Creating meaningful and successful connections

Team Internet Group plc

Annual Report 2024

Contents

Purpose, mission, strategy and values

Purpose:

Creating meaningful and successful connections: businesses to domains, brands to consumers, publishers to advertisers.

Mission:

By leveraging our people, businesses and technologies, we aim to drive information, deliver value and create growth for all.

Long-term strategic priorities:

1. **Organic growth**
2. **Operating leverage**
3. **Competitive cost of capital**
4. **Focused bolt-on M&A**

Read more on page 22

Underpinned by our values:

- We act like owners.
- We have the courage to do the right thing, even if it's hard.
- We work smart to build things we are proud of.
- And by working together, we win together.

Read more in our people section on pages 45 to 56

Creating value for stakeholders:

- Customers
- Investors
- Colleagues
- Partners
- Regulators and governments
- Communities

Our highlights

Operating cash flow growth and balanced earnings composition.

Financial highlights

Revenue (USD m)

802.8 (4)%

2024	**802.8**
2023	836.9

Net revenue/gross profit (USD m)

187.5 (2)%

2024	**187.5**
2023	191.1

Adjusted EBITDA (USD m)

91.9 (5)%

2024	**91.9**
2023	96.4

Operating profit (USD m)

8.2 (82)%

2024	**8.2**
2023	45.7 restated

Net debt (USD m)

96.4 +30%

2024	**96.4**
2023	74.1

Pro forma revenue (USD m)

831.8 (13)%

2024	**831.8**
2023	951.4

Definitions of alternative performance measures are provided on page 102.

2024 highlights

- In 2024, Team Internet Group plc ('Team Internet', the 'Company' or the 'Group') achieved record adjusted operating cash flow of over USD 99 million.
- A more balanced earnings composition has been produced across the Group's three reporting segments.
- Acquisition of Shinez I.O Ltd ('Shinez') for an initial cash consideration of USD 31.8 million (net of cash acquired). Shinez has underperformed relative to expectations, primarily due to changes in its specific target markets. The restructuring plan for Shinez, which is now under new management, includes transitioning Shinez's business model from text-based to short-form video, aligning with consumer trends.
- In April 2024, the Group announced that its ordinary shares began trading on the OTCQX® Best Market ('OTCQX') under the symbol 'TIGXF'. OTCQX is the premier tier of OTC Markets where over 12,000 US and global securities trade. Trading on OTCQX will significantly enhance Team Internet's visibility and accessibility in the world's largest capital market.

Share buyback

The Company's second share buyback programme concluded in April 2024. On completion of the Company's second share buyback, GBP 38.0 million (USD 47.7 million) worth of ordinary shares were purchased. In September 2024, the Company launched a third share buyback programme to repurchase up to 13,048,000 ordinary shares. By 31 December 2024, the Company had repurchased a total of GBP 44.8 million (USD 56.5 million) worth of ordinary shares across all programmes, with GBP 5.9 million (USD 7.3 million) remaining of the share buyback scheme at 31 December 2024, based on the share price at that date.

Dividend

In May 2024, the Group paid its 2023 final dividend of 2.0 pence per share totalling USD 6.4 million, reflecting a renewed capital allocation geared towards delivering greater returns to Shareholders. In October 2024, the Group paid an interim dividend of 1.0 pence per share totalling USD 3.4 million.

What we do

The global internet group that generates recurring revenue from creating meaningful and successful connections: businesses to domains, brands to consumers, publishers to advertisers.

Domains, Identity & Software (DIS)

We are the internet's distribution backbone delivering domains, cybersecurity and brand protection at scale. As the trusted partner to the world's most admired online presence platforms, cybersecurity providers, and global brands, we enable digital identities to grow safely, seamlessly and globally.

Recurring revenue model
Annual subscriptions

Operational KPIs

Average revenue per domain year
USD 12.5
2023: USD 11.3

Processed domain registration years
13.2 million
2023: 13.8 million

7%
Gross revenue growth

Financial results

Gross revenue
USD 202.7 million
2023: USD 188.7 million

Net revenue/gross profit
USD 73.6 million
2023: USD 68.2 million

Adjusted EBITDA
USD 19.4 million
2023: USD 12.9 million

Comparison

In a world of noise and bias, we provide clarity. Our independent, data-driven guides win trust and convert. How do we monetise traffic? High-conviction referrals. Scalable. Future-proof. Built for what's next.

Recurring revenue model
Rolling open-ended revenue share contracts

Operational KPIs

Revenue per thousand sessions (RPM)
USD 249
2023: USD 203

Visitor sessions
188.5 million
2023: 145.7 million

43%
Gross revenue growth

Financial results

Gross revenue
USD 63.0 million
2023: USD 44.2 million

Net revenue/gross profit
USD 22.4 million
2023: USD 15.7 million

Adjusted EBITDA
USD 16.1 million
2023: USD 9.2 million

Search

Search engines are losing Gen Z. Social captures attention but struggles with conversion. We bridge the gap with lean, high-yield experiences that turn scrolls into revenue.

Recurring revenue model
Rolling open-ended revenue share contracts

Operational KPIs

Revenue per thousand sessions (RPM)
USD 69
2023: USD 95

Visitor sessions
6.8 billion
2023: 5.9 billion

(11)%
Gross revenue decline

Financial results

Gross revenue
USD 537.1 million
2023: USD 604.0 million

Net revenue/gross profit
USD 91.5 million
2023: USD 107.2 million

Adjusted EBITDA
USD 56.4 million
2023: USD 74.3 million

The above operational KPIs represent c.81% of the DIS operating segment, c.74% of the Comparison operating segment and c.87% of the Search operating segment, which can be adequately and reliably described by them.

What we do continued

Domains, Identity & Software (DIS) – Reseller channel case study

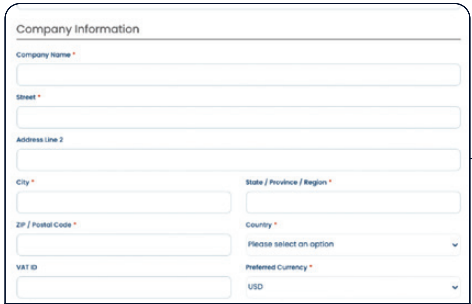
Trusted partner in the world of domains.

Total DIS net revenue
USD 73.6 million
(39% of Group net revenue)
2023: USD 68.2 million

What does it look like in practice?

The customer journey from discovery to service delivery within the DIS reseller channel (CNR).

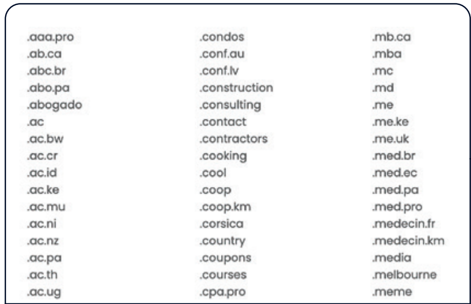
Customer journey



1

Discovery and marketing

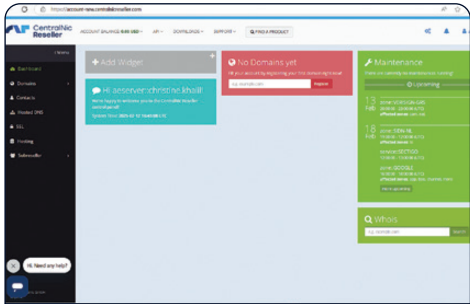
Domain name resellers seeking the best prices and value-added services are targeted through both online and offline marketing channels, including thought leadership, content marketing, paid advertising, webinars and events.



2

Onboarding and set up

Registration and account creation occurs via the CNR website. Reseller activates their account by adding funds, selects from 1,200+ domain name extensions and other web products to resell and set up custom prices and promotions.



3

Product, billing and account management

Reseller uses an intuitive control panel to manage orders, customers, products and billing. Reseller can choose to sell via APIs using their own platform.

4

Customer support and service

Resellers receive support through helpdesk, technical assistance and access to a knowledge base. They can also escalate complex issues through the appropriate support channels for further resolution.

What we do continued

Comparison case study

Guiding consumers with independent and data-driven product recommendations.

What does it look like in practice?

Search engine users are directed to review websites before buying the product of their choice at an e-commerce partner.

Search engine user experience

Many consumers start their product search on a search portal rather than an e-commerce portal. We are found through organic and paid search results. In a scientific approach, we present a curated set of popular choices including the information that most consumers use to make their selection in a highly absorbable format. The user then selects the best fitting product and we refer them to a trusted e-commerce partner to complete the sale.

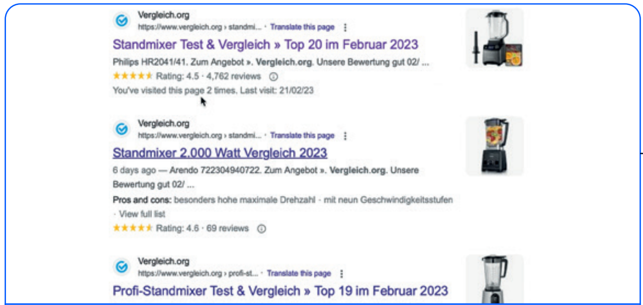
Online consumers value the noise reduction and privacy – value is captured through commercial alliances.

Total Comparison net revenue

USD 22.4 million

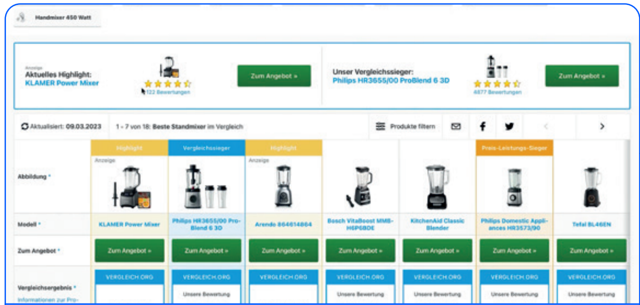
(12% of Group net revenue)

2023: USD 15.7 million



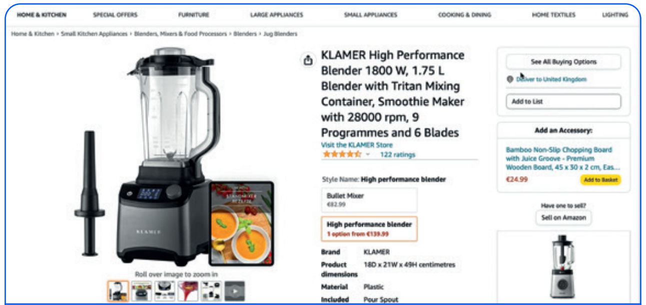
1

Team Internet places ads for product categories on search engines. Due to a vast inventory of high-quality product review content, Team Internet appears high in the search ranking.



2

The online consumer is then presented with a choice of relevant products where we identify the best, the most affordable, the best value-for-money products and top-selling products – consumers are typically happy to adopt one of the four strategies.



3

The online consumer then clicks out to the merchant with the offer that comes closest to their intent or need. When the consumer checks out of the e-commerce partner's site, Team Internet is paid.

What we do continued

Search – Related Search on Content (RSOC) case study

RSOC (Related Search on Content): building the future of monetisation through content-driven engagement.

What does it look like in practice?

Displays ads that are contextually relevant to the content users are viewing.

Total Search net revenue

USD 91.5 million

(49% of Group net revenue)

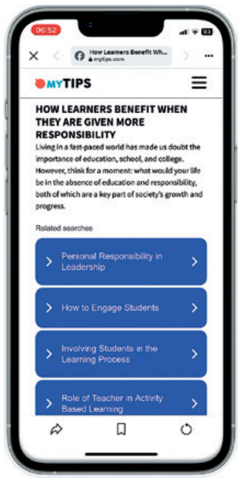
2023: USD 107.2 million

Social media user experience

1

Spark interest

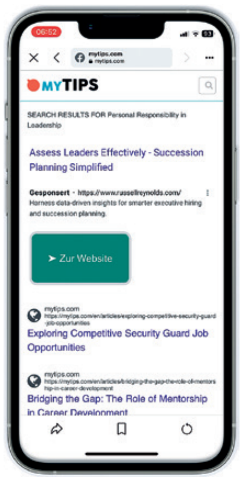
We run targeted ads on social to attract users based on broad category interest.



2

Deliver context

Users land on content-rich pages with Embedded RSOC terms tied to the topic.



3

Trigger intent

Clicking a relevant RSOC term brings up contextual ads aligned with user interest.

4

Drive conversion

When the ad is clicked, the user lands on the advertiser's site and we get paid.

What we do continued

Search – AdSense for domains (AFD) case study

AdSense for domains (AFD): a high-performing legacy workflow — now being deprioritised.

What does it look like in practice?

Consumers on social media are run through brief consumer guides before being referred to a recommended merchant.

Social media user experience

Search engine users are directed to review websites before purchasing the product of their choice at an e-commerce partner.

Total Search net revenue

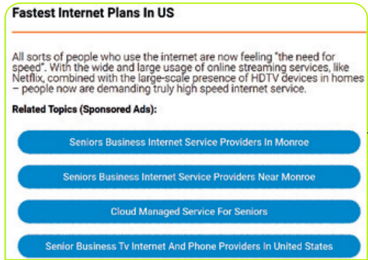
USD 91.5 million

(49% of Group net revenue)

2023: USD 107.2 million

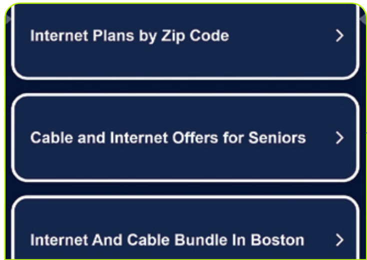
1 **Capture Attention**

We run targeted category ads on social media or native content networks (example: Facebook[1]). When users engage, they click through to explore further.



2 **Qualify the Intent**

They land on an intent-based page with relevant options and click into a more specific category.

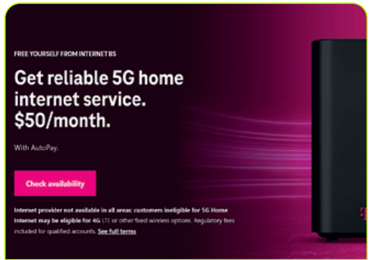


3 **Refine the Need**

The user is shown refined search terms to sharpen their intent and guide next steps.

4 **Match to monetisation**

We serve an ad aligned with the user's refined intent. If they click, we get paid.



5 **Complete the journey**

The user lands on the final vendor offer (example: T-Mobile[2]). A clean handoff from discovery to decision.

(1) Facebook is an example of a partner. They provide traffic and Team Internet pays for it.
(2) T-Mobile is an example of a customer. Team Internet refers a customer and gets paid for it.

The markets we operate in

Team Internet does business with the most respected companies in its industries, both on the demand and supply side, resulting in an incredibly resilient business model.

Online presence market

Domains, Identity & Software (DIS)

Resellers:
Premier domain marketplace connecting more than 1,500 top-level domains (TLDs) to around 21,000 resellers, among global leaders such as GoDaddy, Newfold Digital and many others.

Small and medium-sized businesses:
Serving c.210,000 direct SMB customers addressed through brands specialised in specific geographies or customer personas.

Corporates:
Trusted domain portfolio guardians for hundreds of internationally recognised brands, such as Johnson & Johnson, Mercedes-Benz and Rolex.

Registry:
Leading outsourcing provider for new top-level domains (nTLDs), managing over 17 million domain names under 101 nTLDs.

Analytics SaaS:
Our privacy-enabled marketing solution aligns seamlessly with market demand. Team Internet's SaaS analytics platform boasts 2,600 active users, leveraging automation capabilities to track and optimise multiple ad campaigns, improving conversion.

Online marketing market

Comparison

E-commerce:
We earn commissions from transactions made by customers referred to our e-commerce partners. The opportunity continues to grow by incorporating new product reviews and expanding into additional verticals. Currently, only the German, French, Italian and Spanish-speaking markets are addressed, presenting significant growth potential through internationalisation.

Our solution is the leading player in Germany, the largest B2C e-commerce market in the EU, with over 16 million monthly visits. We partner with top e-commerce players in Germany, including Amazon, eBay, OTTO, and billiger.de.

With our multi-asset approach, we offer over 350,000 product listings across more than 20,000 comparison categories. We assist customers who are ready to make a purchase but have not yet decided on a specific product. Our transparency regarding price and product details leads to high conversion rates.

Search

Search engine monetisation:
We address a wide range of industries whose constituents advertise on search engines. The most significant sectors include health (23%), jobs and education (15%), home and garden (14%), business & industrial (8%) and autos and vehicles (7%). Each industry consists of various verticals, further composed of numerous distinct advertisers.

Affiliates:
Team Internet's performance marketing and advertising technology platform is used by over 1,500 affiliate advertisers.

The markets we operate in continued

The Group is a leading global internet solutions provider that operates in three highly attractive segments: domain name management solutions (DIS segment), e-commerce (Comparison segment) and digital advertising (Search segment).

The DIS segment is a critical constituent of the global online presence and productivity tool ecosystem, with the Group serving as the primary distribution channel for a wide range of digital products.

DIS is positioned to benefit from latest online presence market dynamics

Optimising for efficiency

Market dynamics
Domain registrars demand time and cost efficiency in contract management, technical integrations and billing tasks.

Team Internet's solutions
Team Internet's DIS division connects registrars to TLDs through a unified platform, cutting task volume by c.99.9%.

Move towards 'exotic' domain names

Market dynamics
Limited availability and frequent price increases in top-level domain names and rising demand for country code TLDs and nTLDs.

Team Internet's solutions
Team Internet's expertise in country code TLDs and new TLDs presents a significant market opportunity.

Utilise AI and data to fuel automation

Market dynamics
Market megatrend to incorporate AI and data analytics to achieve optimal efficiency, scalability and performance.

Team Internet's solutions
Established in-house R&D team to deliver tailored AI and data solutions addressing key operational areas such as automated customer journey, TLD personalisation and ad tracking platform.

The markets we operate in continued

We operate in the online marketing industry with digital audience matching platforms across leading monetisation categories.

Traffic acquisition

PPC
Pay-per-click

Team Internet acquires traffic by placing ads on social media, search engines, advertising networks and content websites.

+ Intent | **Traffic monetisation models** | **Intent –**

1 **PPA**
Pay-per-action

2 **PPC**
Pay-per-click

3 **PPM**
Pay-per-thousand ad impressions

Awareness-based ads (under development)

Conversion stage: the objective is to close a deal

Vergleich.org

Consideration stage: the objective is to be considered by a prospective customer

TONIC.

Awareness stage: the objective is to get noticed by customers

SHINEZ

First-party intent data (under development)

What sets us apart

Domains, Identity & Software segment: Capitalise on digital identity assets

The problem we solve

Making all domains accessible to everyone

Domain names are the cornerstone of navigation within Domains, Identity & Software (DIS).

In the increasingly globalised economy, the unique problem we solve is making all domain names from any country available to everyone.

Team Internet provides automated global access to over 1,500 domain extensions (TLDs) across 300 territories, serving 4 million indirect and 210,000 direct customers.

The opportunity

Exploit generative AI

Domain names have also evolved to be the centrepiece of digital identity.

Controlling the domain name allows one to promote additional tokens of digital identity.

This includes trademark docketing services, blockchain registration and mirroring services, legal entity identifier (LEI) certificates, social media handles, and more.

Cross-selling potential lies in Voluum, through which affiliate marketers buy large quantities of domain names, and in ParkingCrew, which can become a domain name reseller business.

The challenges

Fragmented ecosystems

Multi-tiered management of an array of digital products and services.

Extensive API integrations and managing critical structured data via APIs are required to support automated products and the current domain business.

Some of the products are offered for free, making it difficult or impossible to add a margin or extract a commission.

Our license to win

Integrating through scale

With over 20 years of experience in connecting fragmented, globally distributed value chains, we are the trusted partner of the world's leading online presence enablers (GoDaddy, Register.com, Web.com, Squarespace, WordPress).

This gives us unparalleled distribution power, helping us offset the cost of integrating new products faster than any peer.

What sets us apart continued

Comparison segment: Transforming a national champion into a global consumer guide authority.

The problem we solve

Remove noise and bias on the internet

Online consumers are exposed to extreme noise, biased messaging and inconsistent data.

Comparison's data-driven consumer guides cut through the noise and bias with trusted, independent and data-driven product recommendations.

The monetisation is based on top-tier commissions for referring actual, high conviction customers, the most future-proof monetisation.

The opportunity

Exploit generative AI

Go abroad: Expand the proven German success story across Europe and English-speaking markets, adapting to local market preferences.

Go long-tail: Target profitable and smaller niches with low content generation costs to broaden the addressable market, increase the number of products and boost margins.

The challenges

Overcome growth barriers

Reliance on organic traffic materially inhibits the use of AI.

Local incumbents in new territories need to be outcompeted by achieving higher conversion KPIs.

Increased computing power is required to process more reviews.

Our license to win

SEA-first model enables full AI adoption

Once an SEO project, Comparison has adopted a SEA-first model and evolved beyond relying on organic search, paving the way for unprecedented, AI-driven scalability.

