

Exiger Limited

Company Number 08613726

Annual Report - 31 December 2024

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Exiger Limited
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Exiger Limited
Corporate directory
31 December 2024

Directors

B L Daniels
M B Hibbard
E Cherkasky
A Statsky

Registered office

30 Churchill Place
Canary Wharf
London
E14 5RE

Auditor

Crowe U.K. LLP
55 Ludgate Hill
London
EC4M 7JW

Exiger Limited
Strategic report
31 December 2024

The directors present their strategic report on the Group for the year ended 31 December 2024.

Principal activities

During the financial year the principal continuing activities of the Group consisted of the provision of risk and supply chain visibility software and technology-enabled services.

Review of operations

During the financial year, Exiger continued to strengthen its position as a global leader in AI-enabled supply chain risk management. The Group made meaningful progress in executing its strategy to scale its technology platform, deepen customer relationships, and enhance operational efficiency. The year was characterised by sustained demand for technology-driven solutions, continued regulatory and geopolitical complexity, and a focus on strengthening the organisation to support long-term growth.

On 4 July 2024, Exiger acquired all of the issued and outstanding shares of Versed AI Limited to expand existing markets and services. The acquired business did not contribute material revenues or profit after tax for the period from 4 July 2024 to 31 December 2024.

On 12 July 2024, Exiger acquired certain assets and liabilities used in the operations of aDolus Technology Inc. and aDolus Inc to expand existing markets and services. The acquired businesses did not contribute material revenues or profit after tax for the period from 12 July 2024 to 31 December 2024.

In June 2023, Exiger entered into an agreement to sell its state & local advisory business in an asset sale to CohnReznik, LLP. In October 2023, Exiger Holdings entered into an agreement to sell its commercial advisory business to Capgemini America, Inc. In 2024, contingent elements of the sales were finalized, resulting in a gain.

Principal risks and uncertainties

Reputational risk

The brand and reputation of the Company and the Group is essential to the continued successful operation in the marketplace. Any proven or even alleged misconduct by the Group or its employees could be significantly detrimental to business prospects.

Reliance on key individuals and personnel

The success of the Group depends on its ability to recruit and retain high quality and experienced staff. The loss of the services of key personnel or the inability to attract additional qualified personnel as the Group grows could have an adverse effect on the Group's business, financial condition and trading results.

Financial risks

The Group's activities expose it to a variety of financial risks. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate risk and ageing analysis for credit risk.

Exposure to price, credit, liquidity and cash flow risk

The Group is not exposed to any significant price risk.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral. The Group has a credit risk exposure with two customers, who as at 31 December 2024 owed the Group £2.7 million (29% of trade receivables) (2023: £2.0 million (25% of trade receivables)). No impairment was made as at either year end. There are no guarantees against this receivable but management closely monitors the receivable balance on a monthly basis and is in regular contact with this customer to mitigate risk.

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly Cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable. The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Likely future developments

The Company remains confident in its strategy and long-term growth drivers. The regulatory environment, increasing complexity of global supply chains, and rapid adoption of AI-enabled risk solutions continue to provide strong tailwinds. Exiger is well positioned to capitalise on these opportunities through continued innovation, operational discipline, and deepened customer engagement.

The Group's priorities for the coming year include expanding the capabilities of its technology platform, accelerating go-to-market initiatives, and advancing operational excellence programmes. While macroeconomic uncertainty persists, the Company believes its diversified product portfolio, strong client base, and ongoing investment in technology will support continued growth.

Section 172(1) statement

The Directors, in line with their duties under s172 of the Companies Act 2006, act in a way 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 with regard to the following matters:

Elements of s172(1)	Response
The likely consequences of any decision in the long term	Management has reasonable short-to-medium-term visibility of the business. Despite our best efforts, there will always be uncertain factors outside the control of the Company and forecasting can never take into account unknown future economic, legal or regulatory changes which could impact the business and the markets in which it operates. The Board can confirm that they have a reasonable expectation that the Company will continue to operate and meet its liabilities as they fall due as part of the going concern assessments.
The interest of the company's employees	The Company understands that the success of our business strategy is critically dependent upon the involvement of our employees. We appreciate that employee engagement and well-being not only benefit our employees but also have a direct impact upon the performance of our business and we seek to achieve that engagement in several ways. The Board's strategic goals are communicated to all of our managers who are encouraged to develop their teams through training and feedback to ensure they can best deliver on those goals.
The need to foster the company's business relationships with suppliers, customers and others	We understand the importance of fostering strategic relationships with our suppliers, customers and others to help us improve the process of delivering value to our customers.
The impact of the company's operation on the community and the environment	We actively encourage all employees to be socially active and participate in volunteering activities in the local community. We support these endeavours through committees that have raised money for causes identified by employees.
The desirability of the company maintaining a reputation for high standards of business conduct	Exiger's values are Mission Inspired, Imagination Driven, Trust Anchored and Compassion Focused. Our mission is to make the world a safer and more transparent place to succeed. It is these ideals which drive the Company and its employees to operate at a high standard.
The need to act fairly between members of the company	As part of the Board's decision-making process, the Board and its senior management consider the potential impact of decisions on relevant internal and external stakeholders while also having regard to broader factors.

Exiger Limited
Strategic report
31 December 2024

This report is made in accordance with a resolution of directors.

On behalf of the directors

Matthew Hibbard

Matthew Hibbard
Director

8 May 2026

Exiger Limited
Directors' report
31 December 2024

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Exiger Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 December 2024.

Directors

The following persons were directors of Exiger Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

B L Daniels
M B Hibbard
E Cherkasky – appointed 1 January 2026
A Statsky – appointed 1 January 2026
M G Thieberg – resigned 1 January 2026
S Beede – resigned 29 February 2024

Dividends

Dividends paid during the financial year were as follows:

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Dividend for the year ended 31 December 2024 £37,893 per ordinary share	25,275	-	25,275	-

Review of operations

The loss for the Group after providing for income tax amounted to £74,933,000 (31 December 2023: profit of £29,733,000).

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely future developments

Information on likely future developments of the Group are disclosed in the strategic report.

Financial instruments

Information on the Group's financial instruments are disclosed in the strategic report.

Charitable and political donations

No charitable or political donations were made during the year.

Disabled employees

Due to the size of the Group, no policy for the employment of disabled persons has been established.

Exiger Limited
Directors' report
31 December 2024

Streamlined Energy and Carbon Reporting

The company qualifies for the low energy use exemption under the Streamlined Energy and Carbon Reporting (SECR) framework, as its UK energy consumption during the reporting period was less than 40,000 kWh.

Accordingly, the company is not required to provide detailed energy and carbon information. The directors confirm that the company has considered its energy use and determined that it falls below the statutory threshold.

Indemnity of directors

The Company has indemnified the directors of the Company for costs incurred, in their capacity as a director, for which they may be held personally liable, except where there is a lack of good faith.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Group's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

The auditor Crowe U.K. LLP continues in office.

This report is made in accordance with a resolution of directors.

On behalf of the directors

Matthew Hibbard

Matthew Hibbard
Director

8 May 2026

Exiger Limited
Directors' responsibilities statement
31 December 2024

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards ('IFRS'). 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 Group and Company and the profit or loss of the Group for that year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether UK adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and 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 Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Exiger Limited

Independent auditor's report to the members of Exiger Limited

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EXIGER LIMITED

Opinion

We have audited the financial statements of Exiger Limited (the "parent company") and its subsidiaries (the "group") for the year ended 31 December 2024 which comprise the consolidated statements of profit or loss and other comprehensive income, consolidated statements of financial position, company statements of financial position, group and company statements of changes in equity, group and company statements of cash flows and notes to the financial statements, including material accounting policies. The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and UK-adopted international accounting standards.

In our opinion the financial statements:

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group 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 group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

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

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

Exiger Limited
Independent auditor's report to the members of Exiger Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- 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 8, 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 group's and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

We obtained an understanding of the legal and regulatory frameworks within which the company and group operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals and reviewing accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing noncompliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

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

Exiger Limited
Independent auditor's report to the members of Exiger Limited

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.



