

KINGSWOOD HOLDINGS LIMITED
("Kingswood", the "Company" or the "Group")

2024 Half year Report

Kingswood Holdings Limited (AIM: KWG), the international, fully integrated wealth and investment management group, is pleased to announce its unaudited interim financial results for the half year ended 30 June 2024.

Financial Highlights

Continuing Operations:

- Group Assets under Advice and Management (AUA&M) increased to £12.9bn up c8.2% on the prior year.
 - UK & Ireland (UK&I) Assets under Advice (AUA) at the period end were £6.0bn benefiting from the acquisition of BasePlan completed in February 2024.
 - UK&I Assets under Management (AUM) at the period end were £3.7bn.
 - US AuA was £3.2bn.
- Group Revenue from continuing operations in the period was £40.6m, an increase of 14% on the restated prior year (H1'23: £35.6m).
 - UK&I revenue increased by £0.3m to £23.4m, or 1%, compared to the restated period last year, of which 81% is recurring in nature.
 - US revenue increased by £4.8m to £17.2m, a 38% rise compared to the restated period last year, driven by growth in authorised representatives.
- H1 2024 Group Operating Profit from continuing operations increased to £6.1m, a £1.1m or 21% increase compared to restated H1 2023, reflecting the benefit of acquisitions in the current period.
 - UK&I Operating Profit was £7.9m increased by £0.2m or 3%;
 - US Operating profit grew by 95% to £1.3m (2023: £0.7m), as a result of higher margins in Investment Banking revenues and increased Broker Dealer and Advisory revenues, supported by favourable macroeconomic conditions.
- The statutory loss before tax for the period was £5.9m, an improvement of £3.9m against the restated comparable period last year (H1'23: loss before tax of £9.7m). The statutory loss before tax is stated after:
 - £4.5m of finance costs incurred by the Group during the period on debt facility drawdowns, reflective of the Group's strategy to use leverage as an accelerant for growth;
 - £1.6m of non-recurring costs, including broker fees on M&A transactions and costs incurred to reposition the business; and
 - Non-cash impacting items of £5.9m included amortisation of intangible assets, finance costs recognised on the unwinding of deferred consideration and preference share dividends.

Continuing operations:	H1 2024	H1 2023*	Change %
£000's (unless otherwise stated)			
Total Revenue	40,628	35,593	14%
Group Recurring Revenue %	42%	33%	27%
Operating Profit	6,117	5,055	21%
Loss before tax	(5,895)	(9,747)	40%
Total Equity	50,904	64,806	(21)%
AuM (£m)	3,731	3,686	1%
AuA (£m)	9,118	8,192	11%
Number of Advisers – UK & Ireland	107	116	(8)%
Number of Authorised Representatives - US	265	239	11%

*** The Group results for the six months ending 30 June 2023 are restated due to US subsidiary classified as discontinued – see Note 3 and refer to the 2023 Annual Report - Note 1: Presentation of financial statements.*

Discontinued Operations:

As previously announced at the time of the Group's final results on 28 June 2024, the sale of US subsidiary Benchmark Investments, LLC (BMI), that was completed on 9 November 2023, qualified as a discontinued operation. As a result, BMI's financial results for 2022 and 2023 were reclassified and reported separately from continuing operations in the Group annual financial statements for 31 December 2023. To ensure and provide a consistent and comparable view of the Group's financial performance, the H1 2023 financial results have been similarly restated to reflect BMI as a discontinued operation. As such, BMI's H1 2023 revenues, expenses, assets, and liabilities have been reclassified to discontinued operations.

For H1 2023, BMI generated £27m in revenue and had an operating and net loss before tax of £0.1m and £0.2m respectively. The full impact of this restatement is detailed in the Group's interim consolidated financial statements below. No items have been presented as discontinued in H1 2024.

Peter Coleman, Kingswood Chief Executive Officer, commented:

"I am pleased to share our interim financial results for the 6 month period to 30 June 2024. I am particularly pleased with our strong revenue growth and in particular the growth in recurring revenues, demonstrating that our acquisitions are beginning to mature. Quite rightly our focus is on providing a first-class experience to all of our clients, with the use of our excellent advice community, technology and range of award investment propositions. In particular I am pleased with the ongoing development of our IBOSS range of model portfolios and our in-house DFM both of which continue to flourish within the group. Our operating profit continues to grow, enabling our continued investment in people, propositions and processes all focussed on delivering a market-leading proposition for our clients. In UK&I we continue to be acquisitive with the addition of BasePlan, and we will continue to identify opportunities that enhance our growing business in this market.

In the US we continue to expand with the momentum of advisor recruitment and banking growing exponentially".

H1'24 - Strategic Highlights:

- In February 2024, UK&I successfully completed the purchase of BasePlan, a long established and leading financial advisory firm which has been providing client led financial and retirement planning and wealth management services based in Dublin with €130m AuA.
 - To support the Group's capital and growth agenda, the Group obtained a new unsecured debt facility from funds managed by Pollen Street Capital Limited. £11m of the facility was received in H1 2024 and was utilised to meet the Group's immediate capital needs and to satisfy deferred payment obligations from previous acquisitions. Post period end, the Group obtained an additional £6.0m facility from funds managed by Pollen Street Capital.
 - As announced on 31 May 2024, the Convertible Preference Shares issued by the Group to HSQ Investment Limited ("HSQ"), a wholly owned indirect subsidiary of funds managed and/ or advised by Pollen Street Capital Limited, were converted into 469,263,291 new Ordinary Shares in the Company at the agreed conversion price of 16.5 pence per Ordinary Share. The conversion makes for a clearer capital structure which the Group hopes will be welcomed by investors.
 - Despite AuA outflows in the UK following the departure of some wealth advisers, UK&I AuA increased by £0.2bn compared to December 2023 reflecting the completion of the BasePlan acquisition and positive market movements. A swift, diligent recruitment process has replenished our wealth advisory team including the addition of a fourth regional manager to support growth across the London and South-East region.
 - Further progress has been made across the UK&I in driving organic growth across our key focus areas:
 - ✓ 6 new IFA firms were onboarded onto IBOSS, in line with 2023 levels over the comparable period
 - ✓ Institutional growth of c£0.2bn AuM in H1 2024
 - 81% of UK revenue is recurring in nature, providing a strong, annuity-style fee stream. Investment Banking fees are a larger proportion of Kingswood US revenues, and transactional in nature, which means that recurring revenue for the Group was 42% up from 33% in 2023.
 - Our US footprint further expanded in the first half of the year adding 26 new authorised representatives and supporting growth in our total AuA in Kingswood US to £3.1bn.
 - Kingswood US has continued to grow its registered investment advisor/broker dealer (RIA/BD) business organically through the introduction of Kingswood Investments (KI) in Q2 2023, an in-house investment banking and capital markets division to support investment banking capabilities. This addition, combined with the existing teams, positions Kingswood as a comprehensive provider of investment banking services in the US.
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- H1 saw three new appointments to the Executive team of Bryan Parkinson, MD of Wealth Planning, Vinoy Nursiah, CFO and Peter Coleman, CEO. The combination of the new joiners with the incumbents of Rachel Bailey, CPO, Paul Hammick, CRO and Lucy Whitehead, CCO has already demonstrated its effectiveness and capability by delivering the following to date: in-person presentations of next strategic phase at all UK locations, delivery of a major project to enhance regulatory performance and efficiency, design and implementation of a new service operating model to improve client and advisor experience, and the creation of five fundamental focus areas to align efforts across the Group. Additionally a major finance transformation project commenced in July and is on track to complete as scheduled in Q4.

