

What does the CSRD mean for UK businesses?

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Speaking today



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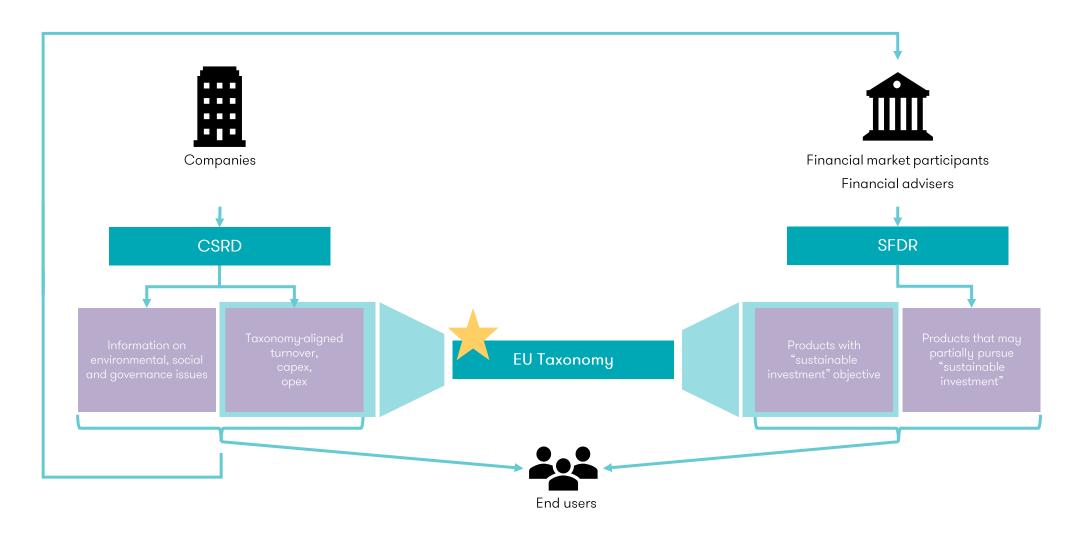
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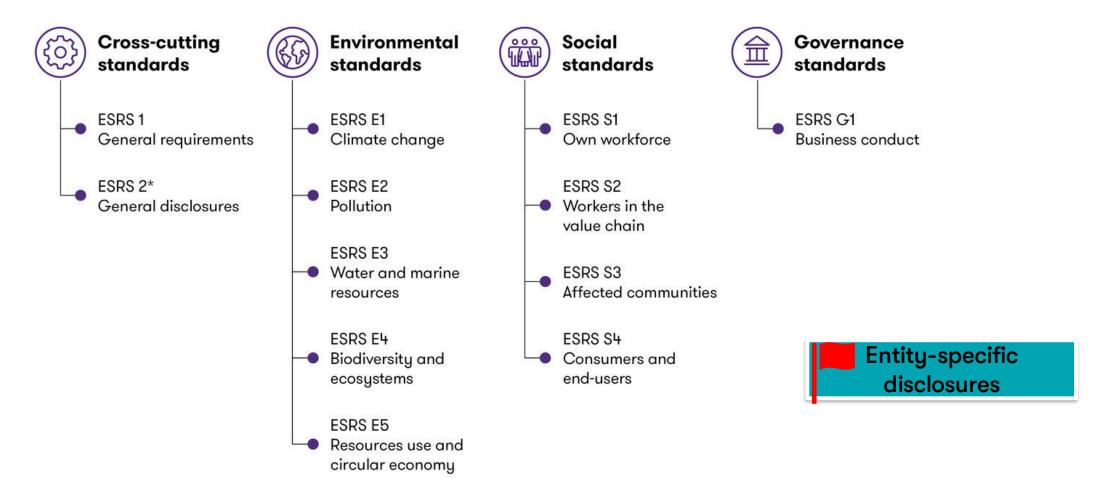
1 Introduction to CSRD



Regulatory interplay in Europe



Introduction to EU Sustainability Reporting Standards (ESRS)



^{*} Regardless of materiality assessment results, CSRD requires disclosures against this topic

Member states are in the process of transposing CSRD into national law





Might be transposed into national law differently



Becomes binding for companies in that local jurisdiction

Why is the CSRD relevant to my UK business?

Over 50,000 companies in the EU

Around 10,000 owned by Non-EU Groups

Around 1,200 are UK Groups

When does CSRD first apply?

It depends on how you fall into scope of CSRD...

FY 2024 (Phase 1)

Large EU PIE's

Large PIE's ie subject to current NFRD requirements

Non-EU companies with securities listed on an EU regulated market, which are large undertakings, and > 500 employees FY 2025 (Phase 2)

Other large EU entities/parents

Undertakings or parents (when consolidated) are large when at least 2 out of 3 are met:

>€25M total assets

>€50M net revenues >250 employees

Non-EU companies with securities listed on an EU regulated market, which are large undertakings

FY 2026* (Phase 3)

Listed SME's

Listed EU SMEs

Small and non-complex institutions and captive insurance undertakings

Non-EU companies with securities listed on an EU regulated market which are SMEs

* Two-year opt out option

FY 2028 (Phase 4)

Ultimate non-EU parents

Non-EU companies which derive net turnover of >€150M in the EU for each of last two consecutive financial years and have at least one of:

One entity in group in scope of CSRD

An EU branch generating net turnover >€40M in the EU

| 9

Key things to watch out for...