Symbiosis with scaling partner

As a trusted partner of one of the largest global e-commerce businesses with AI-first operations, we are data-driven, cost-efficient, compliant and poised for rapid international growth.

Rigorous optimisation

Our new platform allows us to adapt the consumer experience to local markets and context on a highly automated and AI-driven approach.

What sets us apart continued

Search segment: Leading content and video publisher with unmatched scale.

The problem we solve

Bridging web 1.0 and web 2.0

Younger audiences are abandoning traditional search in favour of social media and user-generated content channels capturing trillions of screen hours.

This shift leaves long-tail advertisers struggling to reach them without a multi-channel strategy.

We close that gap by turning social traffic into high-intent sessions on lightweight, high-engagement web properties built for conversion.

The opportunity

Enhancing brand and user experience

We're transforming micro-sites into intelligent content portals using generative AI-enhancing relevance, structure and user experience at scale.

In close alignment with platform partners, we're rolling out Related Search on Content (RSOC), a new feed format that expands inventory into search engines, display and beyond.

As the model evolves, social networks are expected to become more receptive unlocking broader engagement and reach.

The challenges

User engagement

While RSOC delivers higher click prices, click-through rates are currently lower than AFD. The reason is clear: the richer, on-page content absent in the AFD model draws user attention away from ads.

We see this as a design challenge, not a structural flaw, and we're actively optimising layouts and flows to rebalance engagement and restore yield.

Timing

The industry did not get the luxury of time RSOC had to scale before reaching AFD level maturity. While margins are still below legacy workflows, our data- and AI-driven optimisation engine is designed to close the gap and ultimately surpass it.

Our license to win

Unmatched scale

We operate at scale that few can match powered by proprietary conversion data across millions of user interactions. This gives us the insight and leverage to drive performance others struggle to replicate.

Unique content and video publishing expertise

With Shinez's content engine and deep engagement signals, we design user experiences that convert. Our proprietary CPM/CPV framework unlocks incremental revenue at every interaction — turning engagement into scalable monetisation.

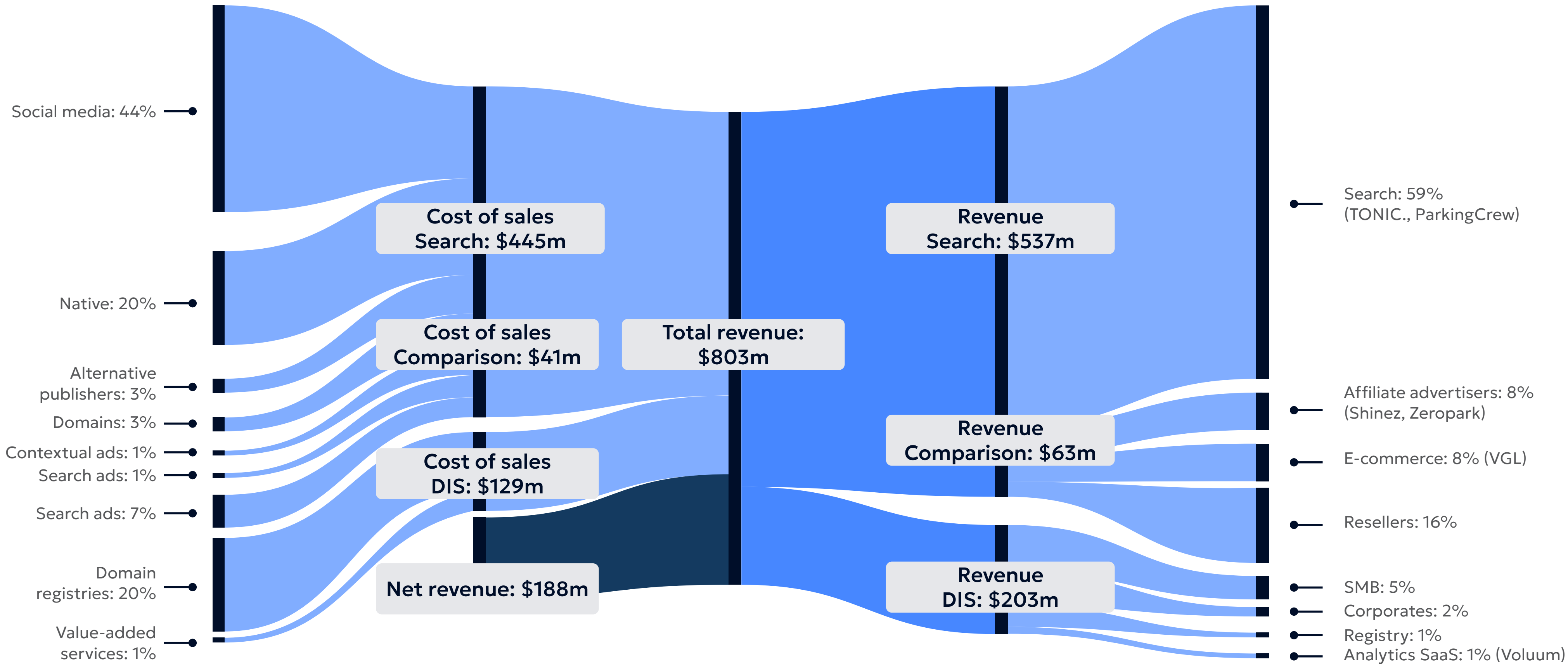
Automated testing capabilities

We don't guess we test, iterate, and optimise. Drawing from our Comparison business, we bring battle-tested frameworks for A/B testing and performance tuning of rich content environments, at scale.

What sets us apart continued

Across its three segments, Team Internet creates a vibrant, symbiotic ecosystem, connecting a vast supply with substantial demand.

FY24 value flows



Chairman's statement

> Our commitment to strategic transformation, AI-driven growth and delivering strong Shareholder returns remains at the heart of our efforts as we position the Group for long-term success.

Iain McDonald
Chairman

Adapting, innovating and advancing

2024 has been a year of transformation for Team Internet Group plc, characterised by strategic evolution, operational refinement and an unwavering focus on long-term value creation. As we navigate an ever-changing digital landscape, our ability to adapt, innovate and make decisive choices has ensured our continued success.

Refining our business for the future

With our 2024 trading update, we introduced a new reporting structure, providing greater clarity and alignment with our operational realities. From 2024 onwards, we will report across three distinct segments – Domains, Identity & Software (DIS), Comparison and Search – reflecting our commitment to transparency and performance-driven growth. This segmentation enhances our ability to assess opportunities, drive efficiencies and deliver sustainable returns.

Strategic execution and business resilience

Despite macroeconomic challenges, we maintained a sharp focus on execution. While the Search segment experienced headwinds, we made a deliberate shift towards sustainable, high-quality traffic sources and new workflows, augmenting the user and brand experience. Meanwhile, our Comparison business delivered exceptional growth, supported by AI-powered product expansion and geographic diversification. Our DIS segment continued to expand, demonstrating the strength of our subscription-based revenue streams.

Portfolio oversight and proactive management

We have taken decisive action in managing our portfolio, ensuring that all assets contribute meaningfully to our long-term goals. A key example is Shinez I.O Ltd, where we removed the founders, initiated legal proceedings and embarked on a strategic restructuring. The transition towards short-form video reflects our agility in responding to shifting digital consumption trends. While we will record a non-cash impairment charge, this move underscores our commitment to robust portfolio oversight.

Capital allocation and Shareholder returns

Our financial discipline remains unwavering. Over the course of the year, we executed USD 21 million in share buybacks and distributed USD 10 million in dividends, reflecting our focus on Shareholder returns. At the same time, we carefully evaluated acquisition opportunities, ensuring that future investments align with our strategic vision and deliver tangible value.

With net debt at USD 96 million, our balance sheet remains structured to support our long-term ambitions while providing the flexibility required to capitalise on emerging opportunities.

Chairman's statement continued

Governance and long-term stewardship

Strong corporate governance is the foundation of sustainable growth. This year, we further strengthened our governance framework by enhancing Board independence and ensuring the full independence of our Audit & Risk Committee. These refinements align our oversight mechanisms with best practices, reinforcing our commitment to accountability and strategic clarity.

Looking forward with confidence

Despite challenges in the Search segment, we anticipate continued strong performance in DIS and Comparison, supported by AI-driven automation, platform efficiencies and international expansion. Our overarching strategy remains intact: building a diversified, technology-driven business that fosters meaningful digital connections between businesses, brands and consumers.

A note of appreciation

On behalf of the Board, I extend my deepest appreciation to our leadership team, employees and partners for their dedication and hard work. Their contributions have been instrumental in our continued success, and I am confident that, together, we will seize the opportunities that lie ahead.

Team Internet is a group built for the future – one that embraces change, drives innovation and delivers value at every turn. As we step into 2025, we do so with clarity, strength and an unwavering commitment to excellence.

Iain McDonald
Chairman
28 March 2025

Chief Executive Officer's review

Team Internet achieves record operating cash flow and balanced earnings amidst revenue headwinds, driven by AI and diversified segments.

Michael Riedl
Chief Executive Officer

Resilience, transformation and the path forward

2024 was a year of strategic transformation for Team Internet. As the digital landscape evolved at an accelerated pace, we navigated significant shifts, proactively adapting our business to ensure long-term growth. While we faced challenges, our resilience, adaptability and commitment to innovation ensured that we exited the year stronger, more agile and well positioned for the future.

The digital advertising and online presence industries continued to develop rapidly, driven by changes in consumer behaviour, regulatory developments and advances in artificial intelligence. Within this dynamic environment, Team Internet leveraged its proprietary technology, data capabilities and market expertise to sustain its competitive edge and accelerate growth in key areas.

Private equity interest and Shareholder value creation

In early 2025, two private equity firms expressed interest in Team Internet at significant premiums over the market price. While none of these approaches ended in a firm offer, the Board remains confident in the Group's strategic direction, financial strength and ability to create long-term Shareholder value. Team Internet remains highly profitable and cash generative, and we continue to explore options to optimise capital allocation and review asset ownership. Notably, we have received repeated interest in our Domains, Identity & Software (DIS) segment, which continues to perform strongly. These developments reaffirm the strategic value of our operations, highlighting that we are operating a business with highly attractive and strategically important assets.

Financial and operational performance

Our financial results reflected our transition. We reported gross revenue of approximately USD 803 million and net revenue of approximately USD 188 million, with adjusted EBITDA of approximately USD 92 million. While Search faced headwinds, our Domains, Identity & Software (DIS) and Comparison segments outperformed expectations, contributing 51% of net revenue in 2024, up from 44% in 2023, and poised for further expansion in 2025. This shift underscores the increasing resilience of our business model, as we continue to diversify revenue streams and strengthen our position across all segments.

Navigating market evolution in Search

Google recently announced that from 19 March 2025, it will begin opting advertisers out of AdSense for Domains (AFD), accelerating the industry's shift towards Related Search on Content (RSOC). This transition presents both challenges and opportunities. While this transition materialised sooner and faster than expected, it was fully anticipated within our strategic planning, and we had already begun adapting. This simply accelerates our execution.

RSOC represents the next evolution of search monetisation, offering a more sustainable model that enhances user and advertiser experience. However, the transition brings short-term challenges. With AFD, we had built a highly optimised model with established revenue share tiers, whereas RSOC introduces a new framework with different dynamics.

Chief Executive Officer's review continued

Navigating market evolution in Search continued

The materially accelerated rollout has limited the industry's ability to adjust gradually, creating near-term pressure on Search segment earnings. That said, our investments in RSOC adoption, combined with our market-leading zero-click solutions via the Zeropark platform, position us strongly for recovery and long-term growth. We are already seeing unprecedented demand for our solutions and are prioritising new customer onboarding to ensure service quality and performance.

In the end, it is all process and execution: matching content with intent, driving engagement through smart placement, diversifying revenue streams, ensuring seamless user experience and continuously optimising performance to maximise value – while positioning ourselves for higher revenue share as the model matures. RSOC provides an opportunity to build a more sustainable and valuable business with higher-quality traffic monetisation and we are committed to seizing it.

Strength in our diversified business model

Beyond Search, our Domains, Identity & Software (DIS) and Comparison segments continue to thrive. The DIS segment, underpinned by a subscription-based model, provides a stable and resilient revenue stream through partnerships with the world's leading online presence and cybersecurity providers, as well as top global brands.

At the same time, our Comparison business achieved 43% revenue growth and 89% EBITDA growth in 2024. This segment's AI-native platform has enabled rapid international expansion, and we expect continued strong performance in 2025 and beyond.

Our AI-led approach in Comparison has driven successful market launches, with Italy, Spain and France already live at the time of writing. Major anglophone markets are set to follow this year.

Looking ahead, we will further enhance our platform's capabilities by integrating automation, AI-driven content optimisation and data-driven performance enhancements to improve conversion and engagement rates.

Strategic priorities for 2025: growth, innovation and efficiency

Our 2025 strategy is focused on three core themes:

1. **Pioneering innovation:** We will continue to push the boundaries of what is possible in digital advertising and online presence. Our investments in AI-native platforms, automation and enhanced monetisation strategies will keep us ahead of industry shifts. The Comparison segment's AI-driven expansion serves as a blueprint for future technological advancements across our business. Additionally, we are investing in AI-powered content generation and dynamic personalisation, ensuring our platforms remain at the forefront of digital engagement.
2. **Operational efficiencies and cost discipline:** The success of our Unity Programme has demonstrated our ability to streamline operations and drive efficiencies while outgrowing the market. We will extend these principles across all segments, enhancing automation, consolidating technologies and optimising traffic monetisation.
3. **Customer-centric growth:** Ensuring that our platforms, services and monetisation strategies create tangible value for our partners and end users will be a priority.

Capital allocation and Shareholder returns

Despite industry shifts, we remain committed to disciplined capital allocation, ensuring that we balance investment in growth, financial flexibility and Shareholder returns. Our five-stage capital allocation framework prioritises:

1. **Organic growth investment:** Focusing on high-return opportunities in AI-driven innovation, platform enhancements and operational efficiencies.
2. **Strategic acquisitions:** While we remain committed to pursuing acquisitions that strengthen our competitive position, our experience with Shinez has reinforced the importance of heightened diligence. Following the discovery of material misrepresentations, we have initiated legal action to recover our damages. More importantly, we have strengthened our acquisition framework by implementing deeper due diligence, enhanced post-acquisition oversight, a stricter alignment with our strategic roadmap and reinforcing our M&A leadership team with additional expertise to drive a more disciplined and strategic approach to deal execution.
3. **Deleveraging:** Maintaining financial flexibility remains a priority, and given the evolving market environment, we anticipate an increased focus on debt reduction to reinforce our long-term resilience.

Chief Executive Officer's review continued

Capital allocation and Shareholder returns continued

4. **Sustainable Shareholder returns:** Given our commitment to financial discipline, we will take a measured approach to dividends and share repurchases, ensuring that capital allocation decisions align with our long-term financial health. In 2024, we returned USD 31 million to Shareholders through a mix of share repurchases and dividends. Excluding these actions, our net debt decreased. However, as we prioritise strengthening our financial foundation, dividends may be reviewed and new share buybacks will only be announced once meaningful progress in deleveraging has been achieved. While capital returns remain an important part of our long-term strategy, we are taking proactive steps to ensure that when they do resume, they are done from a position of strength, enhancing long-term Shareholder value.

Looking ahead: 2025 and beyond

While 2025 will be a transition year for Search, the strength of our diversified business model ensures that we remain highly profitable and cash generative. Current consensus for 2025 adjusted EBITDA is between USD 60 million and USD 62 million, with a return to double-digit earnings growth from 2026 onwards. Our proactive approach to navigating industry changes, investing in AI-driven platforms and expanding monetisation strategies will drive sustainable growth.

Leadership is about showing up when it matters most. I am fully committed to leading Team Internet through this pivotal phase of transformation – not just because it is my responsibility, but because I believe in this company and the people who make it exceptional. I am seeking re-election at the 2025 AGM to ensure we execute our vision with focus, resilience and precision. We are not just managing change – we are shaping the future of digital advertising and online presence. Over the past years, we have built a business with strong fundamentals, resilient cash flows and industry-leading technology. Now, we double down. We execute with discipline. We innovate relentlessly. And we ensure Team Internet not only emerges stronger but sets the pace for the industry.

To our employees, partners, and Shareholders – thank you for your continued trust and commitment. The road ahead is one of transformation and opportunity, and I look forward to leading us through it.

Michael Riedl
Chief Executive Officer
28 March 2025

Photographer: Anna Rauchenberger

Our business model

Team Internet's strength and organic growth are based on a foundation of exceptional resources dedicated to fostering sustainable value creation.

Our mission:

By leveraging our people, businesses and technologies, we aim to drive information, deliver value and create growth for all.

Inputs

Our people
Team Internet leverages a wealth of talent throughout the organisation, boasting significant industry expertise.

Our technology
Renowned for its outstanding technological solutions, Team Internet is backed by extensive in-house product, engineering and operations teams. Our omni-channel platform delivers world-class solutions tailored to meet the needs of every customer.

Our operational structure
The Group's finance, human resources, product development, project management, integration, technical and operational teams are primarily based in Germany and Poland, with regional offices positioned across five continents. Team Internet operates as a truly global entity, serving customers worldwide.

Our global perspective
Team Internet's globally diverse portfolio of acquisitions, people and operations lends a unique perspective to the Group.

How we do it

Our segments

DIS

A critical constituent of the global online presence and productivity tool ecosystem, where we serve as the primary distribution channel for a wide range of digital products.

Comparison

Our product recommendation platform guides online shoppers in selecting the best products based on price, quality, and popularity.

Search

Crafting secure, privacy-conscious online consumer experiences powered by AI, which guide general-interest online media users towards becoming confident and committed consumers through advertorial platforms.

Underpinned by our values

- **We act like owners**
- **We have the courage to do the right thing, even if it's hard**
- **We work smart to build things we are proud of**
- **And by working together, we win together**

Our business model continued

Creating value for all of our stakeholders whilst remaining steadfastly focused on sustainability.

Creating value for our stakeholders

Customers

Customer renewal rates

c.100%

Investors

21.49 cents

Adjusted earnings per share

Colleagues at year end

787

Expert employees

Partners

Team Internet creates meaningful and successful connections from businesses to domains, brands to consumers, publishers to advertisers, enabling everyone to realise their digital ambitions.

Regulators and governments

USD 25m

of payroll, corporate and value-added taxes paid in 2024

Communities

USD 1.8m

Grants donated through the SK-NIC Fund (129 projects to date)

Focused on sustainability

Environment

See more on our environmental strategy and carbon neutrality.

On pages 36-42

Communities

See more on how we support local communities.

On pages 43-44

Diversity and inclusion

See more on our approach to diversity and inclusion.

On pages 54-56

Governance

See more on how we are creating long-term sustainable success.

On pages 34-35

Our strategy

Our strategic priorities create a virtuous circle: organic growth leads to enhanced operating leverage, driving a more competitive cost of capital, thus facilitating M&A.

Organic growth

New customer wins, supporting existing customers and cross-selling our services.

Launching new products and contracting with new partners.

Notes

Pro forma comparable financial summaries are prepared to effectively isolate organic growth.

2024 highlights

- Pro forma revenue growth of 40% in Comparison and 7% in DIS.
- Pro forma revenue decline in Search of 21%.

Priorities for 2025

- New customer wins.
- Growing existing customers and cross-selling our services.
- Launching new products and contracting with new suppliers.

Link to KPIs

1 2 3 4 5 6 7 8 9 10 11 12 13 14

Operating leverage

Achieve cost savings in future periods by successfully integrating acquired businesses.

Operational gearing is expected to enhance margins as the Group scales.

Notes

M&A activity targets specific financial synergies to ensure that the cost base continues to be well controlled.

2024 highlights

- In 2024, the Group's core operating expenses expressed as a percentage of net revenue were 51%, compared to 50% in 2023, as the Group continues to target lower than 50%.

Priorities for 2025

- Achieve cost savings in future periods by continuing our integrations.
- We expect operational gearing to enhance margins as the Group scales.

Link to KPIs

1 2 3 4 5 9 10 11 12 13 14

Competitive cost of capital

Reduce interest rate on debt (latest effective interest rate <8%).

Retain net debt/EBITDA ratio of <2x and interest coverage of >4x.

Notes

Interest varies in line with SOFR (published by the Federal Reserve Bank of New York) and the Group's operating leverage.

2024 highlights

- In 2024, the Group enjoyed the second full-year benefits of its October 2022 refinancing. The latest effective interest rate on all debt is c.7%.
- During FY24, the Company bought back 13.9 million shares, representing c.5% of the outstanding share capital, at an average price of GBP 1.18 or USD 1.49.
- Together, these actions helped maintain strong adjusted EPS of 21.49 cents.

Priorities for 2025

- Buyback equity from free cash flow.
- Retain net debt/adjusted EBITDA ratio of <2x and interest coverage of >4x.

Link to KPIs

1 2 3 4 5 7 8 9 10 11 12 13 14

Focused bolt-on M&A

Website and e-commerce targets matching Team Internet's current recurring revenue and cash-generation profile.

Strong pipeline of attractively priced deals.