Steve Gale FCA
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London

8 May 2026

Exiger Limited
Consolidated statements of profit or loss and other comprehensive income
For the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Revenue	4	51,359	45,942
Other income	5	-	207
Expenses			
Administration		<u>(130,101)</u>	<u>(36,669)</u>
Operating profit/(loss)		(78,742)	9,480
Interest income		24	7
Interest expense		<u>(37)</u>	<u>(21)</u>
Profit/(loss) before tax from continuing operations		(78,755)	9,466
Tax	9	<u>(772)</u>	<u>435</u>
Profit/(loss) after tax from continuing operations		(79,527)	9,901
Profit after tax from discontinued operations	10	<u>4,773</u>	<u>20,637</u>
Profit/(loss) after tax for the year attributable to the owners of Exiger Limited		<u>(74,754)</u>	<u>30,538</u>
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		<u>(179)</u>	<u>(805)</u>
Other comprehensive income for the year		<u>(179)</u>	<u>(805)</u>
Total comprehensive income for the year attributable to the owners of Exiger Limited		<u>(74,933)</u>	<u>29,733</u>
Total comprehensive income for the year is attributable to:			
Continued operations		(79,706)	9,096
Discontinued operations		<u>4,773</u>	<u>20,637</u>
		<u>(74,933)</u>	<u>29,733</u>

The above statements of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Exiger Limited
(Company Number: 08613726)
Consolidated statements of financial position
As at 31 December 2024

	Note	31 December 2024 £'000	31 December 2023 £'000	1 January 2023 £'000
Assets				
Non-current assets				
Trade and other receivables	11	233	254	260
Other financial assets	12	-	1,100	-
Property, plant and equipment	13	400	193	272
Right-of-use assets	14	924	1,369	827
Intangibles	15	22,253	11,400	9,024
Total non-current assets		<u>23,810</u>	<u>14,316</u>	<u>10,383</u>
Current assets				
Cash and cash equivalents		4,378	2,629	4,446
Trade and other receivables	11	<u>103,529</u>	<u>135,806</u>	<u>82,560</u>
Total current assets		<u>107,907</u>	<u>138,435</u>	<u>87,006</u>
Total assets		<u>131,717</u>	<u>152,751</u>	<u>97,389</u>
Liabilities				
Non-current liabilities				
Trade and other payables	16	1,238	1,262	1,585
Lease liabilities	17	<u>720</u>	<u>801</u>	<u>435</u>
Total non-current liabilities		<u>1,958</u>	<u>2,063</u>	<u>2,020</u>
Current liabilities				
Trade and other payables	16	217,393	144,535	118,994
Lease liabilities	17	231	609	418
Deferred taxation		-	-	146
Total current liabilities		<u>217,624</u>	<u>145,144</u>	<u>119,558</u>
Total liabilities		<u>219,582</u>	<u>147,207</u>	<u>121,578</u>
Net assets/(liabilities)		<u>(87,865)</u>	<u>5,544</u>	<u>(24,189)</u>
Equity				
Issued capital	19	1	1	1
Foreign Exchange Translation		(642)	(463)	342
Reserves	18	6,799	-	-
Retained earnings		<u>(94,023)</u>	<u>6,006</u>	<u>(24,532)</u>
Total equity/(deficiency)		<u>(87,865)</u>	<u>5,544</u>	<u>(24,189)</u>

These accounts were approved by the board and signed on its behalf by:

Matthew Hibbard

Matthew Hibbard
Director

8 May 2026

The above statements of financial position should be read in conjunction with the accompanying notes

Exiger Limited
(Company Number: 08613726)
Company statements of financial position
As at 31 December 2024

	Note	31 December 2024 £'000	31 December 2023 £'000	1 January 2023 £'000
Assets				
Non-current assets				
Trade and other receivables	11	43	44	43
Other financial assets	12	29,877	17,655	16,555
Property, plant and equipment	13	8	27	85
Right-of-use assets	14	17	219	332
Intangibles	15	1,175	587	-
Total non-current assets		<u>31,120</u>	<u>18,532</u>	<u>17,015</u>
Current assets				
Cash and cash equivalents		714	350	1,028
Trade and other receivables	11	<u>44,362</u>	<u>48,544</u>	<u>25,773</u>
Total current assets		<u>45,076</u>	<u>48,894</u>	<u>26,801</u>
Total assets		<u>76,196</u>	<u>67,426</u>	<u>43,816</u>
Liabilities				
Non-current liabilities				
Trade and other payables	16	65	65	231
Lease liabilities	17	<u>21</u>	<u>20</u>	<u>-</u>
Total non-current liabilities		<u>86</u>	<u>85</u>	<u>231</u>
Current liabilities				
Trade and other payables	16	73,786	46,002	37,091
Lease liabilities	17	-	211	-
Deferred taxation		<u>-</u>	<u>-</u>	<u>161</u>
Total current liabilities		<u>73,786</u>	<u>46,213</u>	<u>37,252</u>
Total liabilities		<u>73,872</u>	<u>46,298</u>	<u>37,483</u>
Net assets/(liabilities)		<u>2,324</u>	<u>21,128</u>	<u>6,333</u>
Equity				
Issued capital	19	1	1	1
Reserves	18	5,222	-	-
Retained earnings		<u>(2,899)</u>	<u>21,127</u>	<u>6,332</u>
Total equity		<u>2,324</u>	<u>21,128</u>	<u>6,333</u>

The Company has taken the exception from presenting its profit and loss account under section 408 of the Companies Act 2006. The profit after tax of the parent company for the year was £1,249,000 (2023: £14,795,000).

These accounts were approved by the board and signed on its behalf by:

Matthew Hibbard

Matthew Hibbard
Director

8 May 2026

The above statements of financial position should be read in conjunction with the accompanying notes

Exiger Limited
Statements of changes in equity
For the year ended 31 December 2024

Group	Issued Capital £'000	Foreign Exchange Translation £'000	Reserves £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2023	1	342	-	(24,532)	(24,189)
Profit after tax	-	-	-	30,538	30,538
Other comprehensive income for the year	-	(805)	-	-	(805)
Total comprehensive income for the year	-	(805)	-	30,538	29,733
Balance at 31 December 2023	1	(463)	-	6,006	5,544
Loss after tax	-	-	-	(74,754)	(74,754)
Other comprehensive income for the year	-	(179)	-	-	(179)
Total comprehensive income for the year	-	(179)	-	(74,754)	(74,933)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions (note 18)	-	-	4,372	-	4,372
Share-based payments (note 26)	-	-	2,427	-	2,427
Dividends paid (note 20)	-	-	-	(25,275)	(25,275)
Balance at 31 December 2024	1	(642)	6,799	(94,023)	(87,865)

Company	Issued Capital £'000	Reserves £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2023	1	-	6,332	6,333
Profit after tax	-	-	14,795	14,795
Total comprehensive income for the year	-	-	14,795	14,795
Balance at 31 December 2023	1	-	21,127	21,128
Profit after tax	-	-	1,249	1,249
Total comprehensive income for the year	-	-	1,249	1,249
<i>Transactions with owners in their capacity as owners:</i>				
Contributions (note 18)	-	4,372	-	4,372
Share-based payments (note 26)	-	850	-	850
Dividends paid (note 20)	-	-	(25,275)	(25,275)
Balance at 31 December 2024	1	5,222	(2,899)	2,324

The above statements of changes in equity should be read in conjunction with the accompanying notes

