

## Synamedia Limited

### Annual Report and Financial Statements For the year from 26 June 2023 to 30 June 2024



Company number 03080780

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# Strategic report

## Introduction

The directors present their Strategic report for the year from 26 June 2023 to 30 June 2024.

## Our products, markets and customers

Synamedia supports the largest pay TV and streaming companies in the world, securing their content and powering playout to customers across all platforms.

The Company delivers the world's most advanced, complete and secure cloud video solutions to help broadcasters, service providers and content owners to enrich and deliver secure video and broadband services.

The Company has a rich heritage in the global pay-tv markets spanning more than 30 years. It is an industry leader in broadcast technologies with video network, cloud and software solutions. The Company leverages established industry expertise and know-how to support reliable and secure television services and user experiences. It is also a category pioneer in solutions and services that support pay TV providers' shift from traditional broadcast over satellite, cable and terrestrial to IP and streaming.

More recently, the explosion in content and streaming services has created demand for the Company's SaaS and cloud solutions that solve video providers' biggest pain points - how to rapidly launch and update services to be competitive, and how to monetise their platform in a highly competitive environment.

To meet this need, the Company has pivoted in recent years, moving away from just having highly customised solutions to launching more standardised, SaaS-based pre-integrated products that can be easily and quickly adapted for a specific customer's needs with a focus on minimising the cost of ownership. The Company continues to support their large pay TV customers' technology and deployments with strong professional services and hands on approach when need be.

The flexibility and agility of the Company's newer products allow customers to quickly launch, monetise, and scale services. The award-winning portfolio includes a cloud video suite, advanced addressable advertising and business analytics solutions.

In the future, the Company will continue to focus its efforts on providing excellent customer service across its product portfolio and to both existing and new customers as they transition to the SaaS and cloud solutions. The Company's aim is to connect video providers to bigger audiences, with more formats and relevant content, through a range of media and devices, and in less time. This includes broadband providers wishing to simplify WiFi and devices management remotely for SMEs or residential customers.

## Business review and key performance indicators

During the year, the Company maintained focus on the continuing provision of world class service levels to existing customers, recognising a substantial opportunity to cross-sell newer products into its existing customer base and beyond.

The Company is a leader in the established broadcast technologies market, providing security and set-top box software to enrich and protect operators' services. It enjoys an unmatched track record in TV and video security.

The Company provides conditional access technologies for customers who operate satellite and cable pay TV services. In addition, it also offers a cloud-based video platform. It earns revenue in respect of licence fees, smart cards and set top box licence fees and royalties, professional services, support and maintenance services.

The Company's Foundation platform is a hybrid/IP cable-DTH broadcast solution which is used by more than 30 operators with multi-year agreements driving predictable recurring revenue. The Company continues to innovate to help these customers further monetise their assets.

## **Strategic report** continued

Revenue for the financial year was £151.3m (2023: £171.3m) and EBITDA for the financial year was £34.4m (2023: £35m). EBITDA is defined as earnings before interest, tax, depreciation and amortization and is considered by the Directors to be a key performance measure.

The revenue declines were anticipated as the Company continued executing on its transformation strategy. During the current and previous years, the Company completed contract negotiations with key customers to establish multi-year enterprise license agreements, providing clear revenue visibility and predictability and a shift from previous reliance on pay TV subscriber numbers and card shipments. The impact of these contract changes combined with reduced variable revenues from smartcards and professional services was the key driver of the revenue decline.

During the year the Company continued restructuring of its business model, as part of a wider Group strategic initiative. As a result of this initiative the headcount reduced to an average of 268 during 2024 (2023: 323).

Total administrative expenses in the year were £168.2m (2023: £189.6m), of which £66.4m (2023: £94.2m) represents the costs recharged to the Company from overseas research and development (R&D) subsidiaries.

Operating profit increased to £15.6m (2023: £15.2m), primarily driven by a reduction in research and development expenditure of £27.8m. This was offset by an expected credit loss provision for group undertakings of £13.9m and foreign exchange loss of £0.6m, compared to a gain of £13.4m in the prior year.

Other income relates to dividends received from a subsidiary, Synamedia India Private Limited, amounting to £53.8m.

### **Research and development**

The Company and its subsidiaries operate a number of research and development sites in India, Israel, the UK and the US and many of the subsidiaries' workforce are involved in research and development activities. The total expenditure on research and development activities in the year ended 30 June 2024 by the Company was £66.4m (2023: £94.2m). Research and development expenses decreased due to a streamlined product strategy and R&D roadmap now that all products are market ready. There is now a rigorous focus on ROI for R&D investments.

### **Subsidiaries and branches outside the UK**

The Company has subsidiaries as well as a number of non-registered entities, such as branches, in jurisdictions outside of the UK. The various jurisdictions include India, Israel, China and France.

### **Human rights and anti-bribery and corruption**

The Company is committed to the highest standards of ethics, honesty and integrity. The Company's Anti-Bribery policy outlines the expected standards of conduct that colleagues, contractors, suppliers and business partners are obliged to follow. The policy also includes detailed procedures around giving and receiving gifts, hospitality and entertainment; procedures for engaging new suppliers and partners; and clear reporting channels, including for confidential whistleblowing. As such every June, a campaign on these topics takes place with annual compliance training. Each worker completes training and is required to pass a completion text on topics including Promoting Diversity & Avoiding Discrimination in the Global Workplace, Global Business Ethics, Global Anti-bribery, EU General Data Protection Regulations, Financial Integrity, Global Workplace Harassment Prevention for Employees.

The Company has a zero-tolerance approach to Modern Slavery of any kind within our operations and supply chain and we recognise that it is our responsibility to take a robust approach to slavery and human trafficking. We strive to act ethically and with integrity in all our business dealings to protect the human rights of workers, both within our business and our supply chains. Our key policies and procedures which contribute to minimising the risk of modern slavery and human trafficking include our employee Code of Conduct, our Supplier Code of Conduct and our Whistleblowing policy.

The Company has adopted the Responsible Business Alliance (RBA) (formerly Electronics Industry Citizenship Coalition) Code of Conduct. The Code reflects the basic tenets of responsible manufacturing agreed upon by the electronics industry. The Company requires its vendors to operate in accordance with the RBA Code of Conduct, which includes provisions covering responsible management in labour, health and safety, environment and ethics.

## Strategic report continued

### Section 172(1) statement

The Directors are aware of their duty under s.172 of the Companies Act 2006 to act in the way which they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and, in doing so, to have a regard (amongst other matters) to:

- a) The likely consequences of any decisions in the long term.
- b) The interests of the Company's employees.
- c) The need to foster the Company's business relationships with suppliers, customers and others.
- d) The impact of the Company's operations on the community and environment.
- e) The desirability of the Company to maintain a reputation for high standards of business conduct.
- f) The need to act fairly between members of the Company.

Set out below are some examples of how the Directors have had regard to the matters set out in Section 172(1)(a) – (f) when discharging their duties, and the effect of that on decisions taken by them.

### Key decisions made by the Directors of the Company

During the year the Directors focused their efforts on managing the Company's operations in line with the objectives of the prior year strategic transformation programme and their strategic objective of optimising the Company's profitability and delivering shareholder value.

A key achievement was the successful refinancing of the Group's debt in the private credit market. This was a notable achievement in a challenging debt market. The refinancing improved the Group's liquidity position, the net cash raised after transaction costs was more than \$60 million. The improved liquidity position served to benefit the stakeholders of Synamedia Limited.

The Directors ensured the Company remained dedicated to delivering exceptional service to its current customers during the continuing implementation of its transformation programme, while also identifying significant new opportunities to introduce newer products to its established clientele and beyond.

