NL markets with our "True Story" campaign, which ran from August 2023 until December 2023. The campaign used Trustpilot stats and testimonials to demonstrate the business impact of real reviews through ads and content running across LinkedIn, Meta, YouTube and programmatic channels. As of 31 December 2023, the campaign generated over 213 million impressions globally. We will likely extend the campaign into 2024 and use learnings from the 2023 pilot to make it more effective.	• We continue to provide more awareness and education about how we protect and promote trust and maintain the integrity of our platform through our Transparency Report, which is shared with an array of stakeholders. • This year we have focused on having a regular and positive presence in the online news and media, as well as through social media, providing us with a greater share of voice vs competitors and allowing us to be seen as one of the leading voices in online consumer reviews. • Our move to become a founding member of the Coalition for Trusted Reviews gained excellent traction through the world's media, further separating us from smaller competitors and adding credibility with our brand.

Financial - Macroeconomic environment

Risk description	Key actions and risk mitigation	
Trustpilot acknowledges the potential volatility brought about by continued higher interest rates across global markets and the impending uncertainty around upcoming elections across the UK, EU and US. The additional cost pressures on businesses impacts discretionary spend and therefore potential customers' ability to purchase Trustpilot as part of their cost base. **The forthcoming elections introduce an additional layer of uncertainty, which can influence decision-making and foster a more cautious approach to budget allocation. This additional scrutiny could affect our ability to meet growth targets in key markets.**	• We have re-focused our strategy and operating model to ensure we always have a "finger on the pulse" as we monitor developments of all our metrics. Our teams and ways of working enable us to pivot quickly as needed. • Throughout the year we monitor key metrics related to our overall customer retention rate, including churn. Although this has fluctuated throughout the year in line with macroeconomic conditions, we've seen a marked improvement in churn, particularly in the UK. Our value proposition and demonstrable ROI are key factors in businesses continuing to use our services, and this is demonstrated by our strong customer lifetime value.	• Led by our Finance function, we have undertaken scenario analysis on the downside impact of a long recession. As such, we are well prepared to mitigate expenses against potential negative impacts to our customer acquisition costs and retention rate. • We acted early by making changes to how we operate, with the aim of gearing us through the unpredictable macroeconomic environment. These changes include restricting our discretionary spend and slowing down expansion of headcount. Additionally, we've created a 2024 budget plan focused on financial efficiency with incremental investments contingent on a clear return on investment.

Approved by the Board and signed on behalf of the Board by:

Adrian Blair, Chief Executive Officer, 18 March 2024

Governance report

Compliance with the UK Corporate Governance code

Trustpilot Group plc is subject to the UK Corporate Governance Code issued by the Financial Reporting Council (available at www.frc.org.uk), published in July 2018 (the "Code"). Please see the following tables below where additional information can be found on how the Company has applied the principles of the Code.

Board leadership and Company purpose

Division of responsibilities

Composition, succession and evaluation

Audit, risk and internal control

Remuneration

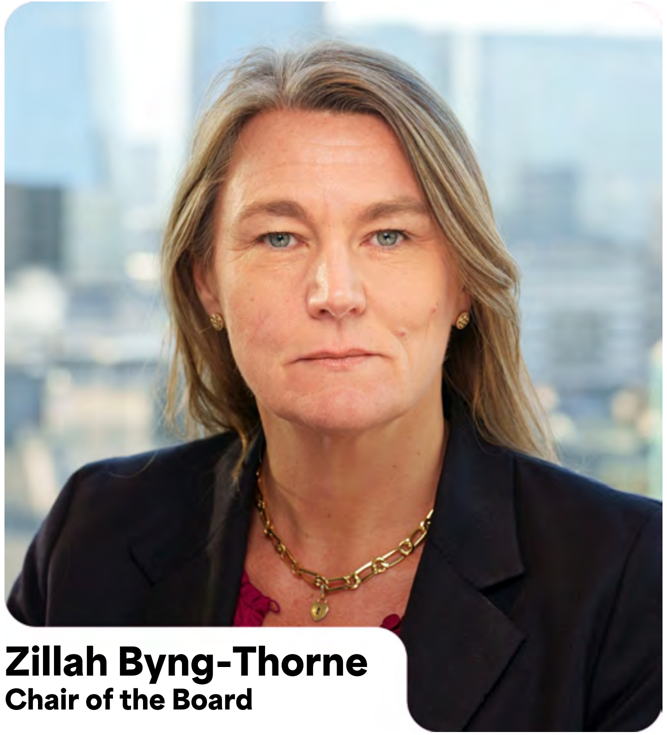
During the year ended 31 December 2023, the Company has complied with all of the provisions of the Code, with the exception of Provision 11 in relation to the balance of independent non-executive directors on the Board where the Board was not compliant from 13 September 2023. Further information on the independence of the Board can be found on page 101.

On 13 September 2023, following the appointment of Adrian Blair as Chief Executive Officer, Peter Holten Mühlmann stepped down as Chief Executive Officer and transitioned to the role of Non-Executive Director. Having founded Trustpilot in 2007 and held the role of Chief Executive Officer until 12 September 2023, Peter is not considered to be independent.

From 13 September 2023 to 10 February 2024, the Board comprised the Chair (who was independent on appointment), four independent Non-Executive Directors, three Non-Executive Directors (including Peter Holten Mühlmann) who are not considered to be independent and two Executive Directors. In appointing Peter to his role as founder and Non-Executive Director, the Board took into consideration Peter's vision and thought leadership on Trust & Transparency and the benefit to the Group of Peter remaining on the Board. The Board is conscious of Provision 11 of the Code which requires that at least half the board, excluding the Chair, should be Non-Executive Directors whom the board considers to be independent. The composition of the Board and its committees was discussed at Board and Nomination Committee meetings during the year and in January 2024, it was agreed that Ben Johnson would retire from the Board following over eight years' service as a Non-Executive Director. Therefore, from 10 February 2024, the Board has become compliant with all of the provisions of the Code.

In order to maintain the independence of the Board committees, Peter is not a member of any of the Board committees.

Chair's introduction



Zillah Byng-Thorne
Chair of the Board

On behalf of the Board, I am pleased to present the Group's Governance report for the year ended 31 December 2023, my first as Chair of the Group. This report provides an overview of how the Board is governed, the key activities of the Board and the principal decisions taken during the year. Good governance is key to the Group's long-term sustainable success; a summary of our compliance against the provisions of the Code is set out on page 97.

Changes to the Board during the year

I was delighted to welcome Adrian Blair to the Board as Chief Executive Officer in September 2023. Adrian's range of experience and proven track record in growing platform and SaaS businesses made him a standout candidate for the role. I have been pleased to see the positive effect of Adrian's leadership on the executive team and the way in which he has led the business to profitability over the past few months. As we welcomed Adrian to the Board, Peter Holten Mühlmann moved to his current role as Non-Executive Director and brand ambassador. I am grateful to Peter for his hard work in building Trustpilot into the successful, global business it is today, and look forward to continuing to work with Peter on the Board in his new role.

Having joined the Board as Deputy Chair on 1 October 2022, I was appointed as Chair Designate on 11 January 2023 and succeeded Tim Weller as Chair on 3 April 2023. Tim did not seek re-election as a Director at the AGM and stepped down from the Board on 23 May 2023. Tim's hard work, oversight, and leadership during his tenure as Chair of Trustpilot are much appreciated by the Board.

Board effectiveness review and committee changes

As Chair, I am responsible for the leading the Board and its overall effectiveness. This year, in line with good governance practice, we undertook our first externally facilitated Board evaluation. The Board evaluation was thorough and assessed the effectiveness of the Board, its committees, Directors and my effectiveness as Chair of the Board. The Board effectiveness review identified several areas of focus, including the composition of the Board and committees. Working with our Senior Independent Director, Angela Seymour-Jackson, the membership of our Board committees was refreshed, and responsibilities shared across the Board as a whole. This included appointing Joe Hurd as Non-Executive Director responsible for workforce engagement to replace Angela Seymour-Jackson who held that position since the Company's IPO and appointing Claire Davenport as Chair of the Trust & Transparency Committee.

A summary of the changes to committee membership during the year is set out on page 107.

Our purpose, culture and values

The Board is responsible for assessing and monitoring the Group's culture and ensuring that it is aligned with the Group's purpose, values and strategy. Our purpose drives our strategy and is integral to our culture and values. During 2023, the Board has engaged with Trusties across the Group under the Board and workforce engagement programme. The programme provides an opportunity for the Board to hear directly from employees on matters of importance, matters that it takes into consideration when promoting the success of the Company, in accordance with section 172 of the Companies Act 2006. It also provides an additional opportunity to monitor, as well as demonstrate, Trustpilot's culture.

Strategy

We held three Board strategy sessions in 2023 (for detail on our Strategy, see page 33), which allowed deep dive discussion on the strategies for areas including: consumer needs; pricing; B2B products; and generative AI.

As part of our overall capital allocation strategy aimed at returning to shareholders any excess capital not required for other purposes, we were pleased to announce the launch of an up to £20 million share buyback programme in January 2024.

Annual General Meeting

Our Annual General Meeting (AGM) is due to be held on 21 May 2024 in London. Further information on the Company's AGM arrangements is provided in the Notice of AGM which is available on the Company's website, investors.trustpilot.com. I welcome the opportunity to engage with shareholders and hope that you will join me at the AGM.

Zillah Byng-Thorne
Chair
18 March 2024

Division of responsibilities

The Board

Audit Committee
Read more on page 124

Remuneration Committee
Read more on page 139

Nomination Committee
Read more on page 119

Trust & Transparency Committee
Read more on page 136

Disclosure Committee
Responsible for monitoring the existence of inside information and ensuring that the Group complies with its disclosure obligations.

Executive Leadership Team
Responsible for the day-to-day management of the Group.

The role of the Board

The Board is responsible for the long-term sustainable success of the Group for the benefit of all stakeholders. The Board leads the Group and sets the Group's purpose, values and strategy, and ensures that these, and the Group's culture, are aligned. Certain responsibilities are delegated by the Board to its committees, the Terms of Reference of which are available on the Group's website, investors.trustpilot.com. The Schedule of Matters Reserved for the Board is reviewed and approved by the Board on an annual basis, and is available on the Group's website, investors.trustpilot.com. The reserved matters include:

- Approval of the Group's strategic aims and objectives.
- Establishing the Group's purpose, values and strategy, and ensuring that they are aligned with the Group's culture.
- Approval of the Group's key financial results and communications.
- Overseeing the Group's systems of risk management and internal control.
- Approval of material capital projects and contracts.
- Changes to the size, structure and composition of the Board and its committees.
- Approval of key policies and procedures.

During 2023, the Board held eight formal meetings, and three additional meetings focused on strategy. To facilitate independent discussion, the Chair meets the Non-Executive Directors either prior to or after formal Board meetings, without management present. The Company Secretary liaises with the Chair well in advance of Board meetings to ensure that Board meeting agendas provide sufficient time for key matters to be considered. Board agendas are prepared alongside an annual planner which ensures that key matters are considered at appropriate times during the year whilst providing additional time for ad hoc items and evaluations to be provided to the Board. Meeting agendas typically include reports from the CEO on operational performance and the CFO on financial performance, in addition to detailed evaluations of key issues. A summary of the Board's key activities is set out on page 109.

Board papers are released to the Board via a secure online portal well in advance of Board meetings. During the year, management has continued to improve the quality of Board papers in order to best support the Board's decision-making. Senior management and external advisors are regularly invited to Board meetings to present agenda items within their areas of expertise.

As at 18 March 2024, the Board comprises the Chair, two Executive Directors and six Non-Executive Directors of whom four are independent. A summary of their responsibilities is set out on the following page.

Division of responsibilities continued

Chair - Zillah Byng-Thorne

- Leads the Board and is responsible for its overall effectiveness.
- Shapes the culture of the boardroom, and promotes a culture of openness and debate while demonstrating objective judgement.
- Sets the Board's agenda and ensures that relevant issues are reserved for the Board's consideration.
- Demonstrates ethical leadership and promotes the highest standards of integrity, probity and corporate governance.
- Sets clear expectations for Board discussions and facilitates the effectiveness of Board Directors and the overall Board.

Chief Executive Officer - Adrian Blair

- Responsible for the executive management of the Group, with support from the Chief Financial Officer and senior management.
- Develops and implements the Group's strategy, as agreed by the Board.
- Leads communications with shareholders and other stakeholders.
- Sets an example to the Group's workforce and other key stakeholders and communicates expectations in respect of the Company's culture.
- Facilitates and supports strong communication between the business and the Board.

Chief Financial Officer - Hanno Damm

- Responsible for strategic financial leadership.
- Oversees the day-to-day management of the Group's financial affairs.
- Implements the Board's decisions with respect to finance matters.
- Supports the Chief Executive Officer in the implementation of the Group strategy.

Senior Independent Director - Angela Seymour-Jackson

- Acts as a sounding board for the Chair and supports the delivery of the Chair's objectives.
- Supports the Chair in the Board evaluation process and leads the evaluation of the Chair on behalf of the other Directors.
- Supports the Nomination Committee in the Chair succession process.
- Serves as an alternative contact for other Directors and shareholders for queries that are not resolved by the Chair, Chief Executive Officer or Chief Financial Officer.

Non-Executive Directors

- Bring experience and expertise to the Board.
- Provide constructive challenge to management.
- Promote high standards of corporate governance.
- Enhance Board debates and decision-making by bringing external perspectives to the table.
- Monitor the delivery of the Group's strategy by the Executive Leadership Team.
- Ensure that the Group's systems of risk management and internal control are robust.
- Monitor the integrity of the Group's financial reporting.
- Oversee the performance of the Executive Directors in meeting their agreed goals and objectives.
- Engage with key stakeholders where appropriate and provide feedback to the Board.

Company Secretary - Anne McSherry*

- Ensures that Board procedures are complied with and advises the Board on all governance matters.
- Supports the Chair, and helps the Board and its committees to function effectively.
- Assists the Chair in ensuring that the Board is provided with information in a timely manner.
- Facilitates the induction of Board Directors and arranges ongoing training for Board Directors.

*Anne McSherry was appointed Company Secretary on 26 February 2024

Division of responsibilities continued

Director independence, election and re-election to the Board

Each of the Non-Executive Directors, with the exception of Mohammed Anjarwala and Peter Holten Mühlmann, are considered to be independent within the meaning of the Code and free from any business or other relationship that could materially interfere with the exercise of their independent judgement. The Board evaluation for each Director and the Company's Conflicts of Interest Register help to inform the assessment of the independence of the Non-Executive Directors. Additional safeguards are in place to support Director independence, including a formal system to deal with conflicts of interest and the division of responsibilities between the Chair, Senior Independent Director, Chief Executive Officer, Chief Financial Officer, and Non-Executive Directors.

The Board reconsidered and confirmed the independence of the Non-Executive Directors at its meeting in December 2023.

Chair independence

In respect of the Chair, the Code recommends under Provision 9 that, on appointment, they should be independent when assessed against the circumstances set out in Provision 10 of the Code. Prior to the appointment of Zillah Byng-Thorne as Deputy Chair on 1 October 2022, the Board considered Zillah's independence, including her cross-directorship with Angela Seymour-Jackson in respect of Future plc, a role from which she stood down on 31 March 2023. Notwithstanding Provision 10 of the Code, the Board agreed that, due to the nature of the relationship between Zillah and Angela, and their independent and objective characters and, in the case of Angela, the judgement and objectivity displayed in her role as Senior Independent Director of the Company to date, that both Zillah and Angela were independent. In considering independence in respect of Zillah's historical cross directorship with Joe Hurd in their roles as directors of GoCo Group plc (acquired by Future plc in March 2021), the Board agreed that, given Joe's objective judgement displayed to date in his role as a Non-Executive Director of the Company, and taking into consideration the historical nature of his relationship with Zillah, that both Zillah and Joe were independent and the historical cross-directorship did not affect their independence, nor did it amount to a conflict of interest.

In considering the independence of Angela Seymour-Jackson, the Board had regard to the fact that she had been granted warrants in Trustpilot A/S, which were subsequently replaced with warrants over 546,000 ordinary shares in the capital of the Company as part of the IPO restructuring. Angela did not exercise warrants during the year and, at the year-end, Angela held 295,480 ordinary shares, 253,500 vested warrants and nil unvested warrants, together representing 0.13% of the Company's issued share capital at the year-end and also at 18 March 2024. Notwithstanding her holdings, the Board remains satisfied that she is independent, taking into account her independence of character, judgement and ability to hold management to account. Since the Board's confirmation in December 2023, no matters have arisen to further impact this assessment.

Non-independent Non-Executive Directors

Mohammed Anjarwala represents a shareholder of Trustpilot Group plc and is not considered to be independent. Mohammed was appointed under a Board appointment rights agreement in February 2021, having been a director of Trustpilot A/S from 2015 and 2019. Mohammed represents Advent Global Opportunities.

Peter Holten Mühlmann, having founded Trustpilot in 2007 and held the role of Chief Executive Officer until 12 September 2023, is not considered to be independent.

Election and re-election

The Non-Executive Directors are appointed for a fixed term of three years. All Non-Executive Directors are subject to annual re-election by shareholders. The Non-Executive Directors' fixed term can be extended and would not usually be extended beyond nine years other than in exceptional circumstances. The letters of appointment of the Non-Executive Directors, and the service contracts for the Executive Directors, are available for inspection at the Company's registered office and will be on display at the AGM.

Further information on the appointment and replacement of Directors can be found on page 107.

Each of the Directors will submit themselves for either election or re-election by shareholders at the AGM. In considering the election and re-election of each of the Directors, the Board has taken into consideration the results of the Board evaluation, the experience and skills of the Directors and their commitment to the role (including time for Board and Committee meetings and other duties). The Board considers that the election and re-election of each of the Directors is in the best interests of the Company.

External appointments

The letters of appointment of the Non-Executive Directors recommend a minimum time that each Director is required to commit to their role and, prior to appointment, Directors are required to confirm that, taking into account all of their other commitments, they are able to allocate sufficient time to the Company. Prior to accepting additional commitments that might affect the time that they are able to devote to the Company, Directors are required to seek the agreement of the Chair. A policy on external appointments for the Board and ELT was approved during the year and aligns with the recommendations of key investor bodies. The Board monitors the external directorships held by our Directors to ensure that our Directors remain compliant with this Policy and satisfies themselves that Directors' additional appointments will not adversely impact their time commitment to Trustpilot.

Division of responsibilities continued

On 1 September 2023, Zillah Byng-Thorne took on an enhanced role as Executive Chair of M&C Saatchi, having previously been Non-Executive Chair, in order to support M&C Saatchi in its search for a new Chief Executive Officer. In considering Zillah's change in role at M&C Saatchi, in line with Provision 15 of the Code, the Board took into consideration Zillah's other time commitments and considered whether she would have sufficient time to continue to meet her Board responsibilities as Chair. The Board was satisfied that Zillah was able to continue to devote appropriate time to her role at Trustpilot and noted that Zillah's role as Executive Chair at M&C Saatchi was expected to be temporary. On 22 February 2024, M&C Saatchi announced the appointment of a new CEO with effect from 13 May 2024, following which, Zillah Byng-Thorne will revert to her role as Non-Executive Chair.

When assessing additional external appointments, the Board considers the number of directorships already held by an individual and the time commitment expected in those roles. Each of the Directors on the Board has confirmed that they have been able to allocate sufficient time to discharge their responsibilities effectively.

Conflicts of interest

A formal system is in place for Directors to declare a conflict, or potential conflict of interest. Conflicts of interest are considered at the start of each Board and committee meeting, and the Conflicts of Interest Register is updated as soon as the Board is made aware of a situation that could give rise to a conflict or potential conflict of interest. The Conflicts of Interest Register is formally reviewed by the Nomination Committee each year. In addition to monitoring the Directors' conflicts, or potential conflicts of interest, a Related Party Transactions Policy is in place under which the Company maintains a list of related parties for each of the Directors. The Board is satisfied that all conflicts and potential conflicts have been managed appropriately.

Division of responsibilities continued

Board and committee meeting attendance

Director	Board	Audit Committee	Remuneration Committee	Nomination Committee	Trust & Transparency Committee[1]
Zillah Byng-Thorne[2] Chair	8/8	–	–	2/2	2/2
Adrian Blair[3] Chief Executive Officer	2/2	–	–	–	–
Hanno Damm Chief Financial Officer	8/8	–	–	–	–
Mohammed Anjarwala Non-Executive Director	8/8	–	–	–	–
Claire Davenport[4] Independent Non-Executive Director	8/8	–	4/5	–	–
Joe Hurd[5] Independent Non-Executive Director	8/8	4/4	1/1	2/2	1/1
Rachel Kentleton[6] Independent Non-Executive Director	8/8	4/4	4/4	2/2	2/2
Peter Holten Mühlmann Non-Executive Director	8/8	–	–	–	–
Angela Seymour-Jackson[7] Senior Independent Director	8/8	4/4	5/5	2/2	1/1
Past directors					
Ben Johnson[8]	8/8	–	–	–	–
Tim Weller[9]	4/4	–	–	1/1	0/1

1 During 2023, the Trust & Transparency Committee was chaired by Carolyn Jameson. Carolyn was Chief Trust Officer of the Company to 31 December 2023. Carolyn attended and chaired all meetings of the Committee during the year and stepped down as Chair on 31 December 2023.
2 Zillah Byng-Thorne was a member of the Audit Committee until 11 January 2023.
3 Adrian Blair joined the Board on 13 September 2023.
4 Claire Davenport was unable to attend the September Remuneration Committee due to a pre-existing commitment, but received the papers and provided comments in advance.
5 Joe Hurd was appointed as a member of the Remuneration Committee and stepped down as a member of the Trust & Transparency Committee, each with effect from 11 October 2023.
6 Rachel Kentleton stepped down as a member of the Remuneration Committee with effect from 11 October 2023.
7 Angela Seymour-Jackson stepped down as a member of the Trust & Transparency Committee with effect from 11 October 2023.
8 Ben Johnson stepped down from the Board on 10 February 2024.
9 Tim Weller was unable to attend the May 2023 Trust & Transparency Committee due to a pre-existing commitment and stepped down from the Board on 23 May 2023.

Disclosure Committee

The Disclosure Committee comprises the Chief Financial Officer as Chair of the Committee, the Chief Executive Officer, the Chair of the Board and the Company Secretary. The Committee's principal duty is to oversee the Company's obligations in relation to the disclosure of inside information. Members of the Committee have communicated regularly during the year but a formal meeting has not been necessary during the year.

Board of Directors

Zillah Byng-Thorne

Chair

Appointed: 1 October 2022 as Deputy Chair and 3 April 2023 as Chair

Independent: Yes

Nationality: British

Skills and experience:
Zillah joined the Group as an Independent Non-Executive Director and Deputy Chair on 1 October 2022, and was appointed as Chair of the Nomination Committee from 1 December 2022, Chair Designate from 11 January 2023 and as Chair from 3 April 2023. She has extensive technology sector experience, spanning online gaming, digital media and e-commerce. Zillah was Chief Executive Officer at Future plc from April 2014 to 31 March 2023, Chief Financial Officer of Trade Media Group (now Auto Trader Group plc) from 2009 to 2012, and Interim Chief Executive Officer from 2012 to 2013. Prior to this, Zillah was Commercial Director and Chief Financial Officer at Fitness First Limited, and Chief Financial Officer of Thresher Group. Zillah has previously held non-executive roles at GoCo Group plc (now GoCo Group Limited), prior to its acquisition by Future plc in March 2021, Flutter Entertainment plc, THG plc and Mecom Group plc.

Zillah is a chartered management accountant (CIMA) and qualified treasurer (ACT). She has an MA in Management from Glasgow University and an MSc in Behavioural Change from Henley Business School.

Principal external appointments:
- Executive Chair of M&C Saatchi plc (reverting to role of Non-Executive Chair following the appointment of a new CEO with effect from 13 May 2024)
- Non-executive director of Norwegian Cruise Line Holdings Ltd.

Adrian Blair

Chief Executive Officer

Appointed: 13 September 2023

Independent: No

Nationality: British / French

Skills and experience:
Adrian joined the Group as Chief Executive Officer on 13 September 2023. Adrian has held a number of senior executive and commercial roles throughout his career, including as Global Chief Operating Officer of Just Eat from 2011 to 2018. As COO, with P&L responsibility for the UK and all international markets, he played a key role in the successful growth and transition of Just Eat from a loss-making start-up to a FTSE 100 company generating over £170m of EBITDA.

From 2019 to 2022, Adrian was Chief Executive Officer of Dext, the leading SaaS accounting automation platform. Under Adrian's leadership the business trebled the number of users around the world, and delivered significant product innovation, gross margin and bottom line improvement before its successful sale to Hg Capital. Most recently, he was Chief Business Officer of Cera, the digital-first healthcare-at-home company, with responsibility for growth, product, engineering, data and care delivery teams, managing c.7,000 staff.

Principal external appointments:
- Co-founder and Chair of Circl Learning Limited

Hanno Damm

Chief Financial Officer

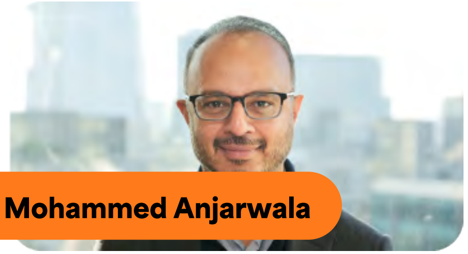
Appointed: February 2021 (joined the Group as CFO in 2016)

Independent: No

Nationality: German / American

Skills and experience:
Hanno joined the Group as CFO in January 2016. He was previously a Senior Vice President at Bankrate Inc., where he oversaw corporate finance, and mergers and acquisitions. Prior to this, Hanno held positions at Apax Partners, a global private equity firm, and PricewaterhouseCoopers, working on projects across multiple industries.

Hanno holds a Masters in Finance (MFin) from Princeton University and a Diploma in Economics (Dipl.-Vw.) from the University of Bonn.



Mohammed Anjarwala

Non-Executive Director

Appointed: February 2021 (joined the Group as a Non-Executive Director in March 2019)

Independent: No

Nationality: American

Skills and experience:
Mohammed has more than 20 years' public and private equity investing experience. He is a partner at Advent International, where he leads Advent Global Opportunities, Advent's public markets platform. Previously, Mohammed worked as a private equity investor at SFW Capital and Bain Capital. He started his career at Bain & Company.

Mohammed has a BA in Mathematics from Franklin & Marshall College and an MBA from Harvard Business School.

Principal external appointments:
- Managing Director at Advent International Corporation
- Board of Trustees at Franklin & Marshall College

Committee membership key:

- A Audit Committee
- R Remuneration Committee
- N Nomination Committee
- T Trust & Transparency Committee
- D Disclosure Committee
- C Chair of Committee

Board of Directors continued

Claire Davenport

Non-Executive Director

Appointed: February 2021

Independent: Yes

Nationality: British

Skills and experience:
Claire has a wealth of digital marketplace, B2B SaaS and e-commerce expertise through her roles in industry-leading and disruptive companies in her former roles as an advisor to Infogrid, Chief Executive Officer of Notonthehighstreet, Chief Executive Officer of HelloFresh UK and Managing Director of VoucherCodes. Prior to this, Claire held senior-level strategic and executive roles in online and media companies, including Skype, RTL Group, and Bigpoint. Claire started her career in investment banking, working on mergers and acquisitions, and equity capital markets transactions at Goldman Sachs and J.P. Morgan. Claire has an MA in Natural Sciences from Cambridge University and an MBA from INSEAD.

Claire is a co-founder and director of WITSEND Community Ltd, a thriving network for senior digital leaders in the UK and beyond.

Joe Hurd

Non-Executive Director

Appointed: June 2021

Independent: Yes

Nationality: American

Skills and experience:
Joe has significant global experience in consumer-facing technology businesses.

Joe has a track record of revenue growth and value creation at global Fortune 500 and private companies, including Facebook, Gannett, AOL, VideoEgg and Friendster. Joe is an Operating Partner with SOSV LLC, a $1.3billion US-based, early stage venture fund. Between 2009 to 2012, Joe served in the Obama Administration liaising between government and businesses.

Joe is also an independent public board director, advising on strategic growth, ESG, workforce engagement, innovation, governance, compensation, board recruitment and diversity.

Joe has previously served as a Non-Executive Director of GoCo Group plc (acquired by Future plc) and as an Independent Director of SilverBox Engaged Merger Corp I.

Principal external appointments:
- Operating Partner, SOSV, LLC
- Non-Executive Director of Hays plc
- Nominated member of Lloyd's Council

Rachel Kentleton

Non-Executive Director

Appointed: February 2021

Independent: Yes

Nationality: British and Irish

Skills and experience:
Rachel is a qualified accountant and brings recent and relevant financial experience to the Board and strong leadership to the Audit Committee. Rachel has significant experience in strategy and finance across a range of consumer and customer-facing B2B and digital businesses. Rachel was formerly the Chief Financial Officer of St. Modwen Properties Limited, the Group Finance Director of PayPoint plc and was previously the Group Director of Strategy & Implementation at easyJet plc. Prior to her role at easyJet plc, Rachel held senior roles at Unilever plc, NatWest Group, Diageo plc and SABMiller plc. Rachel was a Non-Executive Director and Chair of the Audit Committee at Persimmon Plc until August 2021.

Principal external appointments:
- Non-Executive Director of Thame and London Limited (Travelodge)
- Chief Financial Officer of UNDO Carbon Ltd (on a part time basis)
- Non-Executive Director of Jet2 plc

Peter Holten Muhlmann

Non-Executive Director

Appointed: February 2021 (founded the Group in 2007 and stepped down as Chief Executive Officer on 13 September 2023)

Independent: No

Nationality: Danish

Skills and experience:
Peter founded Trustpilot in 2007 and, as CEO, he led the business to be an international listed company. Peter stepped down as CEO in September 2023 and transitioned into the role of non-executive director and brand ambassador, working on promoting Trustpilot and helping to drive the Trust agenda around the world.

In 2013, Peter was named Danish Entrepreneur of the Year by Ernst & Young. Peter has a Bachelor's degree in Business Administration from Aarhus University School of Business.

Board of Directors continued

Angela Seymour-Jackson

Senior Independent Director

Appointed: February 2021 (joined the Group as a Non-Executive Director in March 2019)

Independent: Yes

Nationality: British

Skills and experience:
Angela has significant board experience across both public and private sectors. Prior to working as a Non-Executive Director, Angela had more than 25 years' experience in financial services, holding senior executive positions at Norwich Union Insurance Limited, Aviva UK Limited and Aegon UK plc. Angela also acted as a senior advisor at Lloyds Banking Group (Insurance) and was Chief Executive Officer of RAC Motoring Services Limited.

Angela has held a number of Non-Executive roles, including Non-Executive Director and Chair of the Remuneration Committee of Rentokil Initial plc, Non-Executive Deputy Chair and Senior Independent Director of GoCo Group plc, prior to its acquisition by Future plc, and a Non-Executive Director of esure Group plc.

Principal external appointments:
- Chair of Page Group plc
- Non-Executive Director of Future plc
- Non-Executive Director of Janus Henderson Group plc

Tim Weller, Chair
Having joined the Group as Chair in 2013, Tim was succeeded by Zillah Byng-Thorne as Chair on 3 April 2023 and stepped down from the Board as a Non-Executive Director on 23 May 2023.

Ben Johnson
Ben retired from the Board on 10 February 2024 following over eight years' service as a Non-Executive Director.

Board composition

The Board comprises the Chair (who was independent on appointment), four independent Non-Executive Directors, two Non-Executive Directors who are not considered to be independent and two Executive Directors. Biographies of each of the Directors, including information on their skills, tenure and committee membership can be found on pages 104 to 106.

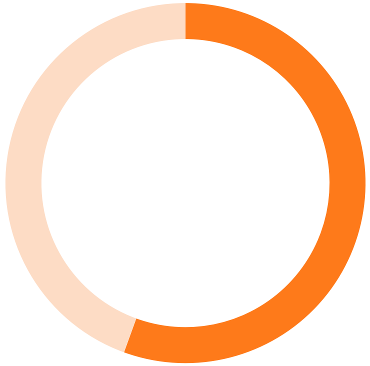
Further information on the roles of the Chair and other members of the Board can be found on page 100. Having joined the Board as Deputy Chair on 1 October 2022, Zillah Byng-Thorne was appointed as Chair Designate on 11 January 2023 and succeeded Tim Weller as Chair on 3 April 2023. Tim did not seek re-election as a director at the AGM and stepped down from the Board on 23 May 2023. Pages 115 to 118 of our 2022 annual report provided information on Zillah's recruitment and induction.

The Nomination Committee regularly reviews the structure, size and composition of the Board and its committees including consideration of the Group's DE&I policies, and makes recommendations to the Board on any changes. During the year, the membership of the Board committees was refreshed as follows:

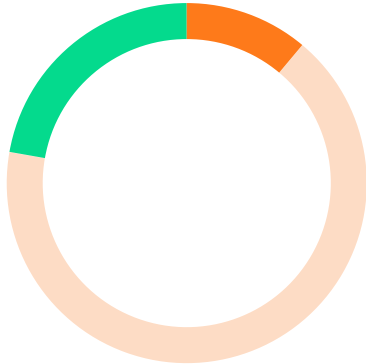
- Claire Davenport was appointed as Chair of the Trust & Transparency Committee with effect from 1 January 2024 to replace Carolyn Jameson, who was Chief Trust Officer of the Company until 31 December 2023;
- Angela Seymour-Jackson stepped down from her role as Non-Executive Director responsible for workforce engagement and as a member of the Trust & Transparency Committee with effect from 11 October 2023;
- Joe Hurd was appointed as the Non-Executive Director responsible for workforce engagement and a member of the Remuneration Committee, and stepped down as a member of the Trust & Transparency Committee each with effect from 11 October 2023; and
- Rachel Kentleton stepped down as a member of the Remuneration Committee with effect from 11 October 2023.

The Nomination Committee also oversees succession planning for the Board and the Executive Leadership Team. Further information on the work of the Nomination Committee in this regard can be found on pages 119 to 123 .

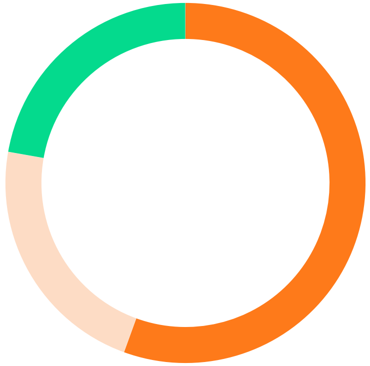
Composition of the Board as at 18 March 2024



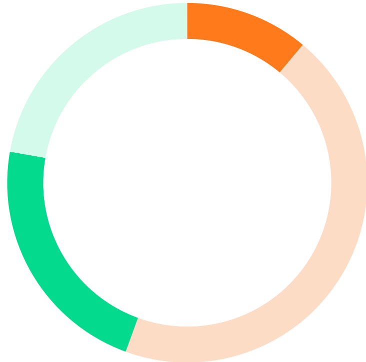
Gender
- Male (5)
- Female (4)



Composition
- Chair (1)
- Non-Executive (6)
- Executive (2)



Ethnicity
- White (5)
- Non-white (2)
- Not disclosed (2)



Age
- 40-44 (1)
- 45-49 (4)
- 50-54 (2)
- 55-59 (2)

Executive Leadership Team

The members of the Executive Leadership team, as at 18 March 2024, are set out below. Full biographies are available on the Trustpilot Group plc website, investors.trustpilot.com.