The Kingswood Board believes Operating Profit is the most appropriate indicator to explain the underlying performance of the Group. The definition of Operating Profit is profit before finance costs, amortisation and depreciation, gains and losses, and exceptional costs (business re-positioning and transaction costs)

£'000 (unless otherwise stated)	H1'24	H1'23 (restated)*	Change %	Change £
Total Group Revenue	40,628	35,593	14%	5,035
Wealth Planning	15,313	16,715	(8)%	(1,402)
Investment Management	4,141	3,917	6%	224
Kingswood Ireland	3,970	2,533	57%	1,437
Kingswood US	17,204	12,428	38%	4,776
Group Recurring Revenue	42%	33%		
Division Operating Profit:				
Kingswood UK&I	7,961	7,729	3%	232
Kingswood US	1,331	681	95%	650
	9,292	8,410	10%	882
Central Costs	(3,175)	(3,355)	5%	180
Total Group Operating Profit	6,117	5,055	21%	1,062
£'000 (unless otherwise stated)	H1'24	H1'23 (restated)	Change %	Change £
Total Equity	55,910	64,806	14%	(8,986)
Total Cash	15,459	22,939	(33)%	(7,480)
Key Metrics				
AuM (£m)	3,731	3,686	1%	45
AuA (£m)	9,118	8,192	11%	926
# of UK&I Advisers	107	116	(8)%	(9)
# of US RIA/IBD reps	265	239	11%	26

* The Group results for the six months ending 30 June 2023 are restated due to US subsidiary classified as discontinued – see Note 3 and refer to the 2023 Annual Report - Note 1: Presentation of financial statements.

Outlook

In our 2023 Annual Report we stated that in the medium term, we had a strategic objective to grow the Group so as to target Group operating profit of £25m with AuM/A of £20bn. Despite difficult conditions, we have made strong progress against this objective and at 30 June 2024 our AUM/A stands at £12.8bn with AuA at £9.1bn (£8.8bn at December 2023) and AuM at £3.7bn (£3.5bn at December 2023).

We remain confident in the success of our ambitious long-term growth strategy, grounded in supporting our clients to protect and grow their wealth. We also continue to invest in a range of lead generation and digital tools to widen reach to new and younger demographics.

In the UK and Ireland, our strategic focus continues to be on five key areas:

1. Market-leading client service (“always put clients first”)
2. Organic growth (“look after more of our clients needs”)
3. Operational excellence (“make it easy to do business”)
4. Recruitment, development and retention of best in class people (“happy and productive colleagues”)
5. Have a sustainable and successful commercial business.

In the US, our strategic focus is on:

1. Continuing the growth trajectory through expansion of RIA/ BD activity including additional activities approved by FINRA. This includes expanding employment and office operations and engaging in research activities.
2. Leveraging technology integration to increase market presence and strengthen capabilities.
3. Increasing opportunities within investment banking operations and pursuing selective acquisitions

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KINGSWOOD HOLDINGS LIMITED
CONSOLIDATED INTERIM UNAUDITED FINANCIAL STATEMENTS
FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2024

KINGSWOOD HOLDINGS LIMITED

CONTENTS

	Page
Financial and Operational Review	1 - 2
Interim Consolidated Statement of Comprehensive Income	3 - 4
Interim Consolidated Statement of Financial Position	5 - 6
Interim Consolidated Statement of Changes in Equity	7
Interim Consolidated Statement of Cash Flows	8
Notes to the Interim Consolidated Financial Statements	9 - 28

KINGSWOOD HOLDINGS LIMITED

FINANCIAL AND OPERATIONAL REVIEW

FOR THE PERIOD ENDED 30 JUNE 2024

Group Review:

The Group has continued to build momentum in 2024 and revenue and operating profit have grown due to favourable market conditions, despite higher levels of adviser and consequently client attrition. Our business continues to grow organically in both the UK and US and our acquisition activity is slowing down, as planned. We have a new strong leadership team that is driving tangible results and realising our ambition to become a leading fully integrated international wealth & investment management business.

Finance Review:

Our focus is to maximise shareholder returns through Operating Profit growth combined with minimising our weighted average cost of capital. We also continue to maintain a strong discipline in how we think about the businesses we acquire, ensuring that the multiples we pay are within our risk appetite and funding profile.

Kingswood's financial performance remained resilient in H1'24 against a continued backdrop of market volatility and at 30 June 2024 our AuA now stands at £9.1bn (£8.8bn at December 2023) and AuM £3.7bn (£3.5bn at December 2023) respectively.

Group revenue for the period was £40.6m, reflecting a 14% year-on-year increase. In the UK&I a modest 1% revenue growth was achieved, despite outflows from the Company's UK Assets under Advice following the departure of several wealth advisors. This was offset by positive market performance and an increase in Assets under Advice in Ireland, driven by our first "bolt-on acquisition," Baseplan which completed in February 2024. In the US, our footprint further expanded in the first half of the year adding 26 new registered representatives and supporting growth in our total AuA in Kingswood US to £3.1bn. Investment Banking revenues in the US also rose due to the in-house Investment Banking and Capital Markets division launched in the previous year, which is now delivering measurable impact.

Operating Profit of £6.1m is 10% higher than 2023, driven by a £0.7m increase in US profits and continued acquisition and organic growth in the UK&I. Central costs have decreased by 5% reflecting continued prudence across the Group in the management of its cost base.

The overall result for H1'24 was a loss before tax of £5.9m reflecting £0.7m of acquisition-related deferred consideration expenses, £2.6m amortisation and depreciation, £7.2m finance costs and £1.5m business re-positioning and transaction costs.

The Group had £15.5m of cash as at H1'24, a decrease of £7.5m since 31 December 2023 mostly due to cash outflows to satisfy finance costs and deferred payment obligations on previous acquisitions undertaken by the Company.

In the medium term, we continue to target a Group operating profit of £25m with AuM/A of £20bn. Despite difficult conditions, we have made strong progress against this objective and on 30 June 2024 our AUM/A stands at £12.8bn with AuA at £9.1bn (£8.8bn at December 2023) and AuM at £3.7bn (£3.5bn at December 2023).

We remain confident in our long-term growth strategy, focused on helping clients protect and grow their wealth. We continue to invest in lead generation and digital tools to expand our reach to new and younger demographics.