### Engagement with stakeholders

Directors are responsible for leading stakeholder engagement and believe that considering stakeholders in key business decisions is the right thing to do for the success of the business.

Stakeholders are grouped into four key categories with an overview of why they are considered as key, and how they were engaged throughout the year.

#### 1) Employees

**Why we engage:** We believe that all employees play a vital role in ensuring the success of the Company and we have a global and diverse workforce which reflects our global customer base. We believe it is important to engage with employees about matters that concern them and provide forums where they can provide feedback and input to help shape the future of the business. We also recognise the importance of feedback and recognition in developing a culture of collaboration and growth.

#### How we engage:

The Executive Leadership Team hosts quarterly all-company meetings to update employees in relation to matters impacting them, including business strategy, the Company's performance, key wins, learnings, employee programmes and initiatives. The global all-company meetings are shortly followed by Business Unit specific all-hands meetings to share further context, giving an opportunity for further questions and clarity and specific updates that are relevant for their area of business.

## Strategic report continued

We communicate and host employee and manager enablement sessions through the year to support them in attracting and retaining their best talent. Engagement is measured in several ways. The Company uses CultureAmp, a platform for engagement that enables managers to see the confidential results of their team. There are surveys that measure engagement against a number for different groups.

Our Horizon Corporate Social Responsibility (ESG) programme gains feedback and progresses with initiatives that focus on sustainability, respect, and responsibility. This keeps a focus on giving back to the community where people are most passionate about.

The Company has also started a more direct focus on ESG (environment, social, governance) and created a community of key stakeholders across the business who are contributing to each of those areas. This community works together to define objectives for each of the areas of ESG to keep a focus on improvement, alignment with customers and the market and focus on core drivers for an employer of choice.

Diversity, Equity and Inclusion is a key focus for the Company with a focus on diversity groups across the organisation. Efforts and investments are made to ensure communities feel supported through the year with events marking Black History Month, International Women's Day, Pride, Mental Health, Neurodiversity and Cultural Awareness. The Company also conducts twice annual global equal pay audits to ensure total compensation is fair and equitable across diverse groups

### 2) Customers

**Why we engage:** The Company is part of the world's largest independent video software provider, building and delivering the world's most complete, secure and advanced end-to-end open video delivery solution. We engage with our customers around the world to help them deliver, protect and monetise video content so that they can succeed in the age of Infinite media streaming.

**How we engage:**

Senior management and Directors regularly meet with customers to discuss their requirements and encourage a collaborative working relationship.

Company representatives attend key trade shows and other industry events to engage with customers and prospects, while showcasing new solutions online and via webinars.

### 3) Key suppliers and partners

**Why we engage:** The Company has a global and diverse supplier base which reflects our global operations.

**How we engage:**

The Company has adopted the Responsible Business Alliance (RBA) Code of Conduct (formerly the Electronics Industry Citizenship Coalition Code of Conduct).

Payment policies, practice and performance in the UK are reported through the Government's Payment Practices Reporting portal.

Senior management and Directors regularly meet with large vendors to discuss the Company's requirements and to encourage a collaborative working relationship.

### 4) Shareholders

**Why we engage:** We have regular reporting updates with our shareholders. We maintain a working relationship with the shareholders to deepen their understanding of the Company, its performance, position and prospects

**How we engage:**

Our shareholders have representation on the Board of Triton Holdco Limited, the Company's parent entity. A commonality of Directors between the Company and its parent entities facilitates engagement.

The Board maintains a dialogue with the shareholders on the performance and governance of the Company.

## Strategic report continued

### Risks and uncertainties

The Directors have identified the following principal risks and uncertainties facing the Company:

#### 1) Changes in economic and market conditions

**Risk** – The risk that results may be adversely affected by unfavourable economic or market conditions and uncertain geopolitical environments. Due to the global nature of our operations and customers, political or economic changes or other factors in a specific country or region could arise.

**Mitigation** – The Company considers that its broad product portfolio and geographically diverse customer base protect it to an extent from localised unfavourable economic or market impacts. The Company has a stable core customer base with a natural resilience to short-term macro-economic headwinds.

#### 2) Credit

**Risk** – Exposure to credit risk, particularly customers in less-developed regions.

**Mitigation** – The Company provides mission-critical services to customers. It monitors and reports on its debtors regularly and has clear escalation pathways in the event of late payment.

#### 3) Macro-economic outlook

**Risk** – The Company is exposed to the effects of higher interest and inflation rates globally on both its customers and its cost base.

**Mitigation** – The Company monitors interest rate and inflation expectations regularly with advisors and takes relevant actions to safeguard and optimise its trading positions. Whilst the Company did not transact an interest rate hedge in the year, it will do so if and when it deems the market conditions to be favourable. The Company did transact foreign exchange hedges to provide more certainty to the Company's cashflows.

#### 4) Competitive landscape and product development

**Risk** – The risk that we are unable to respond quickly to emerging technological trends and customers' changing needs to develop the next-generation products and services, resulting in competitors moving faster than the Company, leading to loss of customers.

**Mitigation** – The Company invests significantly in its R&D function. The Company considers that this investment allied to its access to capital, long-term revenue streams and market-leading expertise in its field enables it to respond to new technological trends and maintain its market-leading position.

#### 5) Reliance on third parties and supply chain issues

**Risk** – The risk of loss as a result of reliance on third parties carrying out core business activities.

**Mitigation** – The Company regularly reviews its supplier relationships including monitoring and reporting of inventory balances in line with lead times and sale forecasts to ensure it stays on track to deliver its key performance obligations.

#### 6) Data security

**Risk** – Financial loss and reputational damage due to a breach of confidential data or technology disruption caused by an internal or external attack on the Company or its third-party suppliers.

**Mitigation** – The Company has robust data security policies and has put robust processes and practices, including employee training programmes, in place to manage data security risk

## Directors' report

The Directors present their report and the audited financial statements of the Company for the year ended 30 June 2024.

### Future developments

Information about the future strategic direction of the Company is included in the Strategic report.

### Dividends

No dividends were paid in the year and none are recommended (2023: none).

### Donations

No political donations or contributions to political parties were made, and no political expenditure was incurred by the Company during the year (2023: nil).

### Directors

The Directors who served during the year and up to the date of this report are shown below:

Paul Segre

Ismat Levin

Mark Readman (appointed 13 May 2024, resigned 7 March 2025)

Claire Price (appointed 11 March 2025)

### Financial instruments

Details of the Company's financial instruments and the financial risk management are included in note 1 to the financial statements.

### Employee engagement, diversity and inclusion

Synamedia is committed to being a 'Great Place to Be' with a culture of openness, inclusivity, accountability, and our commitment to each other. The current fiscal year continues to build on the foundations that were established in the previous fiscal year. The Company has implemented a shift in the operating model, realignment and right sizing that was driven to simplify, reduce complexities and increase accountability and ownership across the Company's two lines of business: Broadcast Technology and Media Cloud Services. The year has focused on embedding changes, process improvements and fostering collaboration and a success-oriented focus designed to retain the best and most diverse talent in the industry. Refer to Section 172(1b) statement in the Strategic Report.

## Directors' report continued

The Company's overall engagement to its people focuses on four pillars of employee value proposition outlined below:

### 1) Total Reward

The Company's total reward strategy sets out the design and recommendations to support and advance its objective to attract and retain the best talent. It is principle-driven, balances pay for performance with fair pay, is simple, transparent and takes a total reward approach (fixed, variable, allowances, and long-term incentives).