Adrian Blair
Chief Executive Officer
See page 104 for Adrian's biography

Hanno Damm
Chief Financial Officer
See page 104 for Hanno's biography

Donna Murray Vilhelmsen
Chief People Officer

Anoop Joshi
Chief Trust Officer

Ben Lavender
Chief Product Officer

Alicia Skubick
Chief Customer Officer

Dave Williams
Chief Information Officer

Key Board activities during the year

The key activities of the Board during the year ended 31 December 2023 are set out on the following pages:

Strategy

Reviewed

- Reviewed and approved the Group's long-term strategy
- Undertook evaluations of product and technology developments and strategy
- Reviewed risks and opportunities of generative AI for the business
- Undertook reviews of sales performance across the Group
- Undertook a two-day deep-dive on Company strategy
- Reviewed the Company's go-to-market and pricing strategy
- Reviewed the Company's Consumer strategy

Agreed

- Discussed and agreed the Company's ESG strategy and monitored progress
- Discussed and agreed marketing, customer, consumer and product strategy
- Discussed and agreed strategy for key markets
- Discussed and agreed the Group's capital allocation strategy

Received

- Received updates on progress with the Company's brand and marketing campaigns

Further information on the Group's strategy can be found on pages 33 to 37

Governance

Considered

- Considered and approved the appointment Adrian Blair as CEO
- Considered guidance issued by institutional investors
- Considered changes to the UK Corporate Governance Code and Audit Committee minimum standards
- Considered updates from the Chairs of the Board committees on key matters from committee meetings
- Considered the results and recommendations of the Board evaluation report
- Considered and approved the Terms of Reference for the Board committees and the Schedule of Matters Reserved for the Board

Reviewed

- Reviewed and approved the Directors' register of interests and considered the independence of the Non-Executive Directors
- Reviewed and approved key policies and procedures including the Code of Conduct
- Reviewed the findings of the 2023 Board evaluation and agreed actions for 2024

Other

- Endorsed appointments to the Executive Leadership Team
- Discussed the Board and workforce engagement framework
- Approved an External Appointments Policy for the Board and ELT

Key Board activities during the year continued

Performance

Approved

- Approved the Group's full year results to 31 December 2022 and the 2022 Annual Report
- Approved the half-year results to 30 June 2023
- Approved the Group's trading updates
- Approved the Group's capital allocation strategy
- Approved the return of capital to shareholders via a share repurchase programme
- Approved the Group's budget for FY 2024

Reviewed

- Reviewed the Group's financial performance and forecasts

Considered

- Considered and approved the budget and three-year outlook
- Considered reports from the CEO and CFO on the performance of the business
- Considered the impact of the wider economic environment on the Group's customers and consumers

Received

- Received updates on the Group's commercial and sales performance
- Received 100-day reports from the Chief Technology Officer and the Chief Product Officer
- Received and tracked progress against the Group's key metrics including people metrics, brand metrics, consumer metrics and product metrics

Further information on the Group's performance can be found on pages 2 to 84

Risk management

Considered

- Considered and approved the Group's risk appetite and principal risks
- Assessed the effectiveness of the Group's systems of risk management and internal control Approved the adoption of a going concern basis of accounting in preparing the Group's half and full year results
- Considered a briefing on defence matters received from the Company's brokers
- Considered the Company's TCFD reporting

Approved

- Approved the Viability Statement and Going Concern statements disclosed in the 2022 Annual Report

Further information on how the Group manages risk can be found on pages 85 to 95

Key Board activities during the year continued

Stakeholders

Considered

- Considered the Group's Board and workforce engagement plan and received regular reports on key people metrics and trends, including feedback from employee surveys
- Considered investor and analyst feedback from the Head of Investor Relations and the Group's corporate brokers
- Considered and approved the Group's Modern Slavery Act statement

Received

- Received talent strategy updates from the Chief People Officer
- Received updates from the Company's brokers on market sentiment
- Received an update on consumer experience including a live demonstration of the Company's mobile app
- Received updates on culture across the business and progress on embedding a high performance culture
- Received updates on key DE&I matters including gender, working families, race & ethnicity, mental health and LGBTQIA+

Approved

- Approved the Group's workforce engagement framework

Reviewed

- Discussed, developed and approved the Group's ESG strategy
- Undertook a detailed assessment on employee engagement including across the organisation and employee feedback
- Undertook a deep-dive on DE&I across the organisation, including the approval of the Board and Group DEI policies

Further information on the Group's stakeholders and information on the Board's engagement with each of them can be found on pages 113 to 115

Trust & Transparency

Reviewed

- Reviewed reports on progress against key content integrity objectives
- Reviewed AI strategy in particular the use of generative AI to support content moderation work

Received

- Received reports on litigation including progress on proactive litigations
- Reviewed management's progress and innovation in the detection of false and misleading reviews

Considered

- Considered updates on key legal and regulatory matters of interest to the Group
- Considered the potential application of generative AI in the business

Further information on the Group's work in relation to promoting trust online can be found on pages 43 to 47. Information on the work of the Trust & Transparency Committee can be found on pages 136 to 138.

Purpose, values and culture

Trustpilot's purpose is to help people and businesses help each other — because when they do, people benefit, businesses benefit, and tomorrow's society benefits too. Trust & Transparency is at the heart of our purpose, drives our strategy and is integral to our culture and values.

The Board leads and oversees the Group's culture and seeks to ensure that it is aligned with our purpose, values and strategy for the benefit of all our stakeholders. The Board assesses and monitors the Group's culture in the following ways:

- direct feedback from the workforce via regular Board workforce engagement sessions;
- regular feedback from the Non-Executive Director responsible for workforce engagement on matters of importance to Trusties;
- regular reports and feedback from the Chief Executive Officer and Chief People Officer, including feedback from 'Ask-me-anything' sessions and regular company wide meetings hosted by members of the ELT;
- regular reports from the Chief Trust Officer, highlighting our actions to enhance trust in the platform and deliver against our values;
- feedback from the Chief Executive Officer from his meetings with employees across the business;
- an annual deep-dive on people and culture; and
- feedback from our Peakon global employee engagement surveys.

The Board undertook a review of culture in 2022 and set a new direction for the business with a focus on a high-performance environment, execution and outcomes. At the May 2023 Board meeting, the Chief People Officer presented to the Board and highlighted the importance of a high performance culture being a critical factor in the achievement of the Company's strategic goals.

During 2023, this included the rolling-out of the 'High Performance Way' through a senior level change programme and an ongoing focus on the cultural health of the business measuring value-led behaviour, employee engagement and DE&I across the business, which centres around ensuring employees receive equitable and fair treatment and are able to achieve their career and development aspirations at Trustpilot.

We aspire to ensure every employee feels a strong sense of belonging and inclusion so that they can apply their full self to the work they do and build deep connections with their colleagues all across the world. By aspiring to have a workforce that's engaged in this way, and representative of the societies we serve, it enables Trustpilot to innovate faster through diversity of thought and experience, and meet the needs of consumers and businesses globally. In order for Trustpilot to retain existing as well as capture new markets, we need a workforce that understands the challenges we're trying to solve for the customers in those markets.

Our Trust & Transparency Committee supports the Board with the Company's mission to be a universal symbol of trust. The Committee considers how the Company applies its policies and makes decisions impacting trust, including our use of technology and processes as the business scales, and the actions taken by the Company, like proactive litigation against those attempting to misuse the platform, to highlight its commitment to trust.

The Board and senior management embrace the Company's values, and lead by example. Further information on the Group's culture and values can be found on pages 48 to 61 of the Strategic report.

Stakeholder engagement

The Board recognises that engagement with key stakeholders is key to the long-term sustainable success of the Group. In accordance with Section 172 of the Companies Act 2006 and the UK Corporate Governance Code, the Board considers the potential impact on the Company's key stakeholders and takes their views and interests into account in its decision making. The Company's statement on Section 172 of the Companies Act 2006 can be found on page 76.

<table>
<tr><th>Stakeholder</th><th>The Board's engagement during the year</th><th>Effect on the Board's decision-making</th></tr>
<tr><td>Employees</td><td>Non-Executive Directors' workforce engagement programme
Joe Hurd is the Non-Executive Director responsible for workforce engagement, having succeeded Angela Seymour-Jackson in this role from 11 October 2023. The workforce engagement programme is led by the Chief People Officer and reviewed by the Board. The Board regularly discusses feedback from the sessions.
Dedicated workforce engagement sessions were held during 2023 across several of the Group's offices, these included:
• 'Ask me anything' open question and answer events which included discussions on fair pay and the alignment of remuneration across the ELT and the wider workforce, and discussions on the Group's gender pay gap report.
• Meetings with the employee resource groups (ERGs) including:
– Trusties in Colour, an ERG representing the diverse ethnic, racial and cultural backgrounds of Trustpilot's employees.
– Trustpilot Women in Leadership (TWIL), an ERG which aims to balance gender representation in Trustpilot's leadership.
– Trustpilot Pride and Allies, an ERG supporting and celebrating the LGBTQIA+ employee community.
• Meeting with graduates of Trustpilot's All Stars programme, and a meeting to discuss high performance across the Group.
ELT, Board and committees
• The CEO, CFO and other members of the ELT hosted regular 'All Hands' sessions which provided employees with updates on matters including Company strategy and performance and the opportunity to ask questions of management.
• The CEO met with Trusties across the Company, including individual and small group meetings across the Group's offices both in the UK and overseas.
• The Chief People Officer regularly updated the Board on key people matters, including recruitment, retention, DEI, key people initiatives and the results of regular employee engagement surveys.
• The Audit Committee considered reports on whistleblowing and any incidents of confidential misconduct and provided feedback to the Board.
• The Remuneration Committee considered the Group's total reward philosophy, including the benefits and reward structure for the workforce.
• The Board received updates from ELT members on key DEI focus areas, including gender, working families, LGBTQIA+ matters, mental health, and race and ethnicity.
• The Board undertook several workforce-related deep-dives during the year, including a deep-dive on people matters and culture, and a discussion on embedding a high-performance culture within the business. Workforce related matters considered in depth by the Committees included workforce remuneration and benefits, succession planning and the talent pipeline.
• During the year, the Chair spent time in the sales and marketing functions and with the team in Copenhagen, providing an opportunity for detailed discussions on matters important to the Trusties in these functions and region.</td><td>• The workforce engagement programme provides the Non-Executive Directors with insights on the matters of importance to the workforce and the opportunity to hear from Trusties at all levels so that they can advise, support and provide constructive challenge to the ELT. The programme also provides an opportunity for the Board to reinforce key messages on the Company's culture, values, mission and strategy.
• Feedback received from Trusties on the link between executive and wider workforce remuneration was taken into consideration in the Remuneration Committee's discussions on remuneration.
• The Board considered feedback from its meetings with the ERGs, including feedback from TWIL which informed discussions on the Company's talent pipeline.
• GLG feedback on the Company's high performance programme provided the Board with insight into progress being made in launching the programme.
• The Audit Committee supports and challenges management on the management of whistleblowing and misconduct reports, and encourages management in identifying any key trends for further investigation.
• By receiving feedback from the workforce, the Board is more effective in its decision-making, taking into account the views, concerns and needs of the workforce.
• The Board considered key issues raised from employee feedback and challenged management on its response.
• The Board undertook a number of evaluations, including people and culture, succession planning, the talent pipeline, and employee trend analysis.
• The Board was better able to encourage and challenge management in further progressing the Company's DEI strategy.
• The Remuneration Committee has also asked to see regular updates against how we were tracking against our Gender Balance Action plan as part of our Gender Pay Gap Report more frequently throughout 2024 going forwards.</td></tr>
</table>

Stakeholder engagement continued

Stakeholder	Engagement during the year	Effect on the Board's decision-making
Investors	• The CEO, Adrian Blair, met with shareholders in September, during the first half investor roadshow. • The Chair met with shareholders on an ad hoc basis throughout the year to discuss a range of topics, including CEO succession, Board effectiveness and composition, strategy, growth and profitability, and capital allocation. • The CEO, CFO and the Head of IR met with investors and analysts throughout the year, especially during scheduled results and investor targeting roadshows, and the various investor conferences we chose to attend. Feedback from each event was provided to the Board. • The Head of IR engaged with analysts and investors throughout the year, including organised IR roadshows focused on regional wealth and retail investors. Feedback from this investor engagement was provided in regular IR Board reports and presentations. These IR Board reports also included detailed input from the Company's corporate advisors, including information on changes to the share register, valuation and share price performance relative to the peer group and the broader equity markets. • The Company's corporate advisors were invited to present to the Board on several occasions, covering key areas including the Group's capital allocation strategy and share repurchase programme, defence considerations and macro market trends. • Feedback and guidance from bodies and organisations representing investors was shared with the Board and relevant Board committees.	• These meetings provided crucial insights for the incoming CEO regarding investor concerns concerning the business in general and the CEO handover specifically, and provided our shareholders with an early introduction to new management. • The Board took into consideration investor sentiment in relation to the Group's capital allocation in its discussions on the Company's share repurchase programme. • The Board considered the views of shareholders and investors in its approval of the External Appointments Policy which applies to the Board and ELT. • The Board considered feedback from investors in overseeing management's progress on the Group's sustainability strategy. • The Remuneration Committee considered the views of investors when preparing the Directors' Remuneration report and in setting remuneration targets for 2023.
Customers	• The CEO met with customers in order to understand matters of importance to them and provided feedback from his meetings in his reports to the Board. • Regular Board reports provide the Board with information on progress against key performance indicators and metrics. • The Board received updates on the Company's TrustScore and feedback received from customers.	• The Board supports and challenges management in its drive to reduce fake or misleading reviews online and to keep genuine reviews on the platform for the benefit of customers and consumers. • Reports from management on key content integrity metrics provide the Board with an increased understanding and awareness of the needs of customers. • The Board supported management in its efforts to continually improve customer focus, this included supporting management in the promotion of Alicia Skubick as Chief Customer Officer in January 2024.

Stakeholder engagement continued

Stakeholder	Engagement during the year	Effect on the Board's decision-making
Consumers	• The Board undertook two deep-dives on Consumer strategy in July and October 2023 and received regular updates from management on the Group's consumer product strategy. • The Chief Trust Officer and Chief Product Officer provided the Board and the Trust & Transparency Committee with updates on consumer matters, including progress on initiatives to keep genuine reviews on the platform, AI adoption in content integrity to improve consistency and quality of decisions, and to reduce the number of fake or misleading reviews. • The Board received regular updates on progress with respect to proactive litigation in relation to fake or misleading reviews.	• The strategy session provided the Board with a deeper insight into consumer needs, motivators and behaviours, and the further consumer strategic opportunities to be considered. • The Board encouraged and supported management in developing the Group's consumer strategy. • The Board has supported management in its initiatives to take action against businesses and individuals who seek to mislead consumers with false reviews.
Civil society / communities	• The Board received updates on management's activities and initiatives including interactions with non-governmental organisations and associations of relevance to the Company. • The Board received updates on the donation of £10,000 recovered through Trustpilot's proactive litigation work to Citizen's Advice UK to help the work they do to support consumers.	• The Board has a wider understanding of the key areas of focus of the non-governmental organisations and associations, and takes these into consideration in its decision-making.
Government and regulators	• A report from the Chief Trust Officer is tabled at each Board meeting. The report includes updates on upcoming regulation and legislative changes that might affect the business and updates on the work of the Public Affairs Team, including engagement with government bodies, parliamentarians and regulators.	• Feedback on engagement with governments and regulators helps the Board to understand the wider environment in which the Company operates and upcoming changes to the regulatory landscape, including risk, which may require Trustpilot to make adjustments. This has included new and upcoming legislation including the Digital Services Act, Online Safety Act and Digital Markets, Competition and Consumers Bill and Rulemaking by the FTC in the US, as well as developing our use of AI as a Company in the context of increasing regulation and guidance. • The Board supports and encourages management in its efforts to increase trust and transparency online.

Board evaluation

In 2021 and 2022, we undertook an internally facilitated evaluation of the effectiveness of the Board, its Committees and Directors. As required by the Code, the evaluation of the Board and Board committees was externally facilitated. In 2023, the Board considered proposals from four firms and agreed that, as Russell Reynolds was assisting with the search for a Chief Executive Officer, it had insight into the Company's Board and culture and was best placed to provide the external Board evaluation. As the Chair of the Board had worked with Russell Reynolds on a Board evaluation at an external Company, the Chair sought the Board's approval for their appointment. We will undertake our next external evaluation in 2026.

Process

February 2023	**Consideration of providers** Potential providers were invited to submit detailed proposals for consideration by the Chair and Senior Independent Director.
April 2023	**Appointment of providers** The Board agreed to appoint Russell Reynolds to support the External Board Evaluation and the Chair provided Russell Reynolds with a comprehensive brief.
	Scoping The Chair met Russell Reynolds to agree the full scope of the review and a tailored questionnaire was developed for Board members.
	Review of Board materials Russell Reynolds was provided with access to materials from Board and committee meetings and a summary of results from the 2022 internally facilitated Board evaluation.
May - June 2023	**Interviews** Individual interviews with each Board Director and members of senior management.
June - July 2023	**Observations developed** Russell Reynolds developed observations about the Board's strengths and opportunities, taking into account survey results, the in depth interviews, desk research and their professional judgement and expertise.
August 2023	**Presentation to Chair** Russell Reynolds presented the initial findings to the Chair.
September 2023	**Presentation to Board** Presentation of results of the Board evaluation to the Board.
December 2023	**Action plans approved by Board** The key observations from the Board evaluation were discussed by the Board and Committees and action plans prepared for 2024.

Board evaluation continued

Findings
Russell Reynolds confirmed that the Board and its Committee were functioning well and provided several areas for further consideration so that the Board could increase its effectiveness and support the Company's next phase of growth. Key areas identified as strengths included:

- the Board being focused and engaged;
- an open and transparent Board culture with honest discussions;
- sufficient time to consider important topics; and
- meetings run effectively and on time.

The evaluation identified the following areas for action:

Areas for action	Recommendation	Progress made
Alignment on business model and strategy	• Clarify the business model • Align on strategic choices for the next phase of growth	• developing updated 3 year strategy • developing strategic KPIs to be tracked and assessed by the Board
Further strengthen Board culture	• Board and management spend more time together to get aligned on roles and responsibilities	• Board agreed to flag areas of concern or challenge in advance of meetings • Board agreed to cover more detailed points or minor points in advance of Board meetings with Management
Review of Board composition and succession planning	• Identify required board competencies vis à vis strategy and plan for succession	• Developed a Board Skills matrix in 2023 to identify skills and experience gaps
Further improve Board operations	• Enhance Committee structure • Continue to elevate Board materials and presentations	• Rebalanced Board Committee memberships and attendance in 2023 • Ongoing review of content and presentation of Board materials to propose recommendations for improvement in 2024.

Effectiveness of Board committees
The Board evaluation review confirmed that the committees and their Chairs were performing well and recommended that the Committee structure might be further enhanced. The committees each discussed relevant areas for action in 2024 at the respective committee meeting. Further information on the areas of focus and action in 2024 are included within the individual committee reports.

Evaluation of individual Directors
The Chair considered the performance of each of the Board Directors as part of the Board evaluation and confirmed that all Directors were considered to be effective and had demonstrated full commitment and time to their roles.

Chair performance
Russell Reynolds undertook a review of the performance of the Chair and confirmed that the Chair was performing well and was respected by both the Board and the ELT. The evaluation noted that the Chair had brought energy, rigour and new direction to the Board and was open to feedback from the Board.

Board evaluation continued

Director induction

On appointment, all Directors receive a comprehensive and tailored induction; these inductions include meetings with the Chair and other Non-Executive Directors and meetings with the CEO, CFO, the Company Secretary and other members of the ELT. Other meetings include meetings with the senior management team, the auditors and external remuneration consultants, where relevant.

Adrian Blair undertook a comprehensive induction following his appointment as Chief Executive Officer. Immediately prior to Adrian joining the Company, he was provided with a comprehensive welcome package which included key information about Trustpilot, including its vision, mission and purpose, information on the structure of the business and a summary of life at Trustpilot covering areas such as the Company's unique culture and the processes and policies affecting the Trustpilot community.

A summary of the induction process following Adrian's appointment is set out opposite:

In addition to his comprehensive induction process, Adrian made himself available to meet in small group sessions with all Trusties. By 19 December 2023, Adrian had completed these sessions with all Trusties who were able to join, giving him a comprehensive insight into the business and an in depth understanding of matters of importance to employees.

Summary of the induction process

1
Briefings with external advisors including corporate brokers, external auditors, financial PR advisers and remuneration advisers

2
Meetings with the Chair of the Board and other Board members.

3
Visits to the London, Copenhagen, New York, Milan and Edinburgh offices, including 'Ask-me-anything' sessions

4
Briefings on key matters from senior management across the corporate functions including a briefing on Directors' duties

5
Meetings with selected customers and engagement with sales and commercial teams

6
Meetings with key employee resource group leaders

7
Meetings with the executive leadership team and key management across the Group

8
Meetings with investors

Nomination Committee report

Zillah Byng-Thorne
Chair of the Nomination Committee

Nomination Committee

Nomination Committee report continued

Dear shareholders

I am pleased to present the Nomination Committee report for the year ended 31 December 2023. This report provides a summary of the key activities and areas of focus of the Committee during the year. The Committee has held five meetings to 31 December 2023 and one meeting during 2024, prior to the publication of this Annual Report.

Areas of focus in 2023

One of the key activities of the Nomination Committee during 2023 was the appointment of our Chief Executive Officer, Adrian Blair. The search process was led by me as Chair of the Board. Further information can be found on pages 121 to 122.

The Committee has also reviewed the composition of the Board and its committees during the year and, taking into consideration the Committee's discussions and the recommendations of the Board evaluation, the membership of the committees was refreshed to balance responsibilities across the Board. Information on changes to the committees during the year is set out on page 107.

I hope that you find this report useful in understanding the work of the Committee, and I welcome any feedback from shareholders in relation to the Committee and its activities.

Zillah Byng-Thorne
Chair of the Nomination Committee
18 March 2024

Committee members

- Zillah Byng-Thorne (Chair of the Committee)
- Joe Hurd
- Rachel Kentleton
- Angela Seymour-Jackson
- Tim Weller (until 23 May 2023)

Committee key duties

The key responsibilities of the Committee include oversight of the following:

- Succession planning for the Board and management
- Board structure, size and composition
- Director induction
- Identification and nomination of candidates for appointment to the Board
- Development and application of Trustpilot's approach to Diversity, Equity and Inclusion.

The Committee's Terms of Reference can be found on the Company's website, investors.trustpilot.com.

Composition of the Committee and attendance

The Committee comprises Zillah Byng-Thorne (Chair of the Committee) and three Independent Non-Executive Directors, Angela Seymour-Jackson, Joe Hurd and Rachel Kentleton. The Company Secretary is Secretary to the Committee. Other attendees of the Committee meetings include senior management who are invited to attend meetings to present on specific areas of interest for the Committee. During the year, this included the Chief People Officer who presented the Group DE&I policies and CEO induction programme and discussed the talent pipeline alongside ELT succession planning.

Biographies of the Nomination Committee members can be found on pages 104 to 106.

Meetings

The Committee routinely meets twice per year. Three additional meetings were held during the year to discuss matters arising during the year, including succession planning for the Chief Executive Officer and succession planning for the ELT. Details of attendance at the Committee's meetings during 2023 can be found on page 103. An agenda is prepared in advance of each meeting and is reviewed by the Chair of the Committee. Any key matters discussed at meetings of the Committee are reported by the Chair to the Board.

Nomination Committee report continued

Nomination Committee cycle

The Committee's planned annual cycle is set out below. Additional meetings and items for the Committee's consideration are added to the annual planner as required during the year.

March

- Review of succession planning for the ELT, including the talent pipeline
- Review of the Nomination Committee report
- CEO succession planning
- Review of the Register of Conflicts of Interest

September

- Review and approve the Group and Board Diversity Policy and targets
- Review of the Committee's Terms of Reference
- Review Board skills and competencies
- Review of the Board's composition
- Review of External Appointments Policy
- Review the Director induction programme
- Consider the results of the Chair performance evaluation
- Review the results of the Committee evaluation
- Review the annual time commitment for the Non-Executive Directors

Committee evaluation

The Committee was evaluated as part of an external evaluation of the Board and committees facilitated by Russell Reynolds. The evaluation confirmed that the Committee was effective and was performing well. Areas identified for additional focus in 2024 are set out on page 117.

Priorities and activities during the period

The Committee's key activities for the year ended 31 December 2023 are summarised below:

Board and ELT succession planning

The Committee keeps under regular review the structure, size and composition of the Board, and in its review considers the skills, knowledge, diversity and experience on the Board. The Committee took these factors into consideration in its discussions on succession planning during 2023. Succession planning for the Chief Executive Officer was a key focus for the Committee at its meetings in March, May and July 2023. A summary of the appointment process for Adrian Blair is set out on page 122 and an overview of his induction process can be found on page 118.

At its meeting in December 2023, the Committee discussed succession planning for the ELT, including the diversity of the talent pipeline and the current and future skills and attributes required by the Company.

In September 2023, the Committee considered succession planning for the Non-Executive Directors and reflected on tenure of the Non-Executive Directors and the need for a more balanced composition of independent and Non-Independent Directors on the Board. In January 2024, Ben Johnson shared with the Board his intention to stand down from the Board on 10 February 2024. Further information on the structure, size and composition of the Board can be found on pages 104 to 107.

Further information on the diversity of Trustpilot's Board can be found on page 123.

Chair succession

As detailed in the Company's 2022 Annual Report, Zillah was appointed as Chair Designate on 11 January 2023 and, as announced on 24 February 2023, she replaced Tim as Chair of the Board on 3 April 2023. The Chair performance evaluation undertaken by Russell Reynolds during the year confirmed that Zillah performed well as Chair. Further detail on Chair performance is set out on page 117.

External Appointments Policy

In 2023, the Committee and Board approved a new External Appointments Policy, applicable to Non-Executive Directors and ELT members. The importance of compliance with the UK Corporate Governance Code and the processes for approval of an external appointment are detailed in the policy.

Chief Executive Officer appointment process

The Nomination Committee regularly considers succession planning for the Board, including the Executive Directors. The Committee oversees development plans for the Executive Leadership Team and reviews the talent pipeline to ensure that succession planning is appropriate for the current and future needs of Trustpilot. During the year, Peter Holten Mühlmann indicated to the Board that he wanted to transition into a role of founder and Non-Executive Director and subsequently moved to his Non-Executive role on 13 September 2023.

The search process for a new Chief Executive Officer was led by the Chair. A sub-committee, overseen by the Nomination Committee and comprising the Chair, Senior Independent Director and Chair of the Audit Committee was formed to take key decisions in connection with the recruitment process. Following a review of executive search firms by the Chief People Officer, Russell Reynolds was recommended to the Committee as the preferred search firm. The Committee approved the appointment of Russell Reynolds and agreed that they were best placed to identify the key skills and attributes required in a Chief Executive Officer. Russell Reynolds has no other connection with individual Directors.

Russell Reynolds, is an active member of the Association of Executive Search Consultants (AESC) and signatories of the AESC diversity pledge, and the UK Government Voluntary Code of Conduct for Executive Search Firms in respect of diversity best practice.

Nomination Committee report continued

The key stages of the Chief Executive Officer appointment process are set out below:

March

- Peter Holten Mühlmann notified the Board that he was considering his ongoing role at Trustpilot.
- An announcement that Peter Holten Mühlmann was planning to transition into a non-executive role was made.
- The Nomination Committee met with Russell Reynolds to consider the overall composition of the Board.
- A detailed candidate brief and role specification was prepared for the Chief Executive Officer position and Russell Reynolds was appointed.

April/May

- **April -** A longlist of candidates was compiled, including a number of diverse candidates.
- **May -** The Nomination Committee met to consider the ongoing search process and to discuss a potential short list of candidates.
- **May -** Interviews held with shortlist candidates

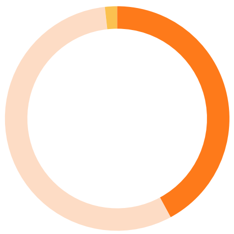
July

- The Remuneration Committee agreed the Chief Executive Officer pay award
- The Nomination Committee recommended to the Board the appointment of Adrian Blair as Chief Executive Officer and the Board approved his appointment. In considering Adrian's appointment, the Board discussed Adrian's proven track record of results in analogous businesses and his ability to balance vision, strategy and operational delivery. The Board also took into consideration the strong references that had been received and announced Adrian Blair would join from 13 September 2023.

September

- Adrian Blair joined Trustpilot as Chief Executive Officer.

Gender diversity of senior management and their direct reports as at 31 December 2023[1]



Female: 24 (42.1%)

Male: 32 (56.1%)

Other: 1 (1.8%)

1 In accordance with the Code, senior management is defined as the ELT (including the CEO, CFO and the Company Secretary)

Diversity, equity and inclusion

The Committee and the Board are committed to promoting diversity, equity and inclusion across the Group, and recognise that a wide range of skills, experience and knowledge contribute towards an effective Board. This is achieved by having diversity of thought, race, gender identity, religious beliefs, age, sexual orientation, disability, socio-economic background and varying lived experiences across our Board members.

The Committee is keen that the diversity of our Board and the wider Group reflects the diversity of our stakeholders and society as a whole. During the year, the Committee reviewed the Group and Board DE&I Policies and published the Group. DE&I Policy on our website to demonstrate the importance of DE&I at Trustpilot.

The Board DE&I Policy demonstrates how DE&I is part of our strategic decision making, and is championed by our most senior leaders and our Board. It provides transparency over the composition of the Board and how DE&I is built into our approach to Board succession planning and our approach to ensuring a diverse membership of the Board and its Committees, leading to better decision making, and execution of strategy, which in turn promotes the long-term success of Trustpilot and reflects the diversity of our stakeholders. We are confident that both our Group DE&I and Board DE&I policies reflect the importance we place on the culture and values of Trustpilot and those of our key stakeholders.

The Nomination Committee regularly review the Board DE&I Policy and recommend changes. This was last done in December 2023. The policy sets out the importance of diversity of thought, skills, knowledge, length of experience and diversity, and factors that into considerations when looking at Board and Committee composition. It also seeks candidate diversity in new appointments to the Board and Committees, and sets out the importance of having "members of Committees with different perspectives, to improve decision making to benefit diverse stakeholders and employees". This was actively considered when the Nomination Committee made recent changes to Committee structures (see p113).

The Committee and Board are focused on promoting a diverse and inclusive culture, and support the recommendations of the FTSE Women Leaders Review (previously the Hampton-Alexander Review) in relation to gender diversity and the Parker Review in relation to ethnic diversity.

As at the date of this Annual Report, the Board comprises the Chair, two Executive Directors and six Non-Executive Directors. Four of our nine Board Directors are female (44%) and Board representation from black, Asian or non-white ethnically diverse groups is 22%.

Two of our senior Board positions, the Chair and Senior Independent Director roles, are held by women.

Nomination Committee report continued

At our meeting in December 2023, the Committee considered the recommendations of the Parker Review report on 'Improving the Ethnic Diversity of Business' published in March 2023 which included recommendations for FTSE350 companies to set targets for the percentage of senior management group who self-identify as being in an ethnic minority by December 2027. Information on the development plans we have in place to support us in achieving a diverse and inclusive talent pipeline is set out on pages 52 to 61.

Reporting table on sex / gender representation as at 31 December 2023

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management*	Percentage of executive management
Female (Including those self-identifying as female)	4	40%	2	4	50%
Male (including those self-identifying as male)	6	60%	2	4	50%

Reporting table on ethnicity representation as at 31 December 2023

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management*	Percentage of executive management
White British or other White (including minority white groups)	6	60%	3	6	75%
Mixed / multiple ethnic groups	0	0%	0	0	0
Asian / Asian British	1	10%	0	0	0
Black / African / Caribbean / Black British	1	10%	0	0	0
Other ethnic group, including Arab	0	0%	0	0	0
Not specified / prefer not to say	2	20%	1	2	25%

* Executive management is defined as members of our Executive Leadership team.

The data in the table above is collected for the purposes of making this disclosure from Directors and the Executive Leadership team. Ethnicity data for individuals located in countries where collection of ethnicity data is not permitted is recorded as 'Not specified / prefer not to say'.

Board Diversity, Equity and Inclusion Policy

When considering succession planning for the Board, the Committee ensures that the recruitment is undertaken in accordance with the Board Diversity, Equity and Inclusion Policy, the specific objectives of which are:

- at least 40 per cent of the Board should be women;
- at least one of the senior Board positions (Chair, Chief Executive Officer, Chief Financial Officer or Senior Independent Director) should be a woman; and
- at least one member of the Board should be from a non-white minority ethnic background.

While we are pleased to confirm that we have met each of the objectives set out above and will always strive to meet these targets, we commit to seek candidate diversity throughout the recruitment process for new appointments. Our aim over time is to ensure that Trustpilot's Board reflects the diverse communities we serve. We will measure Board diversity as an average over a period of 24 months and disclose this data in our Annual Reports.

Zillah Byng-Thorne
Chair of the Nomination Committee
18 March 2024

Audit Committee report

Rachel Kentleton
Chair of the Audit Committee

Audit Committee

Audit Committee report continued

Committee members

- Rachel Kentleton (Chair)
- Joe Hurd
- Angela Seymour-Jackson
- Zillah Byng-Thorne (until 11 January 2023)[1]

1 Zillah Byng-Thorne stepped down as a member of the Committee on her appointment as Chair Designate on 11 January 2023

Committee key duties

The key duties of the Committee are to provide review, challenge and oversight of the following areas:

- Financial reporting, announcements and significant financial judgements
- The work of the External Auditor
- The work and remit of the Group's Internal Audit function
- Systems of risk management and internal control
- Risk and compliance, speaking up and fraud

The Committee's Terms of Reference, which were updated to be in line with the 'External Audit: Minimum Standard' published by the Financial Reporting Council in May 2023, can be found on the Company's website investors.trustpilot.com

Dear shareholders

I am pleased to present the Audit Committee report for the year ended 31 December 2023. This report provides a summary of the key activities and areas of focus of the Committee during the year. The Committee has held four meetings to 31 December 2023 and two meetings during 2024, prior to the publication of this Annual Report. In performing its duties, the Committee has complied with the requirements of the UK Corporate Governance Code and adhered to relevant best practice as published by the FRC.

Areas of focus in 2023

Financial reporting

The Committee is responsible for monitoring the integrity of the Company's financial reporting. The Committee has reviewed both the half-year results to 30 June 2023 and this Annual Report for the financial year ended 31 December 2023, and has reviewed and challenged the processes proposed by management to support the Board in making the Going Concern and Viability Statements set out on pages 83 and 84.

During the year the Committee has continued to challenge management in making continued improvements to its financial reporting processes and has been pleased to see good progress in this regard. The Committee was pleased to see that the FRC, in its Review of Corporate Governance Reporting published in November 2023, noted the Company's good quality reporting against the application of Principle O of the Code (Risk Management Procedures).

The Committee reviewed key matters raised by the External Auditor in its review of the 2022 Annual Report and feedback from that review has been taken into consideration in the drafting of this Annual Report. The key matters raised included accounting for commissions, the application of IFRS 15, revenue recognition in relation to deferred contract start dates, recognition of deferred tax assets and further improvements to processes in relation to year-end reporting. The Committee has also challenged management in these areas.

As the Group has made progress in ESG matters, further improvements have been made to the Company's TCFD reporting along with preparation for IFRS S1 and IFRS S2, refer to page 68. For the year ended 31 December 2023, the Company's climate related financial disclosures were consistent with the TCFD recommended disclosures.

Further information on our progress on TCFD reporting can be found on pages 64 to 74.

Internal Audit

During the year, the Committee has overseen the work of the Internal Audit function, including the review and approval of the Internal Audit Charter and the Internal Audit Plan. A new Head of Internal Audit was appointed and commenced in the role in October 2023. Following the appointment, an interim Internal Audit Plan to March 2024 was proposed and approved by the Committee in December 2023. A revised three-year Internal Audit Plan was approved by the Committee in March 2024. The Internal Audit Plan was reviewed regularly during the year to reprioritise internal audit engagements for emerging risks. During 2023, the Group reviewed functional reporting lines internally. Moving forward, the Group believes that having a combined Internal Audit and Risk function reporting to the CFO delivered greater alignment between the work of the two functions. A new Head of Internal Audit was appointed in the role in October 2023. Additionally, I am pleased to announce the appointment of Dave Williams, as our Chief Information Officer. This further strengthens and evolves Trustpilot's commitment to safeguarding the organisation against cyber threats.

Audit Committee report continued

Risk management and internal control
The Committee is responsible for keeping under review the Company's systems of risk management and internal control, and supports the Board in its annual assessment of their effectiveness. During the year, the Committee has reviewed the Company's Risk Plan and the engagements completed during the year, and overseen the work of the Risk function in embedding a risk conscious culture across the Group. Further information on the work of the Risk function, including the key engagements completed in 2023 can be found on pages 85 to 95.

External Audit
In its oversight of the External Auditor, the Committee is focused on ensuring that the Group's external audit continues to be of a high quality. The Committee assessed the effectiveness of the External Audit and shared feedback with the lead audit engagement partner. Following discussions with the External Auditor during the year, it was agreed that management would work to improve processes in relation to preparing for the year-end audit.

Cyber security and IT controls
The Committee has continued to oversee progress made in further improving the Group's IT system controls and cyber security. During the year, the Committee has received reports on cyber security at each of its meetings and a deep dive on the Group's business continuity and disaster recovery plans at the meeting in December 2023. These matters are reported to the Board by the Chair of the Committee.

Further information on the Committee's work in this regard can be found on page 135.

Composition of the Committee and attendance
The Committee comprises three Independent Non-Executive Directors. The Company Secretary, Anne McSherry, is Secretary to the Committee. Members of the Committee have a wide range of relevant skills and experience that enable them to fulfil their duties appropriately.

Rachel Kentleton, Chair of the Committee, is a qualified accountant and brings recent and relevant financial experience to the Board and strong leadership to the Audit Committee. Rachel has significant experience in strategy and finance across a range of consumer and customer-facing B2B and digital businesses. Rachel was formerly the Chief Financial Officer of St. Modwen Properties Limited, the Group Finance Director of PayPoint plc and was previously the Group Director of Strategy & Implementation at easyJet plc. Rachel was a Non-Executive Director and Chair of the Audit Committee at Persimmon Plc until August 2021.

Angela Seymour-Jackson has significant experience through her former Executive and Non-Executive roles. Through her role at Janus Henderson, where Angela is a Non-Executive on the plc Board as well as being Chair for the UK business in addition to chairing the risk committee, Angela brings a wealth of governance and regulatory experience to the Committee.

Joe Hurd brings to the Committee significant US and global experience in consumer-facing technology businesses. As a lawyer, Joe also brings extensive understanding of risk and compliance matters. The Committee further benefits from Joe's experience through his Non-Executive roles, including as a Non-Executive Director and member of the Audit Committee of Hays plc and Lloyd's of London.

Zillah Byng-Thorne, stepped down as a member of the Committee on her appointment as Chair Designate on 11 January 2023.

Further information on the skills and experience of the Committee members can be found on pages 104 to 106.

Committee meetings during the year were routinely attended by the Chair of the Board, the Chief Financial Officer, the Chief Trust Officer, Chief Consumer Officer and Company Secretary, Group Financial Controller, the VP of Global Accounting and Tax, the Director of Risk, Assurance and ESG, the Head of Internal Audit, the Deputy Company Secretary and representatives from PwC, the External Auditor. By invitation of the Chair of the Committee, other members of senior management have attended meetings to present on specific areas of interest to the Committee.