Highlights – UK & Ireland:

We have continued to build momentum on our strategic growth plans over the first half of the year, following the acquisition of our first "bolt-on acquisition," Baseplan. A retirement planning advice firm based in Dublin, Ireland, following regulatory approval in February 2024. Based in Dublin, Ireland, BasePlan is a long established and leading financial advisory firm which has been providing client led financial and retirement planning and wealth management services for over 30 years. The BasePlan acquisition increased the Group's assets under management by €130m during the period and its contribution in the period was c.£0.25m. MMPI's acquisition of BasePlan formed an expected part of Kingswood's acquisition of MMPI in March 2023 and is a highly strategic acquisition for the Group providing access to the attractive Irish wealth management market whilst also offering diverse new avenues for growth.

KINGSWOOD HOLDINGS LIMITED

FINANCIAL AND OPERATIONAL REVIEW

FOR THE PERIOD ENDED 30 JUNE 2024

In UK&I, our strategy centres on five focal areas: always putting clients first; looking after more of our clients needs; making it easy to do business; happy and productive clients, and; having a sustainable and successful commercial business.

Highlights - US:

The US business continues to place a strong emphasis on maintaining a robust recruitment pipeline for new advisers, with a specific focus on cultivating reliable and recurring revenue streams through the management of c\$3.9 billion of client assets. The first half of 2024 marked another period of growth and business expansion for Kingswood US, with the addition of 26 new authorised representatives, which further expanded our U.S. footprint.

In H1 2024, US revenue grew by £4.8m, a 38% increase compared to the same period last year. This was fuelled by an 11% growth in the number of authorised representatives, contributing an additional c\$0.8bn in AuA. AuA in the US at 30 June 2024 was £3.2bn (2023: £3.1bn). Operating profit surged by 95% year-on-year to £1.3m (2023: £0.7m), driven by higher profit margins earned on Investment Banking revenues and healthy increases in both Broker Dealer and Advisory Revenues supported by to more favourable macroeconomic conditions in H1 2024 compared to H1 2023.

We continued to expand our in-house Investment Banking offering, which focuses primarily on providing access to capital for mid-market businesses that are undergoing varying degrees of operational, financial or market-driven change. As a result, we have seen the profitability on the deals closed increase in H1 2024 and we see this trend continuing as we continue to build our investment banking team and deal flow through to the end of 2024.

The expansion of our team of seasoned professionals, all of whom bring relevant industry relationships and a broad network of internal and external operating resources has strengthen client businesses and enhanced value. Streamlined back-office processes and regulatory oversight while delivering an improved experience to advisors and their clients have been a contributing factor to increased profit margins.

KINGSWOOD HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE PERIOD ENDED 30 JUNE 2024

		Six months to 30 June 2024 (unaudited)	Six months to 30 June 2023 (unaudited) (restated)*	Year ended 31 Dec 2023 (audited)
	Notes	£'000	£'000	£'000
Revenue	6	40,628	35,593	86,160
Cost of sales		(14,198)	(11,851)	(35,487)
Gross profit		26,430	23,742	50,673
Administration expenses		(20,313)	(18,687)	(39,857)
Operating profit		6,117	5,055	10,816
<i>Non-operating costs:</i>				
Business re-positioning costs		(130)	(369)	(1,894)
Finance costs		(7,227)	(7,138)	(12,966)
Other finance costs		(2,634)	(2,936)	(6,046)
<i>Acquisition-related items:</i>				
Other (losses) / gains	8	254	-	131
Remuneration charge (deferred consideration)	11	(704)	(259)	(474)
Transaction cost		(1,571)	(4,100)	(2,828)
Loss before tax		(5,895)	(9,747)	(13,261)
Tax		(148)	(175)	(2,705)
Loss after tax from continuing operations		(6,043)	(9,922)	(15,966)
Loss from discontinued operations		-	(172)	(636)
Total comprehensive loss		(6,043)	(10,094)	(16,602)

KINGSWOOD HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2024

	Six months to 30 June 2024 (unaudited) £'000	Six months to 30 June 2023 (unaudited) (restated*) £'000	Year ended 31 Dec 2023 (audited) £'000	
- Owners of the parent company	(6,853)	(10,537)	(18,233)	
- Non-controlling interests	810	443	1,631	
Total comprehensive loss is attributable to:				
- Owners of the parent company	(6,853)	(10,537)	(18,233)	
- Non-controlling interests	810	443	1,631	
Loss per share:				
- Basic loss per share – continuing operations	9	£ (0.01)	£ (0.05)	£ (0.08)
- Diluted loss per share – continuing operations	9	£ (0.01)	£ (0.01)	£ (0.02)

The Basic and diluted loss per share from discontinued operations was £0.00 (2023: £0.00)

* 30 June 2023 results are restated due to a business classified as discontinued operations – see Note 3

The notes on pages 9 -28 form an integral part of the financial statements.

KINGSWOOD HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2024

		30 Jun 2024 (unaudited)	30 Jun 2023 (unaudited) (restated*)	31 Dec 2023 (audited)
	Notes	£'000	£'000	£'000
Non-current assets				
Property, plant and equipment		606	893	770
Right-of-use assets		2,782	3,298	3,236
Goodwill and other intangible assets	10	149,148	148,658	146,405
Deferred tax asset		2,066	4,492	2,058
		<u>154,602</u>	<u>157,341</u>	<u>152,469</u>
Current assets				
Short term investments		72	49	72
Assets held for sale		-	3,541	-
Trade and other receivables		10,492	8,049	14,295
Cash and cash equivalents		15,459	22,939	18,704
		<u>26,023</u>	<u>34,578</u>	<u>33,071</u>
Total assets		<u>180,625</u>	<u>191,919</u>	<u>185,540</u>
Current liabilities				
Trade and other payables		9,363	11,334	15,654
Liabilities associated with assets held for sale		-	2,558	-
Deferred consideration payable	11	17,629	15,513	23,905
		<u>26,992</u>	<u>29,405</u>	<u>39,559</u>
Non-current liabilities				
Deferred consideration payable	11	501	12,559	2,369
Other non-current liabilities		1,982	2,519	2,358
Loans and borrowings		77,611	64,984	62,879
Deferred tax liability		17,629	17,646	17,476
		<u>124,715</u>	<u>127,113</u>	<u>124,641</u>
Total liabilities		<u>124,715</u>	<u>127,113</u>	<u>124,641</u>
Net assets		<u>55,910</u>	<u>64,806</u>	<u>60,899</u>
Equity				
Share capital	12	34,309	10,846	10,846
Share premium	12	54,911	8,224	8,224
Preference share capital	13	-	70,150	70,150
Other reserves		18,717	16,168	17,423
Foreign exchange reserve		(1,020)	(1,087)	(778)
Retained earnings		(56,013)	(42,132)	(49,162)
		<u>50,904</u>	<u>62,169</u>	<u>56,703</u>
Equity attributable to the owners of the Parent Company		<u>50,904</u>	<u>62,169</u>	<u>56,703</u>
Non-controlling interests (NCI)		5,006	2,637	4,196
		<u>55,910</u>	<u>64,806</u>	<u>60,899</u>
Total equity		<u>55,910</u>	<u>64,806</u>	<u>60,899</u>

KINGSWOOD HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2024

* 30 June 2023 results are restated due to a business classified as discontinued operations – see Note 3

The notes on pages 9 - 28 form an integral part of the financial statements.

