TRU | FIN

ANNUAL REPORT & ACCOUNTS

2024

TRU | FIN

OXYGEN
FINANCE

PLAYSTACK

Satago

Company Information

For the year ended
31 December 2024

Directors

Steve Baldwin (Chair)
James van den Bergh (Chief Executive Officer)
Penny Judd (Non-Executive Director)
Paul Dentskevich (Non-Executive Director)
Anders Wilhelmsen (Non-Executive Director)

Company Secretary

Ocorian Secretaries (Jersey) Limited

Registered Office

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Jersey
JE2 3RA

Business Address

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London
W1B 5FE

Registered Number

125245

Auditor

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55 Ludgate Hill
London
EC4M 7JW

Nominated Adviser and Broker

Liberum Capital Limited
25 Ropemaker Street
London
EC2Y 9LY

Advisers

Travers Smith LLP (Solicitors – UK law)
10 Snow Hill
London
EC1A 2AL

Ogier (Solicitors – Jersey law)
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Equiniti (Jersey) Limited (Registrar)
26 New Street
St Helier
Jersey
JE2 3RA

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2024 Highlights

REVENUE

£55.0m

REVENUE GROWTH

203%

EBITDA

£6.7m

96% DROP THROUGH OF NET REVENUE TO ADJUSTED EBITDA GAIN OF

£11.1m

CASH GENERATED BY OPERATING ACTIVITIES

£13.8m

Company Overview

Investing in cutting edge finance and technology: creating long-term value and significant shareholder returns

Since 2017, TruFin has identified and nurtured innovative UK fintech companies, giving them the resources to deliver world-class products and services while targeting meaningful long-term value for our businesses, customers and shareholders.

With offices in London, Birmingham, Europe and the USA, our companies Oxygen Finance Limited ("Oxygen") and Satago Finance Solutions Limited ("Satago") provide technology and niche lending solutions to thousands of UK and European businesses. We also own the UK's leading games publisher, Playstack Limited ("Playstack").

TruFin invests at the early stage of a company's lifecycle, guiding it towards sustainable growth, profitability and, ultimately, an exit.

Visit our website **www.trufin.com**

Chair's Statement

Steve Baldwin,
Chair

"2024 marked a maturing of the Group: moving from loss to profit and meaningful cash generation."

I am pleased to present TruFin's Annual Report and Accounts for 2024. I am also delighted to report that the past 12 months saw the Group reach a significant inflection point – delivering our first full year of profit with Adjusted PBT of £0.9m versus a loss of £6.6m in 2023.

It was not an easy year in which to thrive. Following the change of UK government in July 2024, the modest GDP growth in the first half of the year proved short-lived, with the economy contracting for most of the second half. Other indicators also highlighted sluggish economic activity. Meanwhile, fears over the impact of an increased national living wage, greater taxation in the form of higher employers' National Insurance Contributions (NICs) and uncertainty over future tax rises stymied investment decisions across the UK. Despite initial US stock market euphoria, it was increasingly clear that President Trump's reign would increase uncertainty.

Despite this difficult background, TruFin delivered a phenomenal financial performance during 2024 and is exceptionally well-positioned for the year ahead.

Thanks to a banner year at Playstack, the Group grew revenues by 203%. Playstack itself increased revenues by 455% after a number of highly successful game launches. Meanwhile, Oxygen once again contributed to the top and bottom lines, highlighting the incredible visibility of the business. I was particularly pleased that the transition to new leadership for Oxygen was seamless, with Vicki Sloane taking over as CEO. Crucially, Satago took the difficult decision to significantly realign its cost base after losing its Tier-1 Bank contract, giving it a platform from which to rebuild during 2025.

As a result of these great performances from our three subsidiaries, the Group significantly outperformed internal and market expectations (as set out at the start of 2024) which led to us recording our first full year of profit – a year earlier than anticipated. PBT and EBITDA also significantly exceeded expectations, and the cash balance at year end also beat predictions. These achievements are a testament to the skill and rapid decision-making of our people and their exceptional vision.

Underpinning these superb results are the investments the Group has made over recent years. Playstack's standout game launches this year – *Balatro* and *Abiotic Factor* – were part of a pipeline developing over 24 months. The oversubscribed fundraise in June 2023 and subsequent investment by the Group were crucial to their development and success. It is particularly pleasing to reward shareholders' faith in the Group by showcasing the value that their investment has generated.

Over the past three years, the Group has strategically focused on diversifying its revenue streams, shifting away from lending revenue towards recurring revenue and other licence-based income. This strategy has proven highly successful. As a result, more than 98% of the Group's revenue now comes from recurring revenue sources and game royalties – nearly double the proportion recorded three years ago.

2024 marked TruFin's maturation: moving from loss to profit and generating cash for the first time. We have therefore entered 2025 with great optimism and clear goals. While recent global events warrant some caution, our diversified revenue base – with over 80% of our income derived from international sources – has reduced our exposure to potential fiscal challenges in the UK.

With Playstack firing on all cylinders, Oxygen delivering with metronomic consistency, and Satago reset for future growth, we have never been more confident in the Group's ability to deliver significant shareholder value.

As always, I would like to thank all our staff for their commitment and hard work, and our shareholders for their faith in us and continued support.

Steve Baldwin
Chair
25 March 2025

Highlights for 2024 include:

TruFin recording revenue growth of 203% and its first full year of profit and cash generation

Oxygen delivering yet another year of new client wins, EBITDA growth of 81%, and appointing Vicki Sloane as CEO

Playstack publishing *Balatro*, Winner of Best Independent Game, Best Mobile Game and Best Debut Indie Game at the Game Awards, and building a highly diversified pipeline of games for release in the coming years

Satago responding rapidly to a Tier-1 Bank's decision to no longer prioritise the Satago platform. Resetting its cost base and winning a contract with a UK specialist lender

The Group is well positioned to deliver further profitable growth in 2025 and beyond.

CEO's Review

James van den Bergh,
Chief Executive Officer

"I am very pleased to have delivered on our two fundamental commitments. Firstly, that we would achieve full year profitability. Secondly, that we would not need further shareholder capital to achieve profitability."

2024 was a banner year for TruFin.

Despite an unsettling macroeconomic and corporate climate, TruFin recorded growth of 203% and our first full year of profit – a year ahead of market expectations.

Pinpointing the precise moment when a business transitions from loss-making to profit-generating can be challenging, as numerous dynamic factors are at play. Navigating this shift requires careful consideration of working capital assumptions and investment decisions. Crucially, this must be approached with a balanced focus—not only on short-term optimisation but also on the strategic investments essential for securing long-term success.

As such, I am delighted that in 2024 we achieved our first full year of profitability whilst investing significantly in the future. No compromises were made. This was made possible by the successful £7.6m fundraising in June 2023, which was strongly supported by our shareholders. The proceeds enabled us to invest in our three businesses, exceed expectations, and expand our pipeline of opportunities.

I am delighted to have fulfilled our two core commitments: first, achieving full-year profitability, and second, reaching this milestone without requiring additional shareholder capital. With a £14.9m cash balance at year-end, we face the future on a very secure footing.

2024 Group performance

Group revenue increased 203% year-on-year to £55.0m. Of this, 98% came from recurring software sales, game revenues and licensing fees, evidencing the continued success of TruFin's strategic pivot away from lending and also to more international revenue streams.

Key growth drivers during the period included an impressive 455% revenue increase at Playstack. This incredible achievement was driven by two standout game launches: *Balatro* and *Abiotic Factor*. With seven games due out in 2025, Playstack is in a very enviable position.

In March 2024, TruFin first announced that it was due to complete a sale of IP and assets relating to Playstack's augmented reality and gamification AdTech platform "Interact" to VCI Global Ltd ("VCI"). I am disappointed to say that despite numerous efforts to engage with VCI, there has been no response, such that we have terminated the transaction and retain our right to seek reimbursement for costs incurred.

Meanwhile Oxygen's core Early Payment business grew by 28% year-on-year, generating 72% of the subsidiary's total revenue. It is a proud moment to see the team deliver yet again, despite a mid-year management change. It is years like this where the resilience of the business model shines through.

It may be surprising to hear that I am also proud of Satago's performance. During 2024 the team faced the totally unexpected loss of their five-year contract with a Tier-1 Bank. Consequently, they had the very difficult task of realigning the cost base, more than halving the workforce. At the same time they kept the business running and the pipeline expanding.

Anyone can look like a hero when a business is growing; however, it is the hard decisions taken and executed when a business faces difficulty that count. Having tackled adversity, Satago is now positioned to deliver on its potential over the coming years.

At year-end the Group had a cash balance of £14.9m (including cash of £1.3m in Satago, which is not 100% owned). As such, unrestricted cash was £13.6m.

Current trading and prospects

TruFin has made an excellent start to 2025, with Group revenues for January and February expected to be not less than £14.8m – a 145% increase over the same period in 2024. It is important to note that Playstack's *Balatro* release contributed significantly to 2024 revenues, making this year's continued growth particularly gratifying.

As we have repeatedly said, profitable growth and value crystallisation are integral to TruFin's purpose and vision. Following the outstanding 2024 and strong performance in early 2025, the Group's vision is becoming realised.

Outlook

With 2024 marking the first year of profitability, 2025 is set to be the year of improving profitability and ensuring our subsidiaries are match fit for the next period of value crystallisation.

At Group level we are full of confidence. All our businesses are fully funded and we have a clear track record of assisting our subsidiaries move from loss to profit.

Market-leader Oxygen is focused on continually delivering exceptional service to its large and growing customer base. It is particularly pleasing to see 2023's significant investments in technology and people bear fruit. Given the significant investment required to scale an Early Payment business, it is not surprising that Oxygen does not currently have any significant competitors. However, the team stands ready and, should another horse enter the race, we are confident that Oxygen will, yet again, outpace it.

Satago is looking forward to working with more innovative and forward-thinking partners as it capitalises on platform upgrades made during the Tier-1 Bank's integration. Its Embedded Finance subscription services are proving popular, and we look forward to updating shareholders with news on new partners in the coming months.

Finally, following Playstack's first full year of profitability in 2024, a second consecutive year of profitability in 2025 will prove that it was far from a one-off. Rather, it heralds a period of exceptional yet disciplined growth for Playstack.

The key will be remaining focused on the data, hit ratios, returns on invested capital and internal rates of return. Unglamorous it may be, but it is data – alongside exceptional talent – that makes Playstack stand out from the pack. We are only just beginning to see where Playstack can go.

TruFin has earned a reputation for doing what it says it will do, even when that is difficult. We have built lasting relationships with our customers and partners and deliver services tailored to their needs. If we continue to do so we will inevitably deliver further shareholder value – our ultimate goal.

There has been much Board discussion about excess capital – a luxury not previously enjoyed. TruFin will continue to allocate capital efficiently and invest in its subsidiaries, including potentially making targeted acquisitions focused on meeting our core goals of scaling profitability and maximising long-term value for shareholders.

Once again, on behalf of the Board, our staff, partners and stakeholders I would like to extend my thanks to our shareholders for their continued support.

2024 was the start of a new chapter of profitability for TruFin. I am looking forward to building on the strong foundations now in place.

James van den Bergh
Chief Executive Officer
25 March 2025

Oxygen review

"2024 has been a landmark year for Oxygen Finance, with both our Early Payment and SaaS divisions achieving record revenues and our first EBIT profit. As we begin 2025, I am confident that our strong momentum will only continue."

Vicki Sloane, CEO

REVENUE GROWTH

25%

(EARLY PAYMENT REVENUE GROWTH 28%)

EBITDA GROWTH TO £2.3M

+81%

NEW SIGNED SPEND PASSES £0.5BN

£529M

+37%

FREEPAY SUPPLIERS

19,000

2024 performance

Following a significant investment in talent and technology in 2023 to hasten acceleration, Oxygen delivered revenues of £7.7m in 2024, up 25% (2023: £6.2m). Driven by record growth in both Early Payment and SaaS divisions, this growth has allowed Oxygen to deliver our first-ever Profit Before Tax and more than double the dividend payment to the Group to £1.3m (2023: £0.5m).

Oxygen has continued to strengthen its dominant position in the local government market, securing new clients and increasing revenue from its existing client base. The combined trade-spend of Oxygen's Early Payment Programme clients increased by £1.9bn, reaching a new high of £28.7bn.

At the end of 2024, the average Early Payment Programme client tenure – a key indicator of customer loyalty and Oxygen's contract renewal success – had reached 7.6 years (2023: 7.1 years), further strengthening Oxygen's recurring revenue streams.

In 2024, Early Payment Programme clients committed over £1.6bn in spending to more than 5,600 suppliers (2023: £1.3bn). New spend added during 2024 hit a high of £529m (2023: £385m), with the growth rate more than doubling to 37%.

Oxygen's Insights business has also continued to thrive in a competitive market, with revenues up 27% in 2024. Nearly 1,000 organisations now subscribe to our SaaS products, spanning both the private and public sectors.

The business continues to generate substantial social value through our FreePay programmes. In 2024, 19,000 small businesses within Oxygen clients' local communities received £750m in early payments (2023: £600m) – entirely free of charge to the supplier. Similarly, our Carbon Reporting tool continues to support local authorities in reducing supply chain emissions, helping them meet their Net Zero commitments.

Current trading and prospects

The strong fundamentals and operational gearing of our business give us confidence that double-digit growth in our recurring revenue streams and profit will continue. With more than 82% of the next five years' EP revenues already contracted, we are well placed to achieve this.

Ongoing fiscal constraints make Oxygen's Early Payment programmes an appealing option for local authorities to make savings, and a popular alternative to traditional funding for suppliers. As a result, interest in our Early Payment programmes remains strong.

The publication of 18-month procurement pipelines mandated by The Procurement Act 2023 is likely to increase competition for public contracts, making our SaaS Insights' Pre-Procurement intelligence product indispensable as traditional advantages from close procurement team relationships diminish. We have also started to realise synergies from our acquisition of BidStats in November 2023 and expect these cross-selling opportunities to continue in 2025.

By focusing on our core business and leveraging strategic partnerships to unlock new revenue streams, we expect to continue to achieve excellent returns in 2025 and beyond.

"We anticipate ongoing fiscal tightening in local government, making our Early Payment programmes a crucial, continuing source of income."

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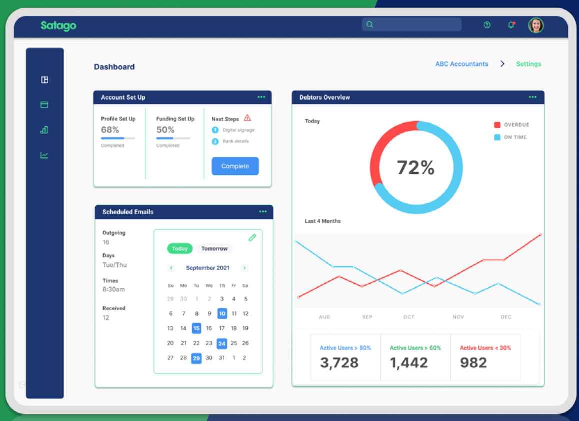
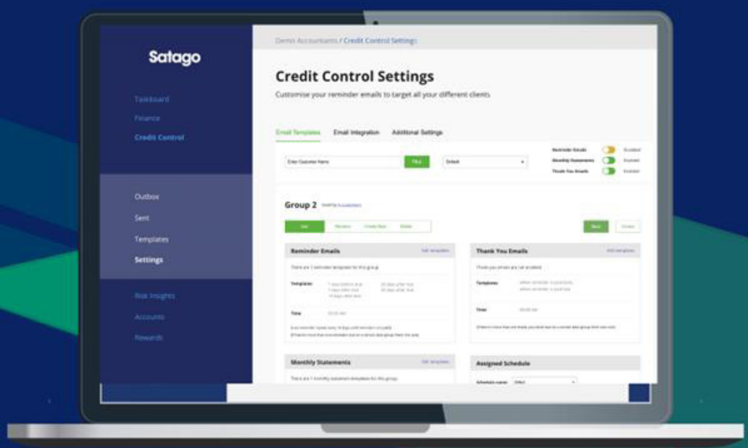
Satago





STRATEGIC REPORT

Satago review

"Satago has taken swift action and is now set for the future."

Sinead McHale, CEO

SUBSCRIPTION REVENUE GROWTH

+25%

TRUFIN IS FULLY SUPPORTIVE OF SATAGO'S REFINED STRATEGY

VALUE OF INVOICES CHASED IN 2024

>£1.5bn

SIGNED ITS FIRST BANKING PARTNER OF 2025 IN JANUARY. SUCCESSFULLY LAUNCHED ITS EMBEDDED INVOICE FINANCE SOLUTION IN PORTUGAL WITH A TIER-1 BANK

WITH A HIGHLY FOCUSED COST BASE, 2025 IS SET TO BE A YEAR OF STABILITY

2024 Performance

After a turbulent year, Satago has stabilised and is now focused on commercialising its award-winning platform.

In the second half of 2024, the company underwent significant cost-cutting and rebalancing efforts following the unexpected termination of its primary contract for its scalable Lending as a Service ("LaaS") platform.

As previously announced, revenue for 2024 decreased 35% to £2.5m (2023: £3.8m) due to the termination of its primary LaaS partner contract.

With a renewed focus on its core proposition, Satago has already signed its first UK banking partner of 2025 and successfully launched its embedded invoice finance solution in Portugal with a Tier-1 Bank. With a highly focused cost base, 2025 is set to be a year of stability.

A key strategic focus is to commercialise its existing award-winning platform through its two main solutions: cashflow management and core LaaS. The cashflow management proposition is distributed via strategic partners. Satago has recently agreed a new three-year agreement with their key distribution partner. This is a multi-million-pound agreement and reinforces the excellent relationship Satago has with its core partners.

Additionally, SMEs in the UK can access the platform directly or through their accountants. Revenue from the subscription channel has grown 25% year-over-year, number of active users has also increased by 63% in the 12 months to the year ending 2024. SMEs continue to utilise the platform's core credit control tool, with over £1.5bn of invoices chased in 2024. Use of Satago's credit control tools typically results in invoices being paid up to 72% faster.

Satago's streamlined strategy allows it to achieve break-even by June 2026.

Current trading and prospects

The LaaS model continues to gain traction. Following the successful launch of a partnership with Distribution Finance Capital plc ("DF Capital") earlier this year, Satago has launched its embedded invoice finance solution in Portugal with a leading Tier-1 Bank.

Satago's platform allows banks and specialist lenders to offer their customers a fully digitised, cost-efficient working capital solution. Whilst also providing the lender with a unique distribution model to new customers, through Satago's embedded offering. Satago integrates directly with platforms that create or process invoices. This reduces barriers to entry for banks, specialist lenders, and credit funds historically deterred by significant operational costs.

TruFin is fully supportive of Satago's refined strategy and is very pleased to welcome industry veteran John Wilde as a Board Adviser.

"Satago's streamlined strategy allows it to achieve break-even by June 2026."

Playstack review

"We are thrilled with Playstack's performance during 2024. We fulfilled all of our corporate objectives and positioned Playstack as a leading indie publisher."

Harvey Elliott, CEO

UNITS OF PLAYSTACK GAMES SOLD DURING 2024

+7.1 MILLION

NEW GAMES SCHEDULED FOR RELEASE IN 2025

7

HOURS PLAYED OF PLAYSTACK GAMES IN 2024

+150M

2024 performance

2024 was an outstanding year for Playstack, culminating in winning UK Publisher of the Year at the UKIE Awards following three critically and commercially successful releases that cement its industry-leading position.

Having begun 2024 on a foundation of sustainable growth and execution, Playstack focused the year on implementing go-to-market strategies for each of its new titles, maximising the performance of its existing catalogue, establishing new commercial partnerships, and extending the pipeline for 2025 and beyond.

Underpinned by three well-executed releases, Playstack grew its full-year Profit Before Tax to £7.7m with each new title achieving “Very Positive” or “Overwhelmingly Positive” ratings on the Steam storefront, whilst earning accolades and awards from across the industry. These included two significant wins for *Balatro* at the Golden Joystick Awards and three at The Game Awards. *Balatro* was also nominated in four categories at the BAFTA Games Awards, to be held in April 2025.

Playstack’s publishing team launched *Balatro* as a single-purchase game across PC, Xbox, PlayStation, Nintendo Switch, iPhone and Android platforms to incredible success – accumulating over five-million unit sales in the year. Additionally it introduced the game as part of the Apple Arcade subscription service. The game was awarded Best Game on Apple Arcade in 2024, and frequently features as the service’s number one game in the UK, US and across the world.

Playstack also launched *The Rise of the Golden Idol* on PC and console, and in partnership with Netflix for mobile platforms.

