Company registration number 04947859 (England and Wales)

# FIINU PLC

## ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2024

## About Fiinu

Fiinu Plc ("Fiinu"), founded in 2017, is a publicly traded (LSE: BANK) fintech group, admitted to trading on the AIM Market of the London Stock Exchange, that has developed the world’s first Bank Independent Overdraft® platform. The platform, which can be white labelled to other banks, allows lenders to offer Fiinu’s flagship product, Plugin Overdraft® to retail consumers. Plugin Overdraft® is an unbundled overdraft solution that allows customers to have an overdraft without changing their existing bank.

Fiinu’s vision is that the Bank Independent Plugin Overdraft® platform will create a totally new market, an infrastructure where unbundled overdrafts will increase financial fairness and freedom for everyone, everywhere.

The underlying technology platform is bank agnostic, and it enables Fiinu to serve all other banks' customers. With the customer’s consent, the platform can already connect to more than 100 million bank accounts in the UK, i.e. any of the retail customer's existing primary bank accounts, no matter which bank they use. Fiinu's vision is built around Open Banking, and the Board believes that it increases competition and innovation in financial services market.

**Fiinu Holdings Limited**

Fiinu Holdings Limited (registered in England and Wales with Company number 10544700) ("Fiinu Holdings") is a 100% owned subsidiary of Fiinu Plc. Fiinu Holdings Limited is the holder and developer of Fiinu’s intellectual property rights (IPR) and fintech modules, which will include a range of innovative new products. The IPR has been initially developed for the inter-company client, Fiinu 2 (formerly Fiinu Bank Limited) to launch the Plugin Overdraft in the UK. The IPR is stored in a data warehouse and the technical solution was independently audited by Grant Thornton.

**Fiinu 2 Limited (formerly Fiinu Bank Limited)**

Fiinu 2 Limited (registered in England & Wales with Company number 12973786) ("Fiinu 2") received its restricted bank licence from the Bank of England regulators, PRA and the FCA, in July 2022.

The company underwent 12 months mobilisation during which, its Board concluded that it was able to attest to the Regulators all but one of the conditions which Regulators set to enable the launch of the Fiinu Bank without restrictions. The last remaining condition was an attestation that Fiinu Bank Limited had raised the required capital, including the regulatory capital. Since the Fiinu Bank Limited board was unable to give Regulators a definitive attestation that it had all the capital required to exit mobilisation, the company had no choice but to hand back its deposit-taking bank licence. As a result of this, Fiinu Bank Limited had to change its name to Fiinu 2 Limited since the word "bank" is a protected, sensitive business name and cannot be used without a bank licence or permission from the FCA.

The current focus of Fiinu 2 remains obtaining the necessary capital from its ultimate parent company, Fiinu Plc, to support its re-application for an unrestricted bank licence. If successful, Fiinu would be in a position to launch a new app-based digital bank. Ahead of making the re-application, in order to ensure the required level of technological and regulatory readiness for the business to re-initiate the process, a hiring process will need to be undertaken by the Board.

The app-based digital bank would initially have just two core products, a one-year fixed term deposit and a Plugin Overdraft. Currently, Fiinu 2 is therefore a “bank-in-a-box”. The data room includes over 2,000 pages of relevant regulatory documentation to exit mobilisation. The submitted and stored banking licence application is over 4,000 pages of documentation.

# FIINU PLC

## CONTENTS

# FIINU PLC

## COMPANY INFORMATION

| | |
|---|---|
| **Directors** | D Hopton<br>S Leathers<br>M Sjoblom<br>F Egriboyun (appointed 5 March 2025) |
| **Secretary** | AMBA Secretaries Limited<br>400 Thames Valley Park Drive<br>Reading, RG6 1PT |
| **Company number** | 04947859 |
| **Registered office** | Ibex House<br>Baker Street<br>Weybridge<br>KT13 8AH |
| **Auditor** | F.W. Smith, Riches & Co.<br>15 Whitehall<br>London<br>SW1A 2DD |
| **Brokers** | S.P. Angel Corporate Finance LLP<br>Prince Frederick House<br>35-39 Maddox Street<br>London<br>W1S 2PP<br><br>Oberon Investments Ltd<br>Nightingale House<br>65 Curzon Street<br>London<br>W1J 8PE |
| **Nominated Adviser** | Spark Advisory Partners Limited<br>5 St John's Lane<br>London<br>EC1M 4BH |
| **Solicitors** | Fladgate LLP<br>16 Great Queen Street<br>London<br>WC2B 5DG |
| **Registrars** | Share Registrars Limited<br>27-28 Eastcastle Street<br>London<br>W1W 8DH |

## CHAIR'S STATEMENT

## *FOR THE YEAR ENDED 31 DECEMBER 2024*

In my last report to Shareholders and other stakeholders, I noted that “we remain steadfast in our commitment to playing our part in revolutionising banking services by providing the underserved with our Plugin Overdraft”. Despite the setback of returning our banking licence, having failed to raise the required exit capital, and having to consequently scale back the business including the staff and board headcount to preserve funds, we continued to seek funding opportunities to re-apply for our own banking licence and to fund updating and operationalising our AI- enabled software.

**Resilience in Uncertainty: Strengthening Our Foundations Through Partnerships and Prudent Funding**

This has met with some success and as, already announced, we are working with an independent UK bank to launch the Plugin Overdraft under its banking licence. Given the current market uncertainty and its impact on the funding of start-up businesses, the board took the view that licensing our product to other banks would not only provide a revenue stream, but it would also raise Fiinu’s attractiveness to potential investors, and was always part of Fiinu’s stated strategy. This has been the case, and I am pleased to report that initial, exploratory conversations are underway with other banks although these are not yet contractual. The board has also had some success on fundraising and Fiinu’s board is able to confirm that the business remains healthy as a going concern.

Clearly the past financial year has not been an easy one for Fiinu but, with the recent fundraise and the plan to launch a white-labelled version of the Plugin Overdraft® before the end of 2025, together with several initial and ongoing meetings with potential investors and with banks interested in licensing our product, the outlook has improved considerably since my last report.

**Expanding Our Strategic Horizon: Broadening Market Focus and Reinforcing Governance**

The board has also been reviewing our strategy given that it will likely take time, and a large fundraise to re-acquire a UK banking licence. Based on conversations with financial institutions and potential investors in Europe, the board is considering adapting its technology to service SMEs as well as retail customers and potentially to offer other financial services to this sector. We believe Fiinu has the technology and expertise which can be used by some financial institutions in Europe that have customers but lack the nimbleness and expertise to speedily adapt their legacy systems to retain their customer base and compete effectively in the markets in which they operate. For Fiinu this presents us with opportunities in the form of licensing our intellectual property, co-operation and perhaps even opportunities for some form of M&A. Consequently, the board will continue to seek opportunities to work with revenue generating businesses which will help us shift our evolution from a pre-revenue start up to a revenue generator pursuing rapid and profitable expansion both within the UK and elsewhere in Europe.

During the past year the board has sought to comply with the UK Corporate Governance Code and, in compliance with good governance, the board commissioned an external board effectiveness review. The review recognised that Fiinu had undergone a serious scale back at board, management and staff levels but concluded that it retained the skills to broadly and proportionately comply with the Code. In this context, I was pleased to welcome Dr Feyzullah Egriboyun to the board as an Executive Director and Chief Financial Officer in March 2025. I am also pleased to say that we have begun a process to appoint another Independent Non-Executive Director to the Board. The board effectiveness review made a number of recommendations which, together with the Company Secretary, I will be working with board members to address.

**Looking Ahead**

As we enter 2025, Fiinu stands at the threshold of a new phase, leaner, more focused, and strategically aligned to capitalise on emerging opportunities. With the groundwork laid through product partnerships, renewed investor engagement, and a broader commercial vision, we are cautiously optimistic about what lies ahead. Our efforts in licensing, governance, and strategic exploration have positioned us to shift from survival mode to sustainable growth. Finally, I would like to take the opportunity to thank all our shareholders for their patience and support and to reassure them that the Board will be working hard to make Fiinu a successful and profitable business whose performance will be reflected in its share price.

**David Hopton**

Chairman of the Board, Fiinu Plc

## CHIEF EXECUTIVE'S STATEMENT

### *FOR THE YEAR ENDED 31 DECEMBER 2024*

As we look back on 2024, it has been a year marked by transformation and cautious optimism for Fiinu. While the decision to return our UK banking licence in 2023 was a significant inflection point, it also served as a catalyst for redefining our operational focus, financial resilience, and long-term ambitions.

**Strategic Reset, Renewed Focus, Licensing Momentum and Investor Engagement**

The past year demanded difficult decisions, scaling back Fiinu's operations from 2023, with an average monthly burn rate of approximately £600,000, to restructuring the team and cost-cutting to an average monthly burn rate of approximately £45,000 in 2024, as part of re-prioritising our capital deployment. These actions, though challenging, were essential in preserving our core capabilities and reaffirming our belief in the transformative potential of our proprietary Plugin Overdraft® technology. Despite broader macroeconomic headwinds and ongoing pressures in the funding landscape, our team has remained focused on unlocking value through partnership. We were in active talks with different banks in 2024 to white-label our technology and were pleased to announce the signing of non-binding Heads of Terms with an independent UK bank in January 2025, to launch the Plugin Overdraft® using their banking licence. This partnership, subject to final contract and any necessary regulatory approvals, not only would bring our solution to market, but would also serve as a critical proof point of the commercial and regulatory viability of our platform. Since then, we have intensified efforts to license our AI-enabled software to other financial institutions. While these talks are still exploratory, they signal growing interest in our proprietary offering, particularly from institutions looking to unbundle and modernise their retail and SME customer experience without overhauling legacy systems. Our white-label licensing approach, combined with prudent financial management and a successful £1.25m equity funding round, announced on 14 February 2025, has demonstrated management's ability to develop the product and work towards generating revenue from it in the current financial year to 31 December 2025. At the date of signing, the Company's unaudited cash resources were in excess of £1m which, with anticipated current burn rates, including increased spending on white-label deliverables, should last for at least 12 months from now.

**Evolution Beyond Retail: New Markets, New Horizons and Governance and Leadership**

In parallel, we have spent considerable time this year exploring how our technology can serve not just retail consumers, but also SMEs, especially those operating across borders. Increasingly, we are recognising the potential for our platform to be leveraged within other financial services and liquidity support solutions, particularly for underserved businesses in European markets. This broader commercial lens is shaping how we evaluate future strategic moves, including deeper collaborations with institutions that are profitable but digitally underserved. We see value not only in licensing arrangements, but also in more integrated opportunities where our technology, product expertise, and strategic agility can complement the strengths of established players.

While we have streamlined the organisation, we have also strengthened its foundation. The external board effectiveness review conducted in March 2025, affirmed that Fiinu continues to meet the UK Corporate Governance Code proportionately and with integrity. We welcomed Dr Feyzullah Egriboyun as Executive Director and CFO in March 2025 and are in the process of looking to appoint a new Independent Non-Executive Director. These additions to our leadership will ensure we remain accountable and well-governed as we embark on the next stage of growth.

**Looking Ahead**

As we progress through 2025, we do so with a renewed sense of purpose. The foundations laid this past year, product licensing, strategic focus, fundraising, and new partnerships position us to pursue generating revenue with greater confidence. On behalf of the entire executive team, I want to thank our shareholders for their continued belief in Fiinu's vision. The road has not been without its challenges, but we remain committed to delivering meaningful, long-term value by building a business that is both innovative and resilient.

**Marko Sjoblom**
Chief Executive Officer, Fiinu Plc

## STRATEGIC REPORT

## *FOR THE YEAR ENDED 31 DECEMBER 2024*

The Directors present the strategic report for the year ended 31 December 2024.

**Overview**

The Fiinu Group comprises of four legal entities, the publicly traded Fiinu Plc, which owns 100% of its subsidiary Fiinu Holdings Limited, which further owns two 100% subsidiaries, Fiinu 2 Limited (formerly Fiinu Bank Limited) and Fiinu Services Limited (together the "Group").

**Fiinu Plc**

Fiinu Plc (registered in England and Wales with Company number 04947859) is the Group's TopCo, which has its ordinary shares admitted to trading on AIM in London (LSE: BANK). The main purpose of Fiinu Plc is to access the capital markets and fund its wholly owned subsidiaries.

**Fiinu Holdings Limited**

Fiinu Holdings Limited ("Fiinu Holdings") (registered in England and Wales with Company number 10544700) develops and holds the intellectual property and fintech modules, which will include a range of innovative new products, initially for use by Fiinu 2 Limited (formerly Fiinu Bank Limited).

**Fiinu 2 Limited (formerly Fiinu Bank Limited)**

Fiinu 2 Limited ("Fiinu 2") (registered in England & Wales with Company number 12973786) is a wholly owned subsidiary of Fiinu Holdings. Fiinu 2 intends to seek to change its name back to Fiinu Bank Limited when it will be able to launch as a bank.

**Fiinu Services Limited**

Fiinu Services Limited ("Fiinu Services") registered in England & Wales with Company number 12973742) is a wholly owned subsidiary of Fiinu Holdings which is currently not operational. The company will focus on providing turnkey support and technology solutions for banks, including but not exclusively limited to its sister company, Fiinu 2.