The financial statements of Kingswood Holdings Limited (registered number 42316) were approved and authorised for issue by the Board of Directors, and signed on its behalf by:

David Hudd
Chairman

Date: 30th September 2024

KINGSWOOD HOLDINGS LIMITED

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 30 JUNE 2024

	Share capital and share premium £ 000	Preference share capital £ 000	Foreign currency reserve £ 000	Other reserves £ 000	Retained earnings £ 000	Equity attributable to the owners of the parent Company £ 000	Non- controlling interests £ 000	Total equity £ 000
Balance at 1 January 2023	19,070	70,150	(422)	14,373	(31,595)	71,576	2,391	73,967
Loss for the period	-	-	-	-	(10,537)	(10,537)	443	(10,094)
Other adjustment	-	-	-	-	-	-	(197)	(197)
Share based remuneration	-	-	-	498	-	498	-	498
Preference share capital reserve	-	-	-	1,297	-	1,297	-	1,297
Foreign exchange gain	-	-	(665)	-	-	(665)	-	(665)
At 30 June 2023	19,070	70,150	(1,087)	16,168	(42,132)	62,169	2,637	64,806
(Loss)/profit for the year	-	-	-	-	(7,696)	(7,696)	1,188	(6,508)
Other adjustment	-	-	-	-	666	666	371	1,037
Share based remuneration	-	-	-	(42)	-	(42)	-	(42)
Preference share capital reserve	-	-	-	1,297	-	1,297	-	1,297
Foreign exchange gain/(loss)	-	-	309	-	-	309	-	309
At 31 December 2023	19,070	70,150	(778)	17,423	(49,162)	56,703	4,196	60,899
(Loss)/profit for the year	-	-	-	-	(6,853)	(6,853)	810	(6,043)
Other adjustment	-	-	-	-	2	2	-	2
Share based remuneration	-	-	-	131	-	131	-	131
Preference share conversion	70,150	(70,150)	-	-	-	-	-	-
Preference share capital reserve	-	-	-	1,163	-	1,163	-	1,163
Foreign exchange gain/(loss)	-	-	(242)	-	-	(242)	-	(242)
At 30 June 2024	89,220	-	(1,020)	18,717	(56,013)	50,904	5,006	55,910

KINGSWOOD HOLDINGS LIMITED

INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED 30 JUNE 2024

		Period 30 Jun 2024 (unaudited)	Period 30 Jun 2023 (unaudited) *(restated)	Year ended 31 Dec 2023 (audited)
	Notes	£'000	£'000	£'000
Net cash generated from / (used in) operating activities	14	2,828	3,852	4,593
Investing activities				
Property, plant and equipment purchased		(36)	(99)	(136)
Acquisition of investments		(3,483)	(28,458)	(24,776)
Goodwill adjustment - additional		(1,546)		
Proceeds from the disposal of a subsidiary, net of cash disposed		-	-	946
Deferred consideration and remuneration		(10,554)	(6,953)	(9,638)
Net cash used in investing activities		(15,619)	(35,510)	(33,604)
Financing activities				
Interest paid		(4,204)	(3,565)	(5,910)
Lease payments		(394)	(430)	(940)
Dividends paid to non-controlling interests		-	-	(491)
New loans (repaid) / loans received		14,000	40,607	39,025
Net cash (used in)/generated from financing activities		9,402	36,612	31,684
Net (decrease)/increase in cash and cash equivalents		(3,388)	4,954	2,673
Cash and cash equivalents at beginning of Period		18,704	19,624	16,726
Cash transferred to asset held for sale/cash flows from discontinued operations		-	(1,187)	-
Effect of foreign exchange rates		143	(452)	(695)
Cash and cash equivalents at end of Period		15,459	22,939	18,704

* 30 June 2023 results are restated due to a business classified as discontinued operations – see Note 3

The notes on pages 9 - 28 form an integral part of the financial statements.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

1 General information

Kingswood Holdings Limited is a company incorporated in Guernsey under The Companies (Guernsey) Law, 2008. The shares of the Company are traded on the AIM market of the London Stock Exchange (ticker symbol: KWG). The nature of the Group's operations and its principal activities are set out in the Strategic Report. Certain subsidiaries in the Group are subject to the FCA's regulatory capital requirements and therefore required to monitor their compliance with credit, market and operational risk requirements, in addition to performing their own assessment of capital requirements as part of the ICAAP.

2 Basis of accounting

The Group's interim condensed consolidated financial statements are prepared and presented in accordance with IAS 34 'Interim Financial Reporting'. The accounting policies adopted by the Group in the preparation of its 2024 interim report are consistent with those disclosed in the annual financial statements for the year ended 31 December 2023.

The information relating to the six months ended 30 June 2024 and the six months ended 30 June 2023 do not constitute statutory financial statements and has not been audited. The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's most recent annual financial statements for the year ended 31 December 2023.

3 Restatement of Prior Period Results

In the annual financial statements for 31 December 2023, Note 2 made reference to a reclassification restatement to the prior year reported figures, as a result of the sale of subsidiary BMI which completed on 9 November 2023. The sale qualified as a discontinued operation under IFRS 5, "Non-current Assets Held for Sale and Discontinued Operations" and therefore the results of BMI for the year ending 2023 and 2022 were segregated from continuing operations and disclosed separately. As such, to provide a consistent and comparable view of the Group's financial performance for the six months ending 30 June 2024, equivalent restatements have been made in respect of the 30 June 2023 figures. The restatement involves reclassifying BMI's revenues, expenses, assets, and liabilities from continuing operations to discontinued operations for the six months ending 30 June 2023. The effect of the restatement on the Group's interim statement of financial position and statement of comprehensive income in respect of the comparative amounts for the six months ending 30 June 2023 is set out below:

	Six months ending 30 June 2023	Adjustment for	Six months ending 30 June 2023
	As reported (unaudited) £ 000	Discontinued Operations £ 000	Restated (unaudited) £ 000
Revenue	62,730	(27,137)	35,593
Cost of sales	(37,314)	25,463	(11,851)
Gross Profit	25,416	(1,674)	23,742
Administrative expenses	(20,451)	1,764	(18,687)
Operating profit/(loss)	4,965	90	5,055
Business re-positioning costs	(369)	-	(369)
Finance costs	(7,138)	-	(7,138)
Other Finance costs	(2,957)	21	(2,936)
Transaction costs	(4,161)	61	(4,100)
Remuneration charge (deferred consideration)	(259)	-	(259)
Loss before tax	(9,919)	172	(9,747)
Income tax receipt/(expense)	(175)	-	(175)
Loss for the year net of tax reclassified to discontinued operations		(172)	(172)
Loss for the year from continuing operations	(10,094)	-	(10,094)

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

3 Restatement of Prior Period Results (continued)

	At 30 June 2023 As Reported (unaudited) £ 000	Adjustment for Discontinued Operations £ 000	At 30 June 2023 Restated (unaudited) £ 000
Property, plant and equipment	916	(23)	893
Right of use assets	3,298	-	3,298
Intangible assets and goodwill	148,658	-	148,658
Deferred tax asset	4,492	-	4,492
Total non-current assets	157,364	(23)	157,341
Trade and other receivables	10,380	(2,331)	8,049
Cash and cash equivalents	24,126	(1,187)	22,939
Assets held for sale	-	3,541	3,541
Short term investments	49	-	49
Current Assets	34,555	23	34,578
Total Assets	191,919	-	191,919
Trade and other payables	(13,892)	2,558	(11,334)
Liabilities associated with assets held for sale	-	(2,558)	(2,558)
Deferred consideration	(15,513)	-	(15,513)
Current liabilities	(29,405)	-	(29,405)
Total non-current liabilities	(97,708)	-	(97,708)
Total liabilities	(127,113)	-	(127,113)
Total equity	(64,806)	-	(64,806)

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

4 Accounting policies

4.1 Changes in significant accounting policies

The Group has applied the same accounting policies and methods of computation in its interim consolidated financial statements as in its 2023 annual financial statements.