Additionally Playstack released *Abiotic Factor* as part of Steam Early Access. Once launched the game was updated regularly to introduce new content and gameplay requested from the burgeoning player community. *Abiotic Factor* exceeded every one of its target performance metrics, achieving its full-year revenue forecast within two weeks of launch, and securing platform partnerships with Sony PlayStation Plus and Microsoft Game Pass to align with its console release later in 2025.

Current trading and prospects

Playstack’s game acquisition strategy of selecting innovative games from inspired developers, building support around each project and studio, and delivering their games using comprehensive and engaging marketing campaigns that drive audience growth has continued to bear fruit. The full 2025 line-up and well over half the games set for release in 2026 are already fully contracted.

Playstack’s publishing portfolio remains central to its strategy. Regular planned updates to existing games include four downloadable content updates for *The Rise of the Golden Idol*, three content updates for *Abiotic Factor*, a major gameplay update for *Balatro*, and at least seven new games for release during the year.

Back-book games remain a key component of future revenue modelling, with a minimum of 70% of 2025 revenues expected to be derived from games introduced to market in prior years.

Playstack has established itself as a leader in the games industry, having successfully navigated well-publicised industry challenges. The company is positioned for stability and growth as the next generation of technology comes to the fore.

“Playstack has established itself as a leader in the games industry.”

CFO's Review

James Hussey,
Chief Financial Officer

"2024 has been a record year for TruFin, with stellar revenue growth of 203%, driving the Group to bottom line profitability and cash generation"

Performance Overview

2024 has been a year of impressive progression for TruFin. Despite the challenging economic environment, referred to in both the Chair's Statement and CEO's review, TruFin reported revenue growth of 203% in the year. Full year gross revenue of £55.0m enabled the business to achieve profitability for the first time, a year ahead of market expectations.

Clearly the astounding success of Playstack's 2024 game releases were key contributors to the revenue increase but, it should also be reiterated that Oxygen continues to grow in line with expectations and has delivered another year of EBITDA progression. The loss of Satago's Tier-1 Bank contract in July 2024 was disappointing and impacted its financial performance as full year revenue declined by £1.3m, but the business has now been reset and looks to the future with optimism.

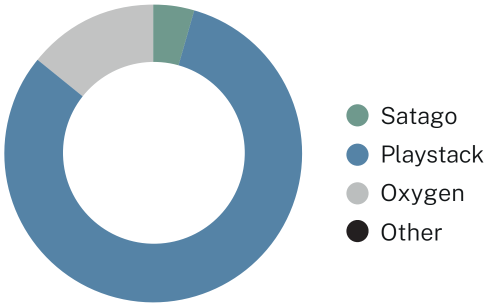
It has been very pleasing to see that 96% of the increase in net revenue of £11.5m has flowed through to the increase in adjusted EBITDA of £11.1m. This showcases the Group's ability to scale without a significant increase in the cost base. The impact on adjusted EBITDA has benefitted from the large cost reductions actioned in Satago, whilst Playstack and Oxygen, in aggregate, report 93% of their increase in net revenue flowing through to adjusted EBITDA.

Revenue and Net Revenue

	2024 £'000	2023 £'000	YoY Change
Gross revenue	54,953	18,131	203%
Net revenue	24,633	13,104	88%
Net revenue %	45%	72%	-27%

Total revenue from continuing operations £'000

Revenue 2024 by company



Group revenue was up 203% to £55.0m (2023: £18.1m).

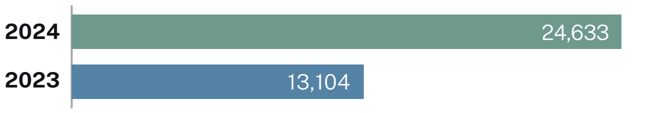
Playstack grew 455% as it contributed revenue of £44.6m (2023: £8.0m). The three new game releases in the year generating revenue of £39.0m. Net revenue, which is gross revenue less direct costs including developer royalties, increased 237% to £16.2m (2023: £4.8m).

Oxygen's rate of overall revenue growth increased from 16% in 2023 to 25% in 2024, reporting full year revenue of £7.7m (2023: £6.2m). The Early Payment revenue grew by 28% following a 26% increase in 2023 reflecting the continued traction of this core revenue stream.

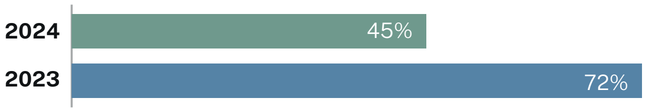
Satago's revenue decreased to £2.5m (2023: £3.8m) following the termination of its Tier-1 Bank commercial contract in July 2024. Despite this loss, the business has reduced its cost base and is well set for a return to revenue growth into 2025 and beyond.

The increased revenue fed through to an £11.5m improvement in Group net revenue to £24.6m (2023: £13.1m). The net revenue margin fell to 45% (2023: 72%) driven by the change in sales mix and the developer royalty expense on game revenue.

Net revenue £'000



Net revenue %



Other costs

Staff costs (excluding share-based payments) remained consistent with 2023 with a minimal increase of 2% to £12.0m (2023: £11.8m).

Other operating expenses, which include amongst others, IT costs, sales and marketing, rent, professional fees, recorded a 2% reduction to £5.7m (2023: £5.9m).

Depreciation and amortisation (excluding amortisation of Client Contracts which is included in 'interest, fee and publishing expenses') increased by £3.3m to £5.2m (2023: £1.9m). The majority of this increase relates to Playstack. Our conservative approach to IP has resulted in us taking a full write down of the *Cityscapes* IP of £2.6m. Although this game continues to generate revenue for Playstack, the revenues are not expected to be significant going forward.

Net impairment on financial assets increased £0.7m to £0.8m (2023: £0.1m). £0.5m of the charge in the year is due to the aborted disposal of the "Interact" technology to VCI Global Limited.

Profit/(loss) before tax and EBITDA

PBT and EBITDA	2024 £'000	2023 £'000	YoY Change
Profit/(loss) before tax	15	(7,339)	100%
Share-based payments	(872)	(766)	-14%
Profit/(loss) before tax excluding share-based payment	887	(6,573)	113%
Depreciation and amortisation	(6,548)	(3,000)	-118%
Interest expense	(167)	(102)	-64%
Adjusted EBITDA*	7,602	(3,471)	319%

The Group had its first year of profitability, reporting a profit before tax of £15k (2023: £(7.3)m). This is a significant development and we look forward to further progression here in the coming years.

As mentioned earlier in this report, net revenue increased by £11.5m, and with minimal increases in Other Costs as detailed, Adjusted EBITDA improved by £11.1m to £7.6m (2023: £(3.5)m), reflecting the ability of the Group to scale without requiring significant investment in operational costs.

CFO's Review continued

Adjusted PBT/(LBT)

Adjusted EBITDA

Taxation and deferred tax asset

The tax credit for the year was £3.6m (2023: £1.0m), and includes the increase in the recognised deferred tax asset to £3.2m (2023: £0.3m) as Oxygen and Playstack have moved to improved profitability.

Cashflow

Cash generated by operating activities in the year was £13.8m (2023: £8.1m used in operating activities). This was primarily made up from:

- Profit for the year adjusted for non-cash items of £8.0m
- Working capital adjustments of £5.5m

Cash used in investing activities reflects investment in intangible assets of £6.9m, as the Group has continued to invest in Satago's platform, client contracts in Oxygen, and Playstack's IP.

Cash of £2.0m was used to reduce net borrowings.

Overall cash improved by £4.8m to a year-end balance of £14.9m.

Earnings per share ("EPS")

	2024	2023
Weighted average number of ordinary shares (#)	105,902,466	99,770,355
Profit/(loss) after tax attributable to the owners of TruFin plc (£'000)	4,840	(6,472)
Basic EPS (p)	4.6	(6.5)
Adjusted for share-based payments	872	766
Loss from discontinued operations	–	1,160
Adjusted profit/(loss) after tax from continuing operations attributable to the owners of TruFin plc	5,172	(4,546)
Adjusted EPS (p)	5.4	(4.6)
Diluted earnings per share (p)	4.2	(6.5)

Basic EPS is calculated by dividing the net profit/(loss) for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

Weighted average number of ordinary shares has been adjusted to reflect new shares issued in 2024 (see financial statements note 16) and 2023.

As at 31 December 2024, there are a total of 8,571,546 options outstanding in TruFin plc (see Financial Statements Note 6 for details) and this figure has been used in the diluted basic EPS calculation. This was not performed for the 2023 comparative as they are antidilutive as the Group was loss making.

CORPORATE GOVERNANCE

Board of Directors

Steve Baldwin
Independent Non-Executive Chair

Steve has an extensive corporate finance background and is currently a non-executive director at The Edinburgh Investment Trust plc and Plus500 Limited. He is also a trustee of Howard de Walden Estate Limited. Steve was the head of European equity capital markets and corporate broking at Macquarie Capital until February 2015. Prior to this, Steve was a director of corporate finance at JPMorgan Cazenove for 10 years and was a vice president of corporate finance at UBS from 1995 to 1998. He is a qualified Chartered Accountant.

Paul Dentskevich
Independent Non-Executive Director

Paul has over 30 years of financial services experience specialising in risk management, investment management and corporate governance for hedge and other multi-asset funds. Paul currently provides risk oversight to a number of Jersey domiciled funds and his ongoing non-executive roles include directorships at Signal Credit GP Limited, Signal Alpha II CP Limited, CloverTree Opportunities Fund Limited and Eisler Capital (Jersey) Ltd.

Prior to this, Paul was at Brevan Howard where he had a number of risk and governance responsibilities and was a member of the manager's investment committee. Paul has a PhD in Economics from Imperial College London.

Penny Judd
Senior Independent Non-Executive Director

Penny has over 30 years of experience in compliance, regulation, corporate finance and audit and is currently chair of FRP Advisory plc. She is also a non-executive director and chair of the audit committee of AIM-listed everplay plc.

Penny started her career at KPMG, qualifying as a Chartered Accountant and specialising in audit and corporate finance, before joining the London Stock Exchange where she was head of equity markets at the UKLA. She then moved to Cazenove & Co as a corporate financier and was a consultant at the London Investment Banking Association before moving into a career in compliance. Penny was a managing director and EMEA head of compliance firstly for UBS Limited and then Nomura International plc before pursuing her current portfolio career.

Anders Wilhelmsen
Non-Executive Director

Anders is an investment professional and the nominated non-executive representative of TruFin's major shareholder, Watrium.

Anders currently serves on several boards within the Watrium portfolio. He holds an MA Honours in Financial Economics from the University of St Andrews, and an MBA from INSEAD.

James van den Bergh
Executive Director

James is the Chief Executive Officer of TruFin. James spun TruFin out of Arrowgrass Capital Partners in 2018, where he led the alternative finance team and private business. He began his career at Merrill Lynch before transitioning into investment management in 2003. James is a CFA Charterholder.

Corporate Governance Statement

The Directors acknowledge the importance of high standards of corporate governance in how the Board and its Committees operate. The corporate governance framework which TruFin operates, including Board leadership and effectiveness, Board remuneration, and internal control is based upon practices which the Board believes are proportional to the size, risks, complexity and operations of the business and is reflective of the Group's values.

On admission to AIM, the Board decided to adhere to the Quoted Companies Alliance's ("QCA") Corporate Governance Code ("Code") for small and mid-size quoted companies (the "QCA Code"). The Board considers this to be appropriate to the nature and size of the Company and its subsidiaries. The QCA Code is constructed around 10 broad principles and a set of disclosures. The QCA itself has stated what it considers to be appropriate arrangements for growing companies and asks companies to provide an explanation about how they are meeting the principles through the prescribed disclosures.

The Board has considered how it applies each principle and the extent to which the Board judges these to be appropriate in the circumstances. Details of how TruFin adheres to these principles can be found on our website www.TruFin.com.

In November 2023, the QCA published an updated version of its Code (the "2023 Code"), that will apply to financial years beginning on or after 1 April 2024. Disclosures in respect of the 2023 Code are expected in 2025. In order to ensure compliance with these disclosures, TruFin plans to undertake a gap analysis between its current governance practices and the revised expectations of the 2023 Code.

The Board

TruFin is managed and governed by suitably qualified and authorised personnel, under the governance of an experienced and diverse Board of Directors. TruFin's Board is established with senior practitioners from the fintech industry and has shareholder representation. The Directors act within the powers granted by TruFin's Articles of Association and are cognisant of their overarching duty to promote the Group's success and to drive long-term shareholder value. The experienced Directors challenge the work of the executives, using care, skill and diligence and by exercising their independent judgement.

Board balance and independence

The Board currently consists of three independent non-executive directors, one non-executive director and one executive director. The Board is chaired by an independent non-executive director.

In the interests of balance and good governance, the Board maintains a mix of independent and non-independent directors. The Board considers its non-executive directors remain sufficiently independent and of such calibre and number that their views may be expected to be of sufficient weight that no individual or small group can dominate the Board's decision-making process.

The Board considers that its current composition and structure is appropriate to maintain effective oversight of the Group's activities. The Board will continue to review its structure on at least an annual basis in order to maintain an appropriate corporate governance environment and independent oversight.

Role of the Board

It is the responsibility of the Board, through the senior management, to ensure that TruFin maintains a suitable and sustainable business model, overseeing an appropriate balance between promoting suitable long-term growth and delivering short-term objectives. The Board is responsible for setting the strategy and maintaining the decision-making framework in which it is implemented, ensuring that the necessary resources are in place to monitor performance and set values and standards in governance matters. The Strategic Report on pages 2–16 further outlines the Board's approach.

The Board is also responsible for the success of TruFin within a framework of controls which enables risk to be assessed and managed. The Compliance and Risk Report on page 30 further details TruFin's approach to risk.

The Chair is responsible for the leadership of the Board and for facilitating the effective contribution of and engagement of all Board members. The Chair has the responsibility for ensuring the Board discharges its responsibilities and implements the Board's decisions.

The role of the non-executive directors is to constructively challenge and help the Board with effective leadership in relation to the Group's strategy, performance, risk and people management whilst ensuring a high standard of financial control and corporate governance.

One of the independent Non-Executive Directors, Penny Judd, has been selected as the senior independent director. The Board is fully satisfied that the senior independent director demonstrates complete independence and robustness of character in this role. The senior independent director is available to meet shareholders if they have concerns that cannot be resolved through discussion with the Chair or for matters where such contact would be inappropriate.

The CEO manages the day-to-day operations of the Group and reports to the Board on the performance of the Group and progress on the strategic objectives. Implementation of the Group's strategies and day-to-day business is delegated to the CEO and executive management. The Board has also charged TruFin's executive management with ensuring that all policies and procedures in relation to the governance of the Group are fully integrated into its operations.

To ensure effective and independent stewardship, TruFin has expressly set out the matters which are reserved for the Board's approval. Delegation of authority limits for the Board of Directors and TruFin's executive management are also documented in an approved framework.

Board effectiveness

The effectiveness of the Board is the responsibility of the Independent Non-Executive Chair. Board performance is reviewed on an annual basis and the findings are presented to the Nomination Committee and Board. In line with the QCA Code, an external performance review of the Board is conducted from time to time. An external review was performed in 2024 and for further details on this Board effectiveness review, please see the report of the Nomination Committee on pages 24–25.

The result of these evaluations determined that the composition and size of the Board and its Committees continue to be appropriate and its operation by Board members is effective.

The Board therefore believes that its members possess the relevant qualifications and skills, as well as the balance of personal qualities, necessary to effectively oversee and execute the Group's strategy.

Board committees

The Board has delegated specific responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee.

Every year the Board reviews its composition and the composition of its Committees. The Board and the Nomination Committee oversee this process.

In view of the size of the Board and the nature of the Company, all independent non-executive directors are members of each Committee. Each Committee has adopted Terms of Reference, clearly defining the Committee's roles and responsibilities that the members of each committee must observe in the performance of their duties. These terms of reference are subject to review on an annual basis and copies are available for inspection on the Company's website www.trufin.com.

The individual reports for the Board Committees can be found on pages 23–27.

Board meetings

Five Board meetings are scheduled each year and additional Board meetings are called as needed, if specific matters need to be considered.

Prior to each Board meeting, the Board and its Committees receive relevant and timely information that will be addressed at each meeting, together with a formal meeting agenda. The primary focus at Board meetings is a review of the Group's performance and associated matters, and the Chair seeks to encourage open debate between the Directors. Senior executives below Board level attend Board meetings as appropriate, and at each meeting, a subsidiary CEO is invited to present their business update. The Directors are expected to be present at all meetings scheduled during the year, either in person or via video conference.

The table that follows sets out the number of formal Board and Committee meetings held during the year ended 31 December 2024 and the number of meetings attended by each Director.

Board and committee attendance record

	Board	Committee Membership		
	Meetings attended	Nomination Committee	Audit Committee	Remuneration Committee
James van den Bergh	6 / 6			
Steve Baldwin	6 / 6	1 / 1	2 / 2	3 / 3
Penny Judd	6 / 6	1 / 1	2 / 2	3 / 3
Paul Dentskevich	6 / 6	1 / 1	2 / 2	3 / 3
Anders Wilhelmsen	5 / 6			

Corporate Governance Statement continued

Board culture

The Board recognises the importance of a strong and coherent corporate culture particularly as the Group grows. As such, the Board seeks to establish and maintain a corporate culture characterised by fairness in its treatment of employees and stakeholders, whose efforts are collectively directed towards delivering returns to shareholders in line with the Company's purpose and objectives.

The Board believes that corporate governance and a good culture start at the top of any company and that the Directors and senior management, together, drive the values, behaviours and attitudes that support the Group's strategy. The Board and senior management will address any concerns that may arise relating to the Group's cultural environment and are prepared to take appropriate action against unethical behaviour, violation of company policies, or misconduct.

TruFin takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships. It is the Group's policy to conduct all of its business in an honest and ethical manner. TruFin, along with its subsidiaries, operates an Anti-Bribery & Corruption Policy and adopts appropriately robust governance procedures to ensure compliance. The Board has overall responsibility for ensuring this policy complies with its legal and ethical obligations and that all those under its control comply with it.

TruFin also operates a whistleblower policy for its employees.

Shareholder engagement

The Board believes that fulfilling TruFin's strategy depends significantly on the support of its shareholders.

The Board strives to ensure that shareholders are kept up to date on the Group's operations, with clear and transparent information being provided on a regular basis. The Board maintains an active dialogue with shareholders and all material information is released through notification via a Regulatory News Service.

TruFin also engages with its shareholders through a subscription news service and the Investors section on its website. The Investors section has all publicly available information including the latest news, investor presentations, financial results, annual reports, governance materials, and AGM notifications.

The CEO is available to meet with TruFin shareholders individually throughout the year or through investor roadshows following the publication of TruFin's financial results.

Additionally, the CEOs of the subsidiaries are also available to meet with TruFin shareholders if requested. Any shareholder feedback is shared with the Directors at the Company's Board meetings.

Shareholders are welcome to attend the Company's Annual General Meeting ("AGM") and any other general meetings of the Company which are convened throughout the year. The Board understands the importance of the AGM in allowing shareholders to have open and direct dialogue with the Board and management of the Company. If shareholders are not able to attend the AGM, they are encouraged to contact the Directors directly with questions prior to the meeting. All questions received from shareholders at TruFin's 2024 AGM were responded to personally.

2025 Annual General Meeting

The Company anticipates holding its Annual General Meeting in June 2025. The Notice of AGM and Form of Proxy will be posted to shareholders in due course and a copy will be available at **www.trufin.com**. The AGM will be held in London, the exact location to be confirmed.

Audit Committee Report

Penny Judd
Chair of the Audit Committee

On behalf of the Board, I am pleased to present TruFin plc's Audit Committee Report for the year ended 31 December 2024.

The Audit Committee is responsible for monitoring the integrity of the Company's financial statements, reviewing significant financial reporting issues, reviewing the effectiveness of the Company's internal control and risk management systems, and overseeing the relationship with the external auditors (including advising on their appointment, agreeing the scope of the audit and reviewing the audit findings).

Members of the Committee

- Penny Judd (Chair)
- Steve Baldwin
- Paul Dentskevich

Role of the Committee

The Audit Committee has primary responsibility for monitoring the quality of internal controls and ensuring that the financial performance of the Company is properly measured and reported on. It receives and reviews reports from the Company's management and auditors related to the interim and annual accounts and the accounting and internal control systems in use throughout the Group.

The Audit Committee meets at least twice a year and has unrestricted access to the Company's auditors. A copy of the Audit Committee Terms of Reference can be found on our website.

External audit

The Audit Committee approves the appointment and remuneration of the Group's external auditors. The Committee also ensures that they are satisfied with the external auditors' independence in relation to any other non-audit work undertaken by them and also reviews their performance.