Notes

Team Internet's excellent ability to source, complete and integrate transformative acquisitions drives organic growth.

2024 highlights

- Acquisition of Shinez I.O Ltd in the Search segment in April 2024.

Priorities for 2025

- Targets matching our own recurring revenue and cash-generation profile.
- Share buybacks as a benchmark for acquisition cash flow return on investment.

Link to KPIs

1 2 3 4 5 6 7 8 9 10 11 12 13 14

Our strategy continued

At Team Internet, AI is seamlessly woven into the fabric of our daily operations.

Raising the floor

We focus on democratising AI knowledge within our organisation, ensuring every member of our staff is equipped with the necessary skills to leverage off-the-shelf AI tools for enhanced productivity. Our commitment is to leave no individual behind in our journey towards digital empowerment.

- Algorithm-driven HR interviews save time, enhance efficiency and standardise feedback by listening and then summarising, assigning actions and sharing feedback
- Proprietary machine learning in CRM analyses retail customer data, enabling targeted sales operations and saving agent time
- AI used to summarise and extract actions from client-customer care conversations to streamline ticket creation and save agent time
- AI chatbots are designed and used on voluum.com, serving 2,600 customers

Raising the ceiling

By providing advanced training to our engineers and data scientists, we aim to push the boundaries of what is possible with AI. This involves immersing our technical teams in the latest technologies and methodologies, enabling them to create superior products that exceed our customers' expectations.

- Customers provide a business or project description and AI generates matching options, checks availability and presents matching domain names for purchase
- AI analyses domain purchases on a Team Internet retail website, verticals are extracted and AI is used to assign the most appropriate nTLDs to inform marketing-driven campaigns
- AI used to identify more relevant contextual keywords on passively monetised 'parked' domain names to optimise earnings per click (EPC) and click-through rate (CTR)
- AI used to build websites with content around a specific product, e.g. washing machines, to drive qualified leads to Comparison websites

Raising awareness

A key component of our AI Academy involves nurturing a culture of critical and creative thinking among our senior leadership. This training is geared towards enabling our leaders to anticipate potential disruptions caused by AI and other emergent technologies, ensuring strategic resilience. This initiative also focuses on leveraging emerging technologies to conceive products that, prior to these advancements, would have been unimaginable.

- Proprietary machine learning optimises native ad placement by analysing third-party websites' content and deploying matching advanced keywords to maximise conversions
- Proprietary machine learning algorithm identifies high-traffic potential expired domains, registers them, builds websites using templates, populates them with relevant content and native ads, and promotes its articles on social media, to drive qualified leads

Key performance indicators

Modest contraction but the Group's earnings composition is more diversified than ever.

Financial KPIs

1 Revenue (USD m)

(4)%

2024	**802.8**
2023	836.9

Why it's important
Revenue increase is the key indicator of the Group's growth

2024 performance
4% reduction in 2024

Outlook
Analyst expectations[1] of 2025 revenue currently range from USD 604 million to USD 743 million

2 Net revenue/gross profit (USD m)

(2)%

2024	**187.5**
2023	191.1

Why it's important
Principal indicator of core profitability given the 'pass-through' nature of some revenue streams

2024 performance
2% reduction in 2024

Outlook
Analyst expectations[1] of 2025 net revenue currently range from USD 147 million to USD 153 million

3 Adjusted EBITDA (USD m)

(5)%

2024	**91.9**
2023	96.4

Why it's important
Adjusted EBITDA is the key measure of the Group's operational excellence

2024 performance
5% reduction in 2024

Outlook
Analyst expectations[1] of 2025 adjusted EBITDA currently range from USD 60 million to USD 62 million

4 Adjusted EBITDA % of net revenue/gross profit

(1)%

2024	**49.0%**
2023	50.4%

Why it's important
Given significant pass-through costs, e.g. traffic acquisition costs, net revenue ratio gives an indication of operating leverage in the business model

2024 performance
1% reduction in 2024

Outlook
We are targeting EBITDA conversion of 50%

Definitions of alternative performance measures are provided on page 102.

1. The consensus was formed by five analysts who updated their forecasts in March 2025: Zeus, Berenberg, Edison Investment Research, HSBC and Cantor Fitzgerald.

Key performance indicators continued

Adjusted EPS remains positive and provides material returns to Shareholders.

Financial KPIs continued

5 Pro forma revenue (USD m)

(13)%

2024 **831.8**

2023 951.4

Why it's important

Given the Group's history of acquisitions in past years, this metric has been important, though it is less relevant this year due to limited M&A activity

2024 performance

Pro forma revenue decline of 13% in 2024

Outlook

Please refer to analyst expectations under the revenue KPI

6 Adjusted EPS (cents)

(8)%

2024 **21.49**

2023 23.27 restated

Why it's important

Measure of the underlying growth in earnings per share

2024 performance

8% reduction to 21.49

Outlook

Adjusted earnings per share may see a temporary impact as we transition from AFD to RSOC within the Search operating segment, paving the way for future opportunities

7 Cash balance (USD m)

(5)%

2024 **88.3**

2023 92.7

Why it's important

Cash balances are monitored weekly for working capital and M&A funding requirements

2024 performance

Cash reserves reduced by 5% to USD 88.3 million at the end of 2024

Outlook

Operational cash conversion is expected to be greater than 100% in 2025

8 Net debt (USD m)

+30%

2024 **96.4**

2023 74.1

Why it's important

Net debt deleveraging expected over time

2024 performance

Net debt increased following investing cash outflows (acquisition of Shinez, contingent consideration payments, dividends and share buybacks), but net debt to adjusted EBITDA ratio remains close to 1:1

Outlook

Leverage measured by net debt/adjusted EBITDA will not increase to the levels seen in 2021 and earlier years

Definitions of alternative performance measures are provided on page 102.

Key performance indicators continued

Team Internet leveraged industry trends to drive sustainable growth.

Non-financial KPIs

9 Number of domain registration years (DIS) (#)

(4)%

2024	**13.2m**
2023	13.8m

Why it's important
Indicative of whether Team Internet is winning market share

2024 performance
Greater emphasis placed on price over volume growth

Outlook
Further market share gain by volume expected in 2025

10 Average revenue per domain year (DIS) (USD)

+10%

2024	**12.5**
2023	11.3

Why it's important
Indicative of the stability of our conversion of underlying activity

2024 performance
Growth of 10% achieved given market shift to alternative domain names

Outlook
Sustainable growth expected as we continue to bring efficiencies to the domain subscription process

The year-on-year percentage increase or decrease for non-financial KPIs is calculated using non-rounded figures.
The above KPIs represent c.81% of the operating segment which can be adequately and reliably described by them.

Key performance indicators continued

Comparison's rapid growth was driven by increases in both visitor sessions and revenue per impression, while our Search segment was impacted by product evolution and cyclical weakness in click prices.

Non-financial KPIs continued

11 Number of visitor sessions (Comparison) (#)

+29%

2024	188.5m
2023	145.7m

Why it's important
Indicative of the Group's total audience

2024 performance
Significant growth in users as the Group's SEA-first strategy is implemented

Outlook
Continued growth expected in our core market DACH, along with additional contributions from new geographies

12 Revenue per thousand impressions (Comparison) (USD)

+22%

2024	249
2023	203

Why it's important
Indicative of how effectively traffic is being monetised, absent current market conditions

2024 performance
Strong growth in e-commerce commissions, further enhanced by our sponsored product offering

Outlook
We expect continued improvements as we expand across categories and geographies

13 Number of visitor sessions (Search) (#)

+16%

2024	6.8bn
2023	5.9bn

Why it's important
Indicative of the Group's total audience

2024 performance
Strong growth in particular from social media, driven by audience migration to short-form video content

Outlook
Being platform agnostic, Team Internet will nimbly follow mass audience migration

14 Revenue per thousand impressions (Search) (USD)

(28)%

2024	69
2023	95

Why it's important
Indicative of how effectively traffic is being monetised, absent current market conditions

2024 performance
Trending to a more stable base as the digital advertising market returns to growth

Outlook
Team Internet aims to refine the RSOC process to sustain the revenue levels per thousand sessions

The year-on-year percentage increase or decrease for non-financial KPIs is calculated using non-rounded figures.
The above KPIs represent c.74% of the Comparison operating segment and c.87% of the Search operating segment, which can be adequately and reliably described by them.

Section 172(1) statement

The Board recognises its responsibility to take into consideration the needs and concerns of all our stakeholders as part of our discussion and decision-making processes, and in this regard, we welcome the fresh stance under section 172 of the UK Companies Act 2006 ('s.172') as part of the QCA Corporate Governance Code.

The Directors have identified the Company's key stakeholders as its Shareholders and investors, employees, customers, suppliers, regulators and governmental bodies, the environment and the wider community.

Building positive relations with these stakeholders, treating them well and with respect and managing our operations in a sustainable way, are essential to the success of the business.

The Board considers the interests of the Group's employees and other stakeholders, including the impact of its activities on the community, environment and the Group's reputation, when making all decisions.

The Board, acting fairly between members and acting in good faith, considers what is most likely to promote the success of the Group for its Shareholders in the long term.

The Group's stakeholder engagement activities help to inform the Board's decisions. By thoroughly understanding our key stakeholder groups, we can factor their insights and concerns into boardroom discussions.

Customers

The Group engages with customers across the globe through its dedicated customer support function. Engaging with our customers and understanding their needs are critical to delivering on our strategy, mission and purpose.

How we engage:

- Customer support function
- Newsletters
- Customer satisfaction surveys

Impact of engagement:

Regular engagement with customers ensures the Group stays aligned with their evolving needs and expectations. Insights gathered from customer satisfaction surveys have driven improvements in our products and services, enhancing the overall customer experience. This direct feedback loop allows us to strengthen trust and loyalty, positioning the Group as a customer-centric organisation that listens and responds to its global customer base.

Shareholders and investors

The Board regards effective communication with Shareholders as essential.

Relations with Shareholders are managed principally by the Chief Executive Officer, Chief Financial Officer and the Chairman.

How we engage:

- Regular meetings with institutional investors and analysts during the year
- Individual or collective meetings between major Shareholders and the Board
- Annual General Meeting (AGM)
- Feedback from nominated advisers and joint brokers on Shareholder opinions
- Group website

Impact of engagement:

Frequent communication with Shareholders ensures transparency and trust, enabling them to make informed decisions. Meetings with investors provide valuable feedback that shapes strategic initiatives, while the AGM and advisory updates foster alignment on key business goals.

Employees

The Group recognises that high levels of employee engagement lead to lower levels of attrition, higher levels of productivity and a more enjoyable work environment, where people are happier and are more likely to thrive.

How we engage:

- Regular town halls
- Campus – our new corporate university
- Our news site – Team Internet Connect
- Pulse and targeted surveys
- Viva Engage – through our All Company community and local interest groups

Impact of engagement:

Better communication has strengthened relationships across the employee base. Increased focus on training has given colleagues new skills for the workplace and career progression.

More information can be found in the people and culture section on pages 45 to 56.

Section 172(1) statement continued

Regulators and governments

Our relationship with governments and regulators is important to ensure policies are developed in the interests of our customers and the industry, while also enabling them to better understand the positive impact we can have on the environment and communities we operate in.

How we engage:

- Contribute to society and communities by paying taxes and social charges in compliance with applicable regulations
- Help ideate and enforce regulation

Impact of engagement:

These engagements enhance our ability to anticipate regulatory changes, mitigate risks and contribute to a well-functioning business environment, supporting both our strategic objectives and broader societal goals.

Suppliers

Our suppliers are crucial to the operational success of our Company. They provide the software and services that enable us to innovate and deliver high-quality products and services to our customers. By building strong partnerships with our suppliers, we ensure a robust and reliable supply chain, which is essential for meeting market demands.

How we engage:

- Supplier assessments

Impact of engagement:

Engaging with suppliers through regular assessments ensures that partnerships align with the Group's standards for quality, ethics and sustainability. These practices build strong, reliable supplier relationships, reduce risks and support operational excellence.

In parallel, we are engaging Microsoft and AWS in discussions around operational training for our team, as well as conducting vendor-backed security awareness training for select staff members. Furthermore, we are refining our incident management processes to include tabletop exercises with key suppliers, strengthening our response capabilities and mitigating potential risks.

Communities

The Board is committed to improving sustainability and helping communities thrive by positively contributing both socially and economically. Building and preserving relationships with the communities we serve is core to our commercial success and supports our purpose of enabling our customers to realise their aspirations online.

How we engage:

- Engagement with charities and non-governmental organisations (NGOs)
- Participation in key international forums and working groups

Impact of engagement:

The Group's commitment to sustainability and community wellbeing has resulted in social and economic contributions. Initiatives with charities and NGOs address critical community needs, while participation in international forums helps advance broader social impact goals.

Sustainability

Introduction

Our Board recognises investing as key to addressing sustainability issues which affect the Group's stakeholders.

We believe that the first step to driving positive change as a business is to make a strong commitment to our key stakeholders. This ensures our progress remains firmly aligned with the Group's vision and direction. By standing by these commitments, this group of stakeholders, who will hold us accountable, will help us to embed our focus on ESG for years to come.

There are a number of initiatives that we are proud to have undertaken and prioritised during the year, which are summarised on the following pages.

Our sustainability strategy

See more on our sustainability strategy and carbon neutrality on pages

31 to 32

Non-financial and Sustainability Information Statement

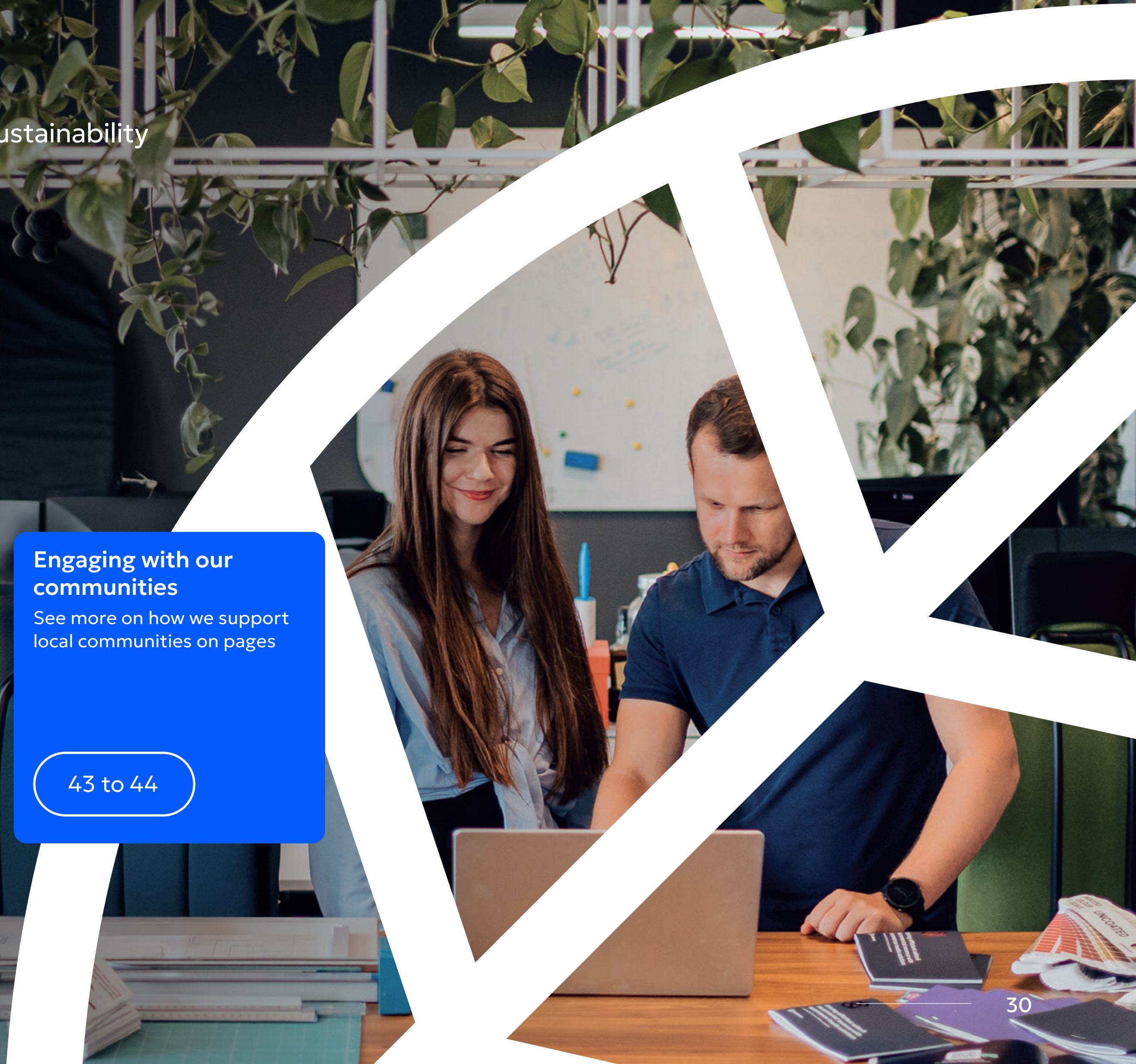
See more about our approach to the Task Force on Climate-related Financial Disclosures (TCFD) on pages

33 to 42

Engaging with our communities

See more on how we support local communities on pages

43 to 44



Sustainability continued

Our sustainability strategy

Aligning with the UN Sustainable Development Goals.

The 17 Sustainable Development Goals (SDGs) were launched in 2015 by the United Nations (UN) with the aim of ending poverty and creating a life of dignity and opportunity for all. The SDGs define global sustainable development priorities and aspirations for 2030 and seek to mobilise global efforts among governments, businesses and civil societies around a common set of targets.

Group activities align most closely with six UN SDGs, covering the themes of resilient, inclusive, sustainable and innovative industrialisation, together with good health and wellbeing, gender equality, decent work and economic growth, responsible consumption and production and climate action. These six UN SDGs are most aligned with our strategy and the outcomes of our materiality assessment, which are detailed in the following pages, allowing us to achieve maximum impact.

We have already made progress towards advancing these goals. The actions we have taken and our performance across these areas are covered over the following pages. Aligning our sustainability strategy with the UN SDGs will help guide our future activity to ensure we continue to create sustainable, shared value for all stakeholders.

Read more about:

The Group's goals, strategy and business model: pages 20 to 23.

How we manage risks: pages 60 to 62.

Corporate governance: pages 66 to 69.

UN Sustainability Goals

3 GOOD HEALTH AND WELL-BEING — Good health and wellbeing

How Team Internet contributes:
Health and wellbeing are embedded in Team Internet's people strategy and contribute to its core sustainability mission.

5 GENDER EQUALITY — Gender equality

How Team Internet contributes:
Team Internet is committed to ensuring equal opportunities for all, irrespective of gender, and to maintaining a culture of inclusion, where diversity is seen as a strength.

8 DECENT WORK AND ECONOMIC GROWTH — Decent work and economic growth

How Team Internet contributes:
Team Internet employs nearly 800 employees globally. Our team is crucial to delivering our sustainability goals and mission. Our people are central to helping us continue to build our services, and we are committed to providing the most inclusive work environment.

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE — Sustainable development

How Team Internet contributes:
Team Internet is at the forefront of innovation within the industry. Our mission is to help online consumers make informed choices, demonstrating our commitment to effective digital work and social practices, such as data privacy.

12 RESPONSIBLE CONSUMPTION AND PRODUCTION — Responsible consumption and production

How Team Internet contributes:
Team Internet makes sustainability a key factor when managing suppliers.

13 CLIMATE ACTION — Climate action

How Team Internet contributes:
Team Internet is taking action to reduce its GHG emissions whilst also investing in green energy projects.

Sustainability continued

Our sustainability strategy continued

Materiality

We have conducted a materiality assessment to identify the material and emerging sustainability issues relevant to our business, our stakeholders and the societies in which we operate.

Team Internet performed the materiality assessment according to the Global Reporting Initiative (GRI) 2022 standards. This exercise allowed the Group to identify the most significant impacts on the economy, environment and people, including human rights, as a result of its activities and business relationships. The process comprises four steps.

1) Understanding the organisation's context

The Group conducted a mapping exercise that defined a preliminary list of material topics based on industry-specific frameworks, such as SASB Software and IT services and SASB Internet and Media services. Also, a benchmark of the most relevant peers and stakeholders was conducted. This process helped the organisation to consider the impacts commonly associated with the sector. This phase took place in a series of workshops guided by experts where critical organisation members were involved.

2) Identification of impacts

Team Internet involved both internal and external stakeholders in identifying impacts relevant to the Group. A survey was used to capture the impact's dimension (environment, economy and people), the type of impact (positive, negative, actual and potential) and the likelihood of the impact occurring. The total participation rate of the survey was 61%, where internal stakeholders rate was 64% and external stakeholders 50%.

The likelihood represents the chance of an impact happening. The organisation used a qualitative method to measure this concept. The hierarchy used was: not likely, likely and very likely. The organisation validated the survey results through roundtable discussions moderated by a panel of experts and interviews with relevant organisation members and external stakeholders.