Meetings
The Committee has met four times during the year and once during 2024, prior to the publication of this report. Meetings are scheduled in line with key events in the Company's financial calendar. Details of attendance at meetings can be found on page 103. In addition to the formal schedule of meetings, the Chair of the Committee meets regularly, without management present, with the Director of Risk, Assurance and ESG, the Head of Internal Audit and the lead partner of the External Auditor.

An agenda is prepared in advance of each Committee meeting and is reviewed by the Chair of the Committee.Prior to each meeting, the Chair of the Committee holds discussions with the Chief Financial Officer, the Director of Risk, Assurance and ESG, the Head of Internal Audit, and the lead partner of the External Auditor to consider in advance the matters to be discussed at the meeting. Key matters discussed at the Committee meetings are reported to the Board by the Chair of the Committee at subsequent Board meetings.

Audit Committee report continued

Audit Committee cycle

The Committee's usual cycle of events is set out below, the cycle evolves during the year to respond to changes in the performance and priorities of the Group, the business environment and the prior year's audit. In addition to the matters listed below, the Committee receives regular reports from the Head of Internal Audit on the work of the Internal Audit function, the Director of Risk, Assurance & ESG on the work undertaken in relation to risk matters, ESG and whistleblowing, and the Chief Information Security Officer on cyber security matters.

March

- Review of the Annual Report, including disclosures on viability and going concern and an assessment of whether the Annual Report is fair, balanced and understandable
- Review of the effectiveness of the Company's systems of risk management and internal control
- Review of external audit results and the External Auditor's report, including key financial judgements
- Review of the independence of the External Auditor and their reappointment
- Review of management's representation letter
- Private meeting with the External Auditor

July

- Agree the external audit plan for the half-year financial statements
- Review of the effectiveness of the external audit
- Review of initial audit plan and proposed fees for the full year audit
- Review of the External Auditor's engagement letter, independence and audit fees

September

- Review of the half-year financial statements, including disclosures on key judgements and going concern
- Review of the External Auditor's interim report on its review of the half-year financial statements
- Review of the Committee's Terms of Reference
- Private meeting with the External Auditor

December

- Agree the external audit plan for the following year
- Agree the Group's Internal Audit plan for the next financial year - following a change of the Head of Internal Audit in October 2023, the approval of the Internal Audit Plan for 2024 was moved to the Committee's meeting in March 2024
- Review of the Group's principal risks and uncertainties and risk register
- Review of the results of the Committee effectiveness review
- Review of anti-bribery and corruption measures

Audit Committee report continued

Committee evaluation

The Committee was evaluated as part of an external evaluation of the Board and committees facilitated by Russell Reynolds. The evaluation confirmed that the Committee was effective and was performing well. During 2023, management reviewed reporting lines internally and moved the Internal Audit and Risk functions under the CFO. Simultaneously the Committee was renamed the Audit & Risk Committee to more accurately reflect the areas of responsibility covered by Committee.

Priorities and main activities during the year

The Committee's main activities for the year ended 31 December 2023 are summarised below.

Financial reporting, announcements and significant financial judgements

The Committee is responsible for monitoring the integrity of the Company's financial reporting, including any significant financial reporting issues and judgements.

Fair, balanced and understandable

As part of its review of the Annual Report, the Committee considered whether, taken as a whole, the Annual Report is fair, balanced and understandable and provided the information necessary for shareholders to assess the Company's financial position, performance, business model and strategy. In undertaking its review, the Committee has reviewed the integrity of the Group's financial statements, including reviewing the financial and non-financial disclosures contained within the Annual Report, and reviewing and challenging the estimates and accounting methodologies applied by management.

A summary of the processes in place to support the Committee's review is set out below:

- Verification of the factual content, financial and non-financial reporting, including non-financial key performance indicators
- Review of the narrative sections of the Annual Report to ensure key messaging is appropriate and balanced
- Ensuring that all contributors and management are aware of the requirements and their responsibilities, including the responsibilities of the Directors under s.172 of the Companies Act 2006 to act in good faith to promote the success of the Company for the benefit of members as a whole.
- Multiple reviews of the Annual Report content by management
- Reviews and feedback from senior management and Directors
- Feedback from the Company's advisors, including the External Auditor and remuneration advisors

Following its review, the Committee confirmed to the Board that the Annual Report is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

Significant financial judgements

The Committee discussed with management and the External Auditor each of the key areas of judgement described below, including how management's estimates and judgements were challenged during the audit. It concluded that the accounting treatment adopted in the 2023 financial statements was appropriate.

Revenue recognition and related costs

The Group accounts for revenue from the sale of Company subscription plans, generally for a period of 12 months. The Committee has reviewed the work of management in assessing revenue recognition as well as the approach taken to deferring and amortising incremental costs of obtaining a contract to the extent they are recoverable. The Committee is satisfied that the Group's accounting for revenue is appropriate and in accordance with IFRS 15 'Revenue from contracts with customers'.

Deferred tax asset recognition

The judgements taken by management in determining the $12.3m of deferred tax asset recognition into the balance sheet were considered by the Committee. The Committee considered forecasted future taxable profits in Trustpilot A/S and the timing of when these may arise. The Committee agreed that it is satisfied with the accounting for deferred tax asset recognition under IAS 12 'Income taxes' and the disclosures.

Audit Committee report continued

Going concern and viability statements

At its meeting in March 2024, the Committee reviewed the work undertaken by management to support the going concern statement and recommended to the Board that it should adopt the going concern basis in preparing the 2023 financial statements. In line with the disclosures in note 1 to the financial statements on page 174, management performed a going concern assessment for the Group by preparing monthly cash flows for an 18 month period and then sensitising for what the Directors consider to be the most severe but plausible scenario that could arise. The scenario modelled took into account the aggregation of different risk factors including ‘confidence in our commitment to trust and transparency’, ‘misuse of platform’, ‘changing and varied regulatory landscape’, ‘litigation and disputes’, and ‘macroeconomic environment’, as described in the Risk management section of the report on pages 85 to 95.

The Committee also considered the Group’s viability over a three year period using multiple severe but plausible downside scenarios based on key risks identified by management, including any potential climate related risks. As well as considering these three distinct downside scenarios, we have also modelled to ensure that the Group could maintain liquidity should a combination of these scenarios arise across the period. Furthermore, we have considered whether any longer term trends outside of the three year period could impact on the group’s viability, and have not identified any such matters. Additionally, management undertook a reverse stress test to understand what would need to happen for the Group to exhaust its liquidity.

Management’s modelling took into consideration the Group’s sources of funding, cash flow, future forecast and current liabilities, debt facility covenants and the commercial impacts of the scenarios. The going concern and viability statements can be found in the Strategic report on pages 83 to 84.

External Audit

The Committee has responsibility for overseeing the relationship with the External Auditor, including assessing audit quality and reviewing and monitoring their independence and objectivity. The Committee also reviews the External Auditor’s performance and the effectiveness of the external audit process.

External Auditor

PwC UK was appointed as the External Auditor to the newly incorporated Trustpilot Group plc on 13 September 2021. Prior to this, PwC Denmark had provided audit services to the Company’s Danish subsidiary, Trustpilot A/S. The PwC lead audit partner is David Teager, who has held the role since 13 September 2021. David will be rotated from this role after the 2025 audit. The year ended 31 December 2023 is the third year for which David Teager will sign the auditors’ report as senior statutory auditor of the Group. For further information, see the Independent Auditor’s Report on pages 163 to 170.

External Auditor’s fees

The Committee approved the External Auditor’s fees for the review of the half-year and audit of the full-year financial statements and challenged PwC to build on prior year efficiencies across its audits of Trustpilot A/S and Trustpilot Group plc. The agreed efficiencies put in place include management providing key technical papers to the auditors which will allow these areas to be audited earlier. The total fee for the 2023 financial year is £927,000 (2022: £846,000).

Audit quality and effectiveness

The Committee oversees the work of the External Auditor throughout the year to ensure that the quality and rigour of the external audit process is maintained. This oversight includes taking into consideration the recommendations of the Audit Committees and the External Audit: Minimum Standard published by the Financial Reporting Council in May 2023 in relation to audit quality.

At its meeting in July 2023, the Committee considered PwC’s initial audit plan and strategy and approved the final plan at its meeting in December 2023. The proposed plan outlined key components of the audit, including PwC’s audit approach, materiality, scope, risk and areas of focus, and timetable. The Committee’s oversight of the work of the External Auditor includes:

- reviewing the plan for the half-year review alongside the draft audit plan for the full year;
- reviewing the external audit strategy, taking into consideration the audit approach, materiality, risk and areas of focus;
- reviewing the scope of the external audit plan;
- taking into consideration the balance of skills and experience on the audit team, including their skills, character and knowledge and the mind-set and culture of the team;
- considering the robustness of challenge on key accounting and audit judgements and their perceptiveness in handling key judgements and in responding to questions form the Committee;
- considering the results of the FRC’s Audit Quality Inspection and Supervision Report for PwC; and
- considering feedback from management on the audit process.

Audit Committee report continued

External auditor independence and objectivity

The Committee monitors and reviews the independence and objectivity of the External Auditor on an ongoing basis and undertakes a formal annual review. In reviewing the independence of the External Auditor, the Committee took into consideration:

- confirmation from PwC that they had adhered to their policies and procedures to safeguard independence and had followed necessary guidance and professional standards in relation to auditor independence;
- the Committee's monitoring of PwC's processes for maintaining independence;
- the Committee's assessment of PwC's challenge and professional scepticism;
- the absence of any threats to PwC's independence including the absence of any relationships between PwC and the Company (other than in the ordinary course of business) which could adversely affect PwC's independence and objectivity; and
- the Company's oversight of non-audit services and the level of non-audit fees paid.

Taking the above matters into consideration, the Committee concluded that PwC was objective and independent in its role as External Auditor.

Auditor assessment and reappointment

An evaluation of the External Auditor and the external audit process was undertaken in May 2023 following the completion of the external audit for the full year ended 31 December 2022.

The evaluation gathered feedback from the Committee, key executives and senior management via a questionnaire on areas of the external audit including:

- External Auditor - assessing aspects of quality control, including the external auditor's governance and leadership structure, its independence and ethics procedures and quality monitoring systems, the monitoring and improvement of audit quality, culture and resource planning;
- Risk - assessing the robustness of the external auditor's risk assessment of the business, understanding of the business model and industry, and assessment of specific fraud risks;
- Management - assessing the role that management play in ensuring the quality and effectiveness of the audit, including their support of the audit, timetabling and the provision of high quality information; and
- Audit Committee - considering the Committee's support of the audit.

Feedback from the evaluation was collated and discussed at the Committee's meeting in July 2023, without the External Auditor being present. A summary of feedback, including any areas for improvement was discussed with the External Audit Partner following the meeting. The Committee agreed that the external audit process for the year ended 31 December 2023 was effective and that PwC provides independent and objective challenge to management.

Overall, the Committee is satisfied with PwC's performance as External Auditor and a resolution to appoint PwC will be proposed at the forthcoming AGM. The Committee will assess PwC and the external audit process in relation to the 2024 financial year following its completion.

The Committee considers that, during 2023, the Company has complied with The Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 and the Audit Committees and the External Audit: Minimum Standard' published by the Financial Reporting Council in May 2023. PwC UK was appointed to the newly incorporated Trustpilot Group plc entity in 2021 and therefore the Company has time to develop its thinking as to the most appropriate timing of any future re-tender. The Committee considers that the continuation of PwC as the Company's External Auditor is in the best interests of all stakeholders given PwC's detailed understanding of the Group, and the need to ensure consistency in the Group's early years as a listed company. Notwithstanding this, the Committee will continue to keep the performance of PwC under review during this period and make recommendations accordingly.

Non-Audit Services Policy

The Company's Non-Audit Services Policy reflects the FRC's revised Ethical Standard for Auditors and is in place to ensure that the provision of non-audit services does not impair the PwC's independence. The Non-Audit Services Policy was last reviewed in March 2024 and will continue to be reviewed on an annual basis. The Non-Audit Services Policy provides the following limits which provide management with the authority to appoint the External Auditor to undertake permissible services up to a certain value, pre-approved by the Audit Committee.

One-off fee	Cumulative annual value	Approval required
Up to £25,000	£50,000	Chief Financial Officer
£25,000 – £100,000	£150,000	Chair of the Audit Committee
Over £100,000	70% of three-year average audit fees paid	Audit Committee

PwC's fees for non-audit services provided during the year ended 31 December 2023 were £134,000 (2022: £131,000), which is approximately 16.9% of the 2023 audit fee of £793,000. The non-audit fees comprised £111,000 (2022: £131,000) for PwC's review of the interim results and £23,000 (2022: £nil) for other assurance services in Denmark. PwC was engaged to provide this audit-related assurance service due to its knowledge of the Group. The Committee is satisfied that the work was best performed by PwC and that the services provided did not give rise to threats to independence.

Audit Committee report continued

The work and remit of Internal Audit

The Audit Committee is responsible for reviewing and approving the role and mandate of the Group's Internal Audit function, including monitoring and reviewing the effectiveness of its work. The Committee reviews and approves the Internal Audit Plan, and monitors the work carried out under the Plan.

Role of Internal Audit

The Internal Audit function assists management, the Audit Committee and the Board in protecting the assets, reputation and sustainability of Trustpilot by providing independent and objective assurance activities relating to Trustpilot's governance, internal controls and risk management.

The Internal Audit Charter, which is reviewed by the Committee on an annual basis, details the purpose, authority and responsibility of the Internal Audit function and is in adherence with the Professional Standards of the Chartered Institute of Internal Auditors (IIA), and the guidelines and standards of the Financial Reporting Council.

The Committee oversaw the appointment of a new Head of Internal Audit. This individual is an experienced Chartered Accountant with a listed company background and reports functionally to the Audit Committee. The Head of Internal Audit attends all meetings of the Committee and presents Internal Audit papers, including the Internal Audit Plan, the results of internal audits and the status of actions resulting from those audits. The Internal Audit function has free and unrestricted access to the Committee and the Chair of the Board, and the Committee keeps the resourcing needs of the function under regular review, including a formal annual review.

Internal Audit review	Focus and key outcomes
Internal controls over financial reporting	Review of the internal controls over financial reporting, including process-level controls and entity-level controls. The recommendations included improvements to segregation of duties and documentation of procedures.
Payroll	Review of payroll processes and controls. The recommendations included improvements to vendor monitoring, accruals, termination payments and benefits in kind.
Unit4 ERP - IT General Controls	Review of the IT General Controls (ITGCs) relating to the Unit4 enterprise resource planning (ERP) system. Internal Audit found improvement had been made to the onboarding and offboarding of users, segregation of duties, change management, and third party risk management.
Corporate Access Management	Review of the corporate access management controls related to active directory and single sign-on (SSO) access. Internal Audit found improvement had been made to the onboarding and offboarding of users, and the review of user access.

Internal Audit Plan

The Internal Audit Plan was developed with a risk-based approach as part of a three-year cycle to address the highest-rated risks and is formally reviewed on an annual basis and kept under regular review during the year. The three-year cycle prioritises the review of the highest financial, IT and cybersecurity risk areas, with areas of highest risk and lowest risk appetite being reviewed on a more frequent basis. The Internal Audit Plan is sufficiently flexible to be able to accommodate changes requested by the Audit Committee or management and to deal with unplanned events and re prioritisation of emerging risks.

During the year, significant progress was made on outstanding actions identified by the internal audits, including progress on ICFR actions, the formalisation of ITGCs for Unit4, IT access and segregation of duties, and IT ownership.

The Internal Audit function's planned audits for 2024 include:

- Climate based reporting readiness assessment
- Internal controls over financial reporting, including key systems IT general controls
- Fraud detection systems
- Sales performance management
- Data privacy

Audit Committee report continued

Internal Audit effectiveness
The Committee assesses the performance of the Internal Audit function on an ongoing basis. The Committee undertook a review of the effectiveness of the Internal Audit Function in April 2023. In its discussions on the effectiveness of the function, the Committee took into consideration the revised Internal Audit Plan, the quality of reports received from the Internal Audit function, the quality, experience and expertise of the Head of Internal Audit and the resourcing needs of the function. The Committee concluded that the Internal Audit function remained effective in providing assurance over the Group's risks and controls, and continued to meet the expectations of the Internal Audit Charter.

Systems of risk management and internal control

The Board has overall responsibility for risk management across the Group and for determining the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term objectives. The Board is also responsible for ensuring that Trustpilot has an effective risk management framework. The Audit Committee keeps under review the Group's systems of risk management and internal control, and provides the Board with a report on their effectiveness. The systems of risk management and internal control have been in place for the year under review and up to the date of the approval of this annual report.

At its meeting in March 2024, the Committee reviewed the assurance map prepared by the Risk and Internal Audit functions and approved by the ELT which provided the Committee and the Board with an overview of the Group's risk management and control framework and the form of assurance obtained over key reported information, including the Group's principal risks and the KPIs and disclosures contained within the annual report.

The Committee regularly reviews the Group's Risk Plan and considers any proposed changes to the Plan during the year. The engagements completed during 2023 include those set out in the table on page 134.

Following the Enterprise Risk Assessment ("ERA") in 2022, the Risk function has worked towards embedding a risk conscious culture within the Group as part of the ongoing Risk Maturity Assessment framework. The risk function's work in this regard has included reviewing the outputs of the ERA and assigning maturity ratings to functions across the Group to assist in identifying clear action plans to improve risk maturity. Output from the ERA assists the Internal Audit function in the development of the Internal Audit Plan. During 2023, the Risk function has continued to work with the business on training and certification, aligning commercial processes, improving the management sales performance and further improving the culture within the commercial function.

During the year, the risk function has reported to the Committee on its work with risk champions in regularly reviewing the Group's principal risks and uncertainties which has included assessing the effectiveness of risk responses, calibrating risk scoring, and reviewing risk trends and proposed mitigations.

Information on the Group's principal and emerging risks, and a description of how risk is identified, evaluated and managed at Trustpilot is set out on pages 90 to 95 of the Strategic report.

The Committee receives regular updates on the work undertaken by the Risk and Internal Audit functions to formalise the Group's internal controls. Following the Group's review of internal controls over financial reporting, which was reported in 2023, the Committee is satisfied that the existing internal control environment adequately manages the key risks. This was further supported by the assertion provided in 2022, by our external consultants who performed the review, Mazars. Going forward, the Group has a plan to integrate the review of our internal controls over financial reporting into our business as usual ("BAU") processes, rather than engage external help. This further embeds risk management into the first line of defence, ensuring regular review of risks as part of any changes to our key financial processes. In addition to this, the annual risk plan will be designed to continuously review the Group's systems of risk management.

Audit Committee report continued

Systems of risk management and internal control

Risk engagement	Focus and key outcomes
Building oversight over our principal risks and uncertainties	Development of a plan for each of the thematic principal risk areas, including detailing key areas of responsibility and information on the management of the risk. We work with key stakeholders across the first line of defence (1LoD) to identify and assess the risks most prominent to their functions. This year we have appointed risk champions across all of our principal risks, providing clearer lines of accountability on managing risk. Risk champions work closely with the Risk function to continually assess risk movement, build narratives on how risks are being managed, and work on improving controls.
Embedding risk culture	A number of engagements have been undertaken during the year to support our ELT. These include: • Risk maturity assessment - We presented an initial assessment of risk maturity to the Committee in March. This assessment looked into each function's engagement with the Enterprise Risk Assessment, as well as the makeup of each functional risk register. The findings were used to inform the Risk function on the level of training required by function and have been considered as part of the appointment of risk champions. • Commercial transformation - Following a full review of our commercial lifecycle, we identified opportunities to optimise our commercial strategy. We launched a multi-faceted, commercial transformation programme to drive effective commercial delivery, scale our infrastructure, and unlock value for customers. As part of this, we have further matured our approach to commercial training, including developing trust-focused training to all Commercial Trusties. This will be rolled out as a mandatory training across all markets in 2024.
Mandatory ethics & compliance training	We actively encourage Trusties to do the right thing, even when nobody's watching. Our vision to become a universal symbol of trust for consumers and businesses means that our own conduct and reputation must be beyond reproach, and this informs all aspects of our approach to ethics and compliance. As such, we rolled out mandatory ethics and compliance training to all Trusties, and achieved a 100% completion rate amongst active Trusties eligible in the period. This further matures our risk culture as well as setting the tone around our key policies and expected behaviours.
Policy management	Overseeing the formalisation of the Group's policy management framework to ensure that Trustpilot's core policies are updated in line with the framework's recommendations, including establishing ownership, maintaining a policy library, ensuring policies follow a standard policy framework and are reviewed on a timely basis.
Speaking up	Overseeing the speaking up process (and associated tools such as the vault platform) and the management of any compliance reports that are raised.
TCFD	To help us understand and calibrate the way in which a climate risk or opportunity might affect Trustpilot, we undertook a full review of our climate-related risks and opportunities during 2023, building on the impacts identified in our inaugural scenario analysis which we conducted in 2022. We investigated the physical and transitional risks associated with rising temperatures, environmental regulation and policy, and shifting consumer and business priorities. For each area of risk or opportunity, we modelled the likely impact on revenue and costs and examined how we can manage the risks using the Group's existing risk enterprise risk management framework.
Risk mapping with our ELT	We facilitated a workshop for our ELT to prioritise our principal risks and uncertainties, by considering the potential impact and probability of the related events or circumstances, and the timescale over which they may occur.
Assurance map	The Risk and Internal Audit functions collaborated with the ELT to review how management, the Audit Committee, and the Board get assurance over the material disclosures in the annual report, including the principal risks and uncertainties. This will form an important piece of our systems of risk management and internal control, and will be reviewed on a regular basis as part of ongoing development of the risk framework and annual internal audit plan.

Audit Committee report continued

During the year, key controls have been performed and tested in the following processes:

Process	Covering
Entity-level controls	Processes related to control environment, risk assessment, control activities, information and communication, and monitoring activities
Development costs	Strategy, delivery and capitalisation of projects
Purchase to pay	Vendor master data, invoice processing, payment processing and period-end processing
Record to report	General ledger master data, accruals, period-end closing and management reporting activities
Order to cash	Sales, contract management, pricing, invoice issuing, accounts receivables and collections
Hire to retire	Recruitment, human resources, and payroll processes

The majority of controls are monitored in our Governance, Risk and Compliance (GRC) tool, Impero. Control owners provide regular control self-assessments based on the frequency of the control. We also perform a monthly review of the controls as an oversight activity to ensure on-time completion by control owners.

Annual review of the effectiveness of the systems of risk management and internal control

The Committee supports the Board in its annual review of the Company's systems of risk management and internal control. The annual assessment was performed in accordance with the FRC's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting. In making its recommendation to the Board that the Group's systems of risk management and internal control are effective, the Committee considered:

- the work and reporting of various management representatives providing detail and insight into specific areas of first-line risk management and internal control, including cyber security, IT and commercial;
- the work of the Group's Risk function and risk management framework, including the identification of risks, mitigation measures implemented and risk monitoring processes;
- the work of the Group's Internal Audit function, including its report on internal controls over financial reporting;
- the Group's assurance map; and
- the findings of the Group's External Auditor.

Further information on how the Group manages risks, including information on the key elements of the Group's systems of risk management and internal control can be found on pages 85 to 95.

Risk, compliance, speaking up and fraud

The Committee is responsible for reviewing and approving the Company's Risk Plan, and the policies, systems and controls in relation to the prevention of bribery and detection of fraud. Trustpilot has formal policies and measures in place to prevent bribery, corruption and fraud and employees are further supported by the Group's Code of Ethics. The Risk function reports to the Committee on ongoing work in further developing the Group's compliance culture.

In 2023, the Risk and People functions collaboratively launched our mandatory Ethics & Compliance e-learning training to all employees across the business requiring annual recertification. Training on the Company's Anti-Bribery & Corruption Policy and the Code of Ethics is included within the Company's Ethics & Compliance e-learning training. The Committee has overseen the Risk function's work in this regard and has encouraged management in promoting the completion of training across the business. The Committee is pleased to report a 100% completion rate among eligible Trusties in the period. During the year, the Risk function has also continued to work with management on improving sales processes and compliance within the commercial teams. Copies of the Group's Anti-Bribery & Corruption Policy and Code of Ethics can be found on the Company's website, investors.trustpilot.com.

In July 2023, the Committee reviewed the Group's fraud policy and discussed the new offence of 'failure to prevent fraud' that had been introduced to the UK Economic Crime and Corporate Transparency Bill. The Committee has supported management in planning for an externally facilitated Fraud Risk Assessment, including a review of the Group's fraud risk management procedures, assessment of current fraud risks and fraud risk training to be undertaken in 2024.

Audit Committee report continued

Speaking up

The Committee is responsible for the review of the adequacy and security of the Company's whistleblowing arrangements which support a culture of openness, accountability and compliance. The Company provides a 24-hour, confidential speaking up platform, Vault, which supports the Group's Speaking Up policy and provides for anonymous reporting of whistleblowing matters, legal and compliance concerns, and employee misconduct. The platform is compliant with the EU Whistleblower Directive. The Director of Risk, Assurance and ESG provides the Chair of the Audit Committee and the ELT with updates on the use of the platform and reportable incidents, including the number of incidents, the type of case, reporting method and the action taken. Any reports that are deemed to carry reputational or cultural risk, including whistleblowing incidents, are reviewed by the Chair of the Audit Committee and escalated to the Board. We did not have any whistleblowing incidents in 2023.

Throughout the year, the Risk function has continued to raise awareness around speaking up across the business, this has included regular monitoring of engagement metrics related to speaking up through our employee engagement survey, collaborating with the team at Vault directly on the launch of a new insights feature within the product, and improved reporting on speaking up incidents. No whistleblowing incidents were reported during the year and up to the date of approval of this annual report.

Data and cyber security

The Committee has received reports on cyber security matters at each of its meetings in the year and received detailed briefings on key data and cyber security matters including the Group's business continuity and disaster recovery plans. The reports provide the Committee with valuable insight into the Company's main cyber security risks, the mitigations in place, progress made, and the ongoing plan to reduce and mitigate cyber risks across the Group. The reports also provide information on data or cyber security incidents that have taken place since the previous report to the Committee.

At its meeting in March 2023, management discussed the work being done for SOC 2 preparedness which was expected to improve efficiency within the commercial function. In July 2023, management presented the results of an external assessment of the Company's cybersecurity arrangements and the key recommendations from the assessment. The Committee discussed with management the NIST scores and key strengths and challenges identified by the assessment, and discussed the most appropriate targets and roadmap for the function. Following discussion with the Committee it was agreed that the key areas for action within the scope of our "data and cyber security" principal risk, included a need to further enhance the Company's business continuity and disaster recovery plans and work in relation to SOC 2 readiness. This further strengthens the management of our data and cyber security principal risk.

The Committee has been pleased to oversee continued progress against each of the key areas identified for action. The updated business continuity and disaster recovery plans were discussed at the Committee's meeting in December 2023 and a tabletop exercise has since been undertaken that identified a number of improvements to both the incident management and business continuity and disaster recovery invocation processes, with further testing continuing throughout 2024. The Committee also ratified the Company's SOC 2 plans at the meeting on 8 February 2024, and an external assessment of the Company's cyber security maturity will be undertaken in 2024.

The Trust & Transparency Committee considers key privacy matters, including content integrity, data protection, and privacy; further information can be found on pages 136 to 138.

I hope that you find this report helpful in understanding the work of the Committee, and I welcome any feedback from shareholders in relation to the Committee and its activities.

Rachel Kentleton
Chair of the Audit Committee
18 March 2024

Trust & Transparency Committee report

Trust & Transparency

Claire Davenport
Chair of the Trust & Transparency Committee

Trust & Transparency Committee report continued

Dear shareholders

I am pleased to present the report of the Trust & Transparency Committee for the year ended 31 December 2023. This report provides a summary of the key activities and areas of focus of the Committee during the year. The Committee has held two meetings in the year to 31 December 2023. The Committee assists the Board in supporting the Company's mission to be the most trusted and most used consumer review brand, globally. The Committee's responsibilities include:

- overseeing the establishment of policies, procedures and working practices which embed trust and transparency into the Group's operations;
- considering the legislative and regulatory requirements related to digital content and governance, content integrity and safety, and privacy; and
- reviewing key areas of decision making in relation to content and platform integrity and considering the appropriateness of those decisions.

Areas of focus in 2023

During the year, the Committee undertook a deep-dive on Trust & Transparency across the Group, including the role of the Trust & Transparency function in safeguarding and enhancing the Company's reputation for trust, measuring the impact of trust across the business and agreed key areas of focus for trust matters in 2024. The Committee supports the Board in driving forward the trust agenda and reports to the Board on the key matters arising from the Committee's meetings. We have continued to oversee significant progress against key trust objectives, particularly in relation to detecting the work of fake review sellers on the platform, automated consumer verification and proactive litigation, as well as Trustpilot's wider industry level influence and impact to improve trust in online reviews as a founding member of the Coalition for Trusted Reviews. Additional information on the Company's work in relation to trust and transparency can be found on pages 43 to 47 of the Strategic report and in the Company's Transparency Report, a copy of which can be found on the Company's website, investors.trustpilot.com.

I hope that you find this report helpful in understanding the work of the Committee, and I welcome any feedback from shareholders in relation to the Committee and its activities.

Committee members

- Claire Davenport (Chair and member of the Committee from 1 January 2024)
- Zillah Byng-Thorne
- Rachel Kentleton
- Carolyn Jameson (member and Chair until 31 December 2023)
- Joe Hurd (until 10 October 2023)
- Angela Seymour-Jackson (until 10 October 2023)
- Tim Weller (until 23 May 2023)

Committee key duties

The key responsibilities of the Committee include oversight of the following:

- Policies, procedures and working practices to embed trust and transparency across the Group
- Legislative and regulatory requirements related to digital content and governance, content integrity, and safety, privacy and security
- Key decisions taken by management in relation to trust and transparency, including those which highlight opportunities for policy or process improvements
- The annual Transparency Report, including reviewing the measures taken to improve the trust and transparency of the Company's platform

The Committee's Terms of Reference can be found on the Company's website, investors.trustpilot.com.

Trust & Transparency Committee report continued

Composition of the Committee and attendance

Following 2023's external Board evaluation process, it was agreed that an independent Non-Executive Director would Chair the Committee. Accordingly, Claire Davenport succeeded Carolyn Jameson as Committee member and Chair from 1 January 2024. During 2023, Tim Weller was a Committee member until retiring from the Board on 23 May 2023 and Angela Seymour-Jackson and Joe Hurd were members until 10 October 2023. In addition to Claire, Zillah Byng-Thorne and Rachel Kentleton, both independent Non-Executive Directors, are Committee members. The Company Secretary is Secretary to the Committee. Biographies of the Committee members can be found on pages 104 to 106.

Meetings

The Committee meets routinely twice per year. Details of attendance at the Committee's meetings during 2023 can be found on page 103. An agenda is prepared in advance of each meeting and is reviewed by the Chair of the Committee and key matters discussed at the Committee meetings are reported to the Board by the Chair of the Committee at subsequent Board meetings.The following individuals were invited to the Committee during 2023 to present on their areas of expertise:

- Chief Trust Officer
- VP, Legal & Privacy (Data Protection Officer)
- VP, Trust & Safety
- Head of Public Affairs
- Senior Director, Content Integrity
- Director of Policy & Disputes
- Senior Director, External Communications

Committee evaluation

The Committee's performance was assessed as part of the annual Board evaluation process which was externally facilitated by Russell Reynolds. The Board evaluation confirmed that the Committee was considered to be operating effectively and provided assurance to the Board on trust & transparency matters. As noted, the evaluation recommended that an independent Non-Executive chair the committee, which was effected from 1 January 2024.

The Committee's main activities for the year ended 31 December 2023 are summarised below.

Policies, procedures and working practices to embed trust and transparency

The Committee has continued its work in overseeing management's progress in reducing fake or misleading reviews and in growing trust by keeping genuine reviews on the platform. This has included further developing our automated software to improve the accuracy of removal of suspicious reviews, ensuring more genuine reviews remain online and are not removed through our flagging processes, and how we can use generative AI tools to improve consistency and efficiency of our content related decision making. The Committee reviewed the T&T AI strategy and focus on efficiency gains in legal operations, and accuracy and clarity of content based decision-making supported by generative AI. The Committee recognised the operational benefits of adopting generative AI and discussed the risks and challenges posed by adoption of nascent, and rapidly evolving new technologies. Further information on how we protect the integrity of our platform can be found on page 91 of the Strategic report.

Legislation and regulation

The Committee received updates from management on key regulatory and legislative developments, including the UK's Online Safety Bill, the EU's Data Act, and proposals for a new Digital Markets, Consumer and Competition Bill which would grant new powers to the UK Competition and Markets Authority (CMA) to tackle fake reviews. We were pleased to meet the first reporting window under the EU's Digital Services Act which came into force in November 2022. The Head of Public Affairs updates the Committee on the Company's engagement with regulators, industry bodies and other stakeholders in relation to content integrity and other consumer-facing developments in regulation and legislation. This has included updates on developments related to Artificial Intelligence and the EU's proposed AI Act. The Committee discussed data protection and privacy matters and considered the Group's Data Ethics and Artificial Intelligence Policy.

Litigation and disputes

Management provides the Committee with updates on its work to improve the integrity of Trustpilot's platform. This has included information on proactive litigation against businesses posting fake or misleading reviews, investigations and actions taken. The Committee has been pleased to see an increase in proactive litigations in the past year. The Committee has also received updates on the work of management in its defence of actions filed against the Company in relation to user generated content and activity on the platform.

Key decisions taken by management in relation to trust and transparency

The Committee considered data and trends relating to content integrity, including a breakdown of flagged reviews detailing the reasons for flagged reviews and the time taken to respond to customers and consumers. The Committee also received updates on key decisions taken by management that positively impacted trust, including those that have highlighted particular opportunities for policy or process improvements. This included a review of plans to reduce the number of reviews removed through flagging processes where businesses did not recognise reviewers, the use of AI to support content moderation activities, and action being taken to manage an increase in consumer and business contacts and improve ticket response times.

Transparency Report

The Transparency Report provides insight into the actions that the Company is taking to protect and promote trust online. This year it was agreed that the publication of the Transparency Report would be delayed to early 2024 to allow for an opportunity to include data on a flagship project to reduce flagging of reviews reported as not based on a genuine experience.

Claire Davenport
Chair of the Trust and Transparency Committee
18 March 2024

Remuneration Committee report

Angela Seymour-Jackson
Chair of the Remuneration Committee

Remuneration Committee

As Chair of the Remuneration Committee, I am pleased to present our 2023 Directors' Remuneration Report on behalf of the Board.

Remuneration Committee report continued

Annual statement from the Chair of the Remuneration Committee

As Chair of the Remuneration Committee, I am pleased to present our 2023 Directors' Remuneration Report on behalf of the Board.

The year has seen significant change in the business, with Peter Holten Mühlmann stepping down as CEO and transitioning to a Non Executive Director role, the appointment of Adrian Blair as the new CEO and Zillah Byng-Thorne succeeding Tim Weller as Chair. The Remuneration Committee has carefully considered all the decisions that needed to be made around this transition.

The Directors' Remuneration Policy was approved at the AGM on 25 May 2022 and we are not proposing any changes to the Policy for 2024. This report is, therefore, split into two sections:

- This annual statement, which summarises the work of the Committee and our approach to remuneration.
- The annual report on remuneration, which sets out the remuneration arrangements and incentive outcomes for 2023, and how the Committee intends to implement the Policy in 2024.

Committee members

- Angela Seymour-Jackson
- Claire Davenport
- Joe Hurd (from 11 October 2023)
- Rachel Kentleton (until 11 October 2023)

Committee key duties

- Determine remuneration for the Executive Directors, Executive Leadership Group and the Chair.
- Determination and oversight of share awards under the Group LTIP and RSP.
- Determine performance conditions for the annual bonus and LTIP.
- Review workforce remuneration and related policies.

The Committee's Terms of Reference can be found on the Company's website, investors.trustpilot.com.

In arriving at our decisions during the year, the Committee has been careful to consider principles of good governance and taken account of the provisions of the UK Corporate Governance Code and will continue to do so, including the expectations set out in Provision 40 of the Code:

- **Clarity**: Our remuneration framework is structured to align the interests of Executive Directors with those of our shareholders. Our Policy is transparent and has been well communicated to our senior executive team, shareholders and representative bodies.
- **Simplicity**: Our remuneration framework has been designed to be straightforward to communicate and operate.
- **Risk**: Our incentives have been structured to ensure that they are aligned with the Board's system of risk management and risk appetite. This is achieved through, for example, maintaining an appropriate balance between fixed and variable pay, and the operation of bonus deferral, LTIP holding periods, shareholding guidelines and robust recovery and withholding provisions.
- **Predictability**: Our incentive plans are subject to individual caps on grant, with our share plans also subject to market-standard dilution limits. The Committee has full discretion to alter the pay-out level or vesting outcome, to ensure payments are appropriately aligned with the underlying performance of the Company.
- **Proportionality**: There is a clear link between individual awards, delivery of strategy and our long-term performance, and our Policy has been designed to ensure that Executive Directors are not rewarded for failure. This is achieved in several ways, including through shareholding guidelines; through the link between the measures we set for our incentive arrangements and the KPIs of the Company; through our ability and openness to the use of discretion to ensure appropriate outcomes; and

Remuneration Committee report continued

through the structure of our Executive Directors' contracts). Formulaic incentive outcomes are reviewed by the Committee and may be adjusted having consideration to overall Group performance and wider workforce remuneration policies and practices.

