EQUALS
Group

EQUALS GROUP PLC ANNUAL REPORT 2024

Annual Report
2024

Equals Group PLC

Contents

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Equals Group PLC

About Equals Group

Equals is a leading payments Group offering small and medium-sized enterprises (SMEs) a suite of payment products across FX transactions, prepaid card solutions, Faster Payments and accounts into which receipts can be credited and payments made. The Group enables its personal and business customers to make easy, low-cost payments both domestically and in a broad range of currencies, across a range of products, all via one integrated system.

Equals provides money movement services to both business and personal customers through a growing number of inter-connected channels: International Payments; Corporate Expenses platform; Current Accounts; and Travel Money (currency cards). The International Payments channel supports wire transfer foreign exchange transactions direct to bank accounts. For corporates, Equals has a market-leading business expenses solution based around its corporate platform and prepaid card, which yields significant cost savings via tighter control on expenses before they are incurred, coupled with eliminating inefficient processes. Equals also offers business and retail accounts with all the payments functionality offered by banks, namely faster payments, BACS, direct debits, international payments and a debit card. The retail currency card offers cost-effective and secure methods for travellers to spend abroad.

Its core brands are:

Equals Money

An international, domestic and card payment platform comprising the "Spend" and "Pay" products for 'just-in-time" expenditure needs of our customers who range from Hollywood studios to dynamic start-ups and fast growing businesses.

Equals Money Solutions

An enterprise scale-up of the Equals Money platform serving large corporates and financial institutions with complex payments needs.

Equals Connect

A white label platform serving smaller FX providers.

FairFX

A travel card and international payment product covering the needs of high-net-worth individuals, international holidaymakers, and their families.

CardOneMoney

UK focused product to meet the needs of small business and individuals for everyday account processes, allowing them to run their payments, direct debits, and cards via their account.

Roqqett

Open banking payment platform to provide payment services for merchants and consumers.

The Directors stated in the Directors and Advisors section are as of 08 April 2024.

Equals Group PLC (the "Company") is a public limited liability company incorporated in England and Wales and domiciled in the UK whose shares are admitted to the Alternative Investment Market (AIM), a market operated by The London Stock Exchange. These consolidated financial statements comprise the Company and its subsidiaries (together referred to as the 'Group'). These financial statements were approved by the Board after stock market trading hours on 07 April 2025.

History

14 April 2025
Alakazam Holdings BidCo Limited has completed the acquisition transaction of 100% share capital of Equals Group plc

13 April 2025
Other than the CEO, all Directors have resigned from the Board of Equals Group plc

10 April 2025 The Court has sanctioned the Scheme for the acquisition of Equals Group plc by Alakazam Holdings BidCo Limited to take place.

December 2023
Obtained ISO/IEC 27001 Certification

January 2023
Acquisition of Roqqett Ltd

November 2019
Acquisition of Casco Financial Services Ltd

September 2019
New five-year agreement with Mastercard

July 2023
Acquisition of Oonex S.A.

April 2023
Acquisition of Hamer and Hamer Ltd

August / September 2019
Capital raise and share placing for acquisitions, raising £14.5m net of expenses for expansion

August 2019
Acquisition of Hermex FX

July 2019
Banking partnership with Citi Commercial Bank

June 2019
The Group rebrands to become Equals Group

2018
Partnership with US bank Metropolitan Commercial Bank

February 2018
Acquisition of City Forex

August 2017
Acquisition of CardOneBanking

January 2017
e-Money licence obtained via acquisition of Q-Money

February 2019
Becomes part of Bank of England's Faster Payments Scheme

2014
IPO on AIM

2013
Customer milestone, over 500,000 registered customers

2012
Launch of expense platform

2010
Launch of international payments platform

2007
Foundation of travel cash business

5 Year Trading History

Additional unaudited information

(£ millions)	2020	2021	2022	2023	2024
Turnover	3,493	6,529	9,216	12,412	18,217
Revenue	29.0	44.1	69.7	95.7	131.7
Gross Profit	18.3	24.2	33.7	52.3	73.9
Profit after tax	(6.9)	(2.3)	3.6	7.7	7.4
Cash	10.0	13.1	15.0	18.7	29.2

Directors and Advisors

Directors and Advisors*

A R F HUGHES
(Non-Executive Director and Chair)

I A I STRAFFORD-TAYLOR
(Chief Executive Officer)

R Q M COOPER
(Chief Financial Officer)

S A HERBERT
(Non-Executive Director)

C J BONES
(Non-Executive Director)

Company Secretary

ONE ADVISORY LIMITED

for an up to date view on the Directors and Shareholders of the Company, please refer to Companies House with the registration number 08922461

Advisors

Registered Number
08922461 (England and Wales)

Registered Office
Third Floor, Thames House
Vintners Place,
68 Upper Thames Street,
London, EC4V 3BJ,
England

Principal Bankers
Barclays Bank PLC
1 Church Hill Place,
Canary Wharf, London, E13 5BH,
England

Independent Auditors
PricewaterhouseCoopers LLP
7 More London Riverside,
London, SE1 2RT,
England

Solicitors
Browne Jacobson LLP
6 Bevis Marks,
London, EC3A 7BA,
England

Ashurst LLP
London Fruit & Wool Exchange,
1 Duval Square, London, W1 6PW,
England

Nominated Advisor and Broker
Canaccord Genuity Limited
88 Wood Street,
London, EC2V 7QR,
England

Financial Advisors
Canaccord Genuity Limited
88 Wood Street,
London, EC2V 7QR,
England

Lazard & Co LTD
50 Stratton Street,
London, W1J 8LL,
England

Investor Relations
Buchannan Communications Limited
107 Cheapside,
London, EC2V 6DN,
England

Registrar
MUFG Corporate Markets
Unit 10, Central Square,
29 Wellington Street,
Leeds, LS1 4DL,
England
Telephone 0871 664 0300

Financial Glossary

A definition of some of the abbreviations used in this document is outlined below:

AGM	Annual General Meeting
AIM	Alternative Investment Market (a sub-market of the London Stock Exchange)
AML	Anti-Money Laundering
BACS	Bankers' Automated Clearing System
B2B	Business-To-Business (Transactions/Customers)
B2C	Business-To-Consumer (Transactions/Customers)
CAGR	Compound Annual Growth Rate
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CGU	Cash Generating Unit
COO	Chief Operating Officer
EBIT	Earnings Before Interest and Taxes
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortisation
ECL	Expected Credit Loss
ED	Executive Director
EDI	Equality, Diversity and Inclusivity
EM	Equals Money
EMEU	Equals Money Europe S.A.
EPS	Earnings Per Share
ESG	Environmental, Social and Governance
EU	European Union
FCA	Financial Conduct Authority
FX	Foreign Exchange
HMRC	His Majesty's Revenue & Customs
IAS	International Accounting Standards
IASB	International Accounting Standards Board
IBAN	International Bank Account Number
IFRS	International Financial Reporting Standards
ISO	International Organisation for Standardisation
LTIP	Long Term Incentive Plan
M&A	Mergers and Acquisitions
NED	Non-Executive Director
NOMAD	Nominated Advisor
PCI	Payment Card Industry
QCA code	Quoted Companies Alliance Corporate Governance Code
R&D	Research and Development
S.A.	Société Anonyme (a French business structure equivalent to a limited company in certain countries)
SIP	Share Incentive Plan
SME	Small and Medium-Sized Enterprises
SWIFT	Society for Worldwide Interbank Financial Telecommunications
TAM	Target Addressable Market
UX	User Experience

Financial Summary and Highlights (Unaudited) FY-2024

FY-2024 Financial Summary

	FY-2024 £ millions	FY-2023 £ millions	Change[1]
GAAP Measures:			
Revenue	**131.7**	**95.7**	**+38%**
% of revenue from B2B[2]	86%	84%	
Gross profit	**73.9**	**52.3**	**+41%**
Administration expenses	**55.3**	**33.7**	**+64%**
Profit after taxation	**7.4**	**7.7**	**-4%**
EPS:			
Basic	3.93p	4.22p	
Diluted	3.70p	4.00p	
Non-GAAP Measures:			
Underlying transaction values			
- FX	7,832	5,866	+34%
- Banking	2,565	2,178	+18%
- Solutions Platform	7,820	4,368	+79%
- Total	18,217	12,412	+47%
Adjusted EBITDA[3]	**28.3**	**20.6**	**+37%**
EBITDA	**18.8**	**17.1**	**+10%**
Adjusted profit after taxation	**19.6**	**13.1**	**+49%**
Adjusted EPS:			
Adjusted[4] Basic	10.41p	7.16p	+45%
Adjusted[4] Diluted	9.80p	6.79p	+44%
Other information:			
Capitalised staff costs	5.9	5.7	
Separately reported items (below Adjusted EBITDA)	3.6	2.1	
Cash per share (at balance sheet date)	15.5p	10.2p	

Notes

1 Based on underlying, not rounded, figures.

2 Transactions with business customers are reported as 'B2B' and transactions with retail customers are reported as 'B2C.'

3 Adjusted EBITDA is defined as: earnings before; depreciation, amortisation, impairment charges, share option charges, foreign exchange differences and separately reported items. Separately reported items are of a material nature, non-recurring items. A bridge to Adjusted EBITDA is provided on table 1 in the CFO report.

4 The measure of profit for this ratio has been adjusted to form Adjusted EPS. The add-back adjustments consist of share option charges, amortisation of acquired intangibles, exceptional items, acquisition costs and tax impacts on these items thereon.

FY-2024 Financial Highlights

- 47% increase in transaction flow to £18.2 billion (FY-2023: £12.4 billion)
- 38% increase in revenue to £131.7 million (FY-2023: £95.7 million)
- 37% increase in Adjusted EBITDA[3] to £28.3 million (FY-2023: £20.6 million)
- Dividend payments of £3.8 million (FY-2023: £0.9 million)
- Robust Balance sheet with £29.2 million cash at bank at 31 December 2024

Recommended Cash Acquisition by Alakazam Holdings Bidco Limited ("Bidco")

On 11 December 2024, the Boards of Equals and Bidco announced that they had reached an agreement on the terms of a recommended all cash acquisition of the entire issued and to be issued ordinary share capital of Equals (the "Acquisition").

Under the terms of the Acquisition, Equals Shareholders shall be entitled to receive 140 pence in cash, comprising a cash consideration of 135 pence per share plus a special dividend payment of 5 pence in cash per share (the "Special Dividend"). The offer values the entire issued and to be issued ordinary share capital of the Group at approximately £283 million on a fully diluted basis.

The Acquisition is to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme") and is subject to the terms and conditions set out in the scheme document relating to the Acquisition (the "Scheme Document") published on 17 December 2004. Unless otherwise defined, all capitalised terms in this announcement have the meaning given to them in the Scheme Document.

As announced on 8 January 2025, the Scheme was approved by the requisite majority of Scheme Shareholders at the Court Meeting held on 8 January 2025 and the Special Resolutions relating to the implementation of the Scheme were also approved by the requisite majority of Equals Shareholders at the General Meeting also held on 8 January 2025.

As announced on 1 April 2025, the Regulatory Conditions set out in paragraphs 3.2 to 3.7 of Part III (Conditions to the Implementation of the Scheme and to the Acquisition) of the Scheme Document have now been satisfied.

Completion of the Acquisition remains subject to the Court's sanction of the Scheme at the Court Hearing, the delivery of a copy of the Scheme Court Order to the Registrar of Companies and the satisfaction (or, where applicable, waiver) of the remaining Conditions set out in Part III (Conditions to the Implementation of the Scheme and to the Acquisition) of the Scheme Document.

The Court Hearing to sanction the Scheme is scheduled to be held on 10 April 2025 and subject to the satisfaction (or where applicable, waiver) of the remaining Conditions, the Scheme is expected to become Effective on 14 April 2025. The last day of dealings in, and for registration of transfers of, Equals Shares is therefore expected to be 11 April 2025, with all dealings in Equals Shares being suspended at 7.30 a.m. on 14 April 2025. It is also expected that the admission to trading of Equals Shares on AIM will be cancelled with effect from 7.00 a.m. on 15 April 2025.

If any of the key dates and/or times set out above change, the revised dates and/or times will be notified to Equals Shareholders by issuing an announcement through a Regulatory Information Service, with such announcement being made available on Equals' website (www.equalsplc.com/strategic-review).

Special dividend

As part of the Acquisition, the Board is pleased to declare a special dividend of 5.0 pence per share. Subject to the Scheme becoming effective, the special dividend will be payable to shareholders on the register at 6pm on 11 April 2025, and will be paid by 28 April 2025. On the basis that the special dividend is being paid as part of the Acquisition there is no associated ex-dividend date.

The most secure way for eligible shareholders to receive their dividends will be to have them paid directly into their nominated bank account. Shareholders can action this by adding their bank details into the Signal Shares portal of our Registrar, MUFG Corporate Markets, using the following link https://uk.investorcentre.mpms.mufg.com/Login/Login. Additionally Equals, will, on its investor relations website (www.equalsplc.com), include a guide to this.

3 Adjusted EBITDA is defined as: earnings before; depreciation, amortisation, impairment charges, share option charges, foreign exchange differences and separately reported items. Separately reported items are of a material nature, non-recurring items. A bridge to Adjusted EBITDA is provided on table 1 in the CFO report.

Strategic report

Statement of Alan Hughes, Chairman and Non-Executive Director

There have been four themes that have dominated 2024 and the period since my report in last year's financial statements:

(1) Growth in revenues and capabilities

(2) Integration and development of the European acquisition;

(3) The strategic review and the approval by shareholders on 8th January 2025

(4) Strengthening of compliance infrastructure.

The Group has acquitted itself well in all these.

FINANCIAL PERFORMANCE

By all financial measures, the Group had an excellent 2024. Revenue grew by £36 million (38%) from £95.7 million to £131.7 million; adjusted EBITDA rose 37% from £20.6 million to £28.3 million; Gross Profit ratio grew from 54.6% to 56.1%; and the Group paid a 1p interim dividend on 24 October 2024.

EUROPEAN EXPANSION

The integration and stabilisation of Equals Money Europe S.A. ('EMEU') was completed, as planned by July 2024, extending our reach into the EU. Total EU revenues rose to £4.3 million in 2024 (2023: £1.7 million).

STRATEGIC REVIEW

On 1 November 2023, the Group announced it was conducting a review of the Groups strategic options ("Strategic Review"), to assess whether an acquisition of the Group by third parties would deliver greater value to Equals shareholders than pursuing a standalone independent strategy.

On 11 December 2024, the Board reached an agreement on the terms of a recommended all cash acquisition of the entire issued and to be issued ordinary share capital of Equals, this was approved by shareholders on 8 January 2025 (85% in favour). Regulatory approvals have since been granted by the Financial Conduct Authority (FCA) and the National Bank of Belgium. At the time of writing, we expect the sale to be completed in April 2025. The price, including the special dividend achieved for shareholders of 140p, is 3.5 times higher than the 40p price five years ago when you appointed me as chair in early 2020.

There is no right time to sell. Prospects and growth were relatively strong but potentially much better financed competitors were too. After the prolonged review, we believed this premium served shareholders well. We're pleased that a large majority of you concurred.

COMPLIANCE AND SECURITY

The evolution of cyber fraud, the need for consumer protection regulation has continued apace. Equals was already well placed to deal with this and has continued to invest in our people and capabilities to stay ahead.

PROSPECTS

Currently, the global economic and geopolitical landscape appears more uncertain than at any other time in our lives. Thankfully, the United Kingdom has the advantages of a relatively stable and thoughtful Government. However, the UK requires substantial investment for sustainable economic growth, particularly in certain regions. The economic growth sought is likely to come from SMEs, the sector Equals serves. Shareholders can be pleased with what you have enabled, a firm that is determined to help such businesses with better, faster, more cost-effective payments and FX services.

DIRECTORS

My fellow Non-Executive Directors and I will shortly stand down. It has been a tremendous pleasure to witness the remarkable success of the Group to date, benefiting both shareholders and the businesses we support. My colleagues and I shall watch with pleasure what we fully expect to be Equals' continued pace of growth.

THANK YOU

This is my last report as your chairman. I want to congratulate CEO Ian and all the staff of Equals Group for their success. I am very proud to have served and seen through the sea-change in performance, governance and value Ian and his team have created, all enabled by our shareholders.

Yours,

ALAN HUGHES
Chairman

07 April 2025

Chief Executive Officer's Report

The vision for the Group is to "make money movement simpler" for corporate customers. Equals achieves this by giving its corporate customers access to payment and transactional capabilities that were previously only available via Banks. Given the typically often dated state of the infrastructure at Banks, coupled with the long lead times to become a customer, there is a clear opportunity for Equals to provide value-added services to the B2B space.

Equals services its corporate customers via its B2B platforms, being Equals Money, which is targeted at SME customers, and Equals Solutions, which targets larger corporate opportunities. The Group's growth potential continues to be strong given that the core building blocks of its platforms, namely own-name multi-currency IBANs, proprietary technology, and bank-grade connectivity and clearance, are highly complex and time consuming to replicate. This market position was achieved by the investments made in previous years into technology and connectivity and will be continuously enhanced by further investment.

Against this vision, the Board's objective for FY-2024 was to expand the reach of our B2B platforms and thereby increase the 'Total Addressable Market' ('TAM') for our services. Equals achieved this objective by increasing the capabilities to connect to our platforms via API integrations, expanding our white-label capabilities and allowing our customers to transact both directly with Equals or "indirectly" where Equals provides the platform for our B2B customers to transact with their underlying customer – so called B2B2C or B2B2B.

The advances the Group made in its offering, combined with improved Sales and Marketing capabilities, meant the Group delivered the following strong headline financial performance:

- Transactions executed on the Group's platforms increased by 47% to £18.2 billion (FY-2023: £12.4 billion)
- Revenue increased by 38% to £131.7 million (FY-2023: £95.7 million)
- Adjusted EBITDA increased by 37% to £28.3 million (FY-2023: £20.6 million)
- Adjusted PBT increased to £19.6 million (FY-2023: £13.1 million)

A detailed financial analysis is presented in the Report of the Chief Financial Officer, which follows this statement.

GROWTH WITH CONTROL AND INVESTMENT

Total transaction volumes processed by our platforms increased 47% to £18.2 billion (FY-2023: £12.4 billion), with increases across all payment channels, and reflects the scalability of the platform that has been built, and the operational processes that support it.

IAN STRAFFORD-TAYLOR
Chief Executive Officer

Revenues also grew strongly, posting a 38% increase to £131.7 million (FY-2023: £95.7 million). The revenues grew slower than transaction volumes in percentage terms is not due to pressure on margins, rather it reflects Equals winning larger corporate business which is typically higher volumes at lower spreads.

The Group's focus on distribution to B2B customers is reflected in the breakdown of revenues of which 86% were derived from B2B customers, up from 84% in FY-2023. Similarly, our success in attracting larger corporate customers, especially via the Equals Solutions platform, is reflected in 43% of revenues being derived from this category, compared to 33% in FY-2023.

Analysing revenue trends further, growth continues to be centred around a very strong uptake of our Solutions platform augmented by solid performance from the core products within Equals Money. Specifically, Equals Solutions revenues grew by 80% to £55.8 million (FY-2023: £31.0 million), International Payments (including White Labelled FX services) grew 21% to £47.7 million (FY-2023: £39.4 million), and card-based revenues grew 1% to £15.3 million (FY-2023: £15.2 million).

The increase in transaction volumes and revenues resulted in strong growth in profits, with Adjusted EBITDA up 37% to £28.3 million (FY-2023: £20.6 million).

CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

Regulators across the globe are increasingly focused on anti-money laundering ('AML') and compliance standards. Equals welcomes higher levels of supervision as we view our compliance controls and governance to be a competitive advantage. Equals instils a Group-wide compliance culture facilitated by regular, compulsory training for all employees. The Group has continued its investment in this area with increased headcount and expertise being added across onboarding, enhanced due-diligence, transaction monitoring, risk, compliance and regulatory teams. In addition to the investment in people, the Group has deployed compliance technology and tooling to automate tasks where possible.

The philosophy of 'growth with control and investment' extends to our product and engineering functions. All customer-facing product developments are built with the involvement of all areas of the business to ensure Equals creates end-to-end applications that support internal operational efficiency as well as superior customer user experience ('UX'). In addition, in 2024 we increased the proportion of our technical roadmap that is dedicated to improving internal efficiency and control, not just outward facing product rollouts.

Control whilst investing within Engineering and IT is further enhanced by the Group operating a monthly Security Council, with membership including Board members and all key departments. The approval of the Council is required to progress new products, product changes, new software usage and vendor approval. The Security Council also conducts a review of any security incidents at each meeting and authorises any changes required. The robustness of our governance is just part of the reason the Group has ISO/IEC 27001 status, the leading international standard focused on Information Security Management. This independent accreditation testifies to the strength of the technology platform that has been built as well as the processes and controls that we operate.

SUSTAINED INVESTMENT IN PEOPLE

The success of the Group is directly attributable to its excellent employees.

Equals has a defined culture which we espouse through our core values, being **Make it happen, Succeed together, Be the customer, and Go beyond**. We have monthly awards for the employees who have excelled in each value and have been nominated by their colleagues. Equals values not just individual employees, but teamwork and togetherness – the "Equals Family".

In this vein, Equals continues to invest in its employees and consistently looks to implement measures to enhance the work environment. The Group utilises benchmarking to ensure it provides a strong benefits programme and it continues to support a hybrid working policy. The health and wellbeing of employees is taken very seriously, and the Group has implemented many programmes to support this.

As part of the development of our employees, the Group has a bi-annual appraisal process, which also drives salary reviews and incentive plans. The appraisal process includes input from not just the individual and their manager, but also from colleagues. The Group is proud to have a diverse workforce, and it strives to train and promote from within where possible.

Overall, investment in People has resulted in the Group having a low level of staff turnover amongst key employees.

Headcount increased to 400 on 31st December 2024, up 9% from 367 at the end of 2023 reflecting the Group putting in place the resources needed for our next phase of growth in 2025 and beyond. In keeping with our strategy of "growth with control" the additional recruitment has been concentrated in revenue production areas (sales and marketing) together with increases in onboarding, compliance and operations.

We expect headcount to continue to grow, but at much lower rates than revenue expansion, in 2025.

CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

EQUALS POSITION IN THE PAYMENTS SPACE

The global payments industry is fundamental to the global economy. Without an efficient payments industry, global trade suffers. Global payments represents a multi-trillion dollar market that remains a complex and constantly evolving space. Despite the importance of payments, whilst technology has seen radical changes in many industries, payments had not evolved at the same pace until relatively recently. In part this is because of its importance – if changes are made and they fail, the consequences are far-reaching. We have seen many times when Banks attempt to upgrade their systems and there are major outages. Therefore, we still see a prevalence of legacy payment mechanisms of cash, cheques, account-to-account transfers and more latterly cards dominating the landscape. Furthermore, the settlement rails that support these payment methodologies were frequently decades old. The problems that this created were even more acute when making international, or cross-border, payments as settlement rails in one country frequently did not interface with those in another.

The 21st century has seen more investment into payments and more disruptive technology being applied which has changed the long-standing status quo and introduced new participants into the space, known as 'fintech' businesses. The advent of cryptocurrencies, and concurrently blockchain, has further accelerated the rate of change such that payments in general are now evolving at a rapid pace.

It is the rapid evolution that we now see that provides the fundamental opportunity for Equals as we can provide our corporate customers access to payment methodologies that they cannot access via traditional Banks. Accordingly, the Group has invested into technology and people over several years to carve out a specific niche for Equals, focused on the B2B customer space. This investment has yielded a powerful proposition that provides its customers with both account-to-account transfers and card payments in one multi-currency platform built on infrastructure giving bank-grade connectivity and security on superior customer interfaces. Equals customers can assess this platform directly via the secure login, on a white-label basis, or via an API technical interface. The flexibility the Group can support and the channels by which this can be consumed by customers is a key differentiator. Within Equals B2B focus, the Group targets two major segments, SMEs, via Equals Money, and larger corporates, via Equals Solutions. Both offer a single platform comprising own-name, multi-currency IBAN current accounts, account-to-account transfers, and card products for both domestic and international transactions.

COMPETITION AND DIFFERENTIATION

The Group's competitors fall into two major categories: the incumbent banks; and the fintech 'disruptors' that have come into the market in recent years. Despite the growth of fintech companies, the majority of payment volumes continue to flow through the incumbent banks, in some part due to customer inertia and the difficulty of switching providers. Accordingly, for Equals, the key is to target the customer base of the incumbent banks whilst concurrently making it easy for those customers to consume the products and services of the Group. These twin challenges are addressed by continued investment into both product development and our customer onboarding capabilities to provide a rapid process whilst retaining control.

Fintech competitors, in contrast to the incumbent banks, tend to focus on one product component of what Equals provides as an overall platform. In addition, they are often B2C focused, therefore focussing on a different customer base than Equals. Further, fintech companies typically operate 'self-serve' platforms where the user must consume the standard product whereas Equals platforms are highly configurable to fit the requirements of the user. Lastly, fintech companies rarely provide human interaction in terms of onboarding, implementation and ongoing support whereas Equals provides leading technology allied with human assistance in supporting customers to navigate the complexities of payments via dedicated account management teams.

The Group therefore differentiates itself by harnessing the best of these two competitor groups, namely the trust, security and heritage of the incumbent banks combined with the technological innovation of the fintech community. Accordingly, Equals will continue to invest in its platform, connectivity, and payment rails to remain one step ahead and its success in doing so to date is clearly reflected in the Group's FY-2024 results.

ESG

In keeping with prior years, Equals remains committed to ESG initiatives and the Group takes Equality, Diversity, and Inclusivity ('EDI') extremely seriously. Our EDI strategy, which covers not only employees but also customers, includes an internal EDI network populated with elected representatives and regular employee surveys.

CHIEF EXECUTIVE OFFICER'S REPORT CONTINUED

The outlook for Equals Group remains strong, because of our outstanding people combined with sustained investments in technology and connectivity. Concurrently, the Group has consistently widened its addressable market via new distribution channels and geographical expansion. Equals has created a highly configurable payments platform comprising international and domestic payments, card payments and current account services underpinned by exceptional technology and direct connections to multiple payment networks. Accordingly, we look to the future with confidence.

IAN STRAFFORD-TAYLOR
Chief Executive Officer
07 April 2025

Chief Financial Officer's Report

RICHARD COOPER
Chief Financial Officer

The Strategic Review, launched in Q4-2023 has impacted the overall, but not the underlying results for the year, with trading revenues growing by 21%, and total revenues, significantly benefitting from robust interest rates and growing customer balances, which grew by 38%. Adjusted* EBITDA also grew strongly by 37% to £28.3 million. The professional fees and other costs incurred on the Strategic Review in 2024 were £3.6 million. Normalised** EBIT was 34% higher at 13.9 million (2023: £10.4 million). Share option charges reflected a full year of charges related to the LTIP awards in December 2022 and November 2023). Higher profits have led to a higher tax charge.

A summary income statement is shown below.

TABLE 1: INCOME AND EXPENSE ACCOUNT

	FY-2024 £ millions	FY-2023 £ millions
Revenue (table 3)	**131.7**	95.7
Gross Profits (table 4)	**73.9**	52.3
Less: Marketing	**(4.0)**	(2.6)
Contribution	**69.8**	**49.8**
Staff costs	**(28.7)**	(20.3)
Property and office cost	**(1.5)**	(1.2)
IT and telephone costs	**(5.8)**	(3.2)
Professional Fees	**(2.4)**	(2.2)
Compliance costs	**(2.4)**	(1.5)
Travel and other expenses	**(0.8)**	(0.7)
Adjusted EBITDA	**28.3**	**20.6**
Less: Share option expense	**(6.0)**	(1.4)
Less: Acquisition costs (table 5)	**–**	(1.4)
Less: Exceptional items	**(3.6)**	(0.7)
EBITDA	**18.7**	**17.1**
IFRS 16 Depreciation (table 7)	**(0.7)**	(0.7)
Other depreciation (table 7)	**(0.5)**	(0.5)
Amortisation of acquired intangibles (table 8)	**(1.6)**	(1.7)
Other amortisation (table 8)	**(5.8)**	(5.4)
	(8.6)	(8.3)
Contingent consideration credit	**–**	0.5
Gain on Disposal of Cash CGU	**–**	0.4
Research and Development Income	**0.2**	–
	(8.4)	**(7.4)**
EBIT	**10.3**	**9.7**
Lease interest	**(0.1)**	(0.2)
Foreign exchange differences	**(0.1)**	(0.3)
Contingent consideration finance credits/(charges)	**0.1**	(0.1)
	(0.1)	(0.6)
PROFIT BEFORE TAXATION	**10.2**	**9.1**
Corporate and deferred taxation	**(2.7)**	(1.4)
PROFIT FOR THE YEAR	**7.4**	**7.7**

* *Adjusted EBITDA is EBITDA before exceptional items, non-cash share option expenses and costs incurred in acquisitions.*

** *Normalised EBIT is stated before Exceptional Items.*

When the changes are presented as a bridge, the standout facts are the increase in revenue leading to increased contribution (gross profits less marketing costs), offset by higher labour costs, both through planned increases in staff resources and responding to labour market pressures. Other cost increases were also a mix of inflation pressures, but also decisions taken to upskill and upscale resources for a rapidly growing business.

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

TABLE 2 – ADJUSTED EBITDA BRIDGE FROM FY-2023 TO FY-2024 (in £'000s)

FY-2023 Adjusted EBITDA	**20,637**
Add: 40% uplift in contribution FY-2024	20,076
Less: 41% increase in staff costs, reflecting a higher planned headcount, particularly in compliance and onboarding roles.	(8,400)
79% increase in IT and communications, largely through increased web hosting charges and development tools in line with transaction growth.	(2,541)
29% increase in professional and compliance costs, much of which is attributable to increased professional and compliance including regulatory fees in line with geographical expansion.	(1,079)
26% increase in property costs reflecting a full-years charge for EU operations (2023 – 6 months)	(304)
Increase in other costs including travel and entertaining costs incurred through ambassadorial initiatives and industry awareness events.	(115)
FY-2024 Adjusted EBITDA	**28,274**
Uplift over FY-2023	7,637
% uplift over FY-2023	37%

Revenue

All product lines and all verticals saw significant increases in revenue in the year. The Group has concentrated on the corporate sector and has seen strong growth in International Payments, White-Label and Solutions business lines, and modest growth in consumer and small businesses. The Group stabilised its EU revenues and structurally removed some revenue not linked to its current strategy.

Shown below, revenue by type, followed by revenue by product line with an allocation of interest based on the customer balances within each segment.

TABLE 3 – REVENUE BY CUSTOMER TYPE

The table below shows the revenue by half year periods, split by customer grouping and within than the type of business provided.

By income type

£ millions	H1-2023	H2-2023	**TOTAL FY-2023**	H1-2024	H2-2024	**TOTAL FY-2024**
FX	24.7	22.4	**47.1**	25.1	29.9	**55.0**
Fees	16.1	21.3	**37.4**	25.0	29.8	**54.8**
Total, trading revenue	40.8	43.7	**84.5**	50.1	59.6	**109.8**
Interest	4.2	7.0	**11.2**	9.8	12.1	**21.9**
Total	**45.0**	**50.7**	**95.7**	**60.0**	**71.7**	**131.7**

Revenue in H1-2024 grew by 33% over the same period in 2023, then by 18.3% over the prior half year, Revenues in the second half continue to grow strongly; 41% over H2-2023 and 19.5% above H1-2024.