We communicate and host employee and manager enablement sessions to help them understand the reward principles including budget build, the importance of differentiating reward, market awareness, fair pay (including bias) and insights to provide managers with objectives artifacts and data to make evidence-based decisions. This capability building at manager level ensures that a total reward approach is considered and leveraged to ensure that the decision-making drives fair and competitive pay as well as incentivising top talent to focus on retain, growth and development.

### 2) Benefits & Practices

The Company's employee benefits and other practices are underpinned by our commitment to our people and their families. For all markets, the Company benchmarks annually the full suite of insured benefits available to employees and ensures market alignment. In key markets it also implements differentiators for competitiveness.

### 3) Careers

As part of our strategy, careers are always top of mind, specifically being able to grow, take on new opportunities and progress. As part of enabling careers, we have created the Elevate programme which has several key elements to support people to grow within the company – be it within role, a lateral move or progressing to their next role.

We actively promote internal opportunities; this is complemented by our internal opportunities policy that gives our own people priority for roles available across the globe and a focus on managers to take accountability for being a net promoter of talent for the organisation.

### 4) Culture

The Company considers its leader-led communication and engagement pivotal to both measuring progress and gaining insight and fundamental to its people-listening strategy that shapes the Company's culture. The listening strategy is integrated with all that Company does, and it measures the pulse of the organisation through the career lifecycle from hire to retire. This includes hire experience, onboarding, twice annual engagement checks and exit surveys.

The Company's insights shape its action including its communication strategy, which is driven from a regular cadence of Executive led global, functional and local engagement that balances 'just in time updates' to a more structured quarterly cadence of global, site and functional all hands calls supplemented with individual leadership messages to address sentiment, strategy, progress, and next steps.

As part of the Company's inclusion commitments, representation of a diverse range of groups are a priority with celebrations in March for International Women's Day, June for Pride and October and February for Black History Month (UK, US, Canada). The Company has also introduced Mental Health week and Neurodiversity week with information and education for our people globally. The Company has established employee resource groups, Pride+ for community and ally members to support LGBTQ+ progress and a Synamedia Women's Network.

## Directors' report continued

### Energy and carbon reporting

This section includes reporting of greenhouse gas emissions pursuant to The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

The methodology used to calculate emissions is based on the "Environmental Reporting Guidelines: including streamlined energy and carbon reporting guidance" (March 2019) issued by the Department for Business, Energy & Industrial Strategy (BEIS). We have also used CO2 conversion factors from 2015 DEFRA GHG – GCV basis for the UK within our reporting methodology.

Synamedia Limited has completed an Energy Savings Opportunity Scheme ('ESOS') submission to the Environment Agency. The data compiled in fulfilment of this regulatory requirement is below:

	2024		2023	
	kWh per annum	tCO2e per annum	kWh per annum	tCO2e per annum
UK energy use				
Gas (Scope 1 and 3)	<b>272,579</b>	<b>68</b>	<b>195,901</b>	<b>54</b>
Electricity (Scope 2)	<b>522,053</b>	<b>108</b>	<b>706,182</b>	<b>146</b>
Transport (Scope 3)	<b>145,570</b>	<b>33</b>	<b>166,198</b>	<b>38</b>
<b>Total</b>	<b>940,202</b>	<b>209</b>	<b>1,068,281</b>	<b>238</b>
Intensity ratio			2024	2023
tCO2e per employee			<b>0.83</b>	<b>0.93</b>

During the year several activities have been undertaken that have reduced energy consumption at Synamedia such as:

- Adjustments to Building Management Systems to reduce the operating energy and improve energy efficiency.
- Installation of LED lights at our Maidenhead facility to improve energy efficiency commenced and completed in the year to June 2024.
- Gas consumption increased due to the full year impact of the new sub-lease arrangement (including winter heating) entered into partway through the previous year.

### Going concern

The financial statements have been prepared on a going concern basis. The Company made a profit of £54.8m (2023: £8.8m) for the financial year after taxation and the net liabilities at 30 June 2024 were £64.8m (2023: 119.6m).

The Directors have undertaken an assessment of the Company's ability to continue as a going concern for the foreseeable future, which is regarded as the period ending 30 June 2026.

The Company remains reliant on support from its parent company, Triton UK Midco Limited. The Company has received written confirmation from Triton UK Midco Limited of its intention and ability to continue to provide financial support to the Company for the period to 30 June 2026. The Directors are also directors of Triton UK Midco Limited and, based on their knowledge and having made enquiries, the Directors believe that Triton UK Midco Limited has the ability to provide such financial support should this be required.

Accordingly, the Directors believe that it is appropriate to prepare the Company financial statements on a going concern basis.

## Directors' report continued

### Statement of disclosure of information to the auditors

Each of the Directors who held office at the date of approval of this Directors' report confirms that: so far as he/she is aware, there is no relevant audit information of which the Company's auditor is unaware; and that he/she has taken all steps that he/she ought to have taken as a Director to make him/her aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Statement of Directors' responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under the law, the Directors have elected to prepare the Company financial statements in accordance with FRS 101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council. They have also been prepared under the historical cost convention and in accordance with the Companies Act 2006.

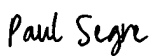
Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for that year.

In preparing the Company's financial statements the Directors, are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether FRS 101 has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Strategic report and the Directors' report on page 1 to 9 have been approved and are signed by order of the Board by:

DocuSigned by:  
  
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**Paul Segre**

Director

08 April 2025

Registered office

51 Clivemont Road

Maidenhead

United Kingdom

SL6 7BZ

**Registered number 03080780**

## **Independent auditor's report to the members of Synamedia Limited**

### **Opinion**

We have audited the financial statements of Synamedia Limited for the year ended 30 June 2024 which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes 1 to 24, including material accounting policy information. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 June 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

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

### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 30 June 2026.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

### **Other information**

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

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

## **Independent auditor's report to the members of Synamedia Limited continued**

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

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

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report. We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

## Independent auditor's report to the members of Synamedia Limited continued

### **Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud**

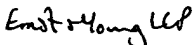
Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 101 and the Companies Act 2006), and the relevant direct and indirect tax legislation in the jurisdictions in which the company operates. In addition, the company has to comply with relevant employment and labour laws in those jurisdictions, and with laws and regulations affecting its operations including those related to health and safety, anti-bribery and corruption, and data protection.
- We understood how Synamedia Limited is complying with those frameworks by performing enquiries of management, those charged with governance and in-house legal counsel as to policies and procedures for maintaining compliance in these areas, and as to any actual or potential instances of non-compliance. We corroborated the results of our queries through the review of supporting documentation including board meeting minutes, and by considering the results of our other audit procedures across the company. We also reviewed correspondence with relevant authorities.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by performing enquiries of management and those charged with governance about their knowledge of actual or potential fraud, obtaining an understanding of opportunities and incentives that may exist within the company for fraud including management override, and by using data analytics in our audit procedures. Where the risk was considered to be higher, including over revenue, we performed audit procedures to address each identified fraud risk or other risk of material misstatement.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved journal entry testing with a focus on manual journals and unusual postings based on our understanding of the business. In addition, we reviewed the compliance of the disclosures in the annual report and financial statements with applicable requirements.

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

### **Use of our report**

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

DocuSigned by:  
  
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Neil Cullum (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
London  
8 April 2025

## Statement of comprehensive income

For the year ended 30 June 2024

	Note	Year ended 30 June 2024	Year ended 25 June 2023
		£m	£m
Revenue	3	151.3	171.3
Cost of sales		(9.8)	(20.1)
<b>Gross profit</b>		<b>141.5</b>	<b>151.2</b>
Administrative expenses	5	(168.2)	(189.6)
Other operating income	4	42.9	53.6
Other operating expense	4	(0.6)	–
<b>Operating profit</b>		<b>15.6</b>	<b>15.2</b>
Finance costs	8	(9.7)	(3.9)
Finance income	8	1.3	–
Other income	9	53.8	–
<b>Profit before taxation</b>		<b>61.0</b>	<b>11.3</b>
Taxation	10	(6.2)	(2.5)
<b>Profit for the financial year</b>		<b>54.8</b>	<b>8.8</b>
<b>Total comprehensive income for the financial year</b>		<b>54.8</b>	<b>8.8</b>

The accompanying notes on pages 16 to 33 form an integral part of these financial statements.

