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itim Group PLC
13 May 2025

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itim Group plc

("itim" or "the Company" and together with its subsidiaries "the Group")

Full year results for the year ended 31 December 2024
Notice of AGM

itim Group plc, a SaaS based technology company that enables store-based retailers to optimise their businesses to improve financial performance, is pleased to announce its audited results for the year ended 31 December 2024.

Financial Highlights

- Group revenues increased by 11% to £17.9 million (2023: £16.1 million)
- Annual recurring revenue ("ARR") is £13.0 million (2023: £13.2 million)
- Group Adjusted EBITDA* up 260% to £2.5 million (2023: £0.7 million)
- Adjusted EBITDA* margin increased by 10 percentage points ("PPT") to 14% (2023: 4%)
- Profit before tax for the year is £0.2m compared to a loss in 2023 of £1.1m
- Adjusted Earnings per share** 0.64 pence (2023: -2.86 pence)
- Closing cash balances were £3.8 million up from £1.9 million at 31 December 2023

** EBITDA has been adjusted to exclude share-based payment charges, exceptional items, along with depreciation, amortisation, interest and tax from the measure of profit.*
*** The profit measure has been adjusted to exclude exceptional items and share option charge*

Ali Athar, Chief Executive, commented: "I'm pleased to share itim's full year results, which reflect meaningful progress across the business. Revenue growth of 11% and a significant improvement in adjusted EBITDA demonstrate the impact of our focus on commercial execution. Our improved margins and strengthened cash position underline a more resilient financial foundation.

"We continue to invest in innovation and product excellence, underpinned by our unified retailing platform, 'UNIFY.' The strides we've made this year are a direct reflection of the commitment and talent of our team, as well as the continued trust placed in us by our customers. Our ability to deliver cost-effective solutions in a complex retail environment is driving growing interest in our platform and reinforcing our reputation as a valued partner. As we look ahead, the Board remains cautiously optimistic that our focus on margin enhancement and efficiency will support continued momentum and long-term value creation. I look forward to providing further updates in due course."

Copies of the Annual Report and Accounts for FY2024 with the notice of annual general meeting have been posted to shareholders today and are available on the Company's website www.itim.com. The Company intends to hold its annual general meeting at the offices of the Company, 2nd Floor, Atlas House, 173 Victoria Street, London SW1E 5NA on 13 th June 2025 at 10.30 a.m.

Enquiries:

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ABOUT ITIM

itim was established in 1993 by its founder, and current Chief Executive Officer, Ali Athar. itim was initially formed as a consulting business, helping retailers effect operational improvement. From 1999 the Company began to expand into the provision of proprietary software solutions and by 2004 the Company was focused exclusively on digital technology. itim has grown both organically and through a series of acquisitions of small, legacy retail software systems and associated applications which itim has redeveloped to create a fully integrated end to end Omni-channel platform.

CHAIRMAN'S STATEMENT

I am delighted to deliver my first annual report as Non-Executive Chairman and I proud to reflect on a noteworthy period of growth and achievement for the Company. Our performance over the past year has been especially strong, underscoring the resilience of our business model, the dedication of our team, and the continued trust placed in us by our customers and shareholders.

As highlighted in our trading update in February 2025, we were extremely pleased to report numbers that were significantly ahead of market expectations at the time. This achievement is a testament to the hard work of our team and the value we continue to deliver to our customers. The cost efficiencies we offer to the retail industry have driven increased demand for our products, reinforcing our position as a trusted partner in the sector.

We were especially proud of the strategic milestones reached in 2024. We secured a five-year multi-million-pound contract with Assaí Atacadista, Brazil's largest wholesaler, which leveraged our UNIFY Price & Promotions Optimisation solution powered by Profimetrics AI to enhance its pricing strategies. Additionally, we signed a five-year contract extension with toy retailer The Entertainer, as it expanded its use of our Unify Platform to support its partnership with Tesco and also renewed our long-standing partnership with Majestic Wine, the UK's largest specialist wine retailer, for another five years. This subscription renewal for our UNIFY platform covered a wide range of operations, from EPOS and e-commerce to stock management and business intelligence, reinforcing our commitment to providing comprehensive, integrated solutions.

We are also pleased to welcome Dennis Layton as Non-Executive Director to the Board. Dennis brings a wealth of experience in management consulting and organisational transformation, and his insights will undoubtedly strengthen our strategic direction.

As we look ahead, we remain mindful of the broader market backdrop and potential challenges. However, our continued investment in innovation, operational excellence, and customer-centricity gives us confidence in our long-term prospects. Our focus remains on delivering sustainable growth, expanding our client relationships, and providing best-in-class solutions that empower retailers to thrive.

I would like to take this opportunity to extend my heartfelt gratitude to my predecessor, Michael Jackson, for his exceptional leadership and unwavering support during his tenure as Chairman.

Finally, I would also like to express my sincere gratitude to our shareholders for their continued trust, to our customers for their partnership, and to our employees for their dedication.

Colin Price
Chairman
12th May 2025

CHIEF EXECUTIVE'S REVIEW

I am pleased to present our Annual Report for 2024, the most pivotal year for itim since our IPO. We have successfully returned

I am pleased to present our Annual Report for 2024, the most pivotal year for itim since our IPO. We have successfully returned the business to profitability, with EBITDA increasing by 260%, transforming a £0.9m loss in 2023 into a £0.2m profit in 2024. This strong financial performance was further reinforced by a significant year-end cash balance of £3.8m, positioning us well for future growth and investment.

As we reflect on another year, we are proud of the substantial progress we have made in shaping the retail technology landscape. Over the past two decades, itim has made a substantial investment in the continuous development of our UNIFY platform, which has become the cornerstone of our ability to deliver end-to-end solutions for retailers.

We live in a competitive world, with well-established players such as SAP, Oracle, and Microsoft competing at the large end of the market, and hundreds of best-of-breed vendors targeting niche components of the retail value chain at the smaller end. Against this backdrop, our mission is clear: to differentiate ourselves by focusing on delivering tangible business outcomes for our customers.

Despite ongoing investment in technology, we consider many UK retailers have lacked significant productivity improvements and with the current Government imposed cost increases, profitability is declining. Recent research by itim of 120 mid-sized UK retailers revealed that 85% of retailers are reporting profits under 5% of turnover. We believe this highlights the pressing need for solutions that go beyond mere software and directly address the fundamental challenge of profitability.

As experts in retail, we firmly believe that technology should do more than simply automate processes, it must drive measurable business outcomes. Our focus on helping retailers increase revenues, reduce costs, improve margins, and optimise working capital is what truly sets itim apart. The UNIFY platform is not just about enhancing operational efficiency; it is designed to empower our clients to thrive in an increasingly complex and competitive retail environment. By aligning technology with tangible business goals, we enable our customers to not only meet today's challenges but to seize new opportunities for growth and profitability.

Historically many companies turn to management consultancies to guide them through business transformation and help them put together their technology platforms by integrating best of breed software vendors with ERP systems. We recognise that such engagement is often very expensive and beyond the reach of many retailers. This is where itim can provide significant value. Our solution is designed to ensure that our customers can navigate today's challenges without the prohibitive costs traditionally associated with digital transformation. By offering both a sophisticated fully integrated technology platform and the expertise to drive real business outcomes, we believe we are one of the few players capable of helping retailers succeed in a rapidly evolving market.

A core aspect of our strategy in 2024 was to increase our focus on services revenue. By helping our customers maximise the value of our platform, we are not only improving their profitability but also strengthening our own financial position. Services revenue create a strong pipeline for future growth which allows us to further solidify customer relationships and generate references which we believe is the best route for acquiring new customers. As we acquire new customers, we are confident these will not only translate into increased subscription revenues which strengthens our long-term future but also provide services revenues in the short term as newly acquired customers continue to maximise their use of our platform as we deliver proven success.

As we look to the future, we are excited about the opportunities that lie ahead. In the current economic environment, the need for retail technology that can drive profitability and business transformation is greater than ever. With a strong pipeline of new customers and a solid track record of delivering superior outcomes, we are well-positioned for continued success. Our commitment to providing both cutting-edge technology and business results ensures that itim remains a trusted partner to retailers striving to stay ahead of the curve.

