



# Principal Risks and Uncertainties

"We believe that effective risk management is critical to the achievement of our strategic objectives and the long-term sustainable growth of our business. The Board continues to take a proactive approach to recognising and mitigating risk with the aim of protecting its employees and customers and safeguarding the interests of the Group and its stakeholders."

# Principal Risks and Uncertainties

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## Our approach to Risk Management

The Board has overall accountability for ensuring that risk is effectively managed across the Group and, on behalf of the Board, the Audit Committee coordinates and reviews the effectiveness of the Group's risk management process.

Risks are reviewed by all of our businesses on an ongoing basis and are measured against a defined set of likelihood and impact criteria. This is captured in consistent reporting formats enabling the Audit Committee to review and consolidate risk information and summarise the principal risks and uncertainties facing the Group. Wherever possible, action is taken to mitigate, to an acceptable level, the potential impact of identified principal risks and uncertainties.

Risk Rating	Risk Level	Action
● 20+	Very High Risk	Stop
● 12 to 16	High Risk	Urgent Action
● 8 to 10	Medium Risk	Action
● 4 to 6	Low Risk	Monitor
● 1 to 3	Very Low Risk	No Action

The Board formally reviews the most significant risks facing the Group twice a year, or more frequently should new matters arise. Throughout 2023, and other than as described below, the overall risk environment remained largely unchanged from that reported within the Group's 2022 Annual Report.

IMPACT		LIKELIHOOD				
		1	2	3	4	5
Severe	5	5	10	15	20	25
Significant	4	4	8	12	16	20
Moderate	3	3	6	9	12	15
Minor	2	2	4	6	8	10
Insignificant	1	1	2	3	4	5
		1	2	3	4	5
		Improbable	Remote	Possible	Likely	Almost Certain

## Risk Appetite

The Board interprets appetite for risk as the level of risk that the Group is willing to take in order to meet its strategic goals. The Board communicates its approach to, and appetite for, risk to the business through the strategy planning process and the internal risk governance and control frameworks. In determining its risk appetite, the Board recognises that a prudent and robust approach to risk assessment and mitigation must be carefully balanced with a degree of flexibility so that the entrepreneurial spirit which has greatly contributed to the success of the Group is not inhibited. Both the Board and the Audit Committee remain satisfied that the Group's internal risk control framework continues to provide the necessary element of flexibility without compromising the integrity of risk management and internal control systems.

## Emerging Risks

The Board has established processes for identifying emerging risks, and horizon scanning for risks that may arise over the medium to long term. Emerging and potential changes to the Group's risk profile are identified through the Group's risk governance frameworks and processes, and through direct feedback from management, including changing operating conditions, market and consumer trends.

## Principal Risks and Uncertainties

The principal risks and uncertainties affecting the Group are set out below, together with details on how the Board takes action to mitigate each risk. These risks and uncertainties do not comprise all of the risks that the Group may face and are not necessarily listed in any order of priority. Additional risks and uncertainties not presently known to the Board, or deemed to be less material at the date of this Annual Report, may also have an adverse effect on the Group. For each principal risk we have set out the risk rating that has been attributed to each risk. Risk ratings are shown as 'net' i.e. the residual risk rating taking account of the controls and mitigation in place.

In accordance with the provisions of the Financial Reporting Council's 2018 UK Corporate Governance Code (the 'Code'), the Board has taken into consideration the principal risks and uncertainties in the context of determining whether to adopt the going concern basis of preparation and when assessing the future prospects of the Group.