3) Assessment of significance

Team Internet assessed the significance of the impacts based on their severity defined by their scale, scope and irremediable character. The organisation assigned a score for each topic and category (1: low, 2: medium, 3: high).

The concept of scale refers to how severe a negative impact is (or could be), or how positive an impact is (or could be).

The scale of a negative impact can depend on whether the impact leads to non-compliance with laws, regulations or authoritative intergovernmental instruments.

The organisation also considered the context in which the impact took place to determine the scale scoring.

The scope represents how widespread the impact is (or could be). This typically refers to the number of individuals or the extent of environmental resources that are or could be affected.

Irremediable character means how difficult it is for the organisation to counteract or make good the resulting harm. This concept applies only to negative impacts.

4) Prioritisation

The topics were prioritised based on the average score of scale, scope and irremediable character (when applicable). The Group has prioritised negative impacts and positive impacts separately. The threshold used to consider a topic's significance corresponds to those topics scored from medium to high.

The Group is committed to addressing today's sustainability challenges and opportunities, adjusting our business strategy accordingly. Understanding the needs of key stakeholders and the expectations they have is central to ensuring Team Internet prioritises the most critical issues and operates a responsible and sustainable business.

To address the top material topics identified during the materiality assessment, the Group has hired a Chief Information Officer (CIO) in 2024.

Our sustainability strategy was developed around our priority sustainability topics and associated Sustainable Development Goals (SDGs). We sought stakeholders' views in determining the materiality of different topics, having undertaken an in-depth analysis of the SDGs to identify opportunities for shared value creation. Our materiality assessment followed best practice, involving our leadership team and a broad range of external stakeholders.

Prioritisation of negative impacts

Material topic:	Significance score:
Data security	2.67
Customer privacy	2.33
Intellectual property	2.00
Managing systemic risks from technology	2.00
Energy	1.33
GHG emissions	1.33

Prioritisation of positive impacts

Material topic:	Significance score:
Diversity and equal opportunities	2.00
Non-discrimination	2.00
Training and education	2.00
Corporate governance, ethics and compliance	2.00
Intellectual property	2.00

Sustainability continued

Non-financial and Sustainability Information Statement

The following report covers the Board's oversight of climate-related issues, the Group's integration of climate change within our overall risk management processes, our strategies for managing climate-related risks and relevant metrics used to measure progress towards our climate targets.

The Task Force on Climate-related Financial Disclosures (TCFD) was established by the Financial Stability Board to improve reporting of climate-related risks and opportunities. Team Internet has structured its climate disclosures according to the TCFD recommendations, as opposed to the UK Companies Act requirements, as TCFD is globally recognised and specifically focused on climate-related issues. A key part of holding ourselves accountable is taking a leadership position on disclosure. We adopted TCFD reporting in our 2022 report ahead of regulatory requirements on a voluntary basis and continue to be proactive in our reporting and improve on our disclosures.

Additionally, following the amendment of sections 414C, 414CA and 414CB of the Companies Act 2006, the Group has indicated, in the table on the right, which of the climate-related disclosures, outlined in section 414CB, are addressed by the TCFD recommended disclosures, alongside the pages of the 2024 Annual Report and Accounts where these are located.

We have detailed in this table our progress against the eleven TCFD recommendations.

● Fully consistent with TCFD recommendations

◐ Partially consistent with TCFD recommendations

Recommendations

Governance

Disclose the organisation's governance around climate-related risks and opportunities.

Read more on pages 34 to 35

Recommendation:

a) Describe the Board's oversight of climate-related risks and opportunities. ●
CA 414CB (a)

b) Describe management's role in assessing and managing climate-related risks and opportunities. ●
CA 414CB (a)

Strategy

Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning where such information is material.

Read more on pages 36 to 39

Recommendation:

a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term. ●
CA 414CB (d)

b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning. ●
CA 414CB (e)

c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario. ◐
CA 414CB (f)

Risk management

Disclose how the organisation identifies, assesses and manages climate-related risks.

Read more on page 40

Recommendation:

a) Describe the organisation's processes for identifying and assessing climate-related risks. ●
CA 414CB (b)

b) Describe the organisation's processes for managing climate-related risks. ●
CA 414CB (b)

c) Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management. ◐
CA 414CB (c)

Metrics and targets

Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.

Read more on page 41

Recommendation:

a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. ◐
CA 414CB (h)

b) Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks. ●
CA 414CB (h)

c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets. ◐
CA 414CB (g)

Sustainability continued

Non-financial and Sustainability Information Statement continued

Governing climate-related risks and opportunities

Governance

Board oversight of climate issues

The Board establishes Team Internet's purpose, vision and strategy with due consideration given to all material influencing factors, including those related to climate change.

The Board's assessment of climate-related matters is informed through presentations across dedicated strategy sessions and within Board meetings, which cover the substance of the physical and transitional opportunities and risks associated with climate change.

The Board's assessment of risk is reflected both in the strategic decisions it takes and in the identification of Group principal risks and emerging risks, which have the ability to affect achievement of agreed strategic objectives and, in turn, long-term success.

Board Committee support on climate-related issues is provided in the following ways:

- the Remuneration & Nominations Committee ensures the Board possesses the correct depth and balance of capabilities to support Team Internet's long-term position, including the expertise to assess the impact of climate-related change; and
- the Audit & Risk Committee supports the Board on matters relating to financial reporting, internal control and risk management. The Committee reviews the integrity of Team Internet's climate-related financial reporting and the process used to develop Team Internet's TCFD-aligned disclosures.

The Board-agreed division of responsibilities across key areas of Team Internet's governance framework are set out in the terms of reference of the Board Committees and the role profiles for key Board roles.

Role of Senior Management

Strategy is implemented by the Executive Committee through the operational management of Team Internet's business units and monitoring of performance in line with agreed plans. This includes ensuring business decisions are being taken in line with the parameters set by the Board and for monitoring new and emerging issues that require escalation.

The Chief Financial Officer (CFO) retains responsibility for the management of climate-related initiatives under agreed strategy and, in turn, driving progress. In support of this, the CFO agrees the annual objectives for the Group Governance Lead, who is a direct report. The Group Governance Lead advises the Board, Group Executives, Senior Management Team, Group Audit & Risk Committee and business units on climate-related matters and progress under the various initiatives.

The Group Audit & Risk Committee monitors all Group risks on a periodic basis and ensures that the business units are managing the risks for which they are responsible. The Audit & Risk Committee has overall responsibility for ensuring the right mechanisms are in place for managing all risks, including climate-related risks and opportunities.

Sustainability continued

Non-financial and Sustainability Information Statement continued

Governance continued

Role of Senior Management continued

Top-down risk management

Ongoing risk mitigation and internal control review.

Board of Directors

The Board has overall responsibility for how we identify and manage climate-related risks and opportunities, as described on page 34. Matters reserved to the Board include items of significant strategic importance, such as those which have a direct impact on the Group's funding position, reputation or integrity and/or ethical standards.

Audit & Risk Committee

Monitors and assesses the effectiveness of our risk management and internal control system on the Board's behalf. This includes climate change risks and opportunities, discussed at least on a quarterly basis.

Chief Financial Officer

The CFO is ultimately responsible for our environmental policy and performance. This includes climate-related risks and opportunities.

Executive Committee

Sets operational strategy on climate change and sustainability. It also monitors associated progress, performance and risks – informed by our Governance and Compliance Team. The Executive Committee meets on a monthly basis, agenda points include climate-related risks and opportunities.

Bottom-up risk management

Identification, assessment and monitoring of risk.

Governance and Compliance Team

The Governance and Compliance Team oversees the daily management of climate-related compliance and risk matters on behalf of the Executive Committee. They co-ordinate the process of identifying and assessing risks and provide regular reports to ensure effective communication.

Engaging with stakeholders to inform strategy

The Group has conducted a materiality assessment during the year to help us understand which sustainability-related issues are most relevant to our internal and external stakeholders. The results of the materiality assessment are disclosed in the strategy section on page 37.

Sustainability continued

Non-financial and Sustainability Information Statement continued

Strategy

Risks and opportunities

Identification of climate-related risks is integrated into Team Internet Group's risk management processes and considered as part of the overall Group risk management framework. Our risk assessment process encompasses both current and emerging risks across all categories outlined in the TCFD recommendations, ensuring a comprehensive approach to identifying and managing climate-related risks.

The **Board of Directors** holds overall responsibility for the management of risks, including climate-related risks, ensuring alignment with the Group's strategic objectives. The **Audit & Risk Committee** is specifically delegated responsibility from the Board to oversee the risk management process, providing regular review and guidance to ensure effective risk management practices are maintained across the Group. At the business level, teams invest in and implement appropriate systems, processes and initiatives to manage their environmental impact and proactively address identified risks.

Scenario analysis

To comprehensively assess climate-related risks and opportunities, we use scenario-based analysis as recommended by the Task Force on Climate-related Financial Disclosures (TCFD). This approach helps us understand the potential impacts of different climate futures on our business. We focus on three key scenarios: net zero 2050, current policies and delayed transition.

Net zero 2050: This scenario envisions a world where stringent climate policies and technological innovations limit global warming to 1.5°C, achieving net zero CO_2 emissions by 2050. It requires significant decarbonisation across all sectors, particularly in energy production and consumption. For our business, this scenario implies a transition to renewable energy sources, increased energy efficiency and the adoption of low-carbon technologies. The transition risks include higher costs associated with emissions reductions and changes in consumer preferences. However, physical risks are minimised due to the effective mitigation of climate change impacts.

Current policies: Under this scenario, only the climate policies currently implemented are maintained, leading to insufficient progress towards global climate targets. This results in higher physical risks due to increased global warming, potentially exceeding 3°C by 2100. For our business, this scenario means facing more frequent and severe climate-related disruptions, such as extreme weather events, which could impact our operations and supply chains. Transition risks are lower compared to the net zero 2050 scenario, but the long-term physical risks are significantly higher.

Delayed transition: This scenario assumes that global annual emissions do not decrease until 2030, necessitating drastic and rapid policy interventions thereafter to limit warming to below 2°C.

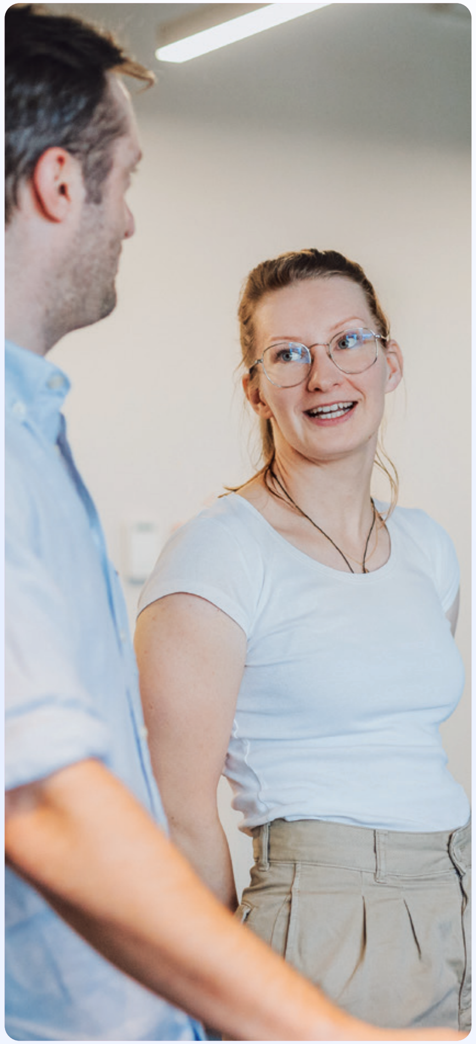
The delayed response results in a disorderly transition, with significant regional differences in climate policies and rapid technological changes. For our business, this scenario presents high transition risks due to sudden regulatory changes and increased costs of compliance. Physical risks remain substantial until effective policies are implemented.

By analysing these scenarios, we can better prepare for a range of potential futures, ensuring our strategies are resilient and adaptive to various climate-related risks. This proactive approach helps us align with stakeholder expectations, manage risks effectively and seize opportunities in the transition to a low-carbon economy.

Impact of climate-related risks on our business and strategy

In preparing the consolidated financial statements, the Directors have considered the impact of climate change on the Group and have concluded that there is no material impact on financial reporting judgements and estimates. This is consistent with the assertion that risks associated with climate change are not expected to have a material impact on the longer-term viability of the Group. Also, the Directors do not consider there to be a material impact on the carrying value of goodwill, other intangibles or on property, plant and equipment.

Our analysis will continue to evolve as new data becomes available, both internally and externally, and we will continue to monitor our climate exposures and action plans through the Group's risk management framework.



Sustainability continued

Non-financial and Sustainability Information Statement continued

Strategy continued

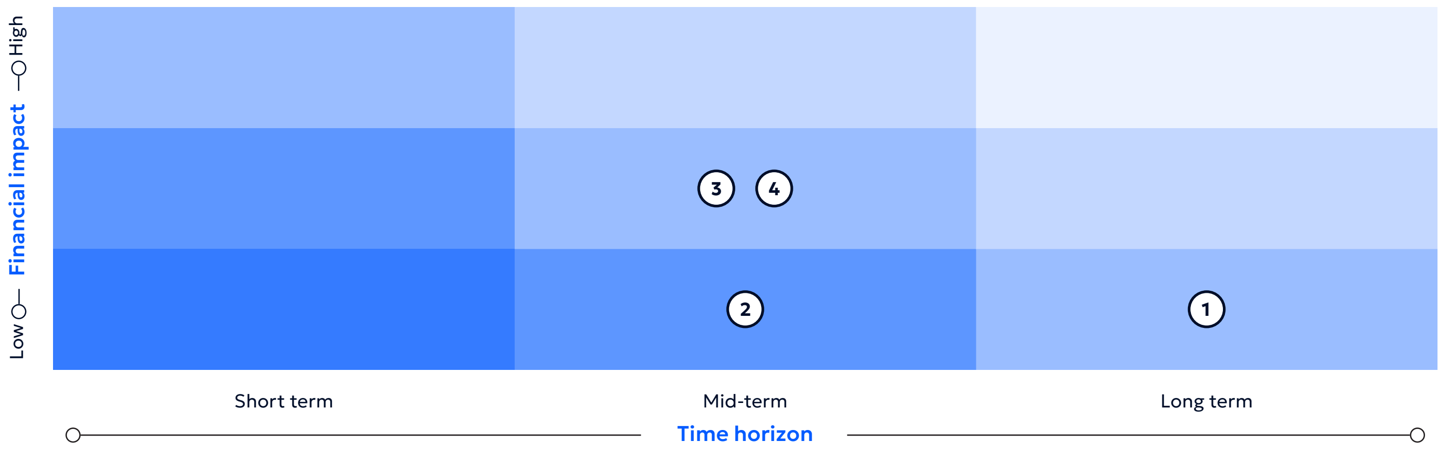
Risks and opportunities continued

Resilience of our strategy

Our business is committed to building resilience to climate-related risks through a comprehensive set of mitigation strategies. Our risk assessment and climate scenario analysis indicate that, across all scenarios evaluated, Team Internet Group's overall climate risk exposure remains low. The Group is financially resilient and strategically robust in the face of climate change. Our current understanding of climate-related risks suggests that any impacts on assets are limited and can be managed within our regular business activities, considering our existing and planned mitigation strategies.

Our business is well-prepared to handle climate-related risks. We have implemented several mitigating actions to ensure our operations remain resilient and adaptive to potential climate impacts. The mitigation strategies are outlined in the table on page 40.

Key risks heatmap



Key risks

1 Severe wind/rain storm or other weather events

2 Enhanced emissions-reporting obligations

3 Changing customer behaviour

4 Costs to transition to lower emissions technology

Impact scales

High	>4% of annual net revenue (gross profit), i.e. > USD 8 million
Medium	1–4% of annual net revenue (gross profit), i.e. USD 2 million–USD 8 million
Low	<1% of annual net revenue (gross profit), i.e. < USD 2 million
Minimal	No significant financial impact

Time horizon

Short term: 0–5 years
Mid-term: 2030
Long term: 2050

Sustainability continued

Non-financial and Sustainability Information Statement continued

Strategy continued

Risks and opportunities continued

Risk	Description	Scenario	Impact	Impact description	Metrics
Severe wind/rain storm or other weather events	Physical risk	Current policies	High	More frequent and severe heatwaves and extreme weather events could increase cooling maintenance costs for data centres and offices while also heightening operational disruption risks. The majority of data storage for the Group relies on AWS, with European facilities located in medium-high hazard areas, including flood-prone zones (Dublin, Docklands) and wildfire-prone regions (Tel Aviv). Although AWS's robust automated recovery processes (e.g., load balancing, data replication) minimise disruption, prolonged events could affect operational continuity and lead to more business disruption.	Number of days lost due to disruption Revenue lost due to disruption Cost of asset damage/replacement
Enhanced emissions-reporting obligations	Transition risk	N/A	Low	Regulatory and governmental policy changes, especially across the EU, where the majority of our operations are based, could significantly increase operational costs. The complexity and variability of compliance requirements in different jurisdictions amplifies this cost. Regulatory and governmental policy changes may introduce additional operational costs.	Emissions (scope 1, 2 and 3) ESG rating agency scores Cost of capital
Changing customer behaviour	Transition risk	Net zero 2050	Medium	As consumers increasingly prioritise ethical buying and sustainability, there is a noticeable shift towards purchasing from brands that demonstrate strong climate action. Ethical consumers often seek out brands through organic search and word-of-mouth rather than paid advertising. Consequently, our ad revenues may decline because of this shift in consumer behaviour. Additionally, companies that fail to meet these evolving expectations risk losing market share to more environmentally conscious competitors.	Revenue Profit margin
Costs to transition to lower emissions technology	Transition risk	Delayed transition and net zero 2050	Low	Our reliance on AWS for data centres means that fluctuations in energy prices directly impact our operational costs. While AWS data centres are designed to be energy efficient, they still require significant power to operate. As energy prices rise, the cost of maintaining these data centres increases, which can lead to higher service fees. Additionally, higher energy prices affect all our office locations, leading to increased utility costs and potentially higher rental prices as landlords pass on these expenses.	Scope 1-3 emissions Energy consumption

Sustainability continued

Non-financial and Sustainability Information Statement continued

Strategy continued

Risks and opportunities continued

Opportunities	Time horizon	Impact description
Adapt to changing consumer preferences	Mid-term	Global events can lead to higher internet usage and increased traffic.
Use of lower-carbon energy sources	Mid-term	Transitioning to energy-efficient technologies and focusing on maintaining renewable electricity consumption in our operations could lead to lower operating costs by reducing dependence on expensive fossil fuels.
Reduced operating costs (e.g. through efficiency gains and cost reductions)	Mid-term	Having a remote workforce protects the business from physical risks. Having the Group's operations in high-efficiency buildings can reduce energy costs.

Time horizon

Short term: 0–5 years

Mid-term: 2030

Long term: 2050

Sustainability continued

Non-financial and Sustainability Information Statement continued

Risk management

Process for identifying and managing risks

Our risk management framework helps us assess, manage, monitor and act on risks – including climate change – to deliver on our strategic objectives. We track and report risks to the Audit & Risk Committee and Executive Committee.

Risk identification

We identify climate change risks as part of our risk management framework. Risks are identified through scenario analysis, stakeholder engagement and regular monitoring of regulatory, market and environmental trends. This process ensures we capture both immediate and long-term risks. We manage them through Governance, Risk, and Compliance (GRC) frameworks, which cover operational resilience (physical assets), stakeholder management (reputation) and supply management (supply chain).

We categorise climate-related risks into transition risks and physical risks:

- Transition risks include those arising from regulatory changes, market shifts, technological advancements and reputational challenges associated with the transition to a low-carbon economy.
- Physical risks include acute risks, such as extreme weather events and chronic risks, such as long-term climate changes, both of which could disrupt operations, supply chains or infrastructure.

These risks are carefully evaluated in the context of our business model, supply chain dynamics and the external market environment to assess their potential impact on operations, strategy and financial performance.

Risk assessment

We evaluate climate risks against time horizon, preparedness and likely degree of impact. We calculate the impact using quantitative and qualitative measures on revenue and market capitalisation, customer experience and stakeholder perception. This lets us determine relative risk priority.

Risk treatment and monitoring

On an ongoing basis, we manage climate risks in the parts of our business they might affect. Once a risk is identified and assessed, a risk owner is responsible for developing and implementing the mitigating actions and controls. We decide how to mitigate or control a risk based on its likelihood and impact.

The control owners are responsible for reviewing policies, procedures and other relevant information to check whether the controls are effective and update them as necessary.

Mitigation plans

Risks	Mitigation plan
Severe wind/rain storm or other weather events	Transition to cloud computing and business continuity plans: We are moving to cloud-based infrastructure to reduce our reliance on data centres and are selecting partners with robust mitigation plans. We have comprehensive business continuity plans in place for extreme weather events at all our locations, which are regularly reviewed and tested. Insurance and alternative working spaces: We have insurance coverage related to business continuity and have arranged alternative working spaces for employees in case their homes or offices are affected by severe weather events.
Enhanced emissions-reporting obligations	To meet stakeholder expectations, we will improve transparency and disclosure of our sustainability data and climate transition plans. We actively engage with stakeholders, including investors and employees, to understand how our climate reputation influences their decision making. We continue to roll out energy efficiency programmes to minimise risk exposure.
Changing customer behaviour	We continue to engage with our stakeholders and customers on climate-related issues. We consider these insights as part of our climate plans and approach to engaging with customers and other stakeholders.
Costs to transition to lower emissions technology	We continue to roll out energy efficiency programmes to optimise energy use. We engage with partners in our value chain to promote alignment of carbon targets and actions, including energy efficiency improvements.