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

By segment, including interest allocated to segments

£ millions	H1-2023	H2-2023	TOTAL FY-2023	H1-2024	H2-2024	TOTAL FY-2024
International Payments	9.2	9.7	**18.9**	10.3	12.4	**22.7**
Cards	4.8	5.4	**10.2**	4.7	5.1	**9.8**
Medium enterprises	**14.0**	**15.1**	**29.1**	**15.0**	**17.5**	**32.5**
International Payments	1.9	1.9	**3.8**	2.6	2.0	**4.6**
Cards	2.4	2.6	**5.0**	2.7	2.8	**5.5**
Banking	4.1	4.2	**8.3**	4.0	4.7	**8.7**
Consumer and small business	**8.4**	**8.7**	**17.1**	**9.3**	**9.5**	**18.8**
White-label	8.9	7.8	**16.7**	8.6	11.8	**20.4**
Large enterprises ('Solutions')	13.6	17.4	**31.0**	24.8	31.0	**55.8**
Europe	–	1.7	**1.7**	2.3	2.0	**4.3**
Bureau de change	0.1	–	**0.1**	–	–	**–**
Total	**45.0**	**50.7**	**95.7**	**60.0**	**71.7**	**131.7**

Interest
Interest income on safeguarded customer funds rose 96% to £21.9 million, up from £11.2 million in 2023.

Interest is earned on balances maintained in GBP, EUR and USD. Interest earning balances have risen sharply from an average of £313 million in H1-2023 to £350 million in H2-2023, £485 million in H1-2024 to £625 million in H2-2024.

The impact of the growth of balances, more than offsets the recent reductions in global interest rates.

Interest is a key component of pricing across all product segments by dominated by Solutions. Thus, revenue by segment is shown gross of interest.

Revenue by distribution channel
The Group has two distribution channels: direct, or via affiliates. The Group has been building up its direct sales team which naturally increases staff costs, but, produces a higher gross margin as there is less 'pay-away' to affiliates and staff commissions can be controlled better.

Revenue from direct channels is around 54% of the total, marginally up on FY-2023 (52%).

Revenue by customer type
The Group has been pivoting away from its B2C origins for some time, disposing of the FX Bureau in March 2023 and having little focus on marketing to B2C customers in cards ('FairFX') and in Banking ('CardOneMoney').

The percentage of revenue from B2B has increased from 83.8% in FY-2023 to 85.7% in FY-2024.

Revenue by type
As the Group develops, it has not only pivoted away from B2C but also focused towards more recurring revenue. Of the trading revenue, fees represented 50% compared with 44% in 2023.

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

Revenue by segment

a. Solutions

Solutions now represents over 42% of Group revenues.

The investment in technology, systems and compliance processes to enable the Solutions product to be sold to international customers with complex payment needs evolved several years ago and enabled a launch in H1-2021. Since then, revenues (with interest allocated) have grown thus:

	£ millions
H1-2021	0.3
H2-2021	3.3
H1-2022	6.2
H2-2022	9.4
H1-2023	13.6
H2-2023	17.4
H1-2024	24.8
H2-2024	31.0

b. International Payments

Revenue increased from £22.7 million in 2023 to £27.3 million in 2024 at 20.3%.

c. White-label

Revenue increased from £16.7 million in 2023 to £20.4 million in 2024 an increase of 22% despite difficult headwinds and intense competition.

d. Cards

The Group continues to operate FairFX its retail-focused card product, but increasingly concentrates on the Corporate section with a relaunched Equals Money card.

Retail revenues were:	£5.5 million, up from £5.0 million in 2023
Corporate revenues were:	£9.8 million, marginally lower than in 2023

e. Banking

The 'CardOneMoney' platform also serves both B2B and B2C, but is a non-core product and receives minimal marketing investment. Its revenue remains relatively static at £8.7 million (2023: £8.3 million).

f. Europe

The Group's acquisition in July 2023 was fully remediated and restructured in 2024. Certain revenue streams were eliminated as they did not fit into the Group's strategy and risk appetite. Despite this, revenue increased to £2.0 million in H2-2024 from £1.7 million in the same period in the prior year.

Gross Profits

Whilst revenues have grown by 38% over the same period last year, Gross Profits increased by 41%. This is a result of the impact of interest income (which has no associated cost), and the changing mix of business including a greater percentage being derived from direct sales as opposed to affiliates.

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

Gross profit ratios over the half year periods are shown below:

TABLE 4 – GROSS PROFIT MARGIN %

	H1-2023	H2-2023	TOTAL FY-2023	H1-2024	H2-2024	TOTAL FY-2024
International Payments	57%	58%	**57%**	62%	61%	**61%**
Cards	65%	67%	**65%**	66%	54%	**58%**
Medium enterprises	**59%**	**61%**	**60%**	**63%**	**57%**	**60%**
International Payments	68%	68%	**68%**	68%	56%	**60%**
Cards	58%	61%	**60%**	63%	54%	**54%**
Banking	85%	84%	**84%**	83%	80%	**82%**
Consumer, and small business	**74%**	**74%**	**74%**	**75%**	**67%**	**71%**
White-label	19%	21%	**20%**	21%	28%	**25%**
Large enterprises (Solutions)	54%	60%	**57%**	61%	61%	**61%**
Cash (affiliate from H2-2023)	31%	87%	**36%**	60%	73%	**68%**
Europe	–	56%	**56%**	57%	47%	**50%**
Total	**52%**	**56%**	**55%**	**57%**	**55%**	**56%**

Marketing, branding and contribution

The Group has actively managed its marketing expenditure more closely having carried out a thorough review and a constant assessment of 'Return on Spend'. Increased marketing expenditure in 2024 is focused on hospitality events and exhibitions. Marketing, as a percentage of Revenue is 3.1% (2023: 2.7%).

Staff costs

Reported here staff costs exclude commissions and associated Employers NI which are shown within Gross Profits.

Staff costs below the Gross Profit line and gross of capitalisation and exceptional items were £35.9 million in FY-2024 against £25.9 million in FY-2023. This increase was attributable to:

- Organic headcount increases (headcount numbers have moved from 367 as at 31 December 2023 to 400 as at 31 December 2024). Recruitment costs fell to £738k (but includes a number of higher recruitment costs for Exec and senior hires) in 2024 against £969k in 2023. 2024 saw the recruitment of 85 new employees in the UK (2023: 149).
- Wage pressures, where the aggregate increases were around 8.5%.

Gross staff costs have been offset by £5.9 million of capitalised internal software (FY-2023: £5.7 million), which included £3.3 million on contractors (FY-2023: £2.4 million). The amounts capitalised represent 16.4% of gross staff costs, reduced from 21% in 2023 largely due to inflation impacting contractor costs.

The composition of headcount is approximately: Commercial, 22%; Compliance, 15%; Operations (excluding risk & compliance), 23%; Engineering, 15%; Product and EU operations, 10%; Finance and HR, 9%; Other, 6%.

Professional fees and Compliance costs

Owing to an increasing cross-industry compliance burden, the Group has chosen to report compliance, and similar costs separate to other professional fees. Such costs, including onboarding systems, have risen due to a combination of greater business activity and the Group's desire to fast-track business applications proactive with regulation.

Professional fees have risen in line with trends widely reported in the national press, most notably the provision for the cost of the audit noting increased acquisition activity and implementation of enhanced systems.

Exceptional items

In connection with the Strategic Review announced on 1 November 2023 and the implementation of the Acquisition that followed, the Group incurred costs of £3.6 million in FY-2024, of which £2.3 million related to professional fees and £1.3m to retention bonuses.

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

Dividend Payments

The Group paid two dividends of 1.00 pence per share to the shareholders of Equals Group PLC in 2024:

- Final dividend of 1.0 pence per share announced in the final results published on 16 April 2024 with a total cash payment of £1,876k on 28 June 2024.
- Interim dividend of 1.0 pence per share announced as part of the Interim Results released on 10 September 2024 with a total cash payment of £1,885k on 25 October 2024.

Acquisitions

The following two tables present the purchase consideration for acquisitions made since 1st January 2023, along with the cash and equity transferred in connection with these acquisitions.

TABLE 5 – ACQUIRED ASSET CONSIDERATION THROUGH ACQUISITIONS

Acquisition date	Roqqett 06.01.2023 £'000s	Hamer & Hamer 20.04.2023 £'000s	EMEU 04.07.2023 £'000s	**Total £'000s**
Value on balance sheet at 01.01.2023	–	–	–	**–**
Acquisitions in 2023	1,550	2,268	8,849	**12,667**
Fair value and deferred tax adjustments in 2023	664	339	2,388	**3,391**
Total Consideration on balance sheet at 31.12.2023	2,214	2,607	11,237	**16,058**
Total Consideration on balance sheet at 31.12.2024	2,214	2,607	11,237	**16,058**
Comprising:				
Cash paid at acquisition	169	1,500	–	**1,669**
Cash paid at acquisition for acquired liabilities	–	–	2,461	**2,461**
Cash paid post-acquisition	1,215	19	1,475	**2,709**
Total cash paid for acquisitions	1,384	1,519	3,936	**6,839**
Shares issued at acquisition	–	–	3,190	**3,190**
Shares issued post-acquisition	–	–	810	**810**
Total shares issued paid for acquisitions	–	–	4,000	**4,000**
Total cash paid and shares issued for acquisitions	**1,384**	**1,519**	**7,936**	**10,839**
Fair Value on shares issued	–	–	694	**694**
Performance assessed consideration thereon	35	148	50	**233**
Capitalised incidental expenses	131	–	–	**131**
Acquired liabilities payable in cash	–	–	169	**169**
Deferred consideration payable in cash*	–	601	–	**601**
Total consideration transferred	1,550	2,268	8,849	**12,667**
Fair Value thereon	664	(30)	1,779	**2,413**
Deferred tax thereon	–	369	609	**978**
Total acquired	2,214	2,607	11,237	**16,058**
Goodwill	–	1,129	8,801	**9,930**
Other intangible assets:				
Open Banking Technology	2,214	–	–	**2,214**
Customer Relationships	–	1,478	2,436	**3,914**
Total intangibles acquired	2,214	2,607	11,237	**16,058**

* *the earnout which relates to Hamer & Hamer and are payable on the 1st, 2nd and 3rd anniversaries of the acquisition if targets are met. The maximum earn out is £1.7 million over the three-year period, of which £19k has been paid on the first anniversary and the remainder has been fair valued to £0.6 million is payable over the next two years.*

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

TABLE 6 – CASH AND EQUITY TRANSFERRED FOR ACQUISITIONS

Acquisition date	Total £'000s	Cash Total £'000s	Casco 19.11.2019 £'000s	Roqqett 06.01.2023 £'000s	Hamer & Hamer 20.04.2023 £'000s	Equity Total £'000s	EMEU 04.07.2023 £'000s
Gross outstanding at 01.01.2023	**2,025**	**2,025**	2,025	–	–	**–**	–
Acquisitions in 2023	**8,669**	**4,619**	–	1,419	3,200	**4,050**	4,050
Cash payments in 2023	**(3,476)**	**(3,476)**	(1,092)	(884)	(1,500)	**–**	–
Shares issued in 2023	**(3,190)**	**–**	–	–	–	**(3,190)**	(3,190)
Revaluation of asset based on performance in 2023	**(1,441)**	**(1,391)**	(424)	(35)	(932)	**(50)**	(50)
Gross Outstanding at 31.12.2023	**2,587**	**1,777**	509	500	768	**810**	810
Cash payments in 2024	**(1,028)**	**(1,028)**	(509)	(500)	(19)	**–**	–
Shares issued in 2024	**(810)**	**–**	–	–	–	**(810)**	(810)
Revaluation of asset based on performance in 2024	**(148)**	**(148)**	–	–	(148)	**–**	–
Gross Outstanding at 31.12.2024	**601**	**601**	–	–	601	**–**	–

Depreciation

Tangible fixed assets are depreciated over the anticipated useful life with a maximum of 60 months (other than leasehold improvements which is a maximum of 120 months).

TABLE 7 – DEPRECIATION

	FY-2024 £'000s	FY-2023 £'000s
IFRS 16 depreciation	**711**	692
Other depreciation	**450**	536
	1,161	1,228

Amortisation

Intangible assets acquired on acquisition are amortised over their estimated useful lives, with a maximum of 60 months for brands and a maximum of 108 months for customer relationships. The charge to amortisation for the year can be analysed as follows:

TABLE 8 – COMPONENTS OF AMORTISATION CHARGES

	FY-2024 £'000s	FY-2023 £'000s
Amortisation charge arising from the capitalisation of internally developed software in the following years:		
2018 and earlier	**260**	545
2019	**940**	1,661
2020	**924**	893
2021	**666**	599
2022	**903**	791
2023	**1,041**	506
2024	**628**	–
	5,362	4,995
Amortisation charge for other intangibles	**419**	381
	5,780	5,376
Amortisation of acquired intangibles	**1,611**	1,672
Total amortisation charge	**7,392**	7,048

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

Operating result

The Group made a profit before taxation of £10.2 million for the year, compared to £9.1 million for FY-2023.

Taxation, incorporating R&D credits

The Group has recognised a net tax charge of £2.7 million for FY-2024 (FY-2023: £1.4 million). At the balance sheet date, the Group estimates it has usable tax losses of £4.4 million.

TABLE 9 – BALANCE SHEET

This table shows a compressed "balance sheet" for the Group.

		31.12.2024 £'000s		31.12.2023 £'000s
Internally generated software – cost		**38,725**		32,207
Internally generated software – accumulated amortisation		**(23,768)**		(18,407)
		14,957		13,800
Other non-current assets (other than 'right to use')		**30,985**		32,949
IFRS 16 assets, less IFRS 16 liabilities		**(527)**		(599)
		45,415		46,150
Liquidity (see Table 12)		**25,316**		17,803
Accrued Income and Trade Debtors		**7,493**		6,503
Net value of forward contracts*		**1,490**		358
Prepayments		**2,563**		1,789
Deferred consideration receivable from the sale of the FX bureau		**–**		100
Inventory of card stock		**165**		372
Other Sundry Debtors		**294**		196
Current assets - as presented in this format		**37,321**		27,121
Less:				
Accounts payable		**(2,850)**		(2,831)
Affiliate commissions		**(3,901)**		(3,135)
PAYE and Pension Liabilities		**(1,138)**		(1,023)
Staff commissions and accrued bonuses		**(3,708)**		(2,391)
Purchase accruals and other creditors		**(5,233)**		(3,700)
Accrued acquired liabilities for EMEU.		**(169)**		(1,519)
Earn-out balances due		**(601)**		(1,777)
Net deferred income tax credit (2024 RDEC)**	**(748)**		–	
Net corporation and deferred taxes	**(404)**	**(1,152)**	849	849
Liabilities - as presented in this format		**(18,752)**		(15,527)
Net, as presented in this format		**18,569**		11,594
NET SHAREHOLDER FUNDS		**63,984**		57,744

At 31 December 2024, the Company has distributable reserves of £18,543k. This is equivalent to £0.10 per share.

* *The gross value of the forwards book at 31st December 2024 was £280.2 million (31st December 2023: £315.3 million)*

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

** Taxation and R&D expenditure credit

The Financial statements for the full year of 2024 are be prepared under the 'RDEC' scheme as Equals will have exceeded the SME scheme limits on revenue and gross assets.

Under the RDEC scheme, the accounting treatment recognises the credit as an 'above the line' adjustment.

This allows 20% of eligible R&D expenditure (staff and IT costs) to be credited to the balance sheet and then released to the P&L as either:

- other income; or
- netted off against R&D costs, such as staff costs on the income statement.

This credit is subject to corporation tax, resulting in an effective tax rate of 15%, compared to 21.5% under the SME scheme.

The value of the scheme is accounted for in the P&L over five accounting years, as opposed to one year under the SME scheme, so the impact of the RDEC scheme appears marginally dilutive. The tables below show the impact on the financial statements.

TABLE 10 – IMPACT OF RDEC SCHEME

	With RDEC applied		Before RDEC applied	
£ millions	**FY-2024**	FY-2023	**FY-2024**	FY-2023
Adjusted EBITDA before RDEC	**28.3**	20.6	**28.3**	20.6
Impact of RDEC	**0.2**	0.2	**–**	–
Revised EBITDA	**28.5**	**20.8**	**28.3**	**20.6**
Taxation charge before RDEC	**1.4**	1.4	**1.4**	1.4
Impact of RDEC	**1.3**	1.3	**–**	–
Revised taxation charge	**2.7**	**2.7**	**1.4**	**1.4**
Profit after tax before RDEC	**8.5**	7.7	**8.5**	7.7
Impact of RDEC	**(1.1)**	(1.1)	**–**	–
Revised profit after tax	**7.4**	**6.6**	**8.5**	**7.7**
	FY-2024	FY-2023	**FY-2024**	FY-2023
EPS:				
Basic	**3.93p**	3.59p	**4.51p**	4.22p
Diluted	**3.70p**	3.41p	**4.25p**	4.00p
Adjusted Basic	**10.41p**	6.53p	**10.99p**	7.16p
Adjusted Diluted	**9.80p**	6.20p	**10.35p**	6.79p

Share capital – Ordinary shares of £0.01 each

Number at 01 January 2024	186,627,898
Final tranche of shares issued pursuant to EMEU. acquisition, issued 4 January 2024	1,000,000
Options exercised by a former employee, 24 July 2024	904,800
LTIP vesting, 18 October 2024	1,838,800
Number in issue 31 December 2024 and 07 April 2025	**190,371,498**

The SIP held 1,701,272 shares at 31 December 2024.

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

Share options

At 31 December 2024, there were the following options outstanding across the following schemes:

Scheme type	Number at 31.12.23	Lapsed in year	Exercised and issued	Net settled in year	**Number at 31.12 24**	Lapses since 31.12.24	**Number at 07.04.25**
2023 LTIP	2,600,000	(72,500)	–	–	**2,527,500**	(67,500)	**2,460,000**
2022 LTIP	3,132,500	(30,000)		–	**3,102,500**	–	**3,102,500**
2021 LTIP	3,435,000	(50,000)	(1,838,800)	(1,546,200)	**–**	–	**–**
EMI scheme	850,000	–	(50,000)		**800,000**	–	**800,000**
IPO awards	4,372,800	–	(854,800)		**3,518,000**	–	**3,518,000**
2020 awards	2,000,000	–	–	–	**2,000,000**	–	**2,000,000**
	16,390,300	(152,500)	(2,743,600)	(1,546,200)	**11,948,000**	(67,500)	**11,880,500**

Earnings per share

Earnings per share are reported/calculated in accordance with IAS 33. For non-diluted, the result after tax is divided by the average number of shares in issue in the year. The average number of shares was 188,354,225 (FY-2023: 183,624,192).

The calculation of diluted EPS is based on the result after tax divided by the number of actual shares in issue (above) plus Dilutive shares. Dilutive shares are calculated on, the number of options where the fair value exceeds the weighted average share price in the year less shares repurchased. Share repurchased is the proceeds from exercise divided by the share price at year-end. The fair value of options is measured using Black-Scholes and Monte-Carlo. It should be noted that in accordance with Accounting Standards, this calculation is based on fair value, not the difference between the market price at the end of the year or the weighted average price and the exercise price. The weighted average price was 118 pence (FY-2023: 99 pence), and the number of options exceeding the fair value was 11,680,541 (FY-2023: 9,820,535).

The basic and diluted EPS are shown below:

	Basic FY-2024	Basic FY-2023	**Diluted FY-2024**	Diluted FY-2023
Earnings per share (in pence)	**3.93**	4.22	**3.70**	4.00

Adjusted earnings and adjusted EPS

	FY-2024 £'000s	FY-2023 £'000s
P&L Attributable to owners of Equals Group PLC	**7,405**	7,746
Add back:		
- Share option charges	**6,045**	1,447
- Amortisation of acquired intangibles	**1,611**	1,672
- Exceptional items	**3,636**	714
- Acquisition costs	**–**	1,377
- Tax impacts thereon*	**909**	183
Adjusted earnings	**19,606**	13,139

* *Tax impacts thereon are associated to items not added back to the tax computations relating to Exceptional items and Acquisition costs.*

The resulting earnings per share are shown below:

	Basic FY-2024	Basic FY-2023	**Diluted FY-2024**	Diluted FY-2023
Adjusted earnings per share (in pence)	**10.41**	7.16	**9.80**	6.79

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

CASH STATEMENT

The movement in the cash position is shown in the table below, splitting out trading from M&A activities:

TABLE 11 – CASHFLOWS

	2024 £'000s	2023 £'000s
Adjusted EBITDA	**28,274**	**20,637**
Lease payments (principal and interest)	**(468)**	(929)
R&D tax credits received via Roqqett acquisition	**–**	232
Exceptional items	**(3,636)**	(714)
Internally developed software capitalised for R&D:		
- Staff	**(5,912)**	(5,653)
- IT Costs	**(605)**	(553)
Purchase of other intangible assets less disposals	**(261)**	(412)
Purchase of other non-current assets	**(254)**	(478)
	17,138	12,130
Movement in working capital	**(699)**	(1,027)
'Operational Cash inflows'	**16,439**	**11,103**
Acquisition costs expensed through income statement	**–**	(1,377)
Net acquired consideration	**–**	(4,465)
Acquired Liabilities associated with acquisition	**(1,395)**	–
Earn-outs	**(1,028)**	(1,092)
Net cash proceeds in Disposal of CGU	**100**	280
M&A outflows	**(2,323)**	(6,654)
Funds from exercise of share options	**231**	97
Dividend payments	**(3,761)**	(928)
NET CASHFLOWS	**10,586**	**3,618**
Opening balance	**18,662**	15,044
Closing Balance	**29,248**	**18,662**
Cash per share	**15.5p**	10.2p

Working capital movements often comprise timing differences, the most significant being between:

- accrued and paid affiliate commissions;
- accrued and paid performance related pay;
- accrued expenses and the settlement of subsequent invoices;
- profit transfers from the Client ledgers; and,
- margin calls (or releases) from liquidity providers.

CHIEF FINANCIAL OFFICER'S REPORT CONTINUED

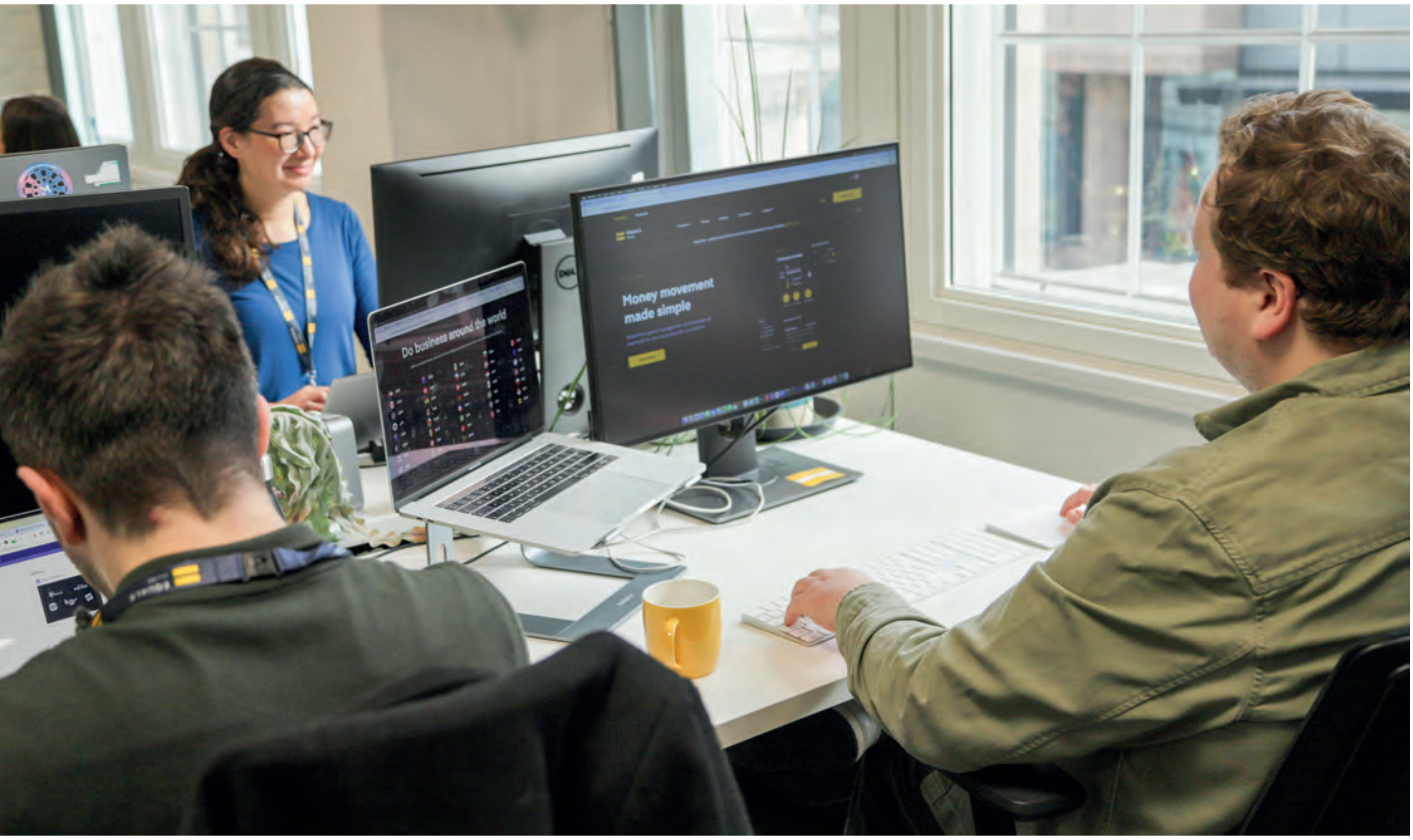
TABLE 12 – LIQUIDITY

	FY-2024 £'000s	FY-2023 £'000s
Cash at bank	**29,248**	18,662
Balances with liquidity providers	**746**	2,758
Pre-funded balances with card scheme provider	**1,411**	1,912
Gross liquid resources	**31,405**	**23,332**
Customer balances not subject to safeguarding	**(4,821)**	(4,718)
Balances due to card scheme	**(1,268)**	(811)
	(6,089)	(5,529)
Net position	**25,316**	**17,803**

The Group has its principal banking and deposit arrangements with Barclays Bank PLC, NatWest, Citibank and Blackrock. As a member of RTGS, the Group also holds interest-earning balances with the Bank of England.

Richard Cooper

RICHARD COOPER
Chief Financial Officer
07 April 2025



Statement on Section 172(1) of the Companies Act 2006

COMPLIANCE WITH COMPANIES ACT 2006, SECTION 172(1) STATEMENT

Under Section 172(1) of the Companies Act 2006, a director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company* for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

(a) the likely consequences of any decision in the long term,

(b) the interests of the company's employees,

(c) the need to foster the company's business relationships with suppliers, customers and others,

(d) the impact of the company's operations on the community and the environment,

(e) the desirability of the company maintaining a reputation for high standards of business conduct, and

(f) the need to act fairly as between members of the company.

**The Directors consider that references to company extend to both the Company and the Group*

The Group's stakeholders include, but are not limited to, its employees; suppliers; customers; regulators; and investors.

The Board endeavours to achieve and maintain a reputation for high standards of conduct amongst its stakeholders which it regards as crucial in its ability to successfully achieve its corporate objectives. During the development of the Group's strategies and decision making processes, the Board will consider its stakeholders and their interests. The differing interests of stakeholders require the Board to assess and manage the impact of its policies in a fair and balanced manner to the benefit of its stakeholders as a whole.

The Board considers below these different stakeholder groups, their material issues and how the Group engages with them. Relevant board engagement with key stakeholders is detailed in the corporate governance report.

EMPLOYEES

The employees are one of the greatest assets to the Group. Their interests, which include training and development; a safe environment to work; diversity and inclusion; fair pay and benefits; reward and recognition are a high priority. On a day-to-day basis, Directors engage directly with employees promoting an open, non-hierarchical culture, in which employees have an active contribution to the Group's success. Regular management training, internship programmes, personal development and performance reviews all contribute to the development of staff.

SUPPLIERS

Supplier interests include fair trading, payment terms and working towards building a successful relationship. The Group will regularly review its supplier payments and performance alongside its monitoring of its performance. All suppliers, particularly low value suppliers, are paid promptly for their invoices once validated by the approved personnel in the Group. The Group has processes in place in order to combat modern slavery in the business and its supply chains, and details of these can be found in the published Modern Slavery Statement at https://www.equalsplc.com/content/investors/corporate-governance, this does not form part of this report.

CUSTOMERS

Customers are interested in successful product availability, fair pricing and adherence to regulations. The Group wants to achieve the highest level of customer service and will regularly review feedback and reviews it receives from its customers. The Group operates under an open and transparent pricing model with its customers.

REGULATORS

The Group holds licences with the Financial Conduct Authority and HMRC and must adhere to the regulatory requirements of these licences. The Group ensures that staff have sufficient knowledge and regular training if necessary to ensure that these regulations are met.

All staff receive ongoing Anti-Bribery and Anti-Money Laundering training as the nature of the business may result in a higher risk of money laundering. Procedures and communications are in place to ensure that staff are able to comply with Anti-Money Laundering should there ever be a case.

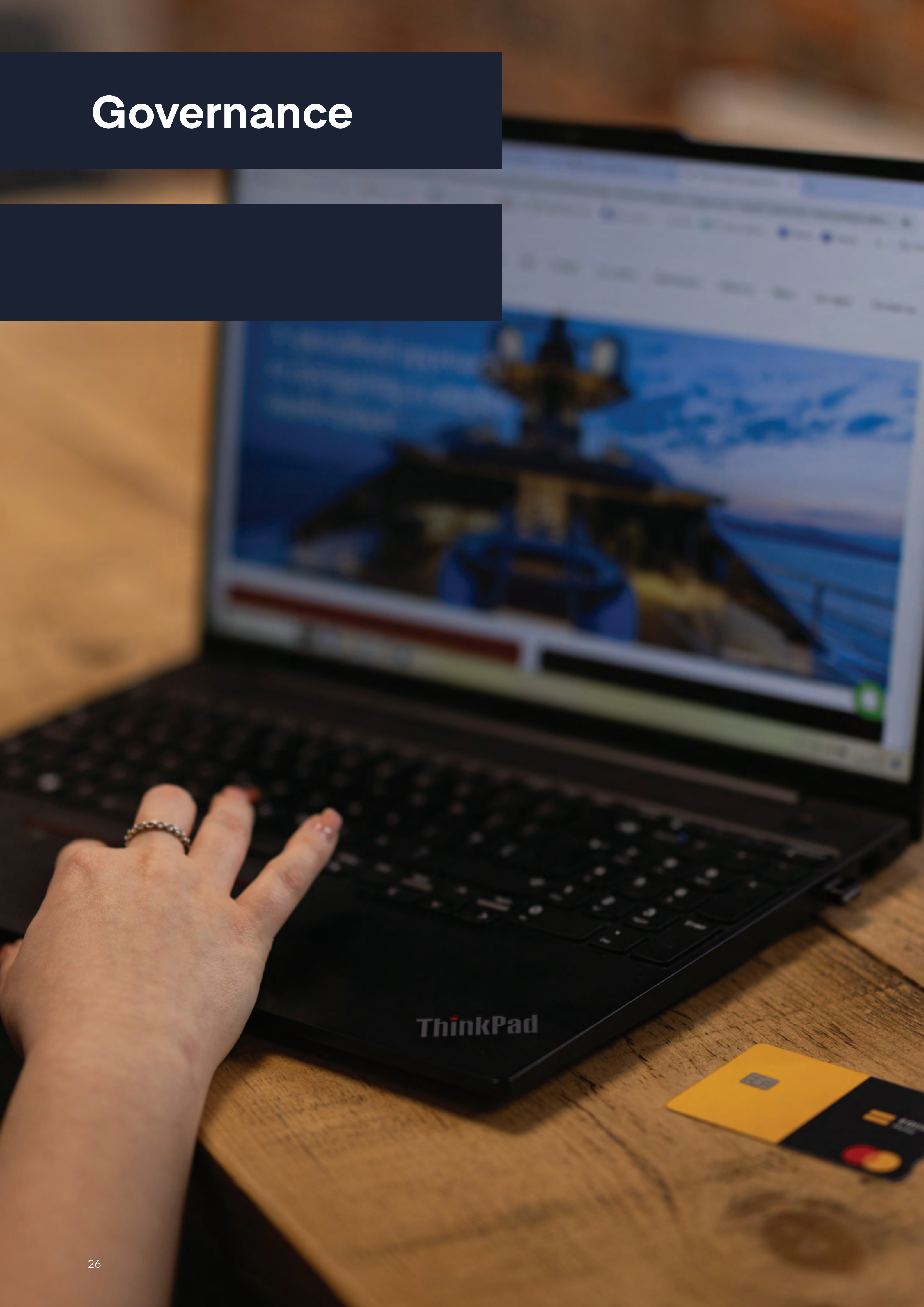
INVESTORS

Investors expect to be informed of the financial performance and developments of the Group. This is done by holding regular trading updates; planned investor programmes; publication of the annual and interim financial statements and press releases. All shareholders are invited to attend the Annual General Meeting (AGM) where they are able to raise questions to the Board. The Executive Directors will attend meetings with investors and analysts.