Key



Increased risk



Static risk

Risk	Mitigation
<p><b>ECONOMIC AND POLITICAL CONDITIONS</b> <span style="float: right;">Trend: →</span></p> <p><b>Risk Rating: High</b></p>	
<p>Our business could be susceptible to adverse changes in, inter alia, economic conditions, employment levels and customer spending habits, all of which could impact our profitability and cash flow.</p> <p>The extraordinary and unprecedented events during 2020 and 2021 enhanced this risk as a result of the various lockdowns and restrictions imposed in response to the COVID-19 pandemic.</p> <p>Current macro-economic conditions, particularly high inflation rates, could negatively impact consumer spending and hence demand for our services, particularly in HORECA.</p> <p>Geopolitical tensions, such as those escalating in the Middle East and the ongoing Russia-Ukraine conflict, could have an impact on the price, or availability, of inputs (e.g. energy) and have heightened threats to national security.</p>	<p>Given the diversity of our customer base and the various industries which we serve, it is generally possible to contain the impact of these adverse conditions. Each business continually reviews its routes to market, changes in customer demands and expectations and cost base so that it can react appropriately to the impact of the wider economy. We quickly reacted to current pressures in the wider labour market by proactively increasing wages to attract and retain employees.</p> <p>Any adverse impact on cash flow could be mitigated in the short term by controls over capital expenditure and other discretionary spend.</p> <p>In response to COVID-19, we implemented action plans to protect the liquidity of the Group and to reduce the cost base.</p> <p>The Group has long standing relationships with its key suppliers and aims to develop a strategic partnership approach. These relationships mitigate, to a certain extent, the risk of a supplier not being able to supply us. In the event that a supply was rationed, for example energy blackouts at certain times, we would seek to adjust our shift and work patterns accordingly.</p> <p>As further detailed below within 'Cost Inflation', and in order to provide protection from pricing volatility, the Group proactively forward purchases certain of its energy requirements.</p>
<p><b>COST INFLATION</b> <span style="float: right;">Trend: →</span></p> <p><b>Risk Rating: High</b></p>	
<p>Our objective is always to deliver the right level of service in the most efficient way. An increase in the cost of labour or supplies, for example, energy, could constitute a risk to our ability to do this.</p>	<p>We seek to manage the impact of cost inflation by continuing to drive greater efficiencies through supplier rationalisation, labour scheduling and productivity improvements, the latter of which is evidenced by our ongoing investment in state of the art, energy efficient machinery.</p> <p>Cost indexation in certain of our contracts also gives us the contractual right to review pricing with our customers.</p> <p>Along with many other businesses, we are seeing inflationary pressures on some of our costs, particularly in respect of labour and energy, however, our existing scale and focus on operational excellence means we are well placed to address these challenges proactively without compromising our market share opportunity. Furthermore, we are protected to a large extent from the current volatility in prices with, at the time of writing, some 89% of our 2024 anticipated gas requirement and some 93% of our 2024 anticipated power requirement at fixed prices, with reducing amounts fixed into 2025 and 2026. We are proactively monitoring the market with the aim of entering into further fixed arrangements when appropriate and have also continued to secure and implement price increases across our customer base.</p>

# Principal Risks and Uncertainties

Continued >

Risk	Mitigation
<p><b>FAILURE OF STRATEGY</b></p> <p><b>Risk Rating: High</b></p> <p>Trend: →</p> <p>Our current business model sets out our intentions to expand the Group by actively pursuing strategic acquisition opportunities within the textile services market. Failure to identify suitable targets, or failure to successfully integrate them, would adversely impact our growth plans and potentially lead to lower investor confidence.</p>	<p>There is considerable knowledge and expertise within the Group with regard to acquisitions. An experienced acquisition team, together with external advisors where appropriate, is involved in all acquisition activity and we have a proven track record of successfully integrating businesses into the wider Group.</p> <p>Whilst the main challenge, particularly given the current macroeconomic environment, is in identifying suitable targets and determining an appropriate level of consideration on acceptable terms, our knowledge of and relationships with other market participants leaves us well positioned to take advantage of opportunities. The acquisitions of Regency and Celtic Linen during 2023 evidence this.</p>
<p><b>RECRUITMENT, RETENTION AND MOTIVATION OF EMPLOYEES</b></p> <p><b>Risk Rating: High</b></p> <p>Trend: →</p> <p>As a service orientated Group, attracting, retaining and motivating the best people with the right skills, at all levels of the organisation, is key to the long-term success of the Group.</p> <p>The Group has faced resourcing challenges over recent years in some parts of its businesses due to a lack of industry experience amongst candidates and appropriately qualified people as well as the seasonal nature of some of our business. These challenges were exaggerated in the wake of COVID-19 and Brexit. Changes to the UK's immigration system has also had an impact on employee availability in certain regions where we operate.</p> <p>Short term disruption could occur if a key member of our team was unavailable at short notice, either on a temporary or permanent basis. The current economic conditions may increase the risk of attrition in critical senior management positions.</p>	<p>The Group aims to mitigate this risk by time critical targeted resource management and has established training, development, performance management and reward programmes to attract, retain, develop and motivate our people. We quickly reacted to recent pressures in the wider labour market by proactively increasing wages to attract and retain employees.</p> <p>The Group also undertakes employee engagement reviews, led by an external consultant, and operates a number of well-established initiatives in response to our people's needs.</p> <p>The Group regularly reviews the adequacy and strength of its management teams to ensure that appropriate experience and training is given such that there is not an over reliance on any one individual.</p> <p>Furthermore, the Group has continued to develop succession planning as part of the development programmes for our people. Succession Planning is also now a regular agenda item at Board meetings.</p>
<p><b>LOSS OF A PROCESSING FACILITY</b></p> <p><b>Risk Rating: High</b></p> <p>Trend: →</p> <p>The loss of a key processing facility could result in significant disruption to our business.</p>	<p>A wide geographic spread of processing facilities mitigates, to an extent, the effect of a temporary loss of any single facility as our estate provides us the ability to relocate the processing of work. Detailed business continuity plans are in place for the processing to be relocated quickly and efficiently, as demonstrated in January 2020 following a fire at our Johnsons Workwear site in Exeter and again in February 2020 following a flood at our Johnsons Workwear site in Treforest.</p> <p>Furthermore, insurance cover is in place such that the increased cost of working following a loss of processing capacity may, in some circumstances, be recovered.</p>