**Group vision**

Our Bank Independent Plugin Overdraft® platform, once launched, will create a totally new market, an infrastructure where unbundled overdrafts will increase financial fairness and freedom for everyone, everywhere.

**Financial Overview**

A summary of the Group's performance  for the financial period is set out below:

| | Year ended 31 December 2024 £'000 | Year ended 31 December 2023 £'000 |
|---|---|---|
| Revenue | - | - |
| Administrative expenses | (700) | (7,223) |
| Net finance (expenditure)/income | - | (1,111) |
| **Operating loss from continuing operations** | (700) | (8,334) |
| Income tax income | - | 16 |
| **Total loss for the period** | (700) | (8,318) |

**Financial analysis**

The changes in the group for the year ended 31 December 2024 compared to the year ended 31 December 2023 were as follows: Revenue: No revenue has been generated by the group in the year to 31 December 2024 and in the year ended 31 December 2023. There were regular costs to maintain the continuity of the business throughout 2024.

**Likely future developments**

Alongside the fundraising activities to re-launch Fiinu as a bank, the Group will also explore fundraising to acquire a bank, and it will continue to develop further technology licensing opportunities, such as white-labelling technology solution to SME-focused banks.

**Dividends**

The Board does not propose to pay a dividend in respect of the financial period (2023: £nil).

**Statement of Financial Position**

Total net assets were £0.09m (2023: £0.8m) and net current assets £0.09m (2023: £0.8m). Cash balances at period-end were £0.4m (2023: £1.3m).

**Risks and Uncertainties**

Risk appetite is established, reviewed and monitored by the Board. The Group, through the operation of its committee structure, considers all relevant risks and advises the Board as necessary. The Group maintains a comprehensive risk register as part of its risk management framework promoting a risk-based approach to the internal controls and management of the Group.

**Liquidity and capital risk**

The Group's primary focus remains unchanged. To mitigate risk, the Board continues to focus on ensuring that the financial position remains robust and suitably liquid.

**Operational risk**

Operational risk is the risk of loss to the Group resulting from inadequate or failed internal processes, people, and systems, or from external events. Proactive measures such as internal review and staff training are implemented to enhance operational resilience and minimize the likelihood of operational risk incidents. Business continuity risk is the risk that serious damage or disruption may be caused because of a breakdown or interruption, from either internal or external sources, of the business of the Group. This risk is mitigated by the Group having business continuity and disaster recovery arrangements including business interruption insurance in place. The Group seeks to ensure that its risk management framework and control environment continuously monitor and address emerging operational risks on an ongoing basis.

**Credit risk**

At present, there is no credit risk with the exception to that of the major banks and financial institutions with whom the Group places its cash resources.

**Regulatory risk**

The Group operates in a highly regulated environment in the UK. The Directors monitor changes and developments in the regulatory environment and ensure that sufficient resources are available for the Group to implement any required changes. The impact of the regulatory environment on the Group's management of its capital is discussed in note 27 of the financial statements.

**Environment**

The Group is developing its Environmental policy which is underpinned by its overall Environmental, Social and Governance ('ESG') initiative. Further updates will be provided on the strategy and progress in the 31 December 2025 annual statements.

## Section 172 Statement

**Broader Stakeholder Interests**
Directors of the Group must consider Section 172 of the Companies Act 2006 which requires them to act in the way that would most likely promote the success of the Group for the benefit of all its stakeholders. The Board and its committees consider who its key stakeholders are, the potential impact of decisions made on them considering a wider range of factors, including the impact on the Company's operations and the likely consequences of decisions made in the long term. The Group's key stakeholders, material issues and how the Board and the Group have engaged with them during the year is set out below.

**Employees**
The CEO on behalf of the Board engages with contractors and other stakeholders through a variety of methods including regular updates and meetings. At the year-end, the Group had a limited number of employees.

**Shareholders**
While there were no new shares issued throughout 2024, the support from existing shareholders and the investment made in the Company by new shareholders post year end is indicative of the support shown by shareholders in the overall strategy. Through a challenging year for the Group, updates were provided through the Regulatory News Service via the London Stock Exchange to keep shareholders updated of progress on funding. A number of Board members and employees also hold the Group's shares and regular communications are provided. Shareholders have been in the past and will be in the future invited to attend the Annual General Meeting. For this year, the annual report and accounts for the year ended 31 December 2024 along with all past accounts, relevant regulatory communications and other material is set out on the Group's website at www.fiinuplc.com.

**Regulators**
The Board recognises the importance of good regulatory relationships and is absolute in its insistence on continuous and open communication with its regulators. Regular ongoing dialogue has continued with the Nominated Adviser, SPARK Advisory Partners Limited and the PRA and the FCA are updated on the progress of funding to support a re-application for Fiinu 2 Limited's UK banking licence.

**Customers**
Our future customers are fundamental to the business of the Group and the Board recognises that their interests are of paramount importance as is the benefit that the Board believes will be provided to those future customers by the Group's services.

**Community and Suppliers**
The Board through its Executive Directors are keenly focused on its key supplier relationships especially those of an outsourced variety and constantly challenges and reviews its arrangements.

Each of the Board members consider that they have acted together, in good faith in a way most likely to promote the success of the Group for the benefit of its broader range of stakeholders as a whole taking into account section 172 of the Companies Act 2006.

**By Order of the Board**

Approved for issue by the Board of Directors and signed on its behalf.

M Sjoblom
Director

Date: ...22 May 2025...............

The Directors present the annual report and financial statements for the year ended 31 December 2024.

**Principal activities**

The principal activity of the Group is banking and technology infrastructure to support bank(s) to provide overdrafts through Open Banking to retail customers.

**Results and dividends**

The results for the year are set out on page 27.

The Directors do not propose to pay a dividend for the period to 31 December 2024 (2023: £nil).

The corporate governance statement set out on pages 11 to 17 forms part of this report.

**Going concern**

The financial statements have been prepared on a going concern basis. In assessing going concern, the Directors have considered the current statement of financial position, the financial projections, longer-term strategy of the business and the capital and liquidity plans, including stress tests and plans for future capital injections.

As at 31 December 2024 the Group had available cash resources of £355,932. After a successful £1.25m gross equity funding round in 14 February 2025, at the date of signing these financial statements the company's cash resources were over £1m which, with current burn rate including increased spending on white-label deliverables will last for more than 12-months. The Directors have prepared forecasts for a period of at least 12 months from the date of signing of these financial statements. Based on the current projection, the Directors believe that there are sufficient funds for the forecast expenditure for at least the next 12 months.The Group and Company will have adequate resources to continue in operational existence for the foreseeable future.

The financial statements do not reflect any adjustments that would be required to be made if they were to be prepared on a basis other than the going concern basis.

**Financial instruments and risk management**

Details of risks and risk management arising from the Group's financial instruments are set out in note 26 of the financial statements.

**Directors**

The Directors who held office during the year and their interest in the shares of the Company were as follows:

| | **31 December 2024 Number of shares** | **31 December 2023 Number of shares** |
|---|---:|---:|
| D Hopton | 1,396,325 | 1,396,325 |
| M Sjoblom | 125,182,668 | 125,182,668 |
| S Leathers | - | - |

From 1 January 2024, the Company's Board of Directors consists of David Hopton (Non-executive Chairman), Simon Leathers (Senior Independent Non-executive Director) and Marko Sjoblom (Founder and Chief Executive Officer). Feyzullah Egriboyun was appointed as an Executive Director on 5 March 2025 and the Company intends to recruit further independent non-executive directors, as appropriate.

Further details of Directors' service contracts, remuneration, share interests and interests in options over the Company's shares can be found in the Remuneration Report.

**Major Shareholdings**

At the date of publication of this report, the four largest shareholders held 66.1% of the Company's shares. The Company had been notified of the shareholdings of 3% or more of the share capital. The major shareholders will be updated quarterly at: https://fiinuplc.com/major-shareholders:

| | Ordinary shares | % |
|---|---|---|
| M Sjoblom | 125,182,668 | 43.6% |
| Intrinsic Capital | 33,696,561 | 11.7% |
| Kindred Capital | 19,629,673 | 6.8% |
| N & J Rush | 11,379,270 | 4.0% |
| Total | | 66.1% |

**Political Contributions**

The Group and Company did not make any political donations or incur any political expenditure during the year (2023: nil).

**Qualifying Third Party Indemnity Provisions**

The Company has arranged qualifying third-party indemnity insurance for all of its Directors.

**Auditors**

Each director in office at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he / she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Approved for issue by the Board of Directors and signed on its behalf.

.............................
M Sjoblom
Director

Date: ...22 May 2025.......

## DIRECTORS' BIOGRAPHIES

### *FOR THE YEAR ENDED 31 DECEMBER 2024*

**DAVID HOPTON**

**Non-Executive Director, Chair**

David is an experienced Board member with over 40 years' experience in financial services. He is a former banker and regulator with extensive knowledge of financial services and governance. Prior to Fiinu, David's experience includes 17 years at the Bank of England, 22 years in Senior Management teams in UK banking industry and ten years as a Non-Executive Director and External Adviser.

As a central banker, David was involved in research, policy, regulation, money and government bond markets, industrial finance and industrial relations, including two years at the Bank of International Settlement in Basel, as Secretariat to a G10 Governors Committee. At Abbey National / Santander, David was the Deputy Head of Santander Global Banking and Markets UK, and a member of Santander UK senior management team. David was member of ALCO, Risk and Executive Committees. David was responsible for a Short-Term Markets trading profit centre and for the management of short-term liquidity.

After retiring from executive management, David was appointed as Independent Non-Executive Director for Punjab National Bank International Limited, a retail bank catering specifically for the needs of Indian communities in the UK, where as well as being Senior Independent Director David served as the Chair of Management Committee of Board and Chair of Board Risk Committee. David was also a member of Audit and Compliance Committee and Nomination and Remuneration Committee. Until the end of 2023, David was also an Independent Non-Executive Director at Masthaven Bank in the UK.

**MARKO SJOBLOM**

**Founder and Chief Executive Officer**

Marko is a successful second-time entrepreneur and the Founder of Fiinu. He is a former elite athlete with a doctorate in artificial intelligence and unbundling banking services. His fintech experience includes over ten years on Wall Street and in the City of London including ten years with leading banking, treasury, risk and payments companies. He has served as a treasury steering committee member at four DAX-30 companies.

Prior to Fiinu, Marko founded one of the largest overdraft-style lenders in the UK which developed a fully automated software robot that lent and recovered over $1 billion in small increments in the UK without reliance on credit bureau data. His previous business was independently valued at $171 million after five years.

Prior to becoming an entrepreneur, Marko was a Sales Director at Reval, a Wall Street based hedge accounting and quant risk modelling platform. The company was acquired by Carlyle Group, through a $280 million LBO. Marko was a Director at Kyriba, an in-house bank and payment factory SaaS platform which became a unicorn after receiving a $160 million investment from Bridgepoint Capital. Marko was also with Trema for five years, helping large incumbent banks and corporate treasuries to manage their risk through straight-through-process automation. The company was acquired by Warburg Pincus, through a $150 million LBO in 2006 and later by ION Group.

**SIMON LEATHERS**

**Non-Executive Director**

Simon is a Senior Corporate Finance / Capital Markets professional with over 20 years of experience advising and executing a wide range of corporate finance transactions, with roles including Main Market Sponsor, AIM NOMAD and Takeover Code (Rule 3) adviser. An agile and highly commercial PwC trained FCA and Chartered MCSI with a broad range of public and private company corporate finance experience across a range of industry sectors, most notably the IT and natural resource sectors.

At Fiinu, Simon brings his experience in the finance and capital markets sector as an iNED and Senior Independent Non-Executive Director. Simon previously fulfilled a similar role with Immedia Group PLC.

Outside of Fiinu, Simon works as the Finance Director of Oxford Nanoimaging Limited, a super resolution microscopy manufacturer. Prior to this role, Simon was the CFO of Conversity, a B2B SaaS provider of Intelligent Guided Selling Solutions, having previously provided PLC and Lead Advisory services with BDO LLP, an international accountancy and business advisory firm, and several Equity Capital Market brokerages. During this time Simon acted as an AIM NOMAD for over 7 years and an LSE Main Market Sponsor for over 3 years. Through his various roles, Simon has regularly advised company boards on capital markets and corporate action matters.

**DR FEYZULLAH EGRIBOYUN (Appointed 5 March 2025)**
**Chief Financial Officer**

Feyz is a finance professional with over 25 years of experience in international finance. He has broad knowledge of quantitative finance, capital markets, treasury, financial institutions, investor relations, retail banking, Islamic banking, and digital banking.

Feyz started his career as a Quantitative Analyst at Credit Suisse First Boston in New York. Having worked at various international investment banks in New York, he moved to London to continue his career in banking. After spending some time in his native Turkey as a finance professor and a bank executive, Feyz moved back to London and has been a Finance leader at various institutions. He played an instrumental role in creating a digital retail bank project, helping the organisation obtain a deposit-taking bank licence from the PRA and the FCA. He has also taught finance and banking at different institutions.

Having trained as an engineer and mathematician at Bogazici University of Turkey, Feyz brings a blend of technical and financial expertise to his roles. He received his MS and PhD degrees in Mathematical Finance from Carnegie Mellon University in the USA. He is a CIMA-qualified management accountant and holds an FRM (Financial Risk Manager) designation by the GARP (Global Association of Risk Professionals). He is a global citizen, having citizenship in the United States, United Kingdom, and Turkey.