Sustainability continued

Non-financial and Sustainability Information Statement continued

Metrics and targets

Metrics to assess risks and opportunities

Our internal metrics and targets help us measure and manage financial risks associated with potential future carbon-related risks and opportunities.

Profit margins: We continuously monitor our profit margins to ensure financial health and resilience. Maintaining strong profit margins allows us to absorb potential cost increases related to carbon pricing and energy consumption.

Scope 1, 2 and 3 emissions: We track our Scope 1 (direct emissions from owned or controlled sources), Scope 2 (indirect emissions from the generation of purchased electricity, steam, heating and cooling) and Scope 3 (all other indirect emissions that occur in our value chain) emissions. This comprehensive tracking helps us identify areas for improvement and implement effective reduction strategies. Team Internet's Scope 1, 2 and 3 emissions are summarised on page 42, providing comparative years.

ESG rating agency scores: We strive to achieve high scores from ESG rating agencies, which evaluate our environmental, social and governance performance. These scores are crucial for attracting investors and maintaining our reputation as a responsible and sustainable business.

Revenue: Our revenue is a key indicator of our business performance. We aim to grow our revenue while minimising our environmental impact, ensuring long-term sustainability and profitability.

Energy consumption: We monitor our energy consumption to identify opportunities for efficiency improvements and cost savings. Reducing energy consumption not only lowers our operational costs, but also decreases our carbon footprint.

Number of days lost due to disruption: We track the number of days lost due to disruptions, such as extreme weather events, to assess the impact on our operations and implement measures to minimise downtime.

Cost of asset damage/replacement: We evaluate the cost of asset damage and replacement to ensure we have adequate insurance coverage and contingency plans in place. This helps us manage financial risks associated with asset damage and maintain business continuity.

Targets used to manage risks and opportunities

We are consistently striving to update and enhance our metrics and key risk indicators to more effectively assess and manage climate-related risks and opportunities. We acknowledge the need for further development in this domain as industry practices evolve and higher-quality data becomes more accessible.

Disclosure of GHG emissions

We continue to endeavour to improve transparency in our emissions reporting year on year, and in 2024 we have once again enhanced our disclosures to align with the Science Based Targets Initiative (SBTi).

Sustainability continued

Non-financial and Sustainability Information Statement continued

Energy consumption

Streamlined Energy and Carbon Reporting (SECR)

Under the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, we are mandated to disclose our UK energy use and associated greenhouse gas (GHG) emissions. Specifically, at a minimum, we are required to report those GHG emissions relating to natural gas, electricity and transport fuel, as well as an intensity ratio under the SECR regulations.

Methodology

The Group appointed ClimatePartner, a leading carbon and energy management company, to independently assess its GHG emissions in accordance with the UK Government's 'Environmental Reporting Guidelines: Including Streamlined Energy and Carbon Reporting Guidance'.

ClimatePartner has conducted the 2024 carbon footprint calculation on behalf of Team Internet, including activities relevant to their Streamlined Energy and Carbon Report for 2024. The activities of all Team Internet's global sites and full-time employees (FTEs) were included in the calculation. The calculation was conducted in accordance with the GHG Protocol Corporate Standard and HM Government's Environmental Reporting Guidelines (March 2019).

Results

This is the fourth year Team Internet Group plc has assessed its emissions. The two tables below show only the SECR required elements for the **UK operations**.

Element	2024 (tCO_2e)	2023 (tCO_2e)
Direct emissions (Scope 1)	–	66.5
Indirect emissions (Scope 2) – Purchased electricity	–	8.2
Total tCO_2e (Scope 1 and 2)	–	74.7
Other indirect emissions (Scope 3) – Employee-owned car travel	–	2.2
Other indirect emissions (Scope 3) – Upstream fuel and energy-related emissions	81.31	10.7
Other indirect emissions (Scope 3) – Travel	112.64	–
Total tCO_2e (Scope 3)	193.95	12.9
Gross total tonnes of CO_2e	193.95	87.6
Tonnes of CO_2e per UK employee	1.5	1.2

Scope 3 emissions are indirect GHG emissions which we cannot control but may be able to influence. As Scope 3 emission reporting is an ever-evolving space, Team Internet is looking at the best way to collect this information going forward. In 2024, heating, cooling and electricity are included in our upstream emissions (Scope 3) to reflect our offices being leased and added travel emissions to the disclosures. previously these were accounted for in Scope 1 and 2.

Tree plantation programme

Team Internet continued to contribute in 2024 to a global tree plantation programme, Eden Reforestation Projects (EFP). In this effort, we helped EFP plant approximately 20,000 trees in 2024 around the world in Ethiopia, Madagascar, Nepal, Haiti, Indonesia, Mozambique, Kenya and Central America.

Group GHG emissions

We have also assessed the emissions of the Group as a whole using the same methodology. The table below summarises the GHG emissions of the Group.

Element	2024 (tCO_2e)	2023 (tCO_2e)	
Gross total tonnes of CO_2e	1,893.51	2,884	(34%)
Tonnes of CO_2e per Group employee	2.32	3.6	(36%)
Tonnes of CO_2e per Group revenue (in USD million)	2.36	3.4	(31%)

Energy efficiency

We take our carbon reduction commitments seriously and have already started taking steps to ensure that there is a reduction on the intensity metrics of our carbon emissions in the coming years. In 2024 our new policy on travel and work with our landlords to switch to green energy resulted in significant reduction in emissions. In 2025, the Company intends to commit to science-based targets, we have already started the work with aligning our emission calculations with SBTi and setting our base year. Some of our goals for 2025 to improve energy efficiency include:

- working with our supply chain to encourage more sustainable choices;
- continue working with our landlords across the Group to encourage the switch to green energy; and
- review our lifecycle policy on equipment with an aim to reduce waste.

Carbon neutrality

Our priority remains to reduce emissions where possible. However, the Company recognises that there are residual emissions that are unavoidable. Following the review conducted by ClimatePartner on the GHG emissions of the Group, Team Internet decided to offset the Group's Scope 1, 2 and 3 emissions by investing in renewable energy in Asia.

Team Internet is a certified Carbon Neutral Company.

Carbon neutral
Company
ClimatePartner.com/21709-2303-1002

Sustainability continued

Engaging with our communities

Internet accessibility

In line with the United Nations Broadband Commission's objective of providing affordable internet connection to the 50% of the world that is still offline, Team Internet actively provides and expands its internet services in virtually all developing countries around the world.

We believe that the internet is a pivotal instrument for improving the human condition, and developing countries can benefit greatly from broader access to information, business and trade communications and seamless global connectivity.

Global cybersecurity initiatives

Team Internet employs specialised anti-abuse and compliance teams around the world to develop policy, monitor and enforce compliance with our own policies and those of partners and regulators, as well as applicable laws.

Team Internet has adopted extensive policies for protecting users from digital fraud and other forms of cybercrime.

The Group actively co-operates with international organisations on protecting users against cyber threats. For example, the Group has partnered with eco – Association of the Internet Industry on the topDNS initiative, which aims to fight DNS abuse through education, awareness, collaboration and operationalisation. The stable, safe and secure operation of the DNS has proven to be the foundation of the internet as a universal public resource.

The Group has a strict policy of adhering to local laws and regulations in every jurisdiction in which it operates and co-operates with national regulators and law enforcement, as well as third-party reporters.

Team Internet has partnered with leading cybersecurity vendors and law enforcement organisations against global cybercrime. The Group regularly participates in joint efforts for taking down internet domains used by illegal actors and disabling (sinkholing) botnets operated by cybercriminals.

Data privacy

Data privacy is a fast-evolving landscape, shaped by regulatory developments and industry best practices. Team Internet stands behind the transition towards data privacy by employing dedicated staff and retaining recognised advisers to constantly stay ahead of the curve for its internal compliance. Team Internet also provides modern online marketing tools that allow advertisers to promote their products and services effectively while ensuring consumer privacy is fully respected.

World Economic Forum

Since 2020, Team Internet has been an active member of the World Economic Forum (WEF), the world's leading international non-governmental organisation for public-private co-operation. The Forum's commitment to improving the state of the world resonates deeply with Team Internet's mission to drive innovation, deliver value and create growth for all.

Team Internet is an active participant of the World Economic Forum's New Champions. A global community of forward-looking companies championing new business models, emerging technologies and sustainable growth strategies in the Fourth Industrial Revolution.

The New Champions exemplify new business models that transcend industry boundaries; competitive landscapes driven by new technologies, and tackling societal challenges that require new forms of business leadership, driven by new expectations from customers, talent and policymakers. Team Internet's experts are actively involved in these initiatives, contributing their expertise and insights and participating in working meetings and discussions.

ICANN

ICANN, or the Internet Corporation for Assigned Names and Numbers, is a global multi-stakeholder organisation that co-ordinates the internet's DNS and IP addresses devoted to the security, stability and interoperability of the global internet for the benefit of all, values that resonate perfectly with Team Internet's beliefs. Team Internet is therefore an active supporter of the ICANN multi-stakeholder model of internet governance and has been actively and constructively contributing as a sponsor of the ICANN meetings and as a participant in multiple policy development working groups on issues such as the development of a new domain name transfer policy, the introduction of the new top-level domains and the development of a standardised registration data request service.

A CEO ESG network for sustainable excellence

In 2023, Team Internet's Chief Executive Officer, Michael Riedl, fronted the establishment of a groundbreaking CEO ESG network, driven by an unwavering commitment to instigate transformative changes within the industry and shaping a legacy for future generations. This visionary network operates as a catalyst for impactful collaboration across the entire domain name industry, propelling tangible and global change.

At the pinnacle of this initiative, the Group convened during the annual general conference of ICANN in October 2023. A powerful coalition of senior stakeholders and industry leaders united forces to lay the groundwork for substantial improvements that would resonate globally, elevating the collective interests of stakeholders. Since its inception, the network has grown exponentially, featuring over 15 representatives from top companies worldwide and new participants joining regularly.

The network is poised to champion the cause of 'Domains for Good', operating under three pillars: 1) Good for the industry; 2) Good for our customers; and 3) Good for the planet. This strategic framework underscores the commitment to drive positive change that extends beyond mere industry benefits, creating a profound and lasting impact on a global scale. This is displayed in further detail on the next page.

Sustainability continued

Engaging with our communities continued

Domains for Good

Good for the industry	Good for our customers	Good for the planet
Diversity in the industry employees	Online safety	Decarbonising domains
Diversity of thought	DNS abuse	Reducing waste
Interoperability and freedom of access	Online harms	Capacity planning
Career opportunity	Fraud	Community

International Telecommunication Union

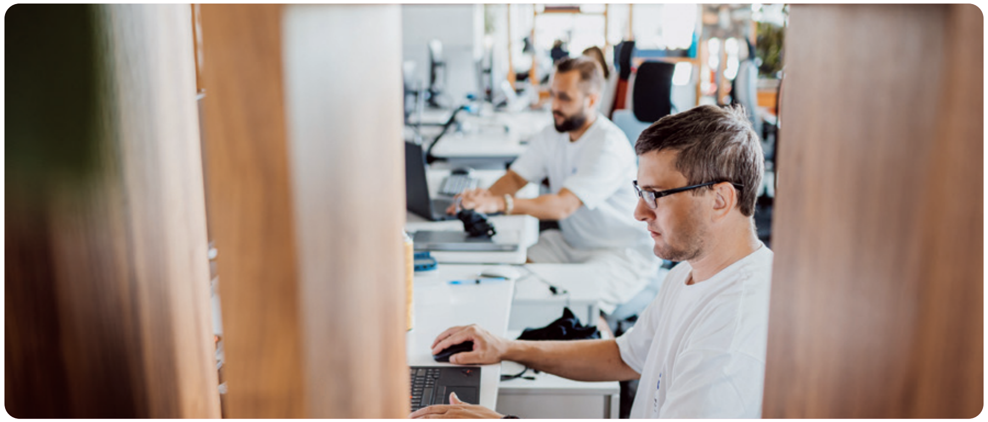
Team Internet is a member of the International Telecommunication Union (ITU), which is the United Nations' specialised agency for information and communication technologies. ITU is committed to connecting people worldwide – wherever they live and whatever their means – which strongly resonates with Team Internet's mission to help create a universally inclusive internet that improves global prosperity, equality and sustainability. We are proud to support ITU's mission to protect and support everyone's right to communicate.

SK-NIC Fund

SK-NIC, part of the Group and manager of the .sk ccTLD, has made an official commitment to donate 5% of its annual revenue to support Slovakia's digital economy and internet community. Since 2019, Team Internet has donated USD 1.8 million (2023: USD 1.3 million) to philanthropic technology projects.

The SK-NIC Fund has supported 129 projects to date. In 2024, support was provided for several noteworthy projects, including:

- You too in IT – AI Skills4Teachers: a dedicated programme launched to help girls prepare for a career in the IT sector.
- Impact Games – Gamifactory: a programme for students, leveraging digital education games that enhance engagement and addresses the shortage of high-quality digital content for schools.



People and culture

Introduction

Building tomorrow: Expertise, efficiency and bold thinking

It has been a year of consolidation, automation and efficiencies for Team Internet. 2024 has seen us evolve from a legacy of acquisitions – with many platforms, brands and ways of working – to having a laser focus on building divisions that embrace new technologies, further fine-tuning our processes and finding the talent that will see us take on the world.

People and culture continued

Adapting and thriving

Continuing our evolution into a world-leading, competitive and future-fit business our strategy demands has been a primary focus throughout 2024.

Teams were tasked with automating and embracing technological advances to ensure we become more effective and efficient business divisions and Group functions, ready to take full advantage of the opportunities in the swiftly evolving landscape we work within.

For our divisions, this has meant not just adapting to external market changes and demands, but internally challenging the way we deliver our services to customers, ensuring everything we do is as efficient and effective as it can be. One standout example of progress made in 2024 was from our Domains, Identity & Software (DIS) business.

In Spring, we launched Unity, a programme designed to determine the future strategy for DIS, alongside a future-fit programme to consolidate our 16 platforms and 25 brands into two platforms, four brands and one team. It is fair to acknowledge that this was no easy task. In 2024 we also undertook the consolidation of team locations to ensure we are operationally efficient which, alongside our work to consolidate our platforms, continues into 2025. Regrettably, as part of executing this new and more efficient strategic vision, we parted ways with 64 colleagues from across the division.

However, this vision also created 29 new roles and provided career and growth opportunities for more than 20 people internally. Throughout our consolidation programme, we have promised to be transparent and to look after anyone who moves on.

For everyone leaving, we have provided a generous package along with assistance in CV writing, interview practice and LinkedIn profile support. All of this has been done alongside the day-to-day business of delighting our customers and consistently achieving our financial targets.

At Group level, we took a renewed look at our centralised functions to see how they could better support the business units: there to help build, not be a barrier for, our businesses. These teams provide much-needed expertise, synergies and, most importantly, added value. Having already formally created a marketing hub in early 2024, we realised the need to take a more centralised look at security, information technology and infrastructure across the Group, with a focus on designing a consolidated, efficient and more cost-effective set of group-wide tools.

Throughout a year of significant change, we have remained acutely aware that times of change can evoke both excitement and uncertainty among our people.

We know that providing a supportive and understanding environment helps teams navigate change together, so we have prioritised open and honest communication, both at Group and divisional levels, ensuring that everyone has the opportunity to engage with the executive team and ask questions – anonymously if they wish – to gain a clear understanding of the decisions being made. Our efforts have been focused on helping our teams manage this uncertainty, with a strong emphasis on safeguarding their personal wellbeing and maintaining high levels of trust and transparency.

People and culture continued

Adapting and thriving continued

Overall, 2024 has been one of strategic consolidation and AI adoption, streamlining operations and regrettably parting ways with valued team members. There will be more change to come in 2025 in every division and we remain committed to supporting those affected through transition assistance, reskilling and career support.

During 2024, more than ever, our culture has played a vital role as the glue binding our people and teams together. How our leaders, managers and teams have worked, played and adapted together is a testament to their resilience and commitment. Throughout the year we have helped our managers learn and refresh their management soft skills to better lead through times of change.

Supporting this, our Culture Crew has played a crucial role in guiding the business through change, creating connections across teams, divisions and countries. Through Group-wide challenges, knowledge-sharing events and engaging activities, they have provided much-needed levity and strengthened our sense of community. During 2024, the Crew organised two wellbeing challenges with more than 200 people taking part, three awareness-raising events to support both wellbeing and inclusiveness awareness and created our first-ever Team Internet Group cookery book, with team members sharing treasured family recipes and stories to bring our people closer through sharing and better understanding.

Engagement

In early 2024, we completed our third annual engagement survey. We aimed to improve on our 2023 progress to ensure we continue to build an inspiring group that people are proud to work for, and where people feel valued, empowered and excited to be part of our journey. With our best response rate in the Group's history at 76% (up from 51% in 2023), 637 employees took the opportunity to have their say via the Pulse survey. Through this feedback and AI-guided insights, we identified key focus areas, not just for the Group, but also across individual divisions.

Engagement with divisions has remained strong; however, we recognise the need to further strengthen the connection between our people and Team Internet Group as a whole. During 2024, we have therefore continued our work to encourage connections, facilitating opportunities to understand more about our strategic direction while sharing stories and ideas to help our people develop a far broader understanding of the many incredible things we do across the Group.

People and culture continued

Engagement continued

The engagement survey highlighted the following key areas for our employees.

The way forward (communicating our strategy and direction)

- **One platform:** We completed the Microsoft 365 migration for recently acquired businesses, ensuring everyone is now on the same platform receiving the same messages.
- **Town halls:** We held five town halls in 2024, in addition to regular divisional town halls, keeping everyone up to date on the latest financial performance, progress towards our targets and spotlights on different parts of the business. These sessions were a chance to hear directly from the CEO and Executive Committee and ask questions. Town halls are consistently well attended and the recording is available for all to easily access on Campus. Questions are openly encouraged and honestly answered. During 2024, over 75 questions were asked and answered. Feedback sentiment suggests people appreciate the openness.
- **Regular updates:** We continued to provide updates on our corporate university ‘Campus’, Viva Engage and our monthly all-employee Connect newsletter. In addition, each division head holds regular all-hands meetings, with open questions and transparent divisional updates as well as important messaging from the Board.
- **A day in the life of:** CEO Michael Riedl posted several vlogs throughout the year to connect with employees and illustrate the work he does to promote Team Internet worldwide.
- **Talking points:** We published magazine and video interviews with our CEO across the year to clarify and reinforce our strategy and illustrate how the business works in our various markets.
- **Investor updates:** We shared quarterly financial investor updates with everyone as they were released with insights from CEO Michael Riedl and CFO William Green.
- **Aligning internal and external communications:** We utilise Campus and Viva Engage, our website and social media, to enhance employees’ understanding of our marketing strategies aimed at customers and investors. This approach shows our team how we present our Group to the world.
- **Better connecting our divisions:** During the year, we helped our team members worldwide to better get to know our divisions by organising engaging local town halls, encouraging a better flow of ideas and collaboration.

Reward and recognition

- **Discretionary bonus:** Although we did not meet our 2023 targets, we came close. The Board, in agreement with our Executive Committee, recognised employees’ hard work and approved a discretionary bonus for 2023, which was distributed in the April 2024 pay run.
- **Variable plan updated:** Also in 2024, based on feedback, we made changes to our variable plan and reduced options and increased cash bonuses for better motivation and accountability.
- **Grading and levelling:** We supported managers in completing the grading and levelling of roles across the business. This significant initiative will allow us to create clarity and consistency around roles across the Group. It will better define what skills we need and ensure our people understand their roles, responsibilities and impact, making sure everyone is recognised fairly for the work they do. We look forward to rolling this out in early 2025.
- **Career paths:** Building on the foundational grading and levelling work, we can now move to the next phase of supporting our people as they manage their careers, providing clear guidance and tailored support around how to grow within Team Internet. This also helps the business ensure it has the skills and experience it needs to succeed.
- **Recognition for our women in tech:** We celebrated the work of two employees, both internally and on our social media channels. Padma Rajagopal’s work was highlighted for International Day of Women and Girls in Science and Katarzyna Wrona was nominated by Perspektywy Women in Tech, the largest conference for Women in tech in Europe, for the top 100 Women in Data Science in Poland.