Risk	Mitigation
<p><b>COMPETITION AND DISRUPTION</b></p> <p><b>Risk Rating: High</b></p> <p>Trend: →</p> <p>We operate in a highly competitive marketplace. Aggressive pricing from our competitors could cause a reduction in our revenues and margins.</p> <p>The levels of concentration and outsource penetration vary by region and by sector. Some markets are relatively concentrated with two or three key players whilst others are highly fragmented and offer significant opportunities for consolidation and penetration.</p>	<p>We aim to mitigate this risk by continuing to promote our differentiated propositions and focusing on our points of strength, such as transparency of our pricing, flexibility in our cost base, quality and value of service and innovation.</p> <p>Our diversified customer base and non-reliance on any one particular customer mitigates this risk to an extent. Furthermore, within Workwear, we have continued to attract new customers to the rental market with new-to-rental customers representing 25% of new sales in 2023.</p>
<p><b>INFORMATION TECHNOLOGY FAILURES AND CYBER SECURITY</b></p> <p><b>Risk Rating: High</b></p> <p>Trend: ↑</p> <p>The digital world creates many risks for a business including, but not limited to, technology failures, loss of confidential data, data privacy breaches and damage to brand reputation through, for example, the increased threat of cyber-attacks and instantaneous use of social media.</p> <p>Disruption caused by the failure of key software applications, security controls or underlying infrastructure could delay day to day operations and management decision making.</p> <p>The use of sophisticated phishing and malware attacks on businesses is rising with an increase in the number of companies suffering operational disruption and loss of data.</p> <p>The increase in remote working has led to an increase in the risk of malware and phishing attacks across all organisations.</p> <p>A combination of increased geopolitical tensions, economic instability and accessibility of sophisticated artificial intelligence ('AI') enabled tools and techniques have contributed to a significant increase in the risk of phishing and malware attacks, including ransomware, across all industries.</p>	<p>We seek to assess and manage the effectiveness of our security infrastructure and our ability to effectively defend against current and future cyber risks by using analysis tools and experienced professionals to evaluate and mitigate potential impacts. We are currently working alongside external consultants to review and, where appropriate, strengthen our security infrastructure. Externally facilitated cyber awareness training has been provided to senior management and similar training is being rolled out further across the Group. Furthermore, we continually increase our employees' awareness of phishing and malware attacks through the circulation of regular educational materials and simulation training.</p> <p>We also have in place appropriate crisis management procedures to handle issues in the event of our defences being breached. This is supported by using industry standard tooling, experienced professionals and partners and regular compliance monitoring to evaluate and mitigate potential impacts.</p> <p>We are focused on the need to maximise the effectiveness and security of our information systems and technology as a business enabler and to reduce both cost and exposure as a result. As such, we continue to invest in technology and specialist resources in order to further strengthen our platforms, controls and defences.</p>
<p><b>PANDEMIC OR OTHER NATIONAL CRISIS</b></p> <p><b>Risk Rating: Medium</b></p> <p>Trend: →</p> <p>Whilst the risks associated with the COVID-19 pandemic have reduced significantly, the Board is cognisant that a future significant unexpected event, such as a pandemic or other national crisis, could cause further business risk and have a material impact on the Group.</p>	<p>Detailed business continuity plans are in place and, in response to COVID-19, the Group demonstrated its ability to continue trading throughout the pandemic through the implementation of action plans to protect the liquidity of the Group, reduce the cost base and protect the health, safety and wellbeing of our employees.</p> <p>The Board will continue to keep the potential for a significant unexpected event under review as part of its overall assessment of risk.</p>