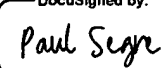
## Balance sheet

As at 30 June 2024

	Note	As at 30 June 2024 £m	As at 25 June 2023 £m
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets	14	30.5	47.7
Property, plant and equipment	15	0.5	3.8
Investments	11	29.9	29.9
Deferred tax assets	12	–	7.0
Other non-current assets	13	2.2	2.6
		<b>63.1</b>	<b>91.0</b>
<b>Current assets</b>			
Inventories	17	2.6	4.7
Trade and other receivables	16	55.5	95.2
Cash and cash equivalents	18	52.2	5.6
		<b>110.3</b>	<b>105.5</b>
<b>Current liabilities</b>			
Trade and other payables	19	(103.9)	(301.0)
Derivative financial liabilities	19	–	(1.2)
Provisions	21	(0.3)	–
		<b>(104.2)</b>	<b>(302.2)</b>
<b>Non-current liabilities</b>			
Trade and other payables	20	(132.5)	(4.2)
Provisions	21	(1.5)	(2.7)
Deferred tax liabilities	12	–	(7.0)
		<b>(134.0)</b>	<b>(13.9)</b>
<b>Net liabilities</b>			
		<b>(64.8)</b>	<b>(119.6)</b>
<b>Equity</b>			
Called-up share capital	22	–	–
Retained loss		(64.8)	(119.6)
<b>Total deficit</b>			
		<b>(64.8)</b>	<b>(119.6)</b>

The accompanying notes on pages 16 to 33 form an integral part of these financial statements.

These financial statements were approved by the Board of the Directors and authorised for issue on 08 April 2025 and are signed on their behalf by:

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**Paul Segre**  
 Director

## Statement of changes in equity

For the year ended 30 June 2024

	Called-up Share Capital	Foreign exchange reserves	Retained profit	Total
	£m	£m	£m	£m
<b>As at 26 June 2022</b>	–	–	(128.4)	(128.4)
Profit for the financial year	–	–	8.8	8.8
<b>As at 25 June 2023</b>	–	–	(119.6)	(119.6)
Profit for the financial year	–	–	54.8	54.8
<b>As at 30 June 2024</b>	–	–	(64.8)	(64.8)

The accompanying notes on pages 16 to 33 form an integral part of these financial statements.

# Notes to the financial statements

## 1. Accounting policies

### Corporate information

The Company is a private company limited by shares incorporated in England, which is registered and domiciled in the United Kingdom at 51 Clivemont Road, Maidenhead, United Kingdom, SL6 7BZ.

### Basis of preparation

The financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom, including FRS 101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The Company's financial statements are presented in GBP Sterling, which is the Company's functional currency, and all values are rounded to the nearest one hundred thousand GBP Sterling, except when otherwise indicated.

The principal accounting policies, which have been applied consistently in the preparation of these financial statements, are set out below.

### Disclosure exemptions adopted

In preparing these financial statements the company has taken advantage of certain disclosure exemptions conferred by FRS 101 and has not provided:

- Additional comparative information as per IAS 1 Presentation of Financial Statements paragraph 38 in respect of a reconciliation of the number of shares outstanding at the start and end of the prior period.
- A statement of compliance with IFRS (a statement of compliance with FRS 101 is provided instead).
- Disclosures in relation to the objectives, policies and process for managing capital.
- Certain disclosures required under IFRS 15 Revenue from Contracts with Customers, including disaggregation of revenue, details of changes in contract assets and liabilities, and details of incomplete performance obligations.

### Cash flow statement

At 30 June 2024, the Company was a wholly owned subsidiary of Triton UK Midco Limited, which prepares publicly available consolidated financial statements including a consolidated cash flow statement. In accordance with FRS 101 paragraph 8(h), no cash flow statement is included in these financial statements.

### Consolidated financial statements

At 30 June 2024, the Company was a wholly owned subsidiary of Triton UK Midco Limited, which prepares publicly available consolidated financial statements in which the results of the Company are included. Therefore, the Company is taking advantage of the exemption, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated financial statements. The address of Triton UK Midco Limited's registered office is 51 Clivemont Road, Maidenhead, United Kingdom, SL6 7BZ.

### Related party transactions

As the Company is a wholly owned subsidiary of Triton UK Midco Limited, the Company has taken advantage of the exemption contained in FRS 101 paragraph 8(k) and has therefore not disclosed transactions with wholly owned subsidiaries which form part of the Group.

## **Notes to the financial statements continued**

### **1. Accounting policies continued**

#### **Financial instruments**

The Company does not actively utilise hedging instruments to manage either recognised or anticipated exposures expected to materialise. Financial assets and liabilities are categorised accordingly and measured at fair value.

During the year the Company entered into a foreign exchange forward contract which is marked to market as of the balance sheet date and any gains or losses are recognised in the Income Statement.

During the year the Company incurred a loss on forward foreign exchange contracts of £0.3m (2023: £1.2m) as measured at the balance sheet date. The £0.3m loss relates to additional loss incurred whilst settling the outstanding contracts from 2023 and there are no outstanding contracts as at 30 June 2024.

#### **Going concern**

The financial statements have been prepared on a going concern basis. The Company made a profit of £54.8m (2023: £8.8m) for the financial year after taxation and the net liabilities at 30 June 2024 were £64.8m (2023: 119.6m).

The Directors have undertaken an assessment of the Company's ability to continue as a going concern for the foreseeable future, which is regarded as the period ending 30 June 2026.

The Company remains reliant on support from its parent company, Triton UK Midco Limited. The Company has received written confirmation from Triton UK Midco Limited of its intention and ability to continue to provide financial support to the Company for the period to 30 June 2026. The Directors are also directors of Triton UK Midco Limited and, based on their knowledge and having made enquiries, the Directors believe that Triton UK Midco Limited has the ability to provide such financial support should this be required.

Accordingly, the Directors believe that it is appropriate to prepare the Company financial statements on a going concern basis.

#### **Foreign currency translation**

The Company financial statements are presented in GBP Sterling, which is the Company's presentational currency and the functional currency. Transactions in other currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a currency other than GBP Sterling are translated using the exchange rates as at the dates of the initial transactions.

#### **Income and deferred taxes**

The Company's tax charge is the sum of the total current and deferred tax charges calculated by reference to the legal requirements applying to each jurisdiction in which the Company operates. As an integral part of this process, the Company applies its judgement in order to determine the tax charge applying to those matters for which the final tax treatment is considered by the Company to be uncertain.

Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences are recognised in the period in which such determination is made.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits or offsetting deferred tax liabilities will be available against which the temporary difference can be utilised.

## Notes to the financial statements continued

### 1. Accounting policies continued

#### Investments

Investments in subsidiary undertakings are stated at cost less accumulated impairment losses.

Income from investments is included in the statement of comprehensive income only if received or declared and receivable.

The Company assesses at the end of each reporting period whether there is objective evidence that an investment in a subsidiary is impaired. An investment in a subsidiary or associate is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the investment in a subsidiary or associate that can reliably be measured.