# CORPORATE GOVERNANCE STATEMENT

## *FOR THE YEAR ENDED 31 DECEMBER 2024*

Fiinu Plc choses to adhere to the 2018 UK Corporate Governance Code (the “UK Corporate Governance Code”), which was issued in July 2018 by the Financial Reporting Council and is available at www.frc.org.uk. The UK Corporate Governance Code sets out guidance in the form of principles and provisions on how companies should be directed and controlled to follow good governance practice. Companies listed in the UK are required to disclose how they have applied the main principles and whether they have complied with its provisions throughout the financial year. Where the provisions have not been complied with, companies must provide an explanation.

The Board is aware of the updates introduced in the 2024 UK Corporate Governance Code, which will apply to accounting periods beginning on or after 1 January 2025. The Company is currently reviewing its governance framework to ensure it is well placed to meet the revised requirements and will report on its compliance with the 2024 UK Corporate Governance Code in future reporting periods as appropriate.

Throughout the year to 31 December 2024, the Company has complied with the provisions set out in the UK Corporate Governance Code, except for the following matters:

**Provision 5**

Engagement with the workforce, one or a combination of the following methods should be used by the Company: a director appointed from the workforce, a formal workforce advisory panel, or a designated non-Executive Director - Due to the re-establishment of operations within the Group this area has yet to be addressed and will be reviewed throughout the year.

**Statement of Compliance with TCFD**

Due to the re-establishment of operations within the Group, this strategy is being developed and will be reviewed throughout the year to 31 December 2025.

**Viability statement and other disclosures**

Following the commencement of trading operations within the Group these disclosures will be developed and enhanced.

**Independence**

The Board is confident that all the Non-Executive Directors during the year satisfied the independence criteria of the UK Corporate Governance Code on their appointment and continued to satisfy those criteria. All significant commitments which the Directors have outside of the Company are disclosed and monitored on an ongoing basis where there are any changes. The Board is satisfied that each of the Non-Executive Directors commits sufficient time to their duties and fulfils their obligations to the Company.

This statement has been collectively prepared by the Board of Directors of the Company (the “Board”). The Board refers to the Code as a useful guide to assist in articulating how the Company approaches and applies good corporate governance and this report sets out the Company’s application of the Code, by the Board, and where appropriate, cross references other sections of the Annual Report. Where the Company’s practices depart from the expectations of the Code, the Board has given an explanation as to why.

The main principles of the Code and the Board’s assessment of compliance by the Company are set out below:

| **Code Principle Leadership** | **How the company applies it** |
|---|---|
| <u>The Role of the Board</u><br>Every company should be headed by an effective board which is collectively responsible for the long-term success of the company | - Board has been structured to ensure that the correct mix of skills and experience are in place to allow it to operate effectively;<br>- Board meetings are scheduled regularly, with supplementary meetings held as required. A rolling plan of items for discussion is reviewed regularly so that all matters reserved for the Board, with others as appropriate, are discussed;<br>- The structure and business of the Board is designed to ensure that the Directors focus on the strategy, monitoring, governance and performance of the Company;<br>- There is a clear schedule of Matters Reserved for the Board for decision making which includes; setting and reviewing the Group's long-term objectives, commercial strategy, business plan and annual budget; overseeing the Group's operations and management; governance and risk control issues and major capital projects. |
| <u>Division of Responsibilities</u><br>There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business | - The roles of Board Chair and Chief Executive are not the same individual;<br>- The division of responsibilities between the two roles is set out in writing and is reviewed by the Board annually so it remains relevant and accurate;<br>- The Chair's role is to lead and manage the Board, and to play a role in facilitating the discussion of the Company's strategy by the Board;<br>- The Chief Executive Officer with the Executive is responsible for the day-to- day management of the Company's operational activities, and for the proper execution of strategy, as set by the Board;<br>- There is no dominant individual or group of individuals on the Board unduly influencing its collective decision-making ability. |
| <u>Independence of Tenure</u><br>The tenure of an Independent Director shall be limited | The tenure of an Independent Director shall be limited to a cumulative term of nine (9) years from the date of first appointment without further extension. Upon completion of nine (9) years tenure, an Independent Director will vacate his/her Board seat from the Company. |
| <u>The Chair</u><br>The Chair is responsible for leadership of the board and ensuring its effectiveness | - With support from the Company Secretary, the Chair has full responsibility for setting the Board's agenda;<br>- The Chair sets the meeting timetable, actively encourages contribution from all Directors in Board meetings, and is responsible for ensuring that constructive interaction is on-going between the individual members of the Board. |

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|---|---|
| Non-Executive Directors | |
| As part of their role as members of a unitary board, Non-Executive Directors should constructively challenge and help develop proposals on strategy | - The Chair encourages an open environment in Board meetings and ensures that Non-Executive Directors are provided with adequate time and opportunity in such meetings to give their views and challenge the Executive Directors;<br>- The Chair and Non-Executive Directors met during the year without the Executive Directors being present in order to scrutinise the performance of Executive Management and for any significant issues or problems arising to be discussed;<br>- The Senior Non-Executive Director acts as an intermediary between the Chair and the other Directors. |
| **Effectiveness** | |
| The Composition of the Board | |
| The board should have a balanced mix of skills, experience, knowledge and independence to enable them to discharge their responsibilities and duties effectively | - Board has been structured to ensure that correct mix of skills and experience are in place to allow it to operate effectively;<br>- At the year-end, the Board had two independent Non-Executive Directors and one Executive Director. The Board appointed Dr Feuzullah Egriboyun (CFO) as another Executive Director in Q1 2025, and it intends to hire another independent Non-Executive Director during 2025;<br>- The composition of the Board is reviewed by the Nomination Committee to ensure it has the appropriate balance of skills, experience and knowledge of the Company. |
| Appointments to the Board | |
| There should be a formal, rigorous and transparent procedure for the appointment of new Directors to the Board | - Appointment of new Directors to the Board is led by the Nomination Committee who has the responsibility for nominating candidates for appointment as Directors to the Board, bearing in mind the need for diversity and a broad representation of skills across the Board;<br>- Further detail on the work of the Nomination Committee can be found on page 17. |
| Commitment | |
| All Directors should be able to allocate sufficient time to the company to discharge their responsibilities effectively | - The time commitment required from each Director is stipulated within their letter of appointment and discussed openly between the Chair and relevant Director;<br>- The Nomination Committee is responsible for considering on an annual basis, whether each Director is able to devote sufficient time to their duties. |
| Development | |
| All Directors should receive an induction on joining the board and should regularly update and refresh their skills and knowledge | - New Directors will receive an induction pack which contains information on the Group's business, its structure and operations, Board procedures, corporate governance related matters and details regarding Directors' duties and responsibilities;<br>- All new Directors are introduced to the Executive Team;<br>- As part of the Board Evaluation process, training and development needs are considered and training courses are arranged, where appropriate. |

| | |
|---|---|
| Information and Support | |
| The Board should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties | - The Chair, with the assistance of the Company Secretary, ensures that the Directors receive accurate, timely and clear information;<br>- All Directors receive appropriate documentation in advance of each Board and Committee meeting including detailed briefings on all matters in order to discharge their duties effectively in considering a matter and reaching a decision on it;<br>- The Board has an annual rolling plan of items for discussion which is reviewed and adapted regularly to ensure all matters reserved to the Board, with other items as appropriate, are discussed. At each meeting, the Chief Executive Officer updates the Board on the Group's financial performance, key operational developments, the Company's relationship with investors and potential investors and shareholder analysis;<br>- Meeting proceedings and any unresolved concerns expressed by any Director are minuted by the Company Secretary. Other members of management are also invited to attend Board meetings to present on specific business issues and proposals. This way the Board is given the opportunity to gain a more in- depth understanding of key areas of the business. External speakers are also invited to present to the Board on topical industry issues. All of these topics lead to discussion, debate and challenge amongst the Directors. |
| Evaluation | |
| The Board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual Directors | - In Q1 2025, the Board decided to carry out an external Board evaluation which covered Board structure, Board performance, strategic oversight, risk management and internal controls, corporate governance, leadership of the Board, Board dynamics, committees and Board administration and support. The evaluation was completed by all Directors and a report of the findings and recommendations was presented to the Board. The report has given Directors a greater insight into the functioning of the Board and will help to develop the overall performance of the Board and its Committees. Progress against the recommendations will be tracked and updates provided in future Annual Reports.<br>- The Chair met with the Non-Executive Director during the year without the Executive Director present to discuss senior management performance, executive responsibilities, and to provide a forum for raising any matters as appropriate. |
| Re-election | |
| All Directors should be submitted for re-election at regular intervals, subject to continued satisfactory performance | - The Company's Articles of Association require a Director to be subject to election at the first Annual General Meeting ('AGM') following their appointment and thereafter every third year;<br>- However, in accordance with the Code, all Directors will be subject to re-election at the 2025 AGM. |

**Accountability**

Financial and Business Reporting

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|---|---|
| The board is to present a fair and understandable assessment of the company's position & prospects | - The Directors' report is set out in full in the Annual Report and Accounts. This includes an explanation concerning the Directors' responsibility for preparing the Annual Report and Accounts and a statement that the Directors' consider the Annual Report and Accounts, taken as a whole, to be fair, balanced and understandable and that it provides the information necessary for shareholders to assess the Company's performance, business model and strategy;<br>- The Strategic Review section of the Company's Annual Report and Accounts set outs the strategic objectives of the Company and how these will be delivered and the details of Fiinu's business model to describe how the Company will generate and preserve value over the longer term. |

Risk Management and Internal Control

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|---|---|
| The board is responsible for determining the nature and extent of the significant risks it is willing to take in achieving its strategic objectives. The board should maintain sound risk management and internal control systems | - A section explaining the Risk and Uncertainties is set out in the Strategic report and the Board takes overall responsibility for risk management with a particular focus on determining the nature and extent of the significant risk it is willing to take in achieving its strategic objectives ("risk appetite");<br>- The activities of the Audit Committee are set out on page 17;<br>- The Board has overall responsibility for maintaining and reviewing the Group's systems of internal control and ensuring that the controls are robust and effective in enabling risks to be appropriately assessed and managed;<br>- On behalf of the Board, the Audit Committee conducts an annual review of the effectiveness of the systems of internal control including financial, operational and compliance controls and risk management systems. |

Audit Committee and Auditors

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|---|---|
| The board should establish formal and transparent arrangements for considering how they should apply the corporate reporting and risk management and internal control principles and for maintaining an appropriate relationship with the company's auditors | - The Board reviews the operation and effectiveness of the Group's risk management activities through the Audit Committee, which undertake the day-to-day oversight of the risk management framework on behalf of the Board;<br>- The Chair of the Audit Committee regularly provides an update on the work carried out by the Audit Committee to the Board. |

**Remuneration**

The Level and Components of Remuneration

| | |
|---|---|
| Executive Directors' remuneration should be designed to promote the long-term success of the company. Performance-related elements should be transparent, stretching and rigorously applied | - The Board delegates responsibility for setting appropriate levels of remuneration for its Executive Directors to the Remuneration Committee;<br>- An appropriate alignment of interests between Executive Directors and shareholders through remuneration is a key goal of the Remuneration Committee, and an underlying principle for its decision-making. |

| | |
|---|---|
| <u>Procedure</u><br>There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors. No Director should be involved in deciding their own remuneration | - The Remuneration Committee oversees the process and procedures utilised for the development of policies on executive Remuneration within which no Director is involved in regard to their own situation. |

**Relations with Shareholders**

| | |
|---|---|
| <u>Dialogue with shareholders</u><br>There should be a dialogue with shareholders based on the mutual understanding of objectives. The board as a whole has responsibility for ensuring that a satisfactory dialogue with shareholders takes place | - The Board recognises and values the importance of updating the Company's shareholders through Regulatory News Service updates via the London Stock Exchange;<br>- Meetings are periodically held with major shareholders. Normally, these meetings are with the Chief Executive Officer. The whole Board is briefed on the outcome of these meetings and any issues raised are discussed;<br>- The Chair is contactable at the Company's registered office address to answer any queries that both institutional and individual shareholders may have. |
| <u>Constructive use of general meetings</u><br>The board should use general meetings to communicate with investors and to encourage their participation | - All of the Directors aim to attend the AGM and value the opportunity of welcoming individual shareholders and other investors to communicate directly and address their questions;<br>- In addition to the mandatory information required, a full, fair and balanced explanation of the business of all general meetings is sent in advance to shareholders. |

At the date of this report the Group Board consists of two Executive and two Non-Executive Directors. The Company will also look to recruit further independent Non-Executive directors, as appropriate. The Board is responsible for the overall direction and strategy of the Group and meets regularly throughout the year. Under the Company’s Articles of Association at every AGM, any of the Directors:

- who have been appointed by the Directors since the last AGM; or
- who were not appointed or reappointed at one of the preceding two AGMs

must retire from office and may offer themselves for reappointment by the members.

**The Board has formally established a number of committees and agreed their terms of reference, as follows:**

**Remuneration Committee**

The principal function of the Remuneration Committee is to determine the policy on Executive appointments and remuneration. The committee consists of Simon Leathers and David Hopton with Simon Leathers as Chair. In accordance with the UK Corporate Governance Code, the Chair of the Board can be a member of the Remuneration Committee if they were independent on appointment. It is the aim of the committee to attract, retain and motivate high calibre individuals with a competitive remuneration package.