4.2 Significant accounting policies

Going concern

The Directors review the going concern position of the Group on a regular basis as part of the monthly reporting process which includes consolidated management accounts and cash flow projections and have, at the time of approving the financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Revenue recognition

Performance obligations and timing of revenue recognition

The majority of the Group's UK revenue, being investment management fees and ongoing wealth advisory, is derived from the value of funds under management / advice, with revenue recognised over the period in which the related service is rendered. This method reflects the ongoing portfolio servicing required to ensure the Group's contractual obligations to its clients are met. This also applies to the Group's US Registered Investment Advisor ("RIA") business.

For certain commission, fee-based and initial wealth advisory income, revenue is recognised at the point the service is completed. This applies in particular to the Group's US Independent Broker Dealer ("IBD") services, and its execution-only UK investment management. There is limited judgement needed in identifying the point such a service has been provided, owing to the necessity of evidencing, typically via third-party support, a discharge of pre-agreed duties.

The US division also has significant Investment Banking operations, where commission is recognised on successful completion of the underlying transaction.

Determining the transaction price

Most of the Group's UK revenue is charged as a percentage of the total value of assets under management or advice. For revenue earned on a commission basis, such as the US broker dealing business, a set percentage of the trade value will be charged. In the case of one-off or ad hoc engagements, a fixed fee may be agreed.

Allocating amounts to performance obligations

Owing to the way in which the Group earns its revenue, which is largely either percentage-based or fixed for discrete services rendered, there is no judgement required in determining the allocation of amounts received. Where clients benefit from the provision of both investment management and wealth advisory services, the Group is able to separately determine the quantum of fees payable for each business stream.

Further details on revenue, including disaggregation by operating segment and the timing of transfer of service(s), are provided in note 3 below.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

5 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Critical judgements in applying the Group's accounting policies

The following are the critical judgements that the Directors have made in the process of applying the Group's accounting policies that had the most significant effect on the amounts recognised in the financial statements.

Assessment of control

Control is considered to exist where an investor has power over an investee, or else is exposed, and has rights, to variable returns. The Group determines control to exist where its own direct and implicit voting rights relative to other investors afford the Group – via its board and senior management – the practical ability to direct, or as the case may be veto, the actions of its investees.

The company holds 50.1% of voting rights in Kingswood US, LLC, parent company of the US and its subsidiaries, as well as a majority stake in the US division's advisory board when grouped with affiliated entities. The Group has thus determined that the Company has rights, to variable returns from involvement with Kingswood US, LLC and its subsidiaries; and the ability to use power over the US Group to affect the amount of those returns, as such the Company has consolidated the sub-group as subsidiaries with a 49.9% non-controlling interest.

The company holds 70% of voting rights in Moloney Investments Limited, parent company of Ireland and its subsidiaries, as well as a majority stake in the Ireland division's advisory board when grouped with affiliated entities. The Group has thus determined that the Company has the practical ability to direct the relevant activities of Moloney Investments Limited and its subsidiaries and has consolidated the sub-group as subsidiaries with a 30% non-controlling interest.

Estimates and Assumptions

Intangible assets:

Expected duration of client relationships

The Group makes estimates as to the expected duration of client relationships to determine the period over which related intangible assets are amortised. The amortisation period is estimated with reference to historical data on account closure rates and expectations for the future. During the period, client relationships were amortised over a 10-20 year period.

Goodwill

The amount of goodwill initially recognised as a result of a business combination is dependent on the allocation of the purchase price to the fair value of the identifiable assets acquired and the liabilities assumed. The determination of the fair value of the assets and liabilities is based, to a considerable extent, on management's judgement. Goodwill is reviewed annually for impairment by comparing the carrying amount of the Cash Generating Units (CGU) to their expected recoverable amount, estimated on a value-in-use basis. The CGUs are based on the business segments as outlined in note 6.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

5 Critical accounting judgements and key sources of estimation uncertainty (continued)

Estimates and Assumptions (continued)

Share-based remuneration:

Share based payments

The calculation of the fair value of share-based payments requires assumptions to be made regarding market conditions and future events. These assumptions are based on historic knowledge and industry standards. Changes to the assumptions used would materially impact the charge to the Statement of Comprehensive Income.

Deferred tax:

Recoverability of deferred tax assets

The amount of deferred tax assets recognised requires assumptions to be made to the financial forecasts that probable sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred consideration:

Payment of deferred consideration

The Group structures acquisitions such that consideration is split between initial cash or equity settlements and deferred payments. The initial value of the contingent consideration is determined by EBITDA and/or revenue targets agreed on the acquisition of each asset. It is subsequently remeasured at its fair value through the Statement of Comprehensive Income, based on the Directors' best estimate of amounts payable at a future point in time, as determined with reference to expected future performance. Forecasts are used to assist in the assumed settlement amount.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

6 Business and geographical segments

Six month ended 30 June 2024 (Unaudited)	Investment management	Wealth planning	US operations	Ireland operations	Group	Continuing Total	Discontinued Total	Total
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
Revenue (disaggregated by timing):								
Non-recurring	578	1,813	15,946	1,510	-	19,847	-	19,847
Recurring	3,563	13,500	1,258	2,460	-	20,781	-	20,781
External sales	4,141	15,313	17,204	3,970	-	40,628	-	40,628
Direct expenses	(568)	(603)	(13,027)	-	-	(14,198)	-	(14,198)
Gross profit	3,573	14,710	4,177	3,970	-	26,430	-	26,430
Operating profit / (loss)	1,773	4,852	1,331	1,336	(3,175)	6,117	-	6,117
Business re-positioning costs	-	-	-	-	(130)	(130)	-	(130)
Finance costs	(3)	(38)	(6)	(2)	(7,178)	(7,227)	-	(7,227)
Other finance costs	(8)	(712)	-	(28)	(1,886)	(2,634)	-	(2,634)
Other gains / (losses)		22			232	254	-	254
Remuneration charge (deferred consideration)	-	-	-	-	(704)	(704)	-	(704)
Transaction costs	(198)	(277)	(119)	(370)	(607)	(1,571)	-	(1,571)
Profit / (loss) before tax	1,564	3,847	1,206	936	(13,448)	(5,895)	-	(5,895)
Tax	-	-	(148)	-	-	(148)	-	(148)
Profit / (loss) after tax	1,564	3,847	1,058	936	(13,448)	(6,043)	-	(6,043)