Internal audit

The Committee has considered the need for an internal audit function during the year and continues to be of the view that, given the size and nature of the Group's operations and finance team, there is no current requirement to establish a separate internal audit function.

Significant issues considered in relation to the financial statements

The Audit Committee assesses whether suitable accounting policies have been adopted and whether appropriate estimates and judgements have been made by management. The Committee also reviews accounting papers prepared by management, and reviews reports by the external auditors. The specific areas reviewed by the Committee in respect of the year were:

- The calculation and valuation of Goodwill recognised in the Group financial statements
- Revenue recognition
- Capitalised development costs and their useful lives
- Appropriateness of going concern assumptions

Penny Judd
Chair of the Audit Committee

Nomination Committee Report

Steve Baldwin

Chair of the Nomination Committee

I am pleased to present my report as Chair of the Nomination Committee (the "Committee") for the year ended 31 December 2024.

The Committee's approach aligns to the Quoted Companies Alliance Corporate Governance Code ("QCA Code") and operates under terms of reference. These terms of reference are reviewed annually, approved by the Committee and Board, and are made available on TruFin's website. The Committee meets at least once a year, and otherwise as required.

The Committee's objective is to assist the Board in discharging its responsibilities relating to the composition and performance of the Board and also ensuring effective succession planning for the Board and executive management of TruFin together with the senior management of its subsidiaries.

The Committee consists of three independent non- executive directors:

- Steve Baldwin (Chair)
- Penny Judd
- Paul Dentskevich

Although only members of the Committee have the right to attend meetings, other individuals, such as the non- executive and executive directors, may also be invited to attend all or part of any meeting.

Role of the Committee

The key responsibilities of the Committee include:

- Regularly reviewing the structure, size, and composition (including the skills, knowledge, experience and diversity) of the Board and all Board committees and making recommendations to the Board with regard to any changes
- Giving full consideration to the succession planning of Directors and other senior executives of the Company and its subsidiaries
- Regularly reviewing the leadership needs of TruFin, both executive and non-executive, with a view to ensuring the continued ability for TruFin to compete effectively in its marketplace
- Identifying and nominating candidates to fill Board and committee vacancies as and when they arise, taking into account relevant experience and diversity, and making recommendations to the Board on such matters
- Evaluating the Board's performance on an annual basis

Board effectiveness review

This year's Board effectiveness review was completed by a third party with significant experience in board evaluation and benchmaking against comparator Plcs. The review required each of the Directors to submit responses to a structured questionnaire, which covered the performance of the Board, the Director's individual performance, and how the Board and the Board Committees operate.

Responses from the questionnaire were collated and analysed, compared with results from previous years, and discussed with the Board. A small number of areas for improvement were highlighted by the review and remedial actions are underway.

The review concluded that the performance of the Board, its Committees, the Chair and each of the Directors is, and continues to be effective. All Directors demonstrated commitment to their roles and contributed effectively throughout the year. The Board is regarded as able, collaborative and well-run, with an open and supportive culture, and supported by an engaged and effective Chair.

Succession planning

The Committee supports the CEO in considering succession planning for the Company and the senior executives of the Group, including the senior management of its subsidiaries, in order to ensure minimal business disruption in the event of any unexpected senior management or Board departures. During the year, the Committee reviewed and discussed the Group's succession plans in detail and the succession document was presented to and reviewed by the full Board.

I was particularly pleased that, when the CEO of Oxygen left the business during 2024, our previously identified successor, Vicki Sloane, was able to assume responsibility seamlessly. Vicki has been an excellent addition to our senior team.

It is always our aim to increase diversity in our senior leadership positions when we are able to and we are delighted with how effective this appointment has been.

The Committee will continue to ensure that the Group has the right skills and expertise in place to achieve its strategic objectives.

Looking ahead

We feel it is important to continually assess the composition of the Board and senior management team to ensure that TruFin has the right skills and experience to develop in line with its strategic ambitions and commitment to create a diverse and inclusive workplace. The Committee members agreed that no changes to the Board composition were needed at the present time.

Steve Baldwin
Chair of the Nomination Committee

Remuneration Committee Report

Paul Dentskevich

Chair of the Remuneration Committee

I am pleased to present my report as Chair of the Remuneration Committee (the "Committee").

This report covers the key remuneration themes and considerations of the Committee for the year ended 31 December 2024. It sets out the remuneration policy for the executive directors of TruFin and other members of the senior management team as deemed appropriate by the Board (collectively "Executives").

TruFin's remuneration objective is to attract, retain and motivate Executives of the quality required to run the Company successfully, having regard to the interests of TruFin shareholders and other stakeholders. The philosophy of the Committee is to achieve remuneration structures that are transparent, fair, and consistent with its corporate governance and regulatory obligations.

TruFin's approach to remuneration aligns to the Quoted Companies Alliance Corporate Governance Code. All of TruFin's independent non-executive directors are members of the Committee and the representative director of TruFin's largest shareholder may also attend meetings of the Committee as an observer. The Committee operates under terms of reference, which are reviewed annually and approved by the Committee and Board, and are made available on TruFin's website (www.trufin.com). The Committee meets at least twice a year, and as necessary beyond that.

Members of the Committee

- Paul Dentskevich (Chair)
- Penny Judd
- Steve Baldwin

Role of the Committee

The Committee develops and determines remuneration packages for Executives of the Company in line with the Company's prevailing Remuneration Policy. It ensures that remuneration decisions compensate executive directors and other employees fairly and responsibly.

The key responsibilities of the Committee include:

- Developing, maintaining, and recommending to the Board, remuneration packages for Executives to support the delivery of business objectives in the short, medium and long-term, to deliver sustainable growth in shareholder value
- Aligning the interests of the Executives with the interests of long-term shareholders
- Applying performance criteria to encourage Executives to operate within the risk parameters set by the Board
- Rewarding the right behaviours, values, and culture to support the delivery of TruFin's business objectives
- Ensuring that TruFin can recruit and retain high quality Executives through fair and attractive, but not excessive, packages
- Ensuring that members of the Committee commit sufficient time to the role and develop the necessary skills and knowledge.

Directors' remuneration

Executive	Salary[1] £'000	Bonus[2] £'000	Pension[3] £'000	Benefits[4] £'000	2024 Total £'000	2023 Total £'000
James van den Bergh	256	256	5	4	521	485
Non-executive						
Steve Baldwin	100	–	–	–	100	100
Penny Judd	70	–	–	–	70	70
Paul Dentskevich	60	–	–	–	60	60
Anders Wilhelmsen	–	–	–	–	–	–

1 Full base salary during the relevant financial year
2 Cash value of the bonus in respect of the year ended 31 December 2024
3 The value of the Company's contribution to the individual's pension scheme
4 Benefits consist of private healthcare

Long-term incentives

Having consulted with our largest shareholders, the Committee believes it is important that more meaningful long-term incentivisation is in place for employees of the Company.

Having motivational levels of long-term incentivisation, aligned to positive shareholder outcomes, is critical to drive success and the delivery of the Group's multi-year strategic plan.

During 2023, TruFin adopted a Long-Term Incentive Plan (the "LTIP") to appropriately incentivise key individuals over the long term, driving retention and performance.

The LTIP initially operated with awards vesting in four tranches from 31 December 2023 and each anniversary of that date until 31 December 2026. In July 2023, TruFin awarded the first three tranches of awards under the LTIP, and a fourth tranche was issued in April 2024. These were in the form of options over a total of 4,175,000 ordinary shares to the CEO and other senior employees.

A further tranche is due to be granted in early 2025, subject to the same performance metrics, with vesting on 31 December 2027.

Save for the first tranche of these options that vested on 31 December 2023, vesting of the options granted to the CEO and CFO are subject to performance criteria set by the Committee, based on a share price performance metric. In addition to this metric, options granted to the Group CEOs are subject to subsidiary company financial performance metrics.

The total programme of awards comprising the five tranches are intended to be up to 4,578,125 ordinary shares, representing 4.3% of TruFin's issued share capital. Following this, there will be total options outstanding over a total of 10,862,800 ordinary shares in the Company, representing 10% of TruFin's current issued share capital.

These awards are intended to align the incentives of the CEO, CFO and other senior employees with the Company's performance and outcomes for shareholders over the long term and to provide effective and attractive levels of reward to retain individuals who are key to the future success of the Company, based on delivering strong performance in a fair and proportionate manner.

Further details of this LTIP and other share-based payments and awards in issue are disclosed in Note 6 to the Financial Statements.

Annual salary reviews

TruFin reviews the basic salary of all employees on an annual basis, taking cost-of-living and inflation rates into account.

Where appropriate, the Committee will also benchmark salary reviews against the market. This was last performed in 2022 where external analysis determined that the CEO's total remuneration fell within the market benchmark. Employees who have significant changes to their role or are paid outside of market benchmarks, will receive adjustments to their basic salary.

Looking ahead

As a committee, we will continue to monitor the effectiveness of our current approach to remuneration, whilst staying consistent to our corporate governance and regulatory values. Our objective to attract, motivate, and retain talented employees will remain a top priority across the Group to help deliver excellent outcomes for our shareholders.

Paul Dentskevich
Chair of the Remuneration Committee

Report of the Directors

The Directors present their report with the financial statements of the Company and the Group for the year ended 31 December 2024.

Principal activity

The principal activities of the Group in the year under review were those of providing niche lending, early payment services and video games publishing.

Dividends

The Directors have confirmed that no dividends have been declared for the year to 31 December 2024 (2023: £nil). The Directors' current view is that the earnings of the Group will first be reinvested in the businesses to fund the Group's growth strategy and any surplus cash, if not reinvested in the foreseeable future, will be returned to shareholders.

Directors

The Directors who held office during the year and up to the date of the Directors' report were as follows:

- Steve Baldwin
- James van den Bergh
- Penny Judd
- Paul Dentskevich
- Anders Wilhelmsen

The Directors' interests in the shares of TruFin plc, all of which were beneficial interests, at 31 December 2024 are as follows:

Number of Shares	2024	2023
J van den Bergh	266,305	165,982
P Dentskevich	86,000	45,000
P Judd	24,723	24,723

Directors insurance and indemnities

Throughout the year the Company has maintained Directors and Officers liability insurance for the benefit of the Company, the Directors and its officers. The Directors consider the level of cover appropriate for the business and intend for it to remain in place for the foreseeable future.

Significant shareholders

The following parties held greater than 3% of the issued share capital of TruFin plc as at 31 December 2024:

	Number of Shares	% of issued share capital
Watrium AS	24,129,245	22.77%
Gresham House Asset Management	19,861,353	18.74%
Lombard Odier Investment Managers	12,054,224	11.38%
Premier Miton Investors	6,719,069	6.34%
Hargreaves Lansdown	4,982,163	4.70%
GPIM	4,880,675	4.61%
UBS Wealth Management	3,679,140	3.47%

Events after the reporting date

No reportable events after the reporting date.

Statement of Directors' responsibility

The Directors are required by the Companies (Jersey) Law 1991, to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the company for that period. The Directors have elected to prepare the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently
- Make judgements and estimates that are reasonable and prudent
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 proper accounting records that are sufficient to show and explain the Company's transactions. These records must disclose with reasonable accuracy at any time the financial position of the Company and enable the Directors to ensure that any financial statements prepared comply with the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the Company and, hence, for taking reasonable steps for the prevention and detection of fraud, error and non-compliance with law and regulations.

Statement of going concern

The Directors have completed a final assessment of the Group's financial resources, including forecasts. Based on this review, the Directors believe that the Group is well placed to manage its business risks successfully within the expected economic outlook. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and Financial Statements.

Statement as to disclosure of information to auditors

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware and each Director has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

ON BEHALF OF THE BOARD

Steve Baldwin
Chair

25 March 2025

Compliance and Risk Report

Culture is a key component of effective risk management. At TruFin, we encourage, promote, and continuously seek to demonstrate a culture of good governance throughout our business. We have an inclusive, open environment, where transparency, accountability and responsibility is at the core of our organisation. The Board and executive management are committed to creating an effective risk culture across the Company.

We believe that the Group's general risk appetite is moderate and balanced, allowing the appropriate potential for growth and scalability, whilst ensuring regulatory compliance. We have adopted the Quoted Companies Alliance's Corporate Governance Code for small and mid-size quoted companies to ensure the highest standards of corporate governance and all our operations are audited on an annual basis.

Risk management

We manage risk, among other things, with robust systems and processes, guidelines and policies, which are forward-looking, clearly articulated, documented, and communicated throughout the businesses, and which enable the accurate identification and control of potentially problematic transactions and events.

We make complex judgements, including decisions about the level and types of risk that we are willing to accept in order to achieve our business objectives, and the maximum level of risk the Group can assume before breaching constraints determined by liquidity and regulatory needs.

The Board of Directors has the overall responsibility for identifying and determining the nature and extent of the significant risks it is willing to take in order to allow for the execution and delivery of TruFin's strategic objectives and for ensuring that risks are managed effectively.

When identifying, assessing and managing risks, the Board is assisted by the Audit Committee. The Audit Committee reviews internal financial controls and the Company's risk management systems by overseeing risk procedures, including the review and approval of key risk policies and processes.

Day-to-day risks are monitored and managed by TruFin's executive management. As well as external reviews and audits from the Company's statutory auditors, TruFin has internal checks, and guidelines in place. The Company maintains a framework of the key risks, with policies and processes devised to monitor, manage and mitigate them where possible.

At subsidiary level, the responsibility for the establishment and maintenance of adequate day-to-day management of key risks, and formalised risk procedures, rests with the individual boards and their management teams. Additionally, due to Satago being a lending business, it has its own risk committees in place.

Systems and processes throughout the Group are continually reviewed, updated, and effectively communicated to all personnel to ensure that resources, governance, and infrastructure, remains appropriate.

Risk reporting

At every Board meeting, the Chief Executive Officer reports to the Board on the existing risks and any new areas of material risk that have been identified to the Group.

Anything that requires escalation from a subsidiary level is augmented by TruFin's executive management who take on the responsibility to report to the TruFin Board.

Having this layered approach ensures that risk management is embraced throughout the subsidiaries and enables the Group to prioritise and manage risk effectively within our target levels.

Risk Register

The Company operates a Risk Register which documents risks that may prevent the Company from meeting its corporate and strategic objectives. It records all risks including strategic, operational, conflicts, compliance, financial and reporting, and market risks. All risks are assessed against likelihood and severity. Risks are reviewed at operational and strategic level to ensure that they are in line with TruFin's risk appetite. Controls are put in place to mitigate against the identified potential impact, and documented risk owners are put in place. Any change in risk will trigger a review of the controls and mitigating actions to ensure they are still relevant and suitable. Risks are measured in respect of how they will impact the business.

Along with the Company's risk policies, the Risk Register is reviewed on an annual basis and any updates are reported to the Board and the Audit Committee.

Principal risks and uncertainties

Principal risks are a risk or combination of risks that, given the Group's current position, could seriously affect the performance, future prospects or reputation of the Group. These risks could potentially threaten the businesses, performance, solvency or liquidity, or prevent the delivery of the strategic objectives.

The key risks identified and which the Board has reasonable expectation are appropriately mitigated

Risk	Potential Impact	Mitigation
Strategic Risk	Strategic and business risk is the risk which can affect the Group's ability to achieve its corporate and strategic objectives. The risk on the performance of the Group arising from its strategic decisions, change in the business conditions, improper implementation of decisions or lack of responsiveness to industry changes. It is particularly important as the Group continues its growth strategy.	The Group will not put its core strategic and business objectives at a level of risk which is beyond its financial resources and operational capabilities. The Group will monitor and continually review this risk.
Credit Risk	The risk of default, potential write-off, financial loss arising from a borrower or counterparty failing to meet its financial obligations.	The Group adopts prescribed lending policies and adheres to strict credit and underwriting criteria specifically tailored to each business area.
Funding Risk	The risk of the Group not being able to meet its current and future financial obligations over time, specifically that funding is not available to meet the Group's growth targets.	Satago has secured funding, with which it can continue to grow it business.
Operational Risk	The risk of financial loss and/or reputational damage resulting from inadequate or failed internal processes, people and systems (third party or internal) or from external events. The exposure to operational risk has increased from the previous year as the businesses have grown.	The Group reviews its operational infrastructure to ensure that it is secure and fit for purpose. The Group maintains a strong internal control environment and the Group has also factored in the strengthening of processes and systems. Supplier policies are in place to ensure regular review of third parties and the associated costs and key dependencies.
Currency Risk	The Group is located in the UK, USA and Europe, and trades in GBP, USD, PLN, SEK, and EUR. There is an FX risk to the Group based on external market conditions which may lead to a realised or unrealised FX loss.	The Group receives revenues in both GBP and USD, which acts as a natural hedge to costs incurred in USD. The Group operates bank accounts in all Group currencies to hedge against currency risk exposure. Cashflow forecasts are prepared to assess the Group's currency requirements. Hedging will be considered as an appropriate solution when the scale of European operations becomes significant.
Cyber Risk	The Group is dependent on the security, integrity and operational performance of the systems and products it offers as well as the platform partners it works with. A security breach or major systems failure could significantly impact the business and its ability to execute on its plans and compromise sensitive data. This would also result in adverse reputational consequences for the Group.	The Group has invested in its IT team and infrastructure, implementing additional cyber security processes and policies and continues to regularly review its IT and security provisions to ensure they are industry leading and in line with best practice. It has put in place business continuity and disaster recovery procedures with scheduled regular testing such that, should an event occur, the disruption to the Group can be managed and impact minimised as far as possible.

Compliance and Risk Report continued

Risk	Potential Impact	Mitigation
Inflation and Interest Rate Risk	In recent times global economies have seen increasing levels of inflation and interest rates. There is a risk that this could have a material adverse effect on the Group's future financial performance and levels of profitability.	The Group monitors operational costs and interest rates to ensure competitive rates are obtained, and, where appropriate, customer pricing will be used to mitigate adverse movements and manage financial performance.
Staff Shortage Risk	Key to the Group achieving its short and mid-term objectives is increased investment in headcount and the recruitment of skilled individuals. In some areas identifying such skilled individuals has been challenging and potentially could negatively impact the achievement of the Group's targets.	The Group is focused on ensuring its remuneration packages and employee policies remain competitive with market rates and practices to ensure vacancies are filled with high calibre, skilled individuals.

Looking ahead

The Directors of TruFin have carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity.

We will continue to monitor the impacts and associated risks arising from the regulatory landscape and global Risk Potential Impact Mitigation changes with a particular focus on consideration of emerging risks. There will continue to be a focus on strengthening the risk and control environment, including ESG risks.

In addition, focus will remain on ensuring a strong dialogue between the compliance function and executive management, the operations of the Group, and the Board of Directors.

Environmental, Social and Governance ("ESG") and Sustainability Report

We believe that high standards of ESG and sustainability within both the Company and its subsidiaries (the "Group") are not only good in themselves but also make sound business sense and have the potential to protect and enhance shareholder returns.

TruFin has identified the key areas for consideration, across the three ESG categories, which best align with its values and are most relevant for companies operating in the fintech industry. The key environmental consideration as identified by TruFin is the potential impact of business operations on the global issue of climate change. Social factors include the risks and opportunities associated with diversity, data security and privacy, and the impact the Group has on its employees, customers, and community. Governance considerations include anti-bribery and corruption, board structure and independence, and compliance.

Environmental responsibility

As an investment company, with limited internal resource, the Company has little impact on the environment. However, we believe protecting the environment is a global mission and we have our own part to play in helping the UK reduce greenhouse gas emissions to net zero by 2050. Our offices operate energy saving practices, our employees recycle waste, and we discourage excessive printing of documents and will continue to remove unnecessary paper wherever we can.

Social responsibility

Our aim is to embrace diversity and be truly representative of all sections of society. We believe the foundations are in place for the Group to uphold a diverse and inclusive environment where employees feel they can fulfil their career ambitions regardless of their gender, sexual orientation, ethnicity, disability, or social upbringing. We aim to provide an inclusive, progressive and sustainable environment where our employees thrive.

We strive to uphold working environments free of bullying, harassment, victimisation and unlawful discrimination, where individual differences and contributions from all employees are recognised and valued.

It is becoming increasingly clear that people care about the ethical use of their data, demanding accountability and transparency from the businesses they interact with. As such, we believe our robust internal data protection and security policies ensure regulatory compliance, providing assurance that our data handling is ethical and strengthens our governance.

We believe it is critical for boards of directors to benefit from diverse perspectives and as such the Company aims to have a balance of relevant skills, experience and background amongst the Directors on the Board. Further, we believe that all Board appointments should be made on merit and with due regard to the benefits of diversity. As well as the subsidiary boards, we also encourage diversity in the management teams of the subsidiaries and the promotion of the benefits of diversity throughout Group.