- **Alignment to culture**: Our Directors' Remuneration Policy is aligned to Trustpilot's culture and values. Specifically, the annual bonus and LTIP currently include performance measures based on trust, which is fundamental to the Company's culture and value proposition. The Committee strives to build a sustainable performance culture at the top that can cascade down throughout the Company. The Board sets the framework of KPIs against which we monitor the performance of the Company and the Committee links the performance metrics of our incentive arrangements to those KPIs. We are also keen to foster a culture of share ownership throughout the Company and operate broad participation share arrangements in pursuit of this objective.

No specific engagement on remuneration has taken place with shareholders during 2023, but we continue to consider the views of institutional shareholders and the guidance of the major shareholder representative bodies. In agreeing annual bonus out turns for the year, the Committee considered the shareholder experience and determined that the formulaic out turn was appropriate. As Chair of the Remuneration Committee, I am always available should any shareholder wish to discuss Directors remuneration arrangements. You can contact me through our Company Secretary, Anne McSherry, to arrange this.

In my role as Designated Non-Executive Director for employee engagement, I hosted a number of sessions alongside my Board colleagues to engage with Trusties in the year. In one of these sessions, I engaged specifically on executive remuneration and how this links with wider workforce pay. Joe Hurd has now taken on the role of designated Non-Executive Director for employee engagement, and together he and I will continue to engage with Trusties around remuneration in 2024.

A significant proportion of our workforce has share interests acquired through our broadly-based share plans. These consist of our pre-IPO warrants program, our Restricted Share Plan and, for Executive Directors only, our Long-Term Incentive Plan.

Our Executive Directors directly hold shares in the Company, as well as holding share interests through the warrants program and LTIP (see page 150 for details). These holdings, along with annual bonus deferral, LTIP holding periods and post-cessation shareholding guidelines, enhance the alignment of interests between our Executive Directors and shareholders, and contribute to an appropriate level of risk mitigation.

Chief Executive and Chair succession

Tim Weller stepped down as Chair of the Company with effect from 3 April 2023 and remained with Trustpilot until the AGM on 23 May 2023. Following a thorough selection process led by an independent headhunter firm, Zillah Byng-Thorne was appointed Chair on 3 April 2023, with an annual fee of GBP 225,000.

In March 2023, Peter Holten Mühlmann announced his intention to step down as CEO, but to remain in the role until a new CEO was appointed.

Following a thorough market search process Adrian Blair was appointed with effect from 13 September 2023. His remuneration arrangements are in line with the approved Policy and are summarised below:

- Base salary of GBP 550,000
- Pension contribution of up to 5% of salary (in line with UK Trusties)
- Maximum annual bonus of 150% of salary
- Annual LTIP award over shares worth 200% of salary

Taking into account relevant benchmarks, these terms were considered appropriate to secure Adrian's appointment and, accordingly, the Remuneration Committee believes they will provide good value for shareholders. It was not necessary to make any buyouts for forfeited pay on Adrian's appointment.

On stepping down as CEO, Peter took on a dual role as Founder and Non-Executive Director with effect from 13 September 2023. His fee as a Non-Executive Director is in line with other Non-Executive Directors. His annual bonus for 2023 was pro-rated for the period served as CEO only. He will receive no further annual bonus or share awards.

During the period of CEO transition, Zillah Byng-Thorne provided additional support on a range of leadership matters for the purpose of business continuity and in the period of 1 May 2023 to 31 August 2023, Zillah received a monthly fee of GBP 12,500 to reflect the related extra time commitment for the business. From 1 September 2023, Zillah reverted to her usual responsibilities and fee. These additional responsibilities in the period of transition were necessary to secure the best outcomes for shareholders and, accordingly, paying these additional fees was appropriate.

Remuneration in FY23

Base salaries for Peter Holten Mühlmann and Hanno Damm were set at DKK 4,284,571 (equivalent to USD 621,975 using yearly average FX rate) and USD 472,101, respectively, with effect from 1 March 2023, representing an annual salary review of 3% in line with other Trusties. Adrian Blair joined as Chief Executive with effect from 13 September 2023, with a base salary of GBP 550,000 (equivalent to USD 683,979 using yearly average FX rate).

The annual bonus was measured on ARR (75%), Employee Engagement (15%) and Trust (10%). The annual bonus was also subject to achieving an agreed Adjusted EBITDA underpin, which was met during the year.

The Committee believes that the formulaic out turn for the 2023 bonus of 47.4% of maximum is appropriate and did not apply discretion to amend this. Peter Holten Mühlmann's

Remuneration Committee report continued

annual bonus for 2023 was pro-rated for the period served as CEO.

The maximum annual bonus for Adrian Blair has been set at 150% of salary, with a pro-rata entitlement in 2023. For the year of appointment, it was agreed that Adrian would not be subject to the same performance metrics as the other Executive Directors, given his start date in September. Accordingly, the Remuneration Committee agreed that an annual bonus of 67% of maximum would be awarded on a pro rata basis, and believes this is an appropriate out turn given Adrian's performance in the role since appointment.

In line with our Policy, 25% of bonus outcomes for the Executive Directors are required to be deferred in shares for two years.

The 2021 LTIP will vest in March 2024, based on ARR and Trust performance to 31 December 2023 and relative TSR performance to 25 March 2024. ARR and Trust have been measured over three years to 31 December 2023 and these measurements are now final. TSR is measured over three years from grant, and so the final performance measurement has not yet been undertaken. Based on measurement to the year-end, we estimate that 26.3% of the 2021 LTIP will vest, and the Remuneration Committee believes this would represent an appropriate out turn.

In line with our normal practice, an award under the LTIP was made to both Peter Holten Mühlmann and Hanno Damm over shares worth 200% of base salary in March 2023. This award will be measured on relative TSR (75%) and Trust (25%) over three years, vesting in March 2025. An award over shares worth 200% of salary was granted to Adrian Blair in September 2023 with the same performance measures and performance periods as the March 2023 awards. A further two-year holding period will apply to any shares vesting under the LTIP to the Executive Directors.

Overall, the Remuneration Committee is satisfied that the Policy operated as intended in 2023 with regard to quantum and performance. In our view, executive remuneration in the year was appropriate, and the annual bonus out turn and forecast LTIP out turn fairly reflect the Company's performance. Total remuneration for the Executive Directors was in line with the Committee's intended operation of the Policy, given performance, and believes that the ratio of CEO to employee pay is appropriate.

Implementation of Directors' Remuneration Policy in FY24

No significant changes are proposed to executive remuneration for 2024. The Directors' Remuneration Policy was approved by an overwhelming majority of shareholders in May 2022 and we will continue to operate within this Policy in 2024.

The base salary for Adrian Blair will be unchanged in 2024 at £550,000, and for Hanno Damm will increase by 3% with effect from 1 April 2024, slightly below the increases for the majority of Trusties.

The maximum annual bonus opportunity will continue to be 150% for Adrian Blair and 125% of salary for Hanno Damm, with 25% of bonus outcomes deferred in shares. For 2024, the bonus measures will be ARR (50%), Economic EBITDA (30%), Trust (10%) and employee engagement (10%). Additionally, an Adjusted EBITDA underpin will apply under which annual bonus will be reduced, potentially to zero, to the extent that the underpin is not met.

LTIP awards will be granted in 2024 over shares equal to 200% of salary. The Remuneration Committee believes that this award level remains appropriate for 2024. The 2024 awards will vest on the third anniversary of grant, with a further two-year holding period applying to the Executive Directors. The performance measures for 2024 will be relative TSR (75%) and Trust (25%).

The Committee believes that these structures remain appropriate, and that the chosen performance metrics will support Trustpilot's continuing growth and the creation of shareholder value.

Conclusion

We remain committed to a responsible approach to executive pay, as I trust our approach for 2023 and 2024 demonstrates. The Committee recognises the importance of developing a close relationship with shareholders in facilitating its work in developing our pay arrangements. I am happy to meet or speak with shareholders if there are any questions or feedback on our approach to executive remuneration or this report. I will be attending the AGM on 21 May 2024 and would welcome your questions – and you can also contact me through our Company Secretary, Anne McSherry.

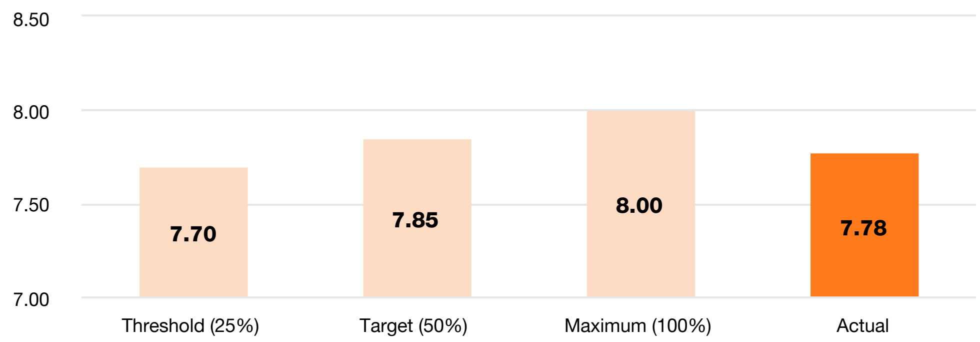
At the AGM on 21 May 2024, Shareholders will be asked to approve an advisory resolution to approve both this annual statement and the annual report on remuneration. I look forward to receiving your support.

Angela Seymour-Jackson
Chair of the Remuneration Committee
18 March 2024

Remuneration Committee report continued

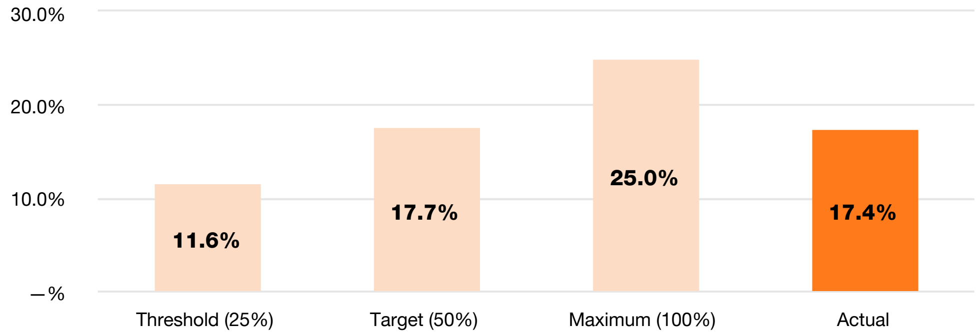
Summary of Executive Directors' Remuneration in FY23

Employee Engagement (15%)

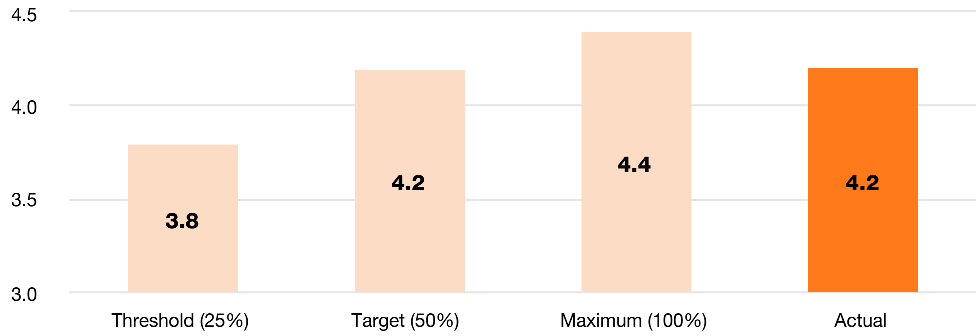


Summary of FY23 annual bonus results

ARR (75%)



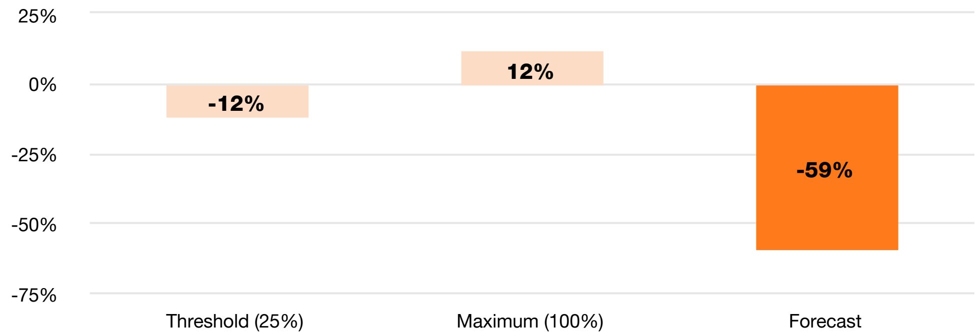
Trust Measure (10%)



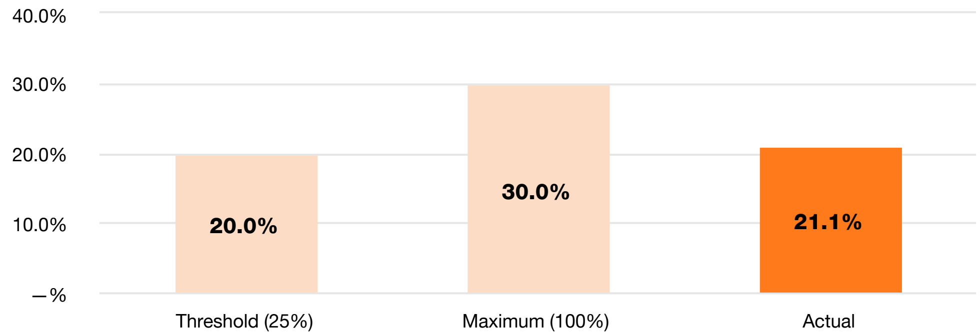
Remuneration Committee report continued

Summary of FY21 LTIP results

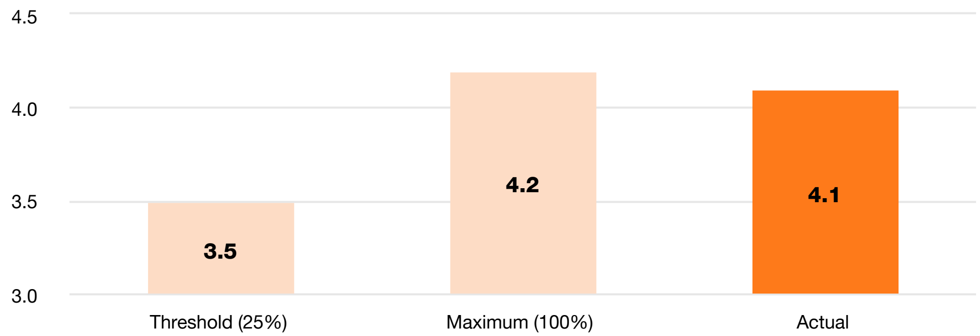
TSR (55%)



ARR (25%)



Trust Measure (20%)



Remuneration Committee report continued

Our pay principles

Promotion of the long-term success of the Group

- Aligned with our culture and values
- Clear and simple
- Aligned with the interests of shareholders and other stakeholders
- Performance related and linked to our KPIs
- Competitive but not excessive

Implementation of our Directors' Remuneration Policy in 2024

Fixed pay	Salary	• CEO – GBP 550,000 (no change) • CFO – USD 486,264 (+3%)
	Pension	• CEO – 5% • CFO – 4%, subject to US 401k limits
	Benefits	• Entitlement to private medical insurance, life insurance and income protection insurance, depending upon location
Annual bonus	Maximum	• CEO – 150% of salary per annum • CFO – 125% of salary per annum
	Performance measures	• ARR (50% weighting); Economic EBITDA (30%); Trust measure (10%); employee engagement (10%). Economic EBITDA is Adjusted EBITDA less capitalised software development costs, capitalised commission and lease payments • The payment of an annual bonus is subject to achievement of an Adjusted EBITDA underpin. Annual bonus will be reduced, potentially to zero, to the extent the underpin is not achieved
	Operation	• For Executive Directors, 25% deferred into shares for two years • Recovery and withholding provisions operate
Long-Term Incentive Plan	Award level	• CEO – 200% of salary per annum • CFO – 200% of salary per annum
	Performance measures	• Relative TSR (75%); Trust measure (25%)
	Operation	• Performance measures over three years • For Executive Directors, a two-year additional holding period applies to shares acquired pursuant to vested awards (net of shares equal to any tax liability and nominal cost of acquisition) • Recovery and withholding provisions operate
Share ownership guidelines	In-employment guideline	• 200% of salary
	Post-cessation guideline	• 200% of salary to be held for two years post-employment

Remuneration Committee report continued

Annual report on remuneration

Role and composition of the Remuneration Committee

The Board is ultimately accountable for executive remuneration and delegates this responsibility to the Remuneration Committee. The Committee is responsible for developing and implementing a Directors' Remuneration Policy which supports the Group's strategy, and for determining the Executive Directors' individual packages and terms of service together with those of the other members of senior management (including the Company Secretary). When setting the remuneration terms for Executive Directors, the Committee reviews and has regard to workforce remuneration and related policies, and takes close account of the remuneration-related provisions of the UK Corporate Governance Code, including the requirements relating to clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture.

The Committee is formally constituted and operates on written terms of reference, which are available on the Company's website at investors.trustpilot.com.

The Committee currently comprises Angela Seymour-Jackson (Chair), Claire Davenport and Joe Hurd. Rachel Kentleton stepped down as a member of the Committee with effect from 11 October 2023 and Joe Hurd joined the Committee on this date. Details of attendance at meetings during the year are set out on page 103.

Attendance at meetings is also extended by invitation of the Committee to the Chair of the Board, CEO, CFO, Chief People Officer, Head of Reward and the Company Secretary, as required, who are consulted on matters discussed by the Committee, unless those matters relate to their own remuneration. The Deputy Company Secretary acted as Secretary to the Committee during 2023 and until 26 February 2024. Since this time, the Company Secretary now acts as Secretary to the Committee. Advice or information is also sought directly from other employees where the Committee feels that such additional contributions will assist the decision-making process.

The Committee is authorised to take such internal and external advice as it considers appropriate in connection with carrying out its duties, including the appointment of its own external remuneration advisors. During the year, the Committee was assisted in its work by FIT Remuneration Consultants LLP.

FIT was appointed by the Committee in September 2019 following a tender process and has provided advice in relation to general remuneration matters and the design of the Directors' Remuneration Policy. Fees paid to FIT in relation to advice provided to the Committee during the year to 31 December 2023 and were GBP 79,447 (excluding VAT), charged on a time/cost basis (compared with GBP 156,778 in 2022). FIT did not provide any other services to the Group. FIT is a member of the Remuneration Consultants Group and, as such, voluntarily operates under the code of conduct in relation to executive remuneration consulting in the UK. The Committee is satisfied that the advice they received from FIT was objective and independent.

The Committee considered the following main items during the year to 31 December 2023:

- Review and approval of the remuneration packages for our current Executive Directors and Executive Committee members.
- Agreeing remuneration arrangements for Peter Holten Mühlmann on stepping down as Chief Executive and taking up his new role.
- Agreeing remuneration arrangements for Adrian Blair on his appointment as Chief Executive.
- Agreeing remuneration arrangements for Zillah Byng-Thorne on her appointment as Chair, and agreeing additional remuneration for a temporary period while she stepped in to support the CEO transition.
- Setting of annual bonus and long-term incentive plan measures for 2024.
- Reviewing the approach to all-employee reward and Trustpilot's Gender Pay Gap report.
- Granting awards under the RSP to employees.
- Monitoring of external market practice and developments in the governance expectations of institutional shareholders and shareholder representative bodies.
- Determining the bonus outcomes under the FY23 bonus plan.

The information that follows has been audited (where indicated) by the Company's auditors, PricewaterhouseCoopers LLP.

Single total figure of remuneration for each Director (audited)

The table below reports the total remuneration receivable by those Directors who performed qualifying services during the year to 31 December 2023. For comparison, 2022 figures are shown. The information that follows has been audited (where indicated) by the Company's auditors, PricewaterhouseCoopers LLP.

Remuneration Committee report continued

		Base salary / Fees $ '000	Benefits[1] $ '000	Annual bonus[2] $ '000	Long-term incentives[3] $ '000	Pension[4] $ '000	Total $ '000	Total fixed $ '000	Total variable $ '000
Executive Directors									
Adrian Blair[5]	**2023**	**205**	**10**	**205**	**–**	**10**	**430**	**225**	**205**
Peter Holten Mühlmann[6] (Executive role)	**2023**	**444**	**–**	**263**	**136**	**13**	**856**	**457**	**399**
	2022	589	–	263	–	18	870	607	263
Hanno Damm	**2023**	**470**	**36**	**278**	**94**	**13**	**891**	**519**	**372**
	2022	458	33	204	–	9	704	500	204
Non-Executive Directors									
Zillah Byng-Thorne[7]	**2023**	**298**	**7**	**–**	**–**	**–**	**305**	**305**	**–**
	2022	24	–	–	–	–	24	24	–
Tim Weller[8]	**2023**	**99**	**–**	**–**	**–**	**–**	**99**	**99**	**–**
	2022	247	–	–	–	–	247	247	–
Peter Holten Mühlmann[6] (Non-Executive role)	**2023**	**25**	**–**	**–**	**–**	**–**	**25**	**25**	**–**
Angela Seymour- Jackson	**2023**	**95**	**–**	**–**	**–**	**–**	**95**	**95**	**–**
	2022	93	–	–	–	–	93	93	–
Claire Davenport	**2023**	**83**	**–**	**–**	**–**	**–**	**83**	**83**	**–**
	2022	80	–	–	–	–	80	80	–
Rachel Kentleton	**2023**	**95**	**–**	**–**	**–**	**–**	**95**	**95**	**–**
	2022	93	–	–	–	–	93	93	–
Joe Hurd	**2023**	**83**	**–**	**–**	**–**	**–**	**83**	**83**	**–**
	2022	80	–	–	–	–	80	80	–
Mohammed Anjarwala[9]	**2023**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	2022	–	–	–	–	–	–	–	–
Ben Johnson[9,10]	**2023**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	2022	–	–	–	–	–	–	–	–
Total	**2023**	**1,897**	**53**	**746**	**230**	**36**	**2,962**	**1,986**	**976**
	2022	1,664	33	467	–	27	2,191	1,724	467

1 Non-salary benefits included the provision of a company-paid telephone and, for Hanno Damm, life and health insurances. Zillah Byng-Thorne additionally receives £1,000 gross per month as a contribution towards the costs of a personal assistant or other administration service.
2 The annual bonus pay-out was based on an outcome of 47.4% of the maximum bonus opportunity. Further details on how this pay-out was determined are set out below. No element of annual bonus is attributable to share price appreciation. 25% of annual bonus is deferred in wholly-owned shares for two years.
3 The 2021 LTIPs will vest on 26 March 2024, based on ARR and Trust performance to 31 December 2023 and TSR performance to 25 March 2024. As the performance period for the ARR and Trust measures ended in the financial year, we have presented a forecast out turn based on performance to 31 December 2023 and the three-month average share price to this date of GBP 1.17654. If the final vesting out turn or share price differ from those used to estimate the value shown then we will true these values up in next year's report. No element of the LTIP is attributable to share price appreciation.
4 The amount of employer contribution or cash in lieu, based on a fixed percentage of base salary. Adrian Blair received £4,583 in employer contribution during the year and £2,292 cash in lieu, Hanno Damm received employer contributions only during the year, and Peter Holten Mühlmann received cash in lieu of a contribution.
5 Adrian Blair joined the company as CEO on 13 September 2023 and so these figures do not represent a full financial year.
6 See below for details of Peter Holten Mühlmann's remuneration arrangements.
7 Zillah Byng-Thorne acted as Deputy Chair and Chair Designate and was appointed Chair with effect from 3 April 2023. As explained on page 141, Zillah provided additional support on a range of leadership matters during the period of CEO transition for the purpose of business continuity and in the period of 1 May 2023 to 31 August 2023, Zillah received a monthly fee to reflect the related extra time commitment for the business. From 1 September 2023, Zillah reverted to her usual responsibilities and fee.
8 Tim Weller stepped down as Chair with effect from 3 April 2023 and resigned from the Board at the AGM on 23 May 2023.
9 Mohammed Anjarwala and Ben Johnson are shareholder-appointed Directors and do not receive any fee in respect of their appointment as Non-Executive Directors.
10 Subsequent to the year-end, it was announced that Ben Johnson would retire from the Board on 10 February 2024.

Remuneration Committee report continued

Remuneration arrangements for Peter Holten Mühlmann (audited)

In March 2023, Peter Holten Mühlmann announced his intention to step down as CEO, but to remain in the role until a new CEO was appointed. On stepping down as CEO, Peter took on a dual role as Founder and Non-Executive Director with effect from 13 September 2023.

His fee as a Non-Executive Director is in line with other Non-Executive Directors. His annual bonus for 2023 was pro-rated to the period served as CEO. He will receive no further annual bonus or share awards. His in-flight Warrants and LTIP awards will continue to vest on their usual terms.

Annual bonus for the year ending 31 December 2023 (audited)

For FY23, Peter Holten Mühlmann and Hanno Damm were eligible for an annual discretionary cash bonus of up to 125% of salary, whereby performance objectives were established at the beginning of the financial period by reference to suitably challenging corporate goals over the 12-month period. These comprised targets based on a mix of financial and strategic non-financial performance measures.

An Adjusted EBITDA underpin of $7m applied to the annual bonus in 2023. This underpin was achieved and so there was no impact on the annual bonus.

The performance-related outcomes were as follows:

Metric	Weighting (% of max bonus)	Threshold (25% of max)	Target (50% of max)	Max	Actual performance	Pay-out (% of max)	Outcome[2] (% of weighting for this metric)
ARR growth[1] (%)	75%	11.6%	17.7%	24.7%	17.4%	48.8%	36.6%
Employee Engagement	15%	7.7	7.85	8.0	7.775	37.5%	5.6%
Trust measure	10%	3.8	4.2	4.4	4.21	51.5%	5.2%
Total	–	–	–	–	–	–	47.4%

1 For the purposes of measuring the ARR metric and to maintain consistency, the exchange rates used in setting the target were used in measuring the actual performance against that target
2 25% of bonus is deferred in shares for two years. No further performance conditions will apply to this deferred element of bonus.

Adrian Blair's maximum annual bonus was set at 150% of salary. For the year of appointment, it was agreed that Adrian Blair would not be subject to the same performance metrics as other Executive Directors, given his start date in September. Accordingly, the Remuneration Committee agreed that an annual bonus of 67% of maximum would be awarded on a pro rata basis, and believes that this is an appropriate out turn given Adrian's performance in the role since appointment.

LTIP awards with performance periods ending in the year (audited)

Both Peter Holten Mühlmann and Hanno Damm received LTIP awards in 2021, shortly following the IPO, based on TSR, ARR growth and Trust. Peter received an award over 353,200 shares and Hanno received an award over 244,218 shares.

The ARR growth and Trust performance measures are measured over three financial years, and the performance period for these measures ended on 31 December 2023. TSR will be measured over three years to 25 March 2024, so for this performance measure we provide a forecast out turn. The long-term incentives figure in the single total figure table will be trued up next year to reflect the final performance out turn and the actual share price on the vesting date.

The performance-related outcomes and forecast were as follows:

Metric	Weighting (% of award)	Threshold (25% of max)	Max	Actual performance	Out turn (% of max)	Outcome (% of weighting for this metric)
TSR ranking vs FTSE 250 ex IT	55%	Median	Upper quartile	Below median	0%	0.0%
ARR, CAGR	25%	20%	30%	21.1%	34%	8.4%
Trust, ave star rating	20%	3.5	4.2	4.1	90%	17.9%
Total						26.3%

Any shares which vest, net of tax, will be subject to a two-year holding period.

Remuneration Committee report continued

LTIP awards granted in the year (audited)

Executive	Date of grant	Type of award[1]	Face value of award	Number of shares[3]	End of performance period
Adrian Blair	19 September 2023	Nominal-cost options	GBP 1,099,999 (200% of salary)	1,390,049	March 2026[4]
Peter Holten Mühlmann	24 March 2023	Nominal-cost options	GBP 1,017,078 (200% of salary)	999,213	March 2026[4]
Hanno Damm	24 March 2023	Nominal-cost options	GBP 778,439 (200% of salary)	764,766	March 2026[4]

1 The exercise price of awards granted during the year is GBP 0.01 per share.
2 The face value of awards for Peter Holten Mühlmann and Hanno Damm was determined using exchange rates at the date of grant, being GBP 1 = DKK 8.4246 and GBP 1 = USD 1.2130.
3 The number of shares under award was determined using the three-month average share price to the date of grant and rounded down to the nearest whole share. For the March 2023 awards this was GBP 1.0179, and for the September 2023 awards this was GBP 0.79134.
4 The TSR metric is measured over three years to 23 March 2026; the Trust Measure metric is measured over a period of three financial years ending 31 December 2025.

These awards vest based on performance against the following targets. Vesting between threshold and maximum is on a straight-line basis.

	Relative TSR	Trust Measure
Basis of measurement	TSR relative to FTSE 250 constituents (excluding investment trusts)	Average Trust rating
Threshold (25% vesting)	Median	4.0
Maximum (100% vesting)	Upper quartile	4.4

Payments for loss of office and to past Directors (audited)

No such payments were made during the year.

Peter Holten Mühlmann did not receive any payments for stepping down, although he continues to receive remuneration in his new roles. Peter was appointed a Non-Executive Director with effect from 13 September 2023 and receives fees in line with the other Non-Executive Directors. In addition, Peter remains an employee of Trustpilot in his role as Founder, although he is not eligible to participate in the annual bonus or to receive further awards under our share plans in this role. Peter will receive a pro-rata annual bonus for the period worked as CEO in 2023 and his in-flight share awards will continue on their original terms.

Remuneration Committee report continued

Statement of Directors' shareholding and share interests (audited)

The following table shows the interests of Directors and their connected persons in the Company's ordinary shares as at 31 December 2023.

	Number of shares owned outright (including connected persons)[1]	Unvested LTIP awards subject to performance conditions	Vested warrants, not subject to performance conditions	Unvested warrants, not subject to performance conditions	Shareholding as a % of salary at 31 December 2023[3]	Shareholding guideline as a % of salary	Shareholding guideline met?
Adrian Blair	183,200	1,390,049	-	-	49%	200%	No
Peter Holten Mühlmann	8,671,090[2]	1,887,731	6,068,010	3,128,268	3,207%	200%	Yes
Hanno Damm	40,000	1,406,137	4,060,524	1,564,134	604%	200%	Yes
Zillah Byng-Thorne	631,761	-	-	-	N/A	N/A	N/A
Tim Weller[4]	2,309,859	-	382,200	-	N/A	N/A	N/A
Angela Seymour-Jackson	295,480	-	253,500	-	N/A	N/A	N/A
Claire Davenport	16,040	-	-	-	N/A	N/A	N/A
Rachel Kentleton	28,971	-	-	-	N/A	N/A	N/A
Joe Hurd	12,073	-	-	-	N/A	N/A	N/A
Mohammed Anjarwala[5]	-	-	-	-	N/A	N/A	N/A
Ben Johnson[6]	-	-	-	-	N/A	N/A	N/A

1 Deferred bonus shares are included in the number of shares owned outright
2 Comprising 4,480,632 shares held personally and 4,190,458 shares held through a holding company wholly owned by Peter.
3 Comprising the value of shares owned outright and vested warrants as at 31 December 2023, calculated by multiplying the number of each by the closing share price on 31 December 2023 and, in the case of the vested warrants, deducting the aggregate warrant exercise price (being GBP 1,739,859 for Peter Holten Mühlmann and GBP 1,274,401 for Hanno Damm) and the maximum tax and social security liabilities that would have been incurred if the vested warrants had been exercised.
4 Tim Weller stepped down from the Board on 23 May 2023. The shareholdings shown are as at that date.
5 Mohammed Anjarwala is a shareholder-appointed Director for Advent International Corporation, which beneficially held 21,593,421 shares in the Company as at 31 December 2023.
6 Ben Johnson is a shareholder-appointed Director for Vitruvian Partners, which beneficially held 37,544,546 shares in the Company as at 31 December 2023.

There have been no changes to the interests shown in the table above between 31 December 2023 and 18 March 2024, other than time-based vesting of warrants in accordance with their terms as follows:

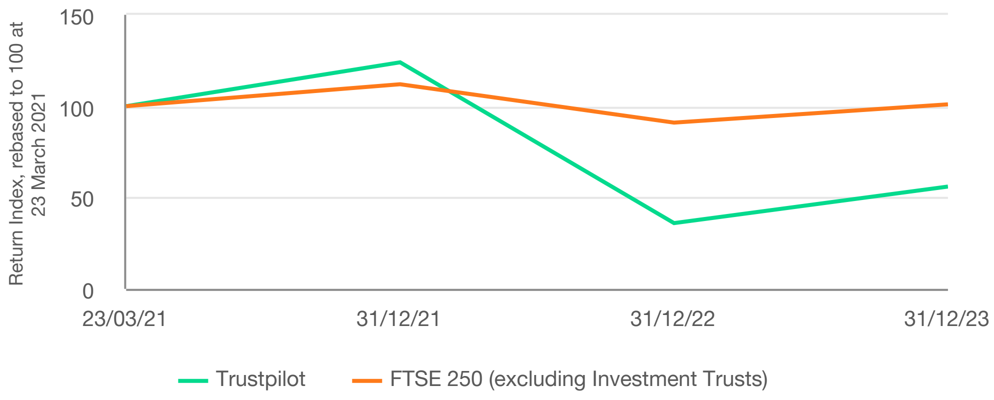
- Peter Holten Mühlmann – an additional 2,153,268 warrants have vested.
- Hanno Damm – an additional 1,076,634 warrants have vested.

Remuneration Committee report continued

Total shareholder return performance graph

The graph below shows the value at 31 December 2023 of £100 invested in the Company on 23 March 2021 (i.e. the date of conditional trading on the London Stock Exchange) compared to the value of £100 invested in the FTSE 250 Index (excluding investment trusts), making the assumption that dividends are reinvested to purchase additional equity.

The FTSE 250 Index (excluding investment trusts) has been selected as a comparator due to the Company being a constituent at IPO. This allows comparison of the Company's performance against the performance of the Index as a whole.



CEO's remuneration

The total remuneration figure for the CEO in 2023 is shown in the table below, along with the value of bonuses paid and LTIP vesting, as a percentage of the maximum opportunity. This table will build up to show 10 years' worth of data over time.

Year	CEO	CEO single figure of total remuneration $ '000	Annual bonus pay-out % of maximum	LTIP vesting % of maximum[2]
2023	**Adrian Blair**	**430**	**66.7%**	**N/A**
	Peter Holten Mühlmann	**856**	**47.4%**	**26.3%**
2022	Peter Holten Mühlmann	870	35.7%	N/A
2021	Peter Holten Mühlmann	882[1]	45.7%	N/A

1 Total remuneration for 2021 is the figure for the period from incorporation of the Company on 8 February 2021 to 31 December 2021, as shown in the single total figure of remuneration table.
2 No LTIP awards were eligible to vest during 2021 or 2022. The figure shown for 2023 is a forecast at 31 December 2023 and will be trued up next year if the final outcome is different.

CEO to employee pay ratio

The table below presents the ratio of CEO remuneration to that of the UK employees whose pay is at the 25th percentile, median and 75th percentile for 2023. Over time this table will build to include 10 years of data.

Year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2023	Option A	16 :1	12 :1	9 :1
2022	Option A	9 : 1	8 : 1	6 : 1

The Company has chosen Option A under the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) to calculate the CEO to employee pay ratio as this is the most robust of the available methodologies.

For each Trustie, total pay has been calculated in line with the single figure methodology, with data as at 31 December 2023. Non-payroll benefits are modest and have been excluded from this calculation. No other calculation adjustments or assumptions have been made.

Remuneration Committee report continued

There is a misalignment in the reporting of long-term incentives under the reporting regulations; RSUs (available to selected Trusties, excluding the Executive Directors) are not subject to performance conditions and so are included at grant; LTIPs (which form part of Executive pay) are subject to performance conditions and so it is the value at vesting which is included in these calculations.

Pay for the Chief Executive Officer is as shown in the single total figure of remuneration table on page 147. The total remuneration paid to both Adrian Blair and Peter Holten Mühlmann has been used to determine the CEO to employee pay ratio for 2023. This includes the 2021 LTIP, which is due to vest in March 2024 to Peter.

The table below shows the salary and total pay and benefits data used to calculate the 2023 CEO pay ratio. We have used an exchange rate of USD 1 = GBP 0.80412.

	25th percentile pay $ '000	Median pay $ '000	75th percentile pay $ '000
Salary	72.0	56.0	121.7
Total pay and benefits	80.7	104.3	148.6

Many Trusties working in our Commercial organisation receive commission which, under the regulations, are considered part of annual bonus. For this reason, the salary figures for the 25th percentile paid Trustie is higher than for the median paid Trustie.

The Remuneration Committee believes the median ratio to be representative of pay and progression policies for Trustpilot's UK employees as a whole and, indeed, the wider population. As anticipated, the ratio has widened in 2023. This is primarily as a result of an increase in pay for the role of CEO, as the CEO remuneration includes an LTIP vesting for the first time. Despite this, the ratio is relatively modest compared with many listed companies. Vesting for the 2021 LTIP is relatively modest at 26.3% and there was no element of share price growth for this award, and so the Committee expects that the ratio may continue to widen in future years when Adrian Blair's first LTIP is due to vest.

Variable remuneration is typically greater for more senior employees. Annual bonus opportunities as a percentage of salary are based on job level, and RSUs are granted above a certain level, with base awards increasing for more senior roles.

Percentage change in remuneration of Directors in comparison to other employees

The table below shows the percentage change from 31 December 2022 to 31 December 2023 in base salary, taxable benefits and bonus for the Executive and Non-Executive Directors compared with other employees of Trustpilot.