Remuneration for Executives normally comprises basic salary, bonus, benefits in kind and options. Details of the current Directors’ remuneration are given in the Remuneration Report (page 18).

CEO may be invited to attend the meetings.

The Remuneration Committee undertook a review of its Terms of Reference in Q1 2025.

**Audit Committee**

The Audit Committee consists of Simon Leathers as Chair. The Company will look to recruit further independent non-executive directors, as appropriate and it is intended that they will be invited to join the committee. The Audit Committee is responsible for reviewing the Company's arrangements with its external and internal auditors, including the cost effectiveness of the audit and the independence and objectivity of the auditors. It also reviews the application and appropriateness of the Company's accounting policies, including any changes to financial reporting requirements brought about by both external and internal requirements and it gives consideration to all major financial announcements made by the Company including its interim and preliminary announcements and annual report and accounts.

The external auditors, internal auditors, Executive Directors and Chair of the Board may be invited to attend the meetings.

The Audit Committee undertook a re review of its Terms of Reference in Q1 2025.

**Nomination Committee**

The Nomination Committee consists of David Hopton and Simon Leathers with David Hopton as Chair. It is the aim of the committee to identify and nominate potential candidates to fill Board vacancies; to consider succession planning and to consider appropriate training for the Board.

**Executive Committee**

The committee is led by the CEO. The committee is responsible for oversight of all delegated functions by the Board and the day-to-day operational business. In addition, it is responsible for ensuring the strategy of the Board is implemented and any issues that need to be communicated to the Board are recorded as such.

**Internal control**

The Board has overall responsibility for the framework of internal control established by the Group and places critical importance on maintaining a strong control environment. This framework of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

Detailed internal control procedures exist throughout the Group's operations and compliance is monitored by management and through the Group's in-house Audit and Executive Committees.

On behalf of the Board

David Hopton
Chair
Date: .....22 May 2025......

## REMUNERATION REPORT

## *FOR THE YEAR ENDED 31 DECEMBER 2024*

The Directors present the Directors' Remuneration Report (the "Remuneration Report") for the financial year ended 31 December 2024.

**Composition and Role of the Remuneration Committee**

As detailed within the Corporate Governance report, the Board has established a Remuneration Committee which up to 31 December 2024 consisted and still consists of Simon Leathers and David Hopton and is chaired by Simon Leathers. In accordance with the UK Corporate Governance Code, the Chair of the Board can be a member of the Remuneration Committee if they were independent on appointment. The Company will look to recruit further independent non-executive directors, as appropriate, and it is intended that they will be invited to join the committee.

The committee determines and agrees with the Board the framework and policy of Executive remuneration and the associated costs to the Group and is responsible for the implementation of that policy. The committee determines the specific remuneration packages for each of the Executive Directors and no Director or Senior Executive is involved in any decisions as to their own remuneration. The committee has access to information and advice provided by the CEO and has access to independent advice where it considers it appropriate.

This report explains how the Group has applied its policy on remuneration paid to Executive Directors.

**Framework and Policy on Executive Directors' Remuneration**

The Group's remuneration policy is designed to provide competitive rewards for its Executive Directors and other senior executives, taking into account the performance of the Group and the individual executives, together with comparisons to pay conditions throughout the markets in which the Group operates. It is the aim of the committee to attract, retain and motivate high calibre individuals with a competitive remuneration package.

**Basic Salary**

Basic salaries are reviewed on an annual basis or following a significant change in responsibilities. The committee seeks to establish a basic salary for each Executive determined by individual responsibilities and performance, taking into account comparable salaries for similar positions in companies of a similar size in the same market.

**Incentive Arrangements**

**Bonuses**

These are designed to reflect the Group's performance, taking into account the performance of its peers, the market in which the Group operates and the individual's contribution to that performance.

**Performance related contractual incentive scheme**

These are designed to reward performance by employees across the Group.

**Share Options**

The Group intends to implement two different share ownership plans for employees and other staff members; a Company Share Option Scheme ("CSOP") and an unapproved share option scheme.

**Other Employee Benefits**

Depending on the terms of their contract certain Executive Directors and Senior Executives are entitled to a range of benefits, including contributions to private medical insurance and life assurance.

### Service Contracts and Notice Periods

The Executive Directors are employed on rolling contracts subject to six months' notice from either the Executive or the Group, given at any time. Contracts of employment for Senior Executives were all on a rolling basis subject to notice periods ranging from three to six months.

Service contracts do not provide explicitly for termination payments or damages, but the Group may make payments in lieu of notice. For this purpose, pay in lieu of notice would consist of basic salary and other relevant emoluments for the relevant notice period excluding any bonus.

### External Appointments undertaken by Executive Directors

In the committee's opinion, experience of other companies' practices and challenges is valuable for the personal development of the Group's Executive Directors and for the Company. It is therefore the Group's policy to allow Executive Directors to accept directorships at other companies, provided the time commitment does not interfere with the Executive Directors' responsibilities within the Group. Fees are retained by the individual Executive Director.

### Non-Executive Directors

All Non-Executive Directors have a letter of appointment for an initial period of twelve months and thereafter on a rolling basis subject to three months' notice by either the Non-Executive Director or the Group, given at any time.

In the event of termination of their appointment they are not entitled to any compensation. The terms and conditions of appointment of Non-Executive Directors are available for inspection by any person at the Group's administrative office during normal working hours on any day except weekends or bank holidays.

Non-Executive Directors' fees are determined by the Remuneration Committee having regard to the need to attract high calibre individuals with the right experience, the time and responsibilities entailed, and comparative fees paid in the market in which the Group operates. They are not eligible for pensions.

### Directors' Emoluments

The remuneration of each Director who served during the year, excluding share options and awards, during the period ended 31 December 2024 is set out in the table below:

| | Salary | Benefits | Bonus | 31 December 2024 Total | 31 December 2023 Total | 31 December 2024 Pension | 31 December 2023 Pension |
|---|---|---|---|---|---|---|---|
| **Executive** | | | | | | | |
| M Sjoblom | - | - | - | - | - | - | - |
| **Non - Executive** | | | | | | | |
| D Hopton | - | - | - | - | - | - | - |
| S Leathers | 25,000 | - | - | **25,000** | 18,750 | - | - |
| | 25,000 | - | - | **25,000** | **18,750** | - | - |

From 1 January 2024, Marko Sjoblom became CEO and agreed to defer his remuneration subject to raising sufficient capital and having sufficient liquidity. See note 25.

## DIRECTORS' RESPONSIBILITES STATEMENT

### *FOR THE YEAR ENDED 31 DECEMBER 2024*

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the group and parent company financial statements in accordance with UK – adopted international accounting standards (IFRSs) and the requirements of the Companies Act 2006. The Directors must not approve the financial statements unless they are satisfied that the financial statements 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK-adopted International Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business:

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group 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. They are also 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.

Website Publication

The Directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

The Company is compliant with the AIM Rule 26 regarding the Company's website.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

# INDEPENDENT AUDITOR'S REPORT

# TO THE MEMBERS OF FIINU PLC

### Opinion

We have audited the financial statements of Fiinu Plc (the 'Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise the Group Statement of Comprehensive Income, the Group Statement of Financial Position, the Company Statement of Financial Position, the Group Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Company Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's and Company's affairs as at 31 December 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Conclusions relating to 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.

We draw attention to note 1.3 in the financial statements, which indicates that whilst the Directors believe there are sufficient funds available within the Group to fund the Group's forecast expenditure for a period of at least 12 months from the date of signing of these financial statements, it is anticipated that the Group will need to raise capital beyond this period in order to proceed with its operational strategy and to continue to fund its subsidiaries. As stated in note 1.3, these events and conditions, along with the other matters set forth in note 1.3, indicate that a material uncertainty exists that may cast significant doubt on the Group's and Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 Parent Company's ability to continue to adopt the going concern basis of accounting included, but was not limited to:

- Undertaking an initial assessment at the planning stage to identify events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern;
- Evaluating the forecast expenditure and cash flows of the Group to ensure that the Group holds sufficient cash to cover the remaining expenditure requirements following the implementation of cost reductions during the year;
- Performing sensitivity analysis on management's forecasts to ensure that there is sufficient headroom available in the forecast;
- Making enquiries of management and reviewing minutes of board meetings;
- Evaluating the appropriateness of the Directors' disclosures in the financial statements on going concern, including the material uncertainties, to ensure they complied with the applicable accounting framework.

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

**An overview of the scope of our audit**

As part of designing our audit, we assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures in response to those risks.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of our risk assessment, our understanding of the Group and Company and their environments, including the system of internal control and accounting processes to ensure that we performed sufficient work to form an opinion on the financial statements as a whole.

Fiinu Plc, Fiinu Holdings Limited and Fiinu 2 Limited were identified as significant components of the Group and all significant components, including the Company, were subject to full scope audit performed by the Group engagement team.

The Group engagement team also conducted audit tests on the consolidation process and carried out analytical procedures to confirm our conclusion that there were no significant risks of material misstatement of the aggregated financial information.

**Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our 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) we identified, 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 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.

We summarise below the key audit matter in forming our opinion above, together with an overview of the principal audit procedures performed to address that matter and our key observations from those procedures. The matter set out below is in addition to the ‘Material uncertainty related to going concern’ above, which, by its nature, is also a key audit matter.

These matters, together with our findings, were communicated to those charged with governance through our audit findings report.

| **Key audit matter** | **How we addressed the key audit matter in the audit** |
|---|---|
| Management override of controls | We obtained an understanding of the use of journals and associated controls and tested a sample of journal entries throughout the year.<br><br>We considered whether there were any indications of unusual transactions or those outside the normal course of business.<br><br>We considered estimates made by management and assessed whether there was evidence of management bias, either individually or collectively.<br><br>***Our observations***<br>Our work identified no evidence of inappropriate management override of controls or management bias in making estimates. |

**Our application of materiality**

We define materiality as the magnitude of misstatement in the financial statements that make it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluation the results of our work. Based on our professional judgement we determined materiality for the financial statements as follows:

***Group materiality***

| | |
|---|---|
| Materiality | £7,500 |
| Basis of calculation | We have determined materiality with reference to 2% of consolidated gross assets. |
| Rationale of benchmark applied | We have assessed the use of gross assets as an appropriate benchmark as the Group is not yet fully operational. |
| Performance materiality | Performance materiality is set to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole.<br><br>We set performance materiality at £5,625, which represents 75% of overall materiality.<br><br>In determining the performance materiality we considered a number of factors, including that the Group is not yet fully operational and concluded that an amount towards the upper end of our range was appropriate. |
| Significant changes in our approach | There have been no significant changes in our audit approach in the current year. |

***Company materiality***

| | |
|---|---|
| Materiality | £6,750 |
| Basis of calculation | We have based the materiality on 2% of the Company’s gross assets however we have restricted it to 90% of Group materiality. |
| Rationale of benchmark applied | We restricted the materiality to 90% of Group materiality to ensure that the aggregate of uncorrected and undetected misstatements in the Group financial statements do not exceed Group materiality. |
| Performance materiality | We set performance materiality at £5,602, which represents 75% of overall materiality, for the same reasons as set out above. |
| Significant changes in our approach | There have been no significant changes in our audit approach in the current year. |

**Other information**

The other information comprises the information included in the Annual Report other than the financial statements and our Auditor's Report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 in this regard.

**Opinions on other matters prescribed by the Companies Act 2006**

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 financial year for which the financial statements are prepared is consistent with the financial statements; and

- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

**Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion**:**

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or

- the financial statements are not in agreement with the accounting records and returns; or

- certain disclosures of directors' remuneration specified by law are not made; or

- we have not received all the information and explanations we require for our audit.

**Corporate governance statement**

We have reviewed the directors' statement in relation to going concern, longer term viability and that part of the Corporate Governance Statement relating to the Group's and the Parent Company's voluntary compliance with the provisions of the UK Corporate Governance Code.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainty identified, set out on page 7;
- Directors' explanation as to its assessment of the entity's prospects, the period this assessment covers and why they period is appropriate on page 7;
- Directors' statement on fair, balanced and understandable, set out on pages 11 to 17;

- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks, set out on pages 5 to 6;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems, set out on page 17; and
- The section describing the work of the audit committee, set out on page 17.

**Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 20 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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 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 company or to cease operations, or have no realistic alternative but to do so.

**Auditor's 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 auditor's 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Discussions with and enquiries of management and those charged with governance were held with a view to identifying those laws and regulations that could be expected to have a material impact on the financial statements. During the engagement team briefing, the outcomes of these discussions and enquiries were shared with the team, as well as consideration as to where and how fraud may occur in the entity.

Following the withdrawal of the Company's subsidiary's status as an authorised person by the Authority in the prior year there are no laws and regulations considered to be fundamental to the operating aspects of the business.

Those laws and regulations considered to have a direct effect on the financial statements include UK adopted international accounting standards, Company Law, Tax and Pensions legislation, and distributable profits legislation.

Audit procedures undertaken in response to the potential risks relating to irregularities (which include fraud and non-compliance with laws and regulations) comprised of: enquiries of management and those charged with governance as to whether the entity complies with such laws and regulations; enquiries with the same concerning any actual or potential litigation or claims; inspection of relevant legal correspondence; testing the appropriateness of journal entries; and the performance of analytical review to identify unexpected movements in account balances which may be indicative of fraud.