Governance responsibility

We acknowledge the importance of high standards of corporate governance and intend to comply with the principles set out in the QCA Corporate Governance Code for small and mid-size quoted companies 2018. This sets out a standard of minimum best practice for small and mid-size quoted companies, particularly Alternative Investment Market ("AIM") companies. A statement regarding how we comply with the QCA code can be found on the TruFin website.

In November 2023, the QCA published an updated version of its Code (the "2023 Code"), that will apply to financial years beginning on or after 1 April 2024. Disclosures in respect of the 2023 Code are expected in 2025. In order to ensure compliance with these disclosures, TruFin plans to undertake a gap analysis between its current governance practices and the revised expectations of the 2023 Code.

Governance is a priority throughout the Group. We have implemented a Group Governance Policy within each of the subsidiaries which we believe provides the Group with sufficient autonomy to be as successful as possible, whilst ensuring we have adequate information about, and appropriate control over, the significant activities and decisions of our subsidiaries, ensuring that good governance is achieved.

The Group Governance Policy requires constant engagement between the executive management of TruFin and its subsidiaries, and expects ESG and sustainability issues to be a key consideration for such communication. Within each subsidiary, there are members of TruFin's executive management team with a board seat, or with board observer status.

We are committed to carrying out business in an honest and fair manner with a zero-tolerance approach to bribery, tax evasion and corruption. As such, policies and procedures are in place to prevent bribery and corruption. In carrying out its activities, TruFin aims to conduct itself responsibly, ethically and fairly, including in relation to social and human rights issues.

ESG and sustainability in action

Developments continue to be seen in ESG and sustainability practices across the subsidiaries, both in their business models and operating procedures. However, it should be noted that the Group comprises early-stage companies and quantitative data is not readily available. Below we highlight some examples.

Oxygen

Oxygen exists to create economic and social value for its clients, fostering public sector procurement practices that enhance societal, environmental, and operational efficiency across the supply chain. It achieves this through its digital solutions: Early Payment and FreePay, Oxygen Insights (including Insights Carbon), and BidStats.

Oxygen's most significant ESG contribution is arguably through FreePay. Aligned with the public sector's commitment to social responsibility, FreePay enables buying organisations to inject liquidity into small and micro firms vital to their supply chains, driving economic growth. This strengthens local economies, enhances supply chain resilience, and maximises the positive impact of procurement.

Environmental, Social and Governance ("ESG") and Sustainability Report continued

Beyond financial benefits, FreePay fosters stronger buyer-supplier relationships, increases transparency in purchase-to-pay processes, and ensures prompt payments. By adopting FreePay, councils and public bodies not only improve efficiency but also empower the businesses that sustain their operations.

In 2024, the number of FreePay suppliers grew by 23%, with 225,000 invoices paid early, bringing the total value of early payments since the programme's inception to £2.7bn.

Oxygen's ESG impact extends beyond FreePay. Insights Carbon equips local authorities with essential intelligence on Scope 3 (third-party) emissions, enabling informed, net-zero-aligned decisions. Meanwhile, BidStats remains a key resource for businesses of all sizes, streamlining public sector procurement by aggregating tender and contract data from over 3,000 sources. With both free and paid plans, even the smallest businesses can access opportunities they might otherwise miss. Additionally, Early Payment continues to deliver rebate savings to local government, ready to be reinvested into frontline public services, setting a new record of £14.4m in rebates generated in 2024.

Oxygen employees also gave back through events including a 100km Bike Ride, a Charity 5-A-Side Football Tournament for Birmingham Children's Hospital Charity, walking 4.2 million steps for Movember, and volunteering at the Brushstroke Community Project, all supported by a Matched Giving scheme and paid volunteering time.

Last year, Oxygen chose to align its ESG reporting with the United Nation's Sustainable Development Goals ("UN SDGs"). These UN SDGs are designed to drive global progress towards a more environmentally and socially responsible world by 2030.

Satago

Satago facilitates best-in-class invoice finance solutions through advanced technology and innovative use of data to help SMEs in the community. Satago's solutions solve problems by removing traditional challenges experienced by lenders and SMEs. Satago believes that all SMEs should have access to financing capabilities to help them achieve success.

With its value created through collaboration and partnerships, Satago believes that ethical procurement is at the heart of its value chain. Specifically, Satago pays attention to the carbon impacts of its suppliers and the labour practices of its end-users and, guided by the principles of ESG, aims to proactively eliminate unethical practices throughout its supply chain.

Further, Satago endeavours to work with suppliers who have publicly made – and demonstrate – their commitment to the environment.

Playstack

Playstack is a leading games publisher that employs a diverse team of people globally.

As in previous years, Playstack has supported SpecialEffect, a charity which supports people with physical disabilities through the innovative use of technology. SpecialEffect will remain Playstack's primary chosen charity for 2025.

In addition to this, Playstack continues to participate in other charitable initiatives. Of note is Humble Bundle, where Playstack games are included in a bundle for players, with the majority of proceeds going to charity.

Playstack is fully offsetting its 2024 carbon footprint through Ecologi, a leading climate action platform supporting businesses calculate, reduce and offset their carbon emissions.

For 2025, Playstack will remain focussed on sustainability, choosing locally sourced suppliers for food and beverages in recyclable or reusable packaging, organic or sustainably sourced materials for game merchandise, and an offset programme for all other expenses. Playstack is continuing to take steps to meet the highest standards of social and environmental performance, transparency and accountability, and become B Corp Certified.

Looking ahead

We are pleased with the progress we have made in evolving our ESG and sustainability agenda this year. However we know there is much more we can do. This is a long-term journey and something that is core to our Group business model.

Getting it right for our employees, customers, communities, environment, and shareholders is the cornerstone of our efforts.

We believe that prioritising ESG and sustainability builds greater resilience into our business model and there will continue to be a focus on strengthening the risk and control environment, including those relating to ESG.

In 2025, TruFin will remain committed to:

- Incorporating ESG and sustainability considerations into its operating practices
- Providing ESG training and support to employees so that they may perform their work in accordance with its philosophy
- Actively engaging with the subsidiaries to encourage regular reporting and ongoing improvement of key ESG areas
- Annual reporting on ESG and sustainability via our Annual Report and Accounts.

FINANCIAL STATEMENTS

Report of the Independent Auditor to the Shareholders of Trufin plc

For the year ended 31 December 2024

Opinion

We have audited the financial statements of TruFin plc (the "parent company") and its subsidiaries (the "group") for the year ended 31 December 2024, which comprise:

- the consolidated and parent company statements of comprehensive income for the year then ended;
- the consolidated and parent company statements of financial position as at 31 December 2024;
- the consolidated and parent company statements of changes in equity for the year then ended;
- the consolidated and parent company statements of cash flows for the year then ended; and
- the notes to the financial statements, including material accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2024 and of the group's profit and parent company's loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

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 group and the parent 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 as applied to listed entities, 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. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining and reviewing the management's assessment of going concern;
- Checking the mathematical accuracy of the model, and agreeing opening positions used;
- Challenging budgets used by management in their going concern assessment by assessing management's ability to forecast accurately which includes comparing the prior year budgets with actual figures and comparing the first month of the 2025 budget to actual results;
- Challenging the reasonableness for these forecasts whether these are consistent with our understanding of the business obtained during the audit including through our audit of impairment reviews;
- Reviewing the downside scenario and challenging management on the assumptions applied;
- Reviewing mitigating actions that could be taken by management to conserve cash; and
- Assessing the completeness and accuracy of the disclosures made in relation to this matter in the financial statements.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the group financial statements as a whole to be £670,000 (2023: £500,000), based on approximately 1% of Total Assets (2023: 1% of Total Assets). Materiality for the parent company financial statements as a whole was set at £450,000 (2023: £350,000) based on up to 0.5% of Total Assets (2023: 0.5% of Total Assets).

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. This is set at £469,000 (2023: £350,000) for the group and £315,000 (2023: £245,000) for the parent company.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £34,000 (2023: £25,000). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

The group consists of TruFin plc itself, TruFin Holdings Limited (the holding entity) and the subsidiaries as disclosed in Note 1.

In establishing our overall approach to the group audit, we determined the type of work that needed to be undertaken at each of the components by us, as the primary audit engagement team. The primary audit engagement team audited all the UK trading entities within the group, except for the Oxygen business which was audited by a separate Crowe UK team. For the Oxygen business, we determined the appropriate level of involvement to enable us to determine that sufficient audit evidence had been obtained as a basis for our opinion on the group as a whole. The primary team lead by the Senior Statutory Auditor was ultimately responsible for the scope and direction of the audit process. The primary team interacted regularly with the component team where appropriate during various stages of the audit, reviewed working papers and were responsible for the scope and direction of the audit process. This, together with the additional procedures performed at group level, such as performing limited scope audit procedures for non-UK components, gave us appropriate and sufficient audit evidence to support our opinion on the group financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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) that we identified. These matters included 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.

Report of the Independent Auditor to the Shareholders of Trufin plc continued

For the year ended 31 December 2024

This is not a complete list of all risks identified by our audit.

Revenue recognition (Note 3)	
Key audit matter	The group derives its revenue from interest, fee and publishing income. For the year ended 31 December 2024, the group recorded total gross revenue from continuing operations of £55.0m (2023: £18.1m). Interest income is earned on loans and advances to customers by Satago and accounts for 2% of total revenue. Fee income is earned on payment services and subscription fees provided by Oxygen and Satago which accounts for 17% of total revenue. Publishing income is earned by the companies in the Playstack group and accounts for 81% of total revenue in the current year. Revenue is material and is an important determinant of the group's profitability, which has a consequent impact on its share price performance. This may create an incentive for management to manipulate results and this is therefore considered to be a fraud risk.
How the scope of our audit addressed the key audit matter	• We obtained an understanding of the processes and controls relevant to each revenue streams. We also assessed the design and implementation of key controls over revenue recognition. • Based on that understanding, we considered the performance obligations identified when "control" passes to the customer and, consequently, when revenue is earned in accordance with IFRS 15. • We selected a sample of contracts to confirm our understanding of the principal terms and obligations. • We performed analytical review for each revenue streams and corroborated the reasons for any large and unusual variances. • For a selection of transactions, we confirmed that the recognition criteria in relation to the income earned in the period has been met by agreeing to supporting documents and vouching to cash receipts. For publishing income, we agreed to third party reports and corroborated the games successful releases and reviews through independent internet searches. For fee income, we agreed to signed customer contracts to ensure that the rate applied is correct. And for interest income, we recalculated the interest earned based on the underlying interest rate per the financing agreements. • We reviewed and tested the basis for accrued and deferred income. For accrued income, we agreed to post year end cash receipt and compared to amount accrued at the year end. For deferred income, we agreed to signed contracts and recalculated the deferred income element based on the terms of the agreement. • We reviewed credit notes issued post year end to ensure which accounting period the credit notes relate to and if the sale needs reversing. • We tested the cut off of revenue by agreeing a sample of revenue transactions before and after year end to supporting evidence such as invoices and agreements, ensuring revenue is recognised in the correct accounting period.

Carrying value of goodwill and other intangible assets (Note 11)	
Key audit matter	The group's intangible assets totalling £25.9m (2023: £25.4m) comprises of goodwill, separately identifiable intangible assets, client contracts, software licenses and similar assets. When assessing the carrying value of goodwill and intangible assets, management make judgements regarding the appropriate cash generating unit, strategy, future trading and profitability and the assumptions underlying these. The process of measuring and recognising impairment of assets, including goodwill, is complex and highly judgemental.

How the scope of our audit addressed the key audit matter	• We obtained an understanding of the process and key controls relating to the impairment assessment. • We reviewed and challenged the assessment made by management in the determination of the cash generating units. • We evaluated, in comparison to the requirements set out in IAS 36, management's assessment as to whether goodwill and/or other intangible assets are impaired. • We ensured that the cash flow forecasts are based on budget approved by the Board. We checked the mathematical accuracy of the underlying value-in-use calculations. • We challenged and reviewed management's impairment models, and the key estimates, including the discount rate and revenue growth. We reviewed the appropriateness and consistency of the process for making such estimates. • We involved our valuations specialist to assist us with reviewing and challenging the discount rate and terminal growth rate used by management. • We performed sensitivity analysis on the key assumptions to the impairment models to understand the impact that reasonably possible changes to these key inputs would have on the overall carrying amount of goodwill and other intangible assets. • We reviewed the completeness and accuracy of the disclosures included in the financial statements.

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

The directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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 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.

Matters on which we are required to report by exception

We have nothing to report to you in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the parent company, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 29, 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.

Report of the Independent Auditor to the Shareholders of Trufin plc continued

For the year ended 31 December 2024

In preparing the financial statements, the directors are responsible for assessing the group's and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the group operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies (Jersey) Law 1991 for the parent company, the Companies Act 2006 for the UK subsidiaries and income tax rules in the relevant jurisdictions the group operates.

As part of our audit planning process we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud. We considered the risk was greater in areas involve significant management estimate or judgement. Based on this assessment we designed audit procedures to focus on the key areas of estimate or judgement, this included specific testing of journal transactions, both at the year end and throughout the year.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organised schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

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

Use of our report

This report is made solely to the parent company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the parent 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 parent company and the parent company's members as a body, for our audit work, for this report, or for the opinions we have formed.

J. C

John Charlton (Senior Statutory Auditor)
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London
25 March 2025

FINANCIAL STATEMENTS

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2024

	Notes	2024 £'000	2023 £'000
Interest income	3	1,246	1,470
Fee income	3	9,163	9,348
Publishing income	3	44,544	7,313
Gross revenue	3	**54,953**	**18,131**
Interest, fee and publishing expenses		(30,320)	(5,027)
Net revenue		**24,633**	**13,104**
Staff costs	5	(12,898)	(12,558)
Other operating expenses		(5,723)	(5,850)
Depreciation & amortisation		(5,221)	(1,922)
Net impairment on financial assets	7	(776)	(109)
Share of loss from associates		–	(4)
Profit/(loss) before tax		**15**	**(7,339)**
Taxation	2, 9	3,632	962
Profit/(loss) from continuing operations		**3,647**	**(6,377)**
Loss from discontinued operations	10	**–**	**(963)**
Profit/(loss) for the year		**3,647**	**(7,340)**
Other comprehensive income			
Items that may be reclassified subsequently to profit and loss			
Exchange differences on translating foreign operations		(89)	126
Other comprehensive income for the year, net of tax		**(89)**	**126**
Total comprehensive profit/(loss) for the year		**3,558**	**(7,214)**
Profit/(loss) for the year attributable to the owners of:			
TruFin plc		4,840	(6,472)
Non-controlling interests		(1,193)	(868)
		3,647	**(7,340)**
Total comprehensive profit/(loss) for the year attributable to the owners of:			
TruFin plc		4,767	(6,350)
Non-controlling interests		(1,209)	(864)
		3,558	**(7,214)**
Total comprehensive profit/(loss) for the year attributable to Owners of TruFin plc from			
Continuing operations		4,767	(5,190)
Discontinued operations		–	(1,160)
		4,767	(6,350)

Earnings per Share

	Notes	2024 pence	2023 pence
Basic EPS	22	4.6	(6.5)
Diluted EPS		4.2	(6.5)
Basic EPS from continuing operations		4.6	(5.3)
Diluted EPS from continuing operations		4.2	(5.3)

FINANCIAL STATEMENTS

Company Statement of Comprehensive Income
For the year ended 31 December 2024

	Notes	2024 £'000	2023 £'000
Revenue	3	**270**	**1,765**
Staff costs	5	(2,757)	(2,106)
Other operating expenses		(748)	(633)
Depreciation & amortisation		(2)	(2)
Loss before tax		**(3,237)**	**(976)**
Taxation	9	–	–
Loss and total comprehensive income for the year		**(3,237)**	**(976)**

Consolidated Statement of Financial Position
As at 31 December 2024

	Notes	2024 £'000	2023 £'000
Assets			
Non-current assets			
Intangible assets	11	25,865	25,417
Property, plant and equipment	12	309	275
Deferred tax asset	9	3,175	250
Total non-current assets		**29,349**	**25,942**
Current assets			
Cash and cash equivalents		14,874	10,140
Loans and advances	14	4,857	7,234
Trade receivables	15	11,147	2,385
Other receivables	15	10,187	4,975
Total current assets		**41,065**	**24,734**
Total assets		**70,414**	**50,676**
Equity and liabilities			
Equity			
Issued share capital	16	96,425	96,311
Retained earnings		(24,447)	(31,017)
Foreign exchange reserve		(14)	59
Other reserves		(29,830)	(29,798)
Equity attributable to owners of the company		**42,134**	**35,555**
Non-controlling interest	20	1,410	2,385
Total equity		**43,544**	**37,940**
Liabilities			
Non-current liabilities			
Borrowings	17	11	1,047
Total non-current liabilities		**11**	**1,047**
Current liabilities			
Borrowings	17	4,157	6,157
Trade and other payables	18	22,702	5,532
Total current liabilities		**26,859**	**11,689**
Total liabilities		**26,870**	**12,736**
Total equity and liabilities		**70,414**	**50,676**

The notes on pages 50 to 89 are an integral part of these financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 25 March 2025. They were signed on its behalf by:

James van den Bergh
Chief Executive Officer

FINANCIAL STATEMENTS

Company Statement of Financial Position

As at 31 December 2024

	Notes	2024 £'000	2023 £'000
Assets			
Non-current assets			
Property, plant and equipment		2	2
Investments in subsidiaries	13	30,189	30,189
Amounts owed by group undertakings		58,759	59,089
Total non-current assets		**88,950**	**89,280**
Current assets			
Cash and cash equivalents		3,288	4,723
Trade and other receivables	15	65	161
Total current assets		**3,353**	**4,884**
Total assets		**92,303**	**94,164**
Equity and liabilities			
Equity			
Issued share capital	16	96,425	96,311
Retained earnings		(9,127)	(6,679)
Other reserves		3,767	3,798
Total equity		**91,065**	**93,430**
Liabilities			
Current liabilities			
Trade and other payables	18	1,238	734
Total current liabilities		**1,238**	**734**
Total liabilities		**1,238**	**734**
Total equity and liabilities		**92,303**	**94,164**

The notes on pages 50 to 89 are an integral part of these financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 25 March 2025. They were signed on its behalf by:

James van den Bergh
Chief Executive Officer

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

	Share capital £'000	Retained earnings £'000	Foreign exchange reserve £'000	Other reserves £'000	Total £'000	Non-controlling interest £'000	Total equity £'000
Balance at 1 January 2024	**96,311**	**(31,017)**	**59**	**(29,798)**	**35,555**	**2,385**	**37,940**
Profit for the year	–	4,840	–	–	4,840	(1,193)	3,647
Other comprehensive income for the year	–	–	(73)	–	(73)	(16)	(89)
Total comprehensive income for the year	**–**	**4,840**	**(73)**	**–**	**4,767**	**(1,209)**	**3,558**
Issuance of shares	114	(83)	–	(31)	–	–	–
Share-based payment	–	872	–	–	872	–	872
Subsidiary shares issued from debt to equity conversion	–	941	–	(1)	940	234	1,174
Balance at 31 December 2024	**96,425**	**(24,447)**	**(14)**	**(29,830)**	**42,134**	**1,410**	**43,544**
Balance at 1 January 2023	**85,706**	**(24,884)**	**(63)**	**(26,531)**	**34,228**	**5,876**	**40,104**
Loss for the year from continuing operations	–	(5,312)	–	–	(5,312)	(1,065)	(6,377)
Other comprehensive income for the year	–	–	122	–	122	4	126
Loss from discontinued operations		(1,160)	–	–	(1,160)	197	(963)
Total comprehensive loss for the year	**–**	**(6,472)**	**122**	**–**	**(6,350)**	**(864)**	**(7,214)**
Issuance of shares	10,605	(427)	–	(3,030)	7,148	–	7,148
Share-based payment		766	–	–	766	–	766
Disposal of subsidiary		–	–	–	–	(2,620)	(2,620)
Purchase of subsidiary shares	–	–	–	(237)	(237)	(7)	(244)
Balance at 31 December 2023	**96,311**	**(31,017)**	**59**	**(29,798)**	**35,555**	**2,385**	**37,940**

The notes on pages 50 to 89 are an integral part of these financial statements.

Consolidated Statement of Changes in Equity continued
For the year ended 31 December 2024

Share capital
Share capital represents the nominal value of equity share capital issued.

Retained earnings
The retained earnings reserve represents cumulative net gains and losses and transactions with owners not recognised elsewhere.

Foreign exchange reserve
The foreign exchange reserve represents exchange differences which arise on consolidation from the translation of the financial statements of foreign subsidiaries.