In closing, we are confident that our strategy, rooted in a commitment to delivering business outcomes, driving profitability, and offering an affordable path to transformation for our customers will continue to set us apart in the marketplace. We remain deeply committed to helping our customers succeed, and we look forward to the next chapter of growth and innovation at itim.

Ali Athar
Chief Executive officer
12th May 2025

CHIEF FINANCIAL OFFICER'S REVIEW

Income Statement

Overview

In the 2023 Annual report, the Board set out itim's strategic shift in business focus from subscription growth to prioritising profitability and cashflow through driving services revenues to adapt to global uncertainties and market conditions.

I am pleased to report strong progress in the first year of our strategic shift, with EBITDA increasing significantly to £2.5m from £0.7m in 2023. Notably, the business has delivered a positive swing from a £0.9m loss in 2023 to a £0.2m profit in 2024, a clear indication of the effectiveness of our strategy and the resilience of our operating model.

Revenue

Our revenue streams are split between subscription revenues generated from contracts which provide long term growth, sustainability and stability to the business, and short-term services project revenues which drive profitability and cash. Revenues for the year were £17.9m up from £16.1m in 2023, an increase of 11%. With subscription revenues remaining relatively steady during the year, the increase was largely due to an increase in project revenues which rose by 34%.

Despite the shift towards driving services revenues, the quality and certainty of recurring revenues as a percentage of total turnover remained high at 75% (2023: 79%).

Gross profit

With increased focus on project revenues, whilst ensuring an appropriate cost base to deliver those projects, the gross profit margin increased to 40.1% up from 31.2% in 2023.

Furthermore, with excess capacity in our hosting environment, as new subscription revenues are on boarded to the hosting infrastructure, these will contribute to improving margins without incurring additional costs to the Company.

Administrative expenses

As anticipated, the administrative cost base increased by 8% over 2023 due to bonuses paid to the performing proposition teams. As a percentage of sales, administrative expenses have decreased from 27% in 2023 to 26% in 2024 and we only anticipate large fluctuations in overhead costs due to increased marketing spend.

Foreign exchange rates

With 30% of ARR denominated in foreign currencies at the year end, and with sterling at a three year high against the Euro and the Brazilian Real at 31st December 2024, it is inevitable that ARR decreased due to the impact of foreign exchange movements as Sterling strengthened by 25% against the Real representing 17% of our ARR and 5% against the Euro representing 8% of the year end balances.

The table below sets out the percentage of annual contracts in the foreign currencies in which we trade and its impacts.

FX Rates	**31-Dec-23**	**31-Dec-24**	**2024**	**2023 Average**	**2024 Average**	**2024**
(% of ARR at year end)	FX rate	FX rate	Variance %	FX rate	FX rate	Variance %
£GBP/Euro (ARR 8%)	1.153	1.210	5%	1.149	1.165	1%
£GBP/BRL (ARR 17%)	6.180	7.744	25%	6.209	6.139	-1%
£GBP/USD (ARR 5%)	1.273	1.252	-2%	1.243	1.263	2%

Despite the substantial strengthening of Sterling at the year end, foreign exchange rates remained relatively static during the year with minimal volatility on the P&L.

Taxation

The Group continues to take advantage of R&D tax credits as it continues to innovate its technology offering. The current year tax credit is made of up of a net current tax credit of £0.22m (2023: £0.34m) and a deferred tax charge of £0.19m (2023: £0.13m).

Earnings/(Loss) per share

Basic EPS for the year was 0.64p (2023: -2.86p) and the diluted EPS was 0.57p (2023: -2.86p).

On an adjusted profit basis after adjusting for exceptional items and the share option charge the adjusted earnings basic EPS was 1.09p (2023: -2.86p) and the adjusted earnings diluted EPS was 0.98p (2023: -2.86p).

Dividend

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

Group Statement of Financial position

The Group had net assets of £11.6m at 31st December 2024 (2023: £11.5m) an increase of £0.1m attributable to the total comprehensive income for the year.

Cash flow and working capital

The Group ended the year with a cash balance of £3.8m (2023: £1.9m).

Cash generated from operating activities for the year amounted to £4.18m (2023: £0.53m). There were no further inflows from investing activities during the year (2023: £nil). Cash expended on capitalised product development was £1.66m (2023: £1.95m) payment of interest, lease liabilities and equipment amounted to £0.64m (2023: £0.54m). No loans were made in the year (2023: £nil). Which taken together with our opening cash balance of £1.9m gives the closing cash balance at the year-end.

Equity

There were no changes in equity during the year.

Ian Hayes
Chief Financial Officer
12th May 2025

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 31 December 2024

	Note
Revenue	4,5
Cost of sales	
Gross profit	
Administrative expenses	
EBITDA	
Amortisation of intangible assets	12
Depreciation	13
Depreciation of right-of-use/HP assets	19,13
Profit/(Loss) from operations	
Exceptional	
Other interest	
Profit/(Loss) on ordinary activities before taxation	**6**
Taxation	10
Profit/(Loss) for the year	
Other comprehensive income	
Exchange differences on retranslation of foreign operations	
Total comprehensive loss for the year net of tax	
Earnings/(Loss) per Share	
Basic	11
Diluted	11

All comprehensive income for continuing operations is shown above.

The notes form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

	Share capital £'000	Share premium £'000	Share options reserve £'000	Capital redemption reserve £'000	Foreign exchange reserve £'000	Retained profits/ (losses) £'000	Total £'000
At 1 January 2023	1,561	7,398	513	1,103	150	1,752	12,477
Comprehensive income for the year	-	-	-	-	-	(892)	(892)
Foreign exchange movement	-	-	-	-	(56)	-	(56)
Total comprehensive income	-	-	-	-	(56)	(892)	(948)
Share option charge	-	-	-	-	-	-	-
At 31 December 2023	**1,561**	**7,398**	**513**	**1,103**	**94**	**860**	**11,529**
Comprehensive income for the year	-	-	-	-	-	200	200
Foreign exchange movement	-	-	-	-	(113)	-	(113)
Total comprehensive income	-	-	-	-	(113)	200	87
At 31 December 2024	**1,561**	**7,398**	**513**	**1,103**	**(19)**	**1,060**	**11,616**

The notes form part of these financial statements.

Consolidated Statement of Financial Position

As at 31 December 2024

	Note	2024 £'000	2023 £'000
Non-current assets			
Intangible assets	12	11,229	11,109
Plant and equipment	13	254	476
Right-of-use assets	19	770	1,058
Deferred tax	10	-	13
Total non-current assets		12,253	12,656
Current assets			
Trade and other receivables	15	3,636	5,385
Cash and cash equivalents		3,795	1,930
Total current assets		7,431	7,315
Total assets		**19,684**	**19,971**
Current liabilities			
Trade and other payables	16	(6,273)	(6,398)
Right-of-use liability	19	(284)	(287)
Total current liabilities		(6,557)	(6,685)
Non-current liabilities			
Trade and other payables due in more than one year	17	(183)	(347)
Right-of-use liability	19	(535)	(795)
Deferred tax	10	(793)	(615)
Total non-current liabilities		(1,511)	(1,757)
Total liabilities		**(8,068)**	**(8,442)**
Net assets		**11,616**	**11,529**
Capital and reserves			
Called up share capital	21	1,561	1,561
Share premium account	22	7,398	7,398
Share options reserve	22	513	513
Capital redemption reserve	22	1,103	1,103
Foreign exchange reserve	22	(19)	94
Retained profit	22	1,060	860
Shareholders' funds		**11,616**	**11,529**

These financial statements were approved and authorised for issue by the Board of Directors on 12th May 2025.

Signed on behalf of the Board of Directors

I D Hayes

Director

Director

The notes form part of these financial statements.