No instances of material non-compliance were identified. However, the likelihood of detecting irregularities, including fraud, is limited by the inherent difficulty in detecting irregularities, the effectiveness of the entity's controls, and the nature, timing and extent of the audit procedures performed. Irregularities that result from fraud may be inherently more difficult to detect than irregularities that result from error. As explained above, there is an unavoidable risk that material misstatements may not be detected, even though the audit has been planned and performed in accordance with ISAs (UK).

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's Report.

**Other matters we are required to address**

Following the recommendation from the audit committee, we were appointed by the Company on 25 September 2023 to audit the financial statements for the year ended 31 December 2023 and subsequent financial periods. The period of total uninterrupted engagement is two years, covering the years ended 31 December 2023 to 31 December 2024.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting our audit.

The audit opinion is consistent with the additional report to the audit committee.

**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Jane Lowden (Senior Statutory Auditor)
for and on behalf of **F. W. Smith, Riches & Co.**
Chartered Accountants & Statutory Auditor
London

Date: ...22 May 2025....

## GROUP STATEMENT OF COMPREHENSIVE INCOME

### *FOR THE YEAR ENDED 31 DECEMBER 2024*

| | Notes | 2024<br>£ | 2023<br>£ |
|---|---|---|---|
| Administrative expenses | | (700,645) | (7,223,494) |
| **Operating loss** | **3** | (700,645) | (7,223,494) |
| Finance income | **7** | 2,216 | 46,176 |
| Finance costs | **8** | (1,639) | (74,840) |
| Other gains and losses | **9** | - | (1,081,530) |
| **Loss before taxation** | | (700,068) | (8,333,688) |
| Income tax income | **11** | - | 16,157 |
| **Loss and total comprehensive income for the year** | | (700,068) | (8,317,531) |

Profit for the financial year is all attributable to the owners of the parent company.

Total comprehensive income for the year is all attributable to the owners of the parent company.

| | | | |
|---|---|---|---|
| **Earnings per share** | **12** | | |
| Basic | | (0.25) | (3.06) |
| Diluted | | (0.25) | (3.06) |

# FIINU PLC

## GROUP STATEMENT OF FINANCIAL POSITION

### *AS AT 31 DECEMBER 2024*

| | Notes | 2024<br>£ | 2023<br>£ |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Intangible assets | **13** | - | - |
| Property, plant and equipment | **14** | - | - |
| | | - | - |
| **Current assets** | | | |
| Trade and other receivables | **16** | 48,811 | 236,720 |
| Cash and cash equivalents | | 355,932 | 1,310,757 |
| | | 404,743 | 1,547,477 |
| **Total assets** | | 404,743 | 1,547,477 |
| **EQUITY** | | | |
| Called up share capital | **20** | 27,474,724 | 27,474,724 |
| Share premium account | | 9,475,486 | 9,475,486 |
| Own shares | | (5,100) | (5,100) |
| Merger reserve | | (21,120,782) | (21,120,782) |
| Shares to be issued | **24** | 50,000 | 50,000 |
| Retained earnings | | (15,748,635) | (15,048,567) |
| **Total equity** | | 125,693 | 825,761 |
| Non-controlling interests | | - | - |
| **Total equity** | | 125,693 | 825,761 |
| **LIABILITIES** | | | |
| **Current liabilities** | | | |
| Trade and other payables | **18** | 279,050 | 663,940 |
| Lease liabilities | **19** | - | 57,776 |
| | | 279,050 | 721,716 |
| **Total liabilities** | | 279,050 | 721,716 |
| **Total equity and liabilities** | | 404,743 | 1,547,477 |

The notes on pages 36 to 61 form part of these group financial statements.

## GROUP STATEMENT OF FINANCIAL POSITION (CONTINUED)

### *AS AT 31 DECEMBER 2024*

The financial statements were approved by the board of directors and authorised for issue on 22 May 2025 and are signed on its behalf by:

| | |
|---|---|
| .............................................. | .............................................. |
| D Hopton | M Sjoblom |
| **Director** | **Director** |

Company registration number 04947859 (England and Wales)

# FIINU PLC

## COMPANY STATEMENT OF FINANCIAL POSITION

### *AS AT 31 DECEMBER 2024*

| | Notes | 2024<br>£ | 2023<br>£ |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | **31** | - | - |
| Investments | **32** | 1,373,736 | 1,785,857 |
| | | 1,373,736 | 1,785,857 |
| **Current assets** | | | |
| Trade and other receivables | **33** | 76,522 | 1,262,144 |
| Cash and cash equivalents | | 208,072 | 5,246 |
| | | 284,594 | 1,267,390 |
| **Total assets** | | 1,658,330 | 3,053,247 |
| **EQUITY** | | | |
| Called up share capital | **37** | 27,474,724 | 27,474,724 |
| Share premium account | | 28,225,487 | 28,225,487 |
| Own shares | | (5,100) | (5,100) |
| Shares to be issued | | 50,000 | 50,000 |
| Share based payment reserve | | 40,218 | 40,218 |
| Retained earnings | | (54,311,897) | (53,141,837) |
| **Total equity** | | 1,473,432 | 2,643,492 |
| **LIABILITIES** | | | |
| **Current liabilities** | | | |
| Trade and other payables | **34** | 184,898 | 351,979 |
| Lease liabilities | **35** | - | 57,776 |
| | | 184,898 | 409,755 |
| **Total liabilities** | | 184,898 | 409,755 |
| **Total equity and liabilities** | | 1,658,330 | 3,053,247 |

The notes on pages 36 to 61 form part of these parent financial statements.

## COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)

### *AS AT 31 DECEMBER 2024*

As permitted by s408 Companies Act 2006, the company has not presented its own income statement and related notes. The company's loss for the year was £1,170,060 (2023: £46,611,419)

The financial statements were approved by the board of directors and authorised for issue on 22 May 2025 and are signed on its behalf by:

| | |
|---|---|
| .............................................. | .............................................. |
| D Hopton | M Sjoblom |
| **Director** | **Director** |

Company registration number 04947859 (England and Wales)

## FIINU PLC

### GROUP STATEMENT OF CHANGES IN EQUITY

### *FOR THE YEAR ENDED 31 DECEMBER 2024*

| | Notes | Share capital | Share premium account | Own shares | Merger reserve | Shares to be issued | Retained earnings | Total |
|---|---|---|---|---|---|---|---|---|
| | | £ | £ | £ | £ | £ | £ | £ |
| **Balance at 1 January 2023** | | 26,513,186 | 9,194,313 | - | (21,120,782) | - | (7,293,795) | 7,292,922 |
| **Year ended 31 December 2023:** | | | | | | | | |
| Loss and total comprehensive loss | | - | - | - | - | - | (8,317,531) | (8,317,531) |
| Transactions with owners: | | | | | | | | |
| Issue of share capital | **20** | 961,538 | 288,462 | - | - | - | - | 1,250,000 |
| Shares to be issued | | - | - | - | - | 50,000 | - | 50,000 |
| Shares held by employment benefit trust | | - | - | (72,209) | - | - | - | (72,209) |
| Share based payments | **30** | - | (7,289) | - | - | - | 562,759 | 555,470 |
| Fair value movement | | - | - | 67,109 | - | - | - | 67,109 |
| **Balance at 31 December 2023** | | 27,474,724 | 9,475,486 | (5,100) | (21,120,782) | 50,000 | (15,048,567) | 825,761 |
| **Year ended 31 December 2024:** | | | | | | | | |
| Loss and total comprehensive loss | | - | - | - | - | - | (700,068) | (700,068) |
| **Balance at 31 December 2024** | | 27,474,724 | 9,475,486 | (5,100) | (21,120,782) | 50,000 | (15,748,635) | 125,693 |

## COMPANY STATEMENT OF CHANGES IN EQUITY

### *FOR THE YEAR ENDED 31 DECEMBER 2024*

| | Notes | Share capital | Share premium account | Share based payment reserve | Own shares | Shares to be issued | Retained earnings | Total |
|---|---|---|---|---|---|---|---|---|
| | | £ | £ | £ | £ | £ | £ | £ |
| **Balance at 1 January 2023** | | 26,513,186 | 27,944,314 | 40,218 | - | - | (7,093,177) | 47,404,541 |
| **Year ended 31 December 2023:** | | | | | | | | |
| Loss and total comprehensive loss | | - | - | - | - | - | (46,611,419) | (46,611,419) |
| Transactions with owners: | | | | | | | | |
| Issue of share capital | **37** | 961,538 | 288,462 | - | - | - | - | 1,250,000 |
| Shares to be issued | | - | - | - | - | 50,000 | - | 50,000 |
| Own shares transferred to reserves | | - | - | - | (72,209) | - | - | (72,209) |
| Share based payments | **30** | - | (7,289) | - | - | - | 562,759 | 555,470 |
| Fair value movement | | - | - | - | 67,109 | - | - | 67,109 |
| **Balance at 31 December 2023** | | 27,474,724 | 28,225,487 | 40,218 | (5,100) | 50,000 | (53,141,837) | 2,643,492 |
| **Year ended 31 December 2024:** | | | | | | | | |
| Loss and total comprehensive loss | | - | - | - | - | - | (1,170,060) | (1,170,060) |
| **Balance at 31 December 2024** | | 27,474,724 | 28,225,487 | 40,218 | (5,100) | 50,000 | (54,311,897) | 1,473,432 |

# FIINU PLC

## CONSOLIDATED STATEMENT OF CASH FLOWS

### *FOR THE YEAR ENDED 31 DECEMBER 2024*

| | Notes | | 2024 | | 2023 |
|---|---|---|---|---|---|
| | | £ | £ | £ | £ |
| **Cash flows from operating activities** | | | | | |
| Cash absorbed by operations | **23** | | (897,626) | | (6,647,178) |
| Income taxes refunded | | | - | | 369,036 |
| **Net cash outflow from operating activities** | | | (897,626) | | (6,278,142) |
| **Investing activities** | | | | | |
| Purchase of property, plant and equipment | | - | | (8,618) | |
| Interest received | | 2,216 | | 46,176 | |
| **Net cash generated from investing activities** | | | 2,216 | | 37,558 |
| **Financing activities** | | | | | |
| Proceeds from issue of shares | | - | | 500,000 | |
| Proceeds from borrowings | | - | | 1,000,000 | |
| Repayment of borrowings | | - | | (750,000) | |
| Payment of lease liabilities | | (57,776) | | (167,929) | |
| Interest paid | | (1,639) | | (75,891) | |
| **Net cash (used in)/generated from financing activities** | | | (59,415) | | 506,180 |
| **Net decrease in cash and cash equivalents** | | | (954,825) | | (5,734,404) |
| Cash and cash equivalents at beginning of year | | | 1,310,757 | | 7,045,161 |
| Cash and cash equivalents at end of year | | | 355,932 | | 1,310,757 |

## COMPANY STATEMENT OF CASH FLOWS

### *FOR THE YEAR ENDED 31 DECEMBER 2024*

| | Notes | £ | 2024 £ | £ | 2023 £ |
|---|---|---|---|---|---|
| **Cash flows from operating activities** | | | | | |
| Cash generated from operations | **38** | | 262,241 | | 649,729 |
| **Net cash inflow from operating activities** | | | 262,241 | | 649,729 |
| **Investing activities** | | | | | |
| Purchase of additional capital in subsidiaries | | - | | (1,250,000) | |
| Interest received | | - | | 9 | |
| **Net cash used in investing activities** | | | - | | (1,249,991) |
| **Financing activities** | | | | | |
| Proceeds from issue of shares | | - | | 500,000 | |
| Proceeds from borrowings | | - | | 1,000,000 | |
| Repayment of borrowings | | - | | (750,000) | |
| Payment of lease liabilities | | (57,776) | | (167,929) | |
| Interest paid | | (1,639) | | (75,641) | |
| **Net cash (used in)/generated from financing activities** | | | (59,415) | | 506,430 |
| **Net increase/(decrease) in cash and cash equivalents** | | | 202,826 | | (93,832) |
| Cash and cash equivalents at beginning of year | | | 5,246 | | 99,078 |
| Cash and cash equivalents at end of year | | | 208,072 | | 5,246 |

**1 Material accounting policy information**

**Company information**

Fiinu Plc is a public company limited by shares incorporated in England and Wales. The registered office is Ibex House, Baker Street, Weybridge, Surrey, KT13 8AH. The group's principal activity is a fintech group, including Fiinu 2 Limited and is the developer of the Plugin Overdraft® which is an unbundled overdraft solution that will allow customers to have an overdraft with Fiinu 2 without changing their existing bank. The underlying Bank Independent Overdraft ® technology platform is bank agnostic, allowing Fiinu 2 to serve all other banks' customers, subject to raising the required investment and being successful in the re-application for a UK banking licence. Open Banking allows Fiinu's Plugin Overdraft® to attach ("plugin") to the customer's primary bank account, no matter which bank they may use. Fiinu's vision is built around Open Banking, and it believes that it increases competition and innovation in UK banking.

This Group consists of Fiinu Plc and all of its subsidiaries.