People and culture continued

Engagement continued

Investing in innovation

- **AI Academy:** AI will play a significant role in shaping the future of our business, so it is essential that everyone develops expertise in this area. We introduced our AI Academy to harness this power across the Group. The Academy focuses on demystifying AI for all our people ('raising the floor'), helping everyone embrace the new opportunities afforded by AI. It also builds a community of AI experts ('raising the ceiling') tasked not only with keeping our business ahead of the game, but also cascading knowledge throughout Team Internet.
- **AI Hub:** In November, our new AI Hub was launched – Team Internet's new LLM-powered suite of applications, designed to enhance productivity and streamline work. These tools are exclusively available to our employees, providing AI-driven solutions tailored to their needs.
- **GitHub Copilot:** In late 2024, GitHub Copilot was made available to all our developers in DIS and Search (with other areas gaining access in early 2025). This AI-powered coding assistant integrates seamlessly into workflows, providing real-time code suggestions and reducing the time spent on routine coding tasks. GitHub Copilot offers many benefits, including improved code accuracy, faster development and the ability to learn and adapt to individual coding styles.
- **Automation all the way:** CEO Michael Riedl has challenged teams across the Group to incorporate automation into everything they do wherever possible.

Growing our own

- **Strategic talent development:** We are investing in targeted learning initiatives that keep our teams at the cutting edge. Our tailored AI and soft skills development programmes ensure that every individual, from entry-level hires to senior leadership, has access to training to keep pace with the evolving workplace and support professional growth.
- **Management academy:** In 2024 we launched our new Management academy on Campus and provided training sessions designed to grow and develop. This is where managers across Team Internet can find everything they need to refresh their thinking and gain the skills it takes to be an exceptional people leader. The academy promotes a warm and supportive community of like-minded leaders, driven by a shared passion for innovation, growth and collaboration.
- **Agile leadership:** In an era of rapid change, leaders more than ever need to be adaptable, forward-thinking and decisive. Our 2025 leadership development framework will create leaders who can navigate complexity, drive innovation and inspire high performance and ensure a leadership pipeline so we have the right leadership skills for the future.
- **Performance excellence:** Our agile performance management philosophy ensures that our people have clear objectives, continuous and actionable feedback and a culture of accountability that drives results.
- **Promotions:** As restructuring efforts have taken place, we have identified outstanding talent and promoted from within, helping our people build their careers. One great example is our Unity programme, which has recognised rising stars promoting them to jobs sometimes a couple of steps up within the new divisional structure. We expect further opportunities in 2025.

People and culture continued

I love the combination of strategy and execution and it's always a challenge – in a good way – to take a vision, break it down into actionable plans and then to help bring it to life.

Carolina Cubria Bacre
PMO & Strategy Delivery Director, DIS

Meet Carolina

At Team Internet, we are dedicated to showcasing the exceptional talent of women in STEM. From pioneering innovative solutions to mentoring the next generation, Carolina Cubria Bacre, PMO & Strategy Delivery Director in our DIS division, is positive proof that women in STEM are shaping our future.

Carolina first began her journey studying communication sciences; her dream was to become a photojournalist. Her first role was working for a Mexican newspaper and, never one to rest on her laurels, during this time she also built and ran her own web development business.

Soon, the UK beckoned and Carolina moved over 5,000 miles, initially to pursue photojournalism, though it was not long before she returned to what she did best: building websites.

Carolina restarted her career in the UK as a web content editor and worked her way up through various e-commerce businesses, eventually becoming head of software development and technical delivery for beauty retailer Feelunique (later acquired by Sephora).

Through the acquisition, Carolina discovered a passion for strategy, transformation and delivery – not just within tech, but across business-wide initiatives. This ultimately led her on a path to joining Team Internet's DIS division, where she now drives strategic execution, operational excellence and large-scale programme delivery.

Carolina is delighted with her role. "It's about turning strategy into execution," Carolina says. "It's vital to ensure that the right processes, governance and operational frameworks are in place to drive successful delivery across DIS's portfolio, and that's where I come in.

"Through my work I help Team Internet scale, innovate and stay ahead in an ever-changing digital landscape, which I find incredibly rewarding."

As a leader, her job is to build confidence for those within the team, working hard to encourage everyone to have full ownership of their work, trusting them to make independent decisions and troubleshoot in new and creative ways.

"Continuous learning and growth are important to me. A happy team is one that feels supported in their professional development, so I focus on this and provide a level of mentorship where possible. I also keep a lookout for new and exciting roles they might step into and help them plan for taking on leadership opportunities.

"I love working with people so I'm lucky that my work also has a big focus on collaborating across teams where we can align priorities and work together to build something great. We have some amazing people working here, which makes work even more of a pleasure."

At its core, Carolina's role is about translating vision into reality. The platforms, strategies and delivery frameworks she helps to build do not just impact Team Internet – they enable businesses, users and partners globally to benefit from more efficient, scalable and user-friendly solutions.

Beyond the work itself, Carolina is passionate about mentoring women in tech, currently serving as a Women in MACH mentor. By advocating for inclusive leadership, diverse teams and equal opportunities, she hopes to help create a more balanced and representative tech industry.

Since moving into the role, Carolina has created a more dedicated project management team within DIS and is leading multiple strategic initiatives that will help define how DIS operates, scales and executes in the coming years.

"I love the challenge of navigating complexity, aligning multiple teams and driving transformation at scale – it's fast-paced, dynamic and incredibly rewarding. I love the combination of strategy and execution and it's always a challenge – in a good way – to take a vision, break it down into actionable plans and then help bring it to life.

"There's something incredibly satisfying to me about bringing structure to chaos, solving complex challenges and driving meaningful outcomes. It's a fast-paced and ever-evolving field, which means there's always something different to learn and new challenges to tackle."

People and culture continued

Our priorities for the year ahead

Change, empower, flex: our blueprint for success

Our priorities for the coming year are clear and focused. We will continue to align our efforts and drive efficiencies across all operations, ensuring that we remain agile and effective. Integrating AI into every aspect of our work will be central to our strategy, encouraging innovation and enhancing our capabilities. The people function has a crucial role to play in supporting our team members through these changes, empowering them with the courage and curiosity to try new things, while ensuring a culture where experimentation feels safe and encouraged. We provide the business with the guidance and reassurance needed to navigate this evolving workplace. As always, Team Internet remains committed to ensuring that no one feels overwhelmed or uncertain about changes ahead, creating a supportive and inclusive environment where everyone can thrive.

Empowering people: the culture of a winning team

While expertise and process set the foundation, it is mindset that defines our direction and potential. As we progress through our change programmes, we are cultivating curiosity, ambition and a fearless approach to transformation – qualities that will be the key to our sustained success. Here, our values provide encouragement for us all:

1. **Ownership mentality:** Empowering everyone to think and act like an owner. This means accountability, initiative and a commitment to excellence at every level. When individuals take ownership of outcomes, the entire business wins.
2. **Innovation as standard:** Not waiting for opportunities, but creating them. Our internal innovation labs, hackathons and planned cross-functional idea incubators enable teams to experiment, iterate and develop new solutions. Encouraging bold thinking and calculated risk-taking, recognising that true success comes from pushing beyond the norm.

Flex: shaping the future of work

Whilst other companies increasingly insist teams return to the office, we remain committed to our flex-first approach to work, with ongoing investments in technology and collaboration tools to support and enhance our way of working.

As in 2023, a very substantial 86% of our people once again confirmed their delight with our continued support of our flex-first way of working. Underpinning how we work with trust together with a culture of ownership and doing the right thing, we have consistently delivered without needing everyone in the office, even during a year of immense change. Instead, by concentrating on moments together, either as local or global teams, we have created the much-needed social connectivity.

Our highly trust-based way of working goes even further, enabling everyone to request up to 30 business days working abroad. This much-loved benefit has provided over 750 working days spent closer to families and friends living in different countries, working from a new environment or simply just getting a change of scene. This ability, enabled through a results-driven culture, creates the opportunity for people to challenge the status quo, enjoy new experiences and brings a renewed energy to their day-to-day lives.

Creating moments together remains crucial and it is important that we have suitable places to do so. In 2024 we have therefore continued to pivot from multiple small inherited offices that are no longer fit for purpose, consolidating our office spaces into fewer, strategically located hubs that better align to the evolving needs of our people.

For the time being, our predominantly European-centric hub-based location strategy means that a large proportion of our people can easily get together whilst ensuring our commitment to a low-carbon footprint, both in terms of travel and office impact.

With key locations decided, we have continued transforming them into working spaces better suited to workshops, brainstorming sessions, knowledge-sharing and learning, as well as team meetings and much-loved happy hours. Remote get togethers remain important to connect our more global locations and teams – from virtual meet ups to cocktail making, our team members have been connecting across the time zones and kilometres.

A prime example of this investment is our new Sankt Ingbert office, designed with collaboration, sustainability and inclusivity at its core. This state-of-the-art facility embodies our vision of a modern workplace, creating an atmosphere where innovation and connection thrive. The new space has already successfully hosted several global meetings and the better-purposed space is more appropriately utilised by the local team.

The London office is next up; previously home to around 40 daily office-based employees, it now needs to reflect how we use the office nowadays; to come together to brainstorm, workshop, learn and connect.

With hubs clearly defined, our executive team rotates their quarterly meetings, ensuring face-to-face engagement in the hub locations, a key enabler of our connected flex-first approach to work. For us, these hubs are not just places to work, but spaces where creativity and collaboration are encouraged, driving our collective success.

We act like owners.

We have the courage to do the right thing, even if it's hard.

We work smart to build things we are proud of.

And by working together, we win together.

People and culture continued

Our priorities for the year ahead continued

Establishing a clear structure for future success

One of our key priorities in 2024 has been the foundational work to enable the rollout of a common understanding of the skills and roles we have and need for the future. This initiative begins with establishing levels and grading for everyone in our business, along with a unified set of titles attached to the grading structure. Having these foundations in place allows us to launch comprehensive career paths, enabling our people to see where they fit within the organisation and how they can develop themselves and their careers accordingly.

With the many consolidation projects during 2024, some of this work has been delayed as the divisions restructured and thought strategically about what the future should look like and the skills that would be required. That said, we continued to work on this project during 2024, including migrating our Comparison business to our HRIS to ensure we had all the data in one place to support the rollout and also to provide more meaningful reporting and metrics.

Over 75% of the business is now aligned to a common grading structure, with the remaining parts of the business set to be completed in Q1 2025. By implementing this clear structure, we can better benchmark our roles and provide greater transparency around how our compensation packages relate to the market.

This transparency is crucial as we prepare to comply with the EU Pay Transparency Directive, which takes effect in 2026.

Additionally, this structure supports the rollout of a global promotions process and facilitates the leadership team in more successfully managing succession planning and enables more internal mobility, ensuring we know the skills we have and that we have the right talent in place to drive our future success.

The benefits of having a clear structure are significant. It allows us to identify and address skill gaps, ensuring we have the necessary capabilities to meet our strategic goals. It also supports our culture of continuous feedback, growth and development, where employees can see a clear path for advancement and feel motivated to achieve their potential. As we grow and mature as an organisation, this clarity will be instrumental in aligning our workforce with our long-term vision and ensuring we are well-equipped to navigate the challenges and opportunities ahead.

Recognising the critical role our managers play in developing and retaining talent, and our commitment to enabling compassionate leaders with the skills they need to promote recognition, ownership and engagement in pursuit of high performance, we welcomed 46 Managers to the Management Academy delivering over 550 hours of virtual interactive training and almost 1,000 hours of AI training to date. The average NPS for the management training is 9.4.

With a focus on internal talent mobility and targeted development, we will continue to structure and ensure our learning priorities better enable our strategy, expanding our Campus Academies to include leadership, AI and DEI. Soft skills training on providing feedback and handling difficult conversations has already been delivered to 32 managers and several drop in sessions run for people to refresh their skills. Further modules will be rolled out in 2025.

People and culture continued

Our priorities for the year ahead continued

Establishing a clear structure for future success continued

Embedding a flex-first approach in our business means we will focus on ensuring our people are set up correctly at home and that our health and safety responsibilities are taken seriously. In 2025 we plan to implement an LMS, where, amongst other training, we will also ensure the renewal of all mandatory training on our core policies as a flex-first Group.

Transforming together: Empowering our people for change

In 2024, the business was tasked with challenging the status quo and rethinking how we operate. Our focus has been on automating repetitive tasks and incorporating AI to enhance efficiency and ensure that our processes are both effective and streamlined. By scrutinising every aspect of our operations, we identified opportunities to create synergies across the wider business, bringing teams together to serve all divisions more effectively and with greater impact.

It has been a transformative journey for our business, marked by significant investments in new technologies and a strong commitment from our leadership to ensure our people have the right skills, tools and mindset to enable them to succeed in the workplace of the future. The first two are simple – training and investment in our people – but we have to help our people embrace change.

At the heart of our transformation is the belief that the right skills, processes and mindset are essential for long-term success.

Investing in new technologies

We have made significant investments in better platforms and tools like AI, as well as consolidating multiple tools into fewer, more effective and fit-for-purpose solutions. This consistent set of tools will enable efficiencies and under the stewardship of our CIO, the new digital workplace will ensure smooth cross-functional and divisional working, knowledge-sharing and real-time problem solving. No longer a collection of silos, but a culture built on openness and connectivity.

Our AI Academy, launched at the start of 2024, has seen over 50% of our people complete our ‘raise the floor’ AI training on this incredible technology that is rapidly changing the way we do things. These advancements are not just about staying ahead of the curve; they ensure that everyone has the tools they need to excel in an ever-evolving industry. By encouraging the integration of AI into our daily operations, automating and streamlining processes, we are enhancing our decision making and driving innovation across all levels of the organisation.

Encouraging adoption and implementation

To tackle the biggest barrier to people not only becoming comfortable with these new technologies, but also feeling excited about the opportunities they present, we have rolled out comprehensive training programmes and workshops. These initiatives are designed to demystify AI, showcasing its potential to augment our capabilities rather than replace them. Through hands-on experiences and real-world applications, our team members are gaining the confidence to leverage AI in their day-to-day work.

A culture of excitement and opportunity

We are focusing our efforts on creating a team that views technological advancements as opportunities for growth and innovation. By highlighting success stories and celebrating milestones, we aim to shift the narrative from hesitation to excitement. A large majority of our people are already more engaged and enthusiastic about the future, recognising that AI is a powerful ally in achieving our strategic goals.

We hope these efforts will not just have an impact on our services and bottom line, but also on employee engagement. By removing mundane tasks and optimising workflows, we are empowering our people to focus on more meaningful and fulfilling work. These changes are, for many roles, wide-reaching and we have to work hard to support people to embrace these changes and unleash the full potential of improved productivity, morale and job satisfaction.

Looking ahead

As we continue to navigate this transformative journey, our commitment to empowering our people, continuous improvement, innovation and having the right tools remains unwavering. Together, we are not just adapting to the future; we are driven to incorporate innovation and new technologies to actively shape it whilst making sure our people feel valued and motivated to contribute their best.

Raising the floor

Raising the ceiling

Raising awareness

People and culture continued

Our priorities for the year ahead continued

Continuing our commitment to 'always inclusive' work

Our inclusivity pillars

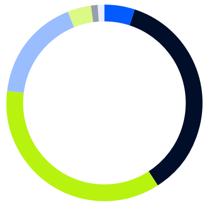
Diverse teams

Diverse teams composed of a wide range of voices and experiences to ensure we leverage the benefits of our different perspectives to make the right decisions.

Ensuring a fair and equitable culture

Ensuring a fair and equitable culture where everyone feels comfortable sharing their thoughts, insights and ideas and, in doing so, feels valued.

Age bracket



- **5%** 16-24
- **36%** 25-34
- **36%** 35-44
- **17%** 45-54
- **4%** 55-64
- **1%** 65 and over
- **1%** not disclosed

Women in tech

- **12%** female
- **81%** male
- **7%** not disclosed

Processes and decisions supporting an inclusive workplace

Processes and decisions supporting an inclusive workplace are a priority. Given our team represents many cultures, backgrounds and viewpoints, we continue to focus on awareness, eliminating barriers, removing bias, driving equity and increasing diversity at all levels, while ensuring we make the right choices.

Inclusive leadership

Inclusive leadership – we are intentionally inclusive, curious to learn, bold enough to experiment and open enough not to have all the answers, making sure we are asking the right questions.

People and culture continued

Our priorities for the year ahead continued

Continuing our commitment to 'always inclusive' work continued

Measuring how we are progressing is key

In 2024, we restructured one of our divisions and are in the process of restructuring another. To date, we have created 29 new roles, all advertised internally with over 50 people interviewing for a growth opportunity. 20 roles to date have been filled internally and only four roles externally sourced after determining that we needed skills not currently available in the business.

We are proud to have over 40 nationalities across our businesses, speaking more than 30 languages. Our overall gender balance at year end 2024 had moved upwards slightly to 36% and remains broadly reflective of the industry as a whole. Through sponsoring more women in technology initiatives in 2025, we would hope to move not just the needle on gender balance, but also increase the number of women we have pursuing careers in technology.

Our gender balance in leadership remained in line with our overall population split at 33% and we remain committed to ensuring we have the right talent in leadership. Our skills development programmes and non-bias, inclusive hiring practices aim to ensure a level playing field for all, taking the most suitable person for the role, rather than choices to hit targets. That said, we are delighted to see a slight increase in women in leadership positions and hope to continue to do so.

Top nationalities All

- 35% German
- 17% Polish
- 9% British
- 7% Israeli
- 4% French
- 3% Australian
- 2% Chilean
- 2% Indian
- 2% American
- 2% Slovak
- 2% Serbian
- 1% New Zealander
- 1% Ukrainian
- 1% Russian

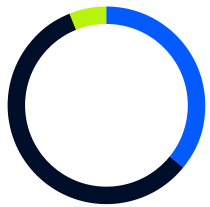
Top nationalities Executive Committee and direct reports

- 34% German
- 20% Polish
- 15% British
- 12% Not disclosed
- 5% Portuguese
- 2% Australian
- 2% Greek
- 2% Israeli
- 2% Luxembourger
- 2% New Zealander
- 2% Ukrainian

Top nationalities Executive Committee

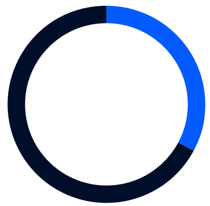
- 45% British
- 22% German
- 22% Polish
- 11% French, German

Gender All



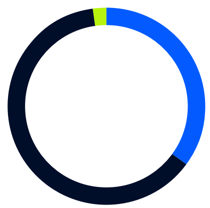
- 36% female
- 58% male
- 6% not disclosed
- 0% non binary

Executive Committee



- 33% female
- 67% male

Executive Committee and direct reports



- 35% female
- 63% male
- 2% not disclosed

People and culture continued

Our priorities for the year ahead continued

Healthy working

Change has been a large part of 2024 and whilst everyone understands the need for change, it can take its toll. Our priority heading into 2024 was to ensure all managers developed the understanding and soft skills needed as the first line of support. We provided a comprehensive programme on management soft skills as part of the Management academy, which was attended by all managers in the DIS divisions, including its CEO, Simon McCalla, who participated as a refresher. All divisions have also concentrated on providing frequent and honest communication, actively encouraging questions from the business and taking the time to answer these as openly as possible. This has been a highly appreciated feature of our efforts to ensure approachable leadership and transparency.

Our Culture Crew recruited several new members during the year and has continued supporting the delivery of key initiatives with a more proactive approach to promoting wellbeing and healthier lifestyle choices, especially during periods of change.

Building on progress in 2023, we continued to encourage people to talk more openly about key differences and challenges that people face such as diversity in the workplace, men's wellbeing and mental health and we learned more about allyship and how to effect change. Once again, our annual Move It challenge saw people from all over the business take part in a semi-competitive challenge to complete as many 'moves' as possible. The team spirit and global connections this enables are truly fantastic to see, all in addition to the benefits of physical movement and social connectivity in a largely remote team.

Our TIGER mascot, presented to the winning team, is still on their travels at the time of publication, visiting colleagues in their home countries, learning about the places our winning teams come from and how they spend their time. TIGER will be returning in Spring for a well-earned rest, before the 2025 challenge begins.

We continued to create 'moments' globally, bringing team members together for initiatives such as Movember, with people moving, growing and getting creative with their 'Mo's by submitting creative images. Whilst everyone loves and values our flex-first approach to working, we know that our efforts to ensure connections amongst our teams are key to the overall wellbeing of our people.

Our Employee Assistance Programme (EAP) continues to underpin all our activities as we have supported teams in two war zones, including our newly acquired Shinez and individuals impacted by natural disasters around the world. For example, our EAP created specific sessions for our Israeli teams to support them all through uncertain times following the events in October 2023. The EAP remains a well-used resource and has also provided much-needed support and advice through more financially challenging times.

Reflecting on 2024, there are a few things that perhaps did not progress as fast as hoped during the year, largely due to changing priorities, but we have still achieved a lot. At Team Internet, we recognise that the world will not pause for us to adapt. To stay ahead, we must continuously refine our approach, evolve our capabilities and push the boundaries of innovation. As we complete our consolidation and efficiency programmes throughout 2025, we will not only transform how we work, but also redefine the way we operate. We are not keeping pace with change – we are shaping it. With a clear vision and a commitment to progress, we are confident in our readiness for the future.