Other reserves
Other reserves consist of the merger reserve, the share revaluation reserve and shares issued at a discount.

The merger reserve arose as a result of combining businesses that are under common control. As at 31 December 2024 it was a debit balance of £33,358,000 (2023: £33,358,000).

The share revaluation reserve arose from the share cancellation that took place in February 2018. As at 31 December 2024 its balance was £8,966,000 (2023: £8,966,000).

Shares issued at a discount arose from share issuances in 2022, 2023 and 2024. As at 31 December 2024 its balance was £5,199,000 (2023: £5,168,000). See Note 16 for further information.

Non-Controlling Interest
The non-controlling interest relates to the minority interest held in Bandana Media Limited, Playstack OY, Satago Financial Solutions Limited, Satago SPV1 Limited, Satago SPV2 Limited and Satago z.o.o.

Company Statement of Changes in Equity
For the year ended 31 December 2024

	Share capital £'000	Retained earnings £'000	Other reserves £'000	Total equity £'000
Balance at 1 January 2024	**96,311**	**(6,679)**	**3,798**	**93,430**
Total comprehensive loss for the year	–	(3,237)	–	(3,237)
Issuance of shares	114	(83)	(31)	–
Share-based payment	–	872	–	872
Balance at 31 December 2024	**96,425**	**(9,127)**	**3,767**	**91,065**
Balance at 1 January 2023	**85,706**	**(6,042)**	**6,828**	**86,492**
Total comprehensive loss for the year	–	(976)	–	(976)
Issuance of shares	10,605	(427)	(3,030)	7,148
Share-based payment		766		766
Balance at 31 December 2023	**96,311**	**(6,679)**	**3,798**	**93,430**

The notes on pages 50 to 89 are an integral part of these financial statements.

FINANCIAL STATEMENTS

Consolidated Statement of Cash Flows

For the year ended 31 December 2024

	Notes	2024 £'000	2023 £'000
Cash flows from operating activities			
Profit/(loss) before tax			
Continuing operations		15	(7,339)
Discontinued operations		–	(963)
Adjustments for			
Depreciation of property, plant and equipment		212	107
Amortisation of intangible assets		6,336	2,893
Share-based payments		872	766
Finance costs		595	569
Share of loss from associate		–	4
Loss on disposal of fixed assets		13	–
Loss on disposal of subsidiary		–	1,358
Underlying trading profit from discontinued operations		–	(396)
		8,043	**(3,001)**
Working capital adjustments			
Movement in loans and advances		2,377	(4,491)
Increase in trade and other receivables		(13,927)	(1,398)
Increase in trade and other payables		17,085	390
		5,535	**(5,499)**
Tax credit received		690	768
Interest and finance costs		(423)	(416)
Net cash generated from/(used in) operating activities from continuing operations		**13,845**	**(8,148)**
Cash flows from investing activities:			
Additions to intangible assets		(6,851)	(5,452)
Additions to property, plant and equipment		(28)	(42)
Acquisition of subsidiaries		(8)	(1,421)
Disposal of subsidiary		–	3,147
Cash in subsidiary on disposal		–	(938)
Net cash used in investing activities from continuing operations		**(6,887)**	**(4,706)**
Cash flows from financing activities:			
Issue of ordinary share capital		–	7,148
Net borrowings	17	(1,999)	5,393
Lease payments		(197)	(81)
Net cash generated (used in)/from financing activities from continuing operations		**(2,196)**	**12,460**
Net increase/(decrease) in cash and cash equivalents from continuing operations		**4,762**	**(394)**
Net cash from discontinued operations		**–**	**199**
Cash and cash equivalents at beginning of the year		10,140	10,273
Effect of foreign exchange rate changes		(28)	62
Cash and cash equivalents at end of the year		**14,874**	**10,140**

The notes on pages 50 to 89 are an integral part of these financial statements.

Company Statement of Cash Flows
For the year ended 31 December 2024

	2024 £'000	2023 £'000
Cash flows from operating activities		
Loss before income tax	(3,237)	(976)
Adjustments for:		
Depreciation of property, plant and equipment	2	2
Interest income	(149)	(1,657)
Share-based payments	872	766
Working capital adjustments	**(2,512)**	**(1,865)**
Decrease/(increase) in trade and other receivables	146	(22)
Increase/(decrease) in trade and other payables	448	(200)
	594	**(222)**
Interest received	155	117
Net cash used in operating activities	**(1,763)**	**(1,970)**
Cash flows from investing activities		
Intragroup loans cash advanced	(4,298)	(6,156)
Intragroup loans cash received	4,567	3,442
Additions to property, plant and equipment	(2)	–
Net cash generated from/(used in) investing activities	**267**	**(2,714)**
Cash flows from financing activities		
Issue of ordinary share capital	–	7,147
Net cash generated from financing activities	**–**	**7,147**
Net (decrease)/increase in cash and cash equivalents	**(1,496)**	**2,463**
Cash and cash equivalents at beginning of the year	4,723	2,260
Effect of foreign exchange rate changes	61	–
Cash and cash equivalents at end of the year	**3,288**	**4,723**

All cash and cash equivalents are cash at bank.

The notes on pages 50 to 89 are an integral part of these financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

Statutory information

TruFin plc is a Company registered in Jersey and incorporated under Companies (Jersey) Law 1991. The Company's ordinary shares were listed on the Alternative Investment Market of the London Stock Exchange on 21 February 2018. The address of the registered office is 26 New Street, St Helier, Jersey, JE2 3RA.

1. Accounting policies

General information

The TruFin Group (the "Group") is the consolidation of TruFin plc and the companies set out in the "Basis of consolidation" on pages 51-52.

The principal activities of the Group are the provision of niche lending, early payment services and game publishing.

The financial statements are presented in Pounds Sterling, which is the currency of the primary economic environment in which the Group operates. Amounts are rounded to the nearest thousand.

Basis of accounting

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

Prior to 29 November 2017 and before the incorporation of TruFin plc and TruFin Holdings, the entities named above were under common control and therefore, have been accounted for as a common control transaction –that is a business combination in which all the combining entities or businesses are ultimately controlled by the same company both before and after the combination. IFRS 3 provides no specific guidance on accounting for entities under common control and therefore other relevant standards have been considered. These standards refer to pooling of assets and merger accounting and this is the methodology that has been used to consolidate the Group.

After 29 December 2017, post the reorganisation, the entities constitute a legal group and accordingly the consolidated financial statements have been prepared by applying relevant principles underlying the consolidation procedures of IFRS.

Basis of preparation

The results of the Group companies have been included in the consolidated statement of comprehensive income. Where necessary, adjustments have been made to the underlying financial information of the companies to bring the accounting policies used into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

The consolidated financial statements contained in this document consolidates the statements of total comprehensive income, statements of financial position, cash flow statements, statements of changes in equity and related notes for each of the companies listed in the "Basis of consolidation" on pages 51-52, which have been prepared in accordance with IFRS.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

Basis of consolidation

The consolidated financial statements include all of the companies controlled by the Group, which are as follows:

Entities	Country of incorporation	Registered address	Nature of the business	% voting rights and shares held
TruFin Holdings Limited ("THL")	Jersey	26 New Street, St Helier, Jersey JE2 3RA	Holding Company	100% of ordinary shares
Satago Financial Solutions Limited ("Satago") (together with Satago SPV 1, Satago SPV 2 and Satago Poland) ("Satago Group")	UK	120 Regent Street, London, United Kingdom, W1B 5FE	Provision of short term finance	75% of ordinary shares
Satago SPV 1 Limited ("Satago SPV 1")	UK	120 Regent Street, London, United Kingdom, W1B 5FE	Provision of short term finance	75% of ordinary shares
Satago SPV 2 Limited ("Satago SPV 2")	UK	120 Regent Street, London, United Kingdom, W1B 5FE	Provision of short term finance	75% of ordinary shares
Satago z.o.o (Satago Poland)	Poland	32-023 Krakow ul. Sw. Krzyza 19/6 Poland	Provision of short term finance	75% of ordinary shares
Oxygen Finance Group Limited ("OFGL") (together with OFL, BPL and OFAI) ("Oxygen")	UK	1st Floor Enterprise House, 115 Edmund Street, Birmingham, United Kingdom, B3 2HJ	Holding Company	90% of ordinary shares*
Oxygen Finance Limited ("OFL")	UK	1st Floor Enterprise House, 115 Edmund Street, Birmingham, United Kingdom, B3 2HJ	Provision of early payment services	90% of ordinary shares*
Birmingham Procurement Limited ("BPL")	UK	1st Floor Enterprise House, 115 Edmund Street, Birmingham, United Kingdom, B3 2HJ	Not trading	90% of ordinary shares*
Oxygen Finance Americas, Inc ("OFAI")	USA	Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801, USA	Provision of early payment services	90% of ordinary shares*
TruFin Software Limited ("TSL")	UK	120 Regent Street, London, United Kingdom, W1B 5FE	Provision of technology services	100% of ordinary shares
Playstack Limited ("Playstack")**	UK	56a Poland Street, London, United Kingdom, W1F 7NN	Publishing of computer games	100% of ordinary shares
Bandana Media Limited ("Bandana")**	UK	56a Poland Street, London, United Kingdom, W1F 7NN	Publishing of computer games	72% of ordinary shares
PlayIgnite Ltd ("PlayIgnite")**	UK	56a Poland Street, London, United Kingdom, W1F 7NN	Business and domestic software developer	100% of ordinary shares
Playstack z.o.o ("PS Poland")**	Poland	Kamienna 21, 31-403 Krakow, Poland	Publishing activities in the field of computer games	100% of ordinary shares
Playstack OY ("PS Finland")**	Finland	Mikonkatu 17 B, 00100 Helsinki, Finland	Publishing activities in the field of computer games	75% of ordinary shares

Notes to the Consolidated Financial Statements continued
For the year ended 31 December 2024

Entities	Country of incorporation	Registered address	Nature of the business	% voting rights and shares held
Playstack AB ("PS Sweden")**	Sweden	Solbergavägen 17, 17998 Färentuna, Sweden	Developing, publishing and selling electronic games	100% of ordinary shares
Playstack Inc ("Playstack USA")**	USA	Gust Delaware, 16192 Coastal Hwy, Lewes, DE 19958	Publishing of computer games	100% of ordinary shares
PlayIgnite Inc ("PlayIgnite USA")**	USA	Cogency Global Inc, 850 New Burton Road, Suite 201, Dover DE 19904	Business and domestic software developer	100% of ordinary shares
Magic Fuel Inc ("Magic Fuel")	USA	5424 Sunol Blvd Ste 10 PMB 1021, Pleasanton, CA 94566-7705	Game developer	100% of ordinary shares

* *Nominal ownership of these companies is 90% due to the Oxygen Management Incentive Plan ("Oxygen MIP"). Effective economic ownership is 100% based on their Statements of Financial Position at the Reporting Date.*

** *The Playstack Group includes one associate company incorporated in the UK which has been accounted for using the equity method. This is:*

- *A 27% interest in Storm Chaser Games Limited ("Storm Chaser Games")*

The Playstack Group included one associate company incorporated in the UK which was dissolved in the year.

- *A 49% interest in Snackbox Games Ltd*

On 9 July 2024, Altlending UK Limited (a UK incorporated entity 100% owned by THL) was dissolved.

Principal accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been applied consistently to all the financial periods presented.

The consolidated financial statements have been prepared in accordance with European Union Endorsed International Financial Reporting Standards (IFRSs) and the IFRS Interpretations Committee (formerly the International Financial Reporting Interpretations Committee (IFRIC)) interpretations. These statements have been prepared on a going concern basis and under the historical cost convention except for the treatment of certain financial instruments.

Going concern

As at 31 December 2024, the Group had a cash balance of £14.9m and net current assets of £14.2m, which includes a external borrowing balance of £4.2m. The directors have prepared and reviewed detailed financial forecasts of the Group and, in particular, considered the cash flow requirements for the period from the date of approval of these financial statements to the end of March 2026.

These forecasts sit within the Group's latest estimate and within the longer-term financial plan, both of which have been updated on a regular basis. The Group has not identified any material uncertainties in the going concern model and remains confident that the forecasts are appropriate. Key assumptions include continued positive performance in Oxygen and Playstack, and Satago performance improving to break even in June 2026. The forecast is not sensitive to reasonable possible changes in the key assumptions both individually or in aggregate.

Accordingly, the Directors have adopted the going concern basis in preparing these financial statements.

Revenue recognition

Net revenue

Interest income and expense

Interest income and expense for all financial instruments except for those classified as held for trading or measured or designated as at Fair Value Through Profit and Loss ("FVTPL") are recognised in "Net revenue" as "Interest income" and "Interest, fee and publishing expenses" in the profit or loss account using the effective interest method.

The Effective Interest Rate ("EIR") is the rate that exactly discounts estimated future cash flows of the financial instrument through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The calculation of the EIR includes all fees and points paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs and all other premiums or discounts.

The interest income/expense is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (that is, to the amortised cost of the financial asset before adjusting for any expected credit loss allowance), or to the amortised cost of financial liabilities.

For credit-impaired financial assets, as defined in the financial instruments accounting policy, the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets, that is, to the gross carrying amount less the allowance for Expected Credit Losses ("ECLs").

Fee income

Fee income for the Group is earned from payments services fees, implementation fees, consultancy fees and subscription fees. Payment services provided by Oxygen comprises the following elements:

Early Payment Programme Services ("EPPS") contracts

Oxygen's EPPS generate rebates (ie discounts on invoice value) for its clients by facilitating the early payment of supplier invoices. Oxygen's single performance obligation is to make its intellectual property and software platform available to its clients for the duration of their contracts.

Oxygen bills its clients monthly for a contractually agreed share of supplier rebates generated by their respective Early Payment Programmes during the previous month. This revenue is recognised in the month the rebates are generated.

Implementation fees

Oxygen Implementation fees

Implementation fees are charged to some clients in establishing a client's technological access to the EPPS and in otherwise readying a client to benefit from the Services. Establishing access to the company's intellectual property and software platform does not amount to a distinct service as the client cannot benefit from the initial access except by the company continuing to provide access for the contract period. Where an implementation fee is charged, it is therefore a component of the aggregate transaction price of the EPPS. Accordingly, such revenue is initially deferred and then recognised in the statement of comprehensive income over the life of the related EPPS.

Satago Implementation fees

Implementation fees are in line with contractual agreements and relate to Lending as a Service projects.

Consultancy fees

Oxygen provides stand-alone advisory services to clients. Revenue is accrued as the underlying services are provided to the client. Playstack earns revenue where one or more people are billed directly to a client for the provision of services.

Subscription fees

Insight services subscription fees

The Insight Services offered by OFL provide focussed public sector procurement data and analytics on a subscription basis. Clients cover both the private sector, enabling them to improve and develop their engagement with the public sector, and public sector organisations, enabling them to make more informed procurement decisions. Subscriptions are typically received in advance and recognised over the length of the contract as access to the database is provided.

Satago subscription fees

These are monthly fees for access to Satago's platform. Subscriptions are received in advance and recognised during the month the subscription relates to.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2024

Fee expenses

Fee expenses are directly attributable costs, associated with the Oxygen's EPPS. The expenses include amortisation arising from capitalised contract costs incurred directly through activities which generate fee income. Amortisation arising from other intangible assets is recognised in depreciation and amortisation.

Publishing income

Publishing income for the Group is earned by companies in the Playstack Group and comprises the following elements. Publishing income is recognised at the fair value of consideration received or receivable for goods and services provided and is shown net of VAT and any other sales taxes. The fair value takes into account any trade or volume discounts and commission retained.

In App Purchases (IAP) revenue

IAP revenue is earned on the sale of mobile games and features within those games. It is recognised when the game or feature is sold.

Advertising revenue

Advertising revenue is earnings from featuring third party advertising within mobile games. It is recognised when these advertisements are featured within the games.

Console and Platform revenue

Console revenue is earned on the sale of video games for consoles. It is recognised when the game is sold. Platform revenue is earned through partnership directly with hardware platform holders in return for exclusive access to one or more games on their service. Revenue is recognised either on the completion of agreed milestones, across the term of the agreement for live-managed games, or a combination of the two.

Brand revenue

Brand revenue is when a mobile game player signs up to an advertised brand in a mobile game. Revenue is recognised when the brand has confirmed acquisition of the customer.

Publishing expenses

Publishing expenses are directly attributable costs, associated with the Playstack Group's publishing income. These costs are included at their invoiced value and are net of VAT and any other sales tax.

Foreign currencies

The results and financial position of each Group company are expressed in Pounds Sterling, which is the functional currency of the UK based members of the Group and the presentation currency for the consolidated financial statements.

Transactions in foreign currencies are translated to the Group companies' functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign exchange differences arising on translation are recognised in the consolidated statement of comprehensive income.

In preparing the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at the exchange rate at the reporting date. Income and expense items are translated at the average exchange rates for the year. Exchange differences arising, are recognised in other comprehensive income and are accumulated in the Foreign exchange reserve equity section.

Property, plant and equipment

All property, plant and equipment is stated at historical cost (or deemed historical cost) less accumulated depreciation and less any identified impairment. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided on all property, plant and equipment at rates calculated to write each asset down to its estimated residual value on a straight line basis at the following annual rates:

Leasehold improvements	–	5 years
Fixtures and fittings	–	3 years
Computer equipment	–	3 -5 years

Useful economic lives and estimated residual values are reviewed annually and adjusted as appropriate.

Intangible assets

Identifiable intangible assets are recognised when the Group controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be reliably measured.

Intangible assets with finite lives are stated at acquisition or development cost less accumulated amortisation and less any identified impairment. The amortisation period and method is reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate and are treated as changes in accounting estimates.

Computer software

Computer software which has been purchased by the Group from third party vendors is measured at initial cost less accumulated amortisation and less accumulated impairments.

Computer software also comprises internally developed platforms and the costs directly associated with the production of these identifiable and unique software products controlled by the Group. They are probable of producing future economic benefits. They primarily include employee costs and directly attributable overheads.

Internally generated intangible assets are only recognised by the Group when the recognition criteria have been met in accordance with IAS 38: Intangible Assets as follows:

- expenditure can be reliably measured
- the product or process is technically and commercially feasible
- future economic benefits are likely to be received
- intention and ability to complete the development, and
- view to either use or sell the asset in the future.

The Group will only recognise an internally-generated asset should it meet all the above criteria. In the event of a development not meeting the criteria it will be recognised within the statement of profit or loss in the period incurred.

Capitalised costs include all directly attributable costs to the development of the asset. Internally generated assets are measured at capitalised cost less accumulated amortisation less accumulated impairment losses. The internally generated asset is amortised at the point the asset is available for use or sale. The asset is amortised on a straight-line basis over the useful economic life with the remaining useful economic life and residual value being assessed annually.

Any subsequent expenditure on the internally generated asset is only capitalised if the cost increases the future economic benefits of the related asset. Otherwise all additional expenditure should be recognised through the statement of profit or loss in the period it occurs.

Contract assets

Contract assets comprise the directly attributable costs incurred at the beginning of an Early Payment Scheme Service contract to revise a client’s existing payment systems and provide access to the Group’s software and other intellectual property. These implementation (or “set up”) costs are comprised primarily of employee costs.

Amortisation is charged to the statement of comprehensive income over the estimated useful lives of intangible assets from the date they are available for use, on a straight-line basis. The amortisation basis adopted for each class of intangible asset reflects the Group’s consumption of the economic benefit from that asset.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2024

Estimated useful lives

The estimated useful lives of finite intangible assets are as follows:

Computer software	–	3-5 years
Contract assets	–	Life of underlying contract (typically 5 years)

Goodwill

Goodwill arising on acquisition represents the excess cost of a business combination over the fair values of the Group's share of the identifiable assets and liabilities at the date of the acquisition. When part of the consideration transferred by the Group is deferred or contingent, this is valued at its acquisition date fair value, and is included in the consideration transferred in a business combination. Changes in the deferred or contingent consideration, which occur in the measurement period, are adjusted retrospectively, with corresponding adjustments to goodwill.

Goodwill is not amortised but is reviewed at least annually for impairment. For the purpose of impairment testing, goodwill is allocated to each Cash Generating Unit ("CGU"). Each CGU is consistent with the Group's primary reporting segment. Any impairment is recognised immediately through the income statement and is not subsequently reversed.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

Financial instruments

Initial recognition

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are respectively added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs that are directly attributable to the acquisition of financial assets and financial liabilities at FVTPL are recognised immediately in profit or loss.

Financial assets

Classification and reclassification of financial assets

Recognised financial assets within the scope of IFRS 9 are required to be classified as subsequently measured at amortised cost, FVTOCI or FVTPL on the basis of both the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets are reclassified if and only if, the business model under which they are held is changed. There has been no such change in the allocation of assets to business models in the periods under review.