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

6 Business and geographical segments (continued)

Period Ended 30 June 2023 (Unaudited) (Restated)	Investment management	Wealth planning	US operations	Ireland operations	Group	Continuing Total	Discontinued Total	Total
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
Revenue (disaggregated by timing):								
Non-recurring	452	2,053	11,894	1,743	-	16,142	25,620	41,762
Recurring	3,465	14,662	534	790	-	19,451	1,517	20,968
External sales	3,917	16,715	12,428	2,533	-	35,593	27,137	62,730
Direct expenses	(569)	(793)	(10,489)	-	-	(11,851)	(25,463)	(37,314)
Gross profit	3,348	15,922	1,939	2,533	-	23,742	1,674	25,416
Operating profit / (loss)	1,379	5,589	681	761	(3,355)	5,055	(90)	4,965
Business re-positioning costs	(76)	(104)	(124)	-	(65)	(369)	-	(369)
Finance costs	(7)	(87)	(8)	(1)	(7,035)	(7,138)	-	(7,138)
Other finance costs	(9)	(823)	21	(18)	(2,107)	(2,936)	(21)	(2,957)
Remuneration charge (deferred consideration)	-	-	-	-	(259)	(259)	-	(259)
Transaction costs	(61)	(272)	61	-	(3,828)	(4,100)	(61)	(4,161)
Profit / (loss) before tax	1,226	4,303	631	742	(16,649)	(9,747)	(172)	(9,919)
Tax	-	(157)	(14)	(4)	-	(175)	-	(175)
Profit / (loss) after tax	1,226	4,146	617	738	(16,649)	(9,922)	(172)	(10,094)

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

6 Business and geographical segments (continued)

Year Ended 31 December 2023 (Audited)	Investment management	Wealth planning	US operations	Ireland operations	Group	Continuing Total	Discontinued Total	Total
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
Revenue (disaggregated by timing):								
Non-recurring	974	4,420	28,633	1,550	-	35,577	36,484	72,061
Recurring	6,995	27,970	10,941	4,636	41	50,583	1,827	52,410
External sales	7,969	32,390	39,574	6,186	41	86,160	38,311	124,471
Direct expenses	(1,154)	(1,482)	(32,851)	-	-	(35,487)	(36,322)	(71,809)
Gross profit	6,815	30,908	6,723	6,186	41	50,673	1,989	52,662
Operating profit / (loss)	3,020	10,709	1,870	1,948	(6,731)	10,816	(103)	10,713
Business re-positioning costs	(265)	(425)	-	-	(1,204)	(1,894)	-	(1,894)
Finance costs	(13)	(156)	(13)	(3)	(12,781)	(12,966)	(6)	(12,972)
Amortisation and depreciation	(9)	(1,656)	(145)	(51)	(4,185)	(6,046)	(37)	(6,083)
Other gains / (losses)	-	(5)	46	-	90	131	-	131
Remuneration charge (deferred consideration)	6	(586)	1,117	(72)	(3,293)	(2,828)	(490)	(3,318)
Profit / (loss) before tax	2,739	7,881	2,875	1,822	(28,578)	(13,261)	(636)	(13,897)
Tax	-	(39)	(37)	(290)	(2,339)	(2,705)	-	(2,705)
Profit / (loss) after tax	2,739	7,842	2,838	1,532	(30,917)	(15,966)	(636)	(16,602)

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

7 Discontinued operations

In the 31 December 2023 financial statements, the Group reported the sale of the of the entire share capital of wholly owned subsidiary Benchmark Investments, LLC (BMI) for a consideration of US\$5million. At 30 June 2023 and at 31 December 2023, the business has been classified as held for sale and is classified as a discontinued operation, and can be shown below.

No items have been presented as discontinued in 2024.

Results of discontinued operations:	Six months to 30 June 2023	Year ending 31 Dec 2023
	£ 000	£ 000
Revenue	27,137	38,311
Cost of sales	(25,463)	(36,322)
Gross Profit	1,674	1,989
Administrative expenses	(1,764)	(2,092)
Operating profit	(90)	(103)
Business re-positioning costs		
Finance costs	-	(6)
Other Finance costs	(21)	(37)
Transaction costs	(61)	(490)
Other gains or losses		
(Loss)/Profit before tax	(172)	(636)
Income tax receipt/(expense)	-	-
Loss for the year from discontinued operations	(172)	(636)
Attributable to:		
Owners of the Company	(86)	(319)
Non-controlling interests	(86)	(317)
	(172)	(636)
	Six months to 30 June 2023	Year ending 31 Dec 2023
Cash flows used in discontinued operations	£ 000	£ 000
Net cash from operating activities	1,187	-
Net cash from investing activities	-	-
Net cash from financing activities	-	-
Net cash flows for the year	1,187	-

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

7 Discontinued operations (continued)

At 30 June 2023, the disposal group was stated at its carrying value and comprised the following assets and liabilities:

	At 30 June 2023
	£ 000
Property, plant and equipment	23
Trade and other receivables	2,331
Cash and cash equivalents	<u>1,187</u>
Assets held for sale	<u>3,541</u>
Trade and other payables	<u>2,558</u>
Liabilities associated with assets held for sale	<u>2,558</u>

At of 30 June 2024 and 31 December 2023, there was no disposal groups, as the sale was completed in November 2023.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

8 Other (losses) / gains

	Six months to 30 June 2024	Six months to 30 June 2023	Year Ended 31 December 2023
	(unaudited) £'000	(unaudited) £'000	(audited) £'000
Realised gain on investment	254	-	131
	<u>254</u>	<u>-</u>	<u>131</u>

9 Earnings per share

	Six months to 30 Jun 2024 (unaudited)	Six months to 30 Jun 2023 (unaudited)	Year ended 31 Dec 2023 (audited)
	£'000	£'000	£'000
Loss from continuing operations for the purposes of basic loss per share, being net loss attributable to owners of the Group	(6,853)	(10,365)	(17,597)
Loss from discontinued operations for the purposes of basic loss per share, being net loss attributable to owners of the Group	-	(172)	(636)
	<u>(6,853)</u>	<u>(10,537)</u>	<u>(18,233)</u>

Number of shares

Weighted average number of ordinary shares for the purposes of basic loss per share

686,184,010 216,920,719 216,920,724

Effect of dilutive potential ordinary shares:

Share options 5,607,177 6,624,664 5,956,773

Convertible preference shares in issue 107,297,617 525,217,205 538,027,380

Weighted average number of ordinary shares for the purposes of diluted loss per share

799,088,804 748,762,588 760,904,877

Continuing operations:

Basic loss per share £(0.01) £(0.05) £(0.08)

Diluted loss per share £(0.01) £(0.01) £(0.02)

Total loss:

Basic loss per share £(0.01) £(0.05) £(0.08)

Diluted loss per share £(0.01) £(0.01) £(0.02)