Company Statement of Financial Position

As at 31 December 2024

	Note	2024 £'000	2023 £'000
Non-current assets			
Intangible assets	12	300	350
Plant and equipment	13	104	374
Investments	14	5,071	5,071
Right-of-use assets	19	401	551
Trade and other receivables due in more than one year	15	1759	-
Total non-current assets		7,635	6,346
Current assets			
Trade and other receivables	15	14,396	15,491
Cash and cash equivalents		178	140
Total current assets		14,574	15,631
Total assets		**22,209**	**21,997**
Current liabilities			
Trade and other payables	16	(792)	(827)
Deferred tax	10	(17)	(72)
Right-of-use liability	19	(144)	(131)
Total current liabilities		(953)	(1,030)
Non-current liabilities			
Trade and other payables due in more than one year	17	(148)	(347)
Right-of-use liability	19	(271)	(414)
Total non-current liabilities		(419)	(761)
Total liabilities		**(1,372)**	**(1,791)**
Net assets		**20,837**	**20,186**
Capital and reserves			
Called up share capital	21,24	1,561	1,561
Share premium account	22,24	7,398	7,398
Share options reserve	22,24	513	513
Capital redemption reserve	22,24	1,103	1,103
Retained profit	22,24	10,262	9,611
Shareholders' funds		**20,837**	**20,186**

These financial statements were approved and authorised for issue by the Board of Directors on 12th May 2025.

Signed on behalf of the Board of Directors

I D Hayes

Director

The notes form part of these financial statements.

Consolidated Cash Flow Statement

Year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Cash flows from operating activities			
Profit/(Loss) after taxation		200	(892)
Adjustments for:			
Taxation	10	(25)	(205)
Other interest on leases	19	96	41
Amortisation and depreciation	12,13,19	2,056	1,740

Cash flows from operations before changes in working capital		**2,327**	**684**
Movement in trade and other receivables	15	1,528	(1,297)
Movement in trade and other payables	16	(55)	678
Cash generated from operations		**3,800**	**65**
Corporation tax		377	462
Net cash flows from operating activities		**4,177**	**527**
Cash flows from investing activities			
Capital expenditure on intangible assets	12	(1,601)	(1,870)
Purchase of plant and equipment	13	(61)	(77)
Stamp duty on ROU lease renewal		-	(6)
Net cash flows from investing activities		**(1,662)**	**(1,953)**
Interest repayments	18	(50)	(16)
Payment of lease liabilities	19	(589)	(528)
Net cash flows from financing activities		**(639)**	**(544)**
Net decrease in cash and cash equivalents		**1,876**	**(1,970)**
Cash and cash equivalents at beginning of year		1,930	3,922
Exchange (losses)/gains on cash and cash equivalents		(11)	(22)
Cash and cash equivalents at end of year		**3,795**	**1,930**

The notes form part of these financial statements.

Company Cash Flow Statement

Year ended 31 December 2024

		2024	2023
		£'000	**£'000**
Cash flows from operating activities			
Profit after taxation		651	924
Adjustments for:			
Taxation	10	(55)	(12)
Amortisation and depreciation	12,13,19	470	273
Finance costs		58	18
Finance income		(49)	(49)
Cash flows from operations before changes in working capital		**1,075**	**1,154**
Movement in trade and other receivables	15	(615)	(2,016)
Movement in trade and other payables	16	11	190
Cash generated from operations		**471**	**(672)**
Net cash flows from operating activities		**471**	**(672)**
Cash flows from investing activities			
Stamp duty on ROU lease renewal		-	(6)
Net cash flows from investing activities		**-**	**(6)**
Cash flows from financing activities			
Interest paid	18	(50)	(16)
Payment of lease liability		(383)	(207)
Net cash flows from financing activities		**(433)**	**(223)**
Net decrease increase in cash and cash equivalents		**38**	**(901)**
Cash and cash equivalents at beginning of year		140	1,041
Cash and cash equivalents at end of year		**178**	**140**

The notes form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

The consolidated financial statements of ITIM Group plc and its subsidiaries (collectively, the Group) for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 12th May 2025. itim Group plc ("the Company") is a public limited company incorporated and domiciled in the UK. The nature of the operations and principal activities of the Company and its subsidiary undertakings (the "Group") are set out in the Strategic Report on pages 3 to 11 and the Directors' report on pages 26 to 27.

2. Basis of preparation

The consolidated financial statements of the Group are prepared under IFRS and International Financial Reporting Interpretations Committee ("IFRIC") interpretations in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 applicable to companies reporting under IFRS.

The Company's financial statements have been prepared under IFRS and International Financial Reporting Interpretations Committee ("IFRIC") interpretations in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 and as permitted by section 408 of the Companies Act 2006, no income statement is presented for the company. The Company made a profit of £650,823 for the year ended 31 December 2024 (2023: £923,983)

The financial statements are presented in GBP, which is also the company's functional currency.
Amounts are rounded to the nearest thousand, unless otherwise stated.

The financial statements have been prepared on the going concern basis.

3. Summary of significant accounting policies

Basis of consolidation
The Group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December each year. The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed. Acquisitions are accounted for under the acquisition method.

Subsidiaries
Subsidiaries are all entities over which the Group has the ability to exercise control and are accounted for as subsidiaries. The results of subsidiaries are included in the Group income statement from the date of acquisition until the date that such control ceases. Intercompany transactions and balances between Group companies are eliminated upon consolidation.

Revenue recognition
Revenue was recognised to the extent that it was probable that the economic benefits would flow to the Group and the revenue could be reliably measured.

Revenue represents the amounts (excluding value added tax) derived from the provision of goods and services to third party customers during the year by the group. Revenue is derived from the Group's principal activity and excludes VAT.

The Group derives revenue from two principal sources as noted below:

Recurring revenue

1. Recurring revenue consists of:

- Subscriptions - revenue from subscriptions derive from the Group's hosted software-as-a-service subscription application, which allows customers to use hosted software over the contract period without taking possession of the software. Revenue is recognised over the contract period, commencing on the date of the service go live which gives the customer the right-to-use and access the platform.
- Support and maintenance - derive from support services and software upgrades offered to customers using the Group's software products. Revenue is recognised over the contract period, commencing on the go-live date of the implementation which gives the customer the right to access support services and the right to receive upgrades.

2. One off revenue

One off revenue consists of:

- Licences - the performance obligation for the provision of licences is considered to be satisfied when the agreement is signed by the customer and they are given access to the related software intellectual property ("IP") without any requirement to provide updates. It is recognised in full at the transaction price and over the period of implementation before the go live date of the implementation.
- Services - Services revenue relate to design and implementation services for each customer. Services enhance an asset that the customer controls and the Group creates specific fit for purpose assets which cannot be used elsewhere. The transaction price is the amount determined by fixed price contracts or on a time and materials basis where the Group has a right for consideration for work performed to date. Under the terms of the contracts, the Group has a right to invoice at the achievement of various milestones in the contract.
- Services are recognised over time and management consider the time spent as a proportion of total time expected is the most appropriate basis for recognition of this revenue stream as staff time is the main input into the delivery of the service. Any differences to the revenue measured by the above method and the amounts invoiced are included in the balance sheet. Further information on the contracts assets or contract liabilities are included in note 4.

Intangible assets - Goodwill
Goodwill is not amortised but tested for impairment annually and whenever impairment indicators require. In most cases the Group identified its cash generating units as one level below that of an operating segment. Cash flows at this level are substantially independent from other cash flows and this is the lowest level at which goodwill is monitored. A goodwill impairment loss is recognised in the Statement of Comprehensive Income whenever and to the extent that the carrying amount of a cash-generating unit exceeds the unit's recoverable amount, which is the greater of value in use and fair value less cost to sell.

Negative goodwill relating to intangible fixed assets requires immediate recognition in the Statement of Comprehensive Income.

In calculating goodwill, the total consideration, both actual and deferred, is taken into account. Where the deferred consideration is contingent and dependent upon future trading performance, an estimate of the present value of the likely consideration payable is made. This contingent consideration is re-assessed annually. The difference between the present value and the total amount payable at a future date gives rise to a finance charge which is charged to the Statement of Comprehensive Income and credited to the liability over the period in which the consideration is deferred. The discount used approximates to market rates.

Intangible assets - research and development expenditure
Research expenditure is written off as incurred. Internally generated development expenditure is also written off, except where the directors are satisfied as to the technical, commercial and financial viability of individual projects. In such cases, the identifiable expenditure is capitalised and amortised over the period during which the group is expected to benefit. This period is seven years. Provisions are made for any impairment.

Intangible assets - other
Other intangible assets recognised in these financial statements consist of Customer contracts and relationships and Intellectual Property Rights acquired on the acquisition of EDI Plus Limited along with the purchase of the intellectual property rights of software.