#### Revenue from contracts with customers

The Company has applied IFRS 15: "Revenue from Contracts with Customers" in accounting for revenue.

Revenue represents the consideration received or receivable from customers for services and products provided and is stated excluding sales tax, trade discounts and other provisions (for example rebates and rights of return).

The Company recognises revenue when it satisfies a performance obligation by transferring control of a product or service to a customer. In assessing the application of IFRS 15, the Company identifies the separate performance obligations for each contractual arrangement.

#### Contract types

The Company's contracts typically include the following revenue streams:

##### ***Agreement type 1: Conditional access licence plus smart cards and support***

In these types of agreements, the Company delivers and receives fees for:

- An upfront licence to the customer (with associated hardware and software installation, integration and setup services to establish the licence for use with the customer's existing platforms and infrastructure).
- Smart cards and/or Set Top box (STB) licences.
- Support and maintenance.
- Warranties.

##### ***Agreement type 2: Development contracts***

In cases where a customer requests specific software and hardware, the Company enters into a development contract. Under this type of agreement, the Company is contracted and receives fees to:

- Develop bespoke software on a term or a perpetual licence based on the specifications provided by the customer.
- Deliver any hardware required for the development phase.
- Provide support and maintenance for developed or in-built customised software.

##### ***Agreement type 3: Manufacturers' royalty contracts***

In this type of agreement, the Company enters into a contract with either a manufacturer or an operator for the manufacture of decoders, Set Top Boxes (STBs) or other hardware (that incorporates Synamedia Intellectual Property (IP) or technology). In these type of contracts the Company is contracted to provide and receives fees for:

- A licence of its IP for which royalty income is earned based on the number of products manufactured/activated.
- Integration service for integrating the IP with the manufacturer's existing systems and network.

## Notes to the financial statements continued

### 1. Accounting policies continued

#### **Agreement type 4: Service/Cloud**

In this type of contract, Synamedia provides cloud-based digital video services (e.g. video recorder ("cDVR")) to the customer who in turn provides this to the end consumer. As a result, Synamedia is contracted and receives fees to:

- Provide Cloud-based software (including software upgrades) fees can be based on a minimum commitment and/or subscriber fees based on actual number of users.
- Provide related on-boarding and service desk support to the customer.
- Provide a service desk which could be web based or telephone support where the customer can log issues noted to the service.

#### **Performance obligations**

At contract inception, the separate performance obligations under the contract are determined and the total contract price, net of any amounts payable to the customer, is allocated between the separate performance obligations based on the relative standalone selling price, which may be estimated. The Company has not, to date, entered into any contracts with a significant financing element.

Revenue is recognised on completion of each performance obligation, either over time or at a point in time as applicable. Where performance obligations are satisfied over time, progress towards complete satisfaction of that performance obligation is measured using the most suitable method. The Company uses the percentage-of-completion method in accounting for long-term contracts. Use of the percentage-of-completion method requires the Company to estimate the services performed to date as a proportion of the total services to be performed. For in-progress long-term contracts the Company recognises revenue based on a comparison of the number of hours actually spent on the contract with the total number of hours expected to complete the contract, e.g. an input-based method to estimate the percentage-of-completion.

This method relies on estimates of total expected labour costs or total expected labour hours to complete the service, which are compared to labour costs or labour hours incurred to date, to arrive at an estimate of the percentage of revenue earned to date. Factors considered in the estimates include: changes in scope of the contracts, delays in reaching milestones, complexities in contract delivery, availability and retention of qualified professionals and/or the ability of the subcontractors to perform their obligation within agreed upon budget and timeframes. Management regularly reviews underlying estimates of total expected labour costs or hours.

Under agreement type 1, performance obligations in relation to delivery of licences and smart cards are satisfied at the point in time that each is delivered to the customer; support and maintenance is generally satisfied over time on a straight-line basis.

Under agreement type 2, the performance obligations in respect of both software development and support and maintenance are assumed to be satisfied over time; the performance obligations on hardware delivered are satisfied at a point in time.

Under agreement type 3, the performance obligation for the integration service is satisfied over time; royalty income arising from the provision of the licence is recognised on a usage basis.

Under agreement type 4, each month is treated as a distinct performance obligation, with each obligation assumed to be recognised over time.

#### **Key judgements**

The most significant judgements and sources of estimation uncertainty relate to ascertaining the relative standalone selling price and allocating this between the separate performance obligations, accounting for variable consideration and identifying contract modifications.

#### **Royalties**

Where revenue includes a usage-based element, for example under agreement type 3 above, revenue is recognised at the later of a) when the subsequent sales or usage occur; and b) the satisfaction or partial satisfaction of the performance obligation to which some or all of the sales or usage-based royalty has been allocated.

## **Notes to the financial statements continued**

### **1. Accounting policies continued**

#### **Cost of sales**

Cost of sales primarily consists of inventory or software and licence fees used in delivering the product or service to the customer. These costs are recognised in the income statement in the same period as the related revenue or over the period of the license fee if the license period has a shorter duration than the related revenue period.

The Company has not, to date, incurred any significant costs in obtaining contracts with customers.

#### **Cash and cash equivalents**

Cash and short-term deposits in the statement of financial position comprise cash at banks and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

#### **Property, plant and equipment**

Depreciation rates for each category of property, plant and equipment are as follows:

- Engineering and production equipment (lab and smart card related): 3 to 4 years
- Computer hardware and office equipment: 3 to 5 years
- Right-of-use properties: the shorter of the lease term or 7 years
- Leasehold improvements: the shorter of the lease term or 7 years

Depreciation is recognised on a straight-line basis over the estimated useful economic life. Depreciation begins when the asset is ready for use and ceases on disposal of the asset or at the end of its useful life, whichever is sooner.

The gain or loss on disposal is the difference between the net proceeds received and the carrying amount of the asset, together with any costs that will be necessarily incurred in removing the asset from its location at the end of its useful life.

#### **Intangible assets**

Intangible assets are initially recognised at cost. Subsequently, they are reported at cost less accumulated amortisation and impairment losses, if any.

Amortisation is recognised on a straight-line basis over the estimated useful economic life. The estimated useful economic lives and the amortisation method are reviewed at the end of the reporting period.

The useful lives applied by the Company are:

- Customer relationships: 6 to 8 years
- Technology: 7 years
- Trade names: 2 to 5 years
- Software: lower of licence term or 3 to 5 years

#### **Impairment testing for goodwill and intangible assets**

The Company assesses its other intangible assets and property, plant and equipment for indicators of impairment at least annually. If such indicators exist, the recoverable amount of the asset is estimated. The recoverable amount is the higher of the fair value, less costs of disposal and the value in use.

## **Notes to the financial statements continued**

### **1. Accounting policies continued**

#### **Inventory**

Inventories are valued at the lower of cost and net realisable value after allowance for obsolete and slow-moving goods.

Costs incurred in bringing each product to its present location and condition are accounted for, as follows:

Smart cards, Raw materials: purchase cost on a first-in/first-out basis.

Finished goods and work in progress: cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs.

Deferred cost of sales are also held within inventory until such time that the revenue is recognised, in line with the revenue recognition policy.

#### **Trade receivables**

Trade receivables are amounts due from customers for products sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at fair value in the year to which they relate. They are subsequently held at amortised cost, less any provision for expected credit losses. Provisions for expected credit losses are presented net with the related receivables on the balance sheet.

#### **Trade payables**

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate.

#### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments.

#### **Pensions**

The Company makes contributions for the benefit of employees to a defined contribution pension scheme. The amount charged to the income statement in respect of pension costs is the contributions payable in the year. Differences between the contributions payable in the year and contributions actually paid are shown either as accruals or prepayments as appropriate in the balance sheet.