# Principal Risks and Uncertainties

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Risk	Mitigation
<p><b>HEALTH AND SAFETY</b></p> <p><b>Risk Rating: Medium</b></p> <p>Trend: →</p> <p>Health and safety in the workplace is an extremely important consideration for an employer. Legislation is complex and failure to ensure that our employees remain safe at work may lead to serious business interruption and could result in criminal and civil prosecution, increased costs and potential damage to our reputation.</p>	<p>The Group has policies, procedures and standards in place, which are continuously updated, to ensure compliance with legal obligations and industry standards. Regular health and safety audits and risk assessments are undertaken across the Group. Regular training is provided to our people to ensure they are clear on their role and accountabilities with regards to health, safety and wellbeing practices. Prompt incident reporting procedures are maintained and all employees are encouraged to report 'near misses' in order that additional safety procedures are implemented where applicable.</p> <p>All Board and management meetings throughout the Group feature a health and safety update as an agenda item.</p> <p>In September 2022, a new group-wide and dedicated role of Head of Health and Safety was created to further increase risk mitigation.</p>
<p><b>COMPLIANCE AND FRAUD</b></p> <p><b>Risk Rating: Medium</b></p> <p>Trend: →</p> <p>Ineffective management of compliance with increasingly complex laws and regulations, or evidence of fraud, bribery and corruption, anti-competitive behaviour or other serious misconduct, could have an adverse effect on the Group's reputation and could result in an adverse impact on the Group's performance and/or reputation if significant financial penalties are levied or a criminal action is brought against the Company or its Directors.</p> <p>Operating across more than one jurisdiction elevates this risk due to non-standard laws and regulations applying to different territories.</p>	<p>The Group's zero tolerance based Code of Ethics (the 'Code of Ethics') governs all aspects of our relationships with our stakeholders and, in conjunction with our dedicated Whistleblowing Hotline, is aimed at promoting a strong culture of integrity throughout the Group. All alleged breaches of the Code of Ethics, including any allegations of fraud, are investigated and action taken where appropriate.</p> <p>The Group's procedures include regular operating reviews, underpinned by a continual focus on ensuring the effectiveness of internal controls. The Group undertakes a robust risk management assessment that helps properly identify major risks and ensures the internal control framework remains effective through regular monitoring, testing and review. Emerging regulatory and compliance risks are included in this process to enable visibility and planning to address them.</p> <p>Regulation and compliance risk is also considered as part of our annual business planning process.</p> <p>Whilst operating across more than one jurisdiction does elevate this risk, this is mitigated through the knowledge and experience of local management and, where appropriate, through the use of professional advisors.</p>
<p><b>INSUFFICIENT PROCESSING CAPACITY</b></p> <p><b>Risk Rating: Medium</b></p> <p>Trend: →</p> <p>In previous years, the Group has stated that as demand increases our facilities may not be able to process the increased volume or may not be able to process it efficiently.</p> <p>Production efficiencies reduce if plants are processing too much work, quality may decline and machinery break downs are likely to increase in frequency.</p> <p>We may not be able to tender for further work due to capacity issues.</p>	<p>Our increasing geographic coverage allows for work transfers to ease short term processing gaps, however, the identification of suitable processing facilities in the right location remains a priority.</p> <p>The Group has adopted a lead strategy by adding capacity in anticipation of an increase in demand, for example, the construction of our new HORECA site in Crawley. Targeted investment in state-of-the-art machinery also helps us to increase capacity.</p>