Amortisation is calculated to write off their cost or valuation less any residual value over their estimated useful lives as follows:

Customer contracts and relationships - straight line over 10 years
Intellectual Property Rights - straight line over 10 years
Intellectual property rights of software - straight line over 7 years

The amortisation of intangible fixed assets is shown as a separate line in the Consolidated Statement of Comprehensive Income.

The carrying values of intangible assets are reviewed for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable.

Impairment non-current assets
For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units. A cash-generating

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash generating units. A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Foreign currencies
Transactions denominated in a foreign currency are translated into sterling at the rate of exchange ruling at the date of the transaction. At the balance sheet date, monetary assets and liabilities denominated in foreign currency are translated at the rate ruling at that date. All exchange differences are dealt with in the Statement of Comprehensive Income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary measured at fair value is treated in line with the recognition of gain or loss on change in fair value in the item.

For consolidation purposes, the assets and liabilities of overseas subsidiary undertakings are translated at the functional currency at the rate of exchange ruling at the reporting date. Profit and loss accounts of such undertakings are consolidated at the average rate of exchange during the year. Exchange differences arising are included in a separate component of equity.

Plant and equipment
Plant and equipment is carried at cost less accumulated depreciation and any recognised impairment in value. Cost comprises the aggregate amount paid to acquire asset and includes costs directly attributable to making the asset capable of operating as intended.

Depreciation of plant and equipment is calculated to write off their cost or valuation less any residual value over their estimated useful lives as follows:

Computer equipment - straight line over 3 years
Office equipment - straight line over 3 years
Fixtures and fittings - straight line over 3 years

The assets' residual values, useful lives and methods of depreciation are reviewed, and adjusted if appropriate on an annual basis. An asset is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the period that the asset is derecognised. The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Fixed asset investments
Subsidiaries are measured at cost less impairment.
Investments are reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable. Provision is made for any impairment.

Trade and other receivables
Trade and other receivables are initially stated at their fair value plus transaction costs, then subsequently at amortised cost using the effective interest method if applicable, less impairment losses. Provisions against trade and other receivables are made when there is objective evidence that the Group will not be able to collect all amounts due to them in accordance with the original terms of those receivables. The amount of the write down is determined as the difference between the asset's carrying amount and the present value of estimated future cash flows.

Cash and cash equivalents
Cash and cash equivalents comprise cash at bank and short-term deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form an integral part of cash management are included as components of cash and cash equivalents for the purposes of the cash flow statement.

Trade and other payables

Trade and other payables are recognised at original cost.

Loans and borrowings

Loans and borrowings are recorded at amortised cost using the effective interest method, with interest-related charges recognised as an expense in finance cost in the statement of comprehensive income.

Leases - as a lessee

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of fixed lease payments. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset with similar terms, security and conditions.

Lease payments are allocated between principal and finance costs. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the initial measurement of lease liability, any lease payments made at or before the commencement date less any lease incentives received, and any initial direct costs.

Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with low-value items and leases of a duration less than 1 year are recognised as an expense in profit or loss on a straight-line basis.

Income taxes

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities based on the tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date. Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the period when the liability is settled based on the tax rates and tax laws enacted or substantively enacted by the balance sheet date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Finance costs

Finance costs comprise interest payable on loans from directors and third parties and are recognised on an accruals basis.

Share-based payments

The group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions

Fair value is measured by use of the Black Scholes Model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Pension contributions
The company operates a defined contribution scheme for its employees. Contributions are charged to the Statement of Comprehensive Income in the year they are payable. The assets of the scheme are held separately from those of the group.

Financial instruments
Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Use of assumptions and estimates
The Group makes judgements, estimates and assumptions that effect the application of policies and reported amounts of assets and liabilities, income and expenses. The resulting accounting estimates calculated using these judgements and assumptions will, by definition, seldom equal the related actual results but are based on historical experience and expectations of future events. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period, or in the period of revision and future periods if the revision effects both current and future periods.

The judgements and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are discussed below.

Useful economic lives of intangible assets
Intangible assets are amortised over their useful lives. Useful lives are based on management's estimates, which are periodically reviewed for continued appropriateness. Changes to estimates can result in variations in the carrying values and amounts charged to the statement of comprehensive income in specific periods.

Change in accounting policies
(a) New and amended standards adopted by the Company

The following new standards and amendments to standards are mandatory for the first time for the financial year beginning 1st January 2024. The Group has assessed their impact and adopted the relevant changes in its financial statements for the year ended 31 December 2024.

Key amendments that have had a material impact include:

Amendments to IAS 1 - Classification of Liabilities as Current or Non-Current (effective 1 January 2024) - These amendments clarify the criteria for classifying liabilities and address how covenants affect classification.

(b) New standards, interpretations, and amendments not yet effective

A number of standards, amendments to standards, and interpretations have been issued by the IASB that are effective in future accounting periods but have not been early adopted by the Group. These include:

Amendments to IFRS 9 - Financial Instruments: Contractual Cash Flow Characteristics (effective 1 January 2025) - This clarifies how to assess contractual terms of financial assets for classification purposes.

Amendments to IFRS 17 - Initial Application of IFRS 17 and IFRS 9 - Comparative Information (effective 1 January 2025) - These amendments provide transition relief for insurers when first applying IFRS 17.

Lack of Exchangeability - Amendments to IAS 21 (effective 1 January 2025) - These amendments clarify the criteria for determining whether a currency is exchangeable and how to estimate an appropriate exchange rate when exchangeability is lacking. The Group is currently assessing the impact of these amendments on its foreign currency transactions and financial statement presentation.

The Group is currently assessing the potential impact of these new standards and amendments on future financial statements.

4. **Segmental reporting**

The chief operating decision maker ("CODM") for the purpose of IFRS 8 is the Board. Segments are determined by reference to the internal reports reviewed by the Board. The group's operations relate to the provision of technology solutions to help clients drive revenues and profit.

The Group measures the performance of its operating segments through a measure of segment profit or loss which is referred to as EBITDA. This measure is reported to the CODM for the purposes of resource allocation and assessment of performance. The measure is the same as reported in the historic financial information.

Information about geographic location by key segments

			Year ended 31 December 2024
	UK	**Portugal**	**Total**
	£'000	**£'000**	**£'000**
Revenue	13,055	4,853	17,908
Non-current assets	10,219	2,034	12,253

			Year ended 31 December 2023
	UK	**Portugal**	**Total**
	£'000	**£'000**	**£'000**
Revenue	11,650	4,480	16,130
Non-current assets	10,608	2,094	12,702

Information about major customers

Transactions with a single customer exceeding 10% of total revenue amounted to £6,243K in the year (2023: £5,381K) and related to 2 customers (2023: 2).

5. **Revenue**

The analysis of the Group's revenue by geographical destination is set out below.

	2024	**2023**
	£'000	**£'000**
United Kingdom	12,462	11,179
Europe	231	385
Rest of World	5,215	4,566
	17,908	16,130

A breakdown of revenue by the two revenue streams as detailed in accounting policies is shown below:

	2024	**2023**
	£'000	**£'000**
Recurring revenue	13,441	12,732
One off revenue	4,467	3,398
	17,908	16,130

Revenue is either recognised at a point in time or over the period of the contract in line with the accounting policy (note 2).

The following table provides information on contract assets and contract liabilities from contracts with customers:

	2024 £'000	2023 £'000
Contract assets	214	287
Contract liabilities	3,023	3,031

Contract assets ("accrued income") are recognised where there are excess of revenues earned over billings. Contracts are classified assets when only the act of invoice is pending, there is an unconditional right to receive cash and only the passage of time is required as per contractual terms.

Contract liabilities ("deferred income") are recognised when there are billings in excess of revenues. Contracts are classified as liabilities when there is an obligation to transfer goods or services to a customer for which the Group has received consideration from the customer (or the payment is due) but the transfer has not yet completed. These arise based on the billing cycle of the Group's revenues and all are expected to be reversed in under one year.