The Company also has certain liabilities to a small number of current and former employees who are members of a closed unfunded UK defined benefit plan. The UK defined benefit scheme is managed by an insurance company, to which the Company makes annual contributions. The cost of providing benefits under the defined plan is determined using the projected unit credit method which attributes entitlement to benefits to the current year (to determine current service cost) and to the current and prior years (to determine the present value of defined benefit obligations) and is based on actuarial advice.

#### **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) resulting from a past event when it is probable that it will be required to transfer economic benefits to settle the obligation, and the amount of the obligation can be estimated reliably.

## Notes to the financial statements continued

### 1. Accounting policies continued

#### Provisions continued

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

#### Leases

The Company leases various offices and equipment. The Company applied IFRS 16 to leases previously considered to be operating leases. However, the Company applied the exemption to exclude short-term leases under 12 months or leases for items of low value. The Company considers items of a value less than £5,000 to be low value.

Lease liabilities are recognised based on the present value of the future value of the future lease payments, and a corresponding right-of-use asset is recognised. The right-of-use asset is depreciated over the shorter of the lease term or the useful life of the asset. Lease payments are apportioned between finance charges and a reduction of the lease liability.

Low value items and short-term leases with a term of 12 months or less are not required to be recognised on the balance sheet and payments made in relation to the leases are recognised on a straight-line basis in the income statement.

The right-of-use assets are measured at initial lease liabilities adjusted by lease payments made before the commencement date, indirect costs and cash incentives received. The right-of-use assets are depreciated on a straight-line basis over the expected lease term of the underlying asset.

#### Accounting developments

##### Standard and Interpretations adopted during the period

The following new and amended standards and interpretations were adopted by the entity for the first time for the annual reporting period commencing 26 June 2023:

- IFRS 17 Insurance Contracts – effective date 1 January 2023
- Definition of Accounting Estimates – Amendments to IAS 8 – effective date 1 January 2023
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2 – effective date 1 January 2023
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12 – effective date 1 January 2023
- International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12 – effective date 1 January 2023

The adoption of these amendments did not have a material impact on the Group's financial statements.

##### Standards and amendment to standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective:

- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - effective date 30 June 2025
- Amendments to IFRS 16: Lease Liability in a Sale and Leaseback – - effective date 30 June 2025
- Amendments to IAS 8: Definition of Accounting Estimates – effective date 30 June 2025

## Notes to the financial statements continued

### 1. Accounting policies continued

#### Accounting developments continued

- Amendments to IAS 7 and IFRS 7: Disclosures: Supplier Finance Arrangements – effective date 30 June 2025

Of these standards that are not yet effective, none are expected to have a material impact on the Group's financial statements in the period of initial application.

### 2. Critical accounting judgements and estimates

In the application of the Company's accounting policies, which are described in Note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

### Revenue

Application of the revenue accounting policies outlined in Note 1 requires management to make accounting estimates; in particular, management must apply judgement as to whether a sale includes multiple deliverables and how it values each unit and where deliverables are not sold separately how to apply fair value to the sale. The most significant judgements and sources of estimation uncertainty relate to ascertaining the relative standalone selling price and allocating this between the separate performance obligations, accounting for variable consideration and identifying contract modifications.

### Impairment

Application of the impairment accounting policies outlined in Note 1 requires management to make accounting estimates; in particular, management must apply judgement as to whether there are indicators of impairment. If such indicators exist, the recoverable amount of the asset is estimated. The recoverable amount is the higher of the fair value, less costs of disposal and the value in use.

### 3. Revenue

All revenue is derived from the Company's principal activity as described in the Strategic report. The analysis of the Company's revenue for the year from external customers based on location of customer is as follows:

Analysis of revenue by geography:

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
UK	86.2	87.6
Europe	24.1	30.3
Rest of world	41.0	53.4
<b>Total revenue</b>	<b>151.3</b>	<b>171.3</b>

Revenue recognised during the reporting period includes amounts derived from performance obligations that were satisfied, or partially satisfied, in previous periods.

## Notes to the financial statements continued

### 3. Revenue continued

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
<b>Deferred revenue</b>		
Opening balance	(7.1)	(9.3)
Deferred during the year	(147.6)	(169.1)
Recognised as revenue during the year	151.3	171.3
<b>Closing balance</b>	<b>(3.4)</b>	<b>(7.1)</b>
Current deferred revenue	(3.3)	(5.8)
Non-current deferred revenue	(0.1)	(1.3)
<b>Total deferred revenue</b>	<b>(3.4)</b>	<b>(7.1)</b>

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
Accrued income	6.6	11.1

### 4. Other operating income and expense

	Year ended 30 June 2024	Year ended 25 June 2023 (Restated)
	£m	£m
Services provided to other Group companies	42.9	39.9
Foreign exchange gain	–	13.4
Other income	–	0.3
<b>Total other operating income</b>	<b>42.9</b>	<b>53.6</b>
Foreign exchange loss	(0.6)	–
<b>Total other operating expense</b>	<b>(0.6)</b>	<b>–</b>

The comparative figures for the year ended 25 June 2023 have been amended to reflect the revised classification of foreign exchange gain from administrative expenses to other operating income. There was no impact on the total result for the financial year ended 25 June 2023.

## Notes to the financial statements continued

### 5. Administrative expenses

	Year ended 30 June 2024	Year ended 25 June 2023 (Restated)
	£m	£m
Research and development expenses	66.4	94.2
Personnel expenses	37.3	39.2
Intercompany trading – R&D and royalty expense	24.0	22.0
Amortisation	17.3	17.6
Depreciation	1.5	2.2
Rent, rates and facilities	2.4	1.3
Legal and professional fees	1.2	1.4
Auditor's remuneration	1.0	0.9
Expected credit loss	14.6	–
Other administrative expenses	2.5	10.8
<b>Total administrative expenses</b>	<b>168.2</b>	<b>189.6</b>

The comparative figures for the year ended 25 June 2023 have been amended to reflect the revised classification of foreign exchange gain from administrative expenses to other operating income. There was no impact on the total result for the financial year ended 25 June 2023.

No non-audit services were provided to the Company by the auditors during the year, and the auditors did not receive any benefits in kind. Additionally, the Company incurred audit fees on behalf of other group entities totaling less than £0.1m (2023: less than £0.1m), which have not been recharged.

### 6. Personnel expenses

Expenses related to services rendered by employees are recognised in the year in which the service is rendered. This includes wages and salaries, social security contributions, pension contributions, bonuses, termination payments and employee benefits.

Where payments of amounts due are outstanding at the end of the reporting period an accrual for the expense is recognised. Where payments have been made in advance prior to the end of the reporting period, a prepaid expense is recognised.

The Company operates a defined contribution pension and also contributes to a closed, unfunded defined benefit scheme managed by an insurance company (See note 21). The amounts charged to the income statement in respect of pension costs and other post-retirement benefits are the contributions payable in the year. Differences between contributions payable in the year and actually paid are shown in either prepayments or accruals at the balance sheet date.

### Average employee numbers

	Year ended 30 June 2024	Year ended 25 June 2023
Research and development staff	158	199
Selling, general and administrative staff	110	124
<b>Total employees</b>	<b>268</b>	<b>323</b>

## Notes to the financial statements continued

### 6. Personnel expenses continued

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
Wages and salaries (including redundancy costs)	26.9	26.5
Short-term employee benefits	2.4	3.1
Social security costs	3.7	3.8
Pension and other post-employment benefits	1.9	2.0
Contractor costs	2.4	3.8
<b>Total personnel expenses</b>	<b>37.3</b>	<b>39.2</b>

### 7. Directors' remuneration

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
Wages and salaries	1.4	1.2

There are no post-employment benefits for the directors (2023: None).