Chief Financial Officer's report

"For the second year running, Team Internet generated in excess of **USD 91 million adjusted EBITDA and adjusted operating cash flow** and did so from a more balanced product portfolio than at any time in the Group's history.

William Green
Chief Financial Officer

Achieving the current level of profitability was inconceivable when the Group started acquiring marketing assets in 2019. In addition, generating USD 91.9 million of adjusted EBITDA while still achieving record adjusted operating cash flow of USD 99.1 million demonstrates that the Group continues to balance adjusted EBITDA delivery and cash flow generation as similarly high priorities, building earnings and Shareholder value.

In the financial year 2024, the Group recorded a year-on-year decline in gross revenues of 4.1% from USD 836.9 million to USD 802.8 million. Net revenue (gross profit) decreased by 1.9% from USD 191.1 million to USD 187.5 million. Adjusted EBITDA was 4.7% lower, falling from USD 96.4 million to USD 91.9 million.

Adjusted EBITDA margin on a gross revenue basis decreased slightly from 11.5% in the prior year to 11.4%, and continues to maintain at a consistent level despite the pressures on revenue growth in Search, and operating cost inflation experienced during 2023 and 2024. Expressed as a percentage of net revenue, hence excluding pass-through costs such as traffic acquisition costs, revenue shares and registry fees, adjusted EBITDA margin decreased from 50.4% to 49.0%, though this remains above 2022's 48.4%. Adjusted EBITDA margin continues to be the most instructive metric for assessing how the Group's operating leverage is tracking.

Recognising that cost discipline was being challenged by inflation in the first half of 2024, we took decisive action. Additional reductions in operating expenses, coupled with our ongoing integration-related cost initiatives, led to significantly lower core operating costs in the second half of the year.

The Group continues to be highly cash generative in both adjusted and unadjusted terms, with unadjusted cash flow from operations before tax of USD 85.9 million in 2024 as compared to USD 78.2 million (restated) in 2023.

Investor relations and external reporting

Our commitment to transparency and engagement with the investment community remains a priority. The Group continues to engage in a broad array of investor activities, ranging from corporate institutional investors to the retail investment community, both online and in person where possible and not at odds with the Group's environmental protocols.

In line with the Group's commitment to provide greater information in respect of each division, the Group's reporting now comprises three segments. The additional visibility available to investors now that the Group has three material segments each contributing material annual adjusted EBITDA should enable a deeper understanding of the value of each component part of the Group.

Chief Financial Officer's report continued

Domains, Identity & Software

The Group's Domains, Identity & Software segment, which is composed of the former Online Presence segment as well as the Voluum software-as-a-service platform, yielded gross revenue of USD 202.7 million, delivering a 7.4% increase over the USD 188.7 million recorded in 2023. Net revenue in 2024 was USD 73.6 million, an increase of 7.9% over the 2023 figure of USD 68.2 million. As we report segment profitability for the first time, 2024 adjusted EBITDA of USD 19.4 million, an increase of 50.4% over the USD 12.9 million recorded for 2023 for this segment is a highlight. The strong earnings growth of this segment casts net revenue growth in an even more favourable light, as the business has experienced strong revenue growth while taking material costs out of the segment.

Comparison

Together with the disclosure of segment adjusted EBITDA, the other significant development in the Group's external reporting is the disclosure of the Group's Comparison business as a separate segment. Having delivered 2024 gross revenue of USD 63.0 million, 42.5% higher than the USD 44.2 million recorded in 2023, and 2024 net revenue of USD 22.4 million, 42.7% higher than the USD 15.7 million recorded in 2023, the product Comparison business is now more material than at any time since its acquisition in 2022. The business is also more profitable than ever before, generating adjusted EBITDA of USD 16.1 million in 2024, an increase of 75.0% over the USD 9.2 million recorded in 2023. This financial progress primarily arises from German-speaking markets alone, with the material benefits of internationalising our Comparison business yet to be felt.

Search

Team Internet's Search segment comprises the Group's former Online Marketing segment, excluding the Comparison business, now disclosed as a separate segment and the Voluum software-as-a-service platform now included as part of the Domains, Identity & Software segment. The Search segment yielded gross revenue of USD 537.1 million, net revenue of USD 91.5 million and adjusted EBITDA of USD 56.4 million, declining by 11.1%, 14.6% and 24.1% compared to the USD 604.0 million, USD 107.2 million and USD 74.3 million respectively generated in 2023. The Group's rapid growth over the last several years was primarily driven by the extraordinary pace of operational, commercial and financial development of this segment. Despite ongoing challenging market conditions, the earnings and cash flow of the Search business continue to benefit the Group.

Quality of earnings

The commitment from the Group's leadership and management made to converting net revenue into increasing levels of earnings continues to keep cost management a high priority at all levels of the business. As indicated above, cost inflation can undermine the efforts taken to earn revenue, so there is no room for complacency in the business. Every cost decision should be subject to an assessment of whether the outcome of that decision will lead to revenue growth exceeding the cost within an appropriate timeframe.

Group core operating expenses, excluding foreign exchange gains/losses, depreciation, amortisation and non-core operating expenses, increased 1.0% from USD 94.7 million to USD 95.6 million. For the second year running, this was the Group's lowest increase this decade.

As shown in note 7, non-core operating expenses of USD 7.1 million were recorded during 2024, an increase of 163.0% from USD 2.7 million (restated) in the prior year. However, 2023 non-core operating expenses benefited from USD 7.0 million of non-cash credits for deferred contingent consideration, which was only USD 2.4 million in 2024. Excluding reassessment of deferred contingent consideration, the year-on-year decrease was USD 0.2 million (2.1%), with lower integration expense partially offset by the higher level of acquisition activity in 2024 than 2023.

Adjusted EBITDA of USD 91.9 million (2023: USD 96.4 million) has been derived from the operating profit of USD 8.2 million (2023: USD 45.7 million) as outlined in the table below:

	2024 USD m	2023 Restated USD m
Adjusted EBITDA	91.9	96.4
Depreciation of property, plant and equipment	(3.0)	(3.3)
Amortisation of intangible assets	(39.3)	(38.1)
Impairment of intangible assets	(36.0)	(0.7)
Non-core operating expenses	(7.1)	(2.7)
Net foreign exchange gains/(losses)	2.3	(1.4)
Share-based payment expenses	(0.6)	(4.5)
Operating profit	8.2	45.7

Excluding the USD 36.0 million impairment charge, and related deferred tax credits of USD 3.4 million, recorded largely in respect of the acquisition of Shinez I.O Ltd, the Group generated a post-tax profit of USD 14.9 million (2023: restated profit of USD 25.1 million).

Adjusted earnings per share were 21.49 cents (2023: 23.27 cents restated) after consideration of non-recurring acquisition costs, amortisation and impairment charges. Unadjusted earnings per share were (6.98) cents (2023: 9.20 cents restated). Further details of the earnings per share calculations are provided in note 13 to the financial statements.

Restatements

Restatements have been made to the financial statements for the year ended 31 December 2022 and 31 December 2023 for changes in accounting policies and correction of errors. Please refer to note 31 for further information on the restatements.

Share buyback and dividend

The third share buyback programme announced on 9 September 2024 is being funded by continued strong operating cash generation, as was the previous share buyback programme which was launched in 2023 and continued into the first quarter of 2024.

Chief Financial Officer's report continued

Share buyback and dividend continued

To date, as of close of business on Friday 21 March 2025, the Company has bought back more than 40 million shares under its programmes at a cumulative cost in excess of GBP 49 million (approximately USD 62 million). During 2024 alone, 13.9 million shares were bought back at a cost of GBP 16.4 million (USD 20.8 million).

On 28 May 2024, the Company paid its 2023 final dividend of 2.0 pence per share (2023: 1.0 pence per share), totalling USD 6.4 million (2023: USD 3.6 million), reflecting a renewed capital allocation geared towards greater return to Shareholders. On 19 August 2024, Team Internet declared an interim dividend of 1.0 pence per share, totalling USD 3.4 million. The dividend was paid on 4 October 2024 to Shareholders on the Company's register of members as of close of business on 30 August 2024. There was no interim dividend paid in 2023.

The Group had net assets of USD 93.1 million at 31 December 2024 (2023: USD 153.3 million), the decrease being due to a combination of returning cash to Shareholders and the impairment of the investment in Shinez. As indicated above, continued returns of surplus operating cash to Shareholders through share buyback programmes and dividends remains a pillar of the Group's cash allocation policy.

Cash flow and net debt

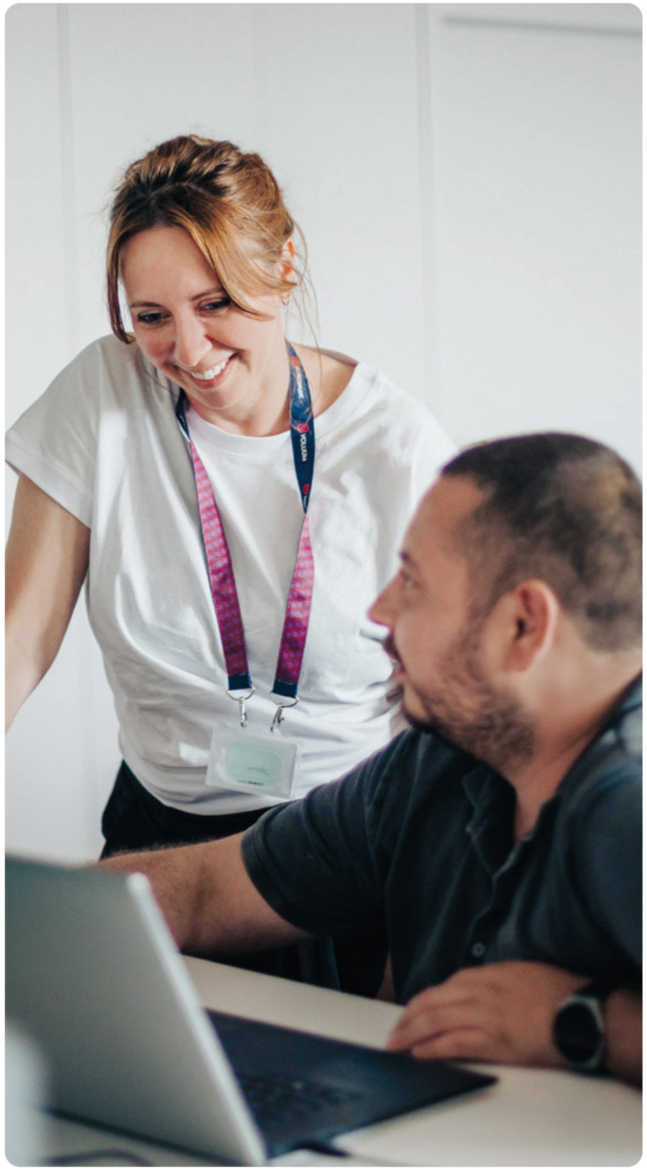
Adjusted operating cash flow and unadjusted cash flow from operations before tax both increased again to new record levels. The Group generated USD 99.1 million adjusted operating cash flow compared to USD 92.6 million in 2023 and unadjusted cash flow of USD 85.9 million compared to USD 78.2 million (restated) in 2023. Adjusted operating cash conversion of 108% returned to a level of higher than 100% in 2024, following 96% in 2023.

Cash flows in respect of investing activities mainly related to payments for intangible assets (USD 8.8 million, initial consideration for the acquisition of Shinez I.O Ltd (USD 31.8 million) and deferred consideration payments of USD 4.2 million relating to the acquisitions of M.A. Aporia, SK-NIC, Shinez and NameAction.

The net cash outflow totalled USD 0.2 million in 2024 as compared with a cash outflow of USD 5.3 million in 2023.

Net debt excluding lease commitments was USD 96.4 million at 31 December 2024, compared to USD 74.1 million at 31 December 2023. Net debt increased to USD 109.9 million in H1 2024, following acquisition activity, but then decreased in H2 2024 to USD 96.4 million as the Group began to delever.

William Green
Chief Financial Officer
28 March 2025



Risks

Effective risk mitigation is at the centre of the Group's operational strategy.

The Board has overall responsibility for the Group's internal control systems and for reviewing their effectiveness. This aids the Board in making well-informed, strategic decisions that prioritise risk considerations, all aimed at generating and safeguarding Shareholder value. The Board focuses on aligning the Group's culture and risk management approach. The Executive Committee holds accountability for the identification and management of risks. Internal control measures are assessed regularly by the Board and the Audit & Risk Committee to ensure effectiveness.

Group financial risk management

The Directors review all financial and other risks of the Group, including deposit risk, credit risk, market risk, foreign currency risk and financial instrument risks. Further details of the financial risk management framework are provided in note 29 to the financial statements. The Group's financial instruments comprise cash and various assets such as trade receivables and supplier payments on account.

Cash flow projections prepared by the finance function are reviewed regularly by the Directors to ensure that there is adequate liquidity to execute the Group's strategy and to meet investment and funding requirements.

Liquidity is primarily derived from cash generated from operations and is supplemented, where necessary, through equity and debt finance, especially in relation to acquisition activity.

Geopolitical risk

↗ Increase

Description

The risk that the Group encounters material disruption to its operations and customers as a result of events such as armed conflicts in Ukraine and the Middle East.

Mitigation

The Group physically operates in many locations globally and is not reliant on any one country. Similarly, the Group's customers are internationally spread which helps mitigate this risk. Where we have teams in locations which have been subject to conflict, we have been able to ensure that those teams are supported and provided with resources needed to live and work safely.

Opportunities

Geopolitical risk gives the Group an opportunity to focus on further globalisation of its already globally diverse teams.

Cyber attacks

↗ Increase

Description

The risk of fraudulent activities occurring through digital channels, such as data breaches, identity theft and cyberattacks, is heightened by the use of AI and deepfake technologies.

Mitigation

To mitigate these risks, the Group has established a robust network infrastructure that priorities data security. The Group's critical platforms are certified to international standards, including ISO 27001/2022 and Cyber Essentials, ensuring compliance with best practices for data protection.
The migration of the Group's operations to Microsoft 365 enhanced security through automatic multi-factor authentication, robust privacy controls and advanced threat protection.
The Group conducts regular IT audits on new acquisitions and annually reviews existing critical platforms to ensure ongoing compliance and identify opportunities for improvement.

Opportunities

The Group is cognisant to evolving technology and developments in data standards and regulations and remains vigilant to identifying new risks and implementing measures to mitigate them, ensuring the ongoing protection of sensitive information.

Technology risk

↗ Increase

Description

The risk that the Group does not innovate and stay ahead of its competition, resulting in a reduction in revenue.

Mitigation

Development of new technology in the field of, for example, AI presents a higher risk of the Group's technology becoming obsolete over time.

The Group is operating in a primarily AI-driven environment and continues to invest to remain at the forefront of technological development. For more information on our culture see pages 45 to 56.

Opportunities

The Group will continue investing in AI to drive competitive revenue growth and operating leverage.

Risks continued

Macroeconomic risks
Increase

Description
Changes in interest and foreign exchange rates may lead to material financial losses. Cost-of-living pressures may lead to material salary inflation. Macroeconomic weakness may lead to the failure of a bank holding the Group's cash deposits.

Mitigation
Interest rates: Interest rate swap requirements are reviewed when refinancing to mitigate against increases in interest rates.
Foreign exchange rates: Where currencies are not naturally hedged, the need for foreign exchange hedging is reviewed.
Cost of living: The Group's global presence is leveraged to attract the right talent where it is available at the right cost and AI is used to automate repetitive processes.
Bank deposits: Deposits are placed only with financial institutions with the highest credit ratings.

Opportunities
With effective foreign exchange exposure management, a neutral, or even positive, foreign exchange outcome can be achieved. Employees are consulted on reward and recognition which ensures that salary is only one component of an attractive remuneration package. Cash pooling hubs are being set up to maximise returns on cash deposits.

Global tax compliance risk
No change

Description
The risk that the Group does not comply with tax legislation, resulting in financial and/or reputational damage.

Mitigation
The OECD, policymakers, legislators and tax authorities promote a global tax system that is more adequately designed for a globally distributed and largely digitalised value chain. While the search for a global system continues, individual countries roll out new taxes, mostly indirect taxes, that also apply to non-resident service providers, creating tax liabilities not only in jurisdictions with strong nexus, such as a permanent establishment, but also with weak nexus, such as immaterial amounts of sales. A process has been implemented in which tax compliance obligations outside the country of residence are monitored.

Opportunities
The Group's central tax function has oversight of the global tax compliance status of the constituent legal entities of the Group and works with external tax advisers to ensure compliance with local laws and regulations, as well as assessing opportunities for tax efficiencies and streamlining of operations.

Regulatory risk
Increase

Description
The risk that the Group does not comply with industry-specific laws and regulations, resulting in financial and/or reputational damage.

Mitigation
The Group monitors additional regulatory requirements made by national or supranational lawmakers relevant to the markets in which the Group operates, as well as tracking ongoing policy developments by ICANN or the London Stock Exchange (LSE). The Group also monitors pronouncements from sanctioning bodies such as OFAC and national DPAs which may affect GDPR compliance. CSRD will become a key reporting requirement for the Group in 2025 due to its European operations. Network & Information Security Directive (NIS 2), issued by the EU, is expected to become applicable to the Group in 2025.

Opportunities
The Group welcomes all regulatory developments as an opportunity to enhance internal processes and to ensure best practices are in place across all businesses.

Data privacy risk
Increase

Description
The risk that the Group does not comply with data privacy laws and regulations, resulting in financial and/or reputational damage.

Mitigation
The Group manages this risk via various privacy and data management-specific policies and related procedures and controls, which are monitored on a regular basis and underpinned by employee training. The Group has benefited from data privacy enhancements, e.g. by the increasing penetration of iOS versions adopting IDFA, which fuelled the migration to privacy-safe marketing solutions such as Team Internet's.

Opportunities
Data privacy provides an opportunity in the Comparison and Search segments, third-party cookies are not relied upon, and where systems have been built on intent or contextual marketing principles, not requiring the collection of personal data.

Risks continued

Commercial risk

Increase

Description

Algorithm and policy changes by key platforms, both on the demand and supply side, can limit inventory availability, reduce advertiser demand, or adversely impact pricing and conversion rates.

Changes in ad tracking technologies (e.g. cookie deprecation and evolving privacy regulations) can reduce barriers to entry in our markets, increase competition, or inhibit our ability to expand into other segments.

Advancements in AI may erode competitive moats, lowering differentiation in areas such as content generation, traffic acquisition and monetisation. Market-dominating companies (Google, Apple, Meta, Amazon, Microsoft) may introduce structural changes, new restrictions, or alternative business models that could disrupt existing monetisation strategies or reduce our market share.

Mitigation

The risks are partially mitigated by operating multiple lines of business, themselves exposed to many vertical and geographical markets and segments, which are only loosely correlated.

Opportunities

Future M&A activity provides an additional opportunity for further diversification of revenue streams both in terms of business activities and geographic expansion.

Customer concentration

Material increase

Description

The risk that the Group becomes overly dependent on a single customer or a small number of key customers. The Group generated approximately 59% of its gross revenue through one customer.

Mitigation

The Group's acquisitions have introduced new revenue streams and reduced reliance on the most material customer. It should be noted that the material customer is not the principal determinant of how or where advertising budgets are spent. Instead, these decisions lie in the hands of the millions of advertisers that participate in that material customer's ad programme.

Opportunities

The Group will continue to diversify the customer base where it is profitable to do so.

Supply side risk

Decrease

Description

The risk that the Group's access to large-scale acquisition marketing channels is disrupted.

Mitigation

The world-leading search engines and social media platforms which the Group uses to carry out its activities may be impacted by: (i) changes in algorithms; (ii) policy changes; and (iii) other force majeure events, e.g. the cancellation of contracts between external media parties. The Group mitigates against items (i) and (ii) above by leveraging the skills and depth of knowledge within its technology teams to adapt its systems to align with relevant policy or algorithm changes.

Opportunities

Keeping up to date with the constantly evolving technology infrastructure means that we are at the forefront of emerging technologies and knowledge.

The Group's strategic report is detailed on pages 1 to 62 of the Annual Report.

The strategic report outlines our performance against our strategic objectives, performance and financial position, as well as our outlook for the future.

Approved by the Board and signed on its behalf by:

Iain McDonald
Chairman
28 March 2025

Governance

Board of Directors

Key: (A) Audit & Risk Committee (R) Remuneration & Nominations Committee ● Chair

The Board comprises a ratio of Non-Executive to Executive Directors of 3:1.

Iain McDonald

Chairman (aged 53)

Iain McDonald is a global expert in technology and e-commerce, having had a strong track record in investing in early-stage companies such as ASOS, The Hut Group, Eagle Eye Solutions, Anatwine and Metapack. He is the founder of Belerion Capital, an investor and investment adviser in technology and e-commerce companies. Iain is also a non-executive director of various investee companies, as well as other technology companies such as The Hut Group and Boohoo.com. Previously, Iain was a top-ranked retail and e-commerce analyst and held positions in a number of UK investment banks. Iain graduated from the London School of Economics and Political Science (LSE), with a BSc in Economics and Economic History.