Exiger Limited
Statements of cash flows
For the year ended 31 December 2024

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Cash flows from operating activities				
Profit/(loss) before tax from continuing operations	(78,755)	9,466	1,249	14,795
Profit before tax from discontinued operations	4,773	22,091	-	-
Profit/(loss) before tax	(73,982)	31,557	1,249	14,795
Adjustments for:				
Amortisation of intangibles	7,272	54	24	-
Write off of goodwill	1,242	-	-	-
Amortisation of right of use assets	574	-	202	-
Depreciation of tangible assets	113	187	23	58
Share-based compensation	2,427	-	850	-
Increase/(decrease) in trade payables and other	72,406	(53,782)	27,784	9,305
(Increase)/decrease in trade receivables and other	32,503	24,321	4,183	(22,772)
Foreign exchange	250	737	-	-
Taxation charge	(772)	(1,019)	-	(560)
	42,033	2,055	34,315	826
Net corporate tax refunded	-	289	-	-
Net cash from operating activities	42,033	2,344	34,315	826
Cash flows from investing activities				
Purchase of intangible assets	(6,051)	(2,769)	(612)	(255)
Purchase of tangible fixed assets	(320)	(108)	(4)	-
Acquisition of businesses, net of cash acquired	(13,471)	-	-	-
Purchase/(Sale) of investments	1,100	(1,100)	(12,222)	(1,100)
Net cash from investing activities	(18,742)	(3,977)	(12,838)	(1,355)
Cash flows from financing activities				
Contributions	4,372	-	4,372	-
Payment of principal of lease liabilities	(639)	(184)	(210)	(149)
Payment of dividends	(25,275)	-	(25,275)	-
Net cash from financing activities	(21,542)	(184)	(21,113)	(149)
Net increase/(decrease) in cash and cash equivalents	1,749	(1,817)	364	(678)
Cash and cash equivalents at the beginning of the financial year	2,629	4,446	350	1,028
Cash and cash equivalents at the end of the financial year	4,378	2,629	714	350

The above statements of cash flows should be read in conjunction with the accompanying notes

Exiger Limited
Notes to the financial statements
31 December 2024

Note 1. General Information

Exiger Limited is a private company, limited by shares, incorporated in England and Wales with company number 08613726. Its registered office is 30 Churchill Place, Canary Wharf, London, United Kingdom, E14 5RE.

Note 2. Material accounting policy information

The accounting policies that are material to the Group are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

Basis of preparation

The consolidated financial statements have been prepared in accordance with UK adopted International Financial Reporting Standards ('IFRS') and the Companies Act 2006. The consolidated financial statements have been prepared under the historical cost convention, as modified, where appropriate, by the revaluation of financial assets and financial liabilities (including derivatives) at fair value through profit and loss.

Rounding of amounts

Amounts in this report have been rounded off to the nearest thousand pounds, or in certain cases, the nearest pound.

First-time adoption of IFRS

These financial statements are the entity's first annual financial statements prepared in accordance with UK adopted International Financial Reporting Standards (IFRS). All UK adopted IFRS standards effective as at 31 December 2024 have been applied for the first time. The entity has adopted IFRS 1 First-time Adoption of International Financial Reporting Standards, which requires retrospective application of all applicable standards and interpretations, subject to certain optional exemptions and mandatory exceptions. As a result, all previously applied accounting policies under UK GAAP have been replaced with IFRS-compliant policies.

The transition date to IFRS is 1 January 2023, and comparative information for the year ended 31 December 2023 has been restated accordingly. In accordance with IFRS 1, reconciliations of equity as at 1 January 2023 and 31 December 2023, and of total comprehensive income for the year ended 31 December 2023, are presented in the notes to these financial statements to explain the impact of the transition from UK GAAP to IFRS.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Accounting Standards that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 31 December 2024. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

IFRS 18 Presentation and Disclosure in Financial Statements

This standard is applicable to annual reporting periods beginning on or after 1 January 2027 and early adoption is permitted. The standard replaces IAS 1 'Presentation of Financial Statements', with many of the original disclosure requirements retained and there will be no impact on the recognition and measurement of items in the financial statements. But the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The standard introduces two mandatory sub-totals in the statement: 'Operating profit' and 'Profit before financing and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on grouping of information (aggregation and disaggregation), including whether to present this information in the primary financial statements or in the notes. The Group will adopt this standard from 1 January 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

Going Concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

CPEX Holdings, LP has indicated that it does not intend to seek repayment of these amounts currently due to the group during the going concern assessment period. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Note 2. Material accounting policy information (continued)

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's and Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Exiger Limited ('Company' or 'parent entity') as at 31 December 2024 and the results of all subsidiaries for the year then ended. Exiger Limited and its subsidiaries together are referred to in these financial statements as the 'Group'.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Interests in subsidiaries are accounted for at cost, less any impairment, in the parent entity. Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Foreign currency translation

The financial statements are presented in Pound sterling, which is Exiger Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Pound sterling using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Pound sterling using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Pound sterling using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Note 2. Material accounting policy information (continued)

Revenue recognition

The Group recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Rendering of services

Revenue from subscription, research report and other related services are typically recognised over time as the Group satisfies its performance obligations.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Tax

The tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Note 2. Material accounting policy information (continued)

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Discontinued operations

A discontinued operation is a component of the Group that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no right at the end of the reporting period to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Contract assets

Contract assets are recognised when the Group has transferred goods or services to the customer but where the Group is yet to establish an unconditional right to consideration. Contract assets are treated as financial assets for impairment purposes.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Fixtures, fittings and equipment	2-5 years
Office equipment	2-5 years
Leasehold improvements	Over the life of the lease

Note 2. Material accounting policy information (continued)

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

Right-of-use assets that meet the definition of investment property are measured at fair value where the Group has adopted a fair value measurement basis for investment property assets.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Patents and trademarks

Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Customer contracts

Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

Software

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

Note 2. Material accounting policy information (continued)

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Contract liabilities

Contract liabilities represent the Group's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the goods or services to the customer.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Provisions

Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

Note 2. Material accounting policy information (continued)

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Monte-Carlo Simulation or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either a Monte-Carlo Simulation or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Equity-settled awards by the parent to employees of subsidiaries are recognised in the parent's individual financial statements as an increase in investment in the subsidiary with a corresponding credit to equity and not as a charge to profit or loss. The investment in subsidiary is reduced by any contribution by the subsidiary.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Note 2. Material accounting policy information (continued)

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Dividends

Dividends are recognised when declared during the financial year and no longer at the discretion of the Company.

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Monte-Carlo Simulation or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Fair value measurement hierarchy

The Group is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Estimation of useful lives of assets

The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Goodwill and other indefinite life intangible assets

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 2. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Employee benefits provision

As discussed in note 2, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Lease make good provision

A provision has been made for the present value of anticipated costs for future restoration of leased premises. The provision includes future cost estimates associated with closure of the premises. The calculation of this provision requires assumptions such as application of closure dates and cost estimates. The provision recognised for each site is periodically reviewed and updated based on the facts and circumstances available at the time. Changes to the estimated future costs for sites are recognised in the statement of financial position by adjusting the asset and the provision. Reductions in the provision that exceed the carrying amount of the asset will be recognised in profit or loss.

Warranty provision

In determining the level of provision required for warranties the Group has made judgements in respect of the expected performance of the products, the number of customers who will actually claim under the warranty and how often, and the costs of fulfilling the conditions of the warranty. The provision is based on estimates made from historical warranty data associated with similar products and services.

Business combinations

As discussed in note 2, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

Note 4. Revenue

	Group	
	2024	2023
	£'000	£'000
Revenue - continuing operations	51,359	45,942
Revenue - discontinuing operations	-	7,306
	<u>51,359</u>	<u>53,248</u>

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

	Group	
	2024	2023
	£'000	£'000
<i>Class of business</i>		
Advisory services	-	7,306
Due diligence and related services	51,359	45,942
	<u>51,359</u>	<u>53,248</u>

Geographical regions

United Kingdom	-	6,726
Canada	47,701	42,094
Rest of World	3,658	4,428
	<u>51,359</u>	<u>53,248</u>

Exiger Limited
Notes to the financial statements
31 December 2024

Note 5. Other income

	Group	
	2024	2023
	£'000	£'000
Net fair value gain on other financial assets	-	207

Note 6. Operating profit/(loss)

Operating profit is stated after charging/(crediting):

	Group	
	2024	2023
	£'000	£'000
Research and development	8,804	7,483
Depreciation of tangible fixed assets	113	187
Amortisation of intangibles	5,448	54
Amortisation of right of use assets	574	589
Operating lease rentals	114	160
Deal costs	865	-
Foreign exchange differences	462	463

Note 7. Employee and director benefits expense

The average number of employees during the year was as follows:

	Group	
	2024	2023
Administration	450	410

The employee benefits expense during the year was as follows:

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Wages and salaries	17,008	17,872	3,177	4,794
Social security costs	418	637	302	544
Pension costs	641	565	172	164
Share-based payments	2,427	-	849	-
Total employee benefits expense	20,494	19,074	4,500	5,502

No remuneration was paid to the directors by the Group in 2024 or 2023.