### Highest paid director

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
Wages and salaries	1.0	0.7

### 8. Finance income and expenses

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
Interest received	1.3	—
<b>Total finance income</b>	<b>1.3</b>	<b>—</b>
Interest on amounts due to Group companies	(9.4)	(3.2)
Lease interest	(0.3)	(0.1)
Foreign exchange derivative loss	—	(0.6)
<b>Total finance costs</b>	<b>(9.7)</b>	<b>(3.9)</b>

### 9. Other income

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
Income from shares in group undertakings	53.8	—

Other income relates to dividends received from subsidiaries, Synamedia India Private Limited and Synamedia Technologies Israel Limited, amounting to £53.8m (2023: Nil).

## Notes to the financial statements continued

### 10. Taxation

#### (a) Analysis of charge in the year

The tax charge in the financial year is made up as follows:

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
<b>Current tax</b>		
UK corporation tax	2.1	–
Current tax adjustment to prior years	(0.7)	1.0
Withholding taxes written off	4.8	1.5
	<b>6.2</b>	<b>2.5</b>
<b>Deferred tax</b>	–	–
<b>Total tax charge</b>	<b>6.2</b>	<b>2.5</b>

#### (b) Factors affecting current tax credit

The current tax assessed on the loss on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 25.0% (2023: 25.0%).

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
<b>Profit before taxation</b>	<b>61.0</b>	<b>11.3</b>
Corporation tax at standard rate	15.3	2.8
Income not taxable for tax purposes	(13.5)	–
Adjustment to tax charge in respect of prior years	1.4	1.0
Expenses admissible for deduction	(2.1)	–
Expenses not deductible for tax purposes	5.7	–
Group Relief (received)/surrendered	(4.2)	–
Deferred tax not recognised	(1.2)	(2.8)
Withholding taxes written off	4.8	1.5
<b>Total tax charge</b>	<b>6.2</b>	<b>2.5</b>

The Company has an unrecognised deferred tax asset of £22.2m (2023: £17.0m) which relates to losses carried forward of £18.2m and unutilised R & D credit of £4.0m. These losses have no fixed expiry date. The deferred tax asset on the tax losses has been recognised to the extent of deferred tax liability.

### 11. Investments in subsidiaries

	Year ended 30 June 2024	Year ended 25 June 2023
	£m	£m
<b>Cost and net book value</b>	<b>29.9</b>	<b>29.9</b>

The Directors have reviewed external and internal indications of impairment and concluded that there are no indicators of impairment.

## Notes to the financial statements continued

### 11. Investments in subsidiaries continued

The Company has the following subsidiaries:

Subsidiary name	Address	Country of incorporation	Financial year end	Ordinary shares held %
Beijing NDS Information technology Co Ltd	1	China	31 Dec	100%
Synamedia India Private Limited	2	India	31 Mar	100%
Synamedia Technologies Israel Limited	3	Israel	31 Dec	100%
Synamedia New Technologies Israel Limited	3	Israel	31 Dec	100%

### Principal place of business

1 RM1309 3 Zhongguancun Nandajie Haidian District Beijing 100081 China

2 Block 9A and 9B, Pritech Park SEZ, Sarjapur Outer Ring Road, Bellandur, Bangalore, Karnataka, 560103 India

3 16 Hartom Street, Building B, PO Box 23012, Har Hotzvim Jerusalem 9777516 Israel

### 12. Deferred taxation

The deferred tax included in the balance sheet is as follows:

	As at 30 June 2024 £m	As at 25 June 2023 £m
Accelerated tax depreciation	1.1	1.1
Tax losses	3.7	5.9
<b>Deferred tax assets</b>	<b>4.8</b>	<b>7.0</b>

	As at 30 June 2024 £m	As at 25 June 2023 £m
Intangible assets	(4.8)	(7.0)
<b>Deferred tax liabilities</b>	<b>(4.8)</b>	<b>(7.0)</b>

The deferred taxation movement during the year was:

	As at 25 June 2023 £m	Recognised in income £m	As at 30 June 2024 £m
Accelerated tax depreciation	1.1	–	1.1
Tax losses	5.9	(2.2)	3.7
Intangible assets	(7.0)	2.2	(4.8)
<b>Deferred tax</b>	<b>–</b>	<b>–</b>	<b>–</b>

## Notes to the financial statements continued

### 12. Deferred taxation continued

The deferred taxation movement during the prior year was:

	As at 22 June 2022	Recognised in income	As at 25 June 2023
	£m	£m	£m
Accelerated tax depreciation	1.0	0.1	1.1
Tax losses	7.8	(1.9)	5.9
Intangible assets	(8.8)	1.8	(7.0)
<b>Deferred tax</b>	<b>-</b>	<b>-</b>	<b>-</b>

### 13. Other non-current assets

	As at 30 June 2024	As at 25 June 2023
	£m	£m
Long-term deposits	2.0	2.6
Prepayments	0.2	-
<b>Total other non-current assets</b>	<b>2.2</b>	<b>2.6</b>

### 14. Intangible assets

	Customer relationships	Trade names and Brands	Technology	Software	Total
	£m	£m	£m	£m	£m
<b>Cost</b>					
<b>As at 26 June 2022</b>	64.8	10.5	57.5	12.1	144.9
Addition	-	-	-	0.9	0.9
<b>As at 25 June 2023</b>	64.8	10.5	57.5	13.0	145.8
Additions	-	-	-	-	-
Disposals	-	-	-	(3.5)	(3.5)
<b>As at 30 June 2024</b>	<b>64.8</b>	<b>10.5</b>	<b>57.5</b>	<b>9.5</b>	<b>142.3</b>
<b>Accumulated amortization</b>					
<b>As at 26 June 2022</b>	(29.7)	(10.5)	(30.2)	(10.1)	(80.5)
Charge for the year	(8.1)	-	(8.2)	(1.3)	(17.6)
<b>As at 25 June 2023</b>	<b>(37.8)</b>	<b>(10.5)</b>	<b>(38.4)</b>	<b>(11.4)</b>	<b>(98.1)</b>
Charge for the year	(8.1)	-	(8.2)	(0.9)	(17.2)
Disposals	-	-	-	3.5	3.5
<b>As at 30 June 2024</b>	<b>(45.9)</b>	<b>(10.5)</b>	<b>(46.6)</b>	<b>(8.8)</b>	<b>(111.8)</b>
<b>Net book value</b>					
Net book value as at 25 June 2023	27.0	-	19.1	1.6	47.7
Net book value as at 30 June 2024	18.9	-	10.9	0.7	30.5

## Notes to the financial statements continued

### 15. Property, plant and equipment

	Right-of use properties	Engineering and production equipment	Computer hardware and office equipment	Total
	£m	£m	£m	£m
<b>Cost</b>				
As at 26 June 2022	6.2	0.3	4.3	10.8
Additions	1.4	–	0.6	2.0
As at 25 June 2023	7.6	0.3	4.9	12.8
Additions	0.3	–	0.1	0.4
Disposals	(7.0)	–	(1.6)	(8.6)
As at 30 June 2024	0.9	0.3	3.4	4.6
<b>Accumulated amortization</b>				
As at 26 June 2022	(3.2)	(0.3)	(3.3)	(6.8)
Charge for the year	(1.6)	–	(0.6)	(2.2)
As at 25 June 2023	(4.8)	(0.3)	(3.9)	(9.0)
Charge for the year	(0.8)	–	(0.7)	(1.5)
Disposals	5.0	–	1.4	6.4
As at 30 June 2024	(0.6)	(0.3)	(3.2)	(4.1)
<b>Net book value</b>				
Net book value as at 25 June 2023	2.8	–	1.0	3.8
Net book value as at 30 June 2024	0.3	–	0.2	0.5

### 16. Trade and other receivables

	As at 30 June 2024 £m	As at 25 June 2023 £m
<b>Current</b>		
Trade receivables	25.3	21.6
Prepayments and accrued income	9.5	14.4
Other receivables	6.2	0.7
Amount owed by Group undertakings	14.5	58.5
<b>Total trade and other receivables</b>	<b>55.5</b>	<b>95.2</b>

Amounts owed by Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand. These amounts are stated after an expected credit loss of £13.9m (2023: nil).