6. Profit/(Loss) on operating activities before taxation

Loss on ordinary activities before taxation is stated after charging:

	2024 £'000	2023 £'000
Exceptional Items	141	-
Deprecation of owned tangible fixed assets	62	49
Depreciation of leased assets	594	545
Amortisation of intangible assets	1,400	1,146
Auditors' remuneration (see note 7)	70	70

Exceptional items relate to costs incurred in relation to the staff restructuring and redundancies

7. Auditors' remuneration

The analysis of auditors' remuneration is as follows:

	2024 £'000	2023 £'000
Fees payable to the company's auditors for the audit of the company's annual accounts	36	37
Fees payable to the company's auditors and their associates for other services to the group		
• *The audit of the company's subsidiaries pursuant to legislation*	29	28
• *Tax compliance services*	5	5
Total other services	70	70

8. Employee information

Their aggregate emoluments were:

	2024 £'000	2023 £'000
Wages and salaries	8,509	8,701
Social security costs	1,223	1,263
Other pension costs	294	307
Other benefits	351	338
	10,377	10,609

	10,377	10,609

The average monthly number of employees (including directors) during the year for the group was as follows:

	2024 No.	2023 No.
Selling and administration	28	29
Technical	138	144
	166	173

9. Directors' emoluments

	2024 £'000	2023 £'000
Aggregate emoluments	1,094	970
Pension contributions (money purchase schemes)	40	39
	1,134	1,009

Directors' emoluments disclosed above include the following payments to the highest director:

	2024 £'000	2023 £'000
Aggregate emoluments	396	347
Pension contributions (money purchase schemes)	17	17
	413	364

	2024 No.	2023 No.
Number of directors to whom relevant benefits are accruing under:		
Money purchase schemes	2	2

The above is equivalent to total key management personnel compensation. There were no other key management personnel other than the Directors.

Further details of Directors remuneration can be found in the remuneration report on pages 24 to 25.

Share based compensation
The Group operates an equity-settled share based compensation plan for Directors and executives. In accordance with IFRS 1, the Group has elected to implement the measurement requirements of IFRS 2 in respect of only those equity-settled share options that were granted after 7 November 2002 and that had not vested as at 1 January 2005. The fair value of the employee services received in exchange for the grant of options is recognised as an expense over the vesting period. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted at the grant date.

At each year end date, the Group revises its estimate of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the Statement of Consolidated Income, and a corresponding adjustment to equity over the remaining vesting period. When share options are cancelled the Group accounts for the cancellation as an acceleration of vesting and therefore recognises immediately the amount that otherwise would have been recognised for services received over the remainder of the vesting period. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised. The fair value of share options has been assessed using the Black Scholes Model.

250,000 share options were granted to Directors in the period (2023 - Nil).

Included on the face of the Statement of Comprehensive Income, is a total charge for share based payments of £Nil (2023: £Nil) which arises wholly from transactions accounted for as equity settled share-based payments.

10. Taxation

(a) Taxation charge:

	2024 £'000	2023 £'000
Total current income tax credit charged in the income statement		
Research and development tax credit	(220)	(400)
Portugal corporate tax	15	19
Adjustment in respect of prior years	(11)	40
Total current income tax	(217)	(341)
Deferred tax expense		
Current year	191	136
	191	136
Total income tax	**(25)**	**(205)**

(b) Taxation reconciliation:

The current income tax credit for the year is explained below:

	2024 £'000	2023 £'000
Loss before tax	175	(1,097)
Loss at the standard UK income tax rate of 19% (2023: 19%)	33	(208)
Effects of:		
Expenses not deductible for tax purposes	181	153
Capital allowances in excess of depreciation	46	44
Tax losses utilised as part of research and development tax credit	(220)	(400)
Unrelieved tax losses and other deductions arising in the year	(13)	98
B/fwd losses relieved	(213)	(96)
Adjustment in respect of earlier year	(11)	40
Difference in overseas tax rates and temporary GAAP differences	(19)	28
Other deferred tax timing differences	191	136
Total income tax credited in the income statement	**(25)**	**(205)**

c) Deferred tax

The movements in the Group's deferred tax assets and liabilities during the year are as follows:

	Group		Company	
Deferred tax asset	**2024**	**2023**	**2024**	**2023**
	£'000	**£'000**	**£'000**	**£'000**
Category:				
Acceleration capital allowances on PPE - UK	-	(15)	-	-
Accelerated capital allowances on development costs - UK	-	(734)		
Tax losses available for carry forward - UK	-	760	-	-
Other timing differences - UK	-	2	-	-
At 31 December	**-**	**13**	**-**	**-**

	Group	Company

Deferred tax liability	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Category:				
Acceleration capital allowances on PPE - UK	(40)	(71)	(20)	(71)
Acceleration capital allowances on development costs - UK	(796)	-	-	-
Tax losses available for carry forward - UK	551	-	-	-
Other timing differences - UK	6	(1)	3	(1)
Arising on business combinations - UK	(137)	(161)	-	-
Acceleration capital allowances on development costs - Portugal	(379)	(382)	-	-
Other timing differences - Portugal	2	-	-	-
At 31 December	**(793)**	**(615)**	**(17)**	**(72)**

	Group		Company	
Deferred tax movement	**2024**	**2023**	**2024**	**2023**
	£'000	**£'000**	**£'000**	**£'000**
The movement on the deferred tax balance during the year is as follows:				
Deferred Tax Asset	-	13	-	-
Deferred Tax Liability	(793)	(615)	(17)	(72)
Net Deferred Tax Balance	(793)	(602)	(17)	(72)
Charged to profit or loss	**191**	**134**	**(55)**	**(12)**

Unrecognised Deferred Tax Assets
The Group has unrecognised deferred tax assets relating to tax losses carried forward. These have not been recognised due to uncertainty regarding the timing and probability of their recovery against future taxable profits.

The deferred tax balances have been measured using the enacted tax rates in each jurisdiction Uk 19% (2023: 19%), Portugal 21% (2023: 21%)

11. Earnings/(Loss) per share

Basic and diluted loss per share is calculated by dividing the profit attributable to owners of the parent by the weighted average number of ordinary shares in issue during the period. For the avoidance of doubt the deferred shares have been excluded as they have no rights to profits or capital. Additionally, the Company's ordinary shares were subject to a share consolidation where 5 ordinary shares were converted into 1 ordinary share. The comparative period weighted average number of shares has been adjusted for this to aid comparison. The Company's share options have a dilutive effect over the two-year period.

	2024 £'000	2023 £'000
Profit/(Loss) after tax for the year	**200**	**(892)**
Share option charge	-	-
Exceptional items	141	
Adjusted profit/loss after tax for the year	**341**	**(892)**
Weighted average number of shares:		
Basic - 000	31,211	31,211
Potentially dilutive share options - 000	3,657	3,657
Diluted average number of shares - 000	34,868	34,868

Profit/(Loss) per share:		
Basic - pence on continuing operations	0.64	(2.86)
Diluted - pence on continuing operations	0.57	(2.86)
Adjusted earnings/(loss) - Basic - pence on continuing operations	1.09	(2.86)
Adjusted Diluted - pence on continuing operations	0.98	(2.86)

12. Intangible assets

Group

	Purchase of software	Development cost	Goodwill	Acquired intellectual property rights	Customer contracts	Total
Cost	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**
At 1 January 2024	350	17,488	8,712	300	1,000	27,850
Foreign exchange differences	-	(161)	-	-	-	(161)
Additions	-	1,593	-	-	-	1,593
At 31 December 2024	**350**	**18,920**	**8,712**	**300**	**1,000**	**29,282**
Amortisation						
At 1 January 2024	-	11,527	4,759	105	350	16,741
Foreign exchange differences	-	(88)	-	-	-	(88)
Charge for the period	50	1,220	-	30	100	1,400
At 31 December 2024	**50**	**12,659**	**4,759**	**135**	**450**	**18,053**
Net book value						
At 31 December 2024	**300**	**6,261**	**3,953**	**165**	**550**	**11,229**
At 31 December 2023	**350**	**5,961**	**3,953**	**195**	**650**	**11,109**

Goodwill arising prior to 1 January 2020 relates to acquisition prior to the date of transition to IFRS of 1 January 2015 and therefore the exemption for business combinations completed before that date has been applied and the amounts not restated.

The Board consider that there is only one Cash Generating Unit. In accordance with the accounting policy, goodwill is tested annually for impairment, Management have used a fair value less cost of sales methodology supported by offers for the Group and consider that the value supports the carrying value of goodwill at each period end.