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Note 8. Auditor remuneration

During the financial year the following fees were paid or payable for services provided by Crowe U.K. LLP, the auditor of the Company, and its associates:

	Group	
	2024 £'000	2023 £'000
<i>Audit services</i>		
Audit of the financial statements	50	39

Note 9. Income tax expense

	Group	
	2024 £'000	2023 £'000
<i>Income tax expense</i>		
Current tax	-	1,454
Adjustment recognised for prior periods	-	(370)
Foreign tax on income in the year	772	96
Deferred tax - origination and reversal of temporary differences	-	(161)
Aggregate income tax expense	772	1,019
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit/(loss) before income tax (expense)/benefit from continuing operations	(78,755)	9,466
Profit before income tax expense from discontinued operations	4,773	20,637
	(73,982)	30,103
Tax at the statutory tax rate of 25% (2023: 23.52%)	(18,496)	7,340
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Impact of overseas tax rate	2,988	257
Income not taxable	-	(6,047)
Expenses not deductible for tax purposes	16,280	-
Timing differences	-	(161)
	722	1,389
Adjustment recognised for prior periods	-	(370)
Income tax expense	772	1,019

The Group has applied the temporary mandatory exception under the amendments to IAS 12 and does not recognise or disclose information about deferred tax assets and liabilities related to Pillar Two income taxes.

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Note 10. Discontinued operations

In October 2023, the Company entered into an agreement to sell its commercial advisory business to Capgemini America, Inc. The Company did not retain any ownership interests in the divested business. The financial position and results of operations of the divested business are presented as discontinued operations for all periods presented. Consideration was received via an increase in the Company's receivable from affiliates and, as a result, there were no cash flows associated with the divestiture during the period.

	Group	
	2024	2023
	£'000	£'000
Revenue	-	7,306
Other income - net gain on disposal of operations	4,773	18,377
Administrative expenses	-	(3,592)
Profit before income tax expense	<u>4,773</u>	<u>22,091</u>
Income tax expense	-	(1,454)
Profit after income tax expense	<u>4,773</u>	<u>20,637</u>

Note 11. Trade and other receivables

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
<i>Non-current assets</i>				
Other receivables	<u>233</u>	<u>254</u>	<u>43</u>	<u>44</u>
<i>Current assets</i>				
Trade receivables	9,556	8,211	2	2
Less: Allowance for expected credit losses	<u>(265)</u>	<u>(293)</u>	<u>-</u>	<u>-</u>
	<u>9,291</u>	<u>7,918</u>	<u>2</u>	<u>2</u>
Other receivables	2,458	2,579	1,612	1,651
Prepayments	778	1,683	24	43
Contract assets	<u>2,415</u>	<u>1,893</u>	<u>-</u>	<u>-</u>
	<u>5,651</u>	<u>6,155</u>	<u>1,636</u>	<u>1,694</u>
Amounts due from group entities	<u>88,587</u>	<u>121,733</u>	<u>42,724</u>	<u>46,848</u>
	<u>103,529</u>	<u>135,806</u>	<u>44,362</u>	<u>48,544</u>

Amounts due from group entities are unsecured, interest free and repayable on demand.

Allowance for expected credit losses

The Group has recognised a loss of £Nil (2023: £Nil) in profit or loss in respect of the expected credit losses.

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Note 11. Trade and other receivables (continued)

The ageing of the receivables and allowance for expected credit losses provided for the Group above are as follows:

Group	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	2024	2023	2024	2023	2024	2023
	%	%	£'000	£'000	£'000	£'000
Not overdue	0.5%	0.75%	5,777	5,376	31	41
0 to 30 days overdue	2.5%	5%	2,230	1,853	58	93
30 to 60 days overdue	7.5%	10%	1,011	564	78	56
60 to 90 days overdue	12.5%	15%	254	96	35	14
Over 90 days overdue	20%	25%	284	322	63	89
			<u>9,556</u>	<u>8,211</u>	<u>265</u>	<u>293</u>

Total receivables for the Company as at both 31 December 2024 and 2023 are £2k which are over 90 days overdue as at both dates. No allowance for expected credit losses has been applied to these balances. Movements in the allowance for expected credit losses for the Group are as follows:

	Group	
	2024 £'000	2023 £'000
Opening balance	293	243
Additional provisions recognised	13	190
Additions through business combinations	0	0
Receivables written off during the year as uncollectable	(33)	(140)
Unused amounts reversed	(8)	(0)
Closing balance	<u>265</u>	<u>293</u>

There has been no movement in the allowance for expected credit losses for the Company.

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Note 12. Other financial assets

	Group		Company	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
<i>Non-current assets</i>				
Investments in subsidiaries	-	-	29,877	16,555
Other financial assets	-	1,100	-	1,100
	-	1,100	29,877	17,655

Reconciliation

Reconciliation of the carrying amounts at the beginning and end of the current and previous financial year are set out below:

Opening carrying amount	1,100	-	17,655	16,555
Additions	-	1,100	12,222	1,100
Converted to investment in subsidiary	(1,100)	-	-	-
Closing carrying amount	-	1,100	29,877	17,655

On 18 December 2023, Exiger Limited paid £1,100,000 in exchange for a convertible unsecured loan not issued by Versed AI Ltd. On 4 July 2024, the Company acquired all of the issued and outstanding shares of Versed AI Limited ("Versed AI"). The goodwill arising from the transaction relates primarily to (i) assembled workforce, (ii) other intangible assets that do not meet the criteria for separate recognition from goodwill, and (iii) expected synergies. Noncash consideration represents the convertible promissory note in favour of the Company that was issued prior to the transaction and cancelled in connection therewith. The convertible promissory note's carrying value immediately prior to the transaction approximated its fair value. Consequently, no gain or loss was recorded on the transaction date in connection with the cancellation of the convertible promissory note.

On 12 July 2024, the Company acquired certain assets and liabilities used in the operations of aDolus Technology Inc. and aDolus Inc. (collectively, "aDolus"). The acquisition expands the Company's existing markets and services. The goodwill arising from the transaction relates primarily to (i) assembled workforce, (ii) other intangible assets that do not meet the criteria for separate recognition from goodwill, and (iii) expected synergies.

Further information on the acquisitions is detailed in the business combinations note.

At 31 December 2024 the Company had interest in the following subsidiaries:

Subsidiary	Type of shares held	Holding (%)	Registered office
Exiger Singapore Pte. Ltd	Ordinary	100%	1 Marina Boulevard, #20-00, Singapore 018989
Exiger Asia Ltd	Ordinary	100%	1 Marina Boulevard, #20-00, Singapore 018989
Exiger Canada, Inc.	Ordinary	100%	160 Elgin Street, Suite 2600, Ottawa, ON K1P 1C3 Canada
Exiger Diligence Tech S.R.L	Ordinary	99%	165 Splaiul Building TN Office 1. 7 th Floor, 3 rd District, Bucharest, Romania
Exiger Australia Pty Ltd	Ordinary	100%	1 Marina Boulevard, #20-00, Singapore 018989
Versed AI Limited	Ordinary	100%	15 Westferry Circus, Canary Wharf, London, United Kingdom, E14 4HD

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Note 13. Property, plant and equipment