Listed debt/equity in Europe

Intermediate
holding companies
incorporated in
Europe

Net turnover in Europe over €150m

Group reorganisations

Growth

Bottom-up assessment

Exemptions which may be available to you



Group exemption

- The parent will need to voluntarily make available group-level sustainability reporting per full ESRS
- Subsidiary will need to make certain disclosures such as a link to the Group report and assurance opinion
- Not available to all eg large listed entities

Artificial consolidation

- Prepare an "artificially" consolidated sustainability report (similar to combined financial statements) that includes only those subsidiaries that fall under the general scoping
- Filed by EU subsidiary that generated the greatest turnover in at least one of the preceding 5 years
- Available until 2030
- Not available to all eg large listed entities

Weighing up the best way for your group to report





Consolidated Ell (sub)group (Art 29g) or

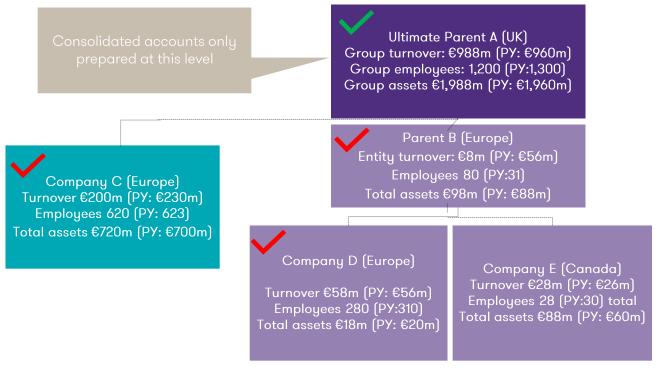
EU (sub)group (Art 29a) or Global consolidation (Art 40a)

"Artificial consolidation"

(Art 48i) Relief available until 2030



Bringing this to life with an example



Potential reporting options:

- Entity-level reports: Company C and Parent B (consolidated)
- One artificially consolidated report: Company C (filer) and Parent B (consolidated)
- One consolidated report by ultimate Parent A: Consolidated global report

*All entities are not listed entities or PIE's

** Consolidated revenue generated in the EU exceeds €150 million for each of the last 2 years



Entity would fall in scope of CSRD in 2025

/

Entity would fall in scope of CSRD in 2028

Documenting your scoping considerations

Scoping evaluation

Judgements and assumptions

Exemptions

Company-specific information

Reporting decision

2 Alignment of the CSRD to UK regulations



UK sustainability reporting landscape



The alignment to the UK landscape

Moving beyond climate

Annual reports

4 key pillars:
Governance,
Strategy, Risk
Management,
Metrics and Targets

Sector specific standards

Connectivity with financial statements

The key differences...

Assurance

Topical standards

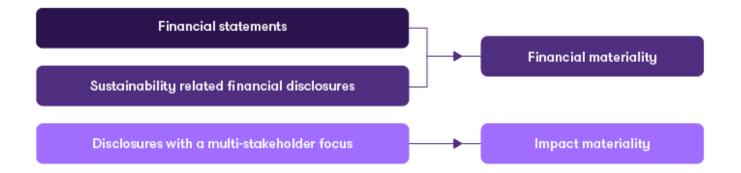
Definition of materiality

3 Demystifying double materiality and creating strategic opportunities



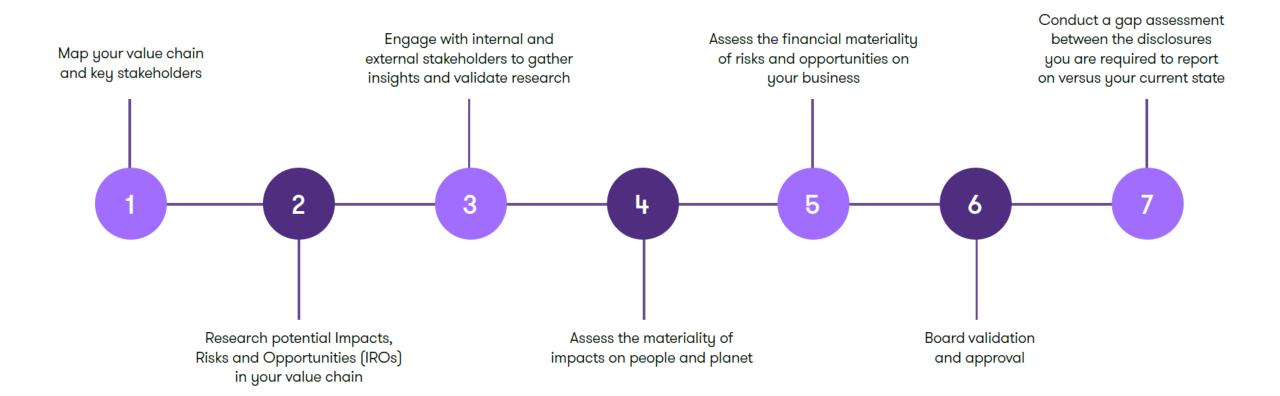
What is the 'double materiality' principle?