Loans and advances

Loans and advances are held within a business model whose objective is to hold those financial assets in order to collect contractual cash flows. The contractual terms of the loan agreements give rise on specified dates to cash flows that are solely payments of principal and interest or fees on the principal amount outstanding.

After initial measurement, loans and advances to customers are subsequently measured at amortised cost using the Effective Interest Rate method (EIR) less impairment. Amortised cost is calculated by taking into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest and similar income in the statement of comprehensive income. The losses arising from impairment are recognised in the statement of comprehensive income and disclosed with any other similar losses within the line item "Net impairment losses on financial assets".

Where cash flows are significantly different from the original expectations used to determine EIR, but where this difference does not arise from a modification of the terms of the financial instrument, the Group revises its estimates of receipts and adjusts the gross carrying amount of the financial asset to reflect actual and revised estimated contractual cash flows. The Group recalculates the gross carrying amount of the financial asset as the present value of the estimated future contractual cash flows discounted at the financial instrument's original EIR. The adjustment is recognised in statement of comprehensive income as income or expense.

Trade and other receivables

Trade receivables do not contain any significant financing component and accordingly are recognised initially at transaction price, and subsequently measured at cost less expected credit losses.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less impairment in the Company's financial statements.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and demand deposits and short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Impairment

The Group (and Company) recognises loss allowances for Expected Credit Losses ("ECLs") on the following financial instruments that are not measured at FVTPL:

- Loans and advances;
- Other receivables;
- Trade receivables; and
- Intercompany receivables

ECLs are measured through loss allowances calculated on the following bases:

ECLs are a probability-weighted estimate of the present value of credit losses. These are measured as the present value of the difference between the cash flows due to the Group under the contract and the cash flows that the Group expects to receive arising from the weighting of future economic scenarios, discounted at the asset's EIR within the current performing book.

The Group measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar credit risk characteristics. The loss allowance is measured as the present value of the difference between the contractual cash flows and cash flows that the Group expects to receive using the asset's original EIR, regardless of whether it is measured on an individual basis or a collective basis.

A financial asset that gives rise to credit risk, is referred to (and analysed in the notes to this financial information) as being in "Stage 1" provided that since initial recognition (or since the previous reporting date) there has not been a significant increase in credit risk, nor has it has become credit impaired.

For a Stage 1 asset, the loss allowance is the "12-month ECL", that is, the ECL that results from those default events on the financial instrument that are possible within 12 months from the reporting date.

A financial asset that gives rise to credit risk is referred to (and analysed in the notes to this financial information) as being in "Stage 2" if since initial recognition there has been a significant increase in credit risk but it is not credit impaired.

For a Stage 2 asset, the loss allowance is the "lifetime ECL", that is, the ECL that results from all possible default events over the life of the financial instrument.

A financial asset that gives rise to credit risk is referred to (and analysed in the notes to this financial information) as being in "Stage 3" if since initial recognition it has become credit impaired.

For a Stage 3 asset, the loss allowance is the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the financial asset's original EIR. Further, the recognition of interest income is calculated on the carrying amount net of impairment rather than the gross carrying amount as for stage 1 and stage 2 assets.

If circumstances change sufficiently at subsequent reporting dates, an asset is referred to by its newly appropriate Stage and is re-analysed in the notes to the financial information.

Where an asset is expected to mature in 12 months or less, the "12 month ECL" and the "lifetime ECL" have the same effective meaning and accordingly for such assets the calculated loss allowance will be the same whether such an asset is at Stage 1 or Stage 2. However, the Group monitors significant increase in credit risk for all assets so that it can accurately disclose Stage 1 and Stage 2 assets at each reporting date.

Lifetime ECLs are recognised for all trade receivables using the simplified approach.

Notes to the Consolidated Financial Statements continued

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Significant increase in credit risk – policies and procedures for identifying Stage 2 assets

The Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition in order to determine whether credit risk has increased significantly.

See Note 19 for further details about how the Group assesses increases in significant credit risk.

Definition of a default

Critical to the determination of significant increases in credit risk (and to the determination of ECLs) is the definition of default. Default is a component of the Probability of Default ("PD"), changes in which lead to the identification of a significant increase in credit risk and PD is then a factor in the measurement of ECLs.

The Group's definition of default for this purpose is:

- a counterparty defaults on a payment due under a loan agreement and that payment is more than 90 days overdue, or
- within the core invoice finance proposition, where one or more individual finance repayments are beyond 90 days overdue, management judgement is applied in considering default status of the client.
- the collateral that secures, all or in part, the loan agreement has been sold or is otherwise not available for sale and the proceeds have not been paid to the lending company; or
- a counterparty commits an event of default under the terms and conditions of the loan agreement which leads the lending company to believe that the borrower's ability to meet its credit obligations to the lending company is in doubt.

The definition of default is similarly critical in the determination of whether an asset is credit-impaired (as explained below).

Credit-impaired financial assets – policies and procedures for identifying Stage 3 assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. IFRS 9 states that evidence of credit-impairment includes observable data about the following events:

- Significant financial difficulty of the borrower;
- A breach of contract such as a default (as defined above) or past due event, or
- The Group, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the Group would not otherwise consider.

The Group assesses whether debt instruments that are financial assets measured at amortised cost or at FVTOCI are credit-impaired at each reporting date. When assessing whether there is evidence of credit-impairment, the Group takes into account both qualitative and quantitative indicators relating to both the borrower and to the asset. The information assessed depends on the borrower and the type of the asset. It may not be possible to identify a single discrete event – instead, the combined effect of several events may have caused financial assets to become credit-impaired.

See Note 19 for further details about how the Group identifies credit-impaired assets.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for ECL are presented in the statement of financial position as follows:

- For financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- For loan commitments: as a provision; and

Modification of financial assets

A modification of a financial asset occurs when the contractual terms governing a financial asset are renegotiated without the original contract being replaced and derecognised and:

- The gross carrying amount of the asset is recalculated and a modification gain or loss is recognised in profit or loss;
- Any fees charged are added to the asset and amortised over the new expected life of the asset; and
- The asset is individually assessed to determine whether there has been a significant increase in credit risk.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the asset have expired. The Group also derecognises the assets if it has both transferred the asset and the transfer qualifies for derecognition.

A transfer only qualifies for derecognition if either

- The Group has transferred substantially all the risks and rewards of the asset; or
- The Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

Write offs

Loans and advances are written off when the Group has no reasonable expectation of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Group may apply enforcement activities to financial assets written off. Recoveries resulting from the Group's enforcement activities will result in impairment gains.

Financial liabilities

Financial liabilities and equity

Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Group or a non-derivative contract that will or may be settled in a variable number of the Group's own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Group's own equity instruments.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised as at the proceeds received, net of direct issue costs. Distributions on equity instruments are recognised directly in equity.

Financial liabilities

Interest bearing borrowings are measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method (EIR). Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in “Interest and fee expenses” in the profit and loss account.

Derecognition of financial liabilities

The Group derecognises financial liabilities when and only when, the Group's obligations are discharged, cancelled or they expire.

Impairment of non-financial assets

The carrying amounts of the entity's non-financial assets, other than goodwill and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For the purposes of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the CGU).

Contract assets are reviewed for impairment based on the performance of the underlying contract.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2024

Goodwill is tested annually for impairment in accordance with IFRS. The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to CGU that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if the acquired entity has been integrated then the entire group of entities into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of comprehensive income. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of other assets in the unit (or group of units) on a pro rata basis.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply. An impairment loss recognised for goodwill is not reversed.

Impairment losses recognised in prior periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Current and deferred income tax

Income tax on the result for the period comprises current and deferred income tax. Income tax is recognised in the consolidated statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Where there are uncertain tax positions, the Group assesses whether it is probable that the position adopted in tax filings will be accepted by the relevant tax authority, with the results of this assessment determining the accounting that follows.

Current tax is the expected tax payable or receivable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting 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 assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Employee benefits – pension costs

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Contributions to defined contribution schemes are charged to the statement of comprehensive income as they become payable in accordance with the rules of the scheme. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the statement of financial position.

Merger reserve

Prior to 29 December 2017, the entities within the Group were held by Arrowgrass Master Fund Limited. On 29 December 2017, these entities were acquired by TruFin plc via TruFin Holdings Limited. The consideration provided to Arrowgrass for the companies acquired was in exchange for shares of TruFin plc based on the fair value of the underlying companies. Upon consolidation of the Group, the difference between the book value of the entities and the amount of the consideration paid was accounted through a merger reserve, in accordance with relevant accounting standards relating to businesses under common control.

Investments in associates

Associates are entities in which the Group has between 20% and 50% of the voting rights, or is otherwise able to exercise significant influence, but which it does not control or jointly control. Investments in associates are accounted for under the equity method and are initially recognised at costs, including goodwill. Subsequent changes in the carrying value reflect the post-acquisition changes in the Group's share of net assets of the associate. The Group's share of its associates profits or losses is recognised in the consolidated income statement. However, when the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless the Group is obliged to make further payments to, or on behalf of the associate.

Segmental reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity) and whose operating results are regularly reviewed by the Board of Directors in order to make decisions about resources to be allocated to that component and assess its performance and for which discrete financial information is available.

For the purposes of the financial statements, the Directors consider the Group's operations to be made up of four operating segments: the provision of short term finance, payment services, publishing and other operations.

The accounting policies of the reportable segments are consistent with the accounting policies of the Group as a whole. Further details are provided in Note 4.

Share-based payments

Where the Group engages in share-based payment transactions in respect of services received from certain of its employees, these are accounted for as equity-settled share-based payments in accordance with IFRS 2 'Share-based payments'. The equity is in the form of ordinary shares.

The grant date fair value of a share-based payment transaction is recognised as an employee expense, with a corresponding increase in equity over the period that the employees become unconditionally entitled to the awards. In the absence of market prices, the fair value of the equity at the date of the grant is estimated using an appropriate valuation technique.

The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related services and non-market vesting conditions are expected to be met such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

For share-based payment awards with market performance conditions the grant date fair value of the award is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Refer to Note 6 for the amounts disclosed.

Leases

At the inception of a contract, the Group assesses if the contract contains a lease. A contract 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. Reassessment is only required when the terms and conditions of the contract are changed.

Right-of-use assets

The Group recognises a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentives received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are 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.

Right-of-use assets (except for those which meet the definition of an investment property) are presented within "Property, plant and equipment".

Right of use assets which meet the definition of property, plant and equipment are presented and accounted for in accordance with this policy.

Lease liabilities

The initial measurement of a lease liability is measured at the present value of the lease payments discounted using the interest rate implicit in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the borrower shall use its incremental borrowing rate.

Lease liabilities are measured at amortised cost using the effective interest method.

Lease liabilities are remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2024

Short term and low value leases

The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

2. Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial information in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apart from other sources. The estimates and underlying assumptions are reviewed on an ongoing basis. Actual results may differ from these estimates.

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Critical accounting judgements

- Early Payment Programme Services set up costs: the Group capitalises the direct costs of implementing Early Payment Programme Services contracts for clients. These costs are essential to the satisfaction of the Group's performance obligation under that contract and accordingly the Group considers that these costs meet the applicable criteria for recognition as contract assets.

  The amount capitalised is disclosed in Note 11.

- Deferred tax asset: There is inherent uncertainty in forecasting beyond the immediate future and significant judgement is required to estimate whether future taxable profits are probable in order to utilise the carried forward tax losses. Companies in the Group have carried forward losses which will be utilised against future taxable profits. However, a deferred tax asset has not been recognised for these companies, except for Oxygen Finance Limited as there is uncertainty surrounding the timing of when these losses will be used.

  Refer to Note 9 for more information on the deferred tax asset.

- The accounts of the trustee (the "EBT Trustee") of the Company's Employee Benefit Trust ("EBT") have not been consolidated as it is the Directors' opinion that the Company does not have control over the EBT. The EBT is a discretionary trust, which means that the EBT Trustee has discretion how to act, provided that the action taken by the EBT Trustee is considered by the EBT Trustee to be in the interest of one of more EBT beneficiaries (being employees and former employees (and certain of their relatives) of the Company and its subsidiaries.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Expected credit losses

- Where an asset has a maturity of 12 months or less, the “12 month ECL” and the “lifetime ECL” have the same effective meaning and accordingly for such assets the calculated loss allowance will be the same whether such an asset is at stage 1 or stage 2.
- The Probability of Default (“PD”) is an estimate of the likelihood of default over a given time horizon and is a key input to the ECL calculation. The Group primarily uses credit scores from credit reference agencies to calculate the PD for loans and advances. The score is a 12-month predictor of credit failure and, in the absence of internally generated loss history, the Group believes that it provides the best proxy for the credit quality of the loan portfolio.
- Exposure At Default (“EAD”) is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities and accrued interest from missed payments.
- Loss Given Default (“LGD”) is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, in particular taking into account wholesale collateral values and certain buy back options.

Note 19 presents the carrying amounts of the Expected Credit Losses in further detail.

Impairment of Intangibles

The Group is required to test, whether intangible and tangible assets have suffered any impairment based on the recoverable amount of its CGUs, when there are indicators for impairment. Determining whether an impairment has occurred requires an estimation of the value in use of the CGU to which these assets are allocated. Key sources of estimation uncertainty in the value in use calculation include the estimation of future cash flows of the CGU affected by expected changes in underlying revenues and direct costs, and administration costs through the forecast period, the long-term growth rates and a suitable discount rate to apply to the aforementioned cash flows in order to calculate the net present value. Further information regarding the assumptions used in the calculations have been provided in Note 11.

Impairment of investment in subsidiary

The Company’s investment in its subsidiary is assessed annually to determine if there is any indication of impairment. This requires an estimation of the value in use of this subsidiary. Key sources of estimation uncertainty in the value in use calculation include the estimation of future cash flows of the CGU affected by expected changes in underlying revenues and direct costs, and administration costs through the forecast period, the long-term growth rates and a suitable discount rate to apply to the aforementioned cash flows in order to calculate the net present value. Further information regarding the assumptions used in the calculations have been provided in Note 11.

Notes to the Consolidated Financial Statements continued
For the year ended 31 December 2024

3. Gross revenue

Group	2024 £'000	2023 £'000
Revenue		
Interest income	1,246	1,470
Total interest revenue	**1,246**	**1,470**
EPPS contracts	5,579	4,346
Consultancy fees	371	1,135
Implementation fees	965	2,131
Subscription fees	2,248	1,736
Total fee revenue	**9,163**	**9,348**
IAP revenue	6,047	117
Advertising revenue	262	109
Console revenue	38,235	7,087
Total publishing income	**44,544**	**7,313**
Gross revenue	**54,953**	**18,131**

Company	2024 £'000	2023 £'000
Intercompany interest income	–	1,540
Intercompany fee income	108	108
Other interest income	162	117
Gross revenue	**270**	**1,765**

4. Segmental reporting

The results of the Group are broken down into segments based on the products and services from which it derives its revenue:

Short term finance

Provision of distribution finance products and invoice discounting. For results during the reporting period, this corresponds to the results of Satago.

Payment services

Provision of Early Payment Programme Services. For results during the reporting period, this corresponds to the results of Oxygen.

Publishing

Publishing of video games. For results during the reporting period, this corresponds to the results of the Playstack Group.

Other

Revenue and costs arising from investment activities. For results during the reporting period, this corresponds to the results of TruFin plc, THL and TSL.

The results of each segment, prepared using accounting policies consistent with those of the Group as a whole, are as follows:

Year ended 31 December 2024	Short term finance £'000	Payment services £'000	Publishing £'000	Other £'000	Total £'000
Gross revenue	2,481	7,717	44,593	162	54,953
Cost of sales	(606)	(1,327)	(28,387)	–	(30,320)
Net revenue	**1,875**	**6,390**	**16,206**	**162**	**24,633**
Adjusted (loss)/profit before tax*	(4,845)	462	7,735	(2,465)	887
(Loss)/profit before tax	(4,845)	462	7,735	(3,337)	15
Taxation	406	1,380	1,846	–	3,632
(Loss)/profit for the year	**(4,439)**	**1,842**	**9,581**	**(3,337)**	**3,647**
Total assets	8,764	8,673	49,614	3,363	70,414
Total liabilities	(4,845)	(2,298)	(18,552)	(1,175)	(26,870)
Net assets	**3,919**	**6,375**	**31,062**	**2,188**	**43,544**

** adjusted loss before tax excludes share-based payment expense*

Year ended 31 December 2023	Short term finance £'000	Payment services £'000	Publishing £'000	Other £'000	Total £'000
Gross revenue	3,788	6,188	8,038	117	18,131
Cost of sales	(718)	(1,078)	(3,231)	–	(5,027)
Net revenue	**3,070**	**5,110**	**4,807**	**117**	**13,104**
Adjusted loss before tax*	(4,134)	(348)	(188)	(1,903)	(6,573)
Loss before tax	(4,134)	(348)	(188)	(2,669)	(7,339)
Taxation	433	554	(25)	–	962
Loss for the year from continuing operations	**(3,701)**	**206**	**(213)**	**(2,669)**	**(6,377)**
Loss for the year from discontinued operations	**(963)**	**–**	**–**	**–**	**(963)**
(Loss)/profit for the year	**(4,664)**	**206**	**(213)**	**(2,669)**	**(7,340)**
Total assets	13,797	8,121	23,463	5,295	50,676
Total liabilities	(8,228)	(1,988)	(1,786)	(734)	(12,736)
Net assets	**5,569**	**6,133**	**21,677**	**4,561**	**37,940**

** adjusted loss before tax excludes share-based payment expense*

The majority of the Group's activities (98% of revenues) are within the UK, with 2% earned in USA and 0% in Europe.

Notes to the Consolidated Financial Statements continued
For the year ended 31 December 2024

5. Staff costs
Analysis of staff costs:

	Group		Company	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Wages and salaries	9,593	9,188	1,435	1, 223
Consulting costs	569	1,059	–	–
Social security costs	1,438	1,104	416	82
Pension costs arising on defined contribution schemes	426	441	34	35
Share-based payment	872	766	872	766
	12,898	12,558	2,757	2,106

Consulting costs are recognised within staff costs where the work performed would otherwise have been performed by employees. Consulting costs arising from the performance of other services are included within other operating expenses.

Average monthly number of persons (including Executive Directors) employed:

	2024 Number	2023 Number
Management	14	16
Finance	11	11
Sales & marketing	40	42
Operations	64	57
Technology	59	65
	188	191

Directors' emoluments
The number of directors who received share options during the year was as follows:

	2024 Number	2023 Number
Long-term incentive schemes	1	1

There were no directors who exercised share options during the year.

The directors' aggregate emoluments in respect of qualifying services were:

	Salary £'000	Bonus £'000	Pension and Benefits £'000	2024 Total £'000	2023 Total £'000
Executive Directors:					
J van den Bergh	256	256	9	521	485
	256	256	9	521	485
Non-executive Directors:					
S Baldwin	100	–	–	100	100
P Judd	70	–	–	70	70
P Dentskevich	60	–	–	60	60
A Wilhelmsen	–	–	–	–	–
	230	–	–	230	230

Key management

The Directors consider that key management personnel include the Executive Director of TruFin plc. This individual has the authority and responsibility for planning, directing and controlling the activities of the Group.

6. Employee share-based payment transactions

The employment share-based payment charge comprises:

	2024 £'000	2023 £'000
Service Criteria Award	318	552
TruFin Share Price Award	431	151
Subsidiary Performance Award	123	63
Total	**872**	**766**

Awards granted in 2024

Service Criteria Award

On 11 April 2024, options to acquire 175,000 shares were granted to employees of the Group. The award is structured as a nil cost option. The vesting of this award is subject to the holder being in continued employment until the vesting date of this award. The award will vest on 31 December 2026. A Black-Scholes model was used to determine the fair value of these options. The model used an expected volatility of 35% and risk free rate of 4%.

TruFin Share Price Award

On 11 April 2024, options to acquire 614,584 shares were granted to the senior management team and employees of the Group. The award is structured as a nil cost option. The vesting of this award is subject to the holder being in continued employment until the vesting dates of this award, and the Company's share price satisfying share price targets in relation to the other companies listed on AIM . The award will vest on 31 December 2026. Awards granted to the Group CEO are subject to an additional 1 year holding period. A Monte Carlo simulation was used to determine the fair value of these options. The model used an expected volatility of 35% and a risk free rate of 4%.

Subsidiary Performance Award

On 11 April 2024, options to acquire 268,750 shares were granted to employees of the Group. The award is structured as a nil cost option. The vesting of this award is subject to the holder being in continued employment until the vesting dates of this award, and subsidiary companies achieving certain financial metrics over the vesting periods. The award will vest on 31 December 2026.