Company

	Purchase of software	Development costs	Total
Cost	**£'000**	**£'000**	**£'000**
At 1 January 2024	350	13	363
Additions	-	-	-
At 31 December 2024	**350**	**13**	**363**
Amortisation			

At 1 January 2024	-	13	13
Charge for the period	50	-	-
At 31 December 2024	**50**	**13**	**63**
Net book value			
At 31 December 2024	**300**	**-**	**300**
At 31 December 2023	**350**	**-**	**350**

13. **Plant and equipment**

Group

	Fixtures and equipment £'000	Total £'000
Cost		
At 1 January 2024	1,937	1,937
Foreign exchange differences	(4)	(4)
Additions	61	61
Additions - HP assets	49	49
At 31 December 2024	**2,043**	**2,043**
Depreciation		
At 1 January 2024	1,461	1,461
Foreign exchange differences	(4)	(4)
Charge for the period owned assets	62	62
Charge for the period - HP assets	270	270
At 31 December 2024	**1,789**	**1,789**
Net book value		
At 31 December 2024	**254**	**254**
At 31 December 2023	**476**	**476**

Company

	Fixtures and equipment £'000	Total £'000
Cost		
At 1 January 2024	837	837
Additions	-	-
At 31 December 2024	**837**	**837**
Depreciation		
At 1 January 2024	463	463
Charge for the period	270	270
At 31 December 2024	**733**	**733**
Net book value		
At 31 December 2024	**104**	**104**
At 31 December 2023	**374**	**374**

14. Investments

The principal subsidiaries of itim Group plc, all of which have been included in these consolidated financial statements, are as follows:

Company

	Shares in group undertaking £'000	Other investments £'000	Total £'000
Cost			
At 1 January 2024 and at 31 December 2024	8,005	46	8,051
Provision for impairment			
At 1 January 2024 and at 31 December 2024	2,934	46	2,980
Net book value			
At 31 December 2024	**5,071**	**-**	**5,071**
At 31 December 2023	**5,071**	**-**	**5,071**

The company holds more than 20% of the share capital of the following companies:

Subsidiary undertakings	Country of Incorporation	Percentage holding	Class of share	Principal activity	Profit/ (loss) £'000	Net assets/ (liabilities) £'000
ITIM Limited	England and Wales	100%	Ordinary 'A' Ordinary Deferred	Software consultancy and supply	(767)	(11,273)
EDI Plus Limited	England and Wales	100%	Ordinary	Data exchange services	253	1,432
Profimetrics Software Solutions S.A	Portugal	100%	Ordinary Preferred	Development and distribution of software	169	2,116

The registered address of ITIM limited and EDI Plus Limited are same as ITIM Group Plc.

EDI Limited is exempt from the requirements relating to the audit of accounts under section 479A of the Companies Act 2006. EDI Limited's registered number is 10199381.

The registered address of Profimetrics Software Solutions S.A. is R. Lionesa 446, Edifício C Loja L, 4465-671 Leça do Balio, Portugal.

15. Trade and other receivables

Due within one year

	Group		Company	
	2024	**2023**	**2024**	**2023**
	£'000	**£'000**	**£'000**	**£'000**
Trade receivables	2,544	4,075	-	-
Corporation tax	337	502	-	-
Amounts owed by group undertakings due within one year	-	-	14,244	13,537
Amounts owed by group undertakings due in greater than one year	-	-	-	1,842
Other receivables due within one year	62	12	46	-
Other receivables due in greater than one year	-	46	-	46
Prepayments and accrued income	693	750	106	66
	3,636	5,385	14,396	15,491

Due in greater than one year

	Group		Company	
	2024	**2023**	**2024**	**2023**
	£'000	**£'000**	**£'000**	**£'000**
Amounts owed by group undertakings due in greater than one year	-	-	1,759	-
	-	-	1,759	-

16. Trade and other payables

	Group		Company	
	2024	**2023**	**2024**	**2023**
	£'000	**£'000**	**£'000**	**£'000**
Trade payables	869	1,189	115	199
Amounts owed by group undertakings due within one year	-	-	54	101
Other taxation and social security	856	870	66	4
Other payables	251	232	199	195
Loans and borrowings (see note 19 below)	252	302	252	302
Accruals	1,022	774	106	26
Deferred income	3,023	3,031	-	-
	6,273	6,398	792	827

17. Trade and other payables due in more than one year

	Group		Company	
	2024	**2023**	**2024**	**2023**
	£'000	**£'000**	**£'000**	**£'000**
Other payables	183	347	148	347
	183	347	148	347

Net obligations under finance leases are secured by fixed charges on the assets concerned.

18. Loans and borrowings

	Group		Company	
	2024	**2023**	**2024**	**2023**
	£'000	**£'000**	**£'000**	**£'000**
Accrued interest	252	302	252	302
	252	302	252	302

Analysis of maturity of loans and borrowings

	Group	Company

	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Amounts payable				
Within one year	252	302	252	302
	252	302	252	302

Accrued interest relates to interest due on fully repaid Director loans.

19. Leases

The Group leases five units within properties from which it operates and leases computer equipment for the hosting centre. Lease payments are fixed throughout the contract period.

Group

	Right-of-use - Property £'000	Right-of-use - Equipment £'000	Total £'000
Cost			
At 1 January 2024	1,142	203	1,345
Foreign exchange differences	(12)	-	(12)
Additions	47	-	47
Disposals	-	-	-
At 31 December 2024	**1,177**	**203**	**1,380**
Depreciation			
At 1 January 2024	142	145	287
Foreign exchange differences	(1)	-	(1)
Charge for the year	283	41	324
At 31 December 2024	**424**	**186**	**610**
Net book value			
At 31 December 2024	**753**	**17**	**770**
At 31 December 2023	**1,000**	**58**	**1,058**

Lease liabilities:

	2024 £'000	2023 £'000
At 1 January	1,082	498
Foreign exchange movement	(11)	(10)
Interest expense	83	23
Lease payments	(382)	(321)
Additions	47	892
At 31 December 2024	**819**	**1,082**

Amounts payable are as follows:

	2024	2023
	£'000	£'000
Due within 1 year	284	287
Due 2-5 years	535	785
Due over 5 years	-	10
Total	**819**	**1,082**

The Group's right of use assets consists of the Company's premises, data centres and sundry office equipment. The expiry of the leases varies between 1 and 6 years.

Company

	Right-of-use - Property £'000	Total £'000
Cost		

At 1 January 2024	551	551
Additions		
At 31 December 2024	**551**	**551**
Depreciation		
At 1 January 2024	-	-
Charge for the year	150	150
At 31 December 2024	**150**	**150**
Net book value		
At 31 December 2024	**401**	**401**
At 31 December 2023	**551**	**551**

Lease liabilities:

	2024 £'000	**2023 £'000**
At 1 January	545	-
Interest expense	46	
Lease payments	(176)	
Additions	-	545
At 31 December	**415**	**545**

Amounts payable are as follows:

	2024 £'000	**2023 £'000**
Due within 1 year	144	131
Due 2-5 years	271	414
Due over 5 years	-	-
Total	**415**	**545**

20. Financial instruments

Financial risk factors
The Group's financial assets comprise cash and cash equivalents, trade receivables and accrued income. These are all measured at amortised cost. The financial liabilities comprise loans and borrowings, trade payables and accruals, lease liabilities and deferred consideration payable for acquisitions of subsidiaries. These are measured at amortised cost.

The majority of the financial instruments arise directly from the operations with the exception of loans and borrowings and lease liabilities which have been used to finance the operations.

Fair values of financial instruments
For the following financial assets and liabilities: trade and other payables, trade and other receivables and cash at bank and in hand, the carrying amount approximates the fair value of the instrument due to the short-term nature of the instrument. The Directors consider that there is no material difference between book value and fair value for any of the financial instruments held.

Financial risk management
The Group's activities expose the Group to a number of risks including capital management risk, interest rate risk, foreign exchange risk, credit risk and liquidity risk.

It is the Group's policy that no trading in financial instruments should be undertaken.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Board receives monthly reports from the Finance Department through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

Interest rate risk
There is no interest rate risk as there are no borrowings in the Group.