ESRS and CSRD introduce the concept of double materiality.



Financial	Impact
A sustainability matter is material if it triggers material financial effects – risks or opportunities (outside-in)	Actual or potential positive or negative impacts on people or the environment over the short-, medium- and long-term horizons (inside-out)
Similar with assessment for financial statements on material financial matters to be disclosed	This includes impacts linked to own operations, product, services or through business relationships (including value chain)
Likelihood of occurrence and the potential magnitude of their financial effects in the short-, medium- and long- term	Severity (scale, scope and irremediable character of the impact) and, for potential impacts, also likelihood

Double Materiality Assessment



Strategic opportunities

Maximising stakeholder engagement

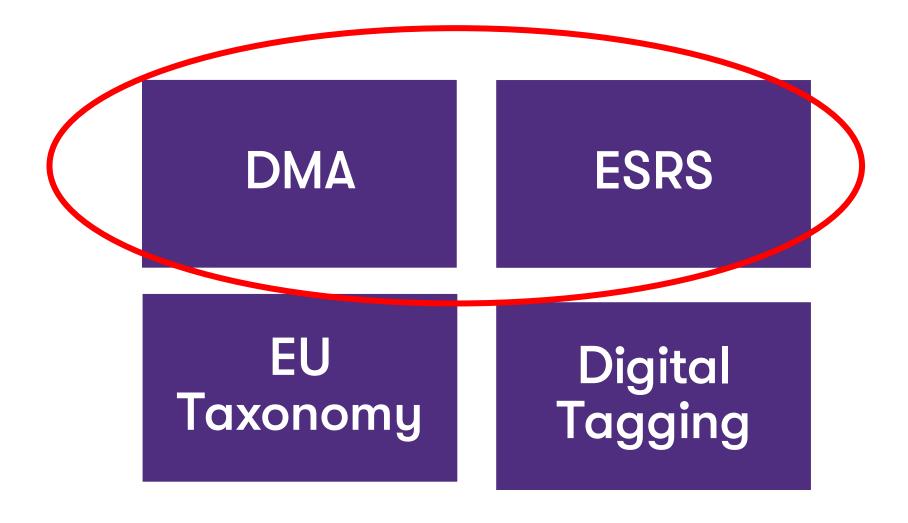
Focus and prioritisation for sustainability strategy

Business resilience and cost optimisation

4 CSRD assurance Practical insights



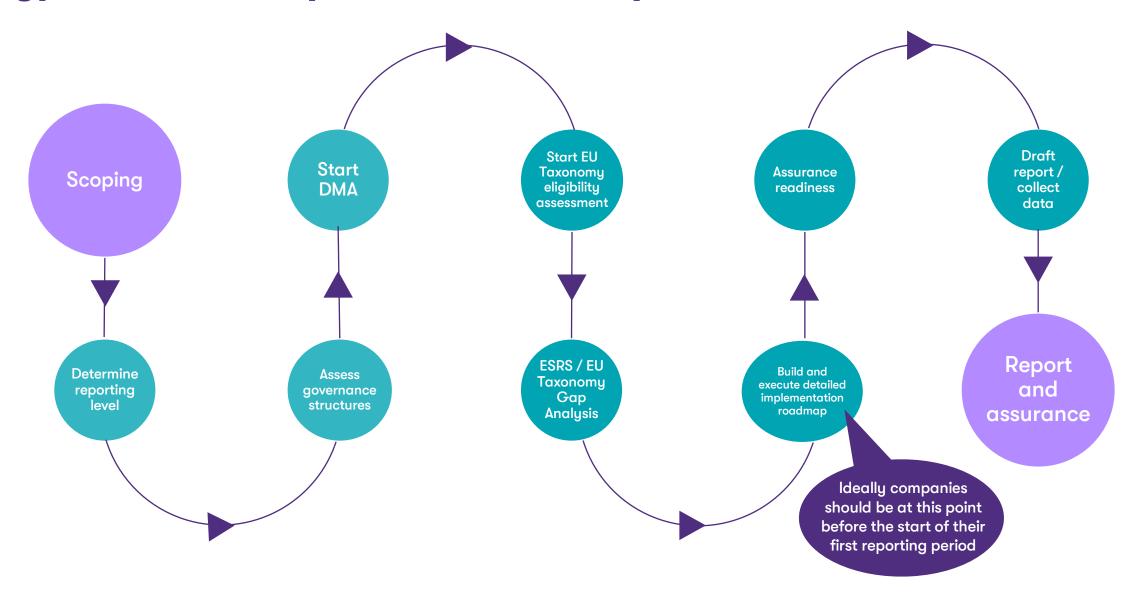
Four components of CSRD assurance



5 Practical implementation steps



Typical CSRD implementation steps



7 QSA





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