Trustpilot Group plc does not have any employees and so this data has been prepared using UK employees on an FTE basis.

	Percentage change (2022 to 2023)[6]		
	Salary	Benefits	Annual bonus
Adrian Blair[1]	N/A	N/A	N/A
Peter Holten Mühlmann[2]	-22%	-21%	0%
Hanno Damm	3%	10%	36%
Zillah Byng-Thorne[3]	213%	100%	N/A
Tim Weller[4]	0%	N/A	N/A
Angela Seymour-Jackson	3%	N/A	N/A
Claire Davenport	4%	N/A	N/A
Rachel Kentleton	3%	N/A	N/A
Joe Hurd	4%	N/A	N/A
Mohammed Anjarwala[5]	N/A	N/A	N/A
Ben Johnson[5]	N/A	N/A	N/A
Total for UK employees	9%	0%	24%

1 Adrian Blair joined Trustpilot on 13 September 2023.
2 The figures shown for Peter Holten Mühlmann remuneration as an Executive Director and his fees as a Non-Executive Director, with his Non-Executive Director fees converted to GBP at an exchange rate of GBP 1 = DKK 8.5667. Peter stepped down as CEO with effect 13 September, so the reduction in his salary and fees reflects his combined roles in 2023.
3 Zillah Byng-Thorne joined Trustpilot on 1 October 2022. She became Chair with effect from 3 April 2023. Zillah provided additional support for purposes of business continuity for a period of 1 May 2023 to 31 August 2023 and received an additional monthly fee for this period to reflect the additional time commitment. The percentage change shown above compares her annualised fees for 2022.
4 Tim Weller stepped down from the Board on 23 May 2023. The percentage change shown above compares his annualised fees for 2023.
5 Mohammed Anjarwala and Ben Johnson are shareholder-appointed Directors and do not receive any fee in respect of their appointment as Non-Executive Directors.
6 The percentage change figures have been calculated on a local currency basis, to ensure the data is not skewed by exchange change fluctuations.

Remuneration Committee report continued

	Percentage change (2021 to 2022)[1]		
	Salary	Benefits	Annual bonus
Peter Holten Mühlmann[2]	3%	0%	-20%
Hanno Damm[2]	3%	55%	-20%
Zillah Byng-Thorne[3]	N/A	N/A	N/A
Tim Weller	0%	N/A	N/A
Angela Seymour-Jackson	0%	N/A	N/A
Claire Davenport	0%	N/A	N/A
Rachel Kentleton	0%	N/A	N/A
Joe Hurd	0%	N/A	N/A
Mohammed Anjarwala[4]	N/A	N/A	N/A
Ben Johnson[4]	N/A	N/A	N/A
Total for UK employees	11%	0%	-15%

1 The single total figure table data for 2021 relates to the period from incorporation of the Company on 8 February 2021 to 31 December 2021. In order to provide a reasonable comparison, the percentage change in remuneration for Directors is shown on an annualised basis.
2 The percentage change figures for Peter Holten Mühlmann and Hanno Damm have been calculated on a local currency basis, to ensure the data is not skewed by exchange rate fluctuations.
3 Zillah Byng-Thorne joined Trustpilot on 1 October 2022.
4 Mohammed Anjarwala and Ben Johnson are shareholder-appointed Directors and do not receive any fee in respect of their appointment as Non-Executive Directors.

Relative importance of spend on pay

The table below shows the Group's total employee costs compared with dividends paid:

	Employee costs ($'000)[1]	Dividends ($'000)
2023	$126,906	–
2022	$109,755	–
Percentage change	15.6%	N/A

1 These figures have been extracted from note 6 to the financial statements on page 189.

Executive Directors' service contracts

The table below summarises key details in respect of the Executive Directors' contracts:

	Date of joining Trustpilot Group	Date of service contract relating to the Company	Notice period (from either party)
Adrian Blair	13 September 2023	16 July 2023	12 months
Hanno Damm	1 January 2016	23 March 2021	6 months

Remuneration Committee report continued

Non-Executive Directors' letters of appointment

The table below summarises key details in respect of the Non-Executive Directors' letters of appointment:

	Date of joining Trustpilot Group	Date of appointment to the Board of the Company	Notice period (from either party)
Zillah Byng-Thorne	1 October 2022	1 October 2022	3 months
Peter Holten Mühlmann[1]	1 April 2007	23 February 2021	3 months
Angela Seymour-Jackson	1 March 2019	23 February 2021	3 months
Claire Davenport	23 February 2021	23 February 2021	3 months
Rachel Kentleton	23 February 2021	23 February 2021	3 months
Joe Hurd	1 June 2021	1 June 2021	3 months
Mohammed Anjarwala[2]	4 March 2019	23 February 2021	3 months
Ben Johnson[2,3]	20 May 2015	23 February 2021	3 months

1 Peter Holten Mühlmann joined the Board of Trustpilot Group plc on 23 February 2021, but was appointed a Non-Executive Director with effect from 13 September 2023.
2 Mohammed Anjarwala and Ben Johnson are shareholder-appointed Directors. The relevant shareholder may direct that the Company remove its appointed director within 10 business days.
3 Subsequent to the year-end, Ben Johnson stepped down from the Board on 10 February 2024.

External appointments

Adrian Blair is appointed as non-executive Chair of Circl Learning Limited, a diverse leadership development social enterprise. He does not receive any fees for this additional role.

Hanno Damm is not currently appointed as a non-executive director of any company outside the Group.

Voting at the Annual General Meeting

At the AGM on 23 May 2023, shareholders voted on our first Directors' Remuneration Report.

	Votes For	Votes Against	Votes Withheld
2022 Directors' Remuneration Report	288,246,143 (99.50%)	1,436,022 (0.50%)	160
Directors' Remuneration Policy (25 May 2022)	283,633,633 (99.99%)	23,456 (0.01%)	1,483,601

Directors' Remuneration Policy

The Directors' Remuneration Policy for Executive and Non-Executive Directors was approved at the 2022 AGM on 25 May 2022 and will apply for the three-year period expiring at the 2025 AGM. This can be found within the Company's Annual Report and Accounts for 2021, which is available on the Company's website at www.investors.trustpilot.com/results-centre.

Remuneration Committee report continued

Implementation of Directors' Remuneration Policy

Base salary
The Committee reviews the Executive Directors' base salaries on an annual basis. Salaries were last increased with effect from 1 March 2023. From 1 April 2024, the Executive Directors will be as set out below:

	Base salary from 1 March 2023 or appointment, if later	Base salary from 1 April 2024	Increase
Adrian Blair	GBP 550,000	GBP 550,000	N/A
Hanno Damm	USD 472,101	USD 486,264	3%

Benefits and pension
Executive Directors will continue to be entitled to receive benefits that include private medical and life insurance, and will receive pension contributions equal to 5% of salary for the CEO and 4% of salary for the CFO (with CFO pension further capped at US 401k limits), in line with the Directors' Remuneration Policy.

Annual bonus
The maximum opportunity under the annual bonus plan will be 150% of base salary for the CEO and 125% for the CFO. 25% of the total bonus payment will be deferred in shares for two years.

Bonuses will be based on ARR growth (50%), Economic EBITDA (30%), Trust (10%) and employee engagement (10%). In addition, an Adjusted EBITDA underpin will apply to the annual bonus and bonus out turns will be reduced to the extent that the underpin is not achieved, including to zero. Economic EBITDA is Adjusted EBITDA less capitalised software development costs, capitalised commission and lease payments. This measure of profit incorporates elements which are important for leadership to manage and so the Remuneration Committee believes this is the most appropriate measure of profit to incentivise in-year.

The Committee has chosen not to disclose the detailed performance targets for the forthcoming year in advance as these include matters which the Committee considers commercially sensitive, as these could indicate Board expectations for 2024. Retrospective disclosure of the performance against the targets will be made in next year's annual report on remuneration to the extent the targets are not considered to be commercially sensitive at that time.

LTIP
Similar to the approach in 2023, it is intended to make LTIP awards in 2024 to the Executive Directors over shares equal to 200% of salary. The performance metrics for these LTIP awards will vest based on performance against the following targets:

	Relative TSR (75% of award)	Trust Measure (25% of award)
Basis of measurement	TSR relative to FTSE 250 constituents (excluding investment trusts)	Average Trust rating
Threshold (25% vesting)	Median	4.0
Maximum	Upper quartile	4.4

TSR has been selected as it is most closely aligned with the experience of our shareholders. TSR is a holistic measure of Trustpilot's actions to date and future prospects. Trust is at the heart of everything we do as a business and directly measures consumers' experience with our platform.

The TSR metric will be measured over three years from the relevant date of award; the Trust Measure metric will be measured over a period of three financial years ending 31 December 2026. Vesting will be determined on a straight line basis between the threshold and maximum targets.

The number of ordinary shares in the Company over which the LTIP awards are granted will continue to be based on the average of the closing middle market quotations during the three-month period preceding the relevant date of award (unless the Committee considers this inappropriate for any reason).

Remuneration Committee report continued

Non-Executive Directors' fees

The base fee for Non-Executive Directors and Chair have been increased by 3%. Non-Executive Directors' fees with effect from 1 April 2024 are as follows:

	Annual fee (£)
Chair[1,2]	231,750
Base fee[3]	69,000
Senior Independent Director[4]	10,300
Audit Committee Chair	10,300
Nominations Committee Chair	10,300
Remuneration Committee Chair	10,300
Trust & Transparency Committee Chair	10,300

1 The Chair's fee is all-inclusive; no additional fees are payable if the Chair acts as chair of a Committee.
2 Zillah Byng-Thorne additionally receives £1,000 gross per month as a contribution towards the costs of a personal assistant or other administration service.
3 Mohammed Anjarwala and Ben Johnson (to 10 February 2024) are shareholder-appointed Directors and do not receive any fee in respect of their appointment as Non-Executive Directors.
4 Angela Seymour-Jackson will receive £79,300 in aggregate.

On behalf of the Board

Angela Seymour-Jackson
Chair of the Remuneration Committee
18 March 2024

Directors' report

The Directors' report for the audited consolidated financial statements of Trustpilot Group plc for the year ended 31 December 2023 is set out on pages 157 to 160. The following additional information is incorporated by reference into this report, including information required in accordance with the Companies Act 2006 and rule 9.8.4R of the Listing Rules. The Governance report comprising pages 97 to 160 is incorporated by reference and should be read as part of this report.

Information required in accordance with the Companies Act 2006

Information	Page reference
Results and financial position for the year to 31 December 2023	Financial review on pages 79 to 82
Principal risks and uncertainties	Risk management on pages 85 to 95
Financial risk management	Financial statements – note 22 on pages 201 to 204
Greenhouse gas emissions	TCFD on pages 64 to 74
Likely future developments	Chief Executive's review on pages 16 to 23
Post-balance sheet events	Finance review on page 82 and Financial statements – note 30 on page 206
Research and development	Financial statements – note 2.6 on page 179, note 10 on page 193 and note 12 on page 194
Sustainability	Sustainability, pages 42 to 63

Disclosures required under Listing Rule 9.8.4R

Section	Information required	Page
1	Capitalised interest	N/A (nil)
2	Unaudited financial information	N/A
4	Long-term incentive schemes	148
5 to 11	Miscellaneous	N/A
12 and 13	Waiver of dividends	N/A
14	Agreements with controlling shareholders	N/A

Directors

Appointment and replacement of Directors

Information on the Directors of the Company who were in office during the year and up to the date of signing the financial statements can be found on pages 104 to 106. Adrian Blair was appointed to the Board with effect from 13 September 2023. Each of the Directors will offer themselves for either election or re-election at the Company's AGM. The process for the appointment and replacement of Directors is determined by the Company's Articles of Association, the 2018 UK Corporate Governance Code, the Companies Act 2006 and related legislation.

Directors' service contracts and remuneration

Details of the Directors' service contracts and remuneration can be found in the Directors' remuneration report on pages 139 to 156.

Directors' interests

Details of the Directors' interests in the shares of the Company can be found on page 150 of the Directors' remuneration report.

Qualifying third-party indemnity provisions and insurance

The Company has granted an indemnity to each of its Directors, to the extent permitted under the Companies Act 2006, in respect of liabilities arising out of, or in connection with, their positions with the Group. These indemnities were in force throughout the tenure of each Director and remain in force as at the date of this report. The Company maintains directors' and officers' liability insurance for the Directors and the Company Secretary.

Powers of the Directors

The powers of the Directors are determined by the Company's Articles of Association, the Companies Act 2006 and relevant UK legislation. The Directors manage the day-to-day business of the Group and may exercise all the powers of the Company provided that the Articles of Association or relevant legislation do not require that any powers must be exercised by the members.

Directors' report continued

Employees

Our Trusties are crucial to our long-term success and we recognise the importance of investing in, and rewarding our workforce. Information on how we reward and develop our employees can be found on pages 60 and 61 of the Strategic report.

The average number of employees within the Group is shown on page 189 in note 6 to the Group financial statements. During the year, we reviewed and updated our Group and Board Diversity, Equity and Inclusion Policies and made continued progress against our strategy for Diversity, Equity and Inclusion across the business. We are committed to ensuring equal opportunities for all as well as identifying where inequity exists. . We have made good progress on diversity, equity and inclusion at Trustpilot during the year. Further information can be found on pages 52 to 54.

Individuals with disabilities

Trustpilot is an equal opportunities employer and we welcome applications from all individuals, regardless of age, disability, gender identity, marital status, race, ethnicity, faith or belief, sexual orientation, socio-economic background, veteran status, or whether pregnant or on family leave. We are fully committed to supporting applications made by individuals with a disability and will make reasonable adjustments to their environment where possible depending on their needs. We are also responsive to the needs of our employees. All employees have access to our training, promotion and career development irrespective of their gender, ethnicity, age or disability. Further information on diversity at Trustpilot can be found on pages 52 to 54.

Employee engagement

We provide employees with information and regular updates on matters of concern to them and are keen to ensure that employees understand the factors affecting the Company's performance and the part that they can play in the Company's continued success. Examples of our communication with employees in this regard include global and functional 'All Hands' with Q&A from employees, regular 'Ask me Anything' sessions with the Non-Executive Directors, and weekly virtual 'Stand-up' all Company meetings with the Chief Executive Officer. Information on the Board's engagement with employees can be found on pages 113 to 115 of this Governance report and on pages 30 and 31 of the Strategic report.

As the Board considers our disclosures on engagement with employees to be of strategic importance, we report on this on pages 30 and 31 of the Strategic report and they are incorporated into this Directors' report by cross reference. Further information on the Board's engagement with employees and how the Board has had regard to employee interests, and the effect of that regard can be found on pages 113 to 115 of the Governance report. The Company is keen to encourage share ownership by employees and, although we do not currently offer an all-employee share plan, a significant proportion of our workforce has share interests acquired through our broadly-based share plans including our Warrants program, RSP and LTIP. Further information on the Company's share plans is set out in the Directors' remuneration policy which is available on the Company's website at investors.trustpilot.com.

Internal controls and risk management

Information on the Company's systems of risk management and internal controls, including those in relation to the process for preparing the consolidated accounts, can be found in the Risk management section of the Strategic report on pages 85 to 95 and in the Audit Committee report on pages 124 to 135.

Going concern

The Directors of the Company, in their detailed consideration of going concern, reviewed the work undertaken by management to support the going concern statement. In line with the disclosures in note 1.3 to the financial statements on pages 83 and 84, management has prepared monthly cash flows for an 18 month period and then sensitised for what the Directors consider to be the most severe but plausible scenario that could arise. The going concern and viability statements can be found in the Strategic report on pages 83 and 84.

Directors' report continued

Dividends

The Company has not paid a dividend for the financial year ended 31 December 2023 and does not recommend the payment of a final dividend. As set out in the Prospectus, the Company intends to retain any earnings to finance the growth and development of the business. The Company may revisit its dividend policy in the future.

Political donations

No political donations were made during 2023.

Change of control

The Group's revolving credit facility with HSBC Innovation Bank is the one significant agreement which contains provisions under which, in the event of a change of control of the Company, the Company may be required to repay all outstanding amounts borrowed. All of the Company's share plans contain provisions relating to a change of control. A summary of the effect of a change of control of the Company on the Company's share plans and how they become exercisable or due for settlement is set out below:

- LTIP – Awards will vest early and become immediately due for settlement (if conditional awards) or exercisable for a short period (if share options), subject in each case to assessment by the Remuneration Committee of performance against the performance conditions, and will normally be prorated.
- RSP – Vested portions of awards will remain due for settlement if not already settled (if conditional awards) or exercisable for a short period (if share options), but unvested portions will lapse unless the Remuneration Committee determines otherwise (in which case unvested portions will normally be prorated).
- Warrants – the Directors may determine that unvested warrants will vest early and become immediately exercisable. Warrants will lapse if they are not exercised within a short period. Replacement warrants may be offered.

Articles of Association

The Company's articles of association govern how the internal affairs of the Company are run and cover matters including the issue and transfer of shares, the conduct of Board and shareholder meetings and the removal and appointment of Directors. The Articles of Association may only be amended by special resolution at a general meeting of the shareholders. Copies of the Company's Articles of Association are available on request and can be found on the Company's website, investors.trustpilot.com.

Capital structure

The Company has one class of shares in issue which is divided into ordinary shares of £0.01 each ("Shares"). Each Share carries the right to one vote at a general meeting of the Company.

Allotments of Shares

The Company issued 3,541,820 Shares during the year to 31 December 2023 (inclusive) to satisfy obligations in relation to the Company's share plans. Further information on the Company's share capital can be found in note 21 to the financial statements on pages 200 and 201.

Rights attaching to Shares

Subject to the Company's Articles of Association, the Companies Act 2006 and other shareholders' rights, any Share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, if the Company has not so determined, as the Directors may determine. The rights and obligations attaching to the Company's Shares are set out in the Articles of Association which are available on the Company's website, investors.trustpilot.com.

Restriction on the transfer of Shares

There are no restrictions on the transfer of Shares in the Company, which is governed by the Articles of Association and legislation. The Articles of Association set out the circumstances under which the Directors may refuse to register a transfer of a Share. The Company is not aware of any agreements between shareholders that might result in restrictions on the transfer of Shares or that may result in restrictions on voting rights.

Purchase of own Shares

At the Annual General Meeting of the Company held on 23 May 2023, shareholders passed a special resolution in accordance with the Companies Act 2006 to authorise the Company to make market purchases to a maximum of 41,760,082 Shares, representing approximately 10% of the company's issued ordinary share capital on 6 April 2023. From January 2024, the Company has been utilising this authority for its share buyback programme (see page 160) and it will expire at the 2024 AGM on 21 May 2024. A resolution to renew this authority will be proposed at the 2024 AGM.

AGM

The 2024 AGM will be held at 1.00 p.m. on 21 May 2024 at 5th Floor, The Minster Building, 21 Mincing Lane, London EC3R 7AG, United Kingdom. Further information on the AGM can be found in the notice of meeting which has been circulated to shareholders and is available online at investors.trustpilot.com.

Auditor

The External Auditor of the Company is PwC. PwC has confirmed that it is willing to continue in office and, on the recommendation of the Audit Committee, a resolution for the appointment of PwC as auditor of the Company will be proposed to shareholders at the 2024 AGM. Further information can be found in the Audit Committee report on pages 124 to 135.

Directors' report continued

Disclosure of information to the auditor

In accordance with section 418 of the Companies Act 2006, the Directors confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each 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 Company's auditor is aware of that information.

Subsidiaries and branches

The Group does not have any overseas branches. A list of the Group's subsidiaries can be found in note 29 on page 206.

Carbon reduction and emissions

Trustpilot has committed to to setting science-based, independently verified emissions reduction targets. Further information on the Group's emissions and our progress on reporting against TCFD can be found in the TCFD section of the Strategic report on pages 64 to 74.

Engagement with suppliers, customers and others

The Company takes into consideration the views of suppliers, customers and other stakeholders. Information on the Board's engagement with customers and other key stakeholders can be found throughout the Strategic report on pages 30 to 31 and in the Governance report on pages 113 to 115. Information on our engagement with suppliers on modern slavery and human trafficking can be found on page 75 and supplier engagement on our scope 3 emissions can be found in the TCFD section of the strategic report on page 74.

Post balance sheet events

On 11 January 2024, Trustpilot announced the commencement of a £20 million share buyback programme. The purpose of the programme is to ensure the Group is running an efficient balance sheet and returning excess capital, not required for other priorities, to shareholders. All shares repurchased as part of the programme will be cancelled.

Additional information

The Company is a public limited company incorporated on 8 February 2021 under the laws of England and Wales. The Company is registered in England and Wales under the name Trustpilot Group plc with company number 13184807.

Corporate governance

The corporate governance statement as required by the UK Financial Conduct Authority's Disclosure Guidance and Transparency Rules (DTR 7.2.6) comprises the Additional Information section of this Directors' report and the Corporate Governance statement included in this Annual Report.

Disclosure required under Listing Rule 9.8.4R

As at 31 December 2023, the Company had been notified of the following information, in accordance with Rule 5 of the FCA's Disclosure Guidance and Transparency Rules, from holders of notifiable interests in the Company's issued share capital.

Shareholder	Number of ordinary shares	% voting rights held
Vitruvian Partners LLP	37,544,546	8.98
Seed Capital Management I/S	30,952,739	7.56
FIL Limited	29,509,656	7.13
Draper Esprit plc	25,204,514	6.13
Liontrust Investment Partners LLP	22,239,765	5.37
Advent International Corporation	21,593,421	5.25

In the period from 31 December 2023 to 18 March 2024, the Company received one notification from Liontrust Investment Partners LLP disclosing a holding of 20,199,716 voting rights (4.86%) and one notification from Vitruvian Partners LLP, disclosing an unchanged holding of 37,544,546 voting rights (9.04%).

By order of the Board

Anne McSherry
Company Secretary
18 March 2024

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, Directors must not approve the financial statements 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 102 have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

The Directors consider that the Annual report & Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the Corporate Governance section confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 102, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the Strategic report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

On behalf of the Board

Adrian Blair
Chief Executive Officer
18 March 2024

Hanno Damm
Chief Financial Officer

Financial statements

Independent auditors' report to the members of Trustpilot Group plc

Report on the audit of the financial statements

Opinion

In our opinion:

- Trustpilot Group plc's Group financial statements and Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2023 and of the Group's profit and the Group's cash flows for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Consolidated and Company balance sheets as at 31 December 2023; the Consolidated statement of profit or loss, the Consolidated statement of comprehensive income, the Consolidated and Company statements of changes in equity and the Consolidated cash flow statement for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit Committee.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' 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.

Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in Note 7 to the consolidated financial statements, 'Operating loss', we have provided no non-audit services to the Company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- The Group operates in eight countries, across nine reporting units.
- A local PwC component team was engaged to perform a full scope audit over the two significant components. The Group engagement team have performed in-person file reviews on the full scope components, which included meetings on approach and conclusions with the component teams and review of their audit files and final deliverables.
- The Group engagement team audited the Company and other centralised functions including those covering the Group corporate taxation and share-based payment plans.
- PwC Group audit team performed audit procedures over specific balances within a further two reporting units.
- In total, this accounted for 100% of Group revenue, 97% of Group total assets and 97% of Group loss before tax. The Group engagement team performed analytical procedures over the remaining out of scope components.

Key audit matters

- Revenue recognition (Group)
- Deferred tax asset recognition (Group)
- Share-based payment transactions (Parent)

Materiality

- Overall Group materiality: $1,700,000 (2022: $1,500,000) based on 1% of revenue.
- Overall Company materiality: £800,000 (2022: £620,000) based on 1% of total assets.
- Performance materiality: $1,275,000 (2022: $1,125,000) (Group) and £600,000 (2022: £465,000) (Company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Independent auditors' report to the members of Trustpilot Group plc continued

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the 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) identified by the auditors, 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, and any comments we make on the results of our procedures thereon, 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.

This is not a complete list of all risks identified by our audit.

Deferred tax asset recognition is a new key audit matter this year. Otherwise, the key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
Revenue recognition (Group) As disclosed within note 2.2 'Summary of material accounting policies - Revenue', the Group generates revenue from the sale of subscription plans, with contract terms generally for a period of 12 months, and subject to annual renewals. Invoicing typically happens upfront on an annual, quarterly or monthly basis. The provision of services under the contract are considered to be a single performance condition satisfied over the life of the contract. The consideration for the contract is inline with the contract price. Customer arrangements are assessed to ensure no other performance conditions or customer benefits arise, and that the period for revenue recognition is in line with the contract life. Incremental costs incurred in obtaining the contracts, largely relating to internal sales commissions, are capitalised where recoverable against the future revenue stream from that contract unless the expected amortisation is one year or less. Refer to note 17, 'Contract acquisition costs', for details of the balance held at the balance sheet date.	We have assessed the Group's revenue recognition policy against IFRS 15 'Revenue from Contracts with Customers'. The audit procedures we performed in relation to this matter included: • Substantively testing revenue back to contracts, invoices and cash, and ensuring that an appropriate level of revenue is deferred where invoicing is ahead of revenue recognition; • Assessing credit notes raised to validate the occurrence of revenue; • Assessing contract terms and broader customer arrangements to assess the performance obligations within the contract; and • Substantively testing commissions paid as part of acquiring the contract, considering their recoverability and assessing management's view of amortisation periods based on values paid and typical renewal periods.

Independent auditors' report to the members of Trustpilot Group plc continued

Deferred tax asset recognition (Group)
As at 31 December 2023 the Group recognised a net deferred tax asset of $12,428,000 (2022: $79,000), of which $12,347,000 (2022: $nil) is in relation to Trustpilot A/S.

The recognition of the deferred tax assets has been identified as a key source of estimation uncertainty, due to the history of losses that exist across the Group. Judgement is required to assess whether there is convincing evidence that sufficient taxable profits are available to demonstrate that unused tax losses can be utilised by the entity. The quantum to be recognised is dependent on management's estimate of future taxable profits and the timing of when these may arise.

As a result of the level of judgement and estimation in this area, this has been identified as a new key audit matter in the current year. Refer to the critical accounting estimates note, 3.1, the income tax policy in note 2.10 and note 15 for details of the deferred tax balances held at the balance sheet date.

We have evaluated management's methodology for assessing the recognition and recoverability of deferred tax assets. Where recognition is supported by the availability of sufficient probable taxable profits against which the asset can be utilised in future periods, our evaluation of these future profits considered both the business model and the applicable tax legislation. The audit procedures we performed to challenge the accounting judgements and assumptions included the following:

- Confirmed the existence of the tax losses brought forward;
- Considered whether there were any restrictions associated with the losses, including restrictions on use and time restriction for use, and the resultant period over which utilisation of those losses could occur;
- Challenged management's analysis of the utilisation of brought forward losses against forecast future profits;
- Considered confirmatory and contradictory evidence arising from our work over the Directors' viability and going concern statements to assess whether the assumptions being applied were consistent with other estimates; and
- Assessed the adequacy of the associated disclosures, in particular relating to estimation uncertainty and the basis of recoverability of the deferred tax assets.

Based on the work performed we concur that the deferred tax asset recognised in the financial statements is appropriate.

Share-based payment transactions (Parent)
The Company operated a number of share schemes which have been made available to certain employees: employee warrants, Restricted Share Plan (RSP) and the Long Term Incentive Plan (LTIP). Refer to the Remuneration Committee report, the critical accounting estimate in note 2 of the Company financial statements, the share-based payment accounting policy in note 2.22 and share-based plans note 8, to the Group financial statements for details on the share options and related charges.

The valuation of share-based payment requires a level of estimation and use of option pricing models. There is a level of estimation uncertainty in the valuation and accounting treatment of employee share awards. The total charge for the year amounts to £5,092,000 (2022: £4,747,000), predominantly relating to RSPs.

Employee share awards are settled by the Company through issue of shares and therefore where these relate to employee services provided to subsidiary companies they are accounted for as capital contribution and added to cost of investments in subsidiaries.

Refer to the Principal Accounting Policies 'Investment in Subsidiaries' for details on the capital contribution accounting for the share based payment entries. Detailed calculations are produced to calculate the allocation of the charges related to the Company, and the valuation of the unsettled social security costs based on the intrinsic value of unvested awards at the year end. Total additions to investment in subsidiary is £5,722,000 (2022: £3,788,000).

The audit procedures we performed in relation to this matter included:

- Completed sample testing over awards granted, agreeing to supporting documentation including individual award letters sent to employees and the appropriate Remuneration Committee approval;
- Considered the key assumptions in the option pricing model, and that an appropriate valuation methodology had been applied;
- For the current year expense, we have performed a recalculation of the charge based on our independent assessment of the expected level of vesting;
- We have tested the social security liability arising by recalculating the amounts arising based on the intrinsic value of the unvested share awards at the balance sheet date and applicable social security rates;
- We have evaluated the appropriateness of the disclosures made in the financial statements by reference to the audit procedures outlined above; and
- We have validated that the appropriate accounting has been applied in the Parent entity, to ensure share awards are included as an addition to investments where appropriate.

Based on the above procedures we are satisfied that these amounts have been appropriately disclosed and accounted for within the financial statements.

Independent auditors' report to the members of Trustpilot Group plc continued

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Group is organised as one operating segment. Whilst there are customers in many regions around the world, all sales transactions occur within Trustpilot A/S and Trustpilot, Inc., a Danish and US Company respectively. Results are produced through a centralised finance team, who are physically based across Denmark, the US and the UK, utilising common systems with the books and records maintained in Copenhagen, Denmark. The Group financial statements are a consolidation of nine reporting units, based in eight countries, with the two revenue generating subsidiaries being Trustpilot A/S and Trustpilot, Inc. For the purposes of the Group audit we concluded that Trustpilot A/S and Trustpilot, Inc. required a full audit of their complete financial information in order to ensure that sufficient audit evidence was obtained. Both of these reporting units were considered to be significant components due to their financial significance. These audits were performed by PwC Denmark with oversight exercised by us as the Group team. In addition, we as the Group team, performed specified procedures on the Parent Company and one further reporting unit. This provided 100% coverage over Group revenue, 97% coverage over Group total assets and 97% over Group loss before tax. The Group consolidation, financial statements disclosures and a number of centralised functions were audited by the Group engagement team. These included, but were not limited to, audit procedures on share-based payment accounting and UK and US taxation. We also performed Group level analytical procedures on all of the remaining out of scope active reporting units to identify any unusual transactions. Where work was performed by component auditors, we determined the level of involvement we needed to have in the audit work at those reporting units to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the Group financial statements. We issued formal written instructions to the component auditors setting out the audit work to be performed by them and maintained regular communication with the component auditors throughout the audit cycle. These interactions included a physical site visit and holding regular video calls, as well as reviewing and assessing any matters reported. The Group engagement team also reviewed selected audit working papers for both significant components.

The impact of climate risk on our audit

In planning our audit, we have considered the potential impact of climate change on the Group. Given the principal activities of the Group, climate risk is not expected to have a significant impact on the Group's business. As part of our audit, we have evaluated management's climate change risk assessment and the assessment of the impact of those risks on the Group financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. We note management's conclusion that there are limited transitional and physical risks, particularly in the short term and therefore they have limited current financial statement impact. We have performed procedures to evaluate the appropriateness of management's risk assessment. We considered whether the Group had any externally published environmental targets and we challenged management on any potential additional future costs when reviewing forecasts that support accounting estimates and judgements. We assessed whether there would be any key financial statement line items and estimates which could be more susceptible to be impacted by climate risks. Our procedures did not identify any material impact on either the Group financial statements or our key audit matters for the year ended 31 December 2023.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements – Group	Financial statements – Company
Overall materiality	$1,700,000 (2022: $1,500,000).	£800,000 (2022: £620,000).
How we determined it	1% of revenue	1% of total assets
Rationale for benchmark applied	We consider this to be the quantitative measure given the most attention by the Group's key stakeholders as the business is in a period of growth.	We determined our materiality based on total assets, which is more applicable than a performance-related measure as the Company is an investment holding Company for the Group.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between US$1,100,000 and US$1,500,000.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2022: 75%) of overall materiality, amounting to $1,275,000 (2022: $1,125,000) for the Group financial statements and £600,000 (2022: £465,000) for the Company financial statements.

Independent auditors’ report to the members of Trustpilot Group plc continued

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above $85,000 (Group audit) (2022: $75,000) and £40,000 (Company audit) (2022: £31,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

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

- Evaluating management’s detailed cash flow forecasts under both the base case and severe but plausible downside scenario.
- Comparison of the going concern base case forecasts to the Board approved forecasts. We also considered whether they were reasonable in light of previous performance, future expectations and management’s track record of accurate forecasting.
- Reading the key terms of all committed debt facilities to understand any terms, covenants or undertakings that may impact the availability of the facility.
- Assessing the adequacy of disclosures in the going concern statement in the notes to the financial statements in note 1.3 of the Group financial statements.

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's and the 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 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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group’s and the Company’s ability to continue as a going concern.

In relation to the Directors’ reporting on how they have 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.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors’ report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors’ report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Independent auditors' report to the members of Trustpilot Group plc continued

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 Directors' report for the year ended 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Directors' Remuneration
In our opinion, the part of the Remuneration Committee report to be audited has been properly prepared in accordance with the Companies Act 2006.

Corporate governance statement

The Listing Rules require us to review the Directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement, included within the Governance report is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The Directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The Directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the Group's and Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The Directors' explanation as to their assessment of the Group's and Company's prospects, the period this assessment covers and why the period is appropriate; and
- The Directors' statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the Directors' statement regarding the longer-term viability of the Group and Company was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the Group and Company and their environment obtained in the course of the audit.

In addition, 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 and our knowledge obtained during the audit:

- The Directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the Group's and Company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the Directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Independent auditors’ report to the members of Trustpilot Group plc continued

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they 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 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditors’ 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 auditors’ 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.

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.

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to employment laws, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006, UK Listing Rules and taxation legislation. We evaluated management’s incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the risk of management posting inappropriate journal entries to increase revenue or reduce expenditure in order to manipulate the financial performance of the Group, and the inclusion of management bias in critical accounting estimates. The Group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the Group engagement team and/or component auditors included:

- Inquiries of management, internal audit and the Group’s legal counsel, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Review of internal audit reports and the legal risk register;
- Inquiries with component auditors;
- Identifying and testing unusual journal entries which increase revenue or reduce expenditure to manipulate the financial performance of the business; and
- Assessing key judgements and estimates made by management for evidence of inappropriate bias, in particular in respect of the key audit matters noted above. Details of our procedures in these areas are included in our key audit matters above.

Independent auditors' report to the members of Trustpilot Group plc continued

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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 or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- the Company financial statements and the part of the Remuneration Committee report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Appointment

Following the recommendation of the Audit Committee, we were appointed by the Directors on 13 September 2021 to audit the financial statements for the year ended 31 December 2021 and subsequent financial periods. The period of total uninterrupted engagement is three years, covering the years ended 31 December 2021 to 31 December 2023.

Other matter

In due course, as required by the Financial Conduct Authority Disclosure Guidance and Transparency Rule 4.1.14R, these financial statements will form part of the ESEF-prepared annual financial report filed on the National Storage Mechanism of the Financial Conduct Authority in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditors' report provides no assurance over whether the annual financial report will be prepared using the single electronic format specified in the ESEF RTS.

David Teager
(Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
East Midlands
18 March 2024

Consolidated statement of profit or loss

	Note	FY23 $ '000	FY22 $ '000
Revenue	5	**176,362**	148,932
Cost of sales		**(30,914)**	(26,937)
Gross profit		**145,448**	121,995
Sales and marketing		**(50,907)**	(58,462)
Technology and content		**(50,029)**	(41,149)
General and administrative*		**(43,835)**	(37,999)
Impairment losses on trade receivables*		**(1,686)**	(1,195)
Other operating income		**391**	820
Operating loss	7	**(618)**	(15,990)
Finance income	9	**2,458**	2,459
Finance expenses	9	**(3,784)**	(1,514)
Loss before tax		**(1,944)**	(15,045)
Income tax credit for the year	10	**9,053**	401
Profit/(loss) for the year		**7,109**	(14,644)
Earnings/(loss) per share (cents)			
Basic earnings/(loss) per share	11	**1.7**	(3.5)
Diluted earnings/(loss) per share	11	**1.6**	(3.5)

*See note 1.8 for details regarding the representation.