The Strategic Report on pages 7 to 25 was approved and authorised for issue by the Board after stock market trading hours on 07 April 2025, and was signed on its behalf by:

IAN STRAFFORD-TAYLOR
Chief Executive Officer

Governance



Report on Corporate Governance
for the year ended 31 December 2024

OVERVIEW

As Chairman of the Board of Directors of Equals Group PLC ("Equals", "we", "the Company", "the Board", or "the Group" as the context requires), it is my responsibility to ensure that Equals has sound governance and an effective Board. This responsibility includes leading the Board and overseeing the Group's corporate governance. Good and timely information flows between the Executive Directors and the Non-Executive Directors with interactions that are both supportive and challenging are essential to this.

The goals the Group pursues are to create value for shareholders and customers, to monitor and improve our environmental and societal impacts and to adhere to good corporate governance.

GOVERNANCE CODE AND COMPLIANCE

Equals adopted the 2018 Quoted Companies Alliance Corporate Governance Code ("QCA Code") in line with the London Stock Exchange's AIM Rules.

The QCA code was re-issued on 13 November 2023 and Equals has been following the principles therein for 2024 and to the date of these Financial Statements. The three themes of the 2023 code are:

- Deliver growth
- Maintain a dynamic management framework
- Build trust.

This Statement, in conjunction with the Chairman's Corporate Governance Statement published on our website, follows the ten-point structure of the 2018 QCA Code and describes how we have applied the Code. The Group will provide updates not less than annually.

The Board considers that the Group complies with the 2018 and 2023 QCA Code so far as it is practicable having regard to the size, nature and current stage of development of the Group. The Board recognises that even where the Group may not fully comply with a principle or general provisions of the Code, it uses the Code as a benchmark in assessing its corporate governance standards. Where the Group does not fully comply, it gives reasons for this.

Equals pursues a customer-driven, socially and environmentally responsible culture illustrated through its internal values and policies and its supplier and shareholder engagements. Equals believes that the application of the 2023 QCA Code supports the Group's medium to long-term success whilst simultaneously managing risks and providing an underlying framework of commitment and transparent communications with stakeholders.

The Group's, during the period when its shares were traded on AIM, has maintained an Investor Relations website (equalsplc.com) which contained all the documents required by AIM rule 26, notably:

- The Articles and Memorandum of Association
- Admission document
- Financial statements and annual reports
- Governance statements
- Details of directors and advisors.

BOARD OF DIRECTORS

The Board is responsible for the overall management of the Group including the formulation and approval of the Group's long-term objectives and strategy, the approval of budgets, the oversight of the Group's operations, the maintenance of sound internal control and risk management systems and the implementation of Group strategy, policies, and plans. Whilst the Board may delegate specific responsibilities, there is a formal schedule of matters specifically reserved for decision by the Board; such reserved matters include, amongst other things, approval of significant capital expenditure, material business contracts and major corporate transactions. The Board meets formally on a regular basis to review performance.

DIRECTORS

Throughout 2024 and to the date of these financial statements, the Equals Board consisted of five Directors. The experience and skills of each director is set out below.

The Board is confident that the current mix of skills and competencies amongst the Board aligns well with the Company's strategic priorities over the medium- to long-term but this position will continue to be kept under review.

ALAN HUGHES
Chairman and Independent Non-Executive Director
Date of appointment: 1 March 2020
Committees: Nominations (Chair), Remuneration, Risk, Audit – by invitation

Alan has 35 years of experience with HSBC, becoming General Manager on the UK Executive Board. He was also CEO of FirstDirect Bank where he introduced its digital services, and, introduced significant product innovation. He has had several non-executive roles, currently, he is Chair of Unity Trust Bank PLC and Chair of Mitsubishi HC Capital UK PLC. He has taught banking and lectured at Warwick and Oxford Universities on service and innovation. He was Pro-Chancellor and Deputy Chair of Council at Loughborough University. He has an MBA from the Henley Business School, is a Fellow of the Chartered Institute of Bankers, a Fellow of the Royal Society for Arts, Manufactures and Commerces and holds an Honorary Doctorate from Loughborough University.

REPORT ON CORPORATE GOVERNANCE CONTINUED

IAN STRAFFORD-TAYLOR

Chief Executive Officer
Date of appointment: 4 March 2014
Committees: Nominations, Risk, Audit – by invitation

A Founder and a Director of the Group since 2007. Ian has held a number of senior banking roles, including Business Unit Controller and Head of International Securities Lending at Morgan Stanley, where he worked from 1985 to 1992. Following this, Ian moved to UBS where he worked for 13 years as Managing Director and Global Head of Securities Borrowing & Lending, Fixed Income Repo and Prime Brokerage. Ian is a Chartered Accountant, qualifying with Arthur Andersen in 1985.

RICHARD COOPER

Chief Financial Officer
Date of appointment: 14 October 2019
Committees: Risk, Audit – by invitation

Richard has extensive public market and growth company experience. He was the CFO of GVC Holdings PLC (now Entain PLC), one of the world's largest sports betting and gaming groups, from December 2008 to February 2017. Whilst at GVC, along with responsibility for financial reporting, Richard played a key role in the implementation of the company's acquisition strategy during that period, together with its move from AIM to the premium segment of the London Stock Exchange's Main Market, then into the FTSE 250. The BWIN acquisition in 2016 involved a €400 million debt facility together with compex interest and currency swaps. Richard, a Chartered Accountant, is also a Non-Executive Director of two other companies on AIM: NSenior Independent Director of Engage XR Holdings PLC, a technology-focused education company, and Chair of the Audit Committee of Insig AI PLC, a machine learning business focused on ESG for the fund management industry.

SIAN HERBERT

Independent Non-Executive Director
Date of appointment: 1 October 2020
Committees: Audit (Chair); Risk (Chair); Remuneration, Nominations

Sian has had an extensive City career spanning 35 years within audit, financial crime, risk and regulation, focusing on the financial services and technology sectors. She gained 25 years' experience at PricewaterhouseCoopers LLP ("PwC"), including fifteen years as a partner within the forensic services group, becoming an established expert in financial services, e-money, and payment services, advising on financial crime, risk, regulatory change and the impact of technology. As well as being a member of the ICAEW, Sian is also a Member of the Hong Kong Society of Accountants. She is a member of the Board of Mitsubishi HC Capital UK PLC as the Audit and Risk Committee Chairs.

PROFESSOR CHRISTOPHER BONES

Independent Non-Executive Director
Date of appointment: 9 April 2021
Committees: Remuneration (Chair); Audit, Risk, Nominations

Chris has held senior executive positions at major companies including Diageo and Cadbury. He was also Principal/Executive Dean of the Henley Business School from 2004-2010. Chris co-founded Good Growth LTD ('Good Growth'), a successful e-commerce consulting business whose clients include Diageo, Kraft Heinz, WH Smith, Pets at Home, ITV, Boohoo, Channel 4, and others.

He is chair of the Remuneration Committee for Equals Group PLC. He has held a variety of Non-Executive appointments in the private, public and third sectors. His other current roles are that of Chair of the Chartered Institute of Legal Executives and as a Commissioner for Judicial Appointments where he sits as a lay member of the Board of the Judicial Appointments Commission for England and Wales. Chris was awarded an honorary doctorate from Aberdeen University, from which he holds his undergraduate degree.

BOARD INDEPENDENCE AND TIME COMMITMENT

The Board has reviewed the independence of the Chairman and each of the Non-Executive Directors ("NEDs") and considers them to be independent in character and judgement, with no relationships or circumstances that are likely to affect, or could appear to affect, their judgement. None of the Non-Executive Directors holds or did hold any share options in the Company.

The Non-Executive Directors are each expected to dedicate approximately 18 days per annum towards their duties and otherwise such time as required.

BOARD EFFECTIVENESS

All Directors are expected to keep their skill set up-to-date, and the Company provides a number of opportunities for Board members to access development opportunities. The Company Secretary provides periodic briefings to the Board throughout the year on developments in corporate governance and regulatory matters, and new Directors are provided with a tailored induction. Non-Executive Directors are encouraged to be involved in specific workshops or meetings, in line with their individual areas of expertise. The Board shall review annually the appropriateness and opportunity for continuing professional development, whether formal or informal.

REPORT ON CORPORATE GOVERNANCE CONTINUED

The Companies believes that an effective board is one which delivers financial value for its shareholders along with other values and integrity for other stakeholders - customers, suppliers, communities, and colleagues. In 2023, the Board took forward the outcomes of the formal annual Board evaluation process undertaken in 2022, with a view to ensuring continued improvements in all aspects of the Board's operations.

The areas covered in the evaluation were: Board relationships, Board Skills & Governance, Board Processes Committees of the Board, and Priorities for Change. The Chairman also meets at least once annually with each of the Non-Executive Directors to discuss each Director's contributions to Board meetings. The Board intends to continue its approach toward periodic board evaluation in 2025 and beyond.

BOARD SKILLS AND CAPABILITIES

The board contains the necessary mix of experience, skills and capabilities to adequately inform and oversee the execution of the Group's strategy, for the benefit of shareholders over the medium and long-term. Including non-executive experience, Investment Banking and operational expertise, Corporate Finance and M&A expertise, risk and regulation management skills, and digital growth and business consultancy expertise.

Further details on the Board experience and skills are available on the Group's website.

CULTURE

The Board recognises the importance it has in setting the tone, culture and behaviour of the Group and promotes an open and respectful dialogue with employees, suppliers and other stakeholders. The importance of sound ethical values and behaviours is crucial to the ability to successfully achieve the corporate objectives, and the Board places great importance on this aspect of corporate life, seeking to ensure that this flows across the Group.

The Group's values are:

- Make it happen;
- Succeed together;
- Be the customer; and
- Go beyond

These values promote the healthy corporate ethos of effective communication and encourage an 'ideas culture'. The Group believes such values are important in creating a strong and consistent internal culture, as well as being essential to driving the overall success as a business. Staff are actively encouraged to provide feedback on many areas surrounding the business activities and initiative, and fortnightly Group-wide meetings are held to promote an open and honest dialogue across the Group.

SHAREHOLDER ENGAGEMENT

The Group is committed to maintaining a healthy dialogue between the Board and all its shareholders to enable shareholders to come to informed decisions about the Company. The Chairman is generally available to shareholders, and AGM's presents shareholders with an additional opportunity to communicate with the Board. The AGM is attended by the Board and is open to all the Group's shareholders on the Company's register at the qualifying date.

At the AGM held on 21 May 2024, the proposed resolutions received the following votes and the proportion of votes:

		In favour	Opposed	Withheld*
	Ordinary resolutions:			
Resolution 1	To receive and adopt the financial statements for the year ended 31 December 2023 together with the reports of the Directors and the auditors thereon	94,136,723 100%	Nil 0.00%	15,091
Resolution 2	To declare a final dividend of 1p per ordinary share	94,136,723 100%	nil 0.00%	15,091 0.00%
Resolution 3	To re-elect Christopher Bones as a director of the Company	94,041,179 99.90%	89,544 0,10%	21,091
Resolution 4	To re-elect Ian Alexander Irving Strafford-Taylor as a director of the Company	94,041,688 99.97%	29,035 0.03%	81,091
Resolution 5	To re-elect Sian Herbert as a director of the Company	94,039,688 99.91%	89,035 0.09%	23,091
Resolution 6	To reappoint PricewaterhouseCoopers LLP as auditors to the Company	94,115,687 99.98%	15,036 0.02%	21,091
Resolution 7	To authorise the Directors to set the auditor's remuneration	94,116,487 99.98%	14,236 0.02%	21,091
Resolution 8	To authorise the Directors to allot relevant securities	89,042,323 94.62%	5,059,350 5.38%	50,141
	Special resolution:			
Resolution 9	To empower the Directors to allot equity securities for cash otherwise on a pre-emptive basis	88,978,389 94.56%	5,123,284 5.44%	50,141
Resolution 10	To empower the Directors to allot equity securities for cash otherwise on a pre-emptive basis for an acquisition or other capital investment	88,978,389 94.56%	5,123,284 5.44%	50,141
Resolution 11	To empower the Directors to make market purchases of the Company's shares	94,115,073 99.99%	11,600 0.01%	25,141

* *a vote withheld is not a vote "in law" and is not counted in the calculation of the votes cast.*

At 21 May 2024, there were 187,627,898 ordinary shares in issue. Shareholders were entitled to one vote per share.

The Board has established four committees to which it has formally delegated duties and responsibilities. The four committees are:

- Audit
- Risk
- Remuneration
- Nominations

REPORT ON CORPORATE GOVERNANCE CONTINUED

The attendance record of each relevant director at board level and committee meetings during 2024 is as follows (quorum was achieved for all meetings). Below committee attendance records represent those of committee members only, with other directors attending by invitation but not specifically included:

	Board	Audit Committee	Remuneration Committee	Nomination Committee	Risk Committee
Number of meetings in the year	21[1]	2	5	1	5
Alan Hughes	21/21	–	5/5	1/1	5/5
Ian Strafford-Taylor	21/21	–	–	1/1	–
Richard Cooper	21/21	–	–	–	–
Christopher Bones	21/21	2/2	5/5	1/1	4/5
Sian Herbert	21/21	2/2	5/5	1/1	5/5

[1] Many additional Board meetings were held throughout the financial year due to the strategic review process.

Canaccord Genuity Limited are appointed as Nominated Advisor, a position required under the rules of AIM support the Company to comply with the rules of AIM and the Market Abuse Regulations.

The Group uses a number of firms of solicitors for legal counsel including Ashurst LLP, Browne Jacobson LLP, and Evershed Sutherland, with whom there is regular dialogue as and when required with the Chairman, Chief Executive Officer and other executives of the Group.

One Advisory Limited ("ONE") was appointed as Company Secretary to the Company on 1 August 2021. ONE are responsible for ensuring that Board procedures are followed and supporting the Company to comply with applicable rules, regulations and obligations governing its operation, as well as helping the Chairman maintain excellent standards of corporate governance.

AUDIT COMMITTEE

The Audit Committee is responsible for:

- monitoring the integrity of the Group's financial statements,
- reviewing significant financial reporting issues,
- reviewing the effectiveness of the Group's internal control and risk management systems,
- ensuring that processes are put in place to manage risk inherent in the business, and
- overseeing the relationship with the external auditors (including advising on their appointment, agreeing the scope of the audit and reviewing the audit findings).

The Audit Committee is chaired by Sian Herbert and includes Non-Executive Director Christopher Bones. The Audit Committee meets at least two times a year, including at appropriate times in the reporting and audit cycle to consider audit matters and otherwise to focus on risk matters. The Audit Committee also meets regularly with the Group's external auditors.

The report of the Audit Committee is included on pages 42 to 44.

RISK COMMITTEE

The Risk Committee is responsible for maintaining the Group's risk register and evaluating the risks included in it. The Risk Committee comprises all Non-Executive Directors and is chaired by Sian Herbert and meets not less than four times a year. The Chief Compliance & Risk Officer (CCRO), appointed October 2024, is responsible for day-to-day risk management including the oversight and implementation of the 2LOD risk management controls framework. The CCRO is the prime contact for regulatory bodies that have supervisory roles for the Group. The Committee also invites the Group's MLRO to the meetings. Each regulated subsidiary company also has a risk committee which meets quarterly.

The report of the Risk Committee is included on pages 45 to 48.

REMUNERATION COMMITTEE

The Remuneration Committee is responsible for determining and agreeing with the Board the framework for the remuneration of the Chairman, the Executive Directors, and other designated senior executives and, within the terms of the agreed framework, determining the total individual remuneration packages of such persons including, where appropriate, bonuses, incentive payments and share options or other share awards.

The remuneration of Non- Executive Directors is a matter for the Board. No Director is involved in any decision as to his or her own remuneration.

REPORT ON CORPORATE GOVERNANCE CONTINUED

The Remuneration Committee currently comprises two Non-Executive Directors and is chaired by Christopher Bones. The Committee meets at least twice a year.

The Remuneration Committee report is included on pages 49 to 57.

NOMINATION COMMITTEE

The Nomination Committee is responsible for developing and maintaining an effective and rigorous procedure for making recommendations on the appointments and re-appointments to the Board. The Nomination Committee currently comprises the Non-Executive Directors and the Chief Executive and is chaired by Alan Hughes.

INTERNAL CONTROLS AND FINANCIAL REPORTING

The Company aims to ensure robust internal control and risk management systems, particularly concerning the financial reporting process. The financial reporting process is governed by a comprehensive system designed to ensure accuracy, transparency, and compliance with regulatory standards as prescribed by the International Accounting Standards Board (IASB) and the Financial Conduct Authority (FCA).

The CFO assumes overall responsibility for the financial integrity of the Company. Internal forecasts and budgets are prepared prior to the year end for the following financial year and performance is measured with the actual results produced within the financial statements. Further, the CFO regularly prepares a financial paper for each board meeting providing stakeholders with a detailed insight into the financial performance, the cash position and outlook.

The Group also maintains a formal document known as the Financial Position and Prospects Procedures (FPPP), which serves as a comprehensive memorandum outlining controls across trading, operations, and finance for the entire group and its subsidiaries. This document facilitates the Directors' ability to stay informed regularly on key aspects such as the Company's financial position, including assets, liabilities, profits and losses, as well as projected profitability, cash flows, funding needs based on realistic assumptions and internal and external factors likely to impact the business materially. It undergoes regular review and updates throughout the year to ensure relevance and accuracy. The Group has no debt.

To support the ongoing growth and expansion of the company across global territories, the Company demonstrated a commitment to bolstering its financial governance framework. The appointment of two senior non-board members from Equals to the board of Equals Money Europe S.A. underscores the organisation's dedication to ensuring seamless integration and adherence to regulatory standards across all subsidiaries. These executives have played a pivotal role in leading the recruitment of the finance team, thereby facilitating a smooth transition and alignment with the organisation's overarching governance objectives.

The internal control environment is constantly under review by the CFO and there exists a raft of daily reports monitoring performance, cash, safeguarding, counterparty risk, forward margins etc. These daily assessments ensure prompt identification of discrepancies or irregularities, allowing for timely corrective actions to be taken.

A proactive approach was adopted to enhance the financial ledger system by transitioning to a more robust Enterprise Resource Planning (ERP) system, better suited for the growth of the Company. This strategic move provides the Group with a robust foundation to effectively manage financial reporting capabilities aligned with the company's growth trajectory. The upgraded system offers scalability, enhanced internal reporting functionalities, and improved operational efficiencies.

SHARE DEALING CODE

The Company has a share dealing code for Directors and applicable employees of the Group for the purpose of ensuring compliance by such persons with the provisions of the AIM Rules relating to dealings in the Company’s securities (including, in particular, dealing, during close periods in accordance with Rule 21 of the AIM Rules). The Directors consider that this share dealing code is appropriate for a company whose shares are admitted to trading on AIM. The Company takes proper steps to ensure compliance by the Directors and applicable employees of the Group with the terms of the share dealing code and the relevant provisions of the AIM Rules (including Rule 21).

The Corporate Governance Report was approved and authorised for issue by the Board after stock market trading hours on 07 April 2025, and was signed on its behalf by:

ALAN HUGHES
Chairman

ESG Report
for the year ended 31 December 2024

This report provides stakeholders with a guide to the way in which Equals deals with the three core tenets of ESG, namely:

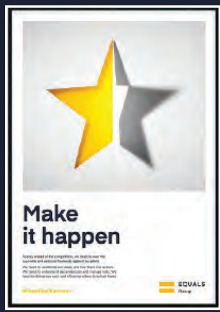
Environmental, Social and Governance

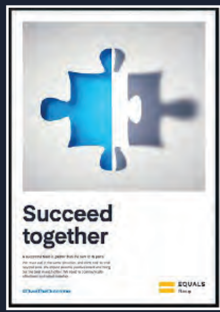
This Annual Report has already dealt with governance in detail in its report on Corporate Governance on pages 27 to 32, moreover, there are some other aspects which are reported in the Governance section below.

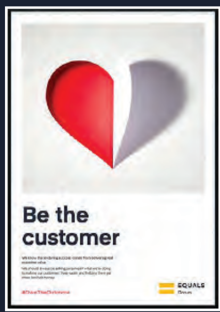
1 CORPORATE CULTURE

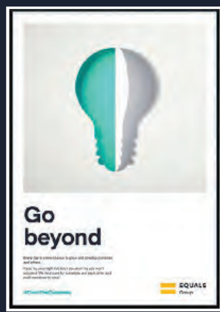
Underpinning everything the Group does – and seeks to do – is its culture and values. The core elements of this are articulated below:

- **Make it happen:** We will own the outcome and execute flawlessly against our plans. We need to deliver our part and influence others to deliver theirs.
- **Succeed together:** We must pull in the same direction and bring out the best in each other. We need to communicate effectively and adapt together.
- **Be the customer:** We should always be asking ourselves if what we're doing is making our customers' lives easier and helping them get more for their money.
- **Go beyond:** We need to care for ourselves and each other and push ourselves to excel. Every day is a new chance to grow and develop ourselves as well as those around us.









ESG REPORT CONTINUED

2 ESG – THE ENVIRONMENTAL DIMENSION

The Group had two UK offices; London and Chester. Since July 2023 when the Group acquired EMEU, the group has a physical presence in Brussels and Amsterdam.

The London office in Vintners Place building is managed in accordance with the landlord, CBRE's, sustainability policy which champions recycling and low-emission practices. Vintners Place has an extensive and secure bicycle store and employees are encouraged to commute this way if they can do so safely.

The Chester office has a number of initiatives aimed at reducing negative environmental impacts. Since 2021 the energy provider was changed to guarantee that 100% of energy comes from renewable sources – and this also represented a cost-saving for the business. An environmental waste service that separates all our recycling and burns waste to feed energy back into the grid is used. The Group has a Cycle to Work scheme in place to help those employees who which to participate in it.

Our modest offices in Brussels and Amsterdam are shared facilities run by well-known flexible office providers.

A number of employees are provided with a Company car. All such vehicles must either by fully electric or hybrid, and, at Chester, there are electric charging points for these vehicles.

A paper-free initiative has been operating since 2020, identifying where the use of paper can be eliminated. The quantity of copier paper ordered continues to be modest.

The ongoing partnership with Wales Recycles has enabled the Group to donate unused or retired devices to be wiped or refurbished and then given to local schools and underprivileged members of the community. A similar scheme has been launched for the London office.

An Employee Carbon Emissions Survey has been conduced every year since 2021 to calculate the average carbon footprint of employees whilst at work.

The Group uses an external provider (C-Free) to verify the carbon emissions.

This has allowed the Group to offset the individual carbon footprints for the entire workforce. Whilst pleased with this outcome, the next step is to assess where energy use and carbon emissions across the business can be reduced.

Responsible procurement

The environmental impact of the Group's supply chain is another important consideration. Since 2021 a new due diligence procedure was introduced to incorporate ESG criteria; questions address suppliers' own sustainability programmes, whether they screen environmental and social impacts, and how they engage with and determine the interests of their key stakeholders. There is an internal committee with oversight of supplier due diligence.

With the exception of staff, the next most significant area of expenditure remains third-party IT and communication supplies, followed by costs incurred by other service industries such as law, accounting, and compliance advisory firms. As part of the Group's upcoming assessment into reduction strategies, the practices of suppliers are reviewed.

Giving back to the community

In considering societal impact, the Group wishes to give employees the opportunity to get involved and support is provided to employees in their endeavours, making a number of charitable donations and allowing the workforce to select charities that will receive the Company's donations. The Group for many years has also run a work-experience programme and internships focusing on schools local to the office locations, this is alongside the apprenticeship scheme.

ESG REPORT CONTINUED

Part of the forward-looking strategy is to formalise the Corporate Social Responsibility (CSR) programme, to enable employees to volunteer within working hours and offer their time and expertise for the benefit of local voluntary and community groups.

IMPACT ON THE GROUP	2024	2023	2022
Total employee carbon footprint offset	3,250 tonnes	1,574 tonnes	1,000 tonnes
Number of devices donated	38	10	–*
CHESTER OFFICE			
Energy use			
- Total energy use (kWh)	71,441	62,408	41,062
Paper use			
- Number of sheets of headed paper ordered	–	–	30,000
- Number of sheets of copier paper ordered	17,500	11,000	6,500
LONDON			
Energy use			
- Total energy use (kWh)	142,737	89,614	64,965
Paper use			
- Number of sheets of paper ordered	9,250	11,825	37,500

* *No devices were donated in 2022 as a result of replacing old desktops with new laptops for certain employees.*

Streamlines Energy & Carbon Reporting (SECR)	2024	2023
UK energy use for office electricity & transport (kWh)	258,621	195,894
GHG emissions associated with energy use:		
- UK Electricity & Transport - kg CO_2e of CO_2 per unit	53,218	40,375
- UK Electricity & Transport - kg CO_2e of CH_4 per unit	214	157
- UK Electricity & Transport - kg CO_2e of N_2O per unit	336	260
UK Electricity & Transport - kg CO_2e	53,768	40,792
Kg CO_2e Per £k of revenue	0.4083	0.4262
Energy efficient action taken in year:		
Tonnes of carbon footprint offset purchased	3,250	1,574

This table's UK electricity kWh data has been taken directly from direct or recharge invoices for the UK offices.

Transport is calculated on train travel between UK offices, which is tracked under its own GL in the ledger. The total cost has therefore been taken and divided by the average train fee for this trip. Multiplying this by the kilometres between the offices gives the total kilometres in each year to get the KwH for train transport.

3 ESG – THE SOCIAL DIMENSION

Engaging with our stakeholders helps the continued success of our business; stakeholders provide different perspectives and expertise that can drive innovation and support our strategic direction and financial performance. We engage regularly with our stakeholders, through both direct communications and our reporting, which we ensure accurately reflect the performance of the business. We also appreciate that each stakeholder group has different interests and concerns, and we therefore tailor our method of engagement with each appropriately.

3.1 EMPLOYEES

We are passionate on making Equals a rewarding place to work and to foster attraction and retention of employees by developing our recruitment practices, offering more opportunities for growth and progression, and sharpening our focus on equality, diversity and inclusion (EDI) to ensure we are accessing the broadest pools of talent. In doing so this has resulted in a motivated workforce that feels more connected than ever to the business and its success.

The recent initiatives introduced by the Group include:

- All-employee Share Incentive Plans; grants were announced in 2021, 2022 and 2023 giving eligible employees up to 10,000 shares in the Company to vest over a four-year period. A total of 1,910,936 awards were made across over 200 individuals. The awards outstanding at the date of these financial statements was 1,584,816
- Key-employee LTIP programme which identified 63 key staff below board level and that granted 9,447,500 share options over three years, with the first tranche fully vesting in October 2024, leaving 5,875,000 awards outstanding

ESG REPORT CONTINUED

- The Group has a referral program which allows employees (below the level of Executive) to financially benefit from direct employee introductions and hence avoid paying recruitment fees externally,
- Flexible working
- Visa sponsorship
- Mental health support
- Healthcare and life assurance schemes.

The Gender Pay-Gap return was made-up to 5 April 2025, and is available on the Group's website. This does not form part of this report.

Employee communication

The Group has a strong ethos of employee communication with "All Hands" being held every two weeks; Monthly Own The Outcome (OTO) awards; annual OTO Awards ceremony and strategy presentation from the CEO; use of our internal communications platform; and Base Camp days celebrating achievements and outlining strategy. To take advantage of Zoom, many departments themselves hold weekly "all-in" sessions to discuss progress, initiatives and problems.

EDI

Ensuring that equality, diversity and inclusion considerations are embedded within all facets of our business is a key priority. In 2021 we developed a new EDI strategy, and we introduced pronouns on our internal communications platform, to allow our employees to indicate their preferred pronouns. We conducted a review of our recruitment practices and now include an EDI statement in all job advertisements for the Group. This also supports our ambition to access diverse pools of talented candidates and demonstrate that we are an employer that can support the employees in different circumstances with flexible working practices.

Contractors

The Group regularly uses contractors in the UK and overseas to assist chiefly with engineering projects. These people are regarded as part of the Equals family and are offered the same working conditions and communication systems as regular employees.

The table below provides a summary of the number of staff within the Group based on the average for the financial year:

EMPLOYEES	2024	2023	2022
Employees by employment type			
- Number of full-time employees	365	325	255
- Number of part-time employees	16	15	13
- Number of temporary employees	0	1	0
Diversity and inclusion			
- Number of women at Board level	1	1	1
- Number of women in workforce	147	132	97
- Percentage of women in workforce (%)	40%	39%	36%
- Number of people from ethnic minorities at Board level	0	0	0
- Number of people from ethnic minorities in workforce	28 (declared, not compulsory to complete)	43 (declared, not compulsory to complete)	32 (declared, not compulsory to complete)
Employees paid a national living wage (%)	100%	100%	100%

3.2 CUSTOMERS

The Group prides itself on providing a high level of customer service. We don't get it right all the time, but we aim to.

At the heart of this is our initial and ongoing engagement with our customers to enable us to understand their requirements and maintain clear and transparent communication with them. To this end, we have adopted the following approach:

- Created one centralised customer identity management system (Hubspot)
- Robust customer complaints management process and dedicated complaints team
- Logging and resolving dissatisfactions to drive improvements
- A policy of Treating Customer Fairly, and conduct ongoing training
- Responding to customer feedback and implementing quick fixes
- Three channels for customer services
- Two weeks of training for new starters in customers services and ongoing training for all customer services staff
- System and process for reporting suspicious activity
- Vulnerability signposting directory added to training and shared with customer support teams

ESG REPORT CONTINUED

In addition, we have an obligation to identify and protect vulnerable customers. To this end we have:

- Increased awareness for customer vulnerability across the entire Group
- Rewritten the Vulnerability Policy
- Put together customer vulnerability training tailored to assist front-line teams and delivered this as face-to-face workshops with customer-facing senior managers and their teams.
- Implemented Vulnerability Champions in front-line teams and established a vulnerability working party which is a group set up to look at the subject of "Customer Vulnerability" at Equals and work on ways to improve how we help and support customers.
- Created a Vulnerability Forum within Slack for quick escalations to key people who can provide advice on how we can assist our customers.
- Implementation of pinned notes on Access Point to make it easier for customer service teams to identify customers who may need additional support.

In order to be accessible and responsive to our customers, we maintain three key channels for receiving queries:

- phone calls,
- email
- live chat.

We have a target in place to ensure that customers wait no more than 30 seconds before their call is answered and email queries are responded to within the working day; we utilise live chat to enable even faster responses from the team.

To ensure our Customer Services Team are best placed to provide the support required, we provide two weeks of training for all new employees, followed by ongoing training including support when they begin receiving customer phone calls. Additionally, all customer services employees receive Anti-Money Laundering (AML) and cybersecurity training, and since 2022 we have also completed vulnerable customer training. The integration of our online training platform, Meta Compliance, will support this programme, increasing accessibility to the training modules and enabling us to monitor rates of completion and send reminders to employees when necessary.

In addition to our three key communication channels, we also receive customer feedback through our Trust Pilot and app review pages, and we reach out to all customers who express dissatisfaction to see if we can improve their experience. We are very proud that both FairFX and Equals Connect Limited are rated as 'Excellent' on Trustpilot. Messages to our social media pages – (formerly Twitter) and Facebook – are filtered into our ticketing system, so that the team can stay on top of all feedback provided.