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

10 Goodwill and other intangible assets

	Goodwill	Other intangible assets	Total
	£'000	£'000	£'000
Cost			
At 1 January 2023	57,817	76,106	133,923
Additions	7,306	20,554	27,860
Movement due to FX	(315)	14	(301)
	<u>64,808</u>	<u>96,674</u>	<u>161,482</u>
At 30 June 2023	64,808	96,674	161,482
Additions	127	(266)	(139)
Revaluation of acquisition	247	-	247
Exchange adjustments	(14)	(15)	(29)
	<u>65,168</u>	<u>96,393</u>	<u>161,561</u>
At 30 December 2023	65,168	96,393	161,561
Additions	1,343	2,361	3,704
Goodwill adjustment	1,546	-	1,546
Movement due to FX	127	-	127
Disposals	-	-	-
	<u>68,184</u>	<u>98,754</u>	<u>165,398</u>
At 30 June 2024	68,184	98,754	165,398
Accumulated amortisation			
At 1 January 2023	2,279	8,175	10,454
Charge for period	-	2,370	2,370
	<u>2,279</u>	<u>10,545</u>	<u>12,824</u>
At 30 June 2023	2,279	10,545	12,824
Disposals	-	2,332	2,332
Charge for period	-	2,332	2,332
	<u>2,279</u>	<u>12,877</u>	<u>15,156</u>
At 31 December 2023	2,279	12,877	15,156
Disposals	-	2,634	2,634
Charge for period	-	2,634	2,634
	<u>2,279</u>	<u>15,511</u>	<u>17,790</u>
At 30 June 2024	2,279	15,511	17,790

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

10 Goodwill and other intangible assets (continued)

Net book value

As at 30 June 2024	<u>65,905</u>	<u>83,243</u>	<u>149,148</u>
As at 30 June 2023	<u>62,529</u>	<u>86,129</u>	<u>148,658</u>
As at 31 December 2023	<u>62,889</u>	<u>83,516</u>	<u>146,405</u>

11 Deferred consideration payable

	Six Months to 30 June 2024	Six Months to 30 June 2023	Year Ended 31 December 2023
	£'000	£'000	£'000
Deferred consideration payable on acquisitions:	<u>18,130</u>	<u>28,072</u>	<u>26,274</u>
- falling due within one year	17,629	15,513	23,905
- due after more than one year	501	12,559	2,369

The deferred consideration payable on acquisitions is due to be paid in cash.

The deferred consideration liability is contingent on performance requirements during the deferred consideration period. The value of the contingent consideration is determined by EBITDA and/or revenue targets agreed on the acquisition of each asset, as defined under the respective Share or Business Purchase Agreement. As at the reporting date, the Group is expecting to pay the full value of its deferred consideration as all acquisitions are on target to meet the requirements.

Previously all deferred consideration payable on acquisitions was recorded as a deferred liability and included in the fair value of assets. However, in circumstances where the payment of deferred consideration is contingent on the seller remaining within the employment of the Group during the deferred period, the contingent portion of deferred consideration is not included in the fair value of consideration paid, rather is treated as remuneration and accounted for as a charge against profits over the deferred period.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

12 Share capital

	Six months to 30 June 2024 (unaudited) Shares	Six months to 30 June 2023 (unaudited) Shares	Year ended 31 Dec 2023 (audited) Shares	Six months to 30 June 2024 (unaudited) £'000	Six months to 30 June 2023 (unaudited) £'000	Year ended 31 Dec 2023 (audited) £'000
Ordinary shares issued:						
Fully paid	686,184,010	216,920,719	216,920,719	34,309	10,846	10,846
	<u>686,184,010</u>	<u>216,920,719</u>	<u>216,920,719</u>	<u>34,309</u>	<u>10,846</u>	<u>10,846</u>

Share capital and share premium

	Number of ordinary shares '000	Par value £'000	Share premium £'000	Total £'000
At 1 January 2023	216,921	10,846	8,224	19,070
Issued during year	-	-	-	-
As at 30 June 2023	<u>216,921</u>	<u>10,846</u>	<u>8,224</u>	<u>19,070</u>
At 31 December 2023	216,921	10,846	8,224	19,070
Issued during year	469,263	23,463	46,687	70,150
At 30 June 2024	<u>686,184</u>	<u>34,309</u>	<u>54,911</u>	<u>89,220</u>

On 31 May 2024, the Company issued 469,263,291 new ordinary shares of £0.05 each following the conversion of 77,428,443, £1 convertible preference shares into ordinary shares at an agreed conversion price of 16.5 pence per share. The par value of the newly issued ordinary shares amounted to £23,463,165, with the excess over par value recognised as share premium. Please refer to the Note 13 for more details.

Ordinary shares have a par value of £0.05 per share. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of, and amounts paid on, shares held. On a show of hands, every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote and upon a poll each share is entitled to one vote.

Kingswood Holdings Limited does not have a limit on the amount of authorised capital.

As at 31 December 2023 HSQ Investment Limited held 469,263,291 Ordinary Shares, representing approximately 68.4 per cent of ordinary shares in issue at 30 June 2024.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

13 Preference share capital

	Six Months to 30 June 2024 (unaudited) Shares	Six Months to 30 June 2023 (unaudited) Shares	Year Ended 31 Dec 2023 (audited) Shares	Six Months to 30 June 2024 (unaudited) £'000	Six Months to 30 June 2023 (unaudited) £'000	Year Ended 31 Dec 2023 (audited) £'000
Convertible preference shares issued:						
Fully paid	-	77,428,443	77,428,443	-	77,428	77,428
	-	77,428,443	77,428,443	-	77,428	77,428

	Six Months to 30 June 2024 (unaudited)	Six Months to 30 June 2023 (unaudited)	Year Ended 31 Dec 2023 (audited)
Equity component	-	70,150	70,150
	-	70,150	70,150

	Number of shares '000	Par value £'000
At 1 January 2023	77,428	70,150
Issued during year	-	-
As at 30 June 2023	77,428	70,150
At 31 December 2023	77,482	70,150
Extinguishment on conversion	(77,428)	(70,150)
At 30 June 2024	-	-

On 31 May 2024, the Company announced that, following the receipt of approvals from applicable regulatory authorities in the US, UK, and Republic of Ireland, the Company's convertible preference shares would be converted into Ordinary Shares. As part of this transaction, all convertible preference shares were converted into ordinary shares, resulting in the issuance of 469,263,291 new ordinary shares. The conversion was executed at the agreed conversion price of 16.5 pence per ordinary share. The carrying amount of the preference share capital was transferred to share capital and share premium.

HSQ Investment Limited ("HSQ"), a wholly owned indirect subsidiary of funds managed and/or advised by Pollen Street Capital Limited ("Pollen Street"), will be beneficially interested in a total of 469,263,291 Ordinary Shares representing approximately 68.4 per cent of the enlarged issued share capital of the Company.

Preferential dividends on the convertible preference shares continued to accrued and has been recognised until the date of conversion, daily at a fixed rate of five per cent per annum. The Company and HSQ are currently in discussions regarding the treatment and settlement of these accrued dividends, with further announcements to follow.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

14 Notes to the cash flow statement

Cash and cash equivalents comprise cash and cash equivalents with an original maturity of three months or less. The carrying amount of these assets is approximately equal to their fair value.