Trade receivables are stated after expected credit loss provision of £3.4m (2023: £4.0m).

## Notes to the financial statements continued

### 17. Inventories

	As at 30 June 2024 £m	As at 25 June 2023 £m
Smart cards and their components	2.5	4.5
Contract work-in-progress	0.1	0.2
<b>Total inventories</b>	<b>2.6</b>	<b>4.7</b>

Smart cards and their components are considered to be in the state of work-in-progress. There is no material difference between the balance sheet value of smart cards and their components and their replacement cost.

During 2024, £3.5m (2023: £5.3m) was recognised as an expense for inventories carried at net realisable value. This is recognised in cost of sales.

The comparative figures as at 25 June 2023 have been amended to correct a rounding error. There was no impact on the overall balance sheet for the financial year ended 25 June 2023, the total Smart cards and their components was amended from £4.6m to £4.5m.

### 18. Cash and cash equivalents

	As at 30 June 2024 £m	As at 25 June 2023 £m
Cash at banks and on hand	0.1	0.1
Short-term deposits	52.1	5.5
<b>Total cash and cash equivalents</b>	<b>52.2</b>	<b>5.6</b>

As of June 2024, the Company held short-term deposits amounting to £52.1m (2023: £5.5m), which represents a material portion of the Company's total cash and cash equivalents.

### 19. Trade and other payables

	As at 30 June 2024 £m	As at 25 June 2023 £m
Amounts owed to Group undertakings	84.8	270.0
Accruals and deferred income	14.5	20.0
Social security and other taxes	2.1	5.0
Trade payables	1.7	4.5
Lease liabilities	0.8	1.4
Dilapidation provisions < 1 year	–	0.1
<b>Total trade and other payables</b>	<b>103.9</b>	<b>301.0</b>

The Amounts owed to Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand. However, amounts owed to Israel are subject to the midpoint 1M and 3M Tel-Aviv interbank (Telbor) rate of interest, charged monthly.

## Notes to the financial statements continued

### 19. Trade and other payables continued

#### Derivative financial instrument

During the prior year, the position of the foreign exchange forward contract is marked-to-market as of the balance sheet date and any gains or losses are recognised in the Income Statement. Accordingly, we have compared the spot rate as at the balance sheet date against the foreign exchange rate agreed with the bank at the settlement date. The maturity date was 30 September 2023. The Company has not adopted hedge accounting.

During the year the Company incurred a loss on foreign exchange forward contracts of £0.3m (2023: £1.2m), as measured at the balance sheet date. The £0.3m loss relates to additional loss incurred whilst settling the outstanding contracts from 2023 and there are no outstanding contracts as at 30 June 2024.

The comparative figures as at 25 June 2023 have been restated to disclose deferred revenue separately to trade and other payables for presentation requirements per IAS 1. There was no impact on the overall financial liability position as at 25 June 2023.

### 20. Trade and other payables due after one year

	As at 30 June 2024	As at 25 June 2023
	£m	£m
Amounts owed to Group undertakings	131.4	–
Deferred income	0.1	1.3
Other accruals	0.8	0.7
Lease liabilities	0.2	2.2
<b>Total trade and other payables due after one year</b>	<b>132.5</b>	<b>4.2</b>

The amounts owed to Group undertakings includes £125.0m owing to the immediate parent entity, Synamedia Holdings Limited, which is unsecured and repayable upon expiration of the loan term, 5 December 2028. Interest accrues on the Bank of England base rate +2% per annum.

The balance also includes £6.4m owed to a fellow subsidiary, Synamedia Vividtec Holdings Inc, which is unsecured and repayable upon expiration of the loan term, 5 December 2028. Interest accrues on the US Federal Reserve's Central Bank base rate +2% per annum.

The table below summarises the maturity analysis of lease liabilities based on contractual undiscounted payments.

	As at 30 June 2024	As at 25 June 2023
	£m	£m
Less than one year	0.8	1.4
One to five years	0.5	2.2
<b>Total lease payments</b>	<b>1.3</b>	<b>3.6</b>

The Company had total cash outflows for leases of £1.9m (2023: £1.8m). The rent expense relating to short-term leases of low value assets not capitalised is £2.4m (2023: £1.3m).

### 21. Provisions

	As at 30 June 2024	As at 25 June 2023
	£m	£m
Unfunded pension obligations	1.0	0.9
Dilapidation provisions	0.5	1.8
Restructuring provisions	0.3	–
<b>Total provisions</b>	<b>1.8</b>	<b>2.7</b>

## Notes to the financial statements continued

### 21. Provisions continued

	Unfunded pension obligations £m	Dilapidations £m	Restructuring provision £m	Total £m
As at 25 June 2023	0.9	1.8	–	2.7
Released/utilized in the year	(0.1)	(1.4)	–	(1.6)
Arising during the year	0.2	0.1	0.3	0.7
<b>As at 30 June 2024</b>	<b>1.0</b>	<b>0.5</b>	<b>0.3</b>	<b>1.8</b>
Current	–	–	–	–
Non-current	1.0	0.5	0.3	1.8
<b>As at 30 June 2024</b>	<b>1.0</b>	<b>0.5</b>	<b>0.3</b>	<b>1.8</b>

#### Dilapidations

Dilapidation provisions represent the liabilities incurred to date in order to restore the leased properties to their original state at the end of the lease terms.

#### Unfunded pension obligations

The Company's obligation is in respect of two individuals under the News International Unfunded Pension and Life Assurance Plan (NIUPLAP). The scheme has been closed for a number of years and is unfunded. Therefore, no plan assets exist. NIUPLAP is managed by an insurance company, to which the Company makes annual contributions. The costs of providing benefits under defined plan is determined using the projected unit credit method which attributes entitlement to benefits to the current year and to current and prior years and is based on actuarial advice.

#### Restructuring

Restructuring provisions include the costs expected to be incurred to restructure the business and right-size for the future. It includes redundancy and severance costs associated with the reduction in the workforce, site closure costs and contract termination costs.

### 22. Called-up share capital

	Nominal value £	Number of shares	Par value £
Balance as 30 June 2024 and 25 June 2023	0.00002412	41,465,202	1,000

All shares are authorised and fully paid.

### 23. Ultimate controlling party

Since 28 October 2018, the immediate parent company has been Synamedia Holdings Limited, a company incorporated in England and Wales, and the ultimate controlling party has been Permira funds, a private equity investor. Triton UK Midco Limited, registered at 51 Clivemont Road, Maidenhead, United Kingdom, SL6 7BZ, is the parent of the smallest and largest group in which the Company's financial statements are consolidated.

All of the Company's assets are pledged as security to the lender as collateral for Synamedia Group borrowings held by Synamedia Americas Holdings Inc and Triton Newco 2 Limited.

### 24. Post balance sheet events

No post balance sheet events have occurred between the balance sheet date 30 June 2024 and the date of authorisation of these financial statements for issue which would result in adjustments to the financial statements being needed.