**1.1 Accounting convention**

The Group's consolidated and the Company's financial statements are prepared in accordance with UK-adopted international accounting standards and the Companies Act 2006 requirements, except as otherwise stated. Under the Companies Act 2006, s454, on a voluntary basis, the directors can amend these financial statements if they subsequently prove to defective. On publishing the parent company financial statements here together with the consolidated financial statements, the company is taking advantage of the exemption in s408 of the Companies Act 2006 not to present its individual statement of profit and loss. Profit and loss and other comprehensive income and related notes form a part of these approved financial statements.

The financial statements are prepared in sterling, which is the functional currency of the group. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

**Reverse takeover transactions**

Where there has been a reverse takeover, the coming together of the entities does not constitute a business combination and as such the transaction is accounted for as, in substance, a capital reorganisation. The accounting acquirer is different from the legal acquirer. As such, from an accounting perspective, the previous comparatives and any results prior to the reverse takeover have not been presented and the assets and liabilities of the accounting acquirer are recorded in the consolidated financial statements at their pre- combination amounts. The share capital in the consolidated financial statements however, reflects that of the legal acquirer.

**1.2 Basis of consolidation**

All financial statements are made up to 31 December 2024. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

Acquisitions are accounted for using the acquisition method. The cost of an acquisition is measured at fair value at the date of exchange of the consideration. Identifiable assets and liabilities of the acquired business are recognised at their fair value at the date of acquisition. To the extent that the cost of an acquisition exceeds the fair value of the net assets acquired the difference is recorded as goodwill. Where the fair value of the net assets acquired exceeds the cost of an acquisition the difference is recorded in profit and loss.

**1 Material accounting policy information (Continued)**

**1.3 Going concern**

The financial statements have been prepared on a going concern basis. In assessing going concern, the Directors have considered the current statement of financial position, the financial projections, longer-term strategy of the business and the capital and liquidity plans, including stress tests and plans for future capital injections.

As at 31 December 2024 the group had available cash resources of £356k (2023: £1.311m). After a successful £1.25m gross equity funding round in February 2025, at the date of signing of these financial statements the Company's cash resources were over £1m which, with current burn rate including increased spending on white-label deliverables will last for more than 12-months. The Directors have prepared forecasts for a period of at least 12 months from the date of signing of these financial statements. Based on the current projection, the Directors believe that there are sufficient funds for the forecast expenditure for at least the next 12 months. However, it is anticipated that the group will need to raise capital beyond this period in order to proceed with its operational strategy. This represents a material uncertainty that may cast significant doubt on the group's and company's ability to continue as a going concern. However, the Directors have a reasonable expectation that this uncertainty can be managed to a successful outcome, and based on that assessment, the group and company will have adequate resources to continue in operational existence for the foreseeable future.

The financial statements do not reflect any adjustments that would be required to be made if they were to be prepared on a basis other than the going concern basis.

**1.4 Intangible assets other than goodwill**

Expenditure on research is recognised as an expense in the period in which it is incurred.

Cost that are directly attributable to the development phase of new customised technologies are recognised as intangible assets provided they meet the following recognition criteria:

- completion of the intangible asset is technically feasible so that it will be available for use or sale;
- the group intends to complete the intangible asset and use or sell it;
- the group has the ability to use or sell the tangible asset;
- the intangible asset will generate probable future economic benefits. Among other things, this requires that there is a market for the output from the intangible asset or the intangible asset itself, or, if it is to be used internally, the asset will be used in generating such benefits;
- there are adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the expenditure attributable to the intangible asset during its development can be measured reliably.

Development costs not meeting the criteria for capitalisation are recognised as expenses as incurred.

Amortisation is recognised as an administrative expense in profit or loss on a straight line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. The estimated useful lives for intangible assets are as follows:

| | |
|---|---|
| Research and development | not yet in use |

**1.5 Non-current investments**

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the parent company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

**1 Material accounting policy information (Continued)**

**1.6 Borrowing costs**

Finance costs comprise interest expense on borrowings including leases which are recognised in profit or loss in the period in which they are incurred.

**1.7 Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

**1.8 Financial assets**

Financial assets are recognised in the group's statement of financial position when the group becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

***Financial assets held at amortised cost***

Financial assets are classified as at amortised cost only if the asset is held within a business model whose objective is to collect the contractual cash flows, and the contractual terms give rise to cash flows that are solely payments of principal and interest.

***Financial assets at fair value through profit or loss***

When any of the above-mentioned conditions for classification of financial assets are not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognised initially at fair value and any transaction costs are recognised in profit or loss when incurred. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss, and is included within finance income or finance costs in the statement of income for the reporting period in which it arises.

***Impairment of financial assets***

Financial assets carried at amortised cost are assessed for indicators of impairment at each reporting end date.

The expected credit losses associated with these assets are estimated on a forward-looking basis. A broad range of information is considered when assessing credit risk and measuring expected credit losses, including past events, current conditions, and reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

For trade receivables, the simplified approach permitted by IFRS 9 is applied, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

**1.9 Financial liabilities**

The group recognises financial debt when the group becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

**1 Material accounting policy information (Continued)**

***Other financial liabilities***

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

***Derecognition of financial liabilities***

Financial liabilities are derecognised when, and only when, the group's obligations are discharged, cancelled, or they expire.

### 1.10 Equity instruments

Equity instruments issued by the parent company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer payable at the discretion of the company.

Share capital represents the nominal value of shares that have been issued.

Share premium includes any premium received on issue of share capital.

Retained losses include retained profits and losses relating to current and prior years and purchases and sales of own shares by the Employee Benefit Trust.

All transactions with owners of the parent are recorded separately within equity.

### 1.11 Taxation

The tax expense represents the sum of the current tax and deferred tax.

***Current tax***

The current tax is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement 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 group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

***Deferred tax***

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

**1 Material accounting policy information (Continued)**

### 1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee’s services are received.

Termination benefits are recognised immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

### 1.13 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

### 1.14 Leases

At inception, the group assesses whether a contract is, or contains, a lease within the scope of IFRS 16. 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. Where a tangible asset is acquired through a lease, the group recognises a right-of-use asset and a lease liability at the lease commencement date. Right-of-use assets are included within property, plant and equipment, apart from those that meet the definition of investment property and are recognised for all leases except those which are considered to have a fair value below £4,500 and those with a duration of 12 months or less.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs and an estimate of the cost of obligations to dismantle, remove, refurbish or restore the underlying asset and the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of other property, plant and equipment. The right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are unpaid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the group's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be payable under a residual value guarantee, and the cost of any options that the group is reasonably certain to exercise, such as the exercise price under a purchase option, lease payments in an optional renewal period, or penalties for early termination of a lease.

### 1.15 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

### 1.16 Earnings per share

The group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

**1 Material accounting policy information (Continued)**

**1.17 New and amended standards**

**New and amended standards adopted by the Group**

The Group has applied the following pronouncements and amendments for the first time for the annual reporting period commencing 1 January 2024:

- *IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information*
- *IFRS S2 Climate-related Disclosures*
- *Classification of Liabilities as Current or Non-Current – Amendments to IAS 1*
- *Lease Liability in a Sale and Leaseback – Amendments to IFRS 16*
- *Non-current Liabilities with Covenants – Amendments to IAS 1*
- *Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7*

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

**New standards and interpretations not yet adopted**

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective:

- *Presentation and Disclosures in Financial Statements - Amendments to IFRS 18*
- *Subsidiaries without Public Accountability: Disclosures - Amendments to IFRS 19*
- *Lack of Exchangeability - Amendments to IAS 21*

The directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the company in future periods.

**2 Critical accounting estimates and judgements**

In the application of the company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount 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.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

**Impairment**

The directors determine whether there are indicators of impairment of the group's assets. Factors taken into consideration when reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash generating unit, the viability and expected future performance of that unit.

Note 10 sets out details of the impairments that have arisen in the year and the judgements involved in the assessment.

**2 Critical accounting estimates and judgements (Continued)**

**Deferred tax**

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the group's future taxable income against which the group loses and deductible temporary differences can be utilised.

The directors have considered the probability that there will be future taxable income to utilise tax losses to be low, since there is uncertainty over the group's ability to raise the funding required to begin the re-application for the UK banking license.

**Going concern**

Going concern has been assessed and reflected in note 1.3.

**Share based payments**

In determining the value of share based payments, the directors have used the Black-Scholes model. The input used for volatility was based on a comparable company since there is not enough historic information in respect of the company's own share price. Had a different comparable company been selected the value of the share based payments used in these accounts could be materially different.

Note 30 sets out further details including sensitivity analysis.

## 3 Operating profit

| | 2024 | 2023 |
|---|---|---|
| Operating profit for the year is stated after charging/(crediting): | £ | £ |
| Exchange losses/(gains) | 2,169 | (6,813) |
| Depreciation of property, plant and equipment | - | 149,360 |
| Share-based payments | - | 605,470 |

## 4 Auditor's remuneration

| | 2024 | 2023 |
|---|---|---|
| Fees payable to the company's auditor and associates: | £ | £ |
| **For audit services** | | |
| Audit of the financial statements of the company and consolidation | 28,000 | 27,500 |
| Audit of the financial statements of the company's subsidiaries | 10,000 | 17,500 |
| | 38,000 | 45,000 |

## 5 Employees

The average monthly number of persons (including Directors) employed by the group during the year was:

| | 2024 Number | 2023 Number |
|---|---|---|
| Front office/administration | - | 16 |
| Finance/IT | - | 1 |
| Management | 3 | 9 |
| Total | 3 | 26 |

Their aggregate remuneration comprised:

| | 2024 £ | 2023 £ |
|---|---|---|
| Wages and salaries | 25,000 | 2,461,812 |
| Social security costs | 2,194 | 309,330 |
| Pension costs | - | 49,320 |
| | 27,194 | 2,820,462 |

## 6 Directors' remuneration

| | 2024 £ | 2023 £ |
|---|---|---|
| Remuneration for qualifying services | 25,000 | 761,229 |

Remuneration disclosed above includes the following amounts paid to the highest paid director:

| | 2024 £ | 2023 £ |
|---|---|---|
| Remuneration for qualifying services | 25,000 | 485,385 |

Remuneration for each individual Director, which is required to be disclosed under AIM rules, is shown in the Directors' Report.

## 7 Finance income

| | 2024 £ | 2023 £ |
|---|---|---|
| **Interest income** | | |
| Financial instruments measured at amortised cost: | | |
| Bank deposits | 2,216 | 46,176 |

## 8 Finance costs

| | 2024 | 2023 |
|---|---|---|
| | £ | £ |
| Interest on lease liabilities | 1,639 | 9,265 |
| Other interest payable | - | 65,575 |
| Total interest expense | 1,639 | 74,840 |

## 9 Other gains and losses

| | 2024 | 2023 |
|---|---|---|
| | £ | £ |
| Gain/(loss) on impairment of non current assets (see note 10) | - | (1,014,421) |
| Net changes in fair value of own shares held | - | (67,109) |
| | - | (1,081,530) |

## 10 Impairments

Impairment tests have been carried out where appropriate and the following impairment losses have been recognised in profit or loss:

| | 2024 | 2023 |
|---|---|---|
| | £ | £ |
| In respect of: | | |
| Intangible assets | - | 878,639 |
| Property, plant and equipment | - | 135,782 |
| | - | 1,014,421 |
| Recognised in: | | |
| Other gains and losses | - | 1,014,421 |

Intangible assets and property, plant and equipment were fully impaired during the year ended 31 December 2023. Additions during the year to December 2024 have been fully impaired in the year. The intangible assets comprised development costs incurred in designing a business software model, with the intention that this would be utilised by the group. However, the group is currently trying to raise additional capital to support the re-application for a UK banking licence without which the directors are of the opinion that both the intangible assets and the property, plant and equipment have a value-in-use of £nil.

## 11 Income tax income

| | 2024 | 2023 |
|---|---|---|
| | £ | £ |
| **Current tax** | | |
| Adjustments in respect of prior periods | - | (16,157) |

## 11 Income tax income (Continued)

| | 2024 £ | 2023 £ |
|---|---|---|

The credit for the year can be reconciled to the profit per the income statement as follows:

| | 2024 £ | 2023 £ |
|---|---|---|
| Loss before taxation | (700,068) | (8,333,688) |
| Expected tax credit based on a corporation tax rate of 25.00% (2023: 23.50%) | (175,017) | (1,958,417) |
| Effect of expenses not deductible in determining taxable profit | 26,059 | 21,131 |
| Utilisation of tax losses not previously recognised | (10,763) | - |
| Unutilised tax losses carried forward | 159,721 | 1,588,207 |
| Research & development credit - prior year | - | (16,157) |
| Share based payments | - | 130,536 |
| Depreciation in excess of capital allowances | - | 12,063 |
| Impairment of intangible assets | - | 206,480 |
| **Taxation charge/(credit) for the year** | - | (16,157) |

The group has unused trading losses of £12,865,157 (2023: £12,263,370) carried forward at the year end. No deferred tax asset has been recognised at the year end as there is no certainty that there will be sufficient profits in the foreseeable future. This creates a potential deferred tax asset of £3,216,289 (2023: £3,065,843).

An increase in the UK corporation tax rate from 19% to 25% came into effect beginning 1 April 2023.