Risk	Mitigation
<p><b>CUSTOMER SALES AND RETENTION</b></p> <p><b>Risk Rating: Medium</b></p> <p>Trend: →</p> <p>For our businesses to grow organically, we are reliant on securing and retaining a diverse range of customers. A reliance on any one particular customer or group of customers may present a risk to the future cash flows of the Group should they not be retained.</p> <p>Adverse economic conditions may lead to an increased number of our customers and clients being unable to pay for existing or additional products and services or, in more extreme circumstances, an increase in business failures and insolvencies.</p>	<p>We have strategies which strengthen our long-term relationships with our customers based on quality, value and innovation. Regular customer feedback surveys are undertaken across the Group and, where applicable, appropriate action taken.</p> <p>Our business model is structured so that we are not reliant on one particular customer or group of customers. Furthermore, within Workwear, we have continued to attract new customers to the rental market with new-to-rental customers representing 25% of new sales in 2023.</p> <p>The Group has limited concentration of credit risk with regard to trade receivables given the diverse and unrelated nature of the Group's customer base.</p>
<p><b>CLIMATE CHANGE &amp; ENERGY COSTS</b></p> <p><b>Risk Rating: Medium</b></p> <p>Trend: →</p> <p>Climate change is increasingly becoming more significant and we foresee that, over time, it may have a greater impact on the Group's operations.</p> <p>For example, unpredictable weather patterns brought about by climate change are leading to increasingly more intense storms and flash flooding.</p> <p>The industry we operate in is, by its very nature, energy intensive. Climate change is important to us as a business and to our stakeholders and we are committed to energy efficiency improvement and reducing our greenhouse gas emissions, however, there remains the potential for us to see increases in both the cost of energy as well as the potential introduction of associated levies or taxation.</p> <p>Failure to appropriately demonstrate that as a business we are committed and moving towards net zero carbon emissions could negatively impact our brand and also impact our ability to operate and/or remain relevant to our customers and consumers.</p> <p>Failure to remain up to date or comply with climate change disclosure requirements could lead to material financial, reputational or regulatory risks to the Group.</p>	<p>Detailed business continuity plans are in place for the processing of work to be relocated quickly and efficiently, as demonstrated in January 2020, following a fire at our Johnsons Workwear site in Exeter, and again in February 2020 following a flood at our Johnsons Workwear site in Treforest. Furthermore, material damage and business interruption insurance cover is in place such that damage to property and the increased cost of working following a loss of processing capacity may, in some circumstances, be recovered.</p> <p>The Group seeks to minimise volatility and manage price risk through hedging and forward buying arrangements for its diesel, electricity and gas requirements.</p> <p>Whilst we are unable to eradicate the risk of energy levies and/or taxes being introduced, we seek to mitigate such risk by continually investing in our sites and installing the latest technologically efficient machinery, for example, water and heat recovery systems.</p> <p>The launch of our refreshed Sustainability Strategy and Vision 2030 targets in 2022 demonstrate the commitments we are making in this area. These commitments are further supported by sustainability targets having been incorporated into Executive and senior management remuneration targets since 2022.</p> <p>We have formed a Sustainability Committee to oversee our environmental commitments. The role of the Committee is to lend support, to monitor progress and provide guidance on our priority areas, ensuring that our targets are ambitious, realistic, and in the long-term interests of the Group, our stakeholders and the environment.</p> <p>The Group already complies with SECR reporting requirements and has improved and increased its TCFD reporting year on year. In terms of Scope 3 reporting, we are working alongside third party energy consultants in order to further understand and develop our approach and methodology. Further details in respect of SECR, TCFD and Scope 3 emissions are set out within our Sustainability Report.</p>

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## Corporate Governance





  
JOHNSONS



## Directors and Officers



### Jock Lennox

Non-Executive Chair

Jock was appointed as Non-Executive Chair in May 2021. Jock, a Chartered Accountant with extensive experience across a range of sectors, spent 30 years with Ernst & Young LLP ('EY'), holding a number of leadership positions both in the UK and globally, including 20 years as a partner. Since leaving EY in 2009, he has developed an active board career and is currently the Senior Independent Director and Audit Committee Chair of Barratt Developments PLC and was previously Chair of Enquest PLC and Hill & Smith Holdings PLC. He has also served on the boards of Dixons Carphone PLC, Oxford Instruments PLC and A&J Mucklow Group PLC.



### Peter Egan

Chief Executive Officer

Peter was appointed as Chief Executive Officer on 1 January 2019 having previously held the role of Chief Operating Officer since 1 April 2018. He joined the Group in 1998 and has almost 30 years' experience in the Textile Services industry. Prior to his appointment to the Board, Peter was the Managing Director of Johnsons Workwear, the Group's workwear rental business, having also previously held a number of senior roles within that business. Peter is also a Board member of the European Textile Services Association.