We have a robust complaints process in place. Following receipt of a complaint, our key objective is to resolve the issue within three business days and send a summary resolution to the customer. The Complaints Officer is brought in to both investigate and advise the customer on the timescale for resolution, to ensure the customer remains informed. We are very proud that our Team continue to close 100% of all complaints and that, in 2023, over 99% of complaints across the Group were closed out within 35 business days. If we identify a complaint that we feel has not been dealt with effectively, we conduct a root cause analysis, and the Complaints Officer will feedback to the team and provide guidance on where the process could have been improved.

Concurrently, we log dissatisfactions. Whilst these are not complaints, tracking all feedback from customers can drive improvements across the business, as we can identify if an issue (albeit a very small issue) is repeatedly arising and then implement a change to improve our service. Our dedicated AIM channel provides another medium through which both employees and customers can feedback with suggestions. These are reviewed regularly, with an assessment of the resources available to make immediate changes and a discussion with the Product Team as to what can be achieved.

Quality Assurance Results, Complaints and Dissatisfaction Information pack are distributed to department heads monthly by the Operational Assurance Team. Conduct and reputation risk indicators, including Quality Assurance results, complaints, Trustpilot reviews, and vulnerability, are fed back on a quarterly basis to the Subsidiary Board meetings, and information is also provided to the Group Risk Committee.

An important innovation to our processes has been the creation of one central customer identity in our Customer Relationship Management (CRM) system. By centralising this customer information, we aim to improve customers' internal data lifecycle.

Safeguarding our customers

To ensure the continued protection of our customers we maintain transparent, fair practices and update processes to make sure they are fit for purpose. Our Treating Customer Fairly (TCF) Policy, developed in line with the FCA's Principles, encapsulates the best practices we expect of our employees at all levels of the business, and this is reinforced through our TCF training.

Since 2021 we introduced a new policy on the processing of Faster Payments to strengthen security, including updating the personal identifying information we ask for from customers and addressing the value at which payments must be checked

ESG REPORT CONTINUED

before they are processed. The process of updating all our existing policies and procedures is ongoing, as we want to ensure all are in line with Group expectations.

Details of our fees are available on our websites. In addition to providing annual AML and Fraud training, there are controls in place in the system to recognise and flag unusual and suspicious activity. Any member of the business can raise anything suspicious with the Fraud and AML teams, who will then consider further action as necessary.

Consumer Duty

Following the FCA's implementation of the Consumer Duty we implemented it within the Group by completing a number of tasks including gap analysis' for each subsidiary and its products to establish which products were in scope and what work would be needed to become compliant with The Duty. The overall aim was to ensure we can provide good outcomes to our customers and that we are meeting expectations across the four outcomes per Consumer Duty.

During this time, we have also completed the following:

- Developed a Consumer Duty Policy for the group as well as ensured Consumer Duty has been considered in all relevant existing and future group policies
- Developed and delivered Consumer Duty Meta Compliance training that went out to the group and white-label partners outlining the key points of the Duty as well as the scope and our responsibilities under the Duty.
- Implemented Consumer Duty Champions as well as created a Consumer Duty Coordinator role within the Group to manage the Groups implementation plan and complete outcomes testing on various areas of the business
- Developed an Outcomes Testing process and schedule to assess both good and poor outcomes
- Started the first outcomes testing project focusing on vulnerability, where we are identifying both good and poor outcomes
- Appropriate actions were taken to prepare for and manage APP fraud in line with the new regulatory requirements from October 2024.

Feedback from customers

CUSTOMERS	2024	2023	2022
Trust Pilot scores			
- Equals Money PLC	4.5	4.8	4.4
- Card One Money	4.5	4.6	4.4
- Equals Connect Limited	4.5	4.9	4.7
Training			
- Number of hours of customer services training available	25+ hours	25+ hours	25+ hours
Calls			
- Calls answered within 30 second target (%)	80%	85%	80%

	2024	2023	2022
Percentage of complaints closed (%)			
Equals Money PLC	100%	100%	100%
Equals Money UK Limited	100%	100%	100%
Equals Money International Limited	100%	100%	100%
Equals Connect Limited	100%	100%	100%
Percentage complaints closed in less than 35 business days (%)			
Equals Money PLC	100%	99%	95%
Equals Money UK Limited	100%	100%	91%
Equals Money International Limited	100%	100%	93%
Equals Connect Limited	100%	100%	80%

ESG REPORT CONTINUED

3.3 SUPPLIERS

The key issues for us with suppliers are:

- Their integrity
- The reliability
- Their governance and business ethics

Many of our suppliers have been with us for a number of years and hence we have built up a good understanding of them and their values. For all new significant suppliers, we ask them to complete a due-diligence questionnaire and annually review the supplier.

The Group has a Supplier Diligence committee, independent of procurement, and this has the responsibility to ensure diligence is conducted for all new suppliers and to conduct a rolling review of existing suppliers. These fall mainly into three categories:

- Affiliates
- IT suppliers
- Professional services firms – the majority of whom have codes of conduct from their own governing bodies

3.4 REGULATORS

Equals endeavours to have an open dialogue with every one of its regulators. The 2023 acquisition of EMEU led to an additional regulator – the National Bank of Belgium – having regulatory oversight of that subsidiary.

We constantly seek to demonstrate our high standards of governance and business ethics, this may range from telephone and email communication, the prompt and professional responses to queries they may have, and the timely submission of all scheduled returns (examples: corporation tax, VAT, P60's compliance returns).

The Company must follow the rules of AIM and is in regular dialogue with the nominated advisor (NOMAD), Canaccord Genuity Limited.

Subsidiaries of the Group have licences from a variety of regulators and these are updated on our investor relations website, the link to which section is: https://www.equalsplc.com/content/company/our-permissions.

3.5 BANKS AND LIQUIDITY PROVIDERS

Equals has banking relationships with a number of banks and liquidity providers. We are in regular – often daily – contact with these and at all times adhere to the rules and customs imposed on us by these banks. The principal banking/liquidity partners we have include: Barclays Bank PLC, Citibank, NatWest, Lloyds, Crown Agents Bank, Blackrock, Valitor, Sucden, and Velocity along with funds held at the Bank of England.

3.6 SHAREHOLDERS AND THE ANALYST COMMUNITY

Shares in Equals Group PLC are publicly traded on London's AIM. Under AIM rules we are obliged to have a NOMinated ADvisor ("NOMAD) and broker with whom we work closely on all AIM and MAR (Market Abuse Regulations) matters.

The broker is the prime interface with our shareholders.

In 2024, in addition to the Annual and Interim results, Equals released four trading updates. At the final and interim results, the Executive Directors present the results – and a trading update - to investors and handle regular analyst calls. Our investor presentations and audio-casts are included in our Investor Relations website, the link to which is here: https://www.equalsplc.com/content/investors/results-and-reports.

The Company receives regular requests from Institutional shareholders on ESG matters and responds to these requests in a timely manner.

4 ESG – THE GOVERNANCE DIMENSION

To execute our strategy flawlessly we maintain strong governance practices. These practices are streamlined and harmonised across the Group. Our full Report on Corporate Governance is on pages 27 to 32.

4.1 IT and data security

As a financial services business, IT and data security is critical; we endeavour to continually improve our cybersecurity procedures and have focussed upon increasing security awareness among our colleagues.

Central to cybersecurity for the business is having robust oversight and effective governance. The importance of IT and data security is driven from the very top of the business, with CEO recognition and direct involvement in cybersecurity matters. The Security Council, Architecture Council and Technical Risk Committee oversee, among other matters, the security design and risk associated with our systems and are all accountable to the Group Board.

ESG REPORT CONTINUED

There are strong lines of communication between the Executive Team and the Security and Architecture Councils, with regularly scheduled meetings and dedicated channels on the internal communications platform allowing a continual flow of information. There is ever-present Executive and senior management participation at the Technical Risk Committee, which facilitates appropriate communications upwards within the business when required. To support the secure operation of our IT systems, there are a comprehensive series of security policies and procedures in place[1], and employees are updated on any material changes to the policies.

Security Council

Chair: Chief Product Officer

Purpose:

- evaluate security threats to the group,
- sign off new technical decisions or system changes,
- sign off new third-party integrations,
- ensure compliance with relevant regulations,
- maintain certifications as required (such as PCI),
- organise and evaluate penetration testing,
- maintain DR & BCP plans,
- write appropriate group policy on security

Architecture Council

Chair: Head of Architecture

Purpose:

- to review architectural sign off requests
- to discuss new architectural changes
- to review practices and standards
- to create architectural control for auditing purposes

Technical Risk Committee

Chair: Head of Infrastructure

Purpose:

- to maintain a technical risk register
- to feed risks up to the Group Risk Committee
- to risk assess and discuss the outcome for changes to the status quo

Cybersecurity encompasses oversight of all manner of security matters including ensuring Payment Card Industry (PCI) compliance, annual targeted penetration testing, and monthly vulnerability scanning. We conduct an annual audit of our existing technology suppliers to ensure that they are still meeting the required standards. Whenever we engage a new supplier, we run data protection checks, and if the supplier is providing a core service, we conduct an in-depth assessment and the organisation is incorporated into our Business Continuity & Disaster Recovery Procedure, for which the Security Council has signed off.

4.2 Continuous improvement

IT and data security practices are constantly improved, as we react to developments and implement adjustments to existing systems and procedures to facilitate efficiencies. In the past year, we undertook a number of such actions. The appointment and retention of a Cybersecurity Manager since 2021, solidifies the seriousness with which we approach IT and data security, and highlights our drive to make security a way of life rather than an add-on to the working day.

Since 2021, we commenced the process to achieve ISO 27001 certification. The Chief Technology Officer (CTO) is the Executive Sponsor of the initiative, and it is being driven by the Cybersecurity Manager. The Group became accredited in 2023.

To ensure that concerns flagged are dealt with effectively and efficiently, employees that raise an issue are now invited to attend the Security Council meetings which means that the issue is articulated to the Council first-hand. We will also simplify the issue identification and information sharing process to enable ease of use and understanding.

As internal employee actions pose the greatest risk to IT and data security, the overarching objective is to raise awareness for cybersecurity across the Group. We have begun targeted phishing campaigns on our own staff to improve awareness and reduce the risk of employees clicking through on suspicious emails.

All employees must complete annual security awareness, general cyber and data security, GDPR and AML training. With the integration of our new online training platform, Meta Compliance, we can monitor levels of training completion, and push out reminders via email and our internal communications platform. We will be introducing security awareness training as part of our onboarding process for new employees. Meta Compliance will also enable the setting of KPIs to measure ongoing performance, as well as monthly mini-training sessions on different IT and data privacy topics.

[1] Policies and procedures for IT and data security: Cloud Storage Usage Policy; Computer Usage Policy; Data Classification Policy; Data Protection Impact Assessment Procedure; Data Protection Policy; Data Retention Policy; Instant Messaging Policy; Password Policy; Business Continuity & Disaster Recovery Procedure.

ESG REPORT CONTINUED

4.3 Privacy of customer data

We handle sensitive customer information, thus our data privacy practices are of paramount importance, and we approach all data security scenarios from the perspective that no employee is necessarily secure. We have two-factor authentication for all systems that contain customer data. Where an employee must use a personal device for work, we require the use of remote sessions to ensure that information cannot be exported. Customers are also kept informed of the information we will ask from them, to mitigate the risk of external parties accessing their data whilst posing as an employee of Equals.

4.4 Risk management

We increased the capabilities within the risk management side of the business. Fundamental to this has been the onboarding of our new Group Head of Risk and Compliance, who has restructured the risk and compliance framework to ensure that it underpins business operations and supports our financial objectives. There is a Risk Committee for each operating subsidiary undertaking. There is a Change Council, comprising of senior members of staff, which receives suggested changes and advise on the potential governance, operational, and customer impacts before further investment is approved.

4.5 Governance and business ethics

We continue to strengthen our internal governance and ensure we are conducting business correctly even when we are not being scrutinised. We have created a conduct policy, rolled out in 2022 alongside a wider conduct framework. Using our new online training platform, "Meta Compliance+, we are also able to deliver compliance and ethics training easily. In October 2024 the Group started to use KnowBe4 platform with all the training policies listed below.

We have established better feedback loops and our internal knowledge sharing has greatly improved. As a result of our continued harmonisation efforts, we are now better placed as a business for innovation and improvement of the customer experience.

OUR GOVERNANCE	2024	2023	2022
Number of data breaches	–	–	–
Employees completed Meta Compliance/KnowBe4 Security Awareness training (%)	94.5%	97.2%	98.3%
Employees completed Meta Compliance/KnowBe4 Anti-Money Laundering training (%)	83.4%	99.0%	97.2%
Employees completed Meta Compliance/KnowBe4 GDPR training (%)	96.1%	98.9%	95.3%

Report of the Audit Committee

for the year ended 31 December 2024

This report covers the following areas:

1. Membership of the Audit Committee ("the Committee")
2. Responsibilities of the Committee
3. Activities of the Committee during the year
4. Governance
5. External Auditors and independence thereof
6. Risk Management and Internal Control
7. Conflicts of interest
8. Significant issues
9. Events after 31 December 2024

1. MEMBERSHIP OF THE AUDIT COMMITTEE

The Audit Committee is chaired by Sian Herbert and includes Non-Executive Director Christopher Bones. Other meeting attendees during the year included members of the external audit team, Chairman and Non-Executive Director Alan Hughes, Ian Strafford-Taylor, CEO; Richard Cooper, CFO; and other members of the finance team.

2. RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Audit Committee ("the Committee") has responsibility for Equals Group PLC and all subsidiaries in the Group.

In the period since the last report, the Committee continued to focus on the effectiveness of the controls across the Group within the ambit of the finance department and other departments, including but not limited to Risk, Compliance, Operations and Human Resources.

The integrity of reporting and risk monitoring is a key area that the Committee will continue to focus on over the coming year. Monitoring of the operational performance of the Group is an area of ongoing review. The focus is on several key areas including a continued focus on data governance, regulatory compliance and operational resilience.

The Audit Committee appointed various third parties to give independent opinions on chosen topics that are regarded as potentially higher risk (for example, cyber security, money laundering and safeguarding). The Group has well-resourced compliance and risk operations but given its size does not consider it necessary to have an internal audit function, using external parties when considered appropriate. Non-statutory audits of subsidiaries for the purpose of FCA safeguarding obligations are conducted by a separate audit firm, Azets.

The head of Audit Committee is a member of the Board and it is the full board that approved the strategic review.

The Committee is appointed by the Board; their primary duties are listed beneath the subheadings below, along with a brief description of sub-tasks:

2.1 Financial reporting

a. consider the areas of financial reporting risk and what is done to optimise these risks and ensure that these are communicated to the external auditors;

b. review significant financial reporting judgements and the application of accounting policies, including compliance with the accounting standards;

c. oversee the integrity of the financial statements and their compliance with UK company law and accounting regulations;

d. ensure the Annual Report and financial statements are fair, balanced and understandable, and recommend their approval to the Board;

e. monitor the integrity of announcements containing financial information.

2.2 Internal controls

a. monitor adequacy and effectiveness of the internal financial controls and processes, and ensure any material shortcomings are rectified at the earliest opportunity;

b. where appropriate, ensure compliance with Quoted Company's Alliance Code, Information Commissioner's Office, HMRC and the Financial Conduct Authority's relevant regulatory framework.

2.3 Risk management

a. review and provide oversight of the processes by which risks are identified, evaluated, managed and optimised by the Risk Committee.

2.4 External audit

a. manage the relationship with the Group's external auditors;

b. monitor and review the independence and performance of the external auditors and formally evaluate their effectiveness;

c. review the policy on non-audit services carried out by the external auditors, taking account of relevant ethical guidance;

d. review, consider and approve the external auditor's fee, the scope of the audit and the terms of their engagement;

e. make recommendations to the Board for the appointment or reappointment of the external auditors.

REPORT OF THE AUDIT COMMITTEE CONTINUED

3. COMMITTEE ACTIVITIES DURING THE YEAR

The principal activities which the Committee undertook within the during were as follows:

3.1 2023 financial statements, 2024 interim financial statement, and business reports

- Reviewed the 2024 Interim Consolidated Financial statements, the 2023 Annual Report and Consolidated Financial Statements, and recommended that both be approved by the Board;
- Reviewed the projected cash flow forecasts and sensitivity analyses as prepared by the Chief Financial Officer; as a result, the Committee concluded the business should be considered a going concern, and the financial statements should be prepared as such.

3.2 External audit

- Debated and agreed the external audit strategy;
- Noted the adjusted and non-adjusted differences and debated the highlights memo previously circulated to Committee members;
- Acknowledged that the prepared financial statements represented a true and fair view of the Group's affairs, and were in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. Their enquiries covered regular management and KPI reporting, analytical review and sign off on key control accounts;
- Reviewed any significant control issues raised by the external auditors in their management letter and monitored progress thereon;
- Reviewed and approved the Letter of Representation sent by the Company to the external auditors.

3.3 Other

Oversees the compliance with laws and regulations including money laundering including working with the Compliance department and external counsel to verify the Group's position on any contentious matters.

4. GOVERNANCE

The Committee meets at least three times per year and routinely meets with the external auditors without the Executive Directors present. It is chaired by Sian Herbert, an independent Non-Executive Director, who is a Chartered Accountant with recent and relevant financial experience.

The Chair has meetings with the external auditors to ensure issues are being considered on a timely basis. The Chief Financial Officer and other members of the finance team work closely with the Committee Chair to facilitate open communication and regular information flow. The Committee members bring a wealth of professional and practical knowledge and experience which is relevant to the Group's industry.

Such abilities ensure that the Committee functions with competence and credibility. The Committee receives regular updates on changes to financial accounting standards and reporting requirements, regulatory and governance changes and developments around risk management, fraud prevention and detection, and cyber security.

In its advisory capacity, the Committee confirmed to the Board, that, based on its review of the Annual Report and financial statements and internal controls that support the disclosures, the Annual Report and financial statements, taken as a whole, are fair, balanced and understandable, and provide the necessary information for shareholders to assess the Group's position and performance, its business model and strategy.

5. EXTERNAL AUDITORS AND INDEPENDENCE

PricewaterhouseCoopers LLP were appointed as external auditors following an audit tender process in 2019. As a matter of course, PwC is not awarded any non-audit work; please refer to note 5 of the financial statements for more details regarding the breakdown of payments to the Group auditors.

The Committee agrees the budget for the audit with the auditors and receives a summary of all audit fees payable to the external auditors. A summary of fees paid to the external auditors is set out in note 5 to the financial statements. The external auditors confirmed their independence as auditors of the Group through written confirmation to the Group.

External audit effectiveness

The effectiveness of the external audit process is assessed by the Committee, which meets regularly throughout the year with the audit partner and senior audit managers. The Committee believes that sufficient and appropriate information is obtained to form an overall judgement of the effectiveness of the external audit process. The external audit effectiveness process findings from last year's review were also incorporated into the audit processes this year. One matter that the Committee keeps under review is the mix of substantive and control testing by the auditors.

6. RISK MANAGEMENT AND INTERNAL CONTROL

Further details of risk management and internal controls are set out under note 20.2 of the consolidated financial statements. The Committee is dedicated to the thorough monitoring of the effectiveness of its internal controls and risk management; they maintain a good understanding of business performance, key areas of judgement and decision-making processes within the Group.

REPORT OF THE AUDIT COMMITTEE CONTINUED

7. CONFLICTS OF INTEREST

An annual review is undertaken, facilitated by the Company Secretary, to identify any conflicts of interest that may impact upon Board members' independence. All identified conflicts are recorded on a register that is adopted by the Board. Conflicted Directors are not able to attend meetings where the conflicted matter is discussed, and decisions are made. It has been determined that none of the Directors had or have an interest in any material contract relating to the business of the Company or any of its subsidiary undertakings.

8. SIGNIFICANT ISSUES

Significant issues and accounting judgements (refer to note 3.23, "judgements and estimates") are identified by the Committee, the finance team, or through the external audit process and are reviewed by the Audit Committee.

9. EVENTS AFTER 31 DECEMBER 2024

The Audit Committee has continued the above activities in 2025, focusing on:

- The 2024 Annual Report and Consolidated Financial Statements, and the Committee has recommended that both be approved by the Board;
- A review of the Cash Flow forecast as overseen by the Chief Financial Officer.

S. Herbert

SIAN HERBERT
Chair of the Audit Committee
07 April 2025

Report of the Risk Committee
for the year ended 31 December 2024

PURPOSE AND COMPOSITION

The Equals Group CEO continues to hold the prime responsibility for the oversight on the identification, assessment, management and monitoring of risks to the Group. To assist the CEO and to bring industry expertise to the Board-level, Group Risk Committee ("RiskCo" or "Committee") was formed on 1st January 2021.

The Committee consists of all members of the Board of Directors ("Board"), plus the Chief Operational Officer ('COO") and the Chief Compliance & Risk Officer ("CRCO") of the Group, who are attendees by invitation, but not members of the Risk Committee or Board. The CRCO was appointed in October 2024. Prior to this appointment, the Money Laundering Reporting Officer (MLRO) was attending the Risk Committee by invitation.

The CRCO has day-to-day responsibilities for the ongoing oversight and management of the Group's risk and compliance framework implementation (2nd line of defence). The COO has the day-to-day responsibilities of oversight and management of the Group's business operations (1st line of defence).

Other members of the Group senior management, including the Chief Product Officer ("CPO"), Chief Technology Officer ("CTO"), Chief Commercial Officer "CCO"), Chief Information Officer ("CIO"), and the Money Laundering Reporting Officer, may join the Committee meetings by invitation as needed.

Formal papers are prepared for each Committee meeting. These include a review of the individual Risk Committees of each regulated subsidiary of the Group whose meetings are held every quarter ("Subsidiary RiskCo").

A Group-wide Risk Register is maintained which identifies and lists the main material risks for the Group and outlines appropriate risk management and mitigation measures and controls.

A financial crime risk appetite statement (RAS) has been developed and approved at the Group level.

Below is a summary of the overarching material risks which the Committee believe are currently applicable to the Group's business, hence highly necessary risk management measures and controls have been put in place to mitigate them.

Risk	Description of Risk	Control / Mitigation
FX Position risk	A forward foreign exchange contract is partially completed exposing the Group entities to volatile foreign exchange rate movements.	The trading system does not allow trades to be completed without a matching entry with a liquidity provider. More than 95% of trades are booked via an API.
Client default on an out of the money forward position	Volatile currency markets make a client's margined position significantly out of the money.	The trading team have data feeds which constantly monitor the positions. All trades over £3 million require senior manager approval and all trades over £10 million require the approval of the Group CEO. The Operations team provide "out of the money" reports at least once a day and independently advise both the trading team and the Executive directors of any margin calls to be made.
Data integrity and cyber security	• Losses from a cyber-attack or other associated malicious events • Loss of revenue • Reputational risk	• Appointed a Chief Information Officer with responsibility for data security and data governance • Setup a Security Council with Group wide participants to monitor all aspects of security in the Group • Regular penetration testing, training and awareness, system access controls and encryption, physical security • Introduced new comprehensive training modules through Meta Compliance covering Cyber/ Security Risk and Data Protection.

REPORT OF THE RISK COMMITTEE CONTINUED

Risk	Description of Risk	Control / Mitigation
Business Continuity/ Disaster Recovery	Business disruption and potential business failure.	• established a detailed Business Continuity Plan (BCP) and Disaster Recovery Plan (DRP) tailored to each Group entity • Conducted regular testing of the BCP and DRP plans • Increased adoption of cloud-based services (AWS) • The Group carries out regular reviews of supplier performance and seeks alternatives where necessary to avoid risk of failure of key suppliers.
Financial Crime risk	Money laundering, terrorism financing, proliferation financing, Sanctions breaches. Bribery and corruption and tax evasion risks	• Appointed MLRO with a clear responsibility for the oversight, management and implementation of the Group AML/CTF framework • Enhanced Group AFC function (part of 2LOD Risk & Compliance function) to identify, manage and mitigate financial crime risk for the Group business on an ongoing basis • Introduced Compliance/AML training and e-learning modules via Meta Compliance, KnowBe4 and via ad-hoc in-person sessions • Established and implemented AML/CTF quality assurance & testing plan via Group AFC and QA functions. • Conducted external AML audit via Cosegic on the Group's anti-financial crime controls and risk management framework. • Significant resources, both human and capital, across various functions in the Group have been invested in the enhancements of the transaction monitoring system - Featurespace. This investment is part of the Group's overall risk management and control enhancements.
Fraud	Fraudulent activity by clients, counterparties and personnel that can result in financial loss, reputational risk, potential to lose clients and reduce growth, supplier chain risk.	• Established Group Fraud function (initially as part of 2LOD Risk & Compliance function, then moved into 1LOD, Operations function) to identify, manage and mitigate fraud risk for the Group business • Appointed Head of Fraud function to build a specialised team, with a responsibility for the management and implementation of the Group's fraud prevention framework • Introduced Fraud prevention training via online and in-person sessions • Established and implemented Fraud quality assurance & testing plan for fraud via Group QA function. • Appropriate actions have been taken to prepare for and manage APP Fraud in line with the new regulatory requirements from October 2024.
Banking arrangements and relationships	• Loss in one or more banking partners could result in disruption and eventual business failure • Loss of Agency Banking services	• From February 2019, the Group became a direct member of Faster Payments and have banking arrangements with the Bank of England which mitigates the risk of losing agency banking services • Group partnered with Citi Commercial Bank in July 2019 and entered 5-year agreement with Mastercard in September 2019 • In April 2021 the group launched the connected BIC (SWIFT) that allows the group to open own named IBANs for the benefit of collecting and allocating funds efficiently.

REPORT OF THE RISK COMMITTEE CONTINUED

Risk	Description of Risk	Control / Mitigation
The Group faces significant competition	A reduction to competitive advantage resulting in slower business growth and ultimately financial loss.	• Engineering development to maintain research & development and innovation • New products • Improved customer experience to enhance usability of products - IT development to maintain research & development and innovation • Maintain relationship and traffic from key price comparison sites • Quality of people in business • Maintain the Group's reputation • Investment in marketing and product development • Increased investment in IT development • Increased sales development • Review of costs to ensure cost efficiency • Development of the Solutions line creating significant revenue opportunities.
Key person absence	The group CEO or other key persons become ill, or incapacitated.	The Group does not have silo management, and there are overlaps in skills between Executives.
Macro environment	Loss of revenue, operational resilience.	• Monitor key performance indicators, increased controls on expenditure and large single expenditure commitments • Following the imposition of new Sanctions by the UK, EU and US related to UKR-RU conflict, the group has taken appropriate actions to ensure that the Sanctions screening tools and controls are up to date and effective
IT platform re-build	Out of date technology which results in development delays.	Re-platform tech stacks in more modern computer language and move away from on-premises solution to cloud.
Liquidity	Unable to meet liabilities as they fall due.	• Weekly reporting of prior week cash movements • Regular cashflow forecasts run with sensitivities • Longer term budgets and forecasts
Regulatory compliance	• Breaching applicable laws, regulations rules and other regulatory requirements • Not considering or implementing emerging laws and regulations relevant to the Group business activities • Enforcement actions due to no being complaint with laws, regulations and licence conditions: resulting in fines; sanctions; imprisonment and/or reputational damage	• Restructured Group Regulatory Compliance function (as part of 2LOD Risk & Compliance function) with clearly defined setup, remit and responsibilities. • Established and updated Regulatory Compliance framework – policies, procedures and strategic plan. • Conducted external compliance audit/health-check via Cosegic on the Group's compliance controls and risk management framework. • Introduced Compliance training and e-learning modules via Meta Compliance, KnowBe4 and via in-person sessions. • Maintained open and collaborative working arrangements with the regulatory authorities.

REPORT OF THE RISK COMMITTEE CONTINUED

Risk	Description of Risk	Control / Mitigation
Governance	• Lack of Board oversight leading to failure to fulfil legal and regulatory responsibilities • Inefficient corporate governance framework set up at the Group subsidiary levels, resulting in gaps and lack of adequate oversight/ controls	• Regular Board and Committee meetings • Strategic planning for Group corporate governance and legal-structure reforms in 2025

SIAN HERBERT
Chair of the Risk Committee
07 April 2025

Directors’ Remuneration Report
for the year ended 31 December 2024

This report for the year ended 31 December 2024 complies with the requirements of the Companies Act 2006, the Group’s adopted Corporate Governance Code - the Quoted Companies Alliance Code - and applicable AIM Rules.

This report covers the following areas;

1. Membership of the Remuneration Committee
2. Responsibilities of the Remuneration Committee
3. Remuneration Policy
4. Remuneration for 2024
5. Long-term incentives
6. Professional fees incurred by the Committee

1. MEMBERSHIP OF THE REMUNERATION COMMITTEE

Membership of the Remuneration Committee (“Committee”) comprises:

- Christopher Bones, Independent Non-Executive Director, Committee Chair since 1 May 2021
- Alan Hughes, Independent Non-Executive Director, on committee since 1 October 2020
- Sian Herbert, Independent Non-Executive Director, on committee since 1 October 2020

Executive Directors are invited to contribute, and the CEO may be invited to attend. The Chief People Officer attends the meeting and minutes are maintained by the Company Secretary. No attendee or member is present for discussion of their own remuneration or for matters that may have a bearing on their remuneration.

2. RESPONSIBILITIES OF THE REMUNERATION COMMITTEE

The Committee is responsible for:

- Setting remuneration policy and remuneration for the Executive Directors of the Company and remuneration policy and governance of awards under that policy for senior executives and employees earning base salaries over £100,000pa. Excluding the two Executive Directors and the eight members of the Executive Committee, there were 40 staff with base salaries exceeding £100,000 at 31 December 2024.
- Oversight of remuneration policy for the whole Group and its adherence to Group values and the principles established in the policy laid out below.
- Ensuring that the Group complies with its reporting obligations under the Gender Pay Gap legislation.

As part of the overall review of Board effectiveness the performance of this and other committees is considered and reviewed. No material changes have been made to its ways of working or terms of reference over the period of this report save that Ms Shona Kerfoot, People Director, attends meetings to provide staff support.

3. REMUNERATION POLICY

3.1 Overall Policy

The Group’s overall policy remains one underpinned by the need to attract and retain the key skills and capabilities throughout the organisation that will deliver our strategy, particularly in strategic leadership, commercial, product and engineering capabilities alongside the financial and compliance expertise to meet both our operational and regulatory requirements.

Core to this is the belief that better than average performance should result in higher than average rewards and that these should incentivise a longer-term perspective to reflect that of our shareholders; as such for Executive Directors and other senior executives there are long-term incentives as well as annual ones, alongside a competitive salary.

The core reward principle is that the potential for total remuneration should, for all roles, be at median to upper levels for companies of a similar size, complexity and growth aspirations with better than average performance achieving upper median levels. To reinforce this, the Committee established some key principles to ensure that shareholders are confident that performance-based rewards:

- incentivise growth in revenue, and earnings per share and,
- encourage behaviours that support our ESG principles and company values; these are:
  - Ensure a competitive balance in the remuneration mix between salary and pay ‘at risk’, with this element being related to performance over both the short and longer-term;
  - Ensure that short-term cash incentives are linked to stretching performance measures; and
  - Align more remuneration at every level to the shareholder financial interest through share-based remuneration.

DIRECTORS' REMUNERATION REPORT CONTINUED

The Committee procured specialist advice through the appointment of remuneration advisers H2glenfern LTD to ensure that decisions made going forward on Executive and Non-Executive Director remuneration are properly informed with robust data. H2glenfern is a member of the UK Remuneration Consultants Group (RCG) and has confirmed that it complies with the RCG Code. H2glenfern has no other relationship with the Company and the Committee is satisfied that the advice it receives is independent and objective. The Committee instructed H2glenfern to carry out benchmarking for executive and Non-Executive remuneration during Q4 2022, and the Committee keeps a regular eye on the remuneration of executives in listed comparable businesses.