Credit risk
Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Group's largest financial assets are the cash balances held in banks and it is exposed to credit risk on those balances. It is the Group's policy only to make deposits with banks with an acceptable credit rating.

The Group is mainly exposed to credit risk from credit sales. It is Group policy, implemented locally, to assess the credit risk of new customers before entering contracts. Such credit ratings are taken into account by local business practices. An ageing analysis of trade receivables is detailed below:

2024	Total £'000	Current £'000	30-60 days £'000	> 60 days £'000
Trade and other receivables	2,544	1,569	794	181
Contract assets	214	214	-	-
	2,758	1,783	794	181

2023	Total £'000	Current £'000	30-60 days £'000	> 60 days £'000
Trade and other receivables	4,075	1,898	1,629	548
Contract assets	287	287	-	-
	4,362	2,185	1,629	548

Trade receivables are recognised initially at the transaction price. They are subsequently measured less any provision for impairment in relation to expected credit losses. At each reporting date the Group assesses the expected credit losses and changes in credit risk since initial recognition of the receivable and a provision for impairment is recognised when considered necessary. The Group considers the ageing to be reasonable and has no history of significant bad debts. No provisions have been made in in these financial statements. The Board do not consider the credit risk to be significant for the financial assets currently held.

Foreign exchange risk
Foreign exchange risk arises when individual Group entities enter into transactions denominated in a currency other than their functional currency. The Group's policy is, where possible, to allow Group entities to settle liabilities denominated in their functional (currency). Where Group entities have liabilities denominated in a currency other than their functional currency (and have insufficient reserves of that currency to settle them), cash already denominated in that currency will, where possible, be transferred from elsewhere within the Group.

The Group's main exposure to foreign currency risk is on the trade receivables in the Portuguese subsidiary which are not held in Euros. The Directors have considered the balances at year end and based on the level of foreign currency balances and the expected timing of settlement of those amounts that the foreign exchange risk is not material.

Liquidity risk
Liquidity risk is the risk that ITIM Group may encounter difficulty in meeting its obligations associated with the financial liabilities that are settled by delivering cash or other financial assets. The Group actively maintains a mixture of long-term and short-term debt finance that is designed to ensure the Group has sufficient available funds for operations and planned expansions.

The Group would normally expect that sufficient cash is generated in the operating cycle to meet the contractual cash flows through effective cash management. The maturity analysis of the financial liabilities is included below:

As at 31 December 2024	Carrying amount £'000	1 year or less £'000	1<2 years £'000	2-5years £'000	5 years £'000
Trade and other payables	2,325	2,142	183	-	-
Right of use liability	819	284	258	277	-
Other loans and borrowings	252	252	-	-	-
	3,396	2,678	441	277	-

As at 31 December 2023	Carrying amount £'000	1 year or less £'000	1<2 years £'000	2-5years £'000	5 years £'000
Trade and other payables	2,541	2,194	347	-	-
Right of use liability	1,082	287	271	514	10
Other loans and borrowings	302	302	-	-	-
	3,925	2,783	618	514	10

Capital management risk
The Group's main objective when managing capital is to protect returns to shareholders by ensuring the Group will continue to trade for the foreseeable future. The Group also aims to optimise its capital structure of debt and equity so as to minimise its cost of capital. The Group in particular reviews its levels of borrowing and the repayment dates, setting these out against forecast cash flows and reviewing the level of available funds.

21. Share capital

	2024 £'000	2023 £'000
Authorised:		
37,949,651 Ordinary shares of 5p each	1,898	1,898
	1,898	1,898

	2024 £'000	2023 £'000

Allotted, called up and fully paid:		
31,210,607 Ordinary shares of 5p each	1,561	1,561
	1,561	1,561

A summary of the rights of the different classes of share is given below:

Voting
All Ordinary shares are entitled to one vote each. The holders of deferred shares are not entitled to receive notice of, to attend, to speak or to vote at any general meeting of the Company.

Dividends
The profits of the Company available for distribution shall be used to pay dividends to the holders of Ordinary Shares a dividend equivalent to such amounts as the Directors may determine and as is approved by the Ordinary Shareholders in general meeting.

22. Reserves

Share premium
This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Share options reserve
The share options reserves represent the fair value of equity-settled share options granted using the Black Scholes model.

Capital redemption reserve
This reserve arises on the purchase of the company's own shares.

Foreign exchange reserve
This reserve includes any exchange differences arising on the retranslation of foreign subsidiaries on consolidation.

Retained earnings
This balance represents the cumulative profit and loss made by the Group net of distributions to owners.

23. Share-based payments

Share options
The Company has a share option scheme for certain employees of the Group. Options are granted with a fixed exercise price. The vesting period varies from vesting immediately to vesting over 2 years from the date of grant. If the options remain unexercised after a period of ten years from the date of grant the options expire. Options are forfeited if the employee leaves the Group before the options vest.

Details of equity settled share options outstanding during the year are as follows:

Year ended 31 December 2024

Grant date	Outstanding at 1 January 2024	Granted	Exercised	Lapsed	Outstanding at 31 December 2024	Exercise period	Exercise price
14/04/2015	150,000	-	-	-	150,000	10 years	7.975p
10/04/2017	2,615,000	-	-	-	2,615,000	10 years	15.000p
31/03/2021	400,000	-	-	-	400,000	10 years	70.000p
19/04/2021	492,041	-	-	(250,000)	242,041	10 years	70.000p
09/09/2024	-	250,000	-	-	250,000	10 years	34.000p
	3,657,041	250,000	-	(250,000)	3,657,041		

Year ended 31 December 2023

Grant date	Outstanding at 1 January 2023	Granted	Exercised	Lapsed	Outstanding at 31 December 2023	Exercise period	Exercise price
14/04/2015	150,000	-	-	-	150,000	10 years	7.975p
10/04/2017	2,615,000	-	-	-	2,615,000	10 years	15.000p
31/03/2021	400,000	-	-	-	400,000	10 years	70.000p
19/04/2021	492,041	-	-	-	492,041	10 years	70.000p
	3,657,041	-	-	-	3,657,041		

Details of the share options and weighted average exercise price (WAEP) during the years are as follows:

	31 December 2024		31 December 2023	
	Number	**WAEP**	**Number**	**WAEP**
Outstanding at the beginning of the year	3,657,041	28.13p	3,657,041	28.13p

Share consolidation	-	-	-	-
Granted during the year	250,000	34.00p	-	-
Exercised during the year	-	-		-
Lapsed during the year	(250,000)	(70.00)p	-	-
Forfeited during the year	-	-	-	-
	3,657,041	25.67p	3,657,041	28.13p

The weighted average contractual life of share options outstanding as at 31 December 2024 was 3 years (31 December 2023: 4 years).

ITIM recognises equity settled share-based payment expenses based on the fair value determined by the Black Scholes model. The model is internationally recognised as being appropriate to value employee share options schemes. The inputs into any new option issues were as follows:

	Year ended 31 December 2024	**Year ended 31 December 2023**
	£'000	**£'000**
Share price	78p	78p
Exercise price	69p	69p
Expected volatility	25%	25%
Expected life	10 years	10 years
Risk free rate	0.5%	0.5%

Risk-free rate
The risk-free interest rate is based on the Bank of England's base rate.

Volatility
The measure of volatility is based management's estimate after considering the historical volatility of guideline companies operating within the same industry as ITIM Group, over a 10-year time period.

24. Company statement of changes in equity

	Share capital £'000	**Share premium £'000**	**Share options reserve £'000**	**Capital Redemption Reserve £'000**	**Retained losses £'000**	**Total £'000**
At 1 January 2023	1,561	7,398	513	1,103	8,687	19,262
Total comprehensive income for the year	-	-	-	-	924	924
Share option charge	-	-	-	-	-	-
At 1 January 2024	1,561	7,398	513	1,103	9,611	20,186
Total comprehensive income for the year	-	-	-	-	651	651
At 31 December 2024	**1,561**	**7,398**	**513**	**1,103**	**10,262**	**20,837**

The profit for the year dealt with in the financial statements of the parent company is shown above. As permitted by section 408 of the Companies Act 2006, no separate income statement is presented in respect of the parent company.