Group	Fixtures, fittings and equipment £'000	Office equipment £'000	Leasehold improvements £'000	Total £'000
Cost				
At 1 January 2023	1,034	1,776	1,131	3,941
Additions	-	108	-	108
Disposals	(134)	(645)	(457)	(1,236)
At 31 December 2023	900	1,239	674	2,813
Accumulated depreciation				
At 1 January 2023	(1,034)	(1,507)	(1,128)	(3,669)
Charge for the year	-	(187)	-	(187)
Disposals	134	645	457	1,236
At 31 December 2023	(900)	(1,049)	(671)	(2,620)
Net book value at 31 December 2023	-	190	3	193
Group	Fixtures, fittings and equipment £'000	Office equipment £'000	Leasehold improvements £'000	Total £'000
Cost				
At 1 January 2024	900	1,239	674	2,813
Additions	6	292	22	320
At 31 December 2024	906	1,531	696	3,133
Accumulated depreciation				
At 1 January 2024	(900)	(1,049)	(671)	(2,620)
Charge for the year	(1)	(111)	(1)	(113)
At 31 December 2024	(901)	(1,160)	(672)	(2,733)
Net book value at 31 December 2024	5	371	24	400
Company	Fixtures, fittings and equipment £'000	Office equipment £'000	Leasehold improvements £'000	Total £'000
Cost				
At 1 January 2023	451	624	87	1,162
Disposals	-	(168)	-	(168)
At 31 December 2023	451	456	87	994
Accumulated depreciation				
At 1 January 2023	(451)	(537)	(87)	(1,075)
Charge for the year	-	(58)	-	(58)
Disposals	-	168	-	168
At 31 December 2023	(451)	(429)	(87)	(967)
Net book value at 31 December 2023	-	27	-	27

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31 December 2024

Note 13. Property, plant and equipment (continued)

Company	Fixtures, fittings and equipment £'000	Office equipment £'000	Leasehold improvements £'000	Total £'000
Cost				
At 1 January 2024	451	456	87	994
Additions	-	4	-	4
At 31 December 2024	<u>451</u>	<u>460</u>	<u>87</u>	<u>998</u>
Accumulated depreciation				
At 1 January 2024	(451)	(429)	(87)	(967)
Charge for the year	-	(23)	-	(23)
At 31 December 2024	<u>(451)</u>	<u>(452)</u>	<u>(87)</u>	<u>(990)</u>
Net book value at 31 December 2024	<u>-</u>	<u>8</u>	<u>-</u>	<u>8</u>

Note 14. Right-of-use assets

Land and buildings	Group £'000	Company £'000
Cost		
At 1 January 2023	1,239	-
Additions	1,145	396
Disposals	(281)	-
Translation	(14)	-
At 31 December 2023	<u>2,089</u>	<u>396</u>
Accumulated amortisation		
At 1 January 2023	(412)	-
Charge for the year	(589)	(177)
Disposals	281	-
At 31 December 2023	<u>(720)</u>	<u>(177)</u>
Net book value at 31 December 2023	<u>1,369</u>	<u>219</u>

Land and Buildings	Group £'000	Company £'000
Cost		
At 1 January 2024	2,089	396
Additions	293	-
Disposals	(446)	-
Translation	(41)	-
At 31 December 2024	<u>1,895</u>	<u>396</u>
Accumulated amortisation		
At 1 January 2024	(720)	(177)
Charge for the year	(574)	(202)
Disposals	323	-
At 31 December 2024	<u>(971)</u>	<u>(379)</u>
Net book value at 31 December 2024	<u>924</u>	<u>17</u>

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Note 15. Intangibles

Group	Customer relationships £'000	Software development £'000	Trademarks £'000	Goodwill £'000	Total £'000
Cost					
At 1 January 2023	4,106	18,014	526	1,242	23,888
Additions	-	2,769	-	-	2,769
At 31 December 2023	<u>4,106</u>	<u>20,783</u>	<u>526</u>	<u>1,242</u>	<u>26,657</u>
Accumulated amortisation					
At 1 January 2023	(4,106)	(10,456)	(302)	-	(14,864)
Charge for the year	-	-	(54)	-	(54)
Translation	-	(339)	-	-	(339)
At 31 December 2023	<u>(4,106)</u>	<u>(10,795)</u>	<u>(356)</u>	<u>-</u>	<u>(15,257)</u>
Net book value at 31 December 2023	<u>-</u>	<u>9,988</u>	<u>170</u>	<u>1,242</u>	<u>11,400</u>

Group	Customer relationships £'000	Software development £'000	Trademarks £'000	Goodwill £'000	Non-compete agreements £'000	Total £'000
Cost						
At 1 January 2024	4,106	20,783	526	1,242	-	26,657
Additions	-	6,050	-	10,145	-	16,195
Written off	-	-	-	(1,242)	-	(1,242)
Acquired on business combinations	258	3,183	-	-	109	3,550
At 31 December 2024	<u>4,364</u>	<u>30,016</u>	<u>526</u>	<u>10,145</u>	<u>109</u>	<u>45,160</u>
Accumulated amortisation						
At 1 January 2024	(4,106)	(10,795)	(356)	-	-	(15,257)
Charge for the year	-	(7,222)	(50)	-	-	(7,272)
Translation	-	(378)	-	-	-	(378)
At 31 December 2024	<u>(4,106)</u>	<u>(18,395)</u>	<u>(406)</u>	<u>-</u>	<u>-</u>	<u>(22,907)</u>
Net book value at 31 December 2024	<u>258</u>	<u>11,621</u>	<u>120</u>	<u>10,145</u>	<u>109</u>	<u>22,253</u>

Company	Software development £'000
Cost	
At 1 January 2023	332
Additions	255
At 31 December 2023	<u>587</u>
Accumulated amortisation	
At 1 January 2023	-
At 31 December 2023	<u>-</u>
Net book value at 31 December 2023	<u>587</u>

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Note 15. Intangibles (continued)

Company	Software development £'000
Cost	
At 1 January 2024	587
Additions	612
At 31 December 2024	<u>1,199</u>
Accumulated amortisation	
At 1 January 2024	-
Charge for the year	(24)
At 31 December 2024	<u>(24)</u>
Net book value at 31 December 2024	<u><u>1,175</u></u>

Impairment testing

Goodwill arising from business combinations has been allocated to a single cash-generating unit ("CGU"), being the consolidated operations of the Group. The carrying amount of goodwill allocated to this CGU was £10,145k and £1,242k as at 31 December 2024 and 2023, respectively.

The recoverable amount of the CGU has been determined based on fair value less costs of disposal ("FVLCD"). Fair value was estimated with reference to the recent transaction price of CPEX Holdings, LP (the ultimate parent company), completed on 29 February 2024. Management considers the transaction price to be representative of fair value as it reflects an orderly transaction between market participants. In assessing the applicability of the transaction price, management evaluated whether there have been any significant changes in market conditions, operating performance, or the economic environment since the transaction date and concluded that no such changes have occurred. Actual performance since the transaction date has been consistent with expectations at that time.

The transaction price was assessed to ensure that it reflects market participant assumptions. Management considered whether the price included any buyer-specific synergies and concluded that no material adjustments were required to exclude such synergies for the purpose of determining fair value. Costs of disposal were estimated based on typical legal and advisory fees associated with a transaction of this nature and were not material. Although the valuation is primarily based on an observable transaction, key assumptions include the continued stability of market conditions and the absence of significant changes in the Group's operating performance since the transaction date. Management has assessed that no reasonably possible change in these assumptions would cause the carrying amount of the CGU to exceed its recoverable amount.

Based on the above assessment, no impairment of goodwill has been recognised for the year ended 31 December 2024.

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Note 16. Trade and other payables

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
<i>Non-current liabilities</i>				
Amounts due to group entities	-	84	65	65
Other payables	1,238	1,178	-	-
	<u>1,238</u>	<u>1,262</u>	<u>65</u>	<u>65</u>
<i>Current liabilities</i>				
Trade creditors	2,959	2,322	122	155
Contract liabilities	13,230	11,801	111	189
Amounts due to group entities	198,217	124,528	69,473	40,611
Accruals	208	2,956	2,397	2,019
Other creditors	1,012	769	1,065	869
Other tax and social security	1,767	705	618	705
Corporation tax payable	-	1,454	-	1,454
	<u>217,393</u>	<u>144,535</u>	<u>73,786</u>	<u>46,002</u>

Refer to note 21 for further information on financial instruments.