Consolidated statement of comprehensive income

	FY23 $ '000	FY22 $ '000
Profit/(loss) for the year	**7,109**	(14,644)
Other comprehensive income/(expense)		
Items that may be subsequently reclassified to profit or loss		
Exchange rate differences on translation of foreign operations	**3,187**	(6,362)
Other comprehensive income/(expense) for the year, net of tax	**3,187**	(6,362)
Total comprehensive income/(expense) for the year	**10,296**	(21,006)

Consolidated balance sheet

	Note	As at 31 December 2023 $ '000	As at 31 December 2022 $ '000
Intangible assets	12	**7,355**	7,055
Property, plant and equipment	13	**2,756**	3,938
Right-of-use assets	14	**21,021**	23,569
Deferred tax assets	15	**12,428**	79
Deposits and other receivables	18	**2,276**	2,158
Total non-current assets		**45,836**	36,799
Trade receivables	16	**9,820**	8,275
Contract acquisition costs	17	**3,981**	—
Income tax receivables		**—**	962
Prepayments		**4,036**	3,472
Deposits and other receivables	18	**1,235**	1,816
Cash and cash equivalents	19	**91,464**	73,459
Total current assets		**110,536**	87,984
Total assets		**156,372**	124,783
Equity and liabilities			
Share capital	21	**5,338**	5,006
Share premium	21	**68,790**	64,537
Foreign currency translation reserve		**5,795**	6,602
Merger reserve		**148,854**	148,854
Accumulated losses		**(165,664)**	(179,163)
Total equity		**63,113**	45,836

	Note	As at 31 December 2023 $ '000	As at 31 December 2022 $ '000
Lease liabilities	14	**18,572**	21,243
Provisions	24	**703**	628
Other payables	25	**3,043**	2,858
Total non-current liabilities		**22,318**	24,729
Lease liabilities	14	**4,292**	3,442
Provisions	24	**369**	453
Income tax payables		**899**	44
Contract liabilities	20	**37,841**	32,210
Other payables	25	**23,059**	15,305
Trade payables		**4,481**	2,764
Total current liabilities		**70,941**	54,218
Total liabilities		**93,259**	78,947
Total equity and liabilities		**156,372**	124,783

The consolidated financial statements on pages 171 to 206 were approved and authorised for issue by the Board of Directors on 18 March 2024 and signed on its behalf by:

Adrian Blair
Chief Executive Officer

Hanno Damm
Chief Financial Officer

Registered number 13184807

Consolidated statement of changes in equity

	Note	Share capital $ '000	Share premium $ '000	Foreign currency translation reserve $ '000	Merger reserve $ '000	Accumulated losses $ '000	Total $ '000
As at 1 January 2023		**5,006**	**64,537**	**6,602**	**148,854**	**(179,163)**	**45,836**
Profit for the year		**—**	**—**	**—**	**—**	**7,109**	**7,109**
Other comprehensive income		**—**	**—**	**3,187**	**—**	**—**	**3,187**
Total comprehensive income/(expense) for the year		**—**	**—**	**3,187**	**—**	**7,109**	**10,296**
Transactions with owners							
Employee share scheme issues	21	**44**	**612**	**—**	**—**	**—**	**656**
Contribution of equity – transaction cost	21	**—**	**(65)**	**—**	**—**	**—**	**(65)**
Share-based payments	8	**—**	**—**	**—**	**—**	**6,339**	**6,339**
Related tax	10	**—**	**—**	**—**	**—**	**51**	**51**
Exchange difference on share capital and premium	21	**288**	**3,706**	**(3,994)**	**—**	**—**	**—**
Total transactions with owners		**332**	**4,253**	**(3,994)**	**—**	**6,390**	**6,981**
As at 31 December 2023		**5,338**	**68,790**	**5,795**	**148,854**	**(165,664)**	**63,113**

	Note	Share capital $ '000	Share premium $ '000	Foreign currency translation reserve $ '000	Merger reserve $ '000	Accumulated losses $ '000	Total $ '000
As at 1 January 2022		5,576	70,994	4,648	148,854	(170,618)	59,454
Loss for the year		—	—	—	—	(14,644)	(14,644)
Other comprehensive expense		—	—	(6,362)	—	—	(6,362)
Total comprehensive income/(expense) for the year		—	—	(6,362)	—	(14,644)	(21,006)
Transactions with owners							
Employee share scheme issues	21	31	1,312	—	—	—	1,343
Contribution of equity-transaction cost	21	—	(54)	—	—	—	(54)
Share-based payments	8	—	—	—	—	5,853	5,853
Related tax	10	—	—	—	—	246	246
Exchange difference on share capital and premium	21	(601)	(7,715)	8,316	—	—	—
Total transactions with owners		(570)	(6,457)	8,316	—	6,099	7,388
As at 31 December 2022		5,006	64,537	6,602	148,854	(179,163)	45,836

Consolidated cash flow statement

	Note	FY23 $ '000	FY22 $ '000
Profit/(loss) for the year		**7,109**	(14,644)
Adjustments to operating cash flows	28	**7,606**	11,865
Changes in net working capital	28	**7,372**	902
Interest received[1]	9	**2,458**	14
Interest paid	9	**(2,413)**	(1,514)
Income tax (paid)/received		**(1,253)**	679
Net cash inflow/(outflow) from operating activities		**20,879**	(2,698)
Purchase of property, plant and equipment	13	**(329)**	(3,703)
Payments for intangible assets development	12	**(3,232)**	(3,696)
Net cash outflow from investing activities		**(3,561)**	(7,399)
Principal elements of lease payments		**(3,538)**	(3,187)
Proceeds from borrowings	26	**30,000**	–
Repayment of borrowings	26	**(30,000)**	–
Proceeds from share issue	21	**591**	1,289
Net cash outflow from financing activities		**(2,947)**	(1,898)
Net cash flow for the year		**14,371**	(11,995)
Cash and cash equivalents, beginning of the year		**73,459**	93,177
Effects of exchange rate changes on cash and cash equivalents		**3,634**	(7,723)
Cash and cash equivalents at end of the year	19	**91,464**	73,459

1 Interest received includes interest income of $1,026 thousand (FY22: $14 thousand) and other similar income of $1,432 thousand (FY22: nil), refer to note 9.

Notes to the consolidated financial statements

1. General information

Trustpilot Group plc (the "**Company**") is a public company limited by shares, incorporated on 8 February 2021, domiciled in the United Kingdom and registered in England & Wales with company number 13184807, and having its registered office at 5th Floor, The Minster Building, 21 Mincing Lane, London EC3R 7AG, United Kingdom.

The activity of the Company and its subsidiaries (together, the "**Group**") consists of developing and hosting an online review platform that helps consumers make purchasing decisions and businesses showcase and improve their service. Revenue is generated from selling its software as a service ("SaaS").

1.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The consolidated financial statements have been prepared on the going concern basis and under the historical cost convention, except for money market funds that have been measured at fair value through profit or loss.

The consolidated financial statements are presented in US Dollars ("USD"). All amounts have been rounded to the nearest thousand, unless otherwise indicated.

1.2 Basis of consolidation

The consolidated financial statements include the parent company, Trustpilot Group plc, and its subsidiaries. Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Notes to the consolidated financial statements continued

1.3 Going concern

The directors of the Company (the "Directors"), in their detailed consideration of going concern, have performed a going concern assessment for the Group by preparing monthly cash flows for an 18 month period and then sensitising for what the Directors consider to be the most severe but plausible scenario that could arise. The assessment was tied to specific risks identified in the principal risk and uncertainty section including 'confidence in our commitment to trust and transparency', 'misuse of platform', 'changing and varied regulatory landscape', 'litigation and disputes' and 'macroeconomic environment'.

As at 31 December 2023, the Group has a cash and cash equivalents balance of $91,464 thousand (FY22: $73,459 thousand) with zero debt on the balance sheet. In addition to cash on the balance sheet, the Group has access to a revolving credit facility for up to $30,000 thousand (FY22: $30,000 thousand), available in multiple currencies, which has not been considered as part of headroom when considering going concern. The revolving credit facility is subject to balance sheet covenants, which are considered in the course of scenario planning.

Additionally, the Directors have evaluated the impact of a reverse stress test over a three year period meant to illustrate what would need to happen for the Group to exhaust its liquidity. Further detail can be found in the viability statement within the Strategic report on page 83.

Having considered the severe but plausible downside scenario, the Directors have a reasonable expectation that the Group has adequate resources to continue to operate for at least 18 months from the date of signing these financial statements. As a result, they continue to adopt the going concern basis in preparing the consolidated financial statements, in accordance with the Companies Act 2006 applicable to companies reporting under IFRS.

1.4 New standards and interpretations

(a) New standards and amendments – applicable 1 January 2023

The following standards and interpretations apply for the first time to financial reporting periods commencing on or after 1 January 2023:

- **Definition of Accounting Estimates - Amendments to IAS 8** – The amendments to IAS 8 clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments had no impact on the Group's consolidated financial statements.
- **Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2** – The amendments to IAS 1 and IFRS Practice Statement 2 *Making Materiality Judgements* provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's consolidated financial statements.
- **Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12** – The amendments to IAS 12 Income Tax narrow the scope of the initial recognition exception, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning liabilities. The amendments had no impacts on the Group's consolidated financial statements.
- **International Tax Reform-Pillar Two Model Rules - Amendments to IAS 12 -** The amendments to IAS 12 have been introduced in response to the OECD's BEPS Pillar Two rules and include:
  - A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
  - Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception- the use of which is required to be disclosed- applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 January 2023, but not for any interim periods ending on or before 31 December 2023.

Notes to the consolidated financial statements continued

The amendments had no impact on the Group's consolidated financial statements.

The Group did not have to change its accounting policies or make retrospective adjustments as a results of adopting these standards. There has been no material impact on the adoption of new standards during the year.

(b) New and revised IFRS Standards in issue but not yet effective
Certain new accounting standards and amendments are effective for annual reporting periods beginning after 1 January 2024, though not mandatory for annual reporting periods ending on 31 December 2023. Earlier application is permitted, however, the new or amended standards have not been early adopted by the Group. The amended standards are as follows:

- **Amendments to IFRS 16: Lease Liability in the Sale and Leaseback** – In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16. Earlier application is permitted and that fact must be disclosed. The amendments are not expected to have a material impact on the Group's consolidated financial statements.
- **Amendments to IAS 1: Classification of Liabilities as Current or Non-current** – In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:
  - What is meant by a right to defer settlement
  - That a right to defer must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The Group is currently assessing the impact the amendments will have on current practice.

- **Supplier Finance Arrangements- Amendments to IAS 7 and IFRS 7 –** In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments will be effective for annual reporting periods beginning on or after 1 January 2024. Early adoption is permitted, but will need to be disclosed. The amendments are not expected to have a material impact on the Group's consolidated financial statements.

The other amended standards and improvements are not mandatory for 31 December 2023 reporting period. The Group expects to adopt the new standards, improvements, and amendments when they become mandatory.

1.5 Use of alternative performance measures ("APMs")
The Group utilises a range of alternative performance measures ("APMs") to assess its performance and this document contains certain measures that are not defined or recognised under IFRS. The Group considers EBITDA, Adjusted EBITDA, and Adjusted EBITDA Margin to be APMs that provide meaningful, additional measures of Group performance.

The Group believes these APMs provide alternative measures by which to assess the operating performance of the Group and, together with IFRS measures, are useful in evaluating the Group's operating performance. The APMs used in this consolidated financial statements should not be considered superior to, or a substitute for, measures calculated in accordance with IFRS.

Definitions of the Group's alternative performance measures along with reconciliation to their IFRS equivalent measure are included in note 4.

Notes to the consolidated financial statements continued

1.6 Functional and presentation currency
The consolidated financial statements are presented in USD.

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the individual entity operates (the "functional currency").

1.7 Climate-related risks
When preparing the consolidated financial statements, management considers climate-related risks, where these could have a potentially material impact on the reported amounts or where climate-related risks could have an impact on items in the statement of profit and loss or on balance sheet.

In the preparation of the consolidated financial statement, it is management's assessment that climate-related risks have not had a material impact on the reported amounts for the year ended 31 December 2023.

Specifically, we have considered the following areas:

- The physical and transition risks associated with climate change; and
- The actions the Group is taking to ensure it meets carbon reduction and net zero targets.

As a result, the Group has assessed the impacts of climate change on the consolidated financial statements, and in particular, on the following areas:

- The carrying value of the Group's assets, in particular the recoverable amounts of intangible assets and property, plant and equipment; and
- Any changes to our estimates of the useful economic lives of intangible assets and property, plant and equipment.

Management are committed to reducing the Group's carbon emissions and target achieving net zero by 2050. Keeping this target in mind, the Group selects its suppliers, shares knowledge, technology and support its customers with the effort of being the driving force for change.

1.8 Representation of impairment loss on trade receivables
Impairment losses on trade receivables have been shown separately in accordance with IAS 1 'Presentation of Financial Statements'; previously these were presented within general and administrative expenses. There is no difference to the operating loss for the year ended 31 December 2022.

	FY22 As reported $'000	FY22 Reclassification $'000	FY22 Represented $'000
General and administrative	(39,194)	1,195	(37,999)
Impairment losses on trade receivables	—	(1,195)	(1,195)

2. Summary of material accounting policies
The principal accounting policies are set out below. Policies have been applied consistently, other than where new policies have been applied.

2.1 Segment reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group considers the Executive Leadership Team (ELT) to be the operating decision making body, as the ELT examines the Group's performance and makes all significant decisions regarding business development and allocation of resources.

For that purpose, a single business segment has been identified as an operating segment which is consistent with the internal reporting to the chief operating decision making body. Further information about the composition of the ELT has been provided in note 5.

There is also considered to be only one reporting segment, the results of which are shown in note 5.

Notes to the consolidated financial statements continued

2.2 Revenue

The Group generates revenue from the sale of company subscription plans, generally for a period of 12 months, where the invoicing varies from monthly to yearly. The revenue is shown net of local sales tax and customer discounts.

Revenue recognition requires an agreement with the customer, which creates enforceable rights and obligations between the parties, has commercial substance and identifies payment terms. The Group recognises revenue when it is probable that the Group will collect the consideration to which it will be entitled in exchange for the services that will be transferred to the customer.

Revenue is measured at the transaction price to which the Group expects to be entitled. The contracts are based on a single performance obligation and the transaction price is allocated to this performance obligation based on a stand-alone selling price. The Group satisfies the single performance obligation by recognising the revenue from subscriptions over time as the software service is delivered to customers according to the subscription period. Contracts primarily utilise quarterly or annual billing frequency with payment terms typically between 8 and 90 days.

The Group contracts with its customers to provide access to, and use of, its "software-as-a-service" product over the term defined in the contract. Specific product features accessible by customers are determined on a customer by customer basis and are specified in customers' contracts. The subscription plan is considered to be a single performance obligation which is satisfied over time and revenue is recognised on a straight-line basis over the subscription period.

No significant judgements are made which affect the determination of the amount or timing of the revenue from contracts with customers.

Incremental costs of obtaining a contract relate largely to sales commissions paid to employees on new business which are deferred and amortised over a period commensurate to the contract value and expected future renewal periods, to the extent that they are recoverable. Amortisation is on a straight line basis and included within sales and marketing.

There is no variable consideration included in the transaction price for the company subscription plans.

The Group has taken advantage of the practical expedient available not to adjust the promised amount of consideration for the effects of a significant financing component on the basis that, at contract inception, the expected period between providing a service to a customer and when the customer pays for that service will be one year or less.

If amounts received or receivable from a customer exceed revenue recognised for a contract, a contract liability is recognised. Contract liabilities primarily reflect invoices due or payments received in advance of revenue recognition. Contract liabilities are unwound as related performance obligations are satisfied over the related subscription period.

The significant majority of contract liabilities that arise are expected to be recognised as revenue within a year of the statement of balance sheet date.

Provisions and accruals for refunds are made to the full value of the refund in the period to which the refund is identified.

2.3 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group will comply with all attached conditions. Income from grants is recognised on a systematic basis over the periods in which the entity recognises the related costs for which the grant is intended to compensate. A grant that becomes receivable as compensation for expenses or losses already incurred, or for the purpose of giving immediate financial support to the entity with no future related costs, shall be recognised in income in the period in which it becomes receivable. Government grants are recorded as Other operating income in the consolidated statement of profit or loss.

2.4 Cost of sales

Cost of sales consists of the cost to deliver the Group's software service. Cost of sales includes the hosting and related technologies to deliver the software service as well as the ongoing customer success and customer support efforts that continue to be aligned with customers over the term of their subscription. Cost of sales primarily consists of the labour costs associated with customer success and customer support efforts. Cost of sales are recognised when incurred.

2.5 Sales and marketing

Sales and marketing costs consists of the efforts primarily directed at new customer acquisition. Sales costs include direct sales support functions such as sales operations and partnerships while marketing costs consist of both marketing staff labour costs as well as marketing program expenditures.

Notes to the consolidated financial statements continued

2.6 Technology and content
Technology and content costs include the compensation and associated expenses for employees engaged in the research and development of both new and existing services. These costs also include the development, design and upkeep of our digital platforms, the curation and presentation of services, as well as the infrastructure expense incurred. Infrastructure costs which also are including depreciation and amortisation of servers, networking equipment and data centre facilities, in addition to other essential expenditures required to support the Group's platform.

Amortisation of development costs is included in technology and content due to the nature of the asset on which the amortisation is charged. The period where there is consumption of the benefits of the asset is not impacted by the period over which revenue is recognised or the level of revenue that is generated by the asset. Therefore this is considered a more appropriate presentation than to show within cost of sales.

2.7 General and administrative
General and administrative expenses comprise costs incurred by the back-office functions such as finance, legal and human resources, including wages, costs under share-based programmes and other office costs. General and administrative expenses include a proportion of depreciation, primarily consisting of right-of-use assets depreciation.

2.8 Other operating income
Other operating income includes income of a secondary nature to the Group's primary activities, including gains or losses on the sale of tangible assets as well as government grants recognised as income for the year.

Trustpilot Group plc launched a new global R&D and Innovation Hub in Edinburgh, Scotland, in 2020, with the aim of developing cutting-edge technology that proactively tackles the behaviour that threatens trust online. The Hub is being supported through a R&D grant from Scottish Enterprise.

2.9 Financial income and expenses
Financial income and expenses are recognised in the consolidated statements of profit or loss at the amounts that concern the financial year. Financial income and expenses include interest income and expenses calculated in accordance with the effective interest method.

Foreign exchange gains and losses on transactional activities are included in finance income and finance expenses within the consolidated statement of profit or loss. The cash flows arising on foreign exchange gains and losses, other than cash and cash equivalents are included in Changes to working capital – Increase/(decrease) in other payables.

2.10 Income tax
The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries in which the Company and its subsidiaries operate and generate taxable income.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. It is assessed at each reporting date whether it is likely that in the future there will be sufficient taxable profits against which the deferred tax assets can be utilised.

Changes in deferred tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Notes to the consolidated financial statements continued

2.11 Earnings per share
Earnings per share ("EPS") for the Group are calculated in accordance with IAS 33. The following types of EPS are reported:

(i) – Basic earnings per share

Group earnings or losses after taxes, divided by the weighted average number of ordinary shares outstanding for the period.

(ii) – Diluted earnings per share

Group earnings or losses after taxes, divided by the weighted average number of ordinary shares outstanding for the period as well as all potentially convertible securities. The impact of potentially dilutive ordinary shares is excluded when they would be anti-dilutive.

2.12 Intangible assets
Intangible assets include in progress and completed development projects.

Intangible assets have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

Costs associated with maintaining IT-platforms are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique projects controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use;
- Management intends to complete the software and use or sell it;
- There is an ability to use or sell the software;
- It can be demonstrated how the software will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the software are available;
- The expenditure attributable to the software during its development can be reliably measured, and;
- Directly attributable costs that are capitalised as part of the projects include employee costs. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

Research expenditure and development expenditure that do not meet the criteria above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

Development projects – In progress	None
Development projects – Completed	3 years

Completed and in progress development projects are reviewed annually to determine whether there are indications of impairment. If such indication exists, the asset's recoverable amount is calculated. If the recoverable amount is lower than the carrying value, the development projects are impaired to the recoverable value. Development projects in-progress are tested at least annually for impairment.

2.13 Property, plant and equipment
Property, plant and equipment is measured at historical cost less accumulated depreciation. The cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the consolidated statement of profit or loss during the reporting period in which they are incurred.

Depreciations are calculated using the straight-line method, net of their residual values over their estimated useful lives, as follows:

Other fixtures and fittings, tools and equipment	3 – 5 years
Leasehold improvements	Term of lease (3 – 5 years)

Notes to the consolidated financial statements continued

2.14 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the consolidated statement of 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 right-of-use asset is depreciated on a straight-line basis over the shorter of the asset's useful life and the lease term of the asset.

The leases of the Group consist of property rentals.

The assets and liabilities arising from the property leases are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments included in the property leases:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payment that are based on an index or a rate, and;
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

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 liabilities are subsequently measured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received, and;
- Any initial direct costs.

Variable lease payments and payments associated with short-term leases are recognised on a straight-line basis as an expense in the consolidated statement of profit or loss under the line item- general and administrative expense. Short-term leases are leases with a lease term of 12 months or less. The Group has no leases of low-value assets.

The lease term is defined as the non-cancellable period of a lease together with periods covered by options to extend the lease if it is reasonable certain that the options will be exercised and periods covered by options to terminate the lease if it is reasonably certain that the options will not be exercised.

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

The Group classifies leases of 12 months or below as short-term leases. Those are not treated under IFRS16 but expensed to the profit or loss account on a straight line basis over the term of the lease.

2.15 Impairment of non-current assets

Non-current assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The development projects are tested for impairment annually. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-current assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.16 Financial instruments

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.

i) Financial assets

Initial recognition and measurement

Financial assets are classified at initial recognition, as subsequently measured at amortised cost, at fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL").

Notes to the consolidated financial statements continued

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified into four categories:

- Financial assets at amortised costs (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost
The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group's financial assets measured at amortised cost includes cash at bank and in hand, trade receivables, deposit and other receivables.

Trade and other receivables
Trade receivables and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance.

The Group holds the trade receivables and other receivables with the objective to collect the contractual cash flows and then measures them subsequently at amortised cost.

Deposits
Deposits relate to leasehold premises, which are included in the consolidated balance sheet as either non-current assets or current assets depending on the length of time to maturity of the leased premises with the exception of the lease in Denmark where there is on-going current lease liability with the assumption that Trustpilot Group plc will not leave the premises within the next 12 months and therefore the deposit is non-current, due back after the 12 months.

Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in their fair value recognised in the statement of profit or loss. The Group's financial assets measured at fair value through profit or loss includes the Money market funds.

Money market funds are measured at fair value, with movements in fair value recognised as a profit or loss in the consolidated statement of profit or loss.

Notes to the consolidated financial statements continued

Impairment
The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at FVTPL. The most significant financial assets of the Group are its trade receivables.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate (EIR). See note 16 for further description of the Group's impairment policies for trade receivables.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Derecognition
A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset and either
  - the Group has transferred substantially all the risks and reward of the asset, or
  - the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

ii) Financial liabilities
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, at fair value through profit or loss, borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group has no derivatives designated as hedging instruments.

All financial liabilities are recognised initially at fair value and, in the case of borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include borrowings, trade payables and other payables.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Borrowings
Borrowings are initially recognised at fair value which is generally proceeds received, and net of transaction costs incurred. Subsequently, borrowings are measured at amortised cost.

Borrowings are classified according to the length and terms, which means that settlement of liability more than 12 months after the reporting period is classified as non-current, the settlement less than 12 months is classified as current.

Trade payables and other payables
Trade payables are initially measured at fair value, less any transaction costs. In subsequent periods, trade payables are measured at amortised cost using the effective interest method so that the difference between the proceeds and the nominal value is recognised in the income statement under financial expenses over the loan period.

Other payables are measured at amortised cost.

The majority of our contracts are 12 months, although we do have some contracts with extended periods. We consider that all our contract lives are within our normal operating cycle and therefore all our contract liabilities are presented as current within the consolidated balance sheet. However, for transparency purposes, we disclose those amounts that will be recognised over 12 months within note 20.

2.17 Contract acquisition costs
Contract acquisition costs represents incremental costs of obtaining a contract. For further details refer to note 3.1.

2.18 Prepayments
Prepayments recognised as an asset comprise prepaid expenses regarding subsequent financial reporting years.

Notes to the consolidated financial statements continued

2.19 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and also money market funds with a maturity of three months or less, that are held for the purpose of meeting short term cash commitments and are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

2.20 Equity

Share capital

Ordinary shares are classified as equity. Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Share premium

The share premium account is used to record the aggregate amount or value of premiums paid in excess of the nominal value of these new ordinary shares issued. Costs that directly relate to the issue of ordinary shares are deducted from share premium net of corporation tax.

Merger reserve

The merger reserve represents the difference between the carrying value of the assets and liabilities acquired under merger accounting to the cost of investment (the fair value).

Accumulated losses

Accumulated losses comprise all current and prior period retained losses.

Foreign currency translation reserve

Exchange differences arising on translation of the parent company and of foreign controlled entities into the presentation currency, USD, are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

The assets and liabilities of the parent company and the Group's subsidiaries are translated into presentational currency, USD, using period-end exchange rates. Income and expenses items are translated at the average exchange rates for the period. Where the differences arise between these rates, they are recognised in other comprehensive income in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

2.21 Provisions

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated.

2.22 Share-based payments

The Group currently operates a number of share schemes: Employee Warrants, Long Term Incentives Plan and Restricted Stock Units. The Long Term Incentive Plan and Restricted Share Units are restricted schemes.

The warrant program and restricted share schemes are classified as equity arrangements. As such, the fair value of the warrants and restricted shares granted under the programs are recognised as an expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the warrants and restricted shares granted including the impact of any non-vesting conditions.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options or restricted shares that are expected to vest based on the respective market vesting, non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Further information about the warrant and restricted share programs, including models used to calculate the fair value are disclosed in note 8.

2.23 Foreign currency translation

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate ruling at the date of the transaction. Foreign currency monetary items are translated at the rates of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlements of monetary items and on the retranslation of monetary items are included in profit or loss for the year, except for foreign currency movements on intercompany balances, where settlement is not planned or likely in the foreseeable future, in which case they are recognised in other comprehensive income. Foreign exchange movements on external borrowings which are designated as a hedge of the net investment in its related subsidiaries are recognised in the foreign currency translation reserve.

Translation of share capital and share premium

Share capital and share premium denominated in a currency that differs from the Group's presentational currency is translated at each year end using the closing rate. All resulting exchange differences noted on retranslating equity items are recognised directly in equity as part of the foreign currency translation reserve and does not form part of other comprehensive income.

Notes to the consolidated financial statements continued

2.24 Cash flow statement

The consolidated cash flow statement shows the Group’s cash flows for the year analysed and presented as operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the Group’s cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as share-based payment expenses, depreciation, amortisation and impairment losses. Working capital comprises current assets less short-term debt, excluding items included in cash and cash equivalents.

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets and property, plant and equipment.

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt and principal element on lease payments as well as payments to and from shareholders.

3. Critical accounting estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group’s accounting policies.

The judgements, estimates as well as the related assumptions made are based on historical experience and other factors that management considers to be reliable, but which by their very nature are associated with uncertainty and unpredictability. Actual results may differ from these estimates.

3.1 Critical accounting estimates

Critical accounting estimates are expectations of the future based on assumptions, that to the extent possible are supported by historical trends or reasonable expectations. The assumptions may change to adapt to the market conditions and changes in economic factors etc. The Group believe that the estimates are the most likely outcome of future events.

Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about these. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 8.

Estimates are also undertaken regarding expected forfeiture rates of unvested shares as well as performance estimates under LTIP program. Estimates only impact phasing of expenses as all actual forfeitures and performance is ultimately trued-up in reporting.

Incremental cost of obtaining customers’ contracts

The Group has assessed incremental costs and determined that they are recoverable based on management's estimate of future profitability under the contracts for the first time in 2023. The Group has recognised $3,981 thousand (FY22: nil) incremental costs of obtaining contracts with customers. The incremental costs of obtaining a contract relate to sales commission paid to employees and are recognised as contract assets at the time of signing contracts with customers. The capitalised costs of obtaining a contract are amortised on a straight line basis over the period of the customer life, typically three years.

Previously, incremental costs of obtaining a contract were expensed in full within sales and marketing expenses at the time of signing contracts with customers based on these costs not previously being deemed recoverable.

If the customer useful life is changed to be two or four years, the impact is not sensitive and the difference is immaterial. Amortisation of cost to obtaining contracts is reported within sales and marketing.

Recognition of deferred tax assets

As of 31 December 2023, the Group has recognised tax assets of $12,428 thousand with a tax value of $56,491 thousand (FY22: tax assets of $79 thousand with a tax value of $359 thousand) and unrecognised tax assets of $23,975 thousand with a tax value of $110,000 thousand (FY22: $38,551 thousand – tax value over $177,000 thousand) that relates to tax loss carry-forward amounts primarily to Trustpilot A/S and its immediate subsidiaries, Trustpilot, Inc. and Trustpilot Ltd. Trustpilot A/S and the US and UK subsidiaries have incurred the losses over the previous years as a consequence of expanding the Group and its operations. Of the $110,000 thousand, $69,000 thousand (FY22: $136,000 thousand) of the losses can be carried forward indefinitely with no expiration date while $41,000 thousand (FY22: $41,000 thousand) is subject to a finite utilisation period with expirations beginning as soon as 2033.

Notes to the consolidated financial statements continued

Deferred tax assets are reviewed at each reporting date. In considering their recoverability, the Group assesses the likelihood of the asset being recovered within a reasonably foreseeable timeframe considering the future expected profit profile and business model of each relevant country, as well as any restrictions on use. As the Group has a history of making taxable losses, IAS 12 Income Taxes further requires that convincing evidence is available to support Management's assessment that sufficient taxable profits will be available in the future. Reflecting the improving forecasts and expectation of using tax losses in the Danish entity, the Group has recognised a deferred tax asset of $12,347 thousand (FY22: $0) which has been based on a risk adjusted forecast. Current forecasts indicate that the recognised losses will be utilised over the next 5 years.

For Trustpilot, Inc. and Trustpilot Ltd, even though the Group's approved budgets shows that they should be able to generate taxable profits in the foreseeable future, management has concluded that it will not be able to meet the strict criteria in IAS 12 to provide 'convincing evidence', as the budget are sensitive to the timing and level of investments in the Trustpilot-platform and similar factors. Consequently, no additional deferred tax assets have been recognised for the Group's tax loss carry-forwards. Additional detail can be found in note 15.

3.2 Critical accounting judgements

Key accounting judgements are made when applying accounting policies. Key accounting judgements are the judgements made by the Group that can have a significant impact in the financial results.

Determining the lease term

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.

Extension and termination options are included in a number of property leases across the Group. Management applies judgement in evaluating whether it is reasonably certain or not to exercise the options to extend and/or terminate the leases. When determining the lease term, Management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The Group considers factors including historical lease durations; and the costs and business disruption required to replace the asset. Most extension options have not been included in the lease liability, because the Group could replace the asset (the offices) without significant cost or business disruption.

The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee. The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. Information on potential future rental payments related to periods following the exercise date of termination options that are not included in the lease term is disclosed in note 14.

Notes to the consolidated financial statements continued

4. Alternative performance measures

The Group utilises a range of alternative performance measures ("APMs") to assess its performance and this document contains certain measures that are not defined or recognised under IFRS. The Group considers EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin to be APMs that provide meaningful, additional measures of Group performance.

EBITDA

EBITDA is defined as earnings before interest, tax, depreciation, amortisation and impairment. Depreciation and amortisation includes any non-cash impairment charges functioning as accelerated depreciation or amortisation. Trustpilot believes EBITDA is meaningful as a profitability measure before non-cash activity, financing and tax impacts.

	FY23 $ '000	FY22 $ '000
Operating loss	**(618)**	(15,990)
Depreciation, amortisation and impairment	**8,974**	7,358
EBITDA	**8,356**	(8,632)

Adjusted EBITDA

The Group measures the overall performance by reference to Adjusted EBITDA which is a non-IFRS measure. The Group believes Adjusted EBITDA is a meaningful representation of core operating profit as it adjusts for certain non-cash items. While some non-cash items such as depreciation, amortisation and share-based compensation are recurring, management finds the exclusion of these costs from Adjusted EBITDA to be meaningful given their non-cash nature, consistent with similar firms within our sector. The following definition of Adjusted EBITDA was also determined based on what management believes provides the best comparability to the same metric provided by similar firms in our sector.

Adjusted EBITDA is defined as EBITDA (earnings before interest, tax, depreciation, amortisation) adjusted to exclude share-based compensation including associated cash settled social security costs.

Adjusted EBITDA margin is defined as adjusted EBITDA (as described above) to a percentage of total revenue.

Adjusted EBITDA

$ '000 other than per cent	FY23	FY22
Operating loss	**(618)**	(15,990)
Depreciation, amortisation and impairment	**8,974**	7,358
EBITDA	**8,356**	(8,632)
Share-based compensation, including associated social security costs	**7,184**	4,211
Adjusted EBITDA	**15,540**	(4,421)
Adjusted EBITDA margin (per cent)	**9**	(3)

Adjusted EBITDA increased from $(4,421) thousand in FY22 to $15,540 thousand in FY23. Adjusted EBITDA margin increased from (3) per cent in FY22 to 9 per cent in FY23. The increase in Adjusted EBITDA and Adjusted EBITDA margin were driven by revenue growth, lower non-recurring consulting services partially offset by investments across the Group. Included in the FY23 share-based payments is a non-cash charge of $6,339 thousand (FY22: $5,853 thousand) and associated social security costs of $845 thousand (FY22: credit of $(1,642) thousand).

Functional distribution of adjustments
FY23

$ '000	Group	Sales and marketing	Technology and content	General and administrative
Operating loss	**(618)**			
Depreciation, amortisation and impairment	**8,974**	**–**	**3,310**	**5,664**
Share-based compensation, including associated social security costs	**7,184**	**–**	**–**	**7,184**
Adjusted EBITDA	**15,540**			

Notes to the consolidated financial statements continued

FY22

$ '000	Group	Sales and marketing	Technology and content	General and administrative
Operating loss	(15,990)			
Depreciation, amortisation and impairment	7,358	—	2,637	4,721
Share-based compensation, including associated social security costs	4,211	—	—	4,211
Adjusted EBITDA	(4,421)			

5. Operating segments

For management purposes and based on internal reporting information, the Group is organised in only one operating segment, as the information reported includes operating results at a consolidated group level only. The costs related to the main nature of the business, being the Group´s online review platform which serves the Group's customers, are not attributable to any specific revenue stream or customer type and are therefore borne centrally. The results of the single reporting segment, comprising the entire Group, are shown in the consolidated statement of comprehensive income. These represent a single business segment for the sale of company subscription plans, generally for a period of twelve months, where the invoicing varies from monthly to annually.

The Executive Leadership Team is the Chief Operating Decision Maker (CODM), which is made up of the senior leadership across the respective functional areas, responsible for the strategic decision making and for the monitoring of the operating results of the single operating segment for the purpose of performance assessment.

Whilst Group operations are distributed globally with a large presence in Denmark and shares are listed on the London Stock Exchange, the UK and North America are the Group's primary markets where revenue generated consists of approximately 40% and 21% (FY22: UK: approx. 40% and North America: approx. 23%), respectively. Other geographical locations besides the UK and North America are defined as 'Europe and Rest of World' where no individual country exceeded more than 6% of the consolidated revenue in FY23 (FY22: 6%).

Trustpilot has customers in many regions around the world but is organised globally from an operation perspective. For this reason, while operating assets may be recorded in Denmark for example, they will be supporting customers around the world. Therefore, a single operating segment is reported with revenue disclosed by region based on the location of the customer. Non-current operating assets are similarly based on geographic location.

The following table displays external revenue (based on customer location) and non-current operating assets by geographic area:

	FY23 $ '000	FY22 $ '000
Revenue		
UK[1]	**69,951**	59,803
North America	**37,284**	34,003
Europe and Rest of World	**69,127**	55,126
Total revenue	**176,362**	148,932
Non-current operating assets		
UK[1]	**12,678**	13,867
North America	**11,149**	13,453
Europe and Rest of World	**9,581**	9,400
Total non-current operating assets	**33,408**	36,720

1 For presentation purposes, the Isle of Man and the British Virgin Islands are included within the UK.

Non-current operating assets consist of intangible assets, property, plant and equipment, right-of-use assets and deposits.

Notes to the consolidated financial statements continued

6. Staff cost

The monthly average number of persons employed by the Group (including Directors) by function was:

	FY23 Number	FY22 Number
Customer success and support	**218**	207
General and administrative	**134**	145
Sales and marketing	**276**	313
Technology and content	**261**	255
Total	**889**	920

Group employee costs comprise:

	FY23 $ '000	FY22 $ '000
Wages and salaries	**107,566**	95,150
Social security costs[1]	**9,818**	6,702
Other pension costs[2]	**3,183**	2,050
Share-based payments	**6,339**	5,853
Total	**126,906**	109,755

1 Social security costs in FY23 includes a charge of $845 thousand (FY22: credit of $(1,642) thousand) in respect of share-based payments as a result of the increase in the share price.
2 This represents the Group's defined contribution schemes which are provided to its employees. This charge reflects the current year contributions made.

Directors' remuneration

Details of the Directors' remuneration is set out in the Annual report on Remuneration.

Key Management Compensation

For FY23, key management consists of any Director (whether executive or otherwise), further disclosure of Directors' emoluments is available in the Directors' Remuneration Report on page 147. The comparative figures have been presented on a consistent basis. The compensation paid or payable to key management for employee services and Directors duties is shown below:

	FY23 $ '000	FY22 $ '000
Directors:		
Short-term employee benefits	**2,709**	2,164
Post-employment benefits	**36**	27
Share-based payments	**1,672**	1,376
Total compensation of key management personnel	**4,417**	3,567

7. Operating loss

	FY23 $ '000	FY22 $ '000
Operating loss is stated after charging:		
Fees payable to the company's auditors and its associates for:		
Audit of parent company and consolidated financial statements	**749**	701
Audit of financial statements of subsidiaries of the Group	**236**	184
Other audit related assurance services[1]	**138**	162
Other assurance services[2]	**29**	—
Depreciation on property, plant and equipment[3]	**1,573**	1,092
Depreciation on right-of-use assets[3]	**4,230**	3,649
Amortisation on intangible assets[3,4]	**3,171**	2,612
Loss on property, plant and equipment	**20**	—
Impairment loss on intangible assets[3,4]	**—**	5

1 Other audit related assurance services consists of fees associated with the review of interim financials.
2 Other assurance services relate to an audit of the interim balance sheet of Trustpilot A/S as required by local law.
3 Amortisation, depreciation and impairment losses are allocated in profit or loss as follows: Technology and content: $3,310 thousand (FY22: $2,637 thousand), General and administrative: $5,664 thousand (FY22: $4,721 thousand).
4 Amortisation and impairment on intangible assets are included in the statement of profit or loss under the line item Technology and content.