This part of the report sets out the remuneration policy with regard to the Executive Directors ("EDs"). The policy on each element of remuneration and how it operates is detailed in the table:

Elements of Remuneration

Element	Link to remuneration policy	Application of policy	Maximum opportunity	Performance metric
Base salary	To attract and retain individuals of the experience and calibre required to achieve our strategic goals and in whom shareholders can have confidence. EDs salaries are reviewed annually on 1 April.	Using an externally recommended 'peer group' of similar listed companies in our sector and others with common core capabilities and product offering we establish a range that reflects our policy position.	The benchmarking provides a range for both roles from the median to Upper Quartile and we will reflect the business performance outcome in agreeing any salary increase.	Salary reviews are conducted vs. business performance including ESG aspects.
Annual Bonus	To incentivise performance and to align the interests of EDs and shareholders over the short to medium terms.	The scale of the bonus is set through the peer group benchmarking exercise to ensure a competitive annual reward. The parameters, performance criteria, weightings and targets are ordinarily set at the start of each financial year. Payments are made in cash following completion of the annual audit and subject to the Committee's assessment of performance against targets and other matters it deems relevant. Awards are subject to malus and clawback provisions.	The CEO has a maximum bonus opportunity of 140% of salary; the CFO has a maximum of 120%. The salaries used are those as at the end of the financial year.	Performance measures may include financial, non-financial, personal and strategic objectives. Performance criteria and weightings may be changed from year to year. At present, the performance targets are based on Revenue and Adjusted EBITDA which is considered by the committee to be the Group's key financial performance metric.

DIRECTORS' REMUNERATION REPORT CONTINUED

Element	Link to remuneration policy	Application of policy	Maximum opportunity	Performance metric
Long Term Incentive Plan	To incentivise performance and to align the interests of EDs and shareholders over the long term.	EDs are eligible to receive awards under the Long-Term Incentive Plan at the discretion of the Committee. Awards are granted as conditional awards which vest after three years subject to the meeting of objective performance conditions specified at award. Awards are subject to malus and clawback provisions. An additional holding period of two years post vesting is applied to awards made to the Eds except on a change of control where the awards vest absolutely.	The award reflects practices in the median to upper quartile of our peer group. The plan sets a normal maximum of 100% of the base rate of salary and lays down that the committee may exceptionally grant up to 200% of the base rate of salary at the time of the award.	Performance measures are CAGR in revenue over the vesting period and the annual achievement of an internally set EPS target ahead of market expectations for each of the three years of the vesting period.
All employee shareholding plan	To encourage all employees to make a long-term investment in the Company's shares in a tax efficient way.	The EDs and enrolled in the plan as it covers all employees.	Complies with the HMRC regulations for Share Incentive Plans.	None
Pensions	To offer all employees the opportunity to invest in their retirement and to treat all employees equally in respect of their long-term retirement planning.	The EDs are eligible for the Group Workplace Pension Plan.	None	None
Benefits	To attract and retain individuals of the experience and calibre required to achieve our strategic goals and in whom shareholders can have confidence.	EDs are entitled to a car or car allowance, along with family healthcare scheme (BUPA), and life assurance cover.	None	None
Non-Executive Remuneration	To provide fees appropriate to time commitments and responsibilities of each role.	Non-Executive Directors are paid a base fee through the payroll. Fees are reviewed periodically. In addition, reasonable business expenses maybe reimbursed.	The Group Board is guided by the general increase for the broader employee population and takes into account relevant market movements.	None

DIRECTORS' REMUNERATION REPORT CONTINUED

3.2 Malus and clawback

Both Annual Bonus and Long-Term Incentive Plan awards are subject to malus and clawback provisions except under the circumstances . Reasons for malus and clawback being applied would include material misstatement in audited results, discovery of errors or inaccuracies in the assessment of any performance condition, fraud or gross misconduct, events or behaviour which lead to the censure of the Group by a regulatory authority or have a significant detrimental impact on the reputation of the Group.

3.3 Remuneration of employees below the Group Board

Employees below the Group Board receive base salary, benefits, annual bonus, and senior executives are invited to participate in the Long-Term Incentive plan. Pay and conditions throughout the Group are taken into consideration when setting remuneration policy. The Committee does not consult other employees when setting executive remuneration.

3.4 Shareholder consultation

The Committee's policy is to consult with major shareholders in respect of significant decisions on executive remuneration.

The Chair of the Remuneration Committee is available for contact with investors concerning the Company's approach to remuneration.

3.5 Executive Directors' service contracts and payments for loss of office

The Executive Directors have rolling service contracts, Ian Strafford Taylor's commencing 1st August 2014 (continuous service from 1st August 2006), Richard Cooper's commencing 14th October 2019; but a fixed period of 12 months' formal notice of termination for Ian Strafford Taylor and of six months' formal notice of termination for Richard Cooper. Notice entitlement extends, to base salary, benefits and bonuses accrued to the end of the notice period.

3.6 Non-Executive Directors' letters of appointment

The Non-Executive Directors do not have service contracts but instead have letters of appointment dated as follows:

Alan Hughes	1 July 2020
Sian Herbert	1 October 2020
Christopher Bones	9 April 2021

All of which contain a three-month notice period.

3.7 Consideration of new Executive Directors or senior executives

When recruiting or promoting any senior executive, we seek to apply consistent policies on fixed and variable remuneration components in line with the remuneration policy set out above. This helps to ensure that any new Executive Directors or senior executive is on the same remuneration footing as existing Executive Directors or senior executives respectively, while still taking into account the skill and experience of the individual, the market rate for a candidate of that experience and the importance of securing the relevant individual.

4. ANNUAL REMUNERATION REPORT FOR 2024

The date for the annual review of salary for the Executive Directors is 1st April each year. The annual salary of Ian Strafford-Taylor from 1st April 2024 was £420,000, up from £400,000. The Annual Salary of Richard Cooper from 1st April 2024 was £315,000, up from £300,000.

Bonus payments as reported below were linked directly to the performance against revenue growth and achievement against goals set for Adjusted EBITDA – both of which were significantly ahead of internal goals and external expectations. In addition, in recognition of the significant additional workload imposed on the Executive Directors by the Board's decision to launch a strategic review, interim bonuses equal to 50% of base salary were awarded and paid during the year and a reported in the tables below. All of these bonuses were approved by the independent remuneration committee after taking advice from the Group legal counsel and nominated adviser, and were awarded in relation to the extensive additional work created by the strategic review.

The fees to Non-Executive Directors were reviewed in the year and the following changes were implemented:

Alan Hughes (Chair)	£105,000, up from £100,000 with effect from 1st April 2024
Sian Herbert	£73,500, up from £70,000 with effect from 1st April 2024
Christopher Bones	£68,250, up from £65,000 with effect from 1st April 2024

DIRECTORS' REMUNERATION REPORT CONTINUED

4.1 Table of total remuneration for 2024 and 2023

In £	Gross salary and fees	LTIP dividend equivalent	Benefits Table 4.2	Bonuses* Table 4.3	Total	2023
Executive Directors						
Ian Strafford-Taylor	412,800	18,750	116,549	798,000	1,346,099	916,433
Richard Cooper	309,048	12,500	38,511	535,500	895,559	677,829
	721,848	**31,250**	**155,060**	**1,333,599**	**2,241,658**	**1,594,262**
2023 Comparative	707,718	–	44,463	842,081	1,594,262	
Non-Executive Directors*						
Alan Hughes	103,750	–	–	–	103,750	93,000
Sian Herbert	72,625	–	–	–	72,625	68,481
Christopher Bones	67,438	–	–	–	67,438	61,577
	243,813	**–**	**–**	**–**	**243,813**	**223,058**
2023 Comparative	223,058	–	–	–	223,058	
Total, 2024	**965,661**	**31,250**	**155,060**	**1,333,599**	**2,485,471**	
Total, 2023	930,776	–	44,463	842,081	1,817,320	

* *Numbers above are represented on an accrual basis. The most significant difference to on a cash basis is in relation to bonuses. See note 5b for further details of cash basis.*

4.2 Table of benefits for 2024 and 2023

In £	Pension	Healthcare	Chauffeur allowance	Car allowance	Total	2023
Executive Directors						
Ian Strafford-Taylor	3,522	6,251	90,000	16,776	116,549	32,979
Richard Cooper	3,522	6,251	–	28,738	38,511	11,484
	7,044	**12,502**	**90,000**	**45,514**	**155,060**	**44,463**
2023 Comparative	7,044	15,924	–	21,495	44,463	

In recognition of the need for the CEO to be available and contactable out of normal office hours, the Remuneration Committee resolved to provide an allowance for chauffeur services to Ian Strafford-Taylor with effect from 1st April 2024 at the rate of £10,000 per month. This is paid through the payroll and is of course subject to employment taxes in the normal way.

4.3 Table of bonuses for 2024 and 2023

In £	Performance* related	Strategic Review**	Total	2023
Executive Directors				
Ian Strafford-Taylor	588,000	210,000	798,000	498,339
Richard Cooper	378,000	157,500	535,500	343,742
	966,000	**367,500**	**1,333,500**	**842,081**
2023 Comparative	842,081	–	842,081	

DIRECTORS' REMUNERATION REPORT CONTINUED

4.4 Dividends received by Directors in 2024

Equals Group PLC declared a final dividend for the year ended 2023 of 1 pence per share on 16 April 2024 and an interim dividend of 1 pence per share on 10 September 2024. The dividends were paid on 7 June 2024 and 25 October respectively.

Under the terms of the LTIP vested LTIPs attract a dividend credit, paid through the payroll relating to all dividends declared prior to the vesting. The shares held in the Trust receive dividends and are paid directly to employees by the Trustee.

The shareholdings of the Directors and their entitlement and thus payment of the dividend to the Directors is shown below:

	Alan Hughes	Sian Herbert	Christopher Bones	Ian Strafford-Taylor	Richard Cooper	Total
Shareholding in own name qualifying for the dividend by virtue of the record date* (number)	46,000	77,800	4,500	2,200,250	1,183,334	3,511,884
Interest in SIPs in the Trust (number)	–	–	–	10,000	10,000	20,000
Total holding (number)	46,000	77,800	4,500	2,210,250	1,193,334	3,531,884
2023 final dividend, 1p						
- Ordinary shares	£460	£778	£45	£22,002	£11,833	£35,118
- SIP in trust	–	–	–	£100	£100	£200
- TOTAL	£460	£778	£45	£22,102	£11,933	£35,318
2024 interim dividend, 1p						
- Ordinary shares	£460	£778	£45	£22,003	£11,834	£35,120
- SIP in trust	–	–	–	£100	£100	£200
- TOTAL	£460	£778	£45	£22,203	£11,934	£35,320
Dividend received						
- Ordinary shares	£920	£1,556	£90	£44,005	£23,667	£70,238
- SIP in trust	–	–	–	£200	£200	£400
- TOTAL	£920	£1,556	£90	£44,205	£23,867	£70,638

5. LONG TERM INCENTIVES

The Group launched new share-based incentive plans in 2021 and has made additional grants in 2022 and 2023. These plans were announced to the stock market on 18 October 2021, 14 December 2022 and 6 November 2023. During the year, the 2021 LTIPs vested in full. As announced on 18 October 3,385,000 options vested, but the Company elected to cash settle those shares (1,526,200) which would have had to be sold to settle the personal tax liabilities, thus 1,838,800 shares were issued to a total of 2 Executive Directors, 7 PDMRs and 22 other staff. The interest of the Directors was as follows:

	Alan Hughes	Sian Herbert	Christopher Bones	Ian Strafford-Taylor	Richard Cooper	Total
Interest in vested LTIPs in the Trust (number):						
Gross	–	–	–	750,000	500,000	1,250,000
Deduction for income taxes	–	–	–	(352,500)	(235,000)	(587,500)
Net shares held in trust	–	–	–	397,500	265,000	662,500

The resulting shares are held in trust and will be realised at the earlier of a change of control or 18 October 2026.

All employees

All employees with a length of service of 12 months or more are able to participate in the Share Incentive Plan. This plan has a vesting period of three years, in line with HMRC guidelines.

Key Staff

This plan supports the retention of key talent and only vests should the recipient be in employment a full three years after the award. Recipients are all subject to a further two-year holding period. Grants made in 2021 were subject to no performance conditions whereas grants made in 2022 and 2023 are subject to performance conditions.

DIRECTORS' REMUNERATION REPORT CONTINUED

Executive Directors

The grants are performance related and only vest should the recipient be in employment a full three years after the award. Recipients are all subject to a further two-year holding.

The nature of this award reduces dilution for shareholders and provides the Committee with the opportunity to model the potential cash award on vesting based on publicly available market forecasts and to aim for these to be no more than 100% of total remuneration should forecasts be exceeded by a significant amount although the Committee has discretion in this area.

The Remuneration Committee resolved to extend the option exercise period of certain options granted at IPO in 2014 to ensure alignment with the standard ten-year option period. Such change was announced to the Stock Exchange on 31 October 2022.

Awards to Employees (including Directors) - Summary of LTIP grants made in 2023, 2022 and 2021

	2023 Number of share awards	2023 Number of recipients	2022 Number of share awards	2022 Number of recipients	2021 Number of options/share awards	2021 Number of recipients
Date of award	06.11.2023		14.12.2022		18.10.2021	
Date shares issued into trust	08.12.2023		25.01.2023		20.04.2022	
Executive Directors' performance-based plan	850,000	2	1,012,500	2	1,250,000	2
Key-staff retention plan*	1,750,000	56	2,170,000	44	2,415,000	36
LTIP total	**2,600,000**	**58**	**3,182,500**	46	**3,665,000**	38

By 31 December a number of awards had lapsed or been exercised as follows:

	2023 Number of share awards	2022 Number of share awards	2021 Number of options/share awards
Awards which had lapsed	72,500	80,000	280,000
Awards which had been cash cancelled	–	–	1,546,200
Awards distributed but held in Trust	–	–	1,838,800
Unvested awards	2,527,500	3,102,500	–

SHARE INCENTIVE PLAN ("SIP")

	2023 Number of share awards	2023 Number of recipients	2022 Number of share awards	2022 Number of recipients	2021 Number of options/share awards	2021 Number of recipients
Number of awards per individual	2,024		3,976		4,000	
Originally granted	459,448	227	747,488	188	704,000	176
Lapsed BY 31.12.2024	(58,696)	(29)	(95,424)	(24)	(172,000)	(43)
Balance at 31.12.2024	400,752	198	652,064	164	532,000	133

DIRECTORS' REMUNERATION REPORT CONTINUED

Awards to Directors

Director award date	Option Price (£)	Number Granted	Date of Grant	Earliest Exercise date	Latest Exercise date
SHARE OPTIONS					
Ian Strafford-Taylor					
28/07/2014*	0.22	192,950	28/07/2014	05/08/2016	30/06/2025
28/07/2014*	0.36	1,789,300	28/07/2014	05/08/2016	30/06/2025
28/07/2014*	0.36	1,535,750	28/07/2014	05/08/2016	30/06/2025
28/09/2016	0.30	250,000	28/09/2016	28/09/2017	27/09/2026
28/09/2016	0.30	250,000	28/09/2016	28/09/2018	27/09/2026
28/09/2016	0.30	250,000	28/09/2016	28/09/2019	27/09/2026
01/09/2020	0.29	666,667	01/09/2020	30/04/2021	01/09/2030
01/09/2020	0.29	666,667	01/09/2020	30/04/2022	01/09/2030
01/09/2020	0.29	666,666	01/09/2020	30/04/2023	01/09/2030
		6,268,000			
SHARE INCENTIVE PLAN ("SIP")					
Ian Strafford-Taylor					
18/10/2021	0.01	4,000	07/01/2022	07/01/2025	07/01/2032
14/12/2022	0.01	3,976	20/01/2023	20/01/2026	20/01/2033
06/11/2023	0.01	2,024	04/12/2023	04/12/2026	04/12/2033
		10,000			
Richard Cooper					
18/10/2021	0.01	4,000	07/01/2022	07/01/2025	07/01/2032
14/12/2022	0.01	3,976	20/01/2023	20/01/2026	20/01/2033
06/11/2023	0.01	2,024	04/12/2023	04/12/2026	04/12/2033
		10,000			

* In the light of the offer for the Company's shares being voted for by shareholders on 8 January 2025, the Remuneration Committee, following advice from legal counsel and the NOMAD, agreed to extend the latest exercise date of these options to 30 June 2025.

	Option Price (£)	Number Granted	Date of Grant	Earliest Exercise date	Latest Exercise date
LONG TERM INCENTIVE PLAN ("LTIP")					
Ian Strafford-Taylor					
18/10/2021*	0.01	750,000	18/10/2021	18/10/2024	18/10/2031
14/12/2022	0.01	637,500	14/12/2022	14/12/2025	14/12/2032
06/11/2023	0.01	550,000	06/11/2023	06/11/2026	06/11/2033
		1,937,500			
Richard Cooper					
18/10/2021*	0.01	500,000	18/10/2021	18/10/2024	18/10/2031
14/12/2022	0.01	375,000	14/12/2022	14/12/2025	14/12/2032
06/11/2023	0.01	300,000	06/11/2023	06/11/2026	06/11/2033
		1,175,000			
Totals		**3,112,500**			
Ian Strafford-Taylor		8,215,500			
Richard Cooper		1,185,000			
		9,400,500			

* The 2021 awards vested by 18 October 2024 and were exercised, but as announced on 18 October 2024, a portion of the awards were cash cancelled to settle the tax liabilities leaving a grant into trust of 397,500 shares to Ian Strafford-Taylor and 265,000 to Richard Cooper.

As well as the principles above, the vesting criteria for the 2022 and 2023 awards include a minimum share-price threshold above the price on the date of grant; the eventual amount awarded from the grant made will be driven by revenue growth, growth in active B2B customers and performance against EPS targets. In addition, the final award will be assessed against progress against a range of ESG matters including the effectiveness of compliance operations.

DIRECTORS' REMUNERATION REPORT CONTINUED

Options vested by 07 April 2025

No options outstanding at 31 December 2024 have fully vested by 07 April 2024. All options outstanding will vest unconditionally if the Court on 10 April 2025, sanctions the Scheme of Arrangement.

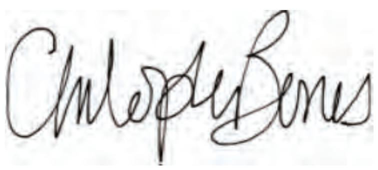
Option numbers used for EPS

The calculation of diluted EPS and diluted adjusted EPS ignores any dilution if the result attributable to owners of Equals Group PLC is a statutory loss. The number to be used for 2024 is 200,034,765 (2023: 193,444,728).

6. PROFESSIONAL FEES INCURRED BY THE REMUNERATION COMMITTEE

During 2024 the cost (including irrecoverable VAT) of advice taken by the Remuneration Committee in the year amounted to £nil (2023: £nil). This advice relates to share incentive awards, share-based remuneration and remuneration comparative report.

In addition, the manager of the shares platform, "Global Shares" invoiced the Company for a total of £49,823 for the administration of their platform and administration of the SIP and LTIP in 2024 (2023: £18,000).



PROFESSOR CHRISTOPHER BONES
Chair of the Remuneration Committee
07 April 2025

Directors' Report

for the year ended 31 December 2024

Equals Group PLC is a company limited by shares and incorporated in England and Wales. The registered office address is Third Floor, Thames House, Vintners Place, 68 Upper Thames Street, London, EC4V 3BJ. The Directors present their annual report and audited consolidated financial statements for the year ended 31 December 2024.

FINANCIAL REPORTING

The consolidated financial statements of Equals Group PLC for the year ended 31 December 2024 are set out on pages 69 to 110. These have been prepared on a going concern basis and in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

GOING CONCERN

Details of the Group's business activities, results, cash flows and resources, together with the risks it faces and other factors likely to affect its future development, performance and position are set out in the strategic report. Certain Group companies are regulated by the Financial Conduct Authority and one subsidiary is regulated by the National Bank of Belgium, and perform annual capital adequacy assessments. Consideration was given to whether there is sufficient liquidity and financing to support the business, the post balance sheet trading of the Group, the regulatory environment and the effectiveness of risk management policies.

On 11th December 2024, the Board reached an agreement on the terms of a recommended sale of the Group for all cash consideration of 135 pence per share. The sale is to be effected by means of a scheme of arrangement under part 26 of the Companies Act, the scheme of arrangement was approved by the shareholders on the 8th January 2025. The sale is still subject to certain legal approvals, however the Board expects these to be granted and that the transaction will complete and the Group will de-list from the AIM in Q2 2025. While the Board do not have any reason to believe that the acquirer will not continue to support the Group or materially change its activities in the next 12 months, the Board do not have certainty over the future plans or strategy for the group as a whole under the prospective new owners, or the financing arrangements that will be in place and therefore the Board have concluded that this indicates the existence of a material uncertainty which may cast significant doubt about the Group and the Company's ability to continue as a going concern. Notwithstanding this uncertainty, the Board is satisfied that the going concern basis remains appropriate for the preparation of the financial statements. Accordingly, the financial statements do not include the adjustments that would result if the Group or the Company were unable to continue as a going concern.

The financial statements are prepared on a going concern basis and in assessing this the Board has considered the Group and the Company's ability to continue as a going concern for at least 12 months from the date of signing.

PRINCIPAL ACTIVITIES

The principal activities of the Group during the year were to provide payment processing and banking-style services and to both private customers and corporations through prepaid currency cards, travel cash, international money transfers and current accounts. Its trading subsidiaries have various degrees of regulation as shown below:

Company number	Company name (and date of name change)	Previous name	FCA permissions
05539698	Equals Money PLC (13.09.2022)	Fair FX PLC	Authorised Payment institution under Payment Service Regulations, 2009
06268340	Equals Money UK Limited (26.09.2022)	Spectrum Payment Services Limited	Authorised Payment institution under Payment Service Regulations, 2009
07131446	Equals Connect Limited	Casco Financial Services Limited	Authorised Payment institution under Payment Service Regulations, 2009
09558664	Equals Money International Limited (03.05.2022)	Fair Payments Limited	Authorised E-Money institution under the Electronic Money Regulations 2011
12330839	Roqqett Limited		Authorised Payment institution under Payment Service Regulations, 2009
09347930	Hamer & Hamer Limited		Authorised Payment institution under Payment Services Regulations, 2009
7477374	Equals Pay LLC		None
0849.185.510	Equals Money Europe S.A. (04.07.2023)	Oonex S.A.	Authorised under the National Bank of Belgium to deliver financial and payment services to businesses and individuals in the EU

DIRECTORS' REPORT CONTINUED

The principal activity of the Company is as an investment holding company for the Equals Group of companies.

KEY PERFORMANCE INDICATORS

The Strategic Report set out on pages 7 to 25 provides key performance indicators and an assessment of the Group's financial performance throughout the year.

RELATIONSHIP WITH EMPLOYEES

The Group operates transparently with its employees and holds fortnightly Group wide "All Hands" with the purpose of keeping employees up to date with Group business and its developments. These also offer staff the opportunity to present their viewpoints and are in addition to regular departmental updates. The Board believes this helps create a common awareness and goals across the Group to help it achieve its strategies.

Equals is an equal opportunity employer. It does not discriminate on the basis of disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, sexual orientation, religion or belief, sex or age. It ensures that this is upheld in regard to hiring, continuing employment and training, career development and promotion.

Further details of the Groups relationship with its employees can be found in the Section 172(1) statement on page 25 and in the ESG report on pages 33 to 41.

RELATIONSHIPS WITH SUPPLIERS, CUSTOMERS AND OTHERS

The Group recognises that strong relationships with customers and fair dealings with its suppliers are key to its success as a business. Further details of how this is applied in practice can be found in the Section 172(1) statement in the Strategic Report on page 25.

DIVIDENDS

A 1p dividend was paid on 18th October 2024. The Directors recommend a final dividend of 5p per share for the year ended 31 December 2024.

DIRECTORS

The following Directors have held office during the financial year and up to the date of approval of these financial statements:

I A I Strafford–Taylor
R Q M Cooper
A R F Hughes
S A Herbert
C J Bones

DIRECTORS' INTERESTS

The Directors who held office at 31 December 2024 held the following shares in the Company as at that date:

	Shareholding %	Ordinary 1p shares 2024	Ordinary 1p shares held in trust 2024
I A I Strafford-Taylor	1.14%	2,200,250	407,500
R Q M Cooper	0.77%	1,183,334	275,000
S A Herbert	0.04%	77,800	–
A R F Hughes	0.02%	46,000	–
C J Bones	0.002%	4,500	–

The Directors who held office at 31 December 2024 held the following unexercised share options in the Company as at that date:

	Option price (£)	Number Granted	Date Granted
I A I Strafford-Taylor	0.22	192,950	28/07/2014
	0.36	1,789,300	28/07/2014
	0.36	1,535,750	28/07/2014
	0.30	750,000	28/09/2016
	0.29	2,000,000	01/09/2020
	–	4,000	07/01/2022
	–	637,500	14/12/2022
	–	3,976	20/01/2023*
	–	550,000	06/11/2023
	–	2,024	04/12/2023
R Q M Cooper	–	4,000	07/01/2022
	–	375,000	14/12/2022
	–	3,976	20/01/2023*
	–	300,000	06/11/2023
	–	2,024	04/12/2023

* Per IFRS 2, service period for the 2022 SIP commences before the grant date and thus the shares are disclosed in the year in which participants are made aware of the grant conditions which in this case was the announcement date on 14th December 2022.

INDEMNITY INSURANCE

The Company maintains a directors and officers liability insurance policy in respect of any legal costs that may be incurred against the Directors in dealing with any legal claims or investigations. The policy was in place throughout the year and up to the date of approval of the financial statements.

CAPITAL STRUCTURE

Details of the Group's authorised and issued share capital, together with details of the movement therein, are set out in note 16 to the financial statements. This includes the rights and obligations attaching to shares. There are no restrictions on the transfer of the Company's shares. Details of major shareholders

DIRECTORS’ REPORT CONTINUED

(that hold greater than 3.0%) as at 31 December 2024 are set out below:

Name	No. of Ordinary Shares held	Percentage of issued capital
Pembar Limited	22,291,833	11.71%
Glazer Enhanced Offshore Fund LTD	10,938,659	5.75%
Samson Rock Capital LLP	10,575,208	5.55%
Chelverton Asset Management	6,202,500	3.26%

ENVIRONMENT

Carbon dioxide emission data has been collected for 2024 and disclosed within the ESG report. This along with further information on environmental matters can be found in the ESG report on pages 33 to 41.

RESEARCH AND DEVELOPMENT

The Group has continued its investment in research and development throughout the year. A review of the work undertaken can be found in the Chief Executive Officer's Report on pages 9 to 12.

RISK AND RISK MANAGEMENT

The Group is exposed to various financial and operational risks. Further details of these, including processes put in place to mitigate these risks, are disclosed in the Risk Committee Report on pages 45 to 48 and note 20 of the financial statements.

STREAMLINED ENERGY AND CARBON REPORTING (SECR)

The Group must disclose greenhouse gas emissions (GHG) under SECR regulations, these disclosures are included in the ESG report on page 33.

INDEPENDENT AUDITORS

Under section 489(4) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors. In accordance with section 489(4) of the Companies Act 2006 a resolution for their reappointment will be proposed at the forthcoming AGM.

DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors’ report confirm that, so far as they are each aware, there is no relevant audit information of which the Company’s auditors are 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 auditors are aware of that information.

COMPANY POLICY ON DISABLED EMPLOYEES

The Group are committed to creating a diverse and inclusive workplace where all individuals, regardless of disability, have an equal opportunity to apply for and be considered for employment. The Group recognise the value and contribution that individuals with disabilities bring to the workplace and are dedicated to ensuring that our recruitment process if fair, accessible, and supportive for all applicants. Including

The Group encourage applications from individuals with disabilities and will not discriminate against any applicant based on disability. All applicants will be considered for employment based on their qualifications, experience, and ability to perform the essential functions of the role.

All employees are covered by the Groups policy if an employee becomes disabled during their employment, irrespective of an employee’s job role, level or length or service. This covers employees who acquire a disability during their employment, whether temporary or permanent, ensuring their needs are accommodated and ensuring a supportive work environment.

The Group strive to create an inclusive and accessible work environment where all employees, regardless of disability, can thrive and succeed in their careers. This includes any training needed or career development such as promotions.

POST BALANCE SHEET EVENTS

On 11 December 2024, the Board announced that they had reached agreement on the terms of a recommended all cash acquisition of the entire issued and to be issued ordinary share capital of Equals (the “Acquisition”). Under the terms of the Acquisition, Equals Shareholders shall be entitled to receive 140 pence in cash, comprising a cash consideration of 135 pence per share plus a special dividend payment of 5 pence in cash per share (the “Special Dividend”).

The Acquisition is to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “Scheme”) and is subject to the terms and conditions set out in the scheme document relating to the Acquisition (the “Scheme Document”) published on 17 December 2004.

As announced on 8 January 2025, the Scheme was approved by the requisite majority of Scheme Shareholders at the Court Meeting held on 8 January 2025 and the Special Resolutions relating to the implementation of the Scheme were also approved by the requisite majority of Equals Shareholders at the General Meeting also held on 8 January 2025.

DIRECTORS' REPORT CONTINUED

As announced on 2 April 2025, the Regulatory Conditions set out in paragraphs 3.2 to 3.7 of Part III (*Conditions to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document have now been satisfied. Completion of the Acquisition remains subject to the Court's sanction of the Scheme at the Court Hearing, the delivery of a copy of the Scheme Court Order to the Registrar of Companies and the satisfaction (or, where applicable, waiver) of the remaining Conditions set out in Part III (*Conditions to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document.

The Court Hearing to sanction the Scheme is scheduled to be held on 10 April 2025 and subject to the satisfaction (or where applicable, waiver) of the remaining Conditions, the Scheme is expected to become Effective on 14 April 2025. The last day of dealings in, and for registration of transfers of, Equals Shares is therefore expected to be 11 April 2025, with all dealings in Equals Shares being suspended at 7.30 a.m. on 14 April 2025. It is also expected that the admission to trading of Equals Shares on AIM will be cancelled with effect from 7.00 a.m. on 15 April 2025.

FUTURE DEVELOPMENT

The Group's business activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report on pages 7 to 25.

The Directors' Report was approved by the Board after stock market trading hours on 07 April 2025 and signed on its behalf by:

IAN STRAFFORD-TAYLOR
Chief Executive Officer
07 April 2025

Statement of Directors' Responsibilities in Respect of the Annual Report and the Financial Statements

for the year ended 31 December 2024

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Equals Group PLC 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 and the parent company financial statements in accordance with UK-adopted international accounting standards.

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 parent 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, 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 parent company will continue in business.

The directors are responsible for safeguarding the assets of the group and parent 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 parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are responsible for the maintenance and integrity of the parent 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

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 parent 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 parent company's auditors are aware of that information.

IAN STRAFFORD-TAYLOR
Chief Executive Officer
07 April 2025

Independent Auditors' Report to the Members of Equals Group PLC

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

In our opinion, Equals 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 2024 and of the group's profit and the group's and company's cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; and
- 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 statements of financial position as at 31 December 2024; the consolidated statement of comprehensive income, the consolidated and company statements of changes in equity and the consolidated and company statements of cash flows for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

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 other listed entities of public interest, 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.

We have provided no non-audit services to the company or its controlled undertakings in the period under audit.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 3.1, "Basis of preparation", to the financial statements concerning the group's and the company's ability to continue as a going concern. During 2024, Equals Group plc (the "Group") completed a strategic review, which resulted in an agreed sale of the Group during the year, which was subsequently approved by the shareholders on 8 January 2025. The Board expects that the transaction will complete in Q2 2025. The directors of the group do not have certainty over the future plans or strategy for the group as a whole under the prospective new owners, or the financing arrangements that will be in place. These conditions, along with the other matters explained in note 3.1, "Basis of preparation", to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the group's and the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the group and the company were unable to continue as a going concern.

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.