Amounts due to group entities are unsecured, interest free and repayable on demand.

Note 17. Lease liabilities

The Group currently leases office space for various office locations, with lease terms that expire through 2029. Certain leases include renewal options. Additionally, certain leases require variable lease payments such as for the Company's allocated share of real estate taxes and common area and maintenance charges.

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
<i>Non-current liabilities</i>				
Lease liability	<u>720</u>	<u>801</u>	<u>-</u>	<u>20</u>
<i>Current liabilities</i>				
Lease liability	<u>231</u>	<u>609</u>	<u>21</u>	<u>211</u>

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Cash paid for leases	<u>639</u>	<u>184</u>	<u>210</u>	<u>149</u>

Refer to note 21 for further information on financial instruments.

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Note 18. Reserves

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Foreign currency reserve	(642)	(463)	-	-
Contributions	4,372	-	4,372	-
Share based payments reserve	2,427	-	850	-
	<u>6,157</u>	<u>(463)</u>	<u>5,222</u>	<u>-</u>

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Pound sterling. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Contributions

During the year, the Company received a capital contribution from its ultimate parent, CPEX Holdings, LP recorded in reserves.

Share based payments reserve

The share-based payment reserve represents the cumulative fair value of equity-settled share-based payment transactions recognised in accordance with IFRS 2 Share-based Payment.

Note 19. Share Capital

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern and to support the operations of the Group. The Group defines capital as total equity, as presented in the statements of financial position.

Capital management is performed at the level of CPEX Holdings, LP, as the ultimate parent company level. As such, the Group's capital structure is monitored and managed by its parent company, which determines the appropriate level of capital required to support the Group's operations and meet its obligations. The Group manages its capital through ongoing monitoring of its equity position and by obtaining funding from, or returning capital to, its parent company as appropriate. There were no changes in the Company's approach to capital management during the year.

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Allotted, called up and fully paid				
667 Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

Note 20. Dividends

Dividends paid during the financial year were as follows:

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Dividend for the year ended 31 December 2024 £37,893 per ordinary share	<u>25,275</u>	<u>-</u>	<u>25,275</u>	<u>-</u>

Note 21. Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies and evaluates financial risks within the Group's operating units. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The average exchange rates and reporting date exchange rates applied were as follows:

	Average exchange rates		Reporting date exchange rates	
	2024	2023	2024	2023
Pound sterling				
Canadian dollar	0.5735	0.6009	0.5542	0.5928
Singapore dollar	0.5901	0.6061	0.5850	0.5952
Hong Kong dollar	0.1015	0.1032	0.1026	0.1005
Romanian leu	0.1706	0.1769	0.1668	0.1744
Australian dollar	0.5150	0.5499	0.4951	0.5350

The carrying amount of the Group's and Company's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

Group	Assets		Liabilities	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Canadian dollar	41,965	49,844	124,696	86,357
Singapore dollar	7,722	9,172	4,073	2,821
Hong Kong dollar	5,066	6,017	2,046	1,417
Romanian leu	2,188	2,599	14,607	10,116
Australian dollar	782	928	287	198
	<u>57,723</u>	<u>68,560</u>	<u>145,709</u>	<u>100,909</u>

Note 21. Financial instruments (continued)

The Group had net liabilities denominated in foreign currencies of £87,986 (assets of £57,723k less liabilities of £145,709k) as at 31 December 2024 (2023: £32,349k (assets of £ 68,560k less liabilities of £100,909k)). Based on this exposure, had the Pound sterling weakened by 10%/strengthened by 10% (2023: weakened by 10%/strengthened by 10%) against these foreign currencies with all other variables held constant, the Group's profit before tax for the year would have been £8,799k lower/£8,799k higher (2023: £3,235k lower/£3,235k higher) and equity would have been £8,799k lower/£8,799k higher (2023: £3,235k lower/£3,235k higher). The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last 12 months each year and the spot rate at each reporting date. The actual foreign exchange loss for the year ended 31 December 2024 was £179k (2023: loss of £466k).

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

The group is not exposed to significant interest rate risk. Intercompany borrowings are interest free and the Group does not hold any external debt.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

The Group has a credit risk exposure with two customers, which as at 31 December 2024 owed the Group £1,665k and 1,065k, respectively (17% and 11% of trade receivables, respectively). This balance was within its terms of trade and no impairment was made as at 31 December 2024. There are no guarantees against this receivable but management closely monitors the receivable balance on a monthly basis and is in regular contact with this customer to mitigate risk.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Allowance for expected credit losses

Details of expected credit losses are included in note 11.

Liquidity risk

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

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Note 21. Financial instruments (continued)

Remaining contractual maturities

The following tables detail the Group's and Company's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Group - 2024	Weighted average interest rate %	1 year or less £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000	Remaining contractual maturities £'000
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	2,959	-	-	-	2,959
Amounts due to group entities	-	198,217	-	-	-	198,217
<i>Interest-bearing - fixed rate</i>						
Lease liability	4.00%	231	176	544	-	951
Total non-derivatives		201,407	176	544	-	202,127
Group - 2023						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	2,322	-	-	-	2,322
Amounts due to group entities	-	124,528	84	-	-	124,612
<i>Interest-bearing - fixed rate</i>						
Lease liability	3.44%	609	271	502	28	1,410
Total non-derivatives		127,459	355	502	28	128,344
Company - 2024						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	122	-	-	-	122
Amounts due to group entities	-	69,473	65	-	-	69,538
<i>Interest-bearing - fixed rate</i>						
Lease liability	4.47%	21	-	-	-	21
Total non-derivatives		69,616	65	-	-	69,681

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Note 21. Financial instruments (continued)

Company - 2023	Weighted average interest rate %	1 year or less £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000	Remaining contractual maturities £'000
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	155	-	-	-	155
Amounts due to group entities	-	40,611	-	65	-	40,676
<i>Interest-bearing - fixed rate</i>						
Lease liability	4.47%	211	20	-	-	231
Total non-derivatives		40,977	20	65	-	41,062

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 22. Related party transactions

Controlling entity

At the end of the financial period, the Company was a wholly owned subsidiary of Exiger Holdings, Inc, a Delaware corporation based in the United States of America. Exiger Holdings, Inc., through a series of intermediaries, is wholly owned by CPEX Holdings, L.P., a Delaware corporation based in the United States of America which is also the ultimate parent company. That company produces the only consolidated accounts into which the results of the Company are consolidated.

Transactions with related parties

The following transactions occurred with related parties:

	Group		Company	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Sale of goods and services:				
Sale of services to commonly controlled entities	94	-	-	-
Payment for goods and services:				
Expenses for services from commonly controlled entity	144	-	-	-

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Note 22. Related party transactions (continued)

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Receivables:				
Trade receivables from commonly controlled entity	142	-	-	-
Trade receivables from controlling entities	88,587	121,733	42,724	46,848
Trade receivables from subsidiaries	-	-	10,731	19,005
Payables:				
Trade payables to controlling entities	198,217	124,612	69,538	40,676
Trade payables to subsidiaries	-	-	3,381	6,497

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Note 23. Business combinations

On 18 December 2023, Exiger Limited paid £1,100,000 in exchange for a convertible unsecured loan not issued by Versed AI Ltd. On 4 July 2024, the Company acquired all of the issued and outstanding shares of Versed AI Limited ("Versed AI"). The goodwill arising from the transaction relates primarily to (i) assembled workforce, (ii) other intangible assets that do not meet the criteria for separate recognition from goodwill, and (iii) expected synergies. Noncash consideration represents the convertible promissory note in favour of the Company that was issued prior to the transaction and cancelled in connection therewith. The convertible promissory note's carrying value immediately prior to the transaction approximated its fair value. Consequently, no gain or loss was recorded on the transaction date in connection with the cancellation of the convertible promissory note.