25. Pension commitments

The group makes contributions to individual pension schemes (money purchase). The amount paid during the year was £293,791 (2023: £307,243). Outstanding contributions at the balance sheet date amounted to £37,771 (2023: £37,846).

26. Related party transactions

The Group has taken advantage of the exemption available under IAS 2 Related Party Disclosures not to disclose details of transactions between Group undertakings which are eliminated on consolidation.

27. Supporting statement for cash flows

Year ended 31 December 2024	**Brought forward**	**Cash Flow**	**Non Cash**	**Carried forward**
	£'000	**£'000**	**£'000**	**£'000**
Loans and borrowings	(302)	50	-	(252)

Leases	(1082)	382	(119)	(819)

Year ended 31 December 2023	Brought forward	Cash Flow	Non Cash	Carried forward
	£'000	£'000	£'000	£'000
Loans and borrowings	(318)	16	-	(302)
Leases	(498)	321	(905)	(1,082)

28. Controlling party

There is no single ultimate controlling party.

Notice of Annual General Meeting

Registered number: 03486926
ITIM GROUP PLC
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of itim Group plc (the "Company") will be held at the offices of the Company, 2nd Floor, Atlas House, 173 Victoria Street, London SW1E 5NA on 13 th June 2025 at 10.30 a.m. to consider and, if thought fit, to pass the following resolutions, of which resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions. Resolutions 6 to 7 (inclusive) are items of special business.

ORDINARY RESOLUTIONS

1. To receive the Company's annual accounts for the financial year ended 31 December 2024 together with the directors' report, the directors' remuneration report and the auditors' report on those accounts.

2. To re-appoint RPG Crouch Chapman LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company to be held in 2026 and to authorise the directors to fix their remuneration.

3. To re-elect Colin Price as a director.

4. To re-elect Dennis Layton as a director.

5. That, in substitution for any equivalent existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Act**") to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal value of £523,593 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company to be held in 2026 or, if earlier, 13 September 2026, save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require such securities to be allotted after the expiry of such period and the directors of the Company may allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

6. That, subject to and conditional upon the passing of resolution 5 and in substitution for any equivalent existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred upon them by resolution 5 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £78,539 (representing approximately 5 per cent. of the current issued share capital of the Company) provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company to be held in 2026 or, if earlier, 13 September 2026, save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require such securities to be allotted after the expiry of such period and the directors of the Company may allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

7. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the capital of the Company ("**Ordinary Shares**") provided that:

   a. the maximum aggregate number of Ordinary Shares which may be purchased is 3,141,560 (representing approximately 10 per cent. of the Company's existing issued share capital);

   b. the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is £0.05 (being its nominal value);

c. the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of: (i) an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the 5 business days immediately preceding the day on which the Ordinary Share in question is purchased; and (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System;

d. unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company to be held in 2026 or, if earlier, 13 September 2026; and

e. the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which contract or contracts will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance

BY ORDER OF THE BOARD
Ian Hayes
Secretary
Date: 13th May 2025
Registered office: 2nd Floor Atlas House, 173 Victoria Street, London, SW1E 5NH

NOTES:

1. Pursuant to the Company's Articles of Association, a member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf.

2. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

3. A proxy may only be appointed using the procedures set out in these notes and the notes to the form of proxy. To validly appoint a proxy, a member must complete, sign and date the enclosed form of proxy and deposit it at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, by 10.30 a.m. on 11 June 2025 (or, in the event that the meeting is adjourned, not less than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting). Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be enclosed with the form of proxy.

4. In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD prior to commencement of the meeting. If the revocation is received after the time specified, the original proxy appointment will remain valid unless the member attends the meeting and votes in person.

5. Pursuant to the Articles of Association, any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD prior to the commencement of the meeting. If the revocation is received after the time specified, the original corporate representative appointment will remain valid unless the member attends the meeting and votes in person.

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy in respect of the same shares, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

7. The right to vote at the meeting shall be determined by reference to the register of members of the Company. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those persons whose names are entered on the register of members of the Company at 6.00 p.m. on 11 June 2025 (or, in the event of any adjournment, at 6.00 p.m. on the date which is two business days prior to the adjourned meeting) shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the meeting.

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

9. In order for a proxy appointment or instruction made by means of the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 7RA11) by the latest time for proxy appointments set out in paragraph 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies

appointed through CREST should be communicated to the appointee through other means.

10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

11. As at 12th May 2025, the latest practicable date prior to the date of this notice, the Company's issued share capital consisted of 31,415,607 ordinary shares of £0.05 each, carrying one vote each and, therefore, the total number of voting rights in the Company as at 12th May 2025 were 31,415,607.

12. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice or in any related documents (including the form of proxy and the annual report and accounts) to communicate with the Company for any purposes other than those expressly stated.

13. Your personal data includes all data provided by you, or on your behalf, which related to you as a shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

EXPLANATORY NOTES:

Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant resolution.

Resolutions 6 and 7 are proposed as special resolutions. For each of these resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution. An explanation of each of the resolutions is set out below:

Resolution 1 - Annual Report and Accounts
The Directors are required to present to the annual general meeting the audited accounts and the Directors' and Auditors' Reports for the financial year ended 31 December 2024.

Resolution 2 - Auditors
The Company is required to appoint an auditor at every general meeting of the Company at which accounts are presented to shareholders. The appointment of RPG Crouch Chapman LLP. Accordingly, this resolution proposes the re-appointment of RPG Crouch Chapman LLP as the auditors of the Company. It is normal practice for a company's directors to be authorised to agree how much the auditors should be paid and Resolution 2 grants this authority to the directors.

Resolutions 3 to 4 - Re-election of Directors
Article 77 of the Company's articles of association requires any directors who have been appointed by the Board since the last annual general meeting and any directors who were not appointed or reappointed at one of the preceding two annual general meetings to retire from office. Any such director is entitled to offer himself for re-election.

Resolutions 5 and 6 - Directors' general power to allot relevant securities
Resolution 5 is proposed to renew the directors' power to allot shares.

Resolution 5 seeks to grant the directors authority to allot, pursuant to section 551 of the Act, shares or grant rights to subscribe for or to convert any security into shares in the Company up an aggregate nominal value of £523,593 which is equal to one third of the nominal value of the current issued ordinary share capital of the Company as at 12 May 2025 (being the latest practicable date prior to the publication of this notice). Unless previously renewed, revoked or varied, the authorities sought under this resolution will expire at the conclusion of the next annual general meeting of the Company to be held in 2026 or 13 September 2026 (whichever is the earlier). The Directors have no present intention of exercising either of the authorities under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company. As at the date of this notice, no shares are held by the Company in treasury.

Resolution 6 is to approve the partial disapplication of pre-emption rights in respect of the allotment of equity securities for cash. The passing of this resolution (together with resolution 5) would allow the directors to allot shares for cash and/or sell treasury shares without first having to offer such shares to existing shareholders in proportion to their existing holdings. The authority would be limited to allotments or sales up to an aggregate nominal amount of £78,539 which represents approximately 5 per cent. of the nominal value of the current issued ordinary share capital of the Company as at 12 May 2025 (being the latest practicable date prior to the publication of this notice). Unless previously renewed, revoked or varied, the authorities sought under this resolution will expire at the conclusion of the next annual general meeting of the Company next annual general meeting of the Company to be held in 2026 or 13 September 2026 (whichever is the earlier).

Resolution 7 - Authority for the market purchase by the Company of its own shares
The authority sought by resolution 7 limits the number of shares that could be purchased to a maximum of 3,141,560 ordinary shares (equivalent to 10 per cent. of the Company's issued ordinary share capital as at 12 May 2025 (being the latest practicable date prior to the publication of this notice)) and sets a minimum and maximum price. Unless previously renewed, revoked or varied, the authority will expire at the conclusion of the annual general meeting of the Company to be held in 2026 or 13 September 2026 (whichever is the earlier). The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in earnings per share of the Company. Any purchases of ordinary shares would be by means of market purchase through the London Stock Exchange plc. Any shares the Company buys under this

means of market purchase through the London Stock Exchange plc. Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares can be re-sold for cash, cancelled or used for the purposes of employee share schemes. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. The Directors believe that it is desirable for the Company to have this choice as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base.

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