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:

- A detailed risk assessment to identify factors that could impact the going concern basis of accounting;
- Understanding and evaluating the Group's current financial position and financial forecasts;
- Understanding and evaluating the Group's current and forecast capital and liquidity position; and.
- Evaluating the adequacy of the disclosures related to the going concern in note 3.1 to the financial statements which give a full and accurate description of the Directors' assessment of going concern, including the identified risks, dependencies, and related sensitivities.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EQUALS GROUP PLC CONTINUED

OUR AUDIT APPROACH

Overview

Audit scope

- Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.
- The Group comprises multiple subsidiary entities in the UK. Most of the Group's accounting systems are centralised in the corporate head office located in London.
- Our overall audit approach considered each subsidiary entity's contribution to the Group's financial reporting balances.

Key audit matters

- Material uncertainty related to going concern (group and parent).
- Capitalisation of internally generated IT development costs (group and parent).

Materiality

- Overall group materiality: £1,316,722 (2023: £957,116) based on 1% of total revenue.
- Overall company materiality: £840,940 (2023: £804,710) based on 1% of total assets.
- Performance materiality: £987,542 (2023: £717,837) (group) and £630,705 (2023: £605,533) (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.

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.

In addition to going concern, described in the Material uncertainty related to going concern section above, we determined the matters described below to be the key audit matters to be communicated in our report. This is not a complete list of all risks identified by our audit.

Material uncertainty related to going concern is a new key audit matter this year. The measurement and recognition of the goodwill and intangible assets arising from the acquisition of Equals Money Europe, previously known as Oonex S.A. (group), which was a key audit matter last year, is no longer included because of the fact that there were no acquisitions during this year. Otherwise, the key audit matters below are consistent with last year.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EQUALS GROUP PLC CONTINUED

Key audit matter	How our audit addressed the key audit matter
Capitalisation of internally generated IT development costs (group and parent)	
The Group capitalises, as intangible assets, certain expenditure on the development of systems and infrastructure designed to support its business strategy. Determining whether expenditure qualifies for capitalisation requires judgement, and the total expenditure capitalised in the financial year ending 31 December 2024 amounts to £6.5m (£6.2m during the financial years ending 31 December 2023). When capitalising costs, management determines whether it is probable that expected future economic benefits are attributable to the asset, the expenditure can be reliably measured, and the nature of expenditure qualifies for capitalisation under the accounting standards. Additionally, the determination of costs, particularly salaries and other personnel related costs, that meet the criteria in IAS 38 Intangible Assets is subjective, as is the determination of the period over which capitalised assets are amortised. The Group's calculations included determining the extent of time spent by employees performing IT and non-IT roles in developmental activities, and whether all costs are directly attributable to the relevant projects. The Group's disclosures are provided in Note 10 'Intangible assets and goodwill' and the related accounting policies applied are detailed in Note 3.12. Management's judgements in the application of the accounting policy is disclosed in Note 3.24B(i).	We performed the following audit procedures over the capitalised IT development costs: • We evaluated the design of key controls around the capitalisation of internally generated intangible assets; • For a sample of projects for which costs have been capitalised, we obtained and evaluated management's assessment of the nature, feasibility and probable economic benefit expected from the intangible asset and whether the nature of expenses meet the criteria in IAS 38 Intangible Assets to be capitalised; and • For a sample of IT development expenditure capitalised, we inquired and obtained supporting documentation to corroborate the value, nature of the expenditure and assessed whether it met the criteria for capitalisation. • We recalculated the amounts capitalised and tested the reliability of data used within the calculation. • We assessed the reasonableness of the useful economic life over which costs were spread and recalculated the amortisation charge. • We read and assessed the disclosures in Note 10 'Intangible assets and goodwill' regarding the capitalisation of internally generated intangible assets.

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.

In establishing the overall approach to the Group audit, we scoped our work using the balances included in the consolidation financial reporting system. We determined the type of work that needed to be performed over the subsidiary entities by us, as the Group engagement team.

The group comprises the company and a number of subsidiaries which predominantly operate within the UK. We considered which entities ("components") required a full scope audit either due to being individually significant due to size or due to their risk characteristics, including a consideration of the history of misstatements due to fraud or error, in the context of the group's consolidated financial statements.

Based on year-end balances, our scope for the audit of the Group's financial statements includes the following entities which are financially significant due to risk or size: Equals Group PLC (Parent), Equals Money PLC, Equals Money UK Limited and Equals Connect Limited. All audit work over these subsidiary entities was performed by the Group engagement team. We then considered the significance of other components in relation to primary statement account balances. In doing this we also considered the presence of any significant audit risks and other qualitative factors. For the remainder, the risk of material misstatement was mitigated through Group audit procedures including subsidiary level analytical review procedures.

The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the group's and company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the group's and company's financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EQUALS GROUP PLC CONTINUED

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	£1,316,722 (2023: £957,116).	£840,940 (2023: £804,710).
How we determined it	1% of total revenue	1% of total assets
Rationale for benchmark applied	The Group is focused on revenue growth and therefore revenue is determined to be a key measure of financial performance for the Group and therefore has been used to determine materiality.	The entity's assets predominantly consist of investments in their subsidiaries and are a benchmark for financial statement users to measure the entity's scale and how they operate their business. Total assets has been determined to be a key measure and has been used to determine materiality.

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 £265,568 to £1,316,722. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

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% (2023: 75%) of overall materiality, amounting to £987,542 (2023: £717,837) for the group financial statements and £630,705 (2023: £605,533) for the company financial statements.

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 those charged with governance that we would report to them misstatements identified during our audit above £65,836 (group audit) (2023: £47,856) and £42,047 (company audit) (2023: £40,236) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

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 the 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 EQUALS GROUP PLC CONTINUED

Strategic report and the Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and the Directors' Report for the year ended 31 December 2024 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 the Directors' Report.

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 in respect of the annual report and the financial statements, 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 the Financial Conduct Authority's ('FCA') regulations, Alternative Investments Market ('AIM') Listing Rules and UK tax legislation, 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. 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 posting inappropriate journal entries to manipulate financial performance and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Obtaining confirmations from third parties to confirm the existence of a sample of transactions and balances;
- Identifying and testing journal entries meeting specific criteria;
- Review of correspondence with, and reports to, the regulators; and
- Challenging assumptions and judgements made by management in their significant judgements, in particular in relation to capitalisation of costs to internally generated intangible assets (see related key audit matter above).

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EQUALS GROUP PLC CONTINUED

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 are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Amena Shaista

AMENA SHAISTA
(Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
07 April 2025

Financial statements

Consolidated Statement of Comprehensive Income
for the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Revenue on currency transactions		118,701	85,614
Banking revenue		8,682	8,350
Europe revenue		4,289	1,747
Revenue	4	**131,672**	**95,711**
Transaction and commission costs		(57,813)	(43,385)
Gross profit		**73,859**	**52,326**
Administrative expenses	5	(55,301)	(33,739)
Depreciation charge	8/9	(1,161)	(1,228)
Amortisation charge	10	(7,391)	(7,048)
Acquisition expenses*[1]		–	(1,377)
Total operating expenses		(63,853)	(43,392)
Operating profit		**10,006**	**8,934**
Gain on the sale of the Cash CGU		–	380
Research & development expenditure credit		187	–
Finance costs		(77)	(166)
Profit before tax		**10,116**	**9,148**
Tax charge	6	(2,711)	(1,402)
Profit after tax		**7,405**	**7,746**
Other comprehensive (expense) / income:			
Items that will be reclassified subsequently to profit or loss when specific conditions are met:			
Exchange differences arising on translation of foreign operations		(2)	6
Total other comprehensive (expense) / income		**(2)**	**6**
Total comprehensive income for the year		**7,403**	**7,752**
Earnings per share			
Basic	7	3.93p	4.22p
Diluted	7	3.70p	4.00p

*[1] *Acquisition costs represents and includes costs pursuant to acquisitions.*

All income and expenses arise from continuing operations.

The notes on pages 75 to 110 form an integral part of these financial statements.

Consolidated and Company Statements of Financial Position

as at 31 December 2024

		Group		Company	
		2024	2023	2024	2023
	Note	£'000	£'000	£'000	£'000
ASSETS					
Non-current assets					
Property, plant and equipment	8	938	1,120	–	–
Right of use assets	9	2,450	2,881	–	–
Intangible assets and goodwill	10	45,018	45,629	–	–
Deferred tax assets	6	–	956	142	814
Investments	11	–	–	82,935	77,750
		48,406	50,586	83,077	78,564
Current assets					
Inventories	13	166	372	–	–
Trade and other receivables	14	13,178	13,431	735	1,398
Current tax assets	14	365	–	–	–
Derivative financial assets	19	8,077	4,760	–	–
Cash and cash equivalents	15	29,248	18,662	6	509
		51,034	37,225	741	1,907
TOTAL ASSETS		**99,440**	**87,811**	**83,818**	**80,471**
EQUITY AND LIABILITIES					
Equity attributable to equity holders					
Share capital	16	1,904	1,866	1,904	1,866
Share premium		28,720	28,498	28,720	28,498
Share-based payment reserve		5,971	5,564	3,930	3,483
Other reserves	17	13,544	13,556	8,118	8,128
Retained earnings		13,844	8,260	18,543	22,855
		63,983	57,744	61,215	64,830
Non-current liabilities					
Lease liabilities	9	2,191	2,730	–	–
Deferred tax liabilities	6	769	–	–	–
		2,960	2,730	–	–
Current liabilities					
Trade and other payables	18	25,110	22,079	22,603	15,641
Current tax liabilities	18	–	106	–	–
Lease liabilities	9	800	750	–	–
Derivative financial liabilities	19	6,587	4,402	–	–
		32,497	27,337	22,603	15,641
TOTAL EQUITY AND LIABILITIES		**99,440**	**87,811**	**83,818**	**80,471**

The notes on pages 75 to 110 form an integral part of these financial statements.

The loss after tax of the Company attributable to shareholders was £2,491k (2023: £1,719k). As permitted by section 408 of the UK Companies Act 2006, the Company's Income Statement has not been presented.

The financial statements on pages 70 to 110 were approved by the Board of Directors after stock market trading hours on 07 April 2025 and were signed on its behalf by:

Richard Cooper
Director, Chief Financial Officer

Company Registration number: 08922461

Consolidated and Company Statements of Changes in Equity

for the year ended 31 December 2024

Group	Share capital £'000	Share premium £'000	Share-based payment £'000	(Accumulated losses) / retained earnings £'000	Other reserves (note 17) £'000	Total equity £'000
At 1 January 2023	**1,807**	**53,405**	**3,231**	**(24,148)**	**8,609**	**42,904**
Profit for the year	–	–	–	7,746	–	7,746
Other comprehensive income:						
Exchange differences arising on translation of foreign operations	–	–	–	–	6	6
Other items:						
Share-based payment charge (note 21)	–	–	1,419	–	–	1,419
Share options exercised in year	3	–	(333)	333	–	3
Shares issued in year	50	93	–	–		143
Shares issued in relation to Roqqett acquisition	6	–	–	–	494	500
Dividends paid in year	–	–	–	(928)	–	(928)
Share premium reduction scheme	–	(25,000)	–	25,000	–	–
Share issued in relation to EMEU acquisition	–	–	–	–	3,844	3,844
Shares yet to be issued in relation to EMEU acquisition	–	–	–	–	860	860
EMEU deferred shares – non-payable	–	–	–	50	(50)	–
Transfer of Q-Money contingent liability	–	–	–	207	(207)	–
Movement in deferred tax on share-based payment reserve	–	–	1,247	–	–	1,247
At 31 December 2023	**1,866**	**28,498**	**5,564**	**8,260**	**13,556**	**57,744**
Profit for the year	–	–	–	7,405	–	7,405
Other comprehensive expense:						
Exchange differences arising on translation of foreign operations	–	–	–	–	(2)	(2)
Other items:						
Share-based payment charge (note 21)	–	–	2,386	–	–	2,386
Transfer of exercised and cancelled options	–	–	(1,939)	1,939	–	–
Share options exercised in year	28	222	–	–	–	250
Shares issued in relation to EMEU acquisition	10	–	–	–	(10)	–
Dividends paid in year	–	–	–	(3,760)	–	(3,760)
Movement in deferred tax on share-based payment reserve	–	–	(40)	–	–	(40)
At 31 December 2024	**1,904**	**28,720**	**5,971**	**13,844**	**13,544**	**63,983**

Company	Share capital £'000	Share premium £'000	Share-based payment £'000	(Accumulated losses) / retained earnings £'000	Other reserves (note 17) £'000	Total equity £'000
At 1 January 2023	**1,807**	**53,405**	**2,397**	**(89)**	**3,187**	**60,707**
Loss for the year	–	–	–	(1,718)	–	(1,718)
Share-based payment charge (note 21)	–	–	1,419	–	–	1,419
Share options exercised in year	3	–	(333)	333	–	3
Shares issued in year	50	93	–	–	–	143
Shares issued in relation to Roqqett acquisition	6	–	–	–	494	500
Dividends paid in year	–	–	–	(928)	–	(928)
Share premium reduction scheme*	–	(25,000)	–	25,000	–	–
Acquisition of EMEU fair value increase	–	–	–	–	3,844	3,844
Acquisition of EMEU deferred consideration	–	–	–	–	860	860
EMEU deferred consideration – non-payable	–	–	–	50	(50)	–
Transfer of Q-Money contingent liability	–	–	–	207	(207)	–
At 31 December 2023	**1,866**	**28,498**	**3,483**	**22,855**	**8,128**	**64,830**
Loss for the year	–	–	–	(2,491)	–	(2,491)
Share-based payment charge (note 21)	–	–	2,386	–	–	2,386
Transfer of exercised and cancelled options	–	–	(1,939)	1,939	–	–
Share options exercised in year	28	222	–	–	–	250
Shares issued in relation to EMEU acquisition	10	–	–	–	(10)	–
Dividends paid in year	–	–	–	(3,760)	–	(3,760)
At 31 December 2024	**1,904**	**28,720**	**3,930**	**18,543**	**8,118**	**61,215**

* *With Court approval, on 1 November 2023 the Group carried out a Capital Reduction moving £25 million to Retained Earnings from the Share Premium account.*

The following describes the nature and purpose of each reserve within owners' equity:

Share capital	Amount subscribed for shares at nominal value.
Share premium	Amount subscribed for shares in excess of nominal value less directly attributable costs.
Share-based payment reserve	Proportion of the fair value of share options granted relating to services rendered up to the balance sheet date
(Accumulated losses) / retained earnings	Cumulative profit and losses attributable to equity shareholders.
Other reserves comprise:	
Merger reserve	Arising on equity settled consideration on acquisition of subsidiaries.
Contingent consideration reserve	Arising on equity based contingent consideration on acquisition of subsidiaries.
Foreign currency reserve	Arising on translation of foreign operations

The notes on pages 75 to 110 form an integral part of these financial statements

Consolidated Statement of Cash Flows

for the year ended 31 December 2024

Group	Note	2024 £'000	2023 £'000
Profit before tax		10,116	9,148
Cash flows from operating activities			
Adjustments for:			
Depreciation	5	1,160	1,228
Amortisation	10	7,391	7,048
Share-based payment charge	5	2,386	1,419
Other non-cash items		(96)	–
Decrease / (Increase) in trade and other receivables		253	(6,415)
Increase / (decrease) in trade and other payables*[1]		2,283	(386)
(Increase) / decrease in derivative financial assets	19	(3,317)	856
Increase / (decrease) in derivative financial liabilities	19	2,185	(387)
Decrease / (increase) in inventories	13	206	(80)
Finance Costs		77	166
		12,528	3,449
Net cash inflow		22,644	12,597
Tax receipts		–	232
Tax paid		(561)	(345)
Net cash inflow from operating activities		22,083	12,484
Cash flows from investing activities			
Property, plant and equipment additions	8	(268)	(479)
Intangibles additions	10	(6,780)	(6,618)
Net cash used in investing activities		(7,048)	(7,097)
Cash flows from financing activities			
Principal elements of lease payments	9	(789)	(786)
Interest paid on finance lease	9	(149)	(155)
Dividends paid		(3,761)	(928)
Proceeds from issuance of ordinary shares		250	100
Net cash outflow from financing activities		(4,449)	(1,769)
Net increase in cash and cash equivalents		10,586	3,618
Cash and cash equivalents at the beginning of the year*[2]		18,662	15,044
Cash and cash equivalents at end of the year*[2]	15	**29,248**	**18,662**

*[1] *The movement in deferred income relating to RDEC is excluded within the movement of trade and other payables.*
*[2] *The cash and cash equivalents are made up entirely of cash at bank and in hand.*

The notes on pages 75 to 110 form an integral part of these financial statements.

Company Statement of Cash Flows

for the year ended 31 December 2024

Company	2024 £'000	2023 £'000
Loss before tax	(3,818)	(2,666)
Cash flows from operating activities		
Adjustments for:		
Decrease in trade and other receivables	664	1,867
Increase in trade and other payables	6,961	3,604
Finance costs	–	8
Net cash inflow from operating activities	3,807	2,813
Cash flows from investing activities		
Acquisition of subsidiary, net of cash acquired	–	(2,976)
Additional investment in subsidiaries	(2,799)	–
Dividend income	2,000	1,500
Net cash used in investing activities	(799)	(1,476)
Cash flows from financing activities		
Dividends paid	(3,761)	(928)
Proceeds from issuance of ordinary shares	250	100
Net cash outflow from financing activities	(3,511)	(828)
Net (decrease) / increase in cash and cash equivalents	(503)	509
Cash and cash equivalents at the beginning of the year*[1]	509	–
Cash and cash equivalents at end of the year*[1]	**6**	**509**

*[1] *The cash and cash equivalents are made up entirely of cash at bank and in hand.*

The notes on pages 75 to 110 form an integral part of these financial statements.

Notes to the Consolidated Financial Statements
for the year ended 31 December 2024

1 GENERAL INFORMATION

The Company is a public company limited by shares and incorporated in England and Wales and domiciled in the UK and whose shares are admitted to trading on AIM, a market operated by The London Stock Exchange. These consolidated financial statements comprise the Company and its subsidiaries (together referred to as the 'Group'). The Group is a financial technology ("Fintech") provider, primarily providing payment services.

The Company and Group's consolidated financial statements for the year ended 31 December 2024 were authorised for issue after stock market trading hours on 07 April 2025 and the Company and Group's statement of financial position signed by Richard Cooper (CFO) on behalf of the Board.

2 NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS TO PUBLISHED STANDARDS

New and revised accounting standards and interpretations adopted, none of which had any material impact to the Company and Group:

- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16) (effective date of 1 January 2024)
- Non-current Liabilities with Covenants (Amendments to IAS 1) (effective date of 1 January 2024)
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7) (effective date of 1 January 2024)

New standards, amendments and interpretations issued but not yet effective or early adopted:

- Lack of Exchangeability (Amendments to IAS 21) (effective date of 1 January 2025)
- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9) (effective date of 1 January 2026)

3 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the Group and Company financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements have been prepared on a historical cost basis with the exception of derivative financial instruments and share option charges which are measured at fair value through profit or loss.

3.1 Basis of preparation

These financial statements are prepared in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 and AIM Regulations. These financial statements have been prepared on a going concern basis and are presented in Sterling, the Company and Group's presentational currency.

IFRS requires management to make certain accounting estimates and to exercise judgement in the process of applying the Company and Group's accounting policies. These estimates are based on the Directors best knowledge and past experience and are explained further in note 3.23.

Going concern

Details of the Group's business activities, results, cash flows and resources, together with the risks it faces and other factors likely to affect its future development, performance and position are set out in the strategic report. Certain Group companies are regulated by the Financial Conduct Authority and one subsidiary is regulated by the National Bank of Belgium, and perform annual capital adequacy assessments. Consideration was given to whether there is sufficient liquidity and financing to support the business, the post balance sheet trading of the Group, the regulatory environment and the effectiveness of risk management policies.

On 11th December 2024 the Board reached an agreement on the terms of a recommended sale of the Group for all cash consideration of 135 pence per share. The sale is to be effected by means of a scheme of arrangement under part 26 of the Companies Act, the scheme of arrangement was approved by the shareholders on the 8th January 2025. The sale is still subject to certain legal approvals, however the Board expects these to be granted and that the transaction will complete and the Group will de-list from the AIM in Q2 2025.

While the Board do not have any reason to believe that the acquirer will not continue to support the Group or materially change its activities in the next 12 months, the Board do not have certainty over the future plans or strategy for the group as a whole under the prospective new owners, or the financing arrangements that will be in place and therefore the Board have concluded that this indicates the existence of a material uncertainty which may cast significant doubt about the Group and the Company's ability to continue as a going concern. Notwithstanding this uncertainty, the Board is satisfied that the going concern basis remains appropriate for the preparation of the financial statements. Accordingly, the financial statements do not include the adjustments that would result if the Group or the Company were unable to continue as a going concern.

The financial statements are prepared on a going concern basis and in assessing this the Board has considered the Group and the Company's ability to continue as a going concern for at least 12 months from the date of signing.

3.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of all Group subsidiaries as at 31 December each year using consistent accounting policies.

Business combinations

The Group financial statements for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

3 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured and settlement is accounted for within equity. Otherwise, other contingent consideration is re-measured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it 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 over the entity. In assessing control, the Group takes into consideration potential voting rights. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. A non-controlling interest is recognised, representing the interests of minority shareholders in subsidiaries not wholly owned by the Group.

Transactions eliminated on consolidation

Intra-group balances and transactions and any unrealised income and expenses arising from intra-group transactions are eliminated.

On publishing the Company financial statements here, together with the Group financial statements, the Company is taking advantage of the exemption in section 408 of the Companies Act 2006 not to present the individual income statement and related notes of the Company which form part of these approved financial statements.

3.3 Foreign currency

In preparing these financial statements, transactions in currencies other than the Company and Group's presentational currency ("foreign currencies") are recorded at the rates of exchange prevailing on the dates of the transaction. At each statement of financial position date, monetary items in foreign currencies are translated into the presentational currency at the exchange rate prevailing at statement of financial position date.

Exchange differences arising on the settlements of monetary items and on the retranslation of monetary items are included in the consolidated statement of comprehensive income for the year.

3.4 Revenue recognition

The Group applies IFRS 15 *Revenue from Contracts with Customers* for the recognition of revenue for all revenue streams as described further below, except where transactions are applicable for forward transactions in International Payments fall within the scope of IFRS 9 *Financial Instruments*. IFRS 15 established a comprehensive framework for determining whether, how much and when revenue is recognised. It affects the timing and recognition of revenue items, but not generally the overall amount recognised.

The performance obligations of all revenue streams are satisfied on the transaction date or by the provision of the service for the period described in the contract. Revenue is not recognised where there is evidence to suggest that customers do not have the ability or intention to pay. The Group does not have any contracts with customers where the performance obligations have not been fully satisfied.

Interest revenue is generated as a result of growing customer balances, with rate optimisation forming a key basis of the pricing model for certain revenue streams (as given in note 20).

How the Group recognises revenue for its significant revenue streams is described below.

Currency Cards – Retail and Corporate

A contract is identified when it is approved by relevant parties and when the card is issued to the customer. Performance obligations and transaction prices are set out in the contract. Revenue from provision of card services is recognised over the period in which they are provided.

ATM transaction and out-of-currency fees are constrained to the amount not expected to be reversed. Revenue is recognised at the point at which it is unlikely to be reversed, typically the transaction date.

International Payments and Travel Cash

This service relates to the facility to buy and sell currency. A contract is identified when a payment is approved by the Group and the customer. Performance obligations and transaction prices are set out in the contract. Revenue is recognised on the transaction date for both spot and forward transactions. The Group enters contracts with both customers and collateral bank providers to eliminate FX risk on forwards, The Group takes a spread on this contract with the customer and recognises this as revenue under IFRS 9.

Banking

This service relates to the provision of bank account services. A contract is identified when a customer enters an agreement with the Group for a CardOne Banking account. Performance obligations and transaction prices are set out in the contract.

Monthly account fees are recognised during the month the account is provided. ATM transaction and out-of-currency fees are recognised up to the amount not expected to be reversed. Revenue is recognised at the point at which it is unlikely to be reversed, typically the transaction date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
CONTINUED

3 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

Solutions

A bespoke enterprise platform aimed at large enterprises. Revenue is derived from:

- **Transaction fees**, which include both inbound and outbound flow fees. These fees are charged per transaction and recognised at a point in time on the transaction date when the payment is processed.
- **Monthly periodic fees**, which are invoiced in advance at the beginning of each month and recognised in the period as the service is provided.
- **Onboarding fees**, which are charged at the point of account activation and recognised at a point in time, as the performance obligation is satisfied upon the provision of account details.

Europe

The service line for the European market comprises both European "Solutions" and "Acquiring".

- **Acquiring** enables corporates to accept card payments from customers. Revenue is recognised in the period as the service is performed.
- **Monthly periodic fees** are invoiced in advance and recognised in the period in which services are provided.

3.5 Transaction and Commission costs

Transaction and commission costs represent the direct costs incurred in generating revenue. How the Group recognises these costs for its significant revenue streams (as given in note 3.4) is described below.

Transaction Costs

Transaction costs are those directly attributable to revenue-generating activities. These include, but are not limited to:

- Direct bank charges incurred per revenue driving transaction.
- Direct transaction charges payable to card schemes for processing card-based revenue transactions.
- Other directly attributable costs associated with facilitating customer transactions.

Commission Costs

Commission costs comprise affiliate commissions and staff commissions related each revenue generated transaction:

- Affiliate Commission: Affiliate commission is calculated as a percentage of "revenue less any payment-related costs".
- Staff Commission: Staff commission is calculated as a percentage of "revenue less any payment-related costs and less affiliate commission costs".

These costs are recognised in the same period as the related revenue in accordance with IFRS 15 *Revenue from Contracts with Customers*, as they are necessary to fulfil the Group's performance obligations under customer contracts.

3.6 Pension costs

The Group operates a defined contribution pension scheme and outsources the administration of the pension scheme to a third party. The Group contributes to the pension scheme in line with Auto-enrolment obligations as defined in the Pensions Act 2008 and passes on the employer and employee contributions to the pension scheme administrator on a monthly basis. The employer contributions are recognised as they occur through the payroll.

3.7 Share-based payments

Employees (including Directors) of the Group may receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions). In situations where equity instruments are issued and some or all of the services received by the entity as consideration cannot be specifically identified, they are measured as the difference between fair value of the share-based payment and the fair value of any identifiable services received at the grant date, and therefore not at historical cost. The cost of equity-settled transactions with employees, is measured by reference to the fair value at the date on which they are granted. The fair value is determined using an appropriate pricing model, further details of which are given in note 21.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense recognised for equity settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance and/or service conditions are satisfied. Where the terms of an equity-settled award are modified, the minimum expense recognised is the expense as if the terms had not been modified. An additional expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

3 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

The dilutive effect of outstanding options is reflected as additional share dilution on the computation of earnings per share. Where the Company grants options over its own shares to the employees of its subsidiaries it recognises, in its individual financial statements, an increase in the cost of investment in its subsidiaries equivalent to the equity settled share-based payment charge recognised.

3.8 Research and development

Research costs are expensed as incurred. Expenditure on IT software and development is recognised as an intangible asset only if the expenditure can be measured reliably, when the intangible asset is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

3.9 Treatment of research and development expenditure credit (RDEC)

Research and development expenditure credit (RDEC) is treated as other income in the period in which the related R&D expenditure is incurred as defined under IAS 20 – Accounting for Government Grants. The RDEC credit is accounted for in deferred income and released to other income subsequently over the same period that the intangible asset is amortised, which is 5 years.

3.10 Taxation

The tax expense comprises current tax and deferred tax.

3.11 Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the financial year, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

3.12 Intangible assets and goodwill

(i) Recognition and measurement

Goodwill arising on business combinations is measured at cost less accumulated impairment losses.

Development expenditure is capitalised but only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

Separately acquired trademarks and licences are shown at historical cost less accumulated impairment losses. Other intangible assets, including customer relationships, patents and trademarks acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

(iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in profit or loss. Goodwill is not amortised. The estimated useful lives for current and comparative years are as follows:

Customer relationships	5-11 years
Brands	5 years
Trademarks, licences, patented and non-patented technology	3-10 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
CONTINUED

3 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.13 Property, plant and equipment

All property, plant and equipment is stated at cost of acquisition or production cost less accumulated depreciation and impairment losses. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Depreciation is charged so as to write off the cost or valuation of assets over their estimated useful lives, using the straight-line method, on the following basis:

Plant and equipment	3-5 years
Fixtures and fittings	3-5 years
Leasehold improvements	10 years
Motor vehicles	3-5 years

3.14 Investments in subsidiaries

Investments in subsidiary undertakings are stated at cost less impairment in value.

3.15 Inventories

Inventories comprise of stock of plastic payment cards not yet distributed to customers. Inventories are valued at the lower of cost and net realisable value. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs in bringing them to their existing location and condition. There are no currency amounts loaded on the stock of cards.

3.16 Trade and other receivables

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. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies and the calculation of the loss allowance are provided in note 3.22.

3.17 Derivative financial assets and liabilities

Derivative financial assets and liabilities are carried as assets when their fair value is positive and as liabilities when their fair value is negative. Changes in the fair value of derivatives are included in the income statement. The Group's derivative financial assets and liabilities at fair value through profit or loss comprise solely of forward foreign exchange contracts, which are dealt on a matched principal basis.

3.18 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3.19 Cash and cash equivalents

These include cash in hand and deposits held at call with banks. Any cash held on behalf of customers is segregated from the Group's operational cash and safeguarded in accordance with our regulatory obligations.

The risks and rewards to the Group that arise from the holding of customer money are principally vested with the customers. As a result, the Group does not account for safeguarded customer cash in the Group's financial statements. The Group does not have control over these monies and cannot use them for its own operational purposes.

3.20 Trade and other payables

These are initially recognised at fair value and then carried at amortised cost using the effective interest method. The Group does not account for safeguarded customer cash and the associated customer liability in the Group's financial statements, as the risks and rewards that arise are principally vested with the customers.

3.21 Provisions excluding those under IFRS 9 (see note 3.22)

A provision is recognised in the statement of financial position when the Company and Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessment of the time value of money and, where appropriate, the risks specific to the liability.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the consolidated statement of financial position date.

3.22 Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead account for these as a single lease component.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

3 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

The Group recognises a Right of Use asset and a corresponding liability at the date at which the leased asset is available for use. Lease liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the lessee'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.

Lease payments are allocated between principal and finance cost. The finance cost is charged to 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.

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;
- any initial direct costs.

Right of Use assets are depreciated using the straight-line basis over the lease term at a rate between 10-25%. The Group applies the following practical expedients permitted by the standard:

- excluding short term leases (less than 12 months) and low-value items (less than £3,775);

There are no variable payment terms in current leases.

3.23 Impairment

A. Non-derivative financial assets

IFRS 9 offers two approaches for measuring and recognising the loss allowance: General and Simplified. The general approach should be applied for all financial assets subject to impairment, except for trade receivables or contract assets (IFRS 15) without significant financing component, for these assets simplified approach should be applied.

The Group's financial instruments measured at amortised cost falling within the scope of the standard are (i) trade and other receivables and (ii) cash and cash equivalents. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Trade and other receivables

The Group applies the IFRS 9 Simplified approach, by recognising a loss allowance based on a lifetime expected credit loss ("ECL") at each reporting date.

B. Non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal ("FVLCOD"). Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. FVLCOD is the price that would be received to sell an asset or CGU in an orderly transaction between market participants at the measurement date, less any incremental costs directly attributable to the disposal of an asset or CGU, excluding finance costs and income tax expense. The Group's CGU's for impairment testing are defined in note 10. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis. An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.24 Judgements and estimates

The preparation of the Group's consolidated and company financial statements requires management to make estimates, judgements and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

A. Judgements

The judgements made in applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements were as follows:

(i) Technology development intangibles

Development costs are capitalised based on management's judgements that the project is technologically and economically feasible, the asset is expected to generate future net cash inflows and a successful outcome is probable in accordance with IAS 38 Intangible Assets. Management judgement is required to determine the useful economic lives of these assets and requires market and technological knowledge in determining these.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
CONTINUED

3 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (CONTINUED)

(ii) IFRS 16 Leases – lease term and extension options

In 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). All extension options in office leases have been included in the lease liability.