Awards granted in 2023

Service Criteria Award

On 27 July 2023, options to acquire 1,350,000 shares were granted to the senior management team and employees of the Group. The award is structured as a nil cost option. The vesting of this award is subject to the holder being in continued employment until the vesting dates of this award. The award has been granted in 3 tranches; the first tranche vested on 31 December 2023 and the second vested on 31 December 2024. The third will vest on 31 December 2025. Awards granted to the Group CEO are subject to an additional 1 year holding period. A Black-Scholes model was used to determine the fair value of these options. The model used an expected volatility of 50% and risk free rate of 5%.

TruFin Share Price Award

On 27 July 2023, options to acquire 1,229,167 shares were granted to the senior management team and employees of the Group. The award is structured as a nil cost option. The vesting of this award is subject to the holder being in continued employment until the vesting dates of this award, and the Company's share price satisfying share price targets in relation to the other companies listed on AIM . The award has been granted in 2 tranches; the first tranche vested on 31 December 2024 and the second will vest on 31 December 2025. Awards granted to the Group CEO are subject to an additional 1 year holding period. A Monte Carlo simulation was used to determine the fair value of these options. The model used an expected volatility of 50% and a risk free rate of 5%.

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Subsidiary Performance Award
On 27 July 2023, options to acquire 537,500 shares were granted to employees of the Group. The award is structured as a nil cost option. The vesting of this award is subject to the holder being in continued employment until the vesting dates of this award, and subsidiary companies achieving certain financial metrics over the vesting periods. The award has been granted in 2 tranches; the first tranche vested on 31 December 2024 and the second will vest on 31 December 2025.

Awards granted before 2023
Performance Share Plan and Joint Share Ownership Plan Founder Award ("Founder Award")
All the Founder Awards held by the Group CEO have vested. 1,566,255 shares subject to the Joint Share Ownership Plan are fully owned by the EBT. The Group CEO's nil cost options in respect of the same number of shares under the Performance Share Plan have also fully vested.

Performance Share Plan Market Value Award ("PSP Market Value Award")
On 21 February 2018, options to acquire 4,868,420 shares were granted to the senior management team. The vesting of this award is based on market-based performance conditions. The vesting of these awards is subject to the holder remaining an employee of the Company and the Company's share price achieving five distinct milestones -vesting at 20% each milestone. The exercise price of the awards at the time of grant was £1.90 per share.

In order to reflect the impact of the demerger, the PSP Market Value Award was split into two:

- Part of the award remained as an option in respect of TruFin shares ("TruFin Market Value Award")
- Part of the award became an award in respect of DFC shares ("DFC market Value Award")

The TruFin Market Value Award is on the same terms as the original PSP Market Value Award except that the exercise price has since been adjusted to £0.71, and the share price milestones were adjusted to reflect the demerger, and returns of value in 2019.

The modification did not result in a change in the valuation of the award and was recognised over the remainder of the original vesting period.

Details of share-based awards during the year:

Type of instrument granted	JSOP Founder Award* Shares (#)	PSP Founder Award* Options (#)	PSP Market Value Options (#)
Outstanding at 1 January 2024	–	–	4,868,420
Granted during the year	–	–	–
Exercised during the year	–	–	–
Outstanding at 31 December 2024	**–**	**–**	**4,868,420**
Exercisable at 31 December 2024		**1,566,255**	**–**

** The JSOP Founder Awards and PSP Founder Awards will together deliver, in aggregate, a maximum of 3,407,895 TruFin shares.*

Type of instrument granted	Service Criteria Award (#)	TruFin Share Price Award (#)	Subsidiary Performance Award (#)
Outstanding at 1 January 2024	700,000	1,229,167	537,500
Exercisable at 1 January 2024	650,000	–	–
Granted during the year	175,000	614,584	268,750
Exercised during the year	(125,000)	–	–
Lapsed during the year	–	–	(46,875)
Forfeit during the year	–	(75,000)	(225,000)
Outstanding at 31 December 2024	**375,000**	**1,479,168**	**387,500**
Exercisable at 31 December 2024	**1,025,000**	**289,583**	**146,875**

No options expired during the year.

The weighted average remaining contractual life for the share options outstanding as at 31 December 2024 was 5.13 years (2023: 5.86 years).

7. Net impairment loss on financial assets

	2024 £'000	2023 £'000
At 1 January	173	54
Charge for impairment loss	776	109
Amounts written off in the year	(140)	(11)
Amounts recovered in the year	–	21
At 31 December	**809**	**173**

At 31 December 2024, the Group had an impairment balance of £809,000. £500,000 was allocated against trade and other receivables, and the remainder (£309,000) was allocated against loans and advances.

At 31 December 2023, all of the impairment balance was allocated against loans and advances.

£500,000 of the net impairment charge on financial assets during the year ended 31 December 2024 related to trade and other receivables.

The remainder (£276,000) related to loans and advances.

The net impairment charge on financial assets during the year ended 31 December 2023 all related to loans and advances.

8. Profit/(loss) before income tax

Profit/(loss) before income tax is stated after charging:

	2024 £'000	2023 £'000
Depreciation of property, plant and equipment	212	107
Amortisation charge in interest, fee and publishing expenses	1,327	1,078
Amortisation of intangible assets	5,009	1,853
Staff costs including share-based payments charge	12,898	12,558

Fees payable to the Group's auditor (Crowe UK LLP)	2024 £'000	2023 £'000
Fees payable for the audit of the company's annual accounts	93	82
Fees payable for the audit of the company's subsidiaries	92	95
Total audit fees	185	177
Non audit services		
Other assurance services	15	14
Total non-audit fees	**15**	**14**

9. Taxation

Analysis of tax charge recognised in the period

	2024 £'000	2023 £'000
Current tax credit	(707)	(712)
Deferred tax credit	(2,925)	(250)
Total tax credit	**(3,632)**	**(962)**

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2024

Reconciliation of profit/(loss) before tax to total tax credit recognised

Group	2024 £'000	2023 £'000
Profit/(loss) before tax	15	(7,339)
Profit/(loss) before tax multiplied by the standard rate of corporation tax in the UK of 25% (2023: 23.52%)	4	(1,726)
Tax effect of:		
Expenses not deductible	(50)	176
Depreciation in excess of capital allowances	517	395
Capital allowances	(476)	(373)
Other short term timing differences	60	1
R&D tax credit	(731)	(743)
Deferred tax recognised on brought forward losses	(4,215)	(250)
Brought forward losses utilised	1,290	–
Deferred tax not recognised	(24)	1,565
Impact of different foreign tax rates	(7)	(7)
Total tax charge	**(3,632)**	**(962)**

Company	2024 £'000	2023 £'000
Loss before tax	(3,327)	(984)
Loss before tax multiplied by the standard rate of corporation tax in the UK of 25% (2023: 23.52%)	(809)	(231)
Tax effect of:		
Expenses not deductible	250	198
Other short term timing differences	(1)	1
Deferred tax not recognised	164	32
Losses utilised for group relief	396	–
Total tax charge	**–**	**–**

The deferred tax assets and liabilities at 31 December 2024 have been based on the rates substantively enacted at the reporting date. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

Research and Development (R&D)

The Group uses external professional advisers to support with R&D tax submissions. The impact of such transactions can be uncertain until agreed with the relevant tax authorities.

Deferred tax asset

Group	2024 £'000	2023 £'000
Balance at start of the year	250	250
Credit to the statement of comprehensive income	2,925	250
On disposal of subsidiary	–	(250)
Balance at end of the year	3,175	250
Comprised of: Losses	3,175	250
Total deferred tax asset	**3,175**	**250**

Deferred tax assets related to carried-forward tax losses in Oxygen Finance Limited and Playstack Limited have been recognised. The Group has concluded that these assets will be recoverable as these subsidiaries are expected to generate taxable income going forward.

Unutilised tax losses in the Group as at the reporting date were £70,974,000 (2023: £88,928,000).

10. Discontinued operations

On 4 October 2023, the Group disposed of its 54% holding in Vertus and is reported in the current period as a discontinued operation. Financial information relating to the disposal of the subsidiary and discontinued operations for the period to the date of disposal is set out below.

Details of the sale of the subsidiary	£'000
Cash consideration	3,167
Group's share of net assets sold	(3,055)
Related goodwill and separately identifiable assets at date of disposal	(1,451)
Costs of disposal	(20)
Loss on disposal	**(1,359)**

Results from discontinued operations	2024 £'000	2023 £'000
Revenue	–	2,385
Expenses	–	(1,935)
Profit before tax	**–**	**450**
Taxation	–	(23)
Profit after tax	**–**	**427**
Other items included within discontinued operations		
Loss on disposal of Vertus (net of tax)	–	(1,359)
Amortisation of separately identifiable intangible asset	–	(38)
Intragroup charges	–	7
(Loss)/profit from discontinued operations	**–**	**(963)**

Cash flows from discontinued operations	2024 £'000	2023 £'000
Profit before tax from discontinued operations	–	450
Working capital adjustments	–	(1,901)
Cash flows from operating activities	–	(1,451)
Cash flows used in investing activities	–	–
Cash flows from financing activities	–	1,650
Net increase in cash from discontinued operations	**–**	**199**

The carrying amount of assets and liabilities as at the date of sale were:

	£'000
Non-current assets	23,612
Current assets	996
Non-current liabilities	(18,651)
Current liabilities	(283)
Net Assets	**5,674**

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For the year ended 31 December 2024

11. Intangible assets

Group	Client contracts £'000	Software licences and similar assets £'000	Separately identifiable intangible assets £'000	Goodwill £'000	Total £'000
Cost					
At 1 January 2024	7,066	8,852	3,315	15,280	34,513
Additions	715	6,084	52	–	6,851
Disposals	–	(97)	–	–	(97)
Exchange differences	1	(38)	–	–	(37)
At 31 December 2024	**7,782**	**14,801**	**3,367**	**15,280**	**41,230**
Amortisation					
At 1 January 2024	(3,392)	(3,409)	(1,887)	–	(8,688)
Charge	(1,327)	(4,616)	(393)	–	(6,336)
Disposals	–	97	–	–	97
Exchange differences	–	(30)	–	–	(30)
At 31 December 2024	**(4,719)**	**(7,958)**	**(2,280)**	**–**	**(14,957)**
Accumulated impairment losses					
At 1 January 2024	(408)	–	–	–	(408)
At 31 December 2024	**(408)**	**–**	**–**	**–**	**(408)**
Net book value					
At 31 December 2024	**2,655**	**6,843**	**1,087**	**15,280**	**25,865**
At 31 December 2023	3,266	5,443	1,428	15,280	25,417

Group	Client contracts £'000	Software licences and similar assets £'000	Separately identifiable intangible assets £'000	Goodwill £'000	Total £'000
Cost					
At 1 January 2023	6,399	4,773	3,237	16,569	30,978
Additions	852	4,148	333	119	5,452
On disposal of subsidiary	–	(74)	(255)	(1,408)	(1,737)
Disposals	(182)	–	–	–	(182)
Exchange differences	(3)	5	–	–	2
At 31 December 2023	**7,066**	**8,852**	**3,315**	**15,280**	**34,513**
Amortisation					
At 1 January 2023	(2,496)	(2,082)	(1,581)	–	(6,159)
Charge	(1,078)	(1,334)	(519)	–	(2,931)
On disposal of subsidiary	–	12	213	–	225
Disposals	182	–	–	–	182
Exchange differences	–	(5)	–	–	(5)
At 31 December 2023	**(3,392)**	**(3,409)**	**(1,887)**	**–**	**(8,688)**
Accumulated impairment losses					
At 1 January 2023	(408)	–	–	–	(408)
At 31 December 2023	**(408)**	**–**	**–**	**–**	**(408)**
Net book value					
At 31 December 2023	**3,266**	**5,443**	**1,428**	**15,280**	**25,417**
At 31 December 2022	3,495	2,691	1,656	16,569	24,411

The Company had no intangibles assets at the year end.

Client contracts comprise the directly attributable costs incurred at the beginning of an Early Payment Scheme Service contract to revise a client's existing payment systems and provide access to the Group's software and other intellectual property. These implementation costs are comprised primarily of employee costs.

The useful economic life for each individual asset is deemed to be the term of the underlying Client Contract (generally five years) which has been deemed appropriate and for impairment review purposes, projected cash flows have been discounted over this period.

The amortisation charge is recognised in fee expenses within the statement of comprehensive income, as these costs are incurred directly through activities which generate fee income.

The Group performed an impairment review at 31 December 2024 and there was no impairment in relation to underperforming contracts.

Software, licences and similar assets comprises separately acquired software, as well as costs directly attributable to internally developed platforms across the Group. These directly attributable costs are associated with the production of identifiable and unique software products controlled by the Group and are probable of producing future economic benefits. They primarily include employee costs and directly attributable overheads.

A useful economic life of three to five years has been deemed appropriate and for impairment review purposes projected cash flows have been discounted over this period.

The amortisation charge is recognised in depreciation and amortisation on non-financial assets within the statement of comprehensive income.

The Group performed an impairment review at 31 December 2024 and concluded no impairment was required.

The 'Software, licences and similar assets' net book value balance related to internally generated intangible assets at 31 December 2024 was £6,843,000 (2023: £5,443,000). This consists of cost of £14,801,000 (2023: £8,852,000) and accumulated amortisation of

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For the year ended 31 December 2024

£7,958,000 (2023: £3,409,000). During the year there were additions of £6,084,000 (2023: £4,148,000) and amortisation of £4,616,000 (2023: £1,334,000).

Goodwill and "Separately identifiable intangible assets" arise from acquisitions made by the Group.

Porge (now Insight Services within OFL)

Porge was acquired by OFGL in August 2018 and goodwill of £2,759,000 that arose from this acquisition was included within the payments services segment of the Group. Following the acquisition, separately identifiable intangible assets of £1,387,000 primarily relating to the value of the contracts in the business at acquisition were recognised. These were amortised over five years to August 2023. Goodwill related to this transaction excluding these assets at 31 December 2024 was £1,372,000 (2023: £1,372,000).

On 31 August 2020, OFL purchased the Trade and Assets of Porge. The purchase price was set at the net book value of the assets acquired at the time of the transaction.

Playstack

In September 2019, the Group converted into ordinary shares its existing convertible loans with Playstack Ltd in full satisfaction and discharge of the loans. This gave the Group ownership of Playstack Ltd and the other companies within the Playstack Group.

Goodwill of £12,965,000 arose from this transaction and has been included within the publishing segment of the business.

Magic Fuel

On 6 June 2022, the Group acquired a 100% equity interest in Magic Fuel Inc ("Magic Fuel"). Goodwill of £2,417,000 arose from this transaction and was included within the publishing segment of the business. Following the acquisition, separately identifiable intangible assets of £1,595,000 relating to the Intellectual Property of the Games in development by Magic Fuel were recognised. These are being amortised over five years resulting in an amortisation charge for the year of £319,000 (2023: £319,000) during the year. Goodwill related to this transaction excluding these assets at 31 December 2024 was £823,000 (2023: £823,000).

bidstats.uk

In November 2023, Oxygen Finance Limited acquired the business of bidstats.uk at a cost of £451,000. Separately identifiable assets of £332,000 have been identified relating to the value of the customer relationships and the technology. There were additions to this asset during the year of £52,000. The asset is being amortised over five years resulting in an amortisation charge for the year of £74,000. Goodwill of £119,000 has arisen on the acquisition and this will be reviewed annually for impairment. As at 31 December 2024, the net book value of the bidstats.uk assets was £429,000 (2023: £451,000).

Impairment testing of intangibles

An impairment review of goodwill was carried out at the year end.

The insight services segment of OFL was valued using the discounted cash flow methodology. Its net earnings were forecasted to 2028, a discount rate of 10% was used and terminal growth rate of 2%. This valuation was greater than the amount of CGU and therefore the goodwill is not deemed to be impaired.

Playstack was valued using the discounted cash flow methodology. The net earnings of Playstack were forecasted to 2026, a discount rate of 10% was used and terminal growth rate of 3%. Revenue growth was a key assumption and was based on Playstack's pipeline of games over the forecast period. This factors in a number of key projects with platforms and streaming partners. In some instances, revenue projections have been based on amounts outlined in agreed contracts in place with customers, whilst others have been based on progressive discussions with customers and historic sales for games of a similar nature. The valuation of Playstack was greater than the amount of CGU and therefore the goodwill is not deemed to be impaired.

Magic Fuel was valued using the discounted cash flow methodology. It's net earnings along with revenues earned in the rest of the group related to this acquisition were forecasted to 2029, a discount rate of 19% was used and a terminal growth rate of 2%. The valuation of this CGU was greater than the value of goodwill and so was deemed not be impaired.

The impairment review of Magic Fuel is most sensitive to a change in the planned revenue growth and discount rate. A 22% reduction in this growth rate or an increase in the discount rate to 26% could give rise to an impairment charge.

No other reasonable change in the other assumptions set out in this note would result currently in an impairment charge.

12. Property, plant and equipment

Group	Fixtures & fittings £'000	Computer equipment £'000	Right-of-Use Asset £'000	Total £'000
Cost				
At 1 January 2024	162	103	276	541
Additions	14	14	387	415
Disposals	(80)	–	(248)	(328)
Exchange differences	(4)	1	–	(3)
At 31 December 2024	**92**	**118**	**415**	**625**
Depreciation				
At 1 January 2024	(93)	(74)	(99)	(266)
Charge	(26)	(19)	(167)	(212)
Disposals	64	–	97	161
Exchange differences	1	–	–	1
At 31 December 2024	**(54)**	**(93)**	**(169)**	**(316)**
Net book value				
At 31 December 2024	**38**	**25**	**246**	**309**
At 31 December 2023	69	29	177	275

Group	Fixtures & fittings £'000	Computer equipment £'000	Right-of-Use Asset £'000	Total £'000
Cost				
At 1 January 2023	139	96	276	511
Additions	21	21	–	42
On disposal of subsidiary	–	(13)	–	(13)
Exchange differences	2	(1)	–	1
At 31 December 2023	**162**	**103**	**276**	**541**
Depreciation				
At 1 January 2023	(60)	(61)	(44)	(165)
Charge	(32)	(20)	(55)	(107)
On disposal of subsidiary	–	6	–	6
Exchange differences	(1)	1	–	–
At 31 December 2023	**(93)**	**(74)**	**(99)**	**(266)**
Net book value				
At 31 December 2023	**69**	**29**	**177**	**275**
At 31 December 2022	79	34	232	345

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13. Investment in subsidiaries

Company	£'000
Balance at 1 January 2024 and 31 December 2024	**30,189**
Balance at 1 January 2023 and 31 December 2023	30,189

14. Loans and advances

Group	2024 £'000	2023 £'000
Total loans and advances	5,166	7,407
Less: loss allowance	(309)	(173)
	4,857	**7,234**

The aging of loans and advances are analysed as follows:

	2024 £'000	2023 £'000
Neither past due nor impaired	4,080	7,082
Past due: 0–30 days	730	6
Past due: 31–60 days	36	22
Past due: 61–90 days	11	14
Past due: more than 91 days	–	105
Impaired	–	5
	4,857	**7,234**

Included in loans and advances is an amount of £993,000 with Stormchaser UG. The recoverability is related to future revenues from an unannounced IP. Subsequent to the year end, Stormchaser UG is in liquidation. Once this process is complete, the legal rights of the IP will be transferred to Playstack, at which point in time an intangible asset will be recognised within the Group.

15. Trade and other receivables

	Group		Company	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Trade and other receivables	11,647	2,385	–	–
Allowance for credit losses	(500)	–	–	–
Prepayments	2,364	606	39	35
Accrued Income	615	685	–	–
VAT	–	–	22	15
Other debtors	7,208	3,684	4	–
Amounts due from Group Undertakings	–	–	–	111
	21,334	**7,360**	**65**	**161**

All receivables are due within one year. The aging of trade receivables is analysed as follows:

	Group		Company	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Not yet due	10,935	1,621	–	–
Past due: 0–30 days	183	220	–	–
Past due: 31–60 days	4	146	–	–
Past due: 61–90 days	5	193	–	–
Past due: more than 91 days	520	205	–	–
	11,647	**2,385**	**–**	**–**

16. Share capital

Group and Company	Share Capital £'000	Total £'000
105,961,687 shares at £0.91 per share	**96,425**	**96,425**

During the year the Company issued 125,000 shares following the exercise of vested options granted to employees of the Group in 2023 (see note 6 for further details). These were issued at £0.66 per share, a discount to par value of £31,000, which has been included in Other Reserves in the Statement of Changes of Equity.

All ordinary shares carry equal entitlements to any distributions by the Company. No dividends were proposed by the Directors for the year ended 31 December 2024.