The acquired business did not contribute material revenues or profit after tax to the Group for the period from 4 July 2024 to 31 December 2024. If the acquisition occurred on 1 January 2024, the full year contributions of revenues or profit after tax would not have been material. The values identified in relation to the acquisition of Versed AI are final as at 31 December 2024.

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Note 23. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value £'000
Cash and cash equivalents	894
Trade receivables	63
Prepayments	109
Software intangibles	2,428
Customer relationships	211
Other intangible assets	109
Accrued expenses	<u>(146)</u>
Net assets acquired	3,668
Goodwill	<u>8,886</u>
Acquisition-date fair value of the total consideration transferred	<u><u>12,554</u></u>
Acquisition costs expensed to profit or loss	<u><u>1</u></u>
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of the total consideration transferred	<u><u>12,554</u></u>

On 12 July 2024, the Company acquired certain assets and liabilities used in the operations of aDolus Technology Inc. and aDolus Inc. (collectively, "aDolus"). The acquisition expands the Company's existing markets and services. The goodwill arising from the transaction relates primarily to (i) assembled workforce, (ii) other intangible assets that do not meet the criteria for separate recognition from goodwill, and (iii) expected synergies.

The acquired business did not contribute material revenues or profit after tax to the Group for the period from 12 July 2024 to 31 December 2024. If the acquisition occurred on 1 January 2024, the full year contributions of revenues or profit after tax would not have been material. The values identified in relation to the acquisition of aDolus are final as at 31 December 2024.

Details of the acquisition are as follows:

	Fair value £'000
Trade receivables	29
Prepayments	4
Software intangibles	755
Customer relationships	47
Trade payables	(99)
Contract liabilities	<u>(183)</u>
Net assets acquired	553
Goodwill	<u>1,258</u>
Acquisition-date fair value of the total consideration transferred	<u><u>1,811</u></u>
Acquisition costs expensed to profit or loss	<u><u>1</u></u>
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of the total consideration transferred	<u><u>1,811</u></u>

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Note 24. Transition to IFRS

These are the Group's first financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the UK. The Group previously prepared its financial statements in accordance with UK Generally Accepted Accounting Practice (UK GAAP), specifically FRS 102. The date of transition to IFRS is 1 January 2023.

Exiger Limited
Notes to the financial statements
31 December 2024

Note 24. Transition to IFRS (continued)

1 January 2023

	Group			
	Previously stated under FRS 102 £'000	Reclassifications £'000	Transition adjustments £'000	As reclassified and restated under IFRS £'000
Assets				
Non-current assets				
Trade and other receivables	260	(827)	-	(567)
Property, plant and equipment	272	-	-	272
Right-of-use assets	-	827	-	827
Intangibles	9,024	-	-	9,024
Total non-current assets	9,556	-	-	9,556
Current assets				
Cash and cash equivalents	4,446	-	-	4,446
Trade and other receivables	83,387	-	-	83,387
Total current assets	87,833	-	-	87,833
Total assets	97,389	-	-	97,389
Liabilities				
Non-current liabilities				
Trade and other payables	1,585	(435)	-	1,150
Lease liabilities	-	435	-	435
Total non-current liabilities	1,585	-	-	1,585
Current liabilities				
Trade and other payables	119,847	(418)	-	119,429
Lease liabilities	-	418	-	418
Deferred taxation	146	-	-	146
Total current liabilities	119,993	-	-	119,993
Total liabilities	121,578	-	-	121,578
Net assets/(liabilities)	(24,189)	-	-	(24,189)
Equity				
Issued capital	1	-	-	1
Reserves	342	-	-	342
Retained earnings	(24,532)	-	-	(24,532)
Total equity/(deficiency)	(24,189)	-	-	(24,189)

Exiger Limited
Notes to the financial statements
31 December 2024

Note 24. Transition to IFRS (continued)

1 January 2023

	Company			
	Previously stated under FRS 102 £'000	Reclassifications £'000	Transition adjustments £'000	As reclassified and restated under IFRS £'000
Assets				
Non-current assets				
Trade and other receivables	43	-	-	43
Other financial assets	16,555	-	-	16,555
Property, plant and equipment	85	-	-	85
Intangibles	332	-	-	332
Total non-current assets	17,015	-	-	17,015
Current assets				
Cash and cash equivalents	1,028	-	-	1,028
Trade and other receivables	25,773	-	-	25,773
Total current assets	26,801	-	-	26,801
Total assets	43,816	-	-	43,816
Liabilities				
Non-current liabilities				
Trade and other payables	231	-	-	231
Total non-current liabilities	231	-	-	231
Current liabilities				
Trade and other payables	37,091	-	-	37,091
Deferred taxation	161	-	-	161
Total current liabilities	37,252	-	-	37,252
Total liabilities	37,483	-	-	37,483
Net assets/(liabilities)	6,333	-	-	6,333
Equity				
Issued capital	1	-	-	1
Retained earnings	6,332	-	-	6,332
Total equity/(deficiency)	6,333	-	-	6,333

Exiger Limited
Notes to the financial statements
31 December 2024

Note 24. Transition to IFRS (continued)

31 December 2023

	Group			
	Previously stated under FRS 102 £'000	Reclassifications £'000	Transition adjustments £'000	As reclassified and restated under IFRS £'000
Assets				
Non-current assets				
Trade and other receivables	254	(1,369)	-	(1,115)
Other financial assets	1,100	-	-	1,100
Property, plant and equipment	193	-	-	193
Right-of-use assets	-	1,369	-	1,369
Intangibles	11,052	-	348	11,400
Total non-current assets	12,599	-	348	12,947
Current assets				
Cash and cash equivalents	2,629	-	-	2,629
Trade and other receivables	137,175	-	-	137,175
Total current assets	139,804	-	-	139,804
Total assets	152,403	-	348	152,751
Liabilities				
Non-current liabilities				
Trade and other payables	2,063	(801)	-	1,262
Lease liabilities	-	801	-	801
Total non-current liabilities	2,063	-	-	2,063
Current liabilities				
Trade and other payables	145,144	(609)	-	144,535
Lease liabilities	-	609	-	609
Deferred taxation	-	-	-	-
Total current liabilities	145,144	-	-	145,144
Total liabilities	147,207	-	-	147,207
Net assets/(liabilities)	5,196	-	348	5,544
Equity				
Issued capital	1	-	-	1
Reserves	(463)	-	-	(463)
Retained earnings	5,658	-	348	6,006
Total equity/(deficiency)	5,196	-	348	5,544

Exiger Limited
Notes to the financial statements
31 December 2024

Note 24. Transition to IFRS (continued)

31 December 2023

	Company			
	Previously stated under FRS 102 £'000	Reclassifications £'000	Transition adjustments £'000	As reclassified and restated under IFRS £'000
Assets				
Non-current assets				
Trade and other receivables	44	-	-	44
Other financial assets	17,655	-	-	17,655
Property, plant and equipment	27	-	-	27
Intangibles	587	-	-	587
Total non-current assets	18,313	-	-	18,313
Current assets				
Cash and cash equivalents	350	-	-	350
Trade and other receivables	48,763	-	-	48,763
Total current assets	49,113	-	-	49,113
Total assets	67,426	-	-	67,426
Liabilities				
Non-current liabilities				
Trade and other payables	85	-	-	85
Lease liabilities	-	-	-	-
Total non-current liabilities	85	-	-	85
Current liabilities				
Trade and other payables	46,213	-	-	46,213
Lease liabilities	-	-	-	-
Deferred taxation	-	-	-	-
Total current liabilities	46,213	-	-	46,213
Total liabilities	46,298	-	-	46,298
Net assets/(liabilities)	21,128	-	-	21,128
Equity				
Issued capital	1	-	-	1
Reserves	-	-	-	-
Retained earnings	21,127	-	-	21,127
Total equity/(deficiency)	21,128	-	-	21,128

Note 24. Transition to IFRS (continued)

The adjustments between UK GAAP and IFRS are summarised below:

- Under IFRS, discontinued operations are disclosed as one line after tax. Amounts split out above are £7,306k revenue, £18,377k gain on disposal, £3,593k administrative expenses and £1,454k tax expense. Discontinued operations were previously shown in a separate column on the income statement under UK GAAP.
- Goodwill that was previously amortised had a carrying value of £1,242k as at 1 January 2023, inclusive of £2,202k of amortisation of goodwill that was charged in the years preceding 2023 that has been reversed as goodwill is not amortised under IFRS. £348k of amortisation of goodwill that was previously charged in the year to 31 December 2023 has also been reversed as goodwill is not amortised under IFRS.
- Right of use assets of £827k and lease liabilities of £853k have been recognised at the date of transition. At 31 December 2023, Right of use assets were £1,369 and lease liabilities were £1,410k. In the income statement to 31 December 2023, rent payable has been reduced by £588k with a corresponding increase in interest charge of £21k and amortisation of £567k.