Notes to the consolidated financial statements continued

8. Share-based payment plans

The Group currently operates three share schemes: Employee Warrants, Long Term Incentive Plan and Restricted Share Plan.

For the financial year ended 31 December 2023 and 31 December 2022, the Group has recognised the following share-based payment expense in the consolidated statement of profit or loss.

	FY23 $ '000	FY22 $ '000
Employee Warrants	**598**	2,250
Long Term Incentive Plan	**1,430**	676
Restricted Share Plan	**4,311**	2,927
	6,339	5,853
Current tax	**51**	261
Deferred tax	**—**	(15)
Total	**6,390**	6,099

Employee Warrants

The fair value at grant date is determined using a Black-Scholes model that takes into account the share price at grant date, the exercise price, the risk free interest rate for the term of the warrants, the expected volatility and the term of the warrant (the expected maturity). Settlement of any vested portion of the awards is expected to be satisfied by the issue of new ordinary shares in the Company upon vesting date.

Movements in the number of share options outstanding and their related weighted average exercise prices in the financial year ended 31 December 2023 and 31 December 2022 are as follow:

Total movement in employee warrants

	FY23		FY22	
	Number of warrants No. '000	Weighted avg exercise price $ '000	Number of warrants No. '000	Weighted avg exercise price $ '000
Opening Balance	**30,590**	**0.68**	35,041	0.78
Granted	**—**	**—**	—	—
Exercised	**(1,681)**	**0.37**	(2,202)	0.48
Forfeited	**(1,133)**	**1.55**	(2,249)	0.88
Expired	**(36)**	**0.28**	—	—
Closing Balance	**27,740**	**0.70**	30,590	0.68
Number of warrants exercisable at 31 December	**21,472**	**—**	17,264	—

As at 31 December 2023, employee warrants contributed $598 thousand to the share-based compensation expense (FY22: $2,250 thousand). Employee warrants have exercise prices ranging from $0.12 to $1.68 with a weighted average of $0.70 (FY22: prices ranging from $0.09 to $1.34 with a weighted average of $0.68). The weighted average remaining contractual life of warrants outstanding as at 31 December 2023 was 5.27 years (FY22: 6.01 years).

Long Term Incentive Plan

A Long Term Incentive Plan ("LTIP") ensures the alignment of incentives for management and the performance of the Group. Incentives are established across three complementary measures of shareholder return performance, revenue growth and trust to ensure balanced priorities for management for the long term advancement of the Group. In FY23, conditional awards over 5,796 thousand (FY22: 2,366 thousand) ordinary shares in the Company were granted to management under the LTIP.

The LTIP is administered at the discretion of the remuneration committee of the Board (the "Remuneration Committee") and no individual has a contractual right to participate. The LTIP awards granted in FY23 will ordinarily vest on 24 March 2026 and 19 September 2026, subject in each case to the award recipient's continued service and the Remuneration Committee's assessment of the extent to which the award's performance measures are satisfied. Settlement of any vested portion of the awards is expected to be satisfied by the issue of new ordinary shares in the Company upon the vesting date.

Notes to the consolidated financial statements continued

Executive Directors of the Company are subject to a two year post-vesting holding period for the shares they receive (net of shares equal to any tax liability and nominal cost of acquisition). Targets for each of the three performance measures are set with a lower bound and upper bound. If performance falls below the lower bound there will be no vesting. If performance meets or exceeds the upper bound it will result in 100% vesting. Performance between the lower and upper bounds will result in vesting between 25% and 100% on a straight-line basis, as further detailed below.

Total shareholder return ("TSR") performance measure
The vesting of 75% (the "TSR Part") of the LTIP awards granted in FY23 is subject to the Group's TSR performance over a three year period that commenced on 24 March 2023 relative to the TSR performance over the same period of the constituents of the FTSE 250 Index (excluding investment trusts and the Group) as at 24 March 2023. 25% of the TSR Part will vest for median ranking performance, rising on a straight-line basis up to 100% vesting of the TSR Part for upper quartile ranking (or better) relative TSR performance.

Trust performance measure
The vesting of 25% (the "Trust Measure Part") of the LTIP awards granted in FY23 is subject to targets set for the average of Trustpilot's own TrustScores (i.e. the star ratings of reviews gathered for Trustpilot on the Trustpilot platform) taken at the end of 2023, 2024 and 2025 respectively. The TrustScore Part target will be stepped between an average TrustScore of 4.0 and 4.4 rising on a straight-line basis up to 100% vesting for an average TrustScore of 4.4 (or better).

As an additional condition, no part of such LTIP awards will vest unless the Remuneration Committee is satisfied as to overall Group performance over the period until vesting – and, as required by the UK Corporate Governance Code, the Remuneration Committee will retain a power to moderate the vesting levels from awards if this is appropriate in all of the circumstances, including consideration of shareholder experience.

Settlement of vested awards is expected to be satisfied by the issue of new ordinary shares in the Group. LTIP awards contributed $1,430 thousand to the share-based compensation expense in the FY23 financials (FY22: $676 thousand). Targets and fair value treatment are summarised as follows:

Measure	Fair Value Method	Weighted Avg Fair Value	Lower Bound	Upper Bound
TSR	Stochastic Model	0.50	Equal to Median	Upper Quartile or Greater
Trust	Black-Scholes	0.85	Average Trust Measure of 4.0	Average Trust Measure of 4.4 or Greater

Fair Value Factors	March 23 grant	Additional Chaffe March 23 (Executive Director)	September 23 grant	Additional Chaffe September 23 (Executive Director)
Closing share price on date of grant (pence)	**84.70**	**84.7**	**96.45**	**96.45**
Price (pence)	**1.00**	**1.00**	**1.00**	**1.00**
Expected term	**3.00 yrs**	**+2.00 years holding period**	**3.00 yrs**	**+2.00 years holding period**
Risk-free interest rate	**3.19 %**	**3.18 %**	**4.47 %**	**4.54 %**
Expected dividend yield	**— %**	**— %**	**— %**	**— %**
Expected volatility	**35.47 %**	**33.61 %**	**32.46 %**	**33.25 %**

Note: Chaffe model used to fair value the impact of the two year holding period for Executive Directors

Total movement in LTIP

	FY23 No. '000	FY22 No. '000
Opening Balance	**3,338**	1,101
Granted	**5,796**	2,366
Exercised	**—**	—
Forfeited	**(1,432)**	(129)
Closing Balance	**7,702**	3,338
Number of LTIPs exercisable at 31 December	**—**	—

Notes to the consolidated financial statements continued

Restricted Share Plan

The Restricted Share Plan ("RSP") is offered to selected employees and aligns the interest of award recipients with shareholders and serves to help retain employees over the vesting periods. Vesting periods are subject to the condition of continued service only rather than performance measures.

In FY23, conditional awards over 6,015 thousand (FY22: 5,765 thousand) ordinary shares in the Company were issued to employees under the RSP. Vesting typically takes place over a three year period with settlement of each vested portion of the awards expected to be satisfied by the issue of new ordinary shares in the Company upon the vesting date. In special cases awards with a different vesting period can occur and in FY23 an award was granted with a 2-year vesting period.

The RSP is administered at the discretion of the Remuneration Committee and no individual has a contractual right to participate. The cost of acquisition of the awards when vested is 1 pence per each share, equal to the nominal share value, and the fair value is determined using a Black-Scholes model. RSP awards contributed $4,311 thousand to the share-based compensation expense in the FY23 financials (FY22: $2,927 thousand).

Fair Value Factors	April 2023 Grant	October 2023 Grant
Closing share price on date of grant (pence)	**88.50**	**92.95**
Price (pence)	**1.00**	**1.00**
Weighted average contractual life	**1.82**	**1.88**
Risk-free interest rate	**3.62%-4.51%**	**4.51%-4.94%**
Expected dividend yield	**— %**	**— %**
Expected volatility	**35.47 %**	**32.46 %**

Total movement in RSP

	FY23 No '000	FY22 No '000
Opening Balance	**5,808**	814
Granted	**6,015**	5,765
Exercised	**(1,861)**	(292)
Forfeited	**(1,118)**	(479)
Closing Balance	**8,844**	5,808
Number of RSPs exercisable at 31 December	**—**	—

9. Finance income and expenses

	FY23 $ '000	FY22 $ '000
Foreign exchange rate gains	**—**	2,445
Interest income	**1,026**	14
Other similar income[1]	**1,432**	—
Finance income	**2,458**	2,459

	FY23 $ '000	FY22 $ '000
Foreign exchange rate losses	**(1,371)**	—
Financing costs	**—**	(19)
Interest expense[2]	**(803)**	(485)
Provisions: unwinding of discount	**(38)**	—
Lease interest expense	**(1,572)**	(1,010)
Finance expenses	**(3,784)**	(1,514)

[1] Other similar income relates to income earned on money market funds which are held at fair value through profit or loss.
[2] Interest expense includes $527 thousand (FY22: $480 thousand) of fees for the undrawn revolving cash facility.

Notes to the consolidated financial statements continued

10. Income tax

	FY23 $ '000	FY22 $ '000
Current tax		
Current tax on UK profit for the year	**(50)**	(265)
Current tax (charge)/credit on overseas profits for the year	**(948)**	690
Adjustments in respect of prior periods[1]	**(2,128)**	194
Total current tax (charge)/credit	**(3,126)**	619
Deferred tax		
Origination and reversal of temporary differences	**(1,759)**	29
Recognition of deductible temporary differences	**13,936**	–
Adjustments in respect of prior periods	**–**	(245)
Change in tax rate	**2**	(2)
Total deferred tax credit/(charge)	**12,179**	(218)
Total tax credit in the statement of profit or loss	**9,053**	401

Reconciliation of effective tax rate

	FY23 $ '000	FY22 $ '000
Factors affecting the tax credit for the year:		
Loss before tax	**(1,944)**	(15,045)
Current tax credit using the Danish corporation tax rate of 22% (FY22: 22%)	**428**	3,310
Effects of:		
Items not deductible	**(652)**	(884)
Share options	**(1,393)**	(701)
Research and development tax credit	**4**	1,238
Adjustments in respect of prior periods	**(2,129)**	(51)
Differences between overseas tax rates	**(4)**	11
Movements in temporary differences recognised/(not recognised)	**12,326**	(2,704)
Utilisation of tax losses not recognised	**473**	182
Total tax credit	**9,053**	401

[1] Adjustments in respect of prior periods relate to Danish tax credits.

The Danish corporate income tax rate of 22 per cent (FY22: 22 per cent) is used in the tax reconciliation for the Trustpilot Group as the majority of recognised tax arises in Denmark. Taxation for other jurisdictions is calculated at the rates prevailing in each jurisdiction.

The Group's tax charge will continue to be influenced by the profile of profits earned in the different countries in which the Group's subsidiaries operate. The Group could be affected by changes in tax law in the future, as we expect countries to amend legislation in respect of international tax.

In line with the requirements of IAS 12, the deferred tax assets and liabilities are offset as they have a legal right to set off and relate to income with the same taxation authority.

Deferred tax assets are reviewed at each reporting date. In considering the recoverability, the Group assesses the likelihood of the asset being recovered within a reasonably foreseeable timeframe considering the future expected profit profile and business model of each relevant country, as well as any restrictions on use. Reflecting the improving forecasts and expectation of using tax losses in the Danish entity, the Group has recognised a deferred tax asset of $12,428 thousand (FY22: $0) at year end. Current forecasts indicate that the losses will be utilised over the next five years.

Certain losses arising in the year have been sold to the Danish tax authorities allowing a realisation of an associated tax credit of $0 (FY22: $779 thousand)

Recognised directly in equity	FY23 $ '000	FY22 $ '000
Current tax		
Excess tax deductions related to share-based payments	**51**	261
Total current tax credit	**51**	261
Deferred tax		
Adjustments in respect of prior periods	**–**	(15)
Total deferred tax charge	**–**	(15)
Total tax credit in equity	**51**	246

No amounts of current or deferred tax (FY22: nil) are recognised in other comprehensive income.

Notes to the consolidated financial statements continued

11. Earnings/(loss) per share

	FY23 $ '000	FY22 $ '000
Profit/(loss) for the year	**7,109**	(14,644)
Earnings/(loss) per share (cents)		
Basic	**1.7**	(3.5)
Diluted	**1.6**	(3.5)

The weighted average number of shares used as the denominator for FY22 was 415,086 thousand. Due to there being a profit after tax in 2023, a reconciliation of weighted average number of shares used as the denominator is included below:

	FY23
Weighted average number of shares used as the denominator (000s):	
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**417,797**
Adjustments for calculation for diluted earnings per share:	
Employee warrants and restricted share options	**21,938**
Weighted average number of shares and potential ordinary shares used as the denominator in calculating earnings per share	**439,735**

Given the Group incurred losses in FY22, the impact of potentially dilutive ordinary shares have been excluded as they would otherwise be anti-dilutive in accordance with IAS 33.

Information concerning the classification of securities
Options granted to employees under the warrants, LTIP and RSP Option Plans are considered to be potential ordinary shares. They have been included in the determination of diluted earnings per share if the required performance conditions would have been met based on the Company's performance up to the reporting date, and to the extent to which they are dilutive. Details relating to the warrants and options are set out in note 8.

A total of 15,889 thousand warrants and restricted share options have not been included in the calculation of diluted earnings per share, because they are antidilutive for the year ended 31 December 2023. These options could potentially dilute basic earnings per share in the future.

As of 31 December 2023, the number of dilutive vested warrants amounted to 11,590 thousand (FY22: 9,341 thousand) and zero vested (FY22: zero) restricted stock units.

12. Intangible assets

	Development projects in progress $ '000	Completed development projects $ '000	Total $ '000
Cost:			
At 1 January 2023	**4,286**	**8,602**	**12,888**
Additions during the year	**3,232**	**–**	**3,232**
Transfers – In progress to placed in service	**(5,801)**	**5,801**	**–**
Exchange differences	**122**	**379**	**501**
At 31 December 2023	**1,839**	**14,782**	**16,621**
Accumulated amortisation and impairment:			
At 1 January 2023	**(61)**	**(5,772)**	**(5,833)**
Amortisation for the year	**–**	**(3,171)**	**(3,171)**
Transfers – In progress to placed in service	**61**	**(61)**	**–**
Exchange differences	**–**	**(262)**	**(262)**
At 31 December 2023	**–**	**(9,266)**	**(9,266)**
Carrying amount as at 31 December 2023	**1,839**	**5,516**	**7,355**

Notes to the consolidated financial statements continued

	Development projects in progress $ '000	Completed development projects $ '000	Total $ '000
Cost:			
At 1 January 2022	1,834	7,880	9,714
Additions during the year	3,696	—	3,696
Transfers – In progress to placed in service	(1,167)	1,167	—
Exchange differences	(77)	(445)	(522)
At 31 December 2022	4,286	8,602	12,888
Accumulated amortisation and impairment:			
At 1 January 2022	(63)	(3,313)	(3,376)
Amortisation for the year	—	(2,612)	(2,612)
Impairment for the year	(5)	—	(5)
Exchange differences	7	153	160
At 31 December 2022	(61)	(5,772)	(5,833)
Carrying amount as at 31 December 2022	4,225	2,830	7,055

Intangible assets consist of capitalised salaries undertaken for software development which will provide future economic benefit. Development projects in progress are tested for impairment annually.

Research and development costs of $7,055 thousand (FY22: $38,707 thousand) that are not eligible for capitalisation have been expensed within Technology and content line of the Consolidated statement of profit or loss. Impairment expenses reflect software developments where the future return does not support the carrying value, for example due to a change in market or development strategy.

13. Property, plant and equipment

	Leasehold improvements $ '000	Other fixtures and fittings, tools and equipment $ '000	Total $ '000
Cost:			
At 1 January 2023	**3,708**	**2,564**	**6,272**
Additions during the year	**172**	**157**	**329**
Disposals	**—**	**(251)**	**(251)**
Exchange differences	**123**	**74**	**197**
At 31 December 2023	**4,003**	**2,544**	**6,547**
Accumulated depreciation and impairment:			
At 1 January 2023	**(1,327)**	**(1,007)**	**(2,334)**
Depreciation for the year	**(900)**	**(673)**	**(1,573)**
Disposals	**—**	**231**	**231**
Exchange differences	**(81)**	**(34)**	**(115)**
At 31 December 2023	**(2,308)**	**(1,483)**	**(3,791)**
Carrying amount as at 31 December 2023	**1,695**	**1,061**	**2,756**

Notes to the consolidated financial statements continued

	Leasehold improvements $ '000	Other fixtures and fittings, tools and equipment $ '000	Total $ '000
Cost:			
At 1 January 2022	1,700	1,483	3,183
Additions during the year	2,254	1,449	3,703
Disposals	(103)	(234)	(337)
Exchange differences	(143)	(134)	(277)
At 31 December 2022	3,708	2,564	6,272
Accumulated depreciation and impairment:			
At 1 January 2022	(798)	(901)	(1,699)
Depreciation for the year	(693)	(399)	(1,092)
Disposals	96	233	329
Exchange differences	68	60	128
At 31 December 2022	(1,327)	(1,007)	(2,334)
Carrying amount as at 31 December 2022	2,381	1,557	3,938

14. Right-of-use-assets and leases

The Group solely leases properties, which are mostly made for fixed periods between 2-12 years but may have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations.

The Group bases the lease liability on the contractual end date of the lease or the first possible date to terminate a contract. For the leases located in Denmark, the Group has made a judgement of 12 months exceeding the termination terms of 6 months due to the current rolling lease terms.

The Group has recognised the following amounts relating to leases:

	FY23 $ '000	FY22 $ '000
Right-of-use assets		
Properties	**21,021**	23,569

	FY23 $ '000	FY22 $ '000
Lease liabilities		
Current	**4,292**	3,442
Non-current	**18,572**	21,243
	22,864	24,685
Additions to the right-of-use assets[1,2]	**1,080**	15,599
Total cash outflow for leases[3]	**5,235**	4,596

1 During the year the Group has signed two new leases for its offices in Italy and Netherlands.
2 Additions to right-of-use assets includes modifications of existing leases
3 Cash outflow includes short-term leases

The statement of profit or loss shows the following amounts relating to leases:

	FY23 $ '000	FY22 $ '000
Depreciation charge of right-of-use assets (included in general and administrative costs)	**4,230**	3,649
Interest expense (included in finance expenses)	**1,572**	1,010
Expense relating to short-term leases (included in general and administrative costs)[1]	**125**	400

1 The Group classifies leases of 12 months or below as short-term leases. These are not treated under IFRS 16 but expensed to the statement of profit or loss account over the period of the lease on a straight-line basis. The Group has no lease contracts with variable payments.

Notes to the consolidated financial statements continued

15. Deferred tax

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	FY23 $ '000	FY22 $ '000	FY23 $ '000	FY22 $ '000	FY23 $ '000	FY22 $ '000
Intangible assets	**—**	—	**(1,538)**	(1,476)	**(1,538)**	(1,476)
Property, plant and equipment	**435**	731	**—**	—	**435**	731
Short-term temporary differences	**426**	439	**—**	—	**426**	439
Tax losses	**13,105**	385	**—**	—	**13,105**	385
Deferred tax assets/ (liabilities)	**13,966**	1,555	**(1,538)**	(1,476)	**12,428**	79

Deferred income tax assets and liabilities disclosed in the balance sheet are offset when there is a legally enforceable right to set off assets against liabilities and when they relate to the same fiscal authority.

Deferred tax assets are reviewed at each reporting date. In considering their recoverability, the Group assesses the likelihood of the asset being recovered with a reasonably foreseeable timeframe considering the future expected profit profile and business model of each relevant country, as well as any restrictions on use. Reflecting the improving forecasts and expectation of using tax losses in the Danish entity, the Group has recognised a deferred tax asset of $12,428 thousand for the first time in respect of taxes, in addition to deferred tax relation to the reversal of taxable temporary differences held. Current forecasts indicate that the losses will be utilised over the next 5 years.

In the prior year $79 thousand arose on short-term temporary differences and fixed assets in Australia and Lithuania and is recognised on the basis of expected future taxable profits.

Movement in deferred tax during the year:

	1 January 2023 $ '000	Recognised in income $ '000	Exchange differences $ '000	Recognised in equity $ '000	31 December 2023 $ '000
Intangible assets	**(1,476)**	**(12)**	**(50)**	**—**	**(1,538)**
Property, plant and equipment	**731**	**(310)**	**14**	**—**	**435**
Short-term temporary differences	**439**	**(26)**	**13**	**—**	**426**
Tax losses	**385**	**12,527**	**193**	**—**	**13,105**
Deferred tax assets	**79**	**12,179**	**170**	**—**	**12,428**

Movement in deferred tax during the prior year:

	1 January 2022 $ '000	Recognised in income $ '000	Exchange differences $ '000	Recognised in equity $ '000	31 December 2022 $ '000
Intangible assets	(1,348)	(202)	74	—	(1,476)
Property, plant and equipment	362	400	(31)	—	731
Short-term temporary differences	653	(205)	(9)	—	439
Share-based payments	381	(369)	3	(15)	—
Tax losses	263	158	(36)	—	385
Deferred tax assets/(liabilities)	311	(218)	1	(15)	79

The deferred tax assets recoverable within 12 months and after 12 months is as follows:

	2023 $ '000	2022 $ '000
Deferred tax:		
Recoverable within 12 months	**382**	39
Recoverable after 12 months	**12,046**	40
Total	**12,428**	79

Out of the total deferred tax $12,428 thousand (FY22: $79 thousand), $382 thousand (FY22: $39 thousand) is expected to reverse within the next 12 months. $12,046 thousand (FY22: $40 thousand) is expected to reverse after 12 months.

Notes to the consolidated financial statements continued

Deferred tax not recognised is attributable to the following (presented net at the prevailing deferred tax rates in local jurisdictions):

	2023 $ '000	2022 $ '000
Intangible assets	**383**	–
Property, plant and equipment	**377**	511
Short term temporary differences	**186**	382
Share-based payments	**1,781**	531
Tax losses[1]	**23,975**	38,551
Total	**26,702**	39,975

[1]This represents $110,000 thousand (FY22: $177,000 thousand) of gross tax losses carried forward due to uncertainties over recovery.

There is no expiration date on $69,000 thousand (FY22: $136,000 thousand) of the losses. The remaining losses of $41,000 thousand (FY22: $41,000 thousand) will begin to expire in 2033 ($1,000 thousand in 2033, $6,000 thousand in 2034, $12,000 thousand in 2035, $12,000 thousand in 2036 and $10,000 thousand in 2037).

No deferred tax liability is recognised on temporary differences of $0 (FY22: $0) relating to the unremitted earnings of overseas subsidiaries as the Group is able to control the timing of the reversal of these temporary differences and it is probable that they will not reverse in the foreseeable future.

16. Trade receivables

	FY23 $ '000	FY22 $ '000
Trade receivables at 31 December	**10,880**	9,058
Less provision for impairment of trade receivables	**(1,060)**	(783)
Trade receivables net	**9,820**	8,275

Trade receivables are amounts due from customers for subscriptions sold in the ordinary course of business. They are typically due for settlement within 8 – 90 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value.

Due to the short-term nature of the current receivables, their carrying amount is considered to approximate their fair value. This has been assessed based on future cash flows discounted at an appropriate rate for the risk of the debt.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

Adoption of this approach means Significant Increase in Credit Risk and Date of Initial Recognition (DOIR) concepts are not applicable to the Group's ECL calculations. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. These receivables are credit impaired. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan. The Group policy is to write down a receivable by 50% when a debtor fails to make contractual payments more than 90 days past due. When receivables have been written off, the Group continue to engage in enforcement activity to attempt to recover the remaining receivable due. When recoveries are made, these are recognised in profit or loss.

The expected loss rates are based on the payment profiles of sales over a period of 12 months before 31 December and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information affecting the ability of the customers to settle the receivables, including macroeconomic information.

The loss allowance as at 31 December 2023 and 31 December 2022 was determined as follows for trade receivables:

	Not due or 0-60 days past due $ '000	More than 60 days past due $ '000	More than 90 days past due $ '000	Total $ '000
2023				
Expected loss rate coverage	**7%**	**45%**	**6%**	
Gross carrying amount, trade receivables	**7,875**	**877**	**2,128**	**10,880**
Loss allowance	**541**	**397**	**122**	**1,060**

Notes to the consolidated financial statements continued

	Not due or 0-60 days past due $ '000	More than 60 days past due $ '000	More than 90 days past due $ '000	Total $ '000
2022				
Expected loss rate coverage	7%	36%	4%	
Gross carrying amount, trade receivables	6,740	646	1,672	9,058
Loss allowance	479	231	73	783

Given that credit losses are evaluated on both specific credit risk characteristics and days past due, some expected loss rates may appear higher than expected for certain days past due buckets.

Movement on the Group's provision for impairment of trade receivables

	FY23 $ '000	FY22 $ '000
Opening balances	**783**	2,172
Net increase in loss allowance recognised in the profit or loss during the year[1]	**1,950**	1,397
Receivables written off during the year as uncollectible[2]	**(1,673)**	(2,786)
Provision for impairment of trade receivables	**1,060**	783

1 Net increase in loss allowance relates to new assets originated/recovered and financial assets derecognised during the year. The loss allowance of $1,950 thousand (FY22:$1,397 thousand) has been allocated as follows: $1,686 thousand (FY22: $1,195 thousand) in the profit or loss and $264 thousand (FY22: $202 thousand) in contract liabilities, based on the proportion of revenue recognised.
2 This also materially represents the contractual amount outstanding on financial assets that were written off during the year and are still subject to enforcement activity. The Group has not purchased credit impaired assets.

17. Contract acquisition costs

	FY23 $ '000	FY22 $ '000
Contract acquisition costs	**3,981**	—

These costs primarily relates to commissions paid to the Group's salesforce, and are deemed to be a cost of obtaining a contract.

During the year, there was an amortisation of $846 thousand (FY22: nil) and no impairment (FY22: nil) on the contract acquisition costs. Amortisation is on a straight line basis over three years and included within sales and marketing.

18. Deposits and other receivables

	FY23 $ '000	FY22 $ '000
Non-current deposits		
Deposits	**2,276**	2,158
Total non-current deposits	**2,276**	2,158
Current deposits and other receivables		
Other receivables	**1,175**	1,677
Deposits	**60**	139
Total current deposits and other receivables	**1,235**	1,816

The ECL allowance against deposits and other receivables is immaterial in the current and prior year. The maximum exposure to credit risk at the reporting date is the carrying value of each class of asset.

19. Cash and cash equivalents

	FY23 $ '000	FY22 $ '000
Cash at bank and in hand	**16,882**	73,459
Money market funds[1, 2]	**74,582**	—
Total cash and cash equivalents	**91,464**	73,459

1 Money market funds are held at fair value through profit or loss, see note 22 of the consolidated financial statements for further details.
2 The Group looks to the fund unit to establish whether the unit qualifies as cash equivalents (that is, it is short term, highly liquid, readily convertible to known amounts of cash, and subject to an insignificant risk of changes in value). The Group considers if the policies and controls in combination mean that the investment in the fund unit itself meets all of the criteria, including ensuring low credit and interest rate risk exposure. The Group assesses the fund, policies and controls to ensure that the portfolio comprises investments in high-quality (and, typically, short-term) assets and is highly diversified. Although from time-to-time issuers may hold more than 10% in the fund, the Group has considered a balanced position of the above factors. Having considered the fund at the reporting point, the Group is satisfied the money market funds held meet the IAS 7 'Statement of Cash Flows' criteria for cash equivalents.

Notes to the consolidated financial statements continued

20. Contract balances

The Group has recognised the following assets and liabilities related to contracts with customers:

	FY23 $ '000	FY22 $ '000
Trade receivables[1]	**9,820**	8,275
Contract liabilities	**(37,841)**	(32,210)

1 Trade receivables is a financial asset not a contract asset, further disclosure is available in note 16.

The movement in contract liabilities and trade receivables are in line with the increase in the Group's activities and the related sales.

All revenue from subscriptions are recognised monthly over time on a straight-line basis, unrelated to payment terms upon issuing of invoices. General payment terms are between 8 and 90 days. All subscriptions are prepaid, pro-rated to the billing terms, leading to the recognition of contract liabilities.

The unearned revenue from contracts in place at 31 December 2023 which will be earned in future periods is $102,066 thousand (FY22: $83,368 thousand), with 94% expected to be recognised within one year (FY22: 95%).

Total revenue recognised in FY23 relating to performance obligations that were fully or partially satisfied in the prior year is nil (FY22: nil).

During the year ended 31 December 2023 $30,662 thousand (FY22: $27,216 thousand) of the opening contract liabilities were recognised as revenue.

Of contract liabilities at the reporting date, management expects that $37,841 thousand (100%) will be recognised as revenue during the next reporting period (FY22: $30,662 thousand (95%) in FY23, $1,341 thousand (4%) in FY24 and $207 thousand (<1%) in FY25).

21. Share capital

	31 December 2023		31 December 2022	
Authorised, allotted and fully paid:	Number of shares	Nominal value ($ '000)	Number of shares	Nominal value ($ '000)
Ordinary shares	**419,783,461**	**5,338**	416,241,641	5,006
Total shares	**419,783,461**	**5,338**	416,241,641	5,006

The share capital of the Company as of 31 December 2023 consists of a single class of ordinary shares, each share having a nominal value of GBP 0.01. The ordinary shares carry no right to fixed income. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

		Share Capital	Share Premium
	Number of Shares	Nominal value ($ '000)	Nominal value ($ '000)
Changes in share capital			
Opening balance at 1 January 2023	**416,241,641**	**5,006**	**64,537**
Employee share scheme issues[1]	**3,541,820**	**44**	**612**
Contribution of equity – transaction cost	**–**	**–**	**(65)**
Exchange difference on items recognised directly in equity	**–**	**288**	**3,706**
Ending Balance 31 December 2023	**419,783,461**	**5,338**	**68,790**

1 From 1 January 2023 to 31 December 2023 (inclusive), 3,541,820 ordinary shares were issued in the Company to satisfy the exercise of warrants and vesting of restricted stock units in the Company, resulting in a share capital increase by $44 thousand and share premium increase of $547 thousand. Further detail related to these schemes is disclosed in note 8.

Notes to the consolidated financial statements continued

	Number of Shares	Share Capital Nominal value ($'000)	Share Premium Nominal value ($ '000)
Changes in share capital			
Opening balance at 1 January 2022	413,747,356	5,576	70,994
Employee share scheme issues[1]	2,494,285	31	1,312
Contribution of equity – transaction cost	—	—	(54)
Exchange difference on items recognised directly in equity	—	(601)	(7,715)
Ending Balance 31 December 2022	416,241,641	5,006	64,537

1 From 1 January 2022 to 31 December 2022 (inclusive), 2,494,285 ordinary shares were issued in the Company to satisfy the exercise of warrants and vesting of restricted stock units in the Company, resulting in a share capital increase by $31 thousand and share premium increase of $1,258 thousand. Further detail related to these schemes is disclosed in note 8.

22. Financial risk management

Outlined below are the ways in which the Group addresses interest rate risk, foreign currency risk, credit risk, liquidity risk and capital risk.

The Board has overall responsibility for the establishment and oversight of the Group's risk management framework and for establishing the Group's risk management policies. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's performance. The Group does not use derivative financial instruments to hedge any exposures.

Risk management is carried out by the Risk function under policies approved by the Board of Directors. The Board provides written principles for overall risk management.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in reference interest rates. Long-term borrowings with variable interest rates could therefore expose the Group to cash flow interest rate risk.

The Group has access to a credit facility with HSBC Innovation Bank; this revolving credit facility includes a variable interest rate that exposes the Group to interest rate risk. Credit facility funds are available in either USD, EUR or GBP with interest rates determined on a base plus margin basis with an interest rate floor. For the calculation of the interest base rate, USD borrowings will utilise the secured overnight financing rate, EUR borrowings will utilise the Euro interbank offered rate and GBP borrowings will utilise the sterling overnight index average rate. In addition to this base rate, a margin will be applied based on the Group EBITDA[1] in the most recently completed relevant period. Interest rate risk is concentrated across three reference rates for USD, EUR and GBP borrowings.

1Group EBITDA in this context is the same as Adjusted EBITDA illustrated in note 4 with the following additional adjustments where applicable:

- after deducting the amount of any profit (or adding back the amount of any loss) of any member of the Group which is attributable to minority interests;
- after deducting the amount of any profit of any Non-Group Entity to the extent that the amount of the profit included in the financial statements of the Group exceeds the amount actually received in cash by members of the Group through distributions by the Non-Group Entity.

Sensitivity from changes in interest rates, including the impact of interest rate benchmark reform, has been deemed immaterial given the group is debt free. The Group continues to monitor changes in interest rates and considers the associated cost of borrowing.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a balance sheet exposure will fluctuate because of changes in foreign exchange rates.

In general, purchases are made in the functional currencies of the individual group entity. The currency risk therefore primarily arises from sale in foreign currencies compared to the functional currency of each of the Group entities. Sales made in foreign currencies are primarily made by Trustpilot A/S and are denominated in USD, EUR and GBP.

The sensitivity analysis shows the impact on post tax profit/(loss) for the year and equity of a 10 per cent increase/decrease in the specified currencies towards their functional currencies (presented in US Dollars). The gain/loss is associated with the changing value of financial instruments on the balance sheet due to the underlying currency fluctuations for those instruments held in something other than the functional currency.

The impact of the sensitivity analysis is shown below:

	Impact on post tax profit/loss and equity	
	FY23 $ '000	**FY22 $ '000**
USD appreciates by 10%	**3,000**	2,091
USD depreciates by 10%	**(3,000)**	(2,091)
GBP appreciates by 10%	**327**	1,153
GBP depreciates by 10%	**(327)**	(1,153)
EUR appreciates by 10%	**1,231**	3,247
EUR depreciates by 10%	**(1,231)**	(3,247)

Year end rates sensitised in the above analysis are 6.7447 (FY22: 6.9722) USD/DKK, 5.3045 (FY22: 5.7977) GBP/DKK, 0.7865 (FY22: 0.8315) USD/GBP and 0.8691 (FY22: 0.8869) EUR/GBP. Positive figures represent an increase in profit/loss or equity.

Notes to the consolidated financial statements continued

The sensitivity analysis is based on the assumption that all other variables and exposures remains constant on the financial instruments recognised at 31 December. The sensitivity rate of 10% is assessed to be a reasonably possible change, based on historical volatility.

The carrying amounts of the Group foreign currency denominated financial assets and liabilities at the reporting date are as follows:

FY23	USD $ '000	GBP $ '000	EUR $ '000	Other $ '000	Total $ '000
Cash and cash equivalents	**33,247**	**39,753**	**17,308**	**1,156**	**91,464**
Trade receivables	**1,832**	**3,292**	**2,179**	**2,517**	**9,820**
Deposits	**30**	**1,935**	**61**	**310**	**2,336**
Other receivables[1]	**—**	**529**	**—**	**85**	**614**
Trade payables	**(570)**	**(803)**	**(147)**	**(2,961)**	**(4,481)**
Accruals	**(3,041)**	**(5,924)**	**(1,400)**	**(6,079)**	**(16,444)**
Lease liabilities	**(11,193)**	**(10,338)**	**(329)**	**(1,004)**	**(22,864)**
Borrowings	**—**	**—**	**—**	**—**	**—**

FY22	USD $ '000	GBP $ '000	EUR $ '000	Other $ '000	Total $ '000
Cash and cash equivalents	23,999	12,721	35,425	1,314	73,459
Trade receivables	1,385	2,691	1,861	2,338	8,275
Deposits	49	1,830	64	354	2,297
Other receivables[1]	—	377	—	308	685
Trade payables	(398)	(245)	(1,244)	(877)	(2,764)
Accruals	(2,277)	(3,023)	(823)	(4,839)	(10,962)
Lease liabilities	(12,337)	(11,166)	(61)	(1,121)	(24,685)
Borrowings	—	—	—	—	—

1 Other receivables consist of financial instruments and exclude prepayments, taxes and contract acquisition costs.

The impact on post tax profit/loss for the year includes financial instruments that are currency adjusted through the statement of profit or loss and is based on those financial instruments that were recognised at the respective balance sheet dates.

Credit risk

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables. The Group has determined that all these financial instruments listed have low credit risk on initial recognition.

The Group's primary credit exposure is related to trade receivables and cash positions. The Group determines whether a financial asset is credit-impaired based on the asset's cash flow expectations. The Group has no major exposure relating to one single customer or business partner. The Group has no significant credit risk concentrations as the Group has many small customers, a total of 26 thousand paying customers at 31 December 2023 (FY22: 25 thousand).

The Group's credit risk is monitored and managed by senior management based on analysis of actual loss, review of outstanding receivables and financial market conditions. Given the historical collection rate, the Group has determined that it will not forgo commercial agreements with customers due to their credit rating. The Group's outstanding receivables and impairment losses are detailed in note 16.

The most significant counterparty risk is related to cash and cash equivalents, as the Group's balance at 31 December 2023 amounts to $91,464 thousand (FY22: $73,459 thousand). To mitigate this risk, it is the Group's policy only to use banks and asset management institutions of high quality and with low credit risk in the countries the Group operates in, along with spreading the risk across several banks. Given the Group's treasury policy regarding deposits, the Group does not incorporate further forward-looking information into its understanding of credit risk and has an expected credit loss for cash and cash equivalents of $0 (FY22: $0). Cash and cash equivalents are reviewed on a monthly basis and write-offs are considered if expectation of recovery falls meaningfully. There were no write-offs in FY23 and all cash and cash equivalents are considered to be a low credit risk, held in institutions with credit ratings of "A" or higher, in line with our treasury management policy approved by the board. The Group has not established a credit loss provision on cash and cash equivalents due to the low credit risk associated with institutions of an "A" rating or higher.