## 12 Earnings per share

| | 2024 Number | 2023 Number |
|---|---|---|
| **Number of shares** | | |
| Weighted average number of ordinary shares in issue | 274,747,246 | 272,128,700 |
| Less weighted average number of own shares | - | (192,323) |
| Weighted average number of ordinary shares for basic earnings per share | 274,747,246 | 271,936,377 |
| Weighted average number of ordinary shares for diluted earnings per share | 274,747,246 | 271,936,377 |

| | 2024 £ | 2023 £ |
|---|---|---|
| **Earnings** | | |
| **Continuing operations** | | |
| Loss for the period from continued operations | (700,068) | (8,317,531) |

| | 2024 Pence per share | 2023 Pence per share |
|---|---|---|
| **Basic and diluted earnings per share** | | |
| From continuing operations | (0.25) | (3.06) |

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of shares outstanding during the year.

For diluted earnings per share, the weighted average number of shares in issue is adjusted to assume conversion of all potentially dilutive warrants and options over ordinary shares. Potential ordinary shares resulting from the exercise of warrants and options have an anti-dilutive effect due to the group being in a loss position. As a result, dilutive loss per share is disclosed as the same value as basic loss per share.

## 13 Intangible assets

| | Development costs £ |
|---|---|
| **Cost** | |
| At 1 January 2023 | 878,639 |
| At 31 December 2023 | 878,639 |
| At 31 December 2024 | 878,639 |

**13 Intangible assets** **(Continued)**

| | Development costs |
|---|---|
| | £ |
| **Amortisation and impairment** | |
| At 1 January 2023 | - |
| Impairment loss | 878,639 |
| At 31 December 2023 | 878,639 |
| At 31 December 2024 | 878,639 |
| **Carrying amount** | |
| At 31 December 2024 | - |
| At 31 December 2023 | - |

Intangible assets as at 31 December 2024 are made up of development costs incurred in designing a banking software model. See note 10 for details of impairment.

**14 Property, plant and equipment**

| | Leasehold property | Plant and equipment | Office and IT equipment | Computers and network equipment | Total |
|---|---|---|---|---|---|
| | £ | £ | £ | £ | £ |
| **Cost** | | | | | |
| At 1 January 2023 | 269,455 | 1,235 | 15,463 | 60,394 | 346,547 |
| Additions | - | - | - | 8,618 | 8,618 |
| At 31 December 2023 | 269,455 | 1,235 | 15,463 | 69,012 | 355,165 |
| Disposals | (269,455) | - | - | - | (269,455) |
| At 31 December 2024 | - | 1,235 | 15,463 | 69,012 | 85,710 |
| **Accumulated depreciation and impairment** | | | | | |
| At 1 January 2023 | 44,909 | 1,235 | 15,463 | 8,416 | 70,023 |
| Charge for the year | 134,726 | - | - | 14,634 | 149,360 |
| Impairment loss (profit or loss) | 89,820 | - | - | 45,962 | 135,782 |
| At 31 December 2023 | 269,455 | 1,235 | 15,463 | 69,012 | 355,165 |
| Eliminated on disposal | (269,455) | - | - | - | (269,455) |
| At 31 December 2024 | - | 1,235 | 15,463 | 69,012 | 85,710 |
| **Carrying amount** | | | | | |
| At 31 December 2024 | - | - | - | - | - |
| At 31 December 2023 | - | - | - | - | - |

## 14 Property, plant and equipment (Continued)

The Group leases assets including land and buildings. Information for Property, plant and equipment which includes right-of-use assets, is as follows:

| | Land and buildings |
|---|---|
| | £ |
| **Net carrying value at 1 January 2023** | 224,546 |
| Depreciation charge | (134,726) |
| Impairment charge less reversals | (89,820) |
| **Net carrying value at 31 December 2023 and 31 December 2024** | - |

More information on impairment movements in the year is given in note 10.

## 15 Subsidiaries

Details of the company's subsidiaries at 31 December 2024 are as follows:

| Name of undertaking | Registered office | Class of shares held | % Held Direct | Indirect |
|---|---|---|---|---|
| Fiinu 2 Ltd | Same as parent | Ordinary | - | 100.00 |
| Fiinu Services Ltd | Same as parent | Ordinary | - | 100.00 |
| Fiinu Holdings Ltd | Same as parent | Ordinary | 100.00 | - |

All companies in the Fiinu plc group are registered in England and Wales and have their registered offices at Ibex House, Baker Street, Weybridge, Surrey, KT13 8AH

## 16 Trade and other receivables

| | 2024 | 2023 |
|---|---|---|
| | £ | £ |
| VAT recoverable | - | 1,748 |
| Other receivables | - | 192,837 |
| Prepayments | 48,811 | 42,135 |
| | 48,811 | 236,720 |

At 31 December 2024 and 31 December 2023 there are no trade receivables.

## 17 Cash and cash equivalents

Group cash and cash equivalents as at 31 December 2024 of £355,932 (2023: £1,310,757) consist of bank balances.

Company cash and cash equivalents as at 31 December 2024 of £208,072 (2023: £5,246) consist of bank balances.

## 18 Trade and other payables

| | 2024 £ | 2023 £ |
|---|---|---|
| Trade payables | 103,482 | 38,413 |
| Accruals | 164,985 | 208,403 |
| Social security and other taxation | 4,181 | 403,264 |
| Other payables | 6,402 | 13,860 |
| | 279,050 | 663,940 |

## 19 Lease liabilities

| **Maturity analysis** | 2024 £ | 2023 £ |
|---|---|---|
| Within one year | - | 61,381 |
| Future finance charges and other adjustments | - | (3,605) |
| Lease liabilities in the financial statements | - | 57,776 |

| Amounts recognised in profit or loss include the following: | 2024 £ | 2023 £ |
|---|---|---|
| Interest on lease liabilities | 1,639 | 9,265 |

The company has a lease contract for property which has a lease term of 5 years with a break clause at 2 years. The company exercised the break clause in 2024.

Contracts may contain both lease and non-lease components. The group allocates consideration between lease and non-lease components based on the price of a lessor, or similar supplier, would charge to purchase that component separately.

The lease term begins at the commencement date and includes any rent-free periods provided by the lessor. Lease terms vary between contracts and depend on the individual facts and circumstances of the contract.

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the group's incremental borrowing rate as at 1 January 2022. The group's incremental borrowing rate is the rate at which a borrowing could be obtained from an independent creditor under comparable terms and conditions. The weighted average rate applied was 6% (2023: 6%).

The fair value of the company's lease obligations is approximately equal to their carrying amount.

## 20 Share capital

| **Ordinary share capital** | 2024 Number | 2023 Number | 2024 £ | 2023 £ |
|---|---|---|---|---|
| ***Authorised*** | | | | |
| Ordinary shares of 10p each | 274,747,246 | 274,747,246 | 27,474,724 | 27,474,724 |
| ***Issued and fully paid*** | | | | |
| Ordinary shares of 10p each | 274,747,246 | 274,747,246 | 27,474,724 | 27,474,724 |

**20 Share capital** **(Continued)**

There are no restrictions on the transfer of shares in Fiinu plc. All shares carry equal voting rights.

**Reconciliation of movements during the year:**

| | **Number** |
|---|---|
| At 1 January 2023 | 265,131,861 |
| Issue of fully paid shares | 9,615,385 |
| At 31 December 2023 | 274,747,246 |
| At 31 December 2024 | 274,747,246 |

**21 Other reserves**

Merger reserve
As the accounting acquirer in the reverse takeover on 8 July 2022, the Net Assets of Fiinu Holdings Limited form the accounts up to the date of the reverse takeover. As the legal acquirer, the share capital of Fiinu plc is included in the balance sheet. The Merger reserve is created from the accounting entries to reflect the reverse take-over.

**22 Retirement benefit schemes**

| **Defined contribution schemes** | **2024 £** | **2023 £** |
|---|---|---|
| Charge to profit or loss in respect of defined contribution schemes | - | 49,320 |

The group operates a defined contribution auto-enrolment workplace pension scheme (the Fiinu 2 Limited pension scheme) administered by NEST for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

## 23 Cash absorbed by operations

| Group | 31 December 2024 £ | 31 December 2023 £ |
|---|---|---|
| Loss for the year after tax | (700,068) | (8,317,531) |
| **Adjustments for:** | | |
| Taxation credited | - | (16,157) |
| Finance costs | 1,639 | 74,840 |
| Finance income | (2,216) | (46,176) |
| Amortisation and impairment of intangible assets | - | 878,639 |
| Depreciation and impairment of property, plant and equipment | - | 285,142 |
| Fair value movement | - | 67,109 |
| Share based payment | - | 605,470 |
| **Movements in working capital:** | | |
| Decrease in trade and other receivables | 187,909 | 351,149 |
| Decrease in trade and other payables | (384,890) | (529,663) |
| **Cash absorbed by operations** | (897,626) | (6,647,178) |

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

| | 2024 £ | 2023 £ |
|---|---|---|
| Cash and cash equivalents | 355,932 | 1,310,757 |

## 24 Shares to be issued

| | 2024 £ | 2023 £ |
|---|---|---|
| At the beginning of the year | 50,000 | - |
| Additions | - | 50,000 |
| At the end of the year | 50,000 | 50,000 |

## 25 Contingent liabilities

At the year end Marko Sjoblom had waived his entitlement to remuneration pending the Group raising additional capital and having sufficient liquidity. This resulted in a contingent liability at the reporting date. Subsequent to the year end the conditions for payment were met and accordingly the Group paid a total of £397k to Mr Sjoblom.

## 26 Financial Instruments

Treasury

The group’s financial instruments through which it meets its day to day working capital requirements comprise cash and liquid resources, as well as receivables and payables. The principal risk on the financial assets is credit risk, which the Board has reviewed and manages through its policies summarised below. The group has remained unchanged since the beginning of the year.

Borrowing facilities

There were no borrowing facilities available at 31 December 2024 or 31 December 2023.

The group previously used sources of finance for property, which under IFRS 16 have been shown as right of use assets with a corresponding lease liability, as per notes 14 and 19. As at 31 December 2024 the group owed £nil (2023 - £57,776) on lease liabilities.

Interest rate risk

Interest rate risk is the risk that the value of future cash flows associated with financial instruments will fluctuate due to changes in interest rates. Interest rate risk arises from interest bearing financial assets and liabilities held by the group. Interest bearing assets and liabilities comprise cash. The Directors do not believe that impact of any interest rate changes would be material to profit or loss, or equity.

Liquidity risk

Short-term flexibility is normally achieved through the use of cash balances, primarily held on short-term deposit. Financial liabilities as shown in note 18 are payable within one year. The Directors consider that the group’s exposure to liquidity risk is minimal.

Foreign currency risk

The group has no material financial exposure to foreign exchange gains or losses.

Credit risk

The Finance Director is responsible for managing the group’s credit exposure. The group's cash is held with HSBC and Natwest and Revolut and the group does not have any trade receivables.

The group’s maximum exposure to credit risk is as follows:

| Group | 31 December 2024 | 31 December 2023 |
|---|---|---|
| | £ | £ |
| Cash and cash equivalents (note 17) | 355,932 | 1,310,757 |
| **Total financial assets** | **355,932** | **1,310,757** |

**26 Financial Instruments** **(Continued)**

Table 1: Categories of financial assets and liabilities: financial assets

| Group | Financial assets at fair value through other comprehensive income | Financial assets at fair value through the profit and loss | Financial assets at amortised cost | Total |
|---|---|---|---|---|
| **31 December** | **2024** | **2024** | **2024** | **2024** |
| | **£** | **£** | **£** | **£** |
| Cash and cash equivalents (note 17) | - | - | 355,932 | 355,932 |
| **Total financial assets** | **-** | **-** | **355,932** | **355,932** |
| | | | | |
| **31 December** | **2023** | **2023** | **2023** | **2023** |
| | **£** | **£** | **£** | **£** |
| Financial assets | - | - | - | - |
| Cash and cash equivalents (note 17) | - | - | 1,310,757 | 1,310,757 |
| **Total financial assets** | **-** | **-** | **1,310,757** | **1,310,757** |

Table 2: Categories of financial assets and liabilities: financial liabilities at amortised cost

| Group | Other trade payables and accrued expenses | Total |
|---|---|---|
| **31 December** | **2024** | **2024** |
| | **£** | **£** |
| Lease liabilities (note 19) | - | - |
| Trade payables (note 18) | 103,482 | 103,482 |
| Non-trade payables and accrued expenses (note 18) | 171,388 | 171,388 |
| **Total financial liabilities** | **274,870** | **274,870** |
| | | |
| **31 December** | **2023** | **2023** |
| | **£** | **£** |
| Lease liabilities (note 19) | 57,776 | 57,776 |
| Trade payables (note 18) | 38,413 | 38,413 |
| Non-trade payables and accrued expenses (note 18) | 222,263 | 222,263 |
| **Total financial liabilities** | **318,452** | **318,452** |

**26 Financial Instruments** **(Continued)**

Table 3: Analysis of trade and other payables by due date

| | Due date as at 31 December 2024 | | | |
|---|---|---|---|---|
| | **<30 days** | **30-183 days** | **183-366 days** | **Total** |
| | **£** | **£** | **£** | **£** |
| Trade payables | 103,482 | - | - | **103,482** |
| Non-trade payables and accrued expenses | 6,402 | 164,986 | - | **171,388** |

| | Due date as at 31 December 2023 | | | |
|---|---|---|---|---|
| | **<30 days** | **30-183 days** | **183-366 days** | **Total** |
| | **£** | **£** | **£** | **£** |
| Trade payables | 38,413 | - | - | **38,413** |
| Non-trade payables and accrued expenses | 13,380 | 208,883 | - | **222,263** |

**27 Capital risk management**

Capital risk is the risk that the group has insufficient capital to cover regulatory requirements and/or support its growth plans.