B. Assumptions and estimation uncertainties

The assumptions and estimation uncertainties at the end of the financial year that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year were as follows:

(i) Impairment of goodwill and intangibles

The Group assesses goodwill annually for impairment. The assumptions and estimates used in the impairment test for goodwill including the sensitivity testing are disclosed in note 10.

3.25 Measurement of fair values

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

4 REVENUE AND SEGMENTAL ANALYSIS

Segment results are reported to the Board of Directors (being the chief operating decision maker) to assess both performance and support strategic decisions. The Board reviews financial information on revenue for the following segments: International Payments, Solutions, Currency Cards (both personal and corporate), Banking, Travel Cash, Europe and Central (which includes overheads and corporate costs). Revenue is primarily derived from UK based customers.

IFRS 15 requires the presentation of disaggregated revenue from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The Group has assessed that the disaggregation of revenue by operating segments is appropriate in meeting this disclosure requirement as this is the information regularly reviewed by the Board, to evaluate the financial performance of the Group.

Group	International payments £'000	Solutions £'000	Currency Cards £'000	Banking £000	Travel Cash £'000	Europe £'000	Central £'000	Total £'000
Year ended 31 December 2024								
FX	39,150	11,542	4,268	–	9	–	–	54,969
Fees	2,802	32,338	10,209	5,651	–	3,795	–	54,795
Interest	5,707	11,871	805	3,031	–	494	–	21,908*
Segment revenue	47,659	55,751	15,282	8,682	9	4,289	–	131,672
Transaction and commission costs	(26,351)	(21,902)	(6,132)	(1,599)	–	(1,829)	–	(57,813)
Gross profit	21,308	33,849	9,150	7,083	9	2,460	-	73,859
Administrative expenses	-	-	-	-	-	-	(55,301)	(55,301)
Depreciation charge	-	-	-	-	-	-	(1,161)	(1,161)
Amortisation charge	-	-	-	-	-	-	(7,391)	(7,391)
Research & development credit	-	-	-	-	-	-	187	187
Finance costs	-	-	-	-	-	-	(77)	(77)
Profit / (loss) before tax	21,308	33,849	9,150	7,083	9	2,460	(63,743)	10,116
Current assets	-	-	-	4,620	-	1,631	44,783	51,034
Non-current assets	19,565	1,652	6,193	9,979	-	11,017	-	48,406
Total liabilities	-	-	-	(1,868)	-	(685)	(32,904)	(35,457)
Net assets	19,565	1,652	6,193	12,731	-	11,963	11,879	63,983

* Interest income is earned on safeguarded customer balances, a small immaterial % is earned on Group cash held at bank.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

4 REVENUE AND SEGMENTAL ANALYSIS (CONTINUED)

Group	International Payments £'000	Solutions £'000	Currency Cards £'000	Banking £'000	Travel Cash £'000	Europe £000	Central £'000	Total £'000
Year ended 31 December 2023								
FX	36,112	6,493	4,322	–	142	–	–	47,069
Fees	763	19,695	9,464	5,789	–	1,747	–	37,458
Interest	2,395	4,783	1,445	2,561	–	–	–	11,184
Segment revenue	39,270	30,971	15,231	8,350	142	1,747	–	95,711
Transaction and commission costs	(22,452)	(13,280)	(5,436)	(1,353)	(92)	(772)	–	(43,385)
Gross profit	16,818	17,691	9,795	6,997	50	975	–	52,326
Administrative expenses	–	–	–	–	–	–	(33,739)	(33,739)
Depreciation charge	–	–	–	–	–	–	(1,228)	(1,228)
Amortisation charge	–	–	–	–	–	–	(7,048)	(7,048)
Acquisition expenses	–	–	–	–	–	–	(1,377)	(1,377)
Finance costs	–	–	–	–	–	–	(166)	(166)
Gain on the sale of the cash CGU	–	–	–	–	–	–	380	380
Profit / (loss) before tax	16,818	17,691	9,795	6,997	50	975	(43,178)	9,148
Current assets	–	–	–	5,045	–	1,400	30,780	37,225
Non-current assets	21,048	1,956	5,164	10,341	–	11,171	906	50,586
Total liabilities	–	–	–	(1,828)	–	(1,014)	(27,225)	(30,067)
Net assets	21,048	1,956	5,164	13,558	–	11,557	4,461	57,744

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
CONTINUED

5 OPERATING PROFIT

Operating profit is stated after charging / (crediting) the following operating expenses / (income):

	Note	2024 £'000	2023 £'000
Staff costs (net of expenditure capitalised)	5a	29,976	20,270
IT and telephone cost (net of expenditure capitalised)	5c	5,759	3,306
Other professional fees	5d	4,716	2,874
Compliance costs		2,449	1,508
Marketing costs		4,023	2,565
Property and office costs (net of expenditure capitalised)	5f	1,464	1,160
Travel and subsistence		846	633
Other share option related costs		3,659	28
Other		(10)	89
Sub-total, cash-based expenses		**52,882**	**32,433**
Contingent consideration		–	(459)
Share option charge		2,386	1,419
Foreign exchange loss		33	346
Sub-total, non-cash-based costs		**2,419**	**1,306**
Total administrative expenses		**55,301**	**33,739**
Depreciation of right of use assets	9	711	692
Depreciation of property, plant and equipment	8	450	536
Amortisation charge		7,391	7,048
Acquisition costs		–	1,377
Total operating expenses		**63,853**	**43,392**

5A STAFF COSTS

Number of employees

The number of employees (including Directors) was:

	2024 Headcount	2023 Headcount
Administrative staff – monthly average for the year	400	341
Number of staff at the balance sheet date	399	397

	2024 £'000	2023 £'000
Average wage per employee		
Gross salary	57	46

All employees are employed by subsidiaries of Equals Group PLC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

5 OPERATING PROFIT (CONTINUED)

	2024 £'000	2023 £'000
Wages and salaries	28,684	19,849
Social security costs	3,176	2,168
Other pension costs	1,077	739
	32,937	22,756
Less: categorised in transaction and commission costs	(6,062)	(4,141)
	26,875	18,615
Contractors	1,424	755
Recruiting	738	969
Training	131	145
Benefits and similar	808	368
Total staff costs included in administrative and acquisition expenses*	**29,976**	**20,852**

* *Staff costs charged in acquisition expenses is £nil (2023: £582k)*

5B DIRECTORS' REMUNERATION

Company

All bonuses and conditional bonuses, whether the conditions have been made or not, have, from 2024 onwards, been accrued.

CEO bonus

In relation to the 2023 financial year, a bonus of £498k was paid during 2024.

The CEO is entitled to a bonus of £588k in relation to 2024 should all performance conditions be met. At the date of signing these financial statements, all of the conditions have been met and £588k was paid in March 2025. The full amount of the bonus together with associated national insurance contributions has been accrued.

CFO bonus

In relation to the 2023 financial year, a bonus of £344k was paid during 2024.

The CFO is entitled to a bonus of £378k in relation to 2024 should all performance conditions be met. At the date of signing these financial statements, all of the conditions have been met and £378k was paid in March 2025. The full amount of the bonus together with associated national insurance contributions has been accrued.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

5 OPERATING PROFIT (CONTINUED)

Year ended 31 December 2024	Gross Salary £'000	Bonus paid in 2024 £'000	Employer Pension £'000	Benefits £'000	Total Remuneration Paid £'000
Paid during the year					
Ian Strafford-Taylor	413	727	4	113	1,257
Richard Cooper	309	514	4	35	862
Sub-total – executives	722	1,241	8	148	2,119
Non-Executive Directors					
A R F Hughes	104	–	–	–	104
S A Herbert	73	–	–	–	73
C J Bones	67	–	–	–	67
Total remuneration paid	**966**	**1,241**	**8**	**148**	**2,363**

Year ended 31 December 2023	Gross Salary £'000	Bonus £'000	Employer Pension £'000	Benefits £'000	Total Remuneration Paid £'000
Paid during the year					
Ian Strafford-Taylor	385	420	4	29	838
Richard Cooper	323	274	4	7	608
Sub-total – executives	708	694	8	36	1,446
Non-Executive Directors					
A R F Hughes	93	–	–	–	93
S A Herbert	68	–	–	–	68
C J Bones	62	–	–	–	62
Total remuneration paid	**931**	**694**	**8**	**36**	**1,669**

The above tables have been prepared on a cash paid basis for 2024, whereas the remuneration committee report will be shown on an accrual basis to detail out the bonuses accrued as at 31 December 2024.

	2024 £'000	2023 £'000
Highest Paid Director		
Gross Salary	413	385

Group

The total amount paid during 2024 to Executive Directors, when including Executive Directors of all the subsidiaries in the consolidated Group, was £5,516k (2023: £4,065k). This included pension payments of £50k (2023: £43k). Details of CEO and CFO bonuses accrued during the year but not paid are given in the Company disclosures above. Information about Directors' share options is given in note 21.

5C IT AND TELEPHONE

	2024 £'000	2023 £'000
IT and telephone costs	6,364	3,859
Capitalised costs	(605)	(553)
Total IT and telephone costs included in administrative expenses	5,759	3,306

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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CONTINUED

5 OPERATING PROFIT (CONTINUED)

5D PROFESSIONAL FEES

	2024 £'000	2023 £'000
Professional and Court fees incurred on the capital restructuring of the Company	–	58
Professional and advisory fees incurred on the strategic review	2,225	656
Statutory audit fees – fees payable for the Statutory audit of the Group (note 5e)	747	493
Other professional fees	1,744	1,667
Total professional fees included in administrative expenses	**4,716**	**2,874**
Professional fees incurred on acquisitions	–	795
Less: amounts included in non-current assets	–	(131)
Total professional fees included in acquisition expenses	**–**	**664**

5E AUDIT FEES

Included in professional fees above are amounts charged by the Group's auditors are shown exclusive of VAT are as follows:

	2024 £'000	2023 £'000
Statutory audit fees		
Fees payable for the current year statutory audit of the Group	529	493
Overrun fees paid for the prior year audit	119	–
Total audit fees included in professional fees	648	493

There were no non-audit fees during the current and preceding year. Audit fees are borne by Equals Group PLC.

5F PROPERTY AND OFFICE COSTS

	2024 £'000	2023 £'000
Property costs, including rent, rates, service charges and utilities	2,217	1,872
IFRS 16 property lease payments and finance costs (note 9)	(753)	(697)
Total property costs included in administrative and acquisition expenses	1,464	1,175

Property costs charged in acquisition expenses is £nil (2023: £14k).

6 TAX CHARGE

The Group's taxation charge is the composite of:

1. Corporation tax charge arising on profits in the financial year.
2. Deferred taxation arising on temporary and permanent timing differences and losses carried forward, to the extent that the Company believes these to be recoverable from future taxable profits.

At 31 December 2024, the Group had unused tax losses available to be offset against future taxable profits of £4,371k (2023: £12,384k). The losses can be carried forward indefinitely and have no expiry date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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6 TAX CHARGE (CONTINUED)

In addition to corporation tax, the Group paid the following taxation costs during the year:

a. Employers National Insurance contributions – £3,698k (2023: £2,683k)

b. Irrecoverable VAT – £3,187k (2023: £2,658k)

Group	2024 £'000	2023 £'000
Corporation tax charge – current year*	1,109	259
Adjustment in respect of prior year corporation tax	(83)	–
Current tax charge	**1,026**	**259**
Origination and reversal of temporary differences	407	534
Remeasurement of deferred tax asset on carry forward tax losses – current year	1,556	844
Deferred tax – prior year adjustment	(278)	(235)
Deferred tax charge	**1,685**	**1,143**
Total tax charge	**2,711**	**1,402**

* Corporation tax charge is paid under quarterly instalments, £441k has been paid up to 31 December 2024.

Factors affecting tax charge for the year

The charge for the year can be reconciled to the profit per the consolidated statement of comprehensive income as follows:

	2024 £'000	2023 £'000
Profit before taxation: Continuing operations	10,116	9,148
Taxation at the UK corporation rate tax of 25% (2023: 23.5%)	2,529	2,150
Net permanent differences between tax and accounting	566	190
Adjustment in respect of prior year corporation tax	(83)	–
Net impact of R&D tax credit claim	–	(897)
Remeasure of deferred tax asset on carry forward losses – current year	1,556	844
Remeasure of deferred tax asset on carry forward losses – prior year	(278)	(235)
Effect of change in tax rates	–	194
Utilisation of tax losses for which no deferred tax asset was recognised	(23)	–
Utilisation of tax losses	(1,556)	(844)
Total tax charge for the year	2,711	1,402

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

6 TAX CHARGE (CONTINUED)

Movement in deferred tax balances

Group	Net balance at 1 January £'000	Acquired in business combinations £'000	Recognised to equity £'000	Recognised to profit or loss £'000	Net balance at 31 December £'000	Deferred tax asset £'000	Deferred tax liability £'000
2024							
Intangibles	(4,857)	–	–	172	(4,685)	–	(4,685)
Property plant and equipment	(235)	–	–	35	(200)	–	(200)
Equity settled share-based payments	2,951	–	(40)	112	3,023	3,023	–
Unutilised tax losses	3,097	–	–	(2,004)	1,093	1,093	–
Deferred tax assets/(liabilities)	956	–	(40)	(1,685)	(769)	4,116	(4,885)

Group	Net balance at 1 January £'000	Acquired in business combinations £'000	Recognised to equity £'000	Recognised to profit or loss £'000	Net balance at 31 December £'000	Deferred tax asset £'000	Deferred tax liability £'000
2023							
Intangibles	(3,683)	(979)	–	(196)	(4,857)	–	(4,857)
Property plant and equipment	(239)	–	–	4	(235)	–	(235)
Equity settled share-based payments	1,445	–	1,247	260	2,951	2,951	–
Unutilised tax losses	4,308	–	–	(1,211)	3,097	3,096	–
Deferred tax assets/(liabilities)	1,831	(979)	1,247	(1,143)	956	6,047	(5,092)

Company	Net balance at 1 January £'000	Recognised to profit or loss £'000	Net balance at 31 December £'000
2024			
Unutilised tax losses	814	(672)	142
Deferred tax assets/(liabilities)	814	(672)	142

Company	Net balance at 1 January £'000	Recognised to profit or loss £'000	Net balance at 31 December £'000
2023			
Unutilised tax losses	1,367	(553)	814
Deferred tax assets/(liabilities)	1,367	(553)	814

The company expects the full £142k to be utilised no more than twelve months after the reporting period.

The standard rate of corporation tax applicable to the Group for the year ended 31 December 2024 was 25%. The rate in the year ending 31 December 2025 will be 25%. Deferred tax assets and liabilities have been recognised at the substantively enacted rate.

The Group estimates it has £4,371k of UK tax losses to be carried forward at 31 December 2024 and €4,834k of Belgian tax losses to be carried forward at 31 December 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
CONTINUED

6 TAX CHARGE (CONTINUED)

Assumptions and estimation uncertainties

The Group has recorded a £1,093k (2023: £3,096k) deferred tax asset in relation to brought forward and carried forward tax losses and has a further £184k (2023: £nil) deferred tax asset unrecognised. Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is considered more likely than not.

The Group has recorded a £3,023k (2023: £2,951k) deferred tax asset in relation to share option awards outstanding at the year-end. Deferred tax assets are recognised for share options when the share options have intrinsic value that is deductible for tax purposes.

7 EARNINGS PER SHARE

Basic earnings per share

The calculation of basic earnings per share has been based on the profit attributable to ordinary shareholders and weighted average number of ordinary shares outstanding. The profit after tax attributable to ordinary shareholders of the Group is £7,405k (2023: £7,746k) and the weighted average number of shares for the year was 188,354,225 (2023: 183,624,192).

Diluted earnings per share

The calculation of diluted earnings per share has been based on the profit attributable to ordinary shareholders and weighted average number of ordinary shares outstanding, after adjustment for the effects of all dilutive potential ordinary shares. The weighted average number of dilutive shares is 200,034,765 (2023: 193,444,728).

	Basic 2024	Diluted 2024	Basic 2023	Diluted 2023
Earnings per share	3.93p	3.70p	4.22p	4.00p

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
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8 PROPERTY, PLANT AND EQUIPMENT

Group	Plant and equipment £'000	Fixtures and fittings £'000	Leasehold improvements £'000	Motor vehicles £'000	Total £'000
Cost					
At 1 January 2024	1,823	514	831	–	3,168
Disposals	(347)	(18)	–	–	(365)
Additions	218	17	19	14	268
At 31 December 2024	1,694	513	850	14	3,071
Accumulated Depreciation					
At 1 January 2024	1,280	453	315	–	2,048
Disposals	(347)	(18)	–	–	(365)
Charge for the year	320	32	97	1	450
At 31 December 2024	1,253	467	412	1	2,133
Net book value					
At 31 December 2024	441	46	438	13	938

Group	Plant and equipment £'000	Fixtures and fittings £'000	Leasehold improvements £'000	Motor vehicles £'000	Total £'000
Cost					
At 1 January 2023	1,590	486	1,351	–	3,427
Acquisitions through business combinations	36	–	12	–	48
Disposals	(232)	–	(536)	–	(768)
Dissolved company disposal	(17)	–	–	–	(17)
Additions	446	28	4	–	478
At 31 December 2023	1,823	514	831	–	3,168
Accumulated Depreciation					
At 1 January 2023	1,313	360	615	–	2,288
Acquisitions through business combinations	6	–	3	–	9
Disposals	(232)	–	(536)	–	(768)
Dissolved company disposal	(17)	–	–	–	(17)
Charge for the year	210	93	233	–	536
At 31 December 2023	1,280	453	315	–	2,048
Net book value					
At 31 December 2023	543	61	516	–	1,120

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

9 LEASES

Group

Right of use assets	Vehicles £'000	Property £'000	Total £'000
At 1 January 2023	193	3,174	3,367
Additions to right of use assets	343	–	343
Modifications to leases	(53)	(84)	(137)
Depreciation charge for the year	(173)	(519)	(692)
At 31 December 2023	310	2,571	2,881
Additions to right of use assets	293	–	293
Modifications to leases	(13)	–	(13)
Depreciation charge for the year	(205)	(506)	(711)
At 31 December 2024	385	2,065	2,450

Lease liabilities	Vehicles £'000	Property £'000	Total £'000
At 1 January 2023	182	4,015	4,197
Additions to lease liabilities	316	–	316
Lease finance expenses	18	137	155
Modification to leases*	(50)	(198)	(248)
Payments	(172)	(768)	(940)
At 31 December 2023	294	3,186	3,480
Additions to lease liabilities	293	–	293
Lease finance expenses	34	115	149
Modification to leases*	7	–	7
Payments	(185)	(753)	(938)
At 31 December 2024	443	2,548	2,991
Current lease liabilities	139	661	800
Non–current lease liabilities	304	1,887	2,191
	443	2,548	2,991

* *Modifications to lease assets and lease liabilities relate to a negotiated early termination of a Bureau property lease and early termination of a vehicle.*

	2024 £'000	2023 £'000
Net lease liability	528	599

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
CONTINUED

9 LEASES (CONTINUED)

(i) Amounts recognised in the consolidated statement of comprehensive income

Group	Vehicles 2024 £'000	Property 2024 £'000	Total 2024 £'000	Vehicles 2023 £'000	Property 2023 £'000	Total 2023 £'000
Depreciation charge for right of use assets	205	506	711	173	519	692
Lease finance expenses	33	116	149	17	138	155
Modification of lease terms – net impact	20	–	20	3	(114)	(111)
Expense relating to short–term and low value items leases	–	68	68	–	66	66
	258	**690**	**948**	**193**	**609**	**802**

Included within expenses relating to low value assets, which are below the de–minimis level, are amounts relating to IT equipment (printer and photocopiers etc) and property costs (fridges, microwaves etc). The total cash outflow for leases in 2024 was £937k (2023: £940k) including for principal and interest.

10 INTANGIBLE ASSETS AND GOODWILL

Group	Goodwill £'000	Trademarks, licences, patented and non–patented technology £'000	Customer relationships £'000	Brands £'000	Under construction £'000	Total £'000
Cost						
At 1 January 2024	23,397	39,682	8,566	455	1,108	73,208
Reclassifications	–	20	–	–	(20)	–
Additions	–	5,867	–	–	913	6,780
At 31 December 2024	23,397	45,569	8,566	455	2,001	79,988
Accumulated amortisation						
At 1 January 2024	–	23,281	3,843	455	–	27,579
Charge for the year	–	6,533	858	–	–	7,391
Disposals	–	–	–	–	–	–
At 31 December 2024	–	29,814	4,701	455	–	34,970
Net book value						
At 31 December 2024	23,397	15,755	3,865	–	2,001	45,018

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
CONTINUED

10 INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

Group	Goodwill £'000	Trademarks, licences, patented and non–patented technology £'000	Customer relationships £'000	Brands £'000	Under construction £'000	Total £'000
Cost						
At 1 January 2023	13,467	30,584	4,652	455	1,374	50,532
Reclassifications	–	1,403	–	–	(1,403)	–
Additions	–	5,481	–	–	1,137	6,618
Acquisitions through business combinations*	9,930	2,214	3,914	–	–	16,058
At 31 December 2023	23,397	39,682	8,566	455	1,108	73,208
Accumulated amortisation						
At 1 January 2023	–	17,118	2,956	450	–	20,524
Acquired through business combinations	–	7	–	–	–	7
Charge for the year	–	6,156	887	5	–	7,048
Disposals	–	–	–	–	–	–
At 31 December 2023	–	23,281	3,843	455	–	27,579
Net book value						
At 31 December 2023	23,397	16,401	4,723	–	1,108	45,629

*Acquisitions through business combinations	Goodwill £'000	Trademarks, licences, patented and non-patented technology £'000	Customer relationships £'000	Total £'000
Equals Money Europe S.A.	8,801	–	2,436	11,237
Hamer and Hamer LTD	1,129	–	1,478	2,607
Roqqett LTD	–	2,214	–	2,214
At 31 December 2023	9,930	2,214	3,914	16,058

Included within additions to 'assets under construction' and 'trademarks, licenses, patented and non-patented technology' is £6,518k (2023: £6,206k) for internally generated software. The intangibles under construction balance consists of costs incurred on software development projects that were not completed before the end of the financial year. IAS 36 *Impairment of Assets* requires that intangible assets that are not available for use are required to be tested for impairment at least on an annual basis. The balance at reporting date relates to additions made during the financial year, which are tested annually for impairment during the 2024 calendar year.

Goodwill

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from that business combination. Impairment testing of goodwill that was recognised in a business combination is required by IAS 36 - *Impairment of Assets* to be performed on an annual basis or whenever indicators of impairment exist. Where goodwill has been allocated to a cash-generating unit ("CGU") that CGU is tested for impairment to determine whether the carrying amount of the CGU may not be recoverable. The Group has carried out the impairment review of goodwill recognised in the following CGUs as required by IAS 36 - *Impairment of Assets*:

- Banking
- International Payments (including businesses of Hermex, Eiger, Equals Connect Limited (previously Casco), the International Payments business of CFX and Effective)
- Solutions
- EMEU

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

10 INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

This represents the lowest level at which goodwill is monitored for internal management purposes.

As noted in note 3.1 going concern, on 11th December 2024 the Board reached an agreement on the terms of a recommended sale of the Group for all cash consideration of 135 pence per share. The sale is to be effected by means of a scheme of arrangement under part 26 of the Companies Act, the scheme of arrangement was approved by the shareholders on 8th January 2025.

Under IAS 36 - *Impairment of Assets* management must assess whether goodwill allocated to CGU's carrying amount may not be recoverable. In prior years the carrying amount was calculated under value in use model, in the current year due to impending sale of the Group and there being an agreed sale price and sale costs this assessment is performed under fair value less costs of disposal. This approach gives more reliable evidence due to the agreed sale price and being close to the year-end date and is more beneficial for the readers of the financial statements.

Under fair value less cost of disposal, the Group have an agreed sale price of 135 pence per share, and disposal costs relating to broker and legal costs. This amount has been allocated to each CGU based on revenue split in the 3-year forecasts for 2024-2026, these forecasts were used in the sale documentation.

The Group has conducted a sensitivity analysis on the impairment test of the Europe CGU carrying value. This was the only CGU that needed sensitivity disclosures under IAS 36 - *Impairment of Assets*. The table below summarises the changes required and the key assumptions which would result in the recoverable value of Europe CGU being equal to the respective carry amount:

Revenue growth (CAGR)*	IAS 1 reasonably possible	Existing Headroom	Sensitised headroom	Reduction in headroom
120%	84.5%	9,811	4,658	5,153
Revenue growth (CAGR)*	IAS 36	Existing Headroom	Sensitised headroom	Reduction in headroom
120%	38.7%	9,811	–	9,811

* *CAGR of 120% is based on the 3-year forecasted revenue used in the sale process of the Group. This has been modelled using the actual profile of growth in the Solutions CGU over the historic period of 2021 to 2024. The European CGU was acquired to allow access to the European market and extend the target addressable market for the solutions product, therefore is a reasonable proxy for growth potential.*

Based on the sensitivity analyses, the Group has determined that for Europe CGU there are no reasonable possible changes to the key assumptions which would result in the carrying value of the CGU exceeding its recoverable value at 31 December 2024 and therefore no impairment.

The recoverable amount for each CGU were as follows: £12,664k for Banking, £43,644k for Cards, £90,472k for International Payments, £94,912k for Solutions, and £20,828k for Europe.

11 INVESTMENTS

Company – shares in subsidiary undertakings	2024 £'000	2023 £'000
Cost		
At 1 January	77,750	62,902
Additions through share-based payments*	2,386	1,419
Additions through subsidiary acquisitions	2,799	13,429
At 31 December	82,935	77,750
Net Book Value		
At 31 December	82,935	77,750

* Additions through share-based payments are an expense recognised in Equals Money PLC, as the parent Company Equals Group PLC has no payroll and therefore all employees are employed via subsidiaries.

In the opinion of the Directors the aggregate value of the Company's investment in subsidiary undertakings is not less than the amount included in the statement of financial position.

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11 INVESTMENTS (CONTINUED)

Subsidiary undertakings

The Company holds the share capital (both directly and indirectly) of the following companies:

Subsidiary Undertaking	Company number	Country of registration or incorporation	Shares held		
			Class	%	Status
Equals Money PLC	05539698	England and Wales	Ordinary	100	Trading
Equals Money UK Limited	06268340	England and Wales	Ordinary	100	Trading
Equals Money International Limited	09558664	England and Wales	Ordinary	100	Trading
Equals Connect Limited*1	07131446	England and Wales	Ordinary	100	Trading
Roqqett Limited	12330839	England and Wales	Ordinary	100	Trading
Hamer and Hamer Limited*1	09347930	England and Wales	Ordinary	100	Trading
Equals Money Europe S.A.	0849.185.510	Belgium	Ordinary	100	Trading
Equals Pay LLC	7477374	United States of America	Ordinary	100	Trading
Fair Foreign Exchange Ireland Limited*1	IE537487	Ireland	Ordinary	100	Dormant
City Forex Limited*2	13518424	England and Wales	Ordinary	100	Dormant
FairFX Limited*2	14344612	England and Wales	Ordinary	100	Dormant
Spectrum Payment Services Limited*2	14344429	England and Wales	Ordinary	100	Dormant
Fair Payments Limited*2	14811356	England and Wales	Ordinary	100	Dormant
Oonex Limited*2	14476167	England and Wales	Ordinary	100	Dormant

**1 Share capital held indirectly.*

**2 The UK dormant Companies are exempt from the requirement to prepare and file individual accounts by virtue of Companies Act 2006 section 394A and section 448A.*

Hamer and Hamer is no longer licenced by the FCA to trade, and the company is in the process of being wound-up.

The registered office address of subsidiary undertakings is Third Floor, Thames House, Vintners Place, 68 Upper Thames Street, London, EC4V 3BJ. They have a reporting date of 31st December.

12 ACQUISITIONS AND DISPOSALS

There were no acquisitions or disposals made in the year or up to the date of signing these financial statements.

2023 Acquisitions & Disposal

A. Acquisition of Equals Money Europe S.A.

On 4th July 2023, Equals Group PLC acquired the entire ordinary share capital of Equals Money Europe S.A. (EMEU), an authorised payment institution regulated by the National Bank of Belgium (NBB) to enable the provision of Equals products into the European Economic Area (EEA).

Acquiring EMEU allows the Group to bring its payments, cards and multi-currency account products to a new suite of customers across Europe. EMEU's ability to issue local IBANs within the Eurozone will expand the addressable market for the Group's platform and products.

The fair value of consideration on the date of acquisition transferred was calculated as follows:

	£'000
Initial share consideration – Fair valued*	3,757
Share Consideration – Fair valued	3,757
Completion Liabilities – Cash	2,461
Contingent Share consideration – Fair valued*	987
Assumed Liabilities – Cash	1,644
Total consideration transferred	**8,849**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

12 ACQUISITIONS AND DISPOSALS (CONTINUED)

	£'000
3,939,294 new ordinary shares of 1p each in Equals Group PLC at an issue price of 81p per share	3,190
Fair Value consideration thereon	567
***Fair valued – initial share consideration**	**3,757**

	£'000
1,061,706 new ordinary shares of 1p each in Equals Group PLC at an issue price of 81p per share	860
Fair Value consideration thereon	127
***Fair valued - further contingent consideration**	**987**

The initial consideration for the acquisition was £3,191k satisfied by the issue of 3,939,294 new ordinary shares of 1p each in Equals Group PLC at an issue price of £0.81 per share ('Issue Price'). Completion liabilities of £2,461k were settled on acquisition. Further contingent consideration of up to £987k is subject to conditions due to be paid in the next six months and this was satisfied by the issue of 1,000,000 new ordinary shares of 1p each in Equals Group PLC at an issue price of 81p per share on 4th January 2024. Additional contingent consideration of assumed liabilities, of which £1,395k has been paid in 2024 and £169k is expected to be settled over the next 12 months.

The recognised amounts of assets acquired, and liabilities assumed at the date of acquisition were as follows:

	£'000
Property, plant and equipment	103
Intangibles – customer relationships	2,436
Cash	204
Net working capital	(2,168)
Debt	(14)
	561
Deferred tax liabilities	(609)
Total identifiable net liabilities acquired	**(48)**

Based on the valuation of the intangibles and enacted UK corporation tax rates a deferred tax liability of £609k was recognised as a result of the identified intangible asset.

Goodwill comprises the value to shortcut Equals EU API Licencing journey and to allow Equals to launch the full Equals Money product for direct sales into almost every EEA state without further presence and open up significant new Solutions product corridors. The EMEU transaction and other comparable transactions in the market typically have high Goodwill representing the speed and security of access to the market. Management advised it could have taken Equals at least eighteen months and significant resource and costs to independently acquire an EU API Licence.

Goodwill arising from the acquisition has been recognised as follows:

	£'000
Consideration transferred	8,849
Fair value of identifiable net liabilities	(48)
Goodwill	**8,801**

B. Acquisition of Hamer and Hamer Limited

On 20th April 2023, Equals Money PLC, a fully owned subsidiary of the Group, acquired the entire ordinary share capital of Hamer and Hamer Limited, an authorised payment institution regulated by the FCA, established in 2014 and has historically focused on the provision of international payments.

The initial consideration payable was £1,500k payable in cash with a potential additional consideration of £768k depending on future performance.

The contingent consideration will be payable in cash and is subject to a number of performance conditions, of which £19k was paid in 2024 relating to year 1 performance conditions.