The carrying amounts of trade receivables in note 16 and cash and cash equivalents in note 19 represents the Group's maximum exposure to credit risk. The Group's credit risk has not increased significantly since initial recognition of any financial assets.

Notes to the consolidated financial statements continued

Liquidity risk

Prudent liquidity risk management involves maintaining sufficient cash or access to credit to meet Group obligations.

Management monitors rolling forecasts of the Group's liquidity, which as of 31 December 2023 consists of $91,464 thousand cash and cash equivalents (FY22: $73,459 thousand) and a $30,000 thousand (FY22: $30,000 thousand) revolving credit facility to ensure the Group has sufficient liquid resources to meet the operating needs of the business. The Group manages its cash and borrowing requirements centrally within risk parameters agreed by the Board. As of 31 December 2023 the revolving credit facility remains undrawn.

Maturity analysis

The amounts disclosed in the table are the maturity analysis for the contractual undiscounted cash flows (including interest payments). Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 1 year $ '000	Between 1 and 3 years $ '000	More than 3 years $ '000	Total $ '000
Non-derivatives				
As at 31 December 2023				
Trade payables	**(4,481)**	**–**	**–**	**(4,481)**
Lease liabilities	**(5,653)**	**(12,089)**	**(10,591)**	**(28,333)**
Borrowings[1]	**(270)**	**(495)**	**–**	**(765)**
Accruals	**(16,444)**	**–**	**–**	**(16,444)**
Total	**(26,848)**	**(12,584)**	**(10,591)**	**(50,023)**

	Less than 1 year $ '000	Between 1 and 3 years $ '000	More than 3 years $ '000	Total $ '000
Non-derivatives				
As at 31 December 2022				
Trade payables	(2,764)	–	–	(2,764)
Lease liabilities	(4,949)	(12,605)	(13,939)	(31,493)
Borrowings[1]	(300)	(75)	–	(375)
Accruals	(10,962)	–	–	(10,962)
Total	(18,975)	(12,680)	(13,939)	(45,594)

1 Borrowings relate to the unused revolving credit facility fee

Financial assets and liabilities per measurement category	FY23 $ '000	FY22 $ '000
Financial assets		
Financial assets at amortised cost:		
Trade receivables, current	**9,820**	8,275
Deposits	**2,336**	2,297
Other receivables[1]	**614**	685
Cash at bank and in hand	**16,882**	73,459
Financial assets at fair value through profit or loss:		
Money market funds	**74,582**	–
Total	**104,234**	84,716

1 Other receivables consist of financial instruments and exclude prepayments, taxes and contract acquisition costs.

	FY23 $ '000	FY22 $ '000
Financial liabilities		
Financial liabilities at amortised cost:		
Trade payables, current	**(4,481)**	(2,764)
Accruals, current	**(16,444)**	(10,962)
Lease liabilities, non-current	**(18,572)**	(21,243)
Lease liabilities, current	**(4,292)**	(3,442)
Total	**(43,789)**	(38,411)

Due to the short-term nature of the Group's financial instruments, the fair value approximates the carrying amount.

Financial assets at fair value through profit or loss represents money market funds which are classified under Level 1 of the fair value hierarchy.

Level 1: The fair value of financial instruments traded in active markets based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price.

Notes to the consolidated financial statements continued

Capital management

The Group's key management personnel defines and monitors the net cash position, defined as the cash on the balance sheet less any outstanding debt.

The Group's objective when managing capital is to safeguard the ability to continue as a going concern, in a manner that optimises the capital structure.

The Group's strategy is to finance the operations of the business with the cash on the balance sheet and only access the credit facility if additional opportunities present themselves. There has been no change in the policies for managing capital when compared with the prior year. The Group remains in compliance with the covenants associated with the credit facility.

23. Commitments and contingent liabilities

Pledges and security

In connection with a revolving credit facility of $30,000 thousand, the Company, Trustpilot A/S, Trustpilot, Inc. and Trustpilot Ltd have granted security over all of their assets and undertaking, including bank accounts, trademarks and shares (excluding the Company).

No security has been provided for the Group's leaseholds.

Capital commitments

As at 31 December 2023, the Group had contractual capital commitments of $154 thousand (FY22: $13 thousand) in relation to the acquisition of property, plant and equipment. The capital commitments relating to intangible assets are immaterial during FY23 (FY22: immaterial).

Contingent liabilities

Subsidiaries of Trustpilot Group plc are parties to various litigation claims from time to time. The outcome of claims pending is not expected to constitute risk for economic outflow of material importance to the Group's financial position.

24. Provisions

	FY23 Dilapidation provision $ '000	FY22 Dilapidation provision $ '000
At 1 January	**1,081**	1,187
Utilised in the year	**(98)**	(208)
Charged in the year	**—**	194
Unwinding of discount	**38**	—
Exchange differences	**51**	(92)
At 31 December	**1,072**	1,081
Current	**369**	453
Non current	**703**	628
At 31 December	**1,072**	1,081

The Group recognises dilapidation provisions for leases where Trustpilot will have an obligation to restore the leases according to the contractual requirements when the leases come to an end. The provisions are based on internal assessments, estimates from the landlords and on the lifetime of each lease. There will be uncertainty to the actual outflow for dilapidation until leases in question have concluded and the space is formally assessed. The group has dilapidation obligations in the UK entity and the Danish Entity where $369 thousand is due within 12 months (FY22: $453 thousand) from balance sheet date and $703 thousand is due after more than 1 year (FY22: $628 thousand).

Notes to the consolidated financial statements continued

25. Other payables

	FY23 $ '000	FY22 $ '000
Non-current		
Holiday – other liability	**3,043**	2,858
Total non-current other payables	**3,043**	2,858
Current		
Other taxes and social security	**6,615**	4,343
Accruals	**16,444**	10,962
Total current other payables	**23,059**	15,305

26. Changes in liabilities arising from financing activities

This section sets out an analysis of liabilities arising from borrowings and the movements in each of the years presented.

	1 January 2023 $ '000	Principal elements of lease payments[4] $ '000	Foreign exchange movement $ '000	New leases[2] $ '000	31 December 2023 $ '000
Borrowings[1]	**–**	**–**	**–**	**–**	**–**
Lease liabilities	**24,685**	**(3,538)**	**637**	**1,080**	**22,864**
Total liabilities from financing activities	**24,685**	**(3,538)**	**637**	**1,080**	**22,864**

	1 January 2022 $ '000	Principal elements of lease payments[4] $ '000	Foreign exchange movement $ '000	New leases[2] $ '000	31 December 2022 $ '000
Borrowings	–	–	–	–	–
Lease liabilities[3]	13,056	(3,187)	(1,517)	16,333	24,685
Total liabilities from financing activities	13,056	(3,187)	(1,517)	16,333	24,685

1 In 2023 $30,000 thousand was drawn down from the revolving credit facility and fully repaid
2 Including lease modifications
3 The prior year change in liabilities has been updated to more appropriately reflect cash and non-cash movements.
4 Interest expense and interest paid of $1,572 thousand (FY22: $1,010 thousand) are included in cash flows from operating activities and therefore are excluded from the table above.

27. Related parties

The key management compensation is disclosed in note 6.

During the years ended 31 December 2023 and 31 December 2022, there were no material transactions with related parties.

28. Reconciliation to operating cash flows

	FY23 $ '000	FY22 $ '000
Changes to net working capital		
Increase in trade receivables	**(1,286)**	(2,412)
Decrease in other assets	**608**	899
Increase in prepayments	**(423)**	(711)
Increase in trade payables	**1,640**	930
Decrease in provisions	**(64)**	(14)
Increase/(decrease) in other payables	**6,195**	(3,810)
Increase in contract acquisition costs	**(3,940)**	–
Increase in contract liabilities	**4,642**	6,020
Total	**7,372**	902
Adjustments to operating cash flows		
Income tax credit	**(9,053)**	(401)
Amortisation and impairment of intangible assets	**3,171**	2,617
Depreciation of property, plant and equipment and right-of-use assets	**5,803**	4,741
Loss on disposal of property, plant and equipment	**20**	–
Finance expense/(income)	**1,326**	(945)
Share-based compensation	**6,339**	5,853
Total	**7,606**	11,865

Notes to the consolidated financial statements continued

29. List of Group companies

Entity	Legal entity registered office	Status	Place of incorporation	Ownership interest 2023	Ownership interest 2022	Business activities
Trustpilot A/S	Pilestræde 58, 5, 1112 København K	Trading	Denmark	100%	100%	Provision of global review platform
Trustpilot, Inc.	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, USA	Trading	US	100%	100%	Provision of global review platform
Trustpilot Ltd	5th Floor, The Minster Building, 21 Mincing Lane, London EC3R 7AG, United Kingdom	Trading	England & Wales	100%	100%	Provision of global review platform
Trustpilot GmbH	c/o Dantax Steuerberatungs GmbH, Am Oxer 7, 24955 Harrislee, Germany	Trading	Germany	100%	100%	Provision of global review platform
Trpilot Pty Limited	Suite 3, 61 Porter Street, Prahran, 3181 VIC, Australia	Trading	Australia	100%	100%	Provision of global review platform
Trustpilot UAB	Vito Gerulaic˘io g. 1, 3rd floor, Vilnius, Lithuania	Trading	Lithuania	100%	100%	Provision of global review platform
Trustpilot S.r.l.	Corso Vercelli 40, Milan, CAP 20145, Italy	Trading	Italy	100%	100%	Provision of global review platform
Trustpilot B.V.	Herikerbergweg 238, Luna ArenA, 1101 CM Amsterdam, The Netherlands	Trading	Netherlands	100%	100%	Provision of global review platform

30. Post balance sheet events

On 11 January 2024, Trustpilot announced the commencement of a £20 million share buyback programme. The purpose of the programme is to ensure the Group is running an efficient balance sheet and returning excess capital, not required for other priorities, to shareholders. All shares repurchased as part of the programme will be cancelled.

Company balance sheet

	Note	As at 31 December 2023 £ '000	As at 31 December 2022 £ '000
Fixed assets			
Investments	5	**18,731**	13,009
Total fixed assets		**18,731**	13,009
Current assets			
Trade and other receivables: amounts falling due after more than one year	6	**6,650**	6,510
Trade and other receivables: amounts falling due within one year	6	**669**	203
Cash and cash equivalents	7	**54,472**	42,310
Total current assets		**61,791**	49,023
Creditors: amounts falling due within one year	8	**(1,317)**	(593)
Net current assets		**60,474**	48,430
Total assets less current liabilities		**79,205**	61,439
Net assets		**79,205**	61,439
Capital and reserves			
Called-up share capital	9	**4,198**	4,162
Share premium account		**54,102**	53,666
Foreign currency translation reserve		**—**	—
Other reserves		**13,856**	8,764
Accumulated earnings/(losses)		**7,049**	(5,153)
Retained earnings		**20,905**	3,611
Total equity		**79,205**	61,439

As permitted by Section 408 of the Companies Act 2006, the Company's Statement of profit or loss has not been included in these financial statements.

The Company made a profit after tax of £12,202 thousand for the year ended 31 December 2023 (FY22: £2,336 thousand). At the balance sheet date, the Company has unused tax losses of £289 thousand (FY22: £590 thousand) available for offset against future profits. No deferred tax asset has been recognised as it is not considered probable that there will be future taxable profits available for the company. These losses may be carried forward indefinitely.

The notes on pages 208 to 211 are an integral part of these financial statements.

The financial statements on pages 207 to 208 were approved and authorised for issue by the Board of Directors on 18 March 2024 and signed on its behalf by:

Hanno Damm
Chief Financial Officer

Registered number 13184807

Company statement of changes in equity

	Called up share capital £ '000	Share premium account £ '000	Retained earnings: Foreign currency translation reserve £ '000	Retained earnings: Other reserves* £ '000	Retained earnings: Accumulated earnings/ (losses) £ '000	Total £ '000
As at 1 January 2023	**4,162**	**53,666**	**—**	**8,764**	**(5,153)**	**61,439**
Profit for the year	**—**	**—**	**—**	**—**	**12,202**	**12,202**
Other comprehensive income	**—**	**—**	**—**	**—**	**—**	**—**
Total comprehensive income for the year	**—**	**—**	**—**	**—**	**12,202**	**12,202**
Employee share scheme issues	**36**	**489**	**—**	**—**	**—**	**525**
Transaction costs	**—**	**(53)**	**—**	**—**	**—**	**(53)**
Share-based payments	**—**	**—**	**—**	**5,092**	**—**	**5,092**
Total transactions with owners	**36**	**436**	**—**	**5,092**	**—**	**5,564**
As at 31 December 2023	**4,198**	**54,102**	**—**	**13,856**	**7,049**	**79,205**

	Called up share capital £ '000	Share premium account £ '000	Retained earnings: Foreign currency translation reserve £ '000	Retained earnings: Other reserves* £ '000	Retained earnings: Accumulated earnings/ (losses) £ '000	Total £ '000
As at 1 January 2022	4,137	52,670	73	4,017	(7,489)	53,408
Profit for the year	—	—	—	—	2,336	2,336
Other comprehensive expense	—	—	(73)	—	—	(73)
Total comprehensive (expense)/ income for the year	—	—	(73)	—	2,336	2,263
Employee share scheme issues	25	1,037	—	—	—	1,062
Transaction costs	—	(41)	—	—	—	(41)
Share-based payments	—	—	—	4,747	—	4,747
Total transactions with owners	25	996	—	4,747	—	5,768
As at 31 December 2022	4,162	53,666	—	8,764	(5,153)	61,439

*Other reserves relates to share-based payments transactions.

Notes to the Company financial statements

1. General information

Trustpilot Group plc (the **"Company"**) is a public company limited by shares, incorporated on 8 February 2021, domiciled in the United Kingdom and registered in England & Wales with company number 13184807, and having its registered office at 5th Floor, The Minster Building, 21 Mincing Lane, London EC3R 7AG, United Kingdom.

The Company, together with its subsidiaries, comprise the "Group". The Company is the parent company of the Group and its principal activity is to act as the ultimate holding company of the Group. These financial statements are the separate financial statements for the Company covering the year ended to 31 December 2023.

The Company's financial statements are presented in British Pound Sterling ("GBP") being the Company's functional currency. All figures presented are rounded to the nearest thousand (£'000), unless otherwise stated.

2. Company accounting policies

Basis of preparation

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

These financial statements are prepared on a going concern basis under the historical cost convention, except for money market funds that have been measured at fair value through profit or loss.

A summary of the principal accounting policies of the Company, which have been consistently applied, is set out below. These accounting policies have been consistently applied to the year ending 31 December 2023.

The Company is deemed a qualifying entity under FRS 102, and so may take advantage of the reduced disclosures permitted under the standard. As a result, the following disclosure exemptions have been taken:

- The Company has taken advantage of the exemption, under paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Trustpilot Group plc, includes the Company's cash flows in its consolidated financial statements;

Notes to the Company financial statements continued

- Disclosures about financial instruments under Section 11 Basic Financial Instruments and Section 12 Other Financial Instruments Issues paragraphs 12.26 (in relation to those cross-referenced paragraphs from which a disclosure exemption is available), 12.27, 12.29(a), 12.29(b), and 12.29A; this exemption is permitted as equivalent disclosures are included in the consolidated financial statements of Trustpilot Group plc;
- Disclosures about share-based payments under Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23; this exemption is permitted as the Company is an ultimate parent, the share-based payment arrangements concern its own equity instruments, its separate financial statements are presented alongside the consolidated financial statements of the Trustpilot Group plc. and equivalent disclosures are included in those consolidated financial statements;
- A reconciliation of the number of shares outstanding at the beginning and end of the year. 4.12(a)(iv);
- Disclosure of related party transactions between wholly owned subsidiaries and parents within a group under Section 33 Related Party Disclosures; and
- Disclosure of key management personnel compensation in total under Section 33 paragraph 7.

Going concern

A principal objective of the Group (of which the Company is the holding company), is to manage cash and debt to safeguard the Group's ability to continue as a going concern for the foreseeable future. The ability of the Company to continue as a going concern is contingent on the ongoing viability of the Group, where management have performed a going concern assessment for the Group by preparing monthly cash flows for an 18 month period and then sensitising for what the Directors consider to be the most severe but plausible scenario that could arise. The Group retains sufficient resources to remain in compliance with the financial covenants of its bank facilities. The Directors have also assessed the Group's prospects and viability over a three-year period. The Directors therefore consider it appropriate to adopt the going concern basis in preparing the financial statements. Refer to note 1 of the consolidated financial statements.

Income statement

The Company has taken advantage of the exemption offered by Section 408 of the Companies Act 2006 not to present its income statement. The profit after tax for the year was £12,202 thousand (FY22: £2,336 thousand).

Principal accounting policies

Investment in subsidiaries

The investment in subsidiaries is held at cost less accumulated impairment losses. Where share awards and associated social security costs relating to employee services in subsidiary companies are settled by the Company through issues of share or cash payments, the associated charge incurred is deemed to be a capital contribution and included in cost of investment.

Dividends from subsidiaries

Dividends on investments in subsidiaries are recognised in the income statement of the Company in the financial year in which the dividend is declared.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds net of tax.

Share premium

The share premium account is used to record the aggregate amount or value of premiums paid in excess of the nominal value of these new ordinary shares issued. Costs that directly relate to the issue of ordinary shares are deducted from share premium net of corporation tax.

Accumulated earnings/(losses)

Accumulated earnings/(losses) comprise all current and prior period retained losses.

Other reserves

Other reserves contain equity settled share-based employee remuneration.

Intercompany

Intercompany balances are shown gross unless a right of set off exists. Intercompany balances that are receivable and payable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance.

Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets

Basic financial assets, including trade and other receivables, cash and cash equivalents are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Notes to the Company financial statements continued

Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period, financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Other financial assets such as money market funds are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss.

Financial assets are derecognised when: (a) the contractual rights to the cash flows from the asset expire or are settled; or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party; or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Basic financial liabilities, including trade and other payables, accruals, loans from fellow Group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Critical accounting estimates and judgements

During the reporting year, there were no significant accounting judgements. The Company is not materially impacted by interest rate benchmark reform.

Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about these. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 8 of the consolidated financial statements.

Estimates are also undertaken regarding expected forfeiture rates of unvested shares as well as performance estimates under LTIP program. Estimates only impact phasing of expenses as all actual forfeitures and performance is ultimately trued-up in reporting.

3. Staff costs

The Company has no employees (FY22: nil). Full details of the Directors' remuneration and interests are set out in the Directors' remuneration report on pages 139 to 156.

4. Auditors' remuneration

Fees paid to the auditors during the year for the audit of the Group and Company financial statements were £603 thousand (FY22: £567 thousand). Fees paid by the Company to the auditors for other audit-related assurance services was £111 thousand (FY22: £131 thousand). Further detail regarding the auditors' remuneration for controlled undertakings is available in note 7 of the consolidated financial statements.

5. Investments

	FY23 £ '000	FY22 £ '000
At 1 January	**13,009**	9,221
Additions during the year	**5,722**	3,788
At 31 December	**18,731**	13,009

As the Company is reporting under FRS 102, under Section 615 of the Companies Act 2006, the Company opted to record its investment in the shares acquired at an amount equal to the aggregate share capital and share premium.

During the year capital contributions of £5,722 thousand (FY22: £3,788 thousand) were made to its subsidiaries in relation to share-based payments.

Notes to the Company financial statements continued

A list of the Company's investments in subsidiary undertakings can be found in note 29 of the consolidated financial statements.

6. Trade and other receivables

	FY23 £ '000	FY22 £ '000
Trade and other receivables: amounts falling due after one year		
Amounts owed by Group undertakings	**6,650**	6,510
Total	**6,650**	6,510
Trade and other receivables: amounts falling due within one year		
Other debtors	**361**	54
Prepayments and accrued income	**308**	149
Total	**669**	203

Amounts due from Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand. The Company does not intend to realise the loans in its normal operating cycle, does not hold the loans primarily for the purpose of trading and does not expect to realise the loans within twelve months after the reporting period. Accordingly, the Company classifies the loans as non-current assets (FY22: non-current assets). The loans incur interest at 5% (FY22: 5%). The total value of trade and other receivables figures amounts to £7,319 thousand (FY22: £6,713 thousand).

7. Cash and cash equivalents

	FY23 £ '000	FY22 £ '000
Cash at bank and in hand	**1,033**	42,310
Money market funds[1]	**53,439**	—
Total cash and cash equivalents	**54,472**	42,310

1 Money market funds are held at fair value through profit or loss and are classified under Level 1 of the fair value hierarchy. Refer to note 22 of the consolidated financial statements for further details.

The Company looks to the fund unit to establish whether the unit qualifies as cash equivalents (that is, it is short term, highly liquid, readily convertible to known amounts of cash, and subject to an insignificant risk of changes in value). The Company considers if the policies and controls in combination mean that the investment in the fund unit itself meets all of the criteria, including ensuring low credit and interest rate risk exposure. The Company assesses the fund, policies and controls to ensure that the portfolio comprises investments in high-quality (and, typically, short-term) assets and is highly diversified. Although from time-to-time issuers may hold more than 10% in the fund, the Company has considered a balanced position of the above factors. Having considered the fund at the reporting point, the Company is satisfied the money market funds held meet the criteria for cash equivalents.

8. Creditors: amounts falling due within one year

	FY23 £ '000	FY22 £ '000
Amounts owed to Group undertakings	**264**	—
Taxation and social security	**833**	285
Accruals and deferred income	**220**	308
Total creditors: amounts falling due within one year	**1,317**	593

Amounts due to Group undertakings are unsecured, interest-free, have no fixed date of repayment and are repayable on demand.

9. Called-up share capital

	31 December 2023		31 December 2022	
	Number of Shares	Nominal value (£ '000)	Number of Shares	Nominal (£ '000)
The share capital comprises:				
Ordinary shares	**419,783,461**	**4,198**	416,241,641	4,162
Share capital (authorised and fully paid)	**419,783,461**	**4,198**	416,241,641	4,162

All shares have nominal value of £0.01. During the year 3,541,820 ordinary shares were allotted (FY22: 2,494,285) at a nominal value of £0.01 which was duly received by the Company.

10. Related parties

Details on related parties can be found in note 27 of the consolidated financial statements.

11. Post balance sheet events

On 11 January 2024, Trustpilot announced the commencement of a £20 million share buyback programme. The purpose of the programme is to ensure the Group is running an efficient balance sheet and returning excess capital, not required for other priorities, to shareholders. All shares repurchased as part of the programme will be cancelled.

Annual Report – important information

This Annual Report has been prepared by the Company for the purpose of providing certain required information about the Group to members of the Company only and should not be relied upon by any other person or for any other purpose. To the maximum extent permitted by law, no responsibility or liability is accepted or assumed to any other person to whom this Annual Report is shown or into whose hands it may come and any such responsibility or liability is expressly disclaimed.

The information in this Annual Report does not constitute an offer to sell or an invitation to buy shares in the Company or an invitation or inducement to engage in any other investment activities. You are recommended to seek independent advice from an appropriately authorised financial adviser before engaging in any investment activity. Any decision you make in reliance on this information is solely your responsibility.

Where this Annual Report contains forward-looking statements (including ‘forward-looking statements’ within the meaning of the United States Private Securities Litigation Reform Act of 1995), such statements are based on current expectations and assumptions, and speak only as of the date they are made. Forward-looking statements should be treated with caution due to the inherent risks, uncertainties and assumptions underlying them. The Group cautions investors that a number of factors, including matters referred to in this Annual Report, could cause actual results to differ materially from those expressed or implied in any forward-looking statement. Such factors include, but are not limited to, those factors discussed in the section of this Annual Report titled ‘Principal risks and uncertainties’ on pages 90 to 95.

Forward-looking statements can be identified by the use of relevant terminology including the words: ‘may’, ‘will’, ‘seek’, ‘aim’, ‘anticipate’, ‘target’, ‘projected’, ‘expect’, ‘estimate’, ‘intend’, ‘plan’, ‘goal’, ‘believe’ or other words of similar meaning and include all matters that are not historical facts. They appear in a number of places throughout this Annual Report and include statements regarding the intentions, beliefs or current expectations of our officers, directors and employees concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the business.

Neither the Group, nor any of its officers, directors or employees, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement in this Annual Report will actually occur. Undue reliance should not be placed on these forward-looking statements. Other than in accordance with our legal and regulatory obligations, the Group undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Past performance cannot be relied upon as a guide to future performance. Nothing in this Annual Report should be construed as a profit forecast.

Where this Annual Report contains statements referring to Trustpilot’s competitive position, such statements are based on the Group’s belief and, in some cases, rely on a range of sources, including investment analysts’ reports, independent market surveys, and the Group’s own internal assessments of market share.

Where this Annual Report contains references to the Group’s websites or separate reports not contained in this document, such references are included for convenience only. Information on, or accessible through, such websites or reports does not form part of, and is not incorporated into, this Annual Report. In addition, information on, or accessible through, any third party or external website does not form part of, and is not incorporated into, this Annual Report.

The Company is the parent company of the Group. The Company and each of its subsidiaries are separate legal entities. In this Annual Report, unless otherwise stated or the context requires otherwise, references to ‘the Company’ and ‘the Group’ have the meanings set out in the Glossary overleaf — and references to ‘Trustpilot’ and terms such as ‘we’, ‘us’ and ‘our’ are used for convenience to refer to one or more of the members of the Group instead of identifying a particular entity or entities.

Glossary

Term	Definition
Active consumer	A consumer that has visited Trustpilot's consumer site in a given month
Active domain	A domain that has received an invited review or is the subject of a TrustBox impression during a given month
ACV	Annual contract value
Adjusted EBITDA	EBITDA (earnings before interest, tax, depreciation and amortisation) adjusted to exclude share- based compensation, including associated cash settled social security costs, non-recurring transaction costs, such as those related to IPO preparation, and restructuring costs, which relate to one-time costs associated with a material organisational change such as severance payments
Adjusted free cash flow	Adjusted free cash flow is operating cash flow, adjusted for non-recurring transaction costs, restructuring costs, principal lease payments and capital expenditure.
AGM	The annual general meeting of the Company to be held on Tuesday, 21 May 2024 at 1.00 p.m. from 5th Floor, The Minster Building, 21 Mincing Lane, London, EC3R 7AG, United Kingdom
AI	Artificial intelligence
APM	Alternative performance measure
ARR	Annual recurring revenue, representing the annual value of subscription contracts measured on the final day of a reporting period
Board	The board of Directors
Bookings	The annual contract value of subscription contracts entered into by Trustpilot with customers in a given period. Nearly all of Trustpilot's subscription contracts are 12 months in duration — and, in the event a contract exceeds a 12 month term, the value is adjusted to the 12-month equivalent for the purpose of calculating bookings
CAC	Customer acquisition cost. Includes sales and marketing costs in a given period
CAGR	Compound annual growth rate
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Claimed domain	A domain whose business profile page on Trustpilot's platform has been claimed, enabling access to features like inviting customers to write reviews, replying to reviews, and being notified whenever someone writes a review
Code	The UK Corporate Governance Code published by the FRC in July 2018
Company	Trustpilot Group plc, a company incorporated in England and Wales with registered number 13184807, whose registered office is at 5th Floor, The Minster Building, 21 Mincing Lane, London EC3R 7AG, United Kingdom

Term	Definition
Constant currency	Constant currency calculations are performed by applying the monthly average exchange rates from the last month in the most recent period to prior periods at the entity level. Further adjustment is made in the Danish entity, Trustpilot A/S, to fix the transactional impact of GBP to DKK arising from individual GBP transactions, mainly relating to UK sales.
COO	Chief Operating Officer
Directors	The directors of the Company
DKK or kr.	Danish kroner
ECL	Expected Credit Losses
e-NPS	Employer net promoter score methodology
EIR	Effective interest rate
ELT	Executive Leadership Team
ERG	Employee Resource Group
ESG	Environmental, Social & Governance
Executive Directors	Executive Directors of the Company, being Adrian Blair and Hanno Damm
FCA	The UK Financial Conduct Authority
FRC	The Financial Reporting Council
FVOCI	Fair Value Through Other Comprehensive Income
FVTPL	Fair Value Through Profit or Loss
FTSE	Financial Times Stock Exchange Group
FY21, FY22, FY23	The years ended or ending 31 December 2021, 31 December 2022 and 31 December 2023, respectively
GBP or £	British pound sterling
GLG	Global Leadership Group
Gross churn	ACV lost in a renewal period as a result of customers that do not renew
Gross dollar retention rate	ACV of all subscription renewals in a given period divided by the ACV of subscriptions expiring in that period, based on USD amounts rather than customer count, and excluding any expansion of contract value of subscriptions with existing customers (such as up-selling and cross-selling)
Group	The Company and its subsidiaries or, where referring or relating to periods prior to the IPO Restructuring, Trustpilot A/S and its subsidiaries.
ICFR	Internal Control over Financial Reporting
IFRS	International Financial Reporting Standards
IPO	The initial public offering of the Company's ordinary shares

Glossary continued

Term	Definition
IPO Restructuring	The reorganisation of the corporate structure of the Group, completed immediately prior to Admission and involving: a horizontal merger of Trustpilot A/S and Trustpilot Galaxy A/S (with Trustpilot A/S as the continuing company); each shareholder in Trustpilot A/S exchanging their shares for newly-issued ordinary shares in the Company, resulting in the Company becoming the Parent Company; and (iii) the cancellation of warrants in Trustpilot A/S and replacement with warrants in the Company.
IT	Information Technology
KPI	Key performance indicator
Lifetime Value	Average new customer ACV multiplied by gross margin, divided by Gross churn. Excludes any expansion of contract value of subscriptions with existing customers (such as up-selling and cross-selling)
Listing Rules	The listing rules of the FCA made under section 73A(2) of the Financial Services and Markets Act 2000, as amended
LTIP	The Company's Long-Term Incentive Plan
LTM	Last twelve months
LTM Net Dollar Retention Rate	Annual contract value of all subscription renewals in the last twelve months divided by the annual contract value of subscriptions expiring in the last twelve months. LTM Net dollar retention includes the total value of subscriptions with existing Subscribing Customers, and includes any expansion of contract value with existing Subscribing Customers through upsell, cross-sell, price expansion or win back. Twelve months of data is used as nearly all subscriptions are twelve months in duration, ensuring the appropriate alignment of renewal activities.
LGBTQIA	Lesbian, Gay, Bisexual, Transgender, Queer, Intersex and Asexual
LTV/CAC	Lifetime Value divided by CAC. Excludes any expansion of contract value of subscriptions with existing customers (such as up-selling and cross-selling)
M&A	Mergers & acquisitions
Monthly unique users	The average monthly number of unique users that visited the Trustpilot platform in the period.
Net dollar retention rate	ACV of all subscription renewals in a given period divided by the ACV of subscriptions expiring in that period, based on USD amounts rather than customer count, and includes any expansion of contract value of subscriptions with existing customers (such as up-selling and cross-selling).
Net expansion	Calculated as Net dollar retention rate minus Gross dollar retention rate
Parent Company	The ultimate holding company of the Group, being the Company
Prospectus	The prospectus relating to the Company's IPO, issued on 23 March 2021
R&D	Research & development
Revenue	Recognised revenue. Software subscriptions are amortised over the term of the contract

Term	Definition
Review invitations	A product feature that enables Trustpilot's customers to invite their own customers to write a review about them on Trustpilot's platform.
Reviewed domains	Domains reviewed on Trustpilot's platform (inclusive of domains subsequently removed from Trustpilot consumer site)
ROI	Return on Investment
RoW	Rest of World
RSP	The Company's Restricted Share Plan
SaaS	Software-as-a-Service
SECR	Streamlined Energy and Carbon Reporting
SEM	Search engine marketing
SEO	Search engine optimisation
SPPI	Solely Payment of Principal and Interest
Subscribing Customers	Number of customers with a paid subscription for services on Trustpilot's platform
TCFD	Task Force on Climate-related Financial Disclosures
Total addressable market / TAM	The total future long-term market opportunity that exists for the Group, including expansion into adjacent industries, products and geographies. Global TAM (excluding China) was estimated by a Trustpilot-commissioned study in Q4 2020 to be approximately USD 50 billion
Total cumulative reviews	All reviews submitted to Trustpilot's platform since its inception (including reviews subsequently removed or deleted)
TrustBox	Embedded widgets that allow Trustpilot's business users to display customer feedback, including reviews and TrustScore, on their website or within their marketing
TrustBox Impressions	The number of customer webpage loads with an embedded TrustBox, but the consumer does not necessarily see the TrustBox
Trusties	Trustpilot employees
TrustScore	Also known as Trustpilot's star rating — an overall measurement of reviewer satisfaction based on all consumer reviews a business receives on Trustpilot. The TrustScore is represented numerically from 1 to 5
TSR	Total shareholder return
USD or $	US dollars
Vitruvian Partners	Trafalgar Acquisition S.à r.l.
VP	Vice President
WAMH	Well-being and Mental Health
Warrant Program	Warrants to subscribe for ordinary shares in the capital of the Company

Shareholder information

Registered office

Trustpilot Group plc
5th Floor
The Minster Building
21 Mincing Lane
London
EC3R 7AG
United Kingdom

Trustpilot A/S
Pilestraede 58
5th Floor
1112 Copenhagen K
Denmark

Registered number: 13184807
Website: investors.trustpilot.com

Shareholders as at 31 December 2023

Number of ordinary shares held	Number of shareholder accounts	% of shareholders	Number of shares	% of total issued share capital
1 – 1,000	21	7.12	10,257	0.00
1,001 – 5,000	26	8.81	68,629	0.02
5,001 – 50,000	65	22.03	1,326,112	0.32
50,001 – 100,000	30	10.17	2,196,921	0.52
100,001 – 500,000	62	21.02	14,877,614	3.54
More than 500,000	91	30.85	401,303,928	95.60

Share price - during the year to 31 December 2023

Share price as at 31 December 2023	148.5p
Lowest share price during the year	63.2p
Highest share price during the year	151.1p

The share prices quoted above are closing prices from the Stock Exchange Daily Official List.

Financial calendar 2024

Annual General Meeting – 21 May 2024
Trading update – July 2024
Announcement of 2024 half-year results – September 2024

Directors

Zillah Byng-Thorne – Chair
Adrian Blair – CEO
Hanno Damm – CFO
Angela Seymour-Jackson – Senior Independent Director
Peter Holten Mühlmann – Non-Executive Director
Mohammed Anjarwala – Non-Executive Director
Claire Davenport – Non-Executive Director
Joe Hurd – Non-Executive Director
Rachel Kentleton – Non-Executive Director

Company Secretary

Anne McSherry

Shareholder information continued

Independent auditor
PricewaterhouseCoopers LLP
Donington Court
Pegasus Business Park
Castle Donington
East Midlands
DE74 2UZ

Financial advisers
J.P. Morgan Securities plc
25 Bank Street
Canary Wharf
London
W14 5JP

Morgan Stanley & Co. International plc
25 Cabot Square
Canary Wharf
London
E14 4QA

Joh. Berenberg, Gossler & Co. KG
London Branch
60 Threadneedle Street
London
EC2R 8HP

Principal bankers
HSBC Innovation Bank
Danske Bank
J.P. Morgan Chase Bank

Financial PR consultants
Headland Consultancy
Cannon Green
1 Suffolk Lane
London
EC4R 0AX

Website

The Company's website, investors.trustpilot.com, provides information for shareholders including the 2023 half-year report, results announcements and share price information.

Registrar and shareholder enquiries

Enquiries in relation to shareholdings in Trustpilot Group plc should be addressed to Trustpilot's registrar, Equiniti. Contact details for Equiniti are provided below:

- Online: www.shareview.co.uk
- By telephone: 0371 384 2063 (for UK calls) or +44 (0)121 415 0235 (for calls from outside the UK). Lines are open from 8.30 a.m. to 5.30 p.m. (UK time), Monday to Friday (excluding public holidays in England and Wales).
- By post: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA

Equiniti's website provides information about how you can manage your shareholdings and answers to commonly asked shareholder questions.

Annual General Meeting

Trustpilot Group plc's first Annual General Meeting ("AGM") will be held on Tuesday, 21 May 2024 at 1.00 p.m. at 5th Floor, The Minster Building, 21 Mincing Lane, London, EC3R 7AG, United Kingdom. Further information on the AGM can be found in the notice of AGM which is available to download from our website, uk.trustpilot.com. If there are any changes to the Company's AGM arrangements from those set out in the notice of AGM, an update will be provided on our website, investors.trustpilot.com.

Printed on material from well-managed, FSC® certified forests and other controlled sources. This publication was printed by an FSC® certified printer that holds an ISO 14001 certification.

100% of the inks used are HP Indigo ElectroInk which complies with RoHS legislation and meets the chemical requirements of the Nordic Ecolabel (Nordic Swan) for printing companies, 95% of press chemicals are recycled for further use and, on average 99% of any waste associated with this production will be recycled and the remaining 1% used to generate energy.

The paper is Carbon Balanced with World Land Trust, an international conservation charity, who offset carbon emissions through the purchase and preservation of high conservation value land. Through protecting standing forests, under threat of clearance, carbon is locked-in, that would otherwise be released.

Trustpilot Group plc
5th Floor
The Minster Building
21 Mincing Lane
London
EC3R 7AG
United Kingdom

Telephone: +44 20 8135 2208

investors.trustpilot.com

Incorporated and registered in England and Wales
with registered number 13184807