The Group regularly reviews and manages its capital in order to maintain an optimal structure, taking account of its future capital requirements, projected profitability, operating cash flows, capital expenditure and projected strategic investment opportunities. The management regards capital as total equity and reserves.

**28 Related party transactions**

**Remuneration of key management personnel**

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

| | **31 December 2024** | **31 December 2023** |
|---|---|---|
| | **£** | **£** |
| Short-term employee benefits | 25,000 | 870,053 |

**Other information**

An amount is due to one of the Directors included in accruals of £18,750 (2023: £18,750).

**29 Post balance sheet events**

On 14 February 2025 the company issued 12,500,000 ordinary shares at par value of £0.1 each.

## 30 Share-based payments

**Company**

The movements in the number of share options issued to employees of Fiinu Plc prior to the reverse takeover and outstanding at the reporting date. Their weighted average prices are as follows:

| | Number of share options and warrants | | Average exercise price | |
|---|---|---|---|---|
| | 31 December 2024 | 31 December 2023 | 31 December 2024 £ | 31 December 2023 £ |
| Outstanding at start of period | 18,594,644 | 1,291,000 | 20.00 | 18.84 |
| Granted in the period | - | 17,303,644 | - | 20.00 |
| Expired in the period | (669,000) | - | 17.40 | - |
| Outstanding at end of period | 17,925,644 | 18,594,644 | 20.00 | 20.00 |
| Exercisable at end of period | 17,925,644 | 18,594,644 | 20.00 | 20.00 |

**Options outstanding**

Share options outstanding (including options and warrants awarded to directors) at the end of the year have the following expiry dates and exercise prices:

| Grant date | Expiry date | Exercise price | 31 December 2024 Number | 31 December 2023 Number |
|---|---|---|---|---|
| Scheme (i) 18 October 2013 | 20 March 2024 | 10 | - | 339,000 |
| Scheme (ii) 18 October 2013 | 20 March 2025 | 10 | 182,000 | 182,000 |
| Scheme (iii) 21 October 2020 | 21 October 2030 | 24.5 | 300,000 | 300,000 |
| Scheme (iv) 19 Feb 2021 | 19 February 2031 | 36 | 140,000 | 140,000 |
| Scheme (v) 22 Feb 2021 | 22 February 2024 | 25 | - | 330,000 |
| Scheme (vi) 14 March 2023 | 14 March 2026 | 20 | 17,000,000 | 17,000,000 |
| Scheme (vii) 14 March 2023 | 14 March 2026 | 20 | 303,644 | 303,644 |
| | | | 17,925,644 | 18,594,644 |

Share options and warrants were granted to employees, directors and shareholders under the following terms and conditions:

i. Share Options under the Immedia EMI Share Option Scheme. These options vested on 20 March 2014 with the publication of the Group's audited financial statements for the financial year ending 31 December 2013 and may be exercised over a ten-year period commencing on that date. These options expired in the current year.

ii. Share Options under the Immedia EMI Share Option Scheme. These options vested on 20 March 2015 with the publication of the Group's audited financial statements for the financial year ending 31 December 2014 and may be exercised over a ten-year period commencing on that date.

**30 Share-based payments** **(Continued)**

iii. Options over a total of 330,000 shares were granted to non-board employees on 21 October 2020. The options vested immediately with an exercise price of 24.5p (being the market price at the time of grant). The options may be exercised at any time and may be exercised over a ten-year period commencing on that date.

iv. Options over a total of 140,000 shares were granted to the Executive Directors on 19 February 2021. The options have an exercise price of £0.3599 pence per share (being the 30-day moving average share price immediately prior to the award). The options vest immediately and may be exercised over a ten-year period commencing on that date.

v. Warrants over a total of 500,000 shares were granted to the Non-Executive Directors on 22 February 2021. The Warrants have an exercise price of 25 pence per share, being set equal to the issue price for new ordinary shares issued in the recent placing and subscription (announced on 8 January 2021). The Warrants vest immediately and are exercisable in whole or in part at any time in the next three years. The fair value of options granted in prior years was estimated at the date of grant using a Black-Scholes option pricing model (which is believed to be appropriate given the immaterial amounts involved). These Warrants have expired in the year.

vi. The Company issued 17,000,000 new warrants on 14 March 2023 to GEM Global Yield LLC and GEM Yield Bahamas Limited in consideration for entering a three year subscription facility with a total maximum drawdown of up to £40m. The New Warrants are exercisable at a price of 20 pence each. The Warrants vest immediately and are exercisable in whole or in part at any time in the next three years. 12 months after the initial issue, on 14 March 2024, the warrants were repriced to be exercisable at a price of 10 pence each as per the initial agreement.

vii. Warrants over a total of 303,644 shares were granted to the company that one of the Directors has a beneficial interest in on 14 March 2023 as a result of a loan provided by the company having been converted into shares and warrants being issued in the ratio of 1 for every 19 ordinary shares issued. The Warrants have an exercise price of 20 pence per share, being set equal to the issue price for new ordinary shares issued in recent placings. The Warrants vest immediately and are exercisable in whole or in part at any time in the next three years.

During the year ended 31 December 2023 the group agreed to issue shares to a supplier to settle an outstanding liability of £50,000. This is included in shares to be issued at the year end.

The group and company has recognised a total expense of £nil related to equity-settled share based payment transactions in the current year (2023: £605,470). In addition, £nil (2023: £7,289) has been recorded against share premium.

The fair value of the share options granted in 2023 was determined using the Black-Scholes model as follows:

| | |
|---|---|
| Expected Life in years | 3 |
| Volatility | 45.3% |
| Risk free interest rate | 1.65% |

The underlying expected volatility was determined by reference to historical data of comparable businesses' shares over a period, relevant to the term of the share option grants. The directors have estimated that a volatility value of 45.3% is reasonable. If the volatility were 5 percentage points higher or lower then the impact on the option price would have been a revised share based payment expense of £468,892 if lower or £641,600 if higher. Furthermore if the volatility were 10 percentage points higher or lower then the share based payment expense would be £382,462 or £726,850 respectively.

## 31 Company - Property, plant and equipment

| | Leasehold land and buildings |
|---|---|
| | £ |
| **Cost** | |
| At 1 January 2023 and 1 January 2024 | 269,455 |
| Disposals | (269,455) |
| At 31 December 2024 | - |
| **Accumulated depreciation and impairment** | |
| At 1 January 2023 | 44,909 |
| Charge for the year | 134,726 |
| Impairment loss (profit or loss) | 89,820 |
| At 31 December 2023 | 269,455 |
| Disposals | (269,455) |
| At 31 December 2024 | - |
| **Carrying amount** | |
| At 31 December 2024 | - |
| At 31 December 2023 | - |

The Group leases assets including land and buildings. Information for Property, plant and equipment which includes right-of-use assets, is as follows:

| | Land and buildings |
|---|---|
| | £ |
| **Net carrying value at 1 January 2023** | 224,546 |
| Depreciation charge | (134,726) |
| Impairment charge less reversals | (89,820) |
| **Net carrying value at 31 December 2023 and 31 December 2024** | - |

Property, plant and equipment has been fully impaired during the previous year.

## 32 Company - Investments

| | Non-current | |
|---|---|---|
| | 2024 | 2023 |
| | £ | £ |
| Investments in subsidiaries | 1,373,736 | 1,785,857 |
| | 1,373,736 | 1,785,857 |

**32 Company - Investments** **(Continued)**

**Fair value of financial assets carried at amortised cost**

Except as detailed below the Directors believe that the carrying amounts of financial assets carried at amortised cost in the financial statements approximate to their fair values.

**Investment in subsidiary undertakings**

Details of the company's principal operating subsidiaries are included in note 15.

**Movements in non-current investments**

| | Shares in subsidiaries £ |
|---|---|
| **Cost** | |
| At 1 January 2024 & 31 December 2024 | 47,732,583 |
| **Impairment** | |
| At 1 January 2024 | (45,946,726) |
| Impairment losses | (412,121) |
| At 31 December 2024 | (46,358,847) |
| **Carrying amount** | |
| At 31 December 2024 | 1,373,736 |

| *Prior financial period* | Shares in subsidiaries £ |
|---|---|
| **Cost** | |
| At 1 January 2023 | 46,482,583 |
| Additions | 1,250,000 |
| At 31 December 2023 | 47,732,583 |
| **Impairment** | |
| At 1 January 2023 | - |
| Impairment losses | (45,946,726) |
| At 31 December 2023 | (45,946,726) |
| **Carrying amount** | |
| At 31 December 2023 | 1,785,857 |

## 33 Company - Trade and other receivables

| | 2024 | 2023 |
|---|---|---|
| | £ | £ |
| Amounts owed by subsidiary undertakings | 55,554 | 1,225,875 |
| Other receivables | - | 4,795 |
| Prepayments | 20,968 | 31,474 |
| | 76,522 | 1,262,144 |

## 34 Company - Trade and other payables

| | 2024 | 2023 |
|---|---|---|
| | £ | £ |
| Trade payables | 64,615 | 7,689 |
| Amounts owed to subsidiary undertakings | - | 12,834 |
| Accruals | 118,259 | 116,234 |
| Social security and other taxation | 2,024 | 215,222 |
| | 184,898 | 351,979 |

## 35 Company - Lease liabilities

| | 2024 | 2023 |
|---|---|---|
| **Maturity analysis** | £ | £ |
| Within one year | - | 61,381 |
| Future finance charges and other adjustments | - | (3,605) |
| Lease liabilities in the financial statements | - | 57,776 |

The company had a lease contract for property which had a lease term of 5 years with a break clause at 2 years. The company exercised the break clause in 2024.

Contracts may contain both lease and non-lease components. The group allocates consideration between lease and non-lease components based on the price of a lessor, or similar supplier, would charge to purchase that component separately.

The lease term begins at the commencement date and includes any rent-free periods provided by the lessor. Lease terms vary between contracts and depend on the individual facts and circumstances of the contract.

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the group's incremental borrowing rate as at 1 January 2022. The group's incremental borrowing rate is the rate at which a borrowing could be obtained from an independent creditor under comparable terms and conditions. The weighted average rate applied was 6% (2023: 6%).

The fair value of the company's lease obligations is approximately equal to their carrying amount.

## 36 Related party transactions - company

**Remuneration of key management personnel**

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

| | 31 December 2024 £ | 31 December 2023 £ |
|---|---|---|
| Short-term employee benefits | 25,000 | 122,093 |

**Other transactions with related parties**

During the year the company entered into the following transactions with related parties:

| | Management charge income | |
|---|---|---|
| | 2024 £ | 2023 £ |
| Subsidiaries | (383,857) | (1,489,571) |

**The following amounts were outstanding at the reporting end date:**

| Amounts due from related parties | 2024 £ | 2023 £ |
|---|---|---|
| Subsidiaries | 55,554 | 1,225,875 |

| Amounts due to related parties | 2024 £ | 2023 £ |
|---|---|---|
| Subsidiaries | - | 12,834 |

## 37 Company - Share capital

| Ordinary share capital | 31 December 2024 Number | 31 December 2023 Number | 31 December 2024 £ | 31 December 2023 £ |
|---|---|---|---|---|
| ***Authorised*** | | | | |
| Ordinary shares of 10p each | 274,747,246 | 274,747,246 | 27,474,724 | 27,474,724 |
| ***Issued and fully paid*** | | | | |
| Ordinary shares of 10p each | 274,747,246 | 274,747,246 | 27,474,724 | 27,474,724 |

There are no restrictions on the transfer of shares in Fiinu plc. All shares carry equal voting rights.

## 37 Company - Share capital (Continued)

**Reconciliation of movements during the year:**

| | £ | Number |
|---|---|---|
| At 1 January 2023 | 26,513,186 | 265,131,861 |
| Issue of fully paid shares | 961,538 | 9,615,385 |
| At 31 December 2023 | 27,474,724 | 274,747,246 |

| | £ | Number |
|---|---|---|
| At 1 January 2024 | 27,474,724 | 274,747,246 |
| At 31 December 2024 | 27,474,724 | 274,747,246 |

## 38 Company - Cash generated from operations

| | 2024 £ | 2023 £ |
|---|---|---|
| Loss for the year after tax | (1,170,060) | (46,611,419) |
| **Adjustments for:** | | |
| Finance costs | 1,639 | 74,590 |
| Finance income | - | (9) |
| Impairment of investments | 412,121 | 45,946,726 |
| Share based payments | - | 605,470 |
| Fair value movement | - | 67,109 |
| Depreciation of non-current assets | - | 134,726 |
| Impairment of right of use asset | - | 89,820 |
| **Movements in working capital:** | | |
| Decrease in trade and other receivables | 1,185,622 | 466,916 |
| Decrease in trade and other payables | (167,081) | (124,200) |
| **Cash generated from operations** | 262,241 | 649,729 |

## 39 Company - Other reserves

Share based payment reserve

The share based payment reserve includes share-based payment charges.