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17. Borrowings

Group	2024 £'000	2023 £'000
Loans due within one year	4,157	6,157
Loans due in over one year	11	1,047
	4,168	**7,204**

Movements in borrowings during the year

The below table identifies the movements in borrowings during the year.

Group	£'000
Balance at 1 January 2024	7,204
Funding drawdown	2,615
Interest expense	576
Origination fees paid	(10)
Repayments	(4,604)
Interest paid	(423)
Conversion of loan note subsidiary equity	(1,182)
Exchange differences	(8)
Balance at 31 December 2024	**4,168**

Group	£'000
Balance at 1 January 2023	18,547
Funding drawdown	7,619
Interest expense	557
Origination fees paid	(56)
Repayments	(2,170)
Interest paid	(416)
Disposal of subsidiary	(16,874)
Exchange differences	(3)
Balance at 31 December 2023	**7,204**

- A revolving credit facility under which one month notice is given by either the lender or borrower. The facility is secured by a fixed and floating charge over Satago SPV1 and interest is payable monthly.
- During the year £1,182,000 of Convertible Loan Notes included in the 2023 balance was converted to equity investment in Satago.

The Company had no borrowings during the period or at year end.

18. Trade and other payables

	Group		Company	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Trade payables	754	877	98	19
Accruals and deferred income	20,595	3,626	688	520
Other payables	465	416	2	7
Corporation tax	38	8	–	–
Other taxation and social security	638	506	394	188
VAT	212	99	–	–
Intercompany payables	–	–	56	–
	22,702	**5,532**	**1,238**	**734**

19. Financial instruments

The Directors have performed an assessment of the risks affecting the Group through its use of financial instruments and believe the principal risks to be: capital risk; credit risk, and market risk including interest rate risk.

This note describes the Group's objectives, policies and processes for managing the material risks and the methods used to measure them. The significant accounting policies regarding financial instruments are disclosed in Note 1.

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while providing an adequate return to shareholders.

The capital structure of the Group consists of borrowings disclosed in Note 17 and equity of the Group (comprising issued capital, reserves, retained earnings and non-controlling interests as disclosed in Note 16 and Note 20).

The Group is not subject to any externally imposed capital requirements.

Principal financial instruments

The principal financial instruments to which the Group is party and from which financial instrument risk arises, are as follows:

- Loans and advances, primarily credit risk and liquidity risk
- Trade receivables, primarily credit risk and liquidity risk
- Investments, primarily fair value or market price risk
- Cash and cash equivalents, which can be a source of credit risk but are primarily liquid assets available to further business objectives or to settle liabilities as necessary
- Trade and other payables, and
- Borrowings which are used as sources of funds and to manage liquidity risk.

Notes to the Consolidated Financial Statements continued
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Analysis of financial instruments
There are no financial assets or liabilities included in the statement of financial position at fair value.

31 December 2024
Financial assets and financial liabilities included in the statement of financial position that are not measured at fair value:

Group	Carrying amount £'000	Fair value £'000
Financial assets not measured at fair value		
Loans and advances	4,857	4,857
Trade receivables	11,147	11,147
Other receivables	7,823	7,823
Cash and cash equivalents	14,874	14,874
	38,701	**38,701**
Financial liabilities not measured at fair value		
Borrowings	4,168	4,168
Trade, other payables and accruals	17,742	17,742
	21,910	**21,910**

31 December 2023

Group	Carrying amount £'000	Fair value £'000
Financial assets not measured at fair value		
Loans and advances	7,234	7,234
Trade receivables	2,385	2,385
Other receivables	4,369	4,369
Cash and cash equivalents	10,140	10,140
	24,128	**24,128**
Financial liabilities not measured at fair value		
Borrowings	7,204	7,204
Trade, other payables and accruals	4,889	4,889
	12,093	**12,093**

31 December 2024

Company	Carrying amount £'000	Fair value £'000
Financial assets not measured at fair value		
Amounts owed by group undertakings	58,759	58,759
Other receivables	26	26
Cash and cash equivalents	3,288	3,288
	62.073	**62.073**
Financial liabilities not measured at fair value		
Trade, other payables and accruals	1,238	1,238
	1,238	**1,238**

31 December 2023

Company	Carrying amount £'000	Fair value £'000
Financial assets not measured at fair value		
Amounts owed by group undertakings	59,089	59,089
Other receivables	126	126
Cash and cash equivalents	4,723	4,723
	63,938	**63,938**
Financial liabilities not measured at fair value		
Trade, other payables and accruals	734	734
	734	**734**

Loans and advances

Due to the short-term nature of loans and advances and/or expected credit losses recognised, their carrying value is considered to be approximately equal to their fair value.

Trade and other receivables, borrowings, trade and other payables, and accruals

These represent short term receivables and payables and as such their carrying value is considered to be equal to their fair value.

Financial risk management

The Group's activities and the existence of the above financial instruments expose it to a variety of financial risks.

The Board of Directors has overall responsibility for the determination of the Group's risk management objectives and policies. The overall objective of the Board of Directors is to set policies that seek to reduce ongoing risk as far as possible without unduly affecting the Group's competitiveness and flexibility.

The Group is exposed to the following financial risks:

- Credit risk
- Liquidity risk
- Market risk
- Interest rate risk

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Further details regarding these policies are set out below.

Credit risk

Credit risk is the risk that a customer or counterparty will default on its contractual obligations resulting in financial loss to the Group. One of the Group's main income generating activities is lending to customers and therefore credit risk is a principal risk. Credit risk mainly arises from loans and advances. The Group considers all elements of credit risk exposure such as counterparty default risk, geographical risk and sector risk for risk management purposes.

Credit risk management

The credit committees within the wider Group are responsible for managing the credit risk by:

- Ensuring that it has appropriate credit risk practices, including an effective system of internal control
- Identifying, assessing and measuring credit risks across the Group from an individual instrument to a portfolio level
- Creating credit policies to protect the Group against the identified risks including the requirements to obtain collateral from borrowers, to perform robust ongoing credit assessment of borrowers and to continually monitor exposures against internal risk limits
- Limiting concentrations of exposure by type of asset, counterparty, industry, credit rating, geographical location
- Establishing a robust control framework regarding the authorisation structure for the approval and renewal of credit facilities
- Developing and maintaining the risk grading to categorise exposures according to the degree of risk of default. Risk grades are subject to regular reviews, and
- Developing and maintaining the processes for measuring Expected Credit Loss ("ECL") including monitoring of credit-risk, incorporation of forward-looking information and the method used to measure ECL.

Significant increase in credit risk

The Group continuously monitors all assets subject to ECL as to whether there has been a significant increase in credit risk since initial recognition, either through a significant increase in Probability of Default ("PD") or in Loss Given Default ("LGD").

The following is based on the procedures adopted by the Group:

Granting of credit

The business development team prepare a risk summary which sets out the rationale and the pricing for the proposed loan facility and confirms that it meets the Group's product risk and pricing policies. The application will include the proposed counterparty's latest financial information and any other relevant information but as a minimum:

- Details of the limit requirement e.g. product, amount, tenor, repayment plan etc.
- Facility purpose or reason for increase
- Counterparty details, background, management, financials and ratios (actuals and forecast)
- Key risks and mitigants for the application
- Conditions, covenants & information (and monitoring proposals) and security (including comments on valuation)
- Pricing
- Confirmation that the proposed exposure falls within risk appetite, and
- Clear indication where the application falls outside of risk appetite.

The credit risk department will analyse the financial information, obtain reports from credit reference agencies, allocate a risk rating and make a decision on the application. The process may require further dialogue with the business development team to ascertain additional information or clarification.

Each mandate holder and committee is authorised to approve loans up to agreed financial limits provided that the risk rating of the counterparty is within agreed parameters. If the financial limit requested is higher than the credit authority of the first reviewer of the loan facility request, the application is sent to the next credit authority level with a recommendation.

The Executive Risk Committee reviews all applications that are outside the credit approval mandate of the mandate holder due to the financial limit requested or if the risk rating is outside of policy but there is a rationale and/or mitigation for considering the loan on an exceptional basis.

Applications where the counterparty has a high risk rating are sent to the Executive Risk Committee for a decision based on a positive recommendation from the credit risk department. Where a limited company has such a risk rating, the Executive Risk Committee will consider the following mitigants:

- Existing counterparty which has met all obligations in time and in accordance with loan agreements
- Counterparty known to Group personnel who can confirm positive experience
- Additional security, either tangible or personal guarantees where there is verifiable evidence of personal net worth
- A commercial rationale for approving the application, although this mitigant will generally be in addition to at least one of the other mitigants.

Identifying significant increases in credit risk

The Group measures a change in a counterparty's credit risk mainly on payment, on updated from credit reference agencies and adverse changes with a counterparty's debtors. The Group views a significant increase in credit risk as:

- A two-notch reduction in the Group's counterparty's risk rating since origination, as notified through the credit rating agency
- A counterparty defaults on a payment due under a loan agreement
- Late contractual payments which although cured, reoccur on a regular basis
- Evidence of a reduction in a counterparty's working capital facilities which has had an adverse effect on its liquidity, or
- Evidence of actual or attempted sales out of trust or of double financing of assets funded by the Group
- Deterioration in the underlying business (held as part of the security package) indicated through significant loss of revenue and higher than average client attrition.

An increase in significant credit risk is identified when any of the above events happen after the date of initial recognition.

Default

Identifying loans and advances in default and credit impaired

The Group's definition of default for this purpose is:

- A counterparty defaults on a payment due under a loan agreement and that payment is overdue on its terms, or
- The collateral that secures, all or in part, the loan agreement has been sold or is otherwise not available for sale and the proceeds have not been paid to the lending company, or
- A counterparty commits an event of default under the terms and conditions of the loan agreement which leads the lending company to believe that the borrower's ability to meet its credit obligations to the lending company is in doubt.

Exposure at default

Exposure at default ("EAD") is the expected loan balance at the point of default and, for the purpose of calculating the Expected Credit Losses ("ECL"), management have assumed this to be the balance at the reporting date.

Expected credit losses

The ECL on an individual loan is based on the credit losses expected to arise over the life of the loan, being defined as the difference between all the contractual cash flows that are due to the Group and the cash flows that it actually expects to receive.

This difference is then discounted at the original effective interest rate on the loan to reflect the disposal period of underlying collateral.

Notes to the Consolidated Financial Statements continued

For the year ended 31 December 2024

Regardless of the loan status stage, the aggregated ECL is the value that the Group expects to lose on its current loan book having assessed each loan individually.

To calculate the ECL on a loan, the Group considers:

1. Counterparty PD; and
2. LGD on the asset

   whereby: ECL = EAD x PD x LGD

Maximum exposure to credit risk

	Group		Company	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Cash and cash equivalents	14,874	10,140	3,288	4,723
Loans and advances	4,857	7,234	–	–
Amounts owed by group undertakings	–	–	58,759	59,089
Trade and other receivables	18,970	6,754	26	126
Maximum exposure to credit risk	**38,701**	**24,128**	**62,073**	**63,938**

Loans and advances:

Collateral held as security

	Group		Company	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Fully collateralised				
Loan-to-value* ratio:				
Less than 50%	1,017	654	–	–
50% to 70%	611	1,174	–	–
71% to 80%	1,278	554	–	–
81% to 90%	1,247	3,434	–	–
91% to 100%	20	651	–	–
	4,173	**6,467**	**–**	**–**
Partially collateralised				
Collateral value relating to loans over 100% loan-to-value	–	–	–	–
Unsecured lending	**993**	**940**	**–**	**–**

* *Calculated using wholesale collateral values*

Concentration of credit risk

The Group maintains policies and procedures to manage concentrations of credit at the counterparty level and industry level to achieve a diversified loan portfolio.

Credit quality

An analysis of the Group's credit risk exposure for loan and advances per class of financial asset, internal rating and "stage" is provided in the following tables. A description of the meanings of stages 1, 2 and 3 is given in the accounting policies set out in Note 1.

Risk rating	Stage 1 £'000	Stage 2 £'000	Stage 3 £'000	2024 Total £'000	2023 Total £'000
Above average (risk rating 1-2)	993	–	287	1,280	940
Average (risk rating 3-5)	3,886	–	–	3,886	6,467
Below average (risk rating 6+)	–	–	–	–	–
Gross carrying amount	**4,879**	**–**	**287**	**5,166**	**7,407**
Loss allowance	(23)	–	(286)	(309)	(173)
Carrying amount	**4,856**	**–**	**1**	**4,857**	**7,234**

Gross Carrying Amount	Stage 1 £'000	Stage 2 £'000	Stage 3 £'000	Total £'000
As at 1 January 2024	7,273	–	134	7,407
Transfer to stage 1	–	–	–	–
Transfer to stage 2	–	–	–	–
Transfer to stage 3	(30)	–	30	–
Net Loans originated	(2,364)	–	123	(2,241)
As at 31 December 2024	**4,879**	**–**	**287**	**5,166**

Trade receivables

Status at reporting date

The Group has assessed the trade and other receivables in accordance with IFRS 9 and determined that, at the balance sheet date, the lifetime ECL is £500,000 (2023: £nil).

The contractual amount outstanding on financial assets that were written off during the reporting period and are still subject to enforcement activity is £500,000 at 31 December 2024 (2023: £nil).

Liquidity risk

Liquidity risk is the risk that the Group does not have sufficient financial resources to meet its obligations as they fall due or will have to do so at an excessive cost. This risk arises from mismatches in the timing of cash flows which is inherent in all banking operations and can be affected by a range of Group specific and market-wide events.

Liquidity risk management

Group Finance performs treasury management for the Group, with responsibility for the treasury for each business entity being delegated to the individual subsidiaries. However, in line with the wider Group governance structure, Group Finance performs an important oversight role in the wider treasury considerations of the Group. The primary mechanism for maintaining this oversight is a formal requirement that subsidiaries' Finance teams notify all material Treasury matters to Group Finance.

The main Group responsibilities are to maintain banking relationships, manage and maximise the efficiency of the Group's working capital and long-term funding and ensure ongoing compliance with banking arrangements. The Group currently does not have any offsetting arrangements.

Liquidity stress testing

The Group regularly conducts liquidity stress tests, based on a range of different scenarios to ensure it can meet all of its liabilities as they fall due.

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Maturity analysis for financial assets and financial liabilities
The following maturity analysis is based on expected gross cash flows.

As at 31 December 2024	Carrying Amount £'000	Less than 1 month £'000	1-3 months £'000	3 months to 1 year £'000	1-5 years £'000	>5 years £'000
Financial Assets						
Cash and cash equivalents	14,874	14,874	–	–	–	–
Trade and other receivables	18,970	10,595	1,025	1,484	5,866	–
Loans and advances	4,857	3,842	22	–	993	–
	38,701	**29,311**	**1,047**	**1,484**	**6,859**	**–**
Financial Liabilities						
Trade payables, other payables and accruals	17,742	6,294	10,521	823	115	–
Borrowings	4,168	62	4,097	9	–	–
	21,910	**6,356**	**14,618**	**832**	**115**	**–**

Market risk
Market risk is the risk that movements in market factors, such as foreign exchange rates, interest rates, credit spreads, equity prices and commodity prices will reduce the TruFin Group's income or the value of its portfolios.

Market risk management
TruFin Group's management objective is to manage and control market risk exposures in order to optimise return on risk while ensuring solvency.

The core market risk management activities are:

- The identification of all key market risk and their drivers
- The independent measurement and evaluation of key market risks and their drivers
- The use of results and estimates as the basis for the TruFin Group's risk/return-oriented management, and
- Monitoring risks and reporting on them.

Interest rate risk management
TruFin Group is exposed to the risk of loss from fluctuations in the future cash flows or fair values of financial instruments because of the change in market interest rates.

Interest rate risk
Interest rates on loans and advances are charged at competitive rates given current market condition. Should rates fluctuate, this will be reviewed and pricing will be adjusted accordingly.

20. Non-controlling interests

The summarised financial information below represents financial information for each subsidiary that has non-controlling interest that are material to the Group. The amounts disclosed for each subsidiary are before intragroup eliminations.

The Group had a 72% (2023: 72%) ownership share of Bandana during the year.

Statement of Financial Position	Bandana	
	2024 £'000	2023 £'000
Current assets	–	–
Current liabilities	(5,556)	(5,464)
Equity attributable to owners of the Company	(4,022)	(3,955)
Non-controlling interests	(1,534)	(1,509)

Income Statement	Bandana	
	2024 £'000	2023 £'000
Revenue	–	–
Expenses	(92)	–
Loss after tax	(92)	–
Loss after tax attributable to owners of the Company	(67)	–
Loss after tax attributable to the non-controlling interests	(25)	–

Cash Flow Statement	Bandana	
	2024 £'000	2023 £'000
Net cash from operating activities	–	–
Net increase in cash and cash equivalents	–	–

Non-controlling interest	Bandana	
	2024 £'000	2023 £'000
Balance at 1 January	(1,509)	(1,509)
Share of loss for the year	(25)	–
Balance at 31 December	**(1,534)**	**(1,509)**

Following additional equity injected into Satago Financial Solutions Limited ("Satago") in December 2024, the Group had a 75% ownership share of Satago. Prior to this, the Group's effective ownership share of ("Satago") was based on the net assets of the Satago Group, and the ownership waterfall following Lloyds Banking Group's £5m investment in Satago in April 2022.

Statement of Financial Position	Satago	
	2024 £'000	2023 £'000
Current assets	7,756	9,705
Non-current assets	614	587
Current liabilities	(556)	(3,606)
Equity attributable to owners of the Company	3,953	2,631
Non-controlling interests	3,861	4,055

Notes to the Consolidated Financial Statements continued
For the year ended 31 December 2024

Income Statement	Satago	
	2024 £'000	2023 £'000
Revenue	1,470	2,523
Expenses	(5,132)	(5,923)
Loss after tax	(3,662)	(3,400)
Loss after tax attributable to owners of the Company	(2,764)	(2,429)
Loss after tax attributable to the non-controlling interests	(898)	(971)

Cash Flow Statement	Satago	
	2024 £'000	2023 £'000
Net cash used in operating activities	(2,284)	(4,507)
Net cash used in investing activities	(209)	(275)
Net cash (used in)/generated from financing activities	(1,558)	2,558
Net decrease in cash and cash equivalents	(4,051)	(2,224)

Non-controlling interest	Satago	
	2024 £'000	2023 £'000
Balance at 1 January	4,055	5,026
Share of loss for the year	(898)	(971)
Arising from change in non-controlling interest	(478)	–
Conversion of loan notes to equity	1,182	–
Balance at 31 December	**3,861**	**4,055**

21. Leases

The carrying amounts of the right-of-use assets recognised and the movements during the period are shown in Note 12.

The lease liability and movement during the period were:

Group	£'000
Lease liability recognised at 1 January 2024	216
Lease recognised in the year	233
Interest	20
Payments	(198)
Balance at 31 December 2024	**271**

Group	£'000
Lease liability recognised at 1 January 2023	285
Interest	13
Payments	(82)
Balance at 31 December 2023	**216**

22. Earnings per share

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

The calculation of the basis and adjusted earnings per share is based on the following data:

	2024	2023
Number of shares (#)		
At year end	105,961,687	105,836,687
Weighted average	105,902,466	99,770,355
Earnings attributable to ordinary shareholders	**£'000**	**£'000**
Profit/(loss) after tax attributable to the owners of TruFin plc	4,840	(6,472)
Adjusted earnings attributable to ordinary shareholders		
Profit/(loss) after tax attributable to the owners of TruFin plc	4,840	(6,472)
Profit/(loss) after tax from continued operations	4,840	(5,312)
Profit/(loss) from discontinued operations	–	(1,160)
Share-based payments	872	766
Adjusted[1] profit/(loss) after tax attributable to the owners of TruFin plc	5,712	(4,546)
Earnings per share	**Pence**	**Pence**
Basic	4.6	(6.5)
Diluted	4.2	(6.5)
Basic from continuing operations	4.6	(5.3)
Diluted from continuing operations	4.2	(5.3
Adjusted[1]	5.4	(4.6)

Adjusted[1] EPS excludes share-based payment expense and loss from discontinued operations from loss after tax

Diluted EPS includes 8,571,546 share options in TruFin plc (see Note 6 for details) that have been granted to management and employees of the Group.

23. Related party disclosures

Key management personnel disclosures are provided in Notes 5 and 6.

During the year, Playstack made loans to Storm Chaser UG, a company based in Germany. Storm Chaser UG is 100% owned by Storm Chaser Games – an associate company of Playstack (See Note 1). The balance of the loans (including interest) at the reporting date was £993,000 (2023: £940,000).

24. Events after the Reporting Date

There were no reportable events after the Reporting Date.

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