	Six Months to 30 June 2024 (unaudited) £'000	Six Months to 30 June 2023 (unaudited) (restated) £'000	Year Ended 31 Dec 2023 (audited) £'000
Loss before tax from continuing operations	(5,895)	(10,091)	(13,261)
Profit/(loss) for the year from discontinued operations,	-	172	(636)
Loss before tax	<u>(5,895)</u>	<u>(9,919)</u>	<u>(13,897)</u>
Depreciation and amortisation	2,634	2,957	6,046
Goodwill adjustment	-	-	-
Finance costs	7,227	6,639	12,966
Remuneration charge (deferred consideration)	704	259	474
Share-based payment expense	130	499	456
Other losses / (gains)	(254)	-	(224)
Other non cash items	519	-	846
(Gain) on disposal of businesses, net of disposal costs	-	-	(1,039)
Tax paid	<u>(148)</u>	<u>(175)</u>	<u>-</u>
Operating cash flows before movements in working capital	4,917	260	(5,628)
(Increase)/decrease in receivables	3,376	6,318	(9,804)
Increase/(decrease) in payables	<u>(5,465)</u>	<u>(2,726)</u>	<u>8,769</u>
Net cash inflow / (outflow) from operating activities	<u><u>2,828</u></u>	<u><u>3,852</u></u>	<u><u>(4,593)</u></u>

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

15 Financial instruments

The following table states the classification of financial instruments and is reconciled to the Statement of Financial Position:

	30 Jun 2024 Carrying amount (unaudited) £'000	30 Jun 2023 Carrying amount (unaudited) (restated) £'000	31 Dec 2023 Carrying amount (audited) £'000
Financial assets measured at amortised cost			
Trade and other receivables	10,492	8,049	14,295
Cash and cash equivalents	15,459	22,939	18,704
Financial liabilities measured at amortised cost			
Trade and other payables	(9,363)	(11,334)	(15,654)
Loans and borrowings	(77,611)	(64,984)	(62,879)
Non-current portion of lease liability	(1,982)	(2,519)	(2,357)
Financial liabilities measured at fair value through profit and loss			
Deferred consideration payable	(18,130)	(28,072)	(26,274)
	<u>(81,135)</u>	<u>(75,921)</u>	<u>(74,165)</u>

Financial instruments not measured at fair value includes cash and cash equivalents, trade and other receivables, trade and other payables, and other non-current liabilities.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximates fair value.

Item	Fair value £'000	Valuation technique	Fair value hierarchy level
Deferred consideration payable	18,130	Fair value of deferred consideration payable is estimated by discounting the future cash flows using the IRR inherent in the company's acquisition price.	Level 3

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

16 Related party transactions

Remuneration of key management personnel

The remuneration of the Directors, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

	Six months to 30 June 2024 (unaudited) 2024 £'000	Six months to 30 June 2023 (unaudited) 2023 £'000	Year ended 31 Dec 2023 (audited) 2023 £'000
Salaries and other short-term employee benefits	432	665	943

Other related parties

During the period, KHL incurred fees of £50,000 (30 June 2023: £50,000; 31 December 2023: £104,000) from KPI (Nominees) Limited in relation to Non-Executive Director remuneration. At 30 June 2024, £nil of these fees remained unpaid (30 June 2023: £nil; 31 December 2023: £nil).

Fees paid for financial and due diligence services to Kingswood LLP, in which Gary Wilder and Jonathan Massing hold a beneficial interest, totalled £28,726 for the period to 30 June 2024 (30 June 2023: £69,469; 31 December 2023: £171,353), of which £nil (30 June 2023: £nil; 31 December 2023: £nil) was outstanding at 30 June 2024.

17 Business combinations

On 6 February 2024, the Company's Irish subsidiary, Moloney Investments Ltd ("MMPI"), completed the "bolt-on" acquisition of BasePlan Ltd ("BasePlan"), a retirement planning advice firm based in Dublin, Ireland, following regulatory approval. MMPI acquired 100% shareholding of Baseplan for a total cash consideration of £3.1m (€3.65m).

Based in Dublin, Ireland, BasePlan is a long established and leading financial advisory firm which has been providing client led financial and retirement planning and wealth management services for over 30 years. The BasePlan acquisition increased the Group's assets under management by €130m during the period.

Details of the fair value of identifiable assets and liabilities acquired the purchase consideration and goodwill are as follows:

	Book value £ 000	Adjustment £ 000	Fair value £ 000
Intangibles assets– customer relationships	-	2,361	2,361
Trade and other receivables	48	-	48
Cash	28	-	28
Payables	(75)	-	(75)
Deferred tax liability	-	(590)	(590)
Total identifiable net assets	1	1,771	1,772

The trade and other receivables were recognised at fair value, being the gross contractual amounts.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

17 Business combinations (continued)

Fair value of consideration paid:

The acquisition has been accounted for using the acquisition method and details of the purchase consideration are as follows:

	2024
	£'000
Initial cash paid	3,115
Deferred cash consideration	-
Total purchase consideration	<u>3,115</u>
Goodwill recognised on acquisition	<u>1,343</u>

Acquisition costs have been recognised as transaction costs under acquisition-related adjustments in the Consolidated Statement of Comprehensive Income.

The main factors leading to the recognition of goodwill are:

- the strategic foothold the BasePlan team and business gives the Group in Ireland, Dublin; and
- the ability to leverage BasePlan platform and achieve economies of scale.

Consideration:

	2024
	£'000
Net cash outflow arising on acquisition:	
Total purchase consideration	3,115
Less: Deferred consideration	-
Initial cash paid to acquire BasePlan	3,115
Less: cash held by BasePlan	<u>(28)</u>
Net cash outflow	<u>3,087</u>

MMPI's acquisition of BasePlan formed an expected part of Kingswood's acquisition of MMPI in March 2023. An additional amount of £1.54m (€1.8m) was paid to MMPI by the Company as part of the completion proceeds of MMPI which was held pending receipt of the required regulatory approvals. This amount has been recognised as additional goodwill on the MMPI acquisition during the year.

KINGSWOOD HOLDINGS LIMITED

NOTES TO THE INTERIM FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2024

18 Ultimate controlling party

As at the date of approving the financial statements, the ultimate controlling party of the Group was HSQ Investment Limited, a wholly owned indirect subsidiary of funds managed and/or advised by Pollen Street Group Limited. HSQ Investment Limited, holds 68.40% of the voting rights and issued share capital of the Group.

19 Events after the reporting date

On 15th August 2024, the Company obtained an additional £6.0m debt facility from Pollen Street Capital Limited. This funding was obtained to provide the necessary capital for the Company to meet upcoming deferred payment obligations related to previous acquisitions. The key terms of the Facility Agreement are as follows:

- £6.0m facility;
- Repayment date of earlier of 29 October 2030 or date of an exit or partial exit; and
- Interest rate of 12%, paid at maturity.

There were no other significant events after the reporting period.