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12 ACQUISITIONS AND DISPOSALS (CONTINUED)

The acquisition date fair value of consideration transferred was calculated as follows:

	£'000
Cash	1,500
Consideration	1,500
Contingent consideration	768
Total consideration transferred	**2,268**

The recognised amounts of assets acquired, and liabilities assumed at the date of acquisition were as follows:

	£'000
Property, plant and equipment	35
Intangibles – customer relationships	1,478
Cash	293
Trade and other receivables	102
Trade and other payables	(400)
	1,508
Deferred tax liabilities	(369)
Total identifiable net assets acquired	**1,139**

Based on the valuation of the intangibles and enacted UK corporation tax rates a deferred tax liability of £369k was recognised as a result of the identified intangible asset.

Goodwill comprises the value of expected synergies arising from the acquisition and additional value attributed by the acquirer in relation to the future expected cash flows, which is not separately recognised. None of the goodwill recognised is expected to be deductible for income tax purposes.

Goodwill arising from the acquisition has been recognised as follows:

	£'000
Consideration transferred	2,268
Fair value of identifiable net assets	(1,139)
Goodwill	**1,129**

C. Acquisition of Roqqett Limited

On 6th January 2023, Equals Group PLC acquired the entire ordinary share capital of Roqqett Limited, an open-banking platform regulated by the FCA, established in 2019 and has historically focused on open-banking software.

The acquisition will provide Equals Group with two key licenses it currently does not hold; Roqqett is authorised by the FCA as both an AISP (Account Information Service Provider) and PISP (Payment Initiation Service Provider). This creates the ability to provide customers with an alternative route to acquire payments from their customers, i.e. open banking services.

The initial consideration payable was £1,000k less gross liabilities of £831k and therefore £169k payable in cash. There was further potential additional consideration of £1,250k depending on future performance and platform delivery. This was settled in full by 31 March 2024.

The contingent consideration of £1,250k is made up of three deferred payments. One of up to £250k satisfied in cash on receipt of R&D tax credits from 2022 claim and two of £500k, one in cash and the other satisfied by the issue of ordinary shares in Equals Group PLC at an issue price of 87.23p (five-day volume-weighted average price as of Friday 25 November 2022).

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CONTINUED

12 ACQUISITIONS AND DISPOSALS (CONTINUED)

The deferred consideration has been satisfied as follows:

1. £215k was satisfied in cash on receipt of the 2022 R&D tax credit on 26th May 2023.
2. Deferred share consideration of £500k was settled via 573,197 new shares being issued at 87.23p on 8th December 2023.
3. Remaining £500k cash deferred consideration was paid on 7th March 2024.

The acquisition date fair value of consideration transferred was calculated as follows:

	£'000
Cash	169
Contingent consideration	1,250
Total consideration transferred	**1,419**
Incidental consideration expenses	131
Total transferred	**1,550**

The recognised amounts of assets acquired, and liabilities assumed at the date of acquisition were as follows:

	£'000
Cash	152
Trade and other receivables	238
Trade and other payables	(1,054)
Total identifiable net liabilities acquired	**(664)**

Intangible software arising from the acquisition has been recognised as follows:

	£'000
Total transferred	1,550
Fair value of identifiable liabilities	664
Intangibles	**2,214**

Intangibles comprises of the Open Banking Platform Technology only. A 'concentration test' was applied under IFRS 3 – Business Combinations where substantially all the fair value of gross assets acquired is concentrated in a single asset (or a group of similar assets).

D. Disposal of Travel Cash CGU

On 14th March 2023, Equals Group PLC disposed the Travel Cash CGU from the Group to Currency Exchange Corporation Ltd, having a predominantly B2C customer base and aligning with the objective towards being a B2B focussed payments platform.

The disposed CGU comprised of one physical travel branch operated by the Group in the City of London.

The Travel Cash CGU was disposed for an initial £250k with a further £100k subject to certain conditions being met to Currency Exchange Corporation Ltd. The conditions attached to the further £100k was received during the year in 2024. The carrying value of the assets disposed of were £128k shown in note 4 and consisted of right of use and intangible assets.

Gain on the disposal of the Travel Cash CGU has been recognised as follows:

	£
Net IFRS 16 lease liabilities of the CGU	114,933
Proceeds from the disposal consideration	350,000
Less: associated legal and supplier termination costs	(85,210)
Gain on disposal	**379,723**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

13 INVENTORIES

Group	2024 £'000	2023 £'000
Finished goods	166	372

The Group's inventories comprise of cards. Included within transaction and commission costs is a charge relating to stock of £392k (2023: £280k) incurred in the ordinary course of business.

14 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Current assets				
Trade receivables	4,479	5,642	–	–
Amounts due from Group undertakings	–	–	554	1,272
Other receivables*	3,490	4,842	48	–
Prepayments	2,563	1,789	133	126
Accrued income	3,011	1,158	–	–
	13,543	13,431	735	1,398

* Other receivables include £746k (2023: £2,627) of Collateral held at banking providers, relating to client margin.

Information about the Group's exposure to market risk, credit risk and impairment losses for trade and other receivables is included in note 20.

Amounts owed by group undertaking are unsecured, non-interest bearing and repayable on demand.

Group – movement in Expected Credit Loss ("ECL")	2024 £'000	2023 £'000
Cost		
Allowance for ECLs at 1 January	57	27
Released during the year	26	30
Allowance for ECLs at 31 December	83	57

The ECL allowance for the Company is £nil (2023: £nil)

15 CASH AND CASH EQUIVALENTS

Group	2024 £'000	2023 £'000
Cash at bank	29,248	18,662

16 SHARE CAPITAL

Group and Company	2024 No.	2024 £'000	2023 No.	2023 £'000
Authorised, issued and fully paid-up capital				
At 1 January	186,627,898	1,866	180,712,473	1,807
Exercised in year	2,743,600	28	352,758	3
Issued in the year - SIP	–	–	1,051,176	10
Issued in year – EMEU acquisition	1,000,000	10	3,938,294	40
Issued in year – Roqqett acquisition	–	–	573,197	6
At 31 December	190,371,498	1,904	186,627,898	1,866
Weighted average number of shares	188,354,225		183,624,192	

Deferred shares of 1,000,000 relating to the EMEU acquisition were issued on 4th January 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

17 OTHER RESERVES

Group	Merger reserve* £'000	Contingent consideration reserve £'000	Foreign currency reserve £'000	Total £'000
At 1 January 2023	8,396	207	6	8,609
Shares issued in relation to Roqqett acquisition	494	–	–	494
Shares issued in relation to EMEU acquisition	3,844	–	–	3,844
Settlement of EMEU deferred equity consideration	860	–	–	860
EMEU deferred consideration – non-payable	(50)	–	–	(50)
Exchange differences arising on translation of foreign operations	–	–	6	6
Transfer of Q-Money contingent liability	–	(207)	–	(207)
At 31 December 2023	**13,544**	**–**	**12**	**13,556**
EMEU deferred consideration – share issue	(10)	–	–	(10)
Exchange differences arising on translation of foreign operations	–	–	(2)	(2)
At 31 December 2024	**13,534**	**–**	**10**	**13,544**

Company	Merger reserve* £'000	Contingent consideration reserve £'000	Total £'000
At 1 January 2023	2,980	207	3,187
Shares issued in relation to Roqqett acquisition	494	–	494
Shares issued in relation to EMEU acquisition	3,844	–	3,844
Settlement of EMEU deferred equity consideration	860	–	860
EMEU deferred consideration – non-payable	(50)	–	(50)
Transfer of Q-Money contingent liability	–	(207)	(207)
At 31 December 2023	**8,128**	**–**	**8,128**
EMEU deferred consideration – share issue	(10)	–	(10)
At 31 December 2024	**8,118**	**–**	**8,118**

* The merger reserve is a non-distributable reserve created when the Group issues shares as part of a merger or acquisition as purchase consideration. The amounts recognised here is the difference between the fair value and the nominal value of the shares issued.

18 TRADE AND OTHER PAYABLES

	Group 2024 £'000	Group 2023 £'000	Company 2024 £'000	Company 2023 £'000
Current liabilities				
Trade payables*	7,555	4,847	284	558
Amounts owing to Group undertakings	–	–	20,056	12,244
Taxation and social security	1,043	1,389	–	–
Other creditors	955	1,658	178	1,519
Accruals and deferred income	15,557	14,291	2,085	1,320
	25,110	22,185	22,603	15,641

* Trade payables include £4,815 (2023: £5,529) of client margin relating to forward contracts.

Amounts owed to group undertakings are unsecured, non-interest bearing and repayable on demand.

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19 DERIVATIVE FINANCIAL ASSETS AND FINANCIAL LIABILITIES

19.1 Derivative financial assets

Financial assets at fair value through profit or loss

Group	Fair Value 2024 £'000	Notional Principal 2024 £'000	Fair Value 2023 £'000	Notional Principal 2023 £'000
Foreign exchange forward contracts	8,077	280,209	4,760	315,294
Total financial instruments at fair value	8,077	280,209	4,760	315,294

19.2 Derivative financial liabilities

Financial liabilities at fair value through profit or loss

Group	Fair Value 2024 £'000	Notional Principal 2024 £'000	Fair Value 2023 £'000	Notional Principal 2023 £'000
Foreign exchange forward contracts	6,587	271,808	4,402	311,154
Total financial instruments at fair value	6,587	271,808	4,402	311,154

20 FINANCIAL INSTRUMENTS

The Group's financial instruments comprise cash, foreign exchange forward contracts and various items arising directly from its operations. The main purpose of these financial instruments is to provide working capital for the Group. In common with other businesses, the Group is exposed to the risk that arises from its use of financial instruments. The Group does not deal in any financial instrument contracts for its own benefit. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information is found throughout these consolidated financial statements.

20.1 Principal financial instruments

The principal financial instruments of the Group, from which financial instrument risk arises, are as follows:

Group	2024 £'000	2023 £'000
Financial instruments held at amortised cost		
Cash and cash equivalents	29,248	18,662
Trade and other receivables	7,969	10,484
Trade and other payables	(7,555)	(4,847)
Lease liabilities	(2,991)	(3,480)

	2024 £'000	2023 £'000
Financial instruments held at fair value through profit or loss		
Derivative financial assets – Forward foreign exchange contracts	8,077	4,760
Derivative financial liabilities – Forward foreign exchange contracts	(6,587)	(4,402)

Trade and other payables generally have a maturity of less than one month.

Forward foreign exchange contracts fall into Level 2 of the fair value hierarchy as set out in note 3.24 since Level 2 comprises those financial instruments which can be valued using inputs other than quoted prices that are observable for the asset or liability either directly (i.e., prices) or indirectly (i.e., derived from prices). In 2024, the unrealised gain or loss recognised in the income statement on the fair value of financial instruments was a gain of £602k (2023: £260k). This was reported in administration costs in the statement of comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

20 FINANCIAL INSTRUMENTS (CONTINUED)

20.2 Financial risk management objectives and policies

Credit risk

As required under IFRS 9 and IFRS 7, the Group analysed its trade debtors and split them into portfolios: bank and other financial institutions, financial service providers and corporate customers. The Group has significant short-term receivables and security collateral arrangements with banks and other financial institutions which are generally considered to be a low credit risk due to the financial strength of the counterparty.

The ageing of financial assets at the statement of financial position date is as follows:

2024 Group	On demand £'000	Between 1 and 3 months £'000	Between 3 and 12 months £'000	Over 1 year £'000	Total £'000
Trade and other receivables - gross	10,897	–	–	–	10,897
Allowance for Expected Credit Loss (ECL)	83	–	–	–	83
Trade and other receivables - net	10,980	–	–	–	10,980
Derivative financial assets	973	3,062	3,518	524	8,077

2023 Group	On demand £'000	Between 1 and 3 months £'000	Between 3 and 12 months £'000	Over 1 year £'000	Total £'000
Trade and other receivables – gross	10,127	252	1,206	–	11,585
Allowance for ECL	57	–	–	–	57
Trade and other receivables – net	10,184	252	1,206	–	11,642
Derivative financial assets	330	1,852	2,177	401	4,760

Liquidity risk

Management of liquidity risk is achieved by monitoring budgets and forecasts and actual cash flows and available cash balances. The daily settlement flows in respect of financial asset and liability, spot and swap contracts require adequate liquidity which is provided through intra-day settlement facilities. Further details of the risk management objectives and policies are disclosed in the principal risks and uncertainties section of the Strategic Report.

The table below analyses the Group's gross undiscounted cash flows by their contractual maturity date.

2024 Group	On demand and within 1 month £'000	Between 1 and 3 months £'000	Between 3 and 12 months £'000	Over 1 year £'000	Total £'000
Trade and other payables	20,670	–	–	–	20,670
Derivative financial liabilities	687	2,508	2,947	445	6,587
Lease liabilities	67	133	600	2,191	2,991

2023 Group	On demand and within 1 month £'000	Between 1 and 3 months £'000	Between 3 and 12 months £'000	Over 1 year £'000	Total £'000
Trade and other payables	15,268	–	–	–	15,268
Derivative financial liabilities	389	1,637	2,019	357	4,402
Lease liabilities	63	125	563	2,729	3,480

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20 FINANCIAL INSTRUMENTS (CONTINUED)

Market risk

Market risk arises from the Group's use of foreign currency. This is detailed below in the foreign currency risk section.

Interest rate risk

The Group is subject to interest rate risk as its bank balances and borrowings are subject to interest at a floating rate. However, the Group manages its exposure to interest rate movements through a dynamic pricing model that directly links customer pricing to the balances held with the Group.

Interest Revenue and Rate Optimisation

Interest revenue is generated as a result of growing customer balances, with rate optimisation forming a key basis of the pricing model for certain revenue streams. When customer balances are higher, the Group generates more revenue from interest, and therefore the pricing model reflects this by offering more favourable terms to customers. Conversely, when customer balances are lower, pricing is adjusted to compensate for the reduced interest revenue generated from those balances. This pricing mechanism effectively mitigates the interest rate risk by aligning customer pricing with the level of interest revenue generated.

Sensitivity Analysis

The table below shows how our interest income would be affected by a 100bps parallel shift (both up and down) applied on average safeguarded balances held in the year for 31 December 2024 and 31 December 2023. These impacts would be mitigated by an increase in the dynamic pricing mode to customers.

Group	+100bps 2024 £'000	-100bps 2024 £'000	+100bps 2023 £'000	-100bps 2023 £'000
Interest income sensitivity	5,857	(5,857)	4,023	(4,023)

The Group also notes that it does not hold significant floating rate debt or other financial instruments that would expose it to interest rate risk in a manner requiring separate sensitivity disclosures.

Foreign currency risk

Foreign currency risk arises from having assets and liabilities in currencies other than sterling. The Group's balance sheet includes foreign currency balances placed with card issuers and foreign currency settlement partners. The sterling equivalent of foreign currency balances with card providers at year end was £157k (2023: £154k), which is primarily made up of USD and EUR. The Group's foreign currency (FX) collateral with FX settlement partners is immaterial as collateral is primarily settled in sterling.

The Group does not hold any material foreign currency cash at bank on its balance sheet.

Financial instruments and fair value risk

The following table shows the carrying amount of financial assets and financial liabilities. It does not include a fair value adjustment as the carrying amount is a reasonable approximation of fair value.

31 December 2024	Measured at amortised cost £'000	Measured at fair value £'000	Total £'000
Financial assets			
Cash and cash equivalents	29,248	–	29,248
Trade and other receivables	7,969	–	7,969
Derivative financial assets	–	8,077	8,077
	37,217	**8,077**	**45,294**
Financial liabilities			
Trade and other payables	7,555	–	7,555
Derivative financial liabilities	–	6,587	6,587
	7,555	**6,587**	**14,142**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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20 FINANCIAL INSTRUMENTS (CONTINUED)

31 December 2023	Measured at amortised cost £'000	Measured at fair value £'000	Total £'000
Financial assets			
Cash and cash equivalents	18,662	–	18,662
Trade and other receivables	10,484	–	10,484
Derivative financial assets	–	4,760	4,760
	29,146	**4,760**	**33,906**
Financial liabilities			
Trade and other payables	4,847	–	4,847
Derivative financial liabilities	–	4,402	4,402
	4,847	**4,402**	**9,249**

All financial instruments measured at fair value are classified as level 2 financial instruments in the fair value hierarchy.

Capital management policy and procedures

The Group's capital management objectives are:

- to ensure that the Group and Company will be able to continue as a going concern; and
- to maximise the income and capital return to the Company's shareholders.

The Group considers its capital to include issued share capital, share premium, retained earnings, and other reserves, as presented in the consolidated statement of financial position.

The Group manages its capital structure in accordance with regulatory and business requirements, ensuring sufficient liquidity to support its operations while complying with externally imposed capital requirements.

The Company is subject to the following externally imposed capital requirements:

- as a public limited company, the Company is required to have a minimum issued share capital of £50k.

Equals Money PLC and Equals Connect Limited, wholly owned subsidiaries, are each subject to the following capital requirement under the Payment Service Regulations 2009.

- either 10% of fixed overheads for the preceding year or the initial capital requirement of €25k, whichever is the higher.

Equals Money UK Limited, a wholly owned subsidiary, is subject to the following capital requirement under the Payment Service Regulations 2009.

- either 10% of fixed overheads for the preceding year or the initial capital requirement of €323k, whichever is the higher.

Equals Money International Limited, a wholly owned subsidiary, is subject to the following capital requirement under the Electronic Money Regulations 2011:

The Company is subject to the following externally imposed capital requirements:

- capital at least equal to 2% of the average outstanding electronic money of the institution or €350k, whichever is the higher.

The Group has complied with these requirements during the year and as at the year end.

21 SHARE OPTIONS

The Group issues equity-settled share-based payments to certain Directors and employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant. The fair value of options granted has been calculated with reference to the Black-Scholes option pricing model except for the new LTIP scheme offered to the Executive Directors in 2021 and all 2022 and 2023 LTIP awards which have been calculated under the Monte Carlo pricing model as detailed below due to various performance conditions. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

During the year ended 31 December 2024, there were a number of share-based payment transactions within the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 CONTINUED

21 SHARE OPTIONS (CONTINUED)

			Cancelled/replaced				
Date Granted	Exercise price (£)	At 1 January 2024 Number	Cancelled Number	Granted Number	Exercised Number	Lapsed Number	At 31 December 2024 Number
22/07/2014	0.07	200,000	–	–	(200,000)	–	–
22/07/2014	0.22	447,750	–	–	(254,800)	–	192,950
22/07/2014	0.36	3,725,050	–	–	(400,000)	–	3,325,050
28/09/2016	0.30	283,333	–	–	(50,000)	–	233,333
28/09/2016	0.30	283,333	–	–	–	–	283,333
28/09/2016	0.30	283,333	–	–	–	–	283,333
01/09/2020	0.29	250,000	–	–	–	–	250,000
01/09/2023	0.29	250,000	–	–	–	–	250,000
01/09/2020	0.29	250,000	–	–	–	–	250,000
01/09/2020	0.29	416,667	–	–	–	–	416,667
01/09/2020	0.29	416,667	–	–	–	–	416,667
01/09/2020	0.29	416,667	–	–	–	–	416,667
18/10/2021	–	2,185,000	–	–	(2,135,000)	(50,000)	–
18/10/2021	–	1,250,000	–	–	(1,250,000)	–	–
14/12/2022	–	3,132,500	–	–	–	(30,000)	3,102,500
06/11/2023	–	2,600,000	–	–	–	(72,500)	2,527,500
Number of share options		**16,390,301**	**–**	**–**	**(4,289,800)**	**(152,500)**	**11,948,001**
Number of SIP awards issued but accounted for as a share option award							
07/01/2022*	–	572,000	–	–	(4,000)	(24,000)	544,000
20/01/2023*	–	687,848	–	–	(7,952)	(27,832)	652,064
04/12/2023*	–	459,448	–	–	(6,072)	(52,624)	400,752
Total number of SIPs		**1,719,296**	**–**	**–**	**(18,024)**	**(104,456)**	**1,596,816**
Total number of options		**18,109,597**	**–**	**–**	**(4,307,824)**	**(256,956)**	**13,544,817**

* *These grants are per IFRS 2 – Share Based Payment, service period commences before the grant date and thus the shares are disclosed in the year which participants are made aware of the grant conditions and thus the expense is accrued at the date the grant condition is communicated to participants. Which in the case of the 2023 SIP was 6 November 2023.*

In 2024, the executives have been granted performance-based share options shown in the table below.

	At 1 January 2024 Number	Cancelled Number	Granted Number	Exercised Number	Lapsed Number	At 31 December 2024 Number
Ian Strafford-Taylor						
- options	8,205,500	–	–	(750,000)	–	7,455,500
- SIPs	10,000	–	–	–	–	10,000
	8,215,500	–	–	(750,000)	–	7,465,000
Richard Cooper						
- options	1,175,000	–	–	(500,000)	–	675,000
- SIPs	10,000	–	–	–	–	10,000
	1,185,000	–	–	(500,000)	–	685,000
Total - Executive Directors*	9,400,500	–	–	(1,250,000)	–	8,150,500
Employees	8,709,097	–	–	(3,057,824)	(256,956)	5,394,317
	18,109,597	**–**	**–**	**(4,307,824)**	**(256,956)**	**13,544,817**

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21 SHARE OPTIONS (CONTINUED)

	At 1 January 2023 Number	Cancelled Number	Granted Number	Exercised Number	Lapsed Number	At 31 December 2023 Number
Ian Strafford-Taylor						
- options	7,655,500	–	550,000	–	–	8,205,500
- SIPs	8,000	(24)	2,024	–	–	10,000
	7,663,500	(24)	552,024	–	–	8,215,500
Richard Cooper						
- options	1,208,334	–	300,000	(333,334)	–	1,175,000
- SIPs	8,000	(24)	2,024	–	–	10,000
	1,216,334	(24)	302,024	(333,334)	–	1,185,000
Total - Executive Directors*	8,879,834	(48)	854,048	(333,334)	–	9,400,500
Employees	7,261,225	(536,464)	2,205,400	(55,304)	(165,760)	8,709,097
	16,141,059	**(536,512)**	**3,059,448**	**(388,638)**	**(165,760)**	**18,109,597**

* *See Remuneration Committee report pages 49 to 57 for a list of current Directors' share options.*

The Group launched a new long-term incentive plan in 2021 and has made additional grants in 2022 and 2023. These plans were announced to the stock market on 18 October 2021, 14 December 2022 and 6 November 2023. During the year, the 2021 LTIPs vested in full. As announced on 18 October 3,385,000 options vested, but the Company elected to cash settle those shares (1,546,200) which would have had to be sold to settle the personal tax liabilities, thus 1,838,800 shares were issued to a total of 2 Executive Directors, 7 PDMRs and 22 other staff. The interest of the Directors was as follows:

	Alan Hughes	Sian Herbert	Christopher Bones	Ian Strafford-Taylor	Richard Cooper	Total
Interest in vested LTIPs in the Trust (number):						
Gross	–	–	–	750,000	500,000	1,250,000
Deduction for income taxes	–	–	–	(352,500)	(235,000)	(587,500)
Net shares held in trust	–	–	–	397,500	265,000	662,500
Gains made by Directors on these options since exercise £'000	–	–	–	82	55	137

The above share options issued in Equals Group PLC have been granted to both Directors and employees of the Group. At 31 December 2024, there were unexercised share options amounting to 6% (2023: 9%) of the Company's total issued shares. Of the above options 8,151k (2023: 9,401k) have been granted to Directors of the Company (see Remuneration Committee report pages 49 to 57), with an additional 2,400k (2023: 3,198k) having been granted to individuals who are, or have been during the year, Directors of wholly owned subsidiaries within the Group.

In November 2023, Equals Group PLC awarded new shares under their discretionary share incentive plan. A total of 459,448 share options were awarded under the plan to various employees, which had a vesting period of three years from the grant date. The shares will be awarded as 'free shares'. The estimated future grant date fair value for the basis of the FY2023 charge was £1.15, as in accordance with IFRS 2. The actual grant date was 4th December 2023.

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21 SHARE OPTIONS (CONTINUED)

Weighted average exercise price of options

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price 2024	Number of options 2024	Weighted average exercise price 2023	Number of options 2023
Outstanding at the beginning of the year	0.1272	18,109,597	0.1822	16,141,058
Granted during the year	–	–	–	3,059,448
Cancelled during the year	–	–	0.9422	(536,512)
Lapsed during the year	(0.0100)	(256,956)	(0.0100)	(165,760)
Exercised during the year	(0.0536)	(4,307,824)	(0.2487)	(388,637)
Outstanding at the end of the year	**0.1530**	**13,544,817**	**0.1272**	**18,109,597**
Exercisable at the end of the year	**0.3279**	**6,318,001**	**0.3188**	**7,222,801**

The weighted average share price for the year was £1.18 (2023: £0.99).

The fair values of share options in the relevant schemes are calculated using a Black-Scholes model. The fair value of a share award is based on the share price at the date of the grant. Details of the inputs made into that model are disclosed in the table below.

	At 1 January 2024	Granted during year
Weighted average share price (£)	0.51	n/a
Weighted average exercise price (£)	0.21	n/a d
Weighted average expected volatility	35%	n/a b
Weighted average option life in years	5.5	n/a a
Weighted average risk-free rate	1%	n/a c
Weighted average expected dividends	None	n/a
Weighted average fair value of the options granted (£)	0.35	n/a c

The fair values of share options in the relevant schemes are calculated using a Monte Carlo model. The fair value of a share award is based on the share price at the date of the grant. Details of the inputs made into that model are disclosed in the table below.

	At 1 January 2024	Granted during year
Weighted average share price (£)	0.93	n/a
Weighted average exercise price (£)	–	n/a d
Weighted average expected volatility	54%	n/a b
Weighted average option life in years	3.0	n/a a
Weighted average risk-free rate	3%	n/a c
Weighted average expected dividends	None	n/a
Weighted average air value of the options granted (£)	0.69	n/a d

a. Option life is an estimate of the average time expected between the issue of the options and exercise. This is calculated on each individual tranche of options issued and varies between 3 and 10 years.

b. Expected volatility has been determined on the company share price for the same time frame as the average option life for that tranche, this varies between 21% and 59%.

c. Risk Free rate is based on the UK gilt rate for a time period equal to the Option Life at the date of grant of the option. This varies between 0.1% and 4.4%.

d. A summary of the exercise price and fair value of the options granted is summarised below. If the fair value of the option was deemed to be nil it is marked accordingly.

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21 SHARE OPTIONS (CONTINUED)

	Exercise price (£)	Fair Value (£)
22/07/2014	0.07	0.28
22/07/2014	0.22	0.20
22/07/2014	0.36	0.12
28/09/2016	0.30	0.13
01/09/2020	0.29	0.16
18/10/2021	–	0.62
18/10/2021	–	0.34
07/01/2022	–	0.68
14/12/2022	–	0.66
20/01/2023	–	0.87
06/11/2023	–	0.89
04/12/2023	–	1.15

For the options outstanding at 31 December 2024, the weighted average fair values and the weighted average remaining contractual lives (being the time period from 31 December 2023 until the lapse date of each option) are set out below:

	Weighted average fair value of options outstanding (£)	Weighted average remaining contractual life (years)
Historic Share Schemes Pre 2021	0.14	2.02
2021 Long-term Incentive Plan - SLT	0.62	7.02
2022 Long-Term Incentive Plan - SLT	0.66	7.96
2022 Long-term Incentive Plan - Exec	0.66	7.96
2022 Share Incentive Plan	0.88	8.06
2023 Long-Term Incentive Plan - SLT	0.89	8.84
2023 Long-Term Incentive Plan - Exec	0.89	8.84
2023 Share Incentive Plan	1.15	8.93

The SBP charge expensed to the statement of comprehensive income is £2,386k (2023: £1,419k), and Employers National Insurance costs on the 2021 LTIP exercise expenses to the statement of comprehensive income is £2,290k (2023 £nil). During the year the Group recognised an Employers National Insurance accrual expensed to the statement of comprehensive income of £1,300k (2023: £nil). During the year the Group recognised a £72k increase (2023: £1,507k increase) in deferred tax assets in relation to unexercised share options. Of this amount, £112k was recognised in the current year's tax credit (2023: £260k tax credit) and £40k deduction (2023: £1,247k increase) taken to equity.

22 FINANCIAL COMMITMENTS AND GUARANTEES

The Group has no significant financial commitments or guarantees for 2024 and 2023 year-end.

23 RELATED PARTY TRANSACTIONS

The related parties of the Group and related companies under IAS 24 *Related Party Disclosures* are the Group's key management personnel.

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23 RELATED PARTY TRANSACTIONS (CONTINUED)

Key Management Personnel

Key management personnel are those responsible for controlling and directing the activities of the Group and comprise the Executive Directors, the Non-Executive Directors and members of the Executive Management personnel. Key management personnel compensation paid during the year is as follows:

	2024 £'000	2023 £'000
Salaries, fees and other short-term employee benefits	7,023	4,978
Post-employment benefits	64	50
	7,087	5,028

Key management personnel share-based payment expense for all existing and new share schemes:

	2024 £'000	2023 £'000
Share–based payment expense	1,524	737

Company

Intercompany transactions and balances with the rest of the Group:

	Due from 2024 £'000	Due to 2024 £'000	Due from 2023 £'000	Due to 2023 £'000
Balance sheet				
Equals Money PLC	–	(19,252)	–	(11,531)
Equals Money International Limited	192	–	192	–
Equals Money UK Limited	–	(779)	–	(500)
Roqqett Limited	–	(25)	1,079	–
Equals Money Europe S.A.	362	–	–	(214)
	554	**(20,056)**	**1,271**	**(12,245)**

The intercompany balances within the Group are unsecured, non-interest bearing and repayable on demand.

Year ended 31 December 2024	Number of transactions	Value of Transactions £	Revenue Generated £
Ian Strafford-Taylor	8	121,091	101
Richard Cooper	9	833,180	282
	17	**954,271**	**383**

Year ended 31 December 2023	Number of transactions	Value of Transactions £	Revenue Generated £
Ian Strafford-Taylor	3	50,339	38
Richard Cooper	2	70,000	7
	5	**120,339**	**45**

The Group engaged in trading transactions for payment services with directors of Company. The transactions were conducted on commercial terms consistent with those that the Group offers to its employees and therefore is considered to be at arm's length.

24 ULTIMATE CONTROLLING PARTY

The Directors consider Equals Group PLC to be the ultimate controlling party of the Group.

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25 POST BALANCE SHEET EVENTS

On 11 December 2024, the Board announced that they had reached agreement on the terms of a recommended all cash acquisition of the entire issued and to be issued ordinary share capital of Equals (the "Acquisition"). Under the terms of the Acquisition, Equals Shareholders shall be entitled to receive 140 pence in cash, comprising a cash consideration of 135 pence per share plus a special dividend payment of 5 pence in cash per share (the "Special Dividend").

The Acquisition is to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme") and is subject to the terms and conditions set out in the scheme document relating to the Acquisition (the "Scheme Document") published on 17 December 2004.

As announced on 8 January 2025, the Scheme was approved by the requisite majority of Scheme Shareholders at the Court Meeting held on 8 January 2025 and the Special Resolutions relating to the implementation of the Scheme were also approved by the requisite majority of Equals Shareholders at the General Meeting also held on 8 January 2025.

As announced on 2 April 2025, the Regulatory Conditions set out in paragraphs 3.2 to 3.7 of Part III (*Conditions to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document have now been satisfied. Completion of the Acquisition remains subject to the Court's sanction of the Scheme at the Court Hearing, the delivery of a copy of the Scheme Court Order to the Registrar of Companies and the satisfaction (or, where applicable, waiver) of the remaining Conditions set out in Part III (*Conditions to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document.

The Court Hearing to sanction the Scheme is scheduled to be held on 10 April 2025 and subject to the satisfaction (or where applicable, waiver) of the remaining Conditions, the Scheme is expected to become Effective on 14 April 2025. The last day of dealings in, and for registration of transfers of, Equals Shares is therefore expected to be 11 April 2025, with all dealings in Equals Shares being suspended at 7.30 a.m. on 14 April 2025. It is also expected that the admission to trading of Equals Shares on AIM will be cancelled with effect from 7.00 a.m. on 15 April 2025.

Designed and
printed by:

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