These adjustments have no impact on the Group's cash flows other than the reclassification of certain items between operating, investing, and financing activities.

Note 25. Events after the reporting period

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Note 26. Share-based payments

Prior to 29 February 2024

Exiger Holdings, Inc. ("Exiger Inc."), the 100% equity owner of the Company, adopted an Ownership Incentive Plan ("OIP") to enable Exiger Inc. and its subsidiaries to attract and retain employees, consultants, and directors who will contribute to long-term success by providing incentives that align their interests with those of the Exiger Inc and the Company. Awards granted under the OIP include incentive stock options, non-qualified stock options, restricted stock awards and restricted performance awards. Shares subject to the OIP include Class B and C shares in Exiger Inc.

Restricted Stock: In 2021 through 2023, Exiger Inc. adopted Restricted Stock Units Plans to provide additional incentive compensation to employees and other service providers of Exiger Inc. and its subsidiaries who contribute by their ability, industry and ingenuity to successful operations. The restricted stock units generally vested over two years, if not earlier forfeited or no change of control. The awards may only be settled in cash upon the occurrence of certain change of control events specified in the plans. Compensation cost will be recognized when one or more such events become probable of occurring.

With respect to employees of the Company, 554 shares were outstanding as of January 1, 2023, 147 shares were issued during the year ended 31 December 2023, and 701 shares were outstanding as at 31 December 2023. There was no activity during the period from 31 December 2023, to 29 February 2024. On 29 February 2024, a change of control event occurred, and as specified in the plan, all shares were settled. As such, compensation costs of £1,192k were recognized for the vesting acceleration and £4,135k was paid by Exiger Inc. for the settlement.

Stock Options: As part of the OIP, Exiger Inc. approved the issuance of 36,972 options to purchase Class C common stock in Exiger Inc. The options were issuable only to employees and have a five-year vesting period from the vesting commencement date. The stock options are issued with exercise prices of no less than the fair market value of the common stock on the date of the grant.

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Note 26. Share-based payments (continued)

The award activity under the OIP for the years ended 31 December 2023, is as follows:

	Stock Option	Weighted Average Exercise Price £	Weighted Average Remaining Contractual Term
Outstanding, 1 January 2023	5,526	1,429	7.75
Granted	1,210	2,011	9.31
Forfeited	(163)	1,918	8.30
Outstanding, 31 December 2023	<u>6,753</u>	<u>1,471</u>	<u>7.95</u>

There was no activity during the period from 31 December 2023, to 29 February 2024. On 29 February 2024, vesting on all shares was accelerated and settled through a change of control event, and as specified in the plan. As such, compensation costs of £1,158k were recognized for the vesting acceleration and £35,531k was paid by Exiger Inc. for the settlement.

The Company selected the Black-Scholes option pricing model for determining the estimated fair value based measurements of stock options. The use of the Black-Scholes model requires the use of assumptions, including expected term, expected volatility, risk-free interest rate and expected dividends. The Company used the following assumptions as at 31 December 2023, in its fair value-based measurements:

Fair market value of common stock (per share)	£1,818 - £3,244
Risk-free interest rate	4.51% - 5.60%
Dividend yield	None
Expected life (years)	1.0
Volatility	30%

To estimate the expected life of stock options, the Company considered vesting term, contractual period, and market conditions. The Company's historical experience is too limited to be able to reasonably estimate expected life. The risk-free interest rate for the expected term of each option is based on the U.S. Treasury Bond Rate with the closest time to maturity of the option. The Company has never declared or paid any cash dividends and does not presently plan to pay cash dividends in the foreseeable future. Since the Company has limited historical data on volatility of its stock, the expected volatility was based on the volatility of similar entities (referred to as guideline companies). In evaluating similarity, the Company considered factors such as industry, stage of life cycle, size, and financial leverage.

Starting 29 February 2024

Resulting from the aforementioned change in control event, CPEX Holdings, LP ("CPEX"), the 100% equity owner of Exiger Inc. and Company, adopted the CPEX Holdings, LP 2024 Equity Incentive Plan (the "Plan"). Under the Plan, the CPEX may make awards of Class B Units, Class C Units and other awards that are valued in whole or in part by reference to, or are otherwise based on, Class B Units, Class C Units or other securities of CPEX.

As at 31 December 2024, the CPEX had granted Class C Units and Long-Term Incentive Plan ("LTIP") Units to employees of the Company. The LTIP Units represent the right to receive a cash bonus equal to an amount that would have been received under a hypothetical award of Class C Units upon the occurrence of a Liquidity Event, as such term is defined in the Plan, in excess of a Threshold Equity Value specified in the individual award agreement.

Both the Class C Units and LTIP Units are divided into time vested and performance vested units. The time vested units generally vest over a period of four years. The performance vested units generally vest from 0% to 100% upon the occurrence of a Liquidity Event and achievement of target multiples on invested capital to certain investors ("Target MOICs"). LTIP Units are forfeited if employment terminates before the occurrence of a Liquidity Event.

Note 26. Share-based payments (continued)

The fair value of the Class C Units granted during the period from 29 February 2024 to 31 December 2024 was determined using a Monte-Carlo Simulation model and the following significant assumptions:

Term	4.7 years
Risk-free rate	4.33%
Volatility	37.5%
Dividend yield	0%

To estimate the expected life of stock options, the Company considered vesting term, contractual period, and market conditions. The Company's historical experience is too limited to be able to reasonably estimate expected life. The risk-free interest rate for the expected term of each option is based on the U.S. Treasury Bond Rate with the closest time to maturity of the option. The Company has never declared or paid any cash dividends and does not presently plan to pay cash dividends in the foreseeable future. Since the Company has limited historical data on volatility of its stock, the expected volatility was based on the volatility of similar entities (referred to as guideline companies). In evaluating similarity, the Company considered factors such as industry, stage of life cycle, size, and financial leverage.

A summary of Class C Units award activity for the period from 29 February 2024 to 31 December 2024 is as follows:

	Time Vested Units	Weighted Average Grant Date Fair Value £
Nonvested, 29 February 2024	-	-
Granted	19,364	21.06
Nonvested, 31 December 2024	<u>19,364</u>	<u>21.06</u>

	Performance Vested Units
Nonvested, 29 February 2024	-
Granted	19,364
Outstanding, 31 December 2024	<u>19,364</u>

Total compensation cost recognized for time vested units during the period from 29 February 2024 to 31 December 2024 was approximately £77k. As at 31 December 2024, there was approximately £333k of total unrecognized compensation cost related to nonvested time vested units. That cost is expected to be recognized over a weighted-average period of 3.2 years. The total unrecognized compensation cost related to nonvested performance vested awards is expected to be recognized when a Liquidity Event is probable of occurring at the applicable Target MOICs. A Liquidity Event was not considered probable of occurring as at 31 December 2024.

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Note 26. Share-based payments (continued)

A summary of LTIP Units award activity for the period from 29 February 2024 to 31 December 2024 is as follows:

	LTIP Units
Nonvested, 29 February 2024	-
Granted	59,658
Outstanding, 31 December 2024	<u>59,658</u>

The total unrecognized compensation cost related to nonvested LTIP Units is expected to be recognized when a Liquidity Event is probable of occurring at the applicable Target MOICs. A Liquidity Event was not considered probable of occurring as at 31 December 2024.