Committees:

A

Michael Riedl

Chief Executive Officer (aged 49)

Michael Riedl was appointed Chief Executive Officer of Team Internet in December 2022. With strong financial and operational knowledge from his time as Chief Financial Officer, Michael continues to lead Team Internet with expertise and dedication.

Michael was Group CFO from 2019, following its acquisition of KeyDrive SA, where he served as Executive Vice President and CFO from 2011, overseeing significant growth for the Company.

Prior to joining KeyDrive, Michael held managing positions in private equity and the ICT industry.

Michael completed the Advanced Management Programme at Harvard Business School. He holds two Master's degrees: an LLM from the Frankfurt School of Finance & Management and a Master of Science in Business Administration from the European Business School, Germany. Additionally, he has a Bachelor's degree in Computer Science from James Madison University, USA. He is also a Chartered Management Accountant.

Committees:

N/A

William Green

Chief Financial Officer (aged 47)

William Green joined Team Internet in 2019 as Group Finance Director, before becoming Group Chief Financial Officer in 2022. As CFO, he holds full responsibility for finance, legal and governance activities across the Group.

Following a ten-year tenure with PwC in London and California, William continued to work primarily in the Technology and Media sectors in which Team Internet operates. Most of these roles were in international groups listed either in the UK or the USA, including Ebiquity, hVIVO, Time Inc, Clear Channel and Live Nation. William's most recent role prior to joining Team Internet in 2019 was at Fremantle, part of the RTL Group.

William is a Fellow Member of the Institute of Chartered Accountants in England and Wales, having qualified as a Chartered Accountant in 2001.

Committees:

N/A

Samuel Dayani

Non-Executive Director (aged 47)

Samuel Dayani is a partner at the Joseph Samuel Group, where he is responsible for managing the group's investments and business development in the technology, real estate, medtech, energy and renewables and fashion sectors. The group has a strong track record in investing in early-stage businesses and growing them to an institutional level. Samuel was responsible for purchasing Team Internet (formerly CentralNic) in 2003 and managing the restructuring of the business, building the management team and delivering an institutional grade business for its listing in 2013. Samuel is connected with companies that have a total beneficial holding in Team Internet of 17,552,111 shares, or 6.4%, as at 31 December 2024. Previously, Samuel was the Chief Operating Officer and later Managing Director of ViaVision Ltd, an interactive TV company he co-founded with six channels on the Sky platform, when it was sold to Yoomedia plc in 2004.

Committees:

R

Board of Directors continued

Key: (A) Audit & Risk Committee (R) Remuneration & Nominations Committee ● Chair

The proportion of independent NEDs to non-independent NEDs is at a 1:1 ratio.

Marie Holive

Non-Executive Director (aged 47)

Marie Holive is a Non-Executive Director and Chair of the Audit & Risk Committee for GDEV Inc, a NASDAQ-listed game development company, and Chief Operating Officer of Proteus International LLC, a coaching, consulting and training firm focused on supporting boards and executive leaders. Prior to her current roles, Marie spent nine years at NBC Universal, the first seven as Chief Financial Officer and the final two as Managing Director for NBC Universal International Networks, where she was responsible for c.USD 700 million of revenue and 750 employees. As well as a dual Global Executive MBA from London Business School and Columbia Business School, Marie, an engineer by background, has completed the Financial Times Non-Executive Director Diploma and the Harvard Business School's 'Women on Boards: Succeeding as a Corporate Director' Executive Education programme.

Committees:

A R

Claire MacLellan

Non-Executive Director (aged 47)

Claire MacLellan spent six years at the global media company Future plc, most recently in the positions of Chief Operating Officer and Chief Growth Officer. She played an instrumental role in transforming the business into one of the fastest-growing FTSE 250 companies, taking adjusted operating profits from a six-figure sum to over USD 250 million in four years, while growing its global audience from 30 million to over 430 million. Previous to that, Claire was at Fitness First Group for eleven years, holding a variety of senior international positions. Claire is also a non-executive director of Pentathlon GB.

Committees:

A

Max Royde

Non-Executive Director (aged 53)

Max Royde is a managing partner at Kestrel Partners, an investment management company specialising in business-critical software companies, which has a beneficial holding in Team Internet of 68,037,648 shares, or 24.9%, as at 31 December 2024. Max co-founded Kestrel Partners in 2009 and is a fund manager of Kestrel Opportunities. Prior to Kestrel, Max was a managing director of KBC Peel Hunt, running its technology franchise. He has over 20 years of experience focusing on the technology sector.

Committees:

R

Horst Siffrin

Non-Executive Director (aged 77)

Horst Siffrin started his career as a German diplomat serving in Germany, the UK, Ethiopia, Nigeria, Bolivia, Poland and Spain. He is a shareholder of inter.services holding/investments, which has a beneficial holding in the Company of 32,000,000 shares, or 11.7%, as at 31 December 2024, and owner of H.O. Siffrin Consulting, based in Berlin. From August 2011 until the reverse takeover of Team Internet (formerly CentralNic) in August 2018, he was Chairman of the Supervisory Board of KeyDrive SA, Luxembourg, and a member of the Advisory Board of the Key-Systems Group. In 2018, he co-founded AstraPharma.

Committees:

R

Corporate governance

Introduction

The Directors appreciate the value of good corporate governance and have, with effect from September 2018, adopted the QCA Corporate Governance Code (the 'Code'). The Company takes steps to ensure compliance by the Board and employees with the terms of the Code. The Board of Team Internet Group plc places governance and controls at the centre of its strategy.

Board governance and policy

At the year end, the Board comprised a Non-Executive Chairman, two Executive Directors and five Non-Executive Directors. The offices of the Non-Executive Chairman and the Chief Executive Officer are separated and never held by the same person. The Board meets regularly to consider the business strategy, performance and the framework of internal controls. To enable the Board to discharge its duties, all Directors receive appropriate and timely information. Briefing papers are distributed to all Directors in advance of Board meetings. All Directors have access to the advice and services of the Company Secretary, who is responsible for ensuring that the Board procedures are followed, and that applicable rules and regulations are complied with.

In addition, procedures are in place to enable the Directors to obtain independent professional advice in the furtherance of their duties, if necessary, at the Company's expense. In line with the requirements of the Company's Articles of Association, the Group has voluntarily chosen that four Directors will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

The majority of the Board comprises Non-Executive Directors, with two Non-Executive Directors being deemed independent. We judged the Chairman to be independent at the time of his appointment. More information on the Directors' independence can be found on page 78 of the Directors' report.

Throughout their tenure, the Directors are continually updated on the Group's business, the industry, corporate social responsibility matters and other changes affecting the Group by written briefings and meetings with management. They are also updated on changes to the legal and governance requirements of the Group, and upon themselves as Directors, on an ongoing and timely basis.

Purpose

Our purpose is at the core of our strategy and has guided actions at every level throughout the year.

The Board understands the importance of culture and setting the tone of the organisation from the top and embedding it throughout the Group.

For more information on our culture see pages 45 to 56.

Directors' time commitment

The Company sets out the likely time commitment for each Non-Executive Director in their appointment letter. This serves as an estimate and may change based on the evolving demands of the business. The Company expects Non-Executive Directors to devote sufficient time to discharge their duties effectively and attend all Board meetings.

The attendance of each Director at Board and Committee meetings during the financial year ended 31 December 2024 is set out in the table below.

Attendance table

	Board	Audit & Risk Committee	Remuneration & Nominations Committee
Iain McDonald	10/10	3/3	—
William Green	10/10	—	—
Michael Riedl	10/10	—	—
Samuel Dayani	10/10	—	2/2
Marie Holive	10/10	3/3	2/2
Claire MacLellan	2/10	1/3	—
Max Royde	10/10	—	2/2
Horst Siffrin	10/10	—	2/2

Attendance is expressed as the number of meetings attended/number eligible to attend. Directors' attendance by invitation at meetings of committees of which they are not a member is not reflected in the above table.

Claire MacLellan's Board meeting attendance was impacted by absence excused by the Chairman. Despite their absence, the Director remained engaged and informed about key decisions.

Corporate governance continued

Board performance evaluation

The Board has introduced an internally facilitated formal review of the Board and its Committees, the Chairman and individual Directors in 2024. The evaluation considers the Board's composition, diversity and effectiveness.

Process

Tailored questionnaires were circulated to members of the Board and each of its Committees. The evaluations focused on composition, succession and its ability to add value to the business, in terms of how it oversees strategy, risk management, people, culture and performance. Additional focus was also given to the Board's decision-making processes, as well as the extent to which it considers stakeholders as part of its decision making and discussions. The outcomes and recommendations were presented to the Chairman.

Board evaluation process

Agree approach

↓

Complete questionnaires

↓

Evaluate findings

↓

Share findings with the Chairman

↓

Report findings to the Board

↓

Agree action plan and disclosures

Agreed areas of focus and actions

Overall, the Board and its Committees are considered to be effective. There were certain areas of focus which the Board felt would continue to improve its performance and effectiveness. Accordingly, the Directors agreed on the following areas of focus and action for FY25:

- devote more time to strategy sessions to enhance free-flowing discussions and allow for additional topics to be discussed where required;
- provide ongoing training focusing on key topics/areas, such as AI, to all Non-Executive Directors; and
- improve the current risk reporting and continue focusing on risk control.

Progress shall be reviewed by the Board and/or its Committees as appropriate during the year, with any ongoing areas informing next year's evaluation process.

The Board continually evaluates the skills that are required of its members and whether they are adequately provided for to enable each Director to keep their skills up to date. Individual training needs are identified as part of the Board performance evaluation process and training is provided as required.

The Remuneration & Nominations Committee coordinates on succession planning for the executive leadership team and makes recommendations to the Board for the re-appointment of Non-Executive Directors if and when necessary.

As the business has developed, the composition of the Board has been under constant review to ensure that it remains appropriate to the managerial requirements of the Group.

Board Committees

The Company has established Audit & Risk and Remuneration & Nominations Committees. In the 2023 financial year, the remit of the Audit Committee was expanded to include Risk.

The terms of reference for the two Committees were reviewed during the year and are available for inspection on request from the Company Secretary.

Audit & Risk Committee

The Audit & Risk Committee has Marie Holive as its Chair. Other members of the Committee include Iain McDonald and Claire MacLellan, who are fully independent. The Chief Financial Officer is invited to, and regularly attends, the Committee meetings, as does the Chief Executive Officer. The external auditors also attend meetings on a regular basis. In addition to being fully independent as a Chair, Marie Holive also possesses the financial expertise required to adequately fulfil this role, having been in internal audit for four years and a CFO for seven years.

The Audit & Risk Committee oversees risk management processes, internal controls and risk mitigation strategies throughout the organisation, and aligns with best practices and regulatory expectations that companies should proactively identify, assess and manage risks. Finally, explicitly recognising risks in the Committee's name reinforces the importance of risk oversight and governance at the Board level. It emphasises the Committee's accountability to Shareholders and stakeholders in safeguarding the Company's interests and ensuring effective risk management practices.

The primary responsibilities of the Committee, having due regard for the interests of Shareholders, include:

- monitoring the integrity of the quarterly, half-yearly and annual financial statements and formal announcements regarding the Group's financial performance;
- reviewing significant accounting policies, areas of significant estimates and judgements and disclosures in financial reports;
- monitoring the quality and effectiveness of internal control procedures and risk management systems;
- considering the requirement for internal audit, taking into account the size, distribution and nature of the Company and the Group and its operations;
- reviewing the external auditor reports on the Company's accounting and internal control procedures; and
- overseeing the Board's relationship with the external auditor, including their continued independence, and making recommendations to the Board on the selection of external auditors.

Corporate governance continued

Board Committees continued

Audit & Risk Committee continued

The Audit & Risk Committee is required to meet at least twice a year. During the year, the Committee met on three occasions.

The independent auditor's audit of the financial statements is conducted in accordance with International Standards on Auditing (UK) (ISA (UK)) issued by the Financial Reporting Council.

It is noted that the external auditor also operates procedures designed to safeguard their objectivity and independence.

After considering the size, distribution, existing robust procedures and controls, along with the nature of the Company, the Group and its operations, the Audit & Risk Committee has concluded that an internal audit function is not presently required. The Audit & Risk Committee will reassess this position regularly.

PricewaterhouseCoopers LLP was appointed as the Group's external auditor at the AGM in April 2024, following a competitive tender process in 2023, led by the Chair of the Audit & Risk Committee. The process adhered to FRC guidance, aiming to select the audit firm that could provide the highest-quality, most effective and efficient audit for the Group. Tendering firms were evaluated using a balanced scorecard of criteria. The appointment of the independent external auditor will continue to be approved annually by Shareholders.

The Audit & Risk Committee reviews all fees related to non-audit services, and the Committee reviews any material non-audit services prior to commencement. Details of auditor fees can be found in note 8 to the financial statements.

Remuneration & Nominations Committee

The Group's Remuneration & Nominations Committee is responsible, on behalf of the Board, for developing the remuneration policy and proposing new candidates to the Board. Details of objectives and policy are provided in the remuneration report on pages 72 to 77.

The Remuneration & Nominations Committee has Max Royde as its Chair and other members of the Committee include Samuel Dayani, Horst Siffrin and Marie Holive.

The primary responsibilities of the Committee, having due regard for the interests of Shareholders, include:

- carrying out a selection process of candidates before proposing new appointments to the Board, as needed;
- determining and agreeing with the Board the remuneration policy for the Chairman of the Board, the Non-Executive Directors and the Executive Directors and other senior managers;
- reviewing the design of share incentive plans for approval by the Board and determining the award policy to Executive Directors and other key senior employees under existing plans;
- determining the remainder of the remuneration packages (primarily salaries, bonuses and pensions) for Executive Directors and other senior employees, including any performance-based targets;
- reviewing and monitoring remuneration trends across the Group; and
- taking responsibility for the selection criteria and, if appropriate, selecting, appointing and setting terms of reference for any remuneration consultants engaged to advise the Committee.

The Remuneration & Nominations Committee was created in January 2021 by merging the pre-existing Remuneration and Nominations Committees, originally created in September 2013, and is required to meet at least two times a year. During 2024, the Committee met on two occasions.

It is the Group's policy that Executive Directors' service contracts contain at least a three-month notice period.

Risk management and internal controls

The Board has ultimate responsibility for establishing and maintaining the Group's financial and non-financial controls, as well as identifying the major risks facing the Group.

Internal control systems are designed to meet the particular needs of the Group and the risks to which it is exposed. By their nature, internal controls can provide reasonable but not absolute assurance against material misstatement or loss.

The Executive Directors have specific responsibilities for aspects of the Group's affairs and engage in discussions to address operational matters, as well as considering the skill sets required in their teams to maintain the internal controls required.

Accounting procedures

The Group's financial processes and control systems are regularly reviewed by the Executive Directors with oversight from the Board, with a view to continuous improvement as the Group's activities expand. This includes the maintenance of and adherence to a Finance Policies and Procedures (FPP) Manual which is reviewed and updated periodically.

Accounting procedures are managed on a day-to-day basis by the finance team. Responsibility levels are defined and agreed with the Board, with authority delegated to appropriate managers as well as the Executive. Segregation of duties is deployed to the degree this is practical and efficient, noting the size and geographical distribution of the Group.

Monthly management accounts are reported to the Board, under UK-adopted International Accounting Standards, with the content aligned to the Group's management information requirements. The Board reviews the accounts in detail during each Board meeting and requests further information as the need arises. Comparisons to approved budgets and forecasts are prepared with associated commentary provided.

The Company prepares annual budgets which are reviewed by the Board. The budgets are then updated during the year to provide latest forecasts.

Capital expenditure is regulated by the budget process and is kept under regular review during the year. Investment appraisal techniques, using discounted cash flow projections, are deployed in relation to material investments and are reviewed by the Board as part of good governance such that material transactions that are significant in size or type are undertaken only after Board review.

The Board acknowledges that there are robust processes in place for identifying, evaluating and managing risks faced by the Group, and places emphasis on continuous improvement.

Corporate governance continued

Corporate responsibility, the environment and health and safety

The Group is committed to maintaining and promoting high standards of business integrity. Company values, which incorporate the principles of corporate social responsibility (CSR) and sustainability, guide the Group's relationships with its stakeholders, including clients, employees and the communities and environment in which the Group operates.

The Group's approach to sustainability addresses both its environmental and social impacts, supporting the Group's vision to remain an employer of choice, while meeting client demands for socially responsible partners. Further details can be found in the sustainability section of this Annual Report.

The Group respects both local laws and customs while supporting international laws and regulations. These policies have been integral to how Group companies have conducted business in the past and will continue to play a central role in influencing the Group's practice in the future.

Communications with Shareholders

The Board regards the importance of effective communication with Shareholders as essential. Investor relations are managed principally by the Chief Executive Officer, Chief Financial Officer and the Chairman, and regular meetings with institutional investors and analysts are held during the year.

The Chairman, Chief Executive Officer, Chief Financial Officer and, if required, other Non-Executive Directors make themselves available for meetings with major Shareholders either individually or collectively. The Group's Shareholders are invited to attend the Annual General Meeting at which the majority of Directors are present. The Group's Nominated Advisers and Joint Brokers also convey Shareholder opinions to the Chairman and Chief Executive Officer, and these are discussed with the Board.

The Group's website provides up-to-date information on current business activities, including the annual and interim financial results.

Annual General Meeting date

The Annual General Meeting will be convened in accordance with the provisions of the Companies Act 2006. The Annual General Meeting is due to take place on Monday, 28 April 2025 at 9.00am. The proposed resolutions and this Annual Report will be distributed to Shareholders on or around 1 April 2025.

Audit & Risk Committee report

"The Audit & Risk Committee remains committed to upholding the highest standards of governance, oversight and risk management.

Marie Holive
Chair of the Audit & Risk Committee

Over the past year, we have continued to strengthen our processes, ensuring alignment with best practices and evolving regulatory expectations. In 2024, we made significant progress in strengthening our oversight capabilities and preparing for emerging regulatory requirements, including the Corporate Sustainability Reporting Directive (CSRD).

Throughout the year, we maintained a proactive and transparent dialogue with management and our external auditors, ensuring that key financial and operational risks were effectively monitored and addressed. Notably, a significant milestone was the successful completion of the external audit tender process, resulting in the appointment of PricewaterhouseCoopers LLP (PwC) as the Company's independent auditor, reinforcing our commitment to auditor independence and objectivity.

Attendance table

	Meetings attended
Marie Holive	3/3
Iain McDonald	3/3
Claire MacLellan	1/3

The role of the Audit & Risk Committee and its members is outlined on pages 67-68.

Key activities in 2024

During the year, the Committee fulfilled its responsibilities through the following key activities:

Financial oversight

- Reviewed the interim and annual financial results, ensuring compliance with regulatory and accounting standards.
- Reviewed detailed financial reports from the Chief Financial Officer and external auditors.
- Examined key accounting judgements and financial reporting procedures.

Risk management

- Evaluated the Group's risk framework and monitored progress against the risk mitigation plans.
- Assessed key financial, operational and strategic risks to ensure resilience and preparedness.
- Engaged with management to oversee the implementation of risk management initiatives.

Group policy review and enhancement

In 2024, the Chair of the Audit & Risk Committee undertook a comprehensive review of Group compliance policies, ensuring alignment with regulatory requirements and industry best practices. As a result of this review:

- policies related to risk management, data protection and compliance were strengthened to improve clarity, accountability and operational effectiveness; and
- constructive feedback was provided to management, resulting in improved compliance monitoring mechanisms.

Audit & Risk Committee report continued

Key activities in 2024 continued

Group policy review and enhancement continued

The revised policies now reflect global regulatory changes and provide stronger guidance on emerging risks, particularly in sustainability, cybersecurity and ethical business practices. The Committee continues to monitor the implementation of these policies to ensure their effectiveness and relevance to the evolving business environment.

External audit oversight

Following an external audit tender in 2023, PricewaterhouseCoopers LLP (PwC) was appointed as the Company's independent external auditor at the Annual General Meeting on 19 April 2024 with effect from the 2024 financial year. Matt Palmer is the statutory audit partner for the Group and attends all meetings of the Committee.

The Committee is responsible for overseeing the relationship with the external auditor, including setting the terms of engagement and remuneration and ensuring the auditor's independence and objectivity. In 2024, the Committee reviewed PwC's formal declarations of independence and audit plan, focusing on the underlying methodology and risk identification processes. The Committee also tracks non-audit services to maintain auditor impartiality. To assess PwC's performance and effectiveness, the Committee considered several factors including PwC's interactions with the Committee and whether the appropriate focus and challenge by PwC on the primary areas of the audit had been applied through robust challenge and scepticism.

The Committee concluded that it was satisfied with PwC's performance and recommended to the Board the re-appointment of PwC as the auditor at the Company's Annual General Meeting.

During the year, and up until the date of this report, the Audit & Risk Committee discussed audit findings, financial controls and potential areas for improvement with the auditors.

Corporate Sustainability Reporting Directive (CSRD) readiness

Recognising the increasing importance of sustainability reporting, the Committee is supporting efforts to prepare for compliance with the EU Corporate Sustainability Reporting Directive (CSRD).

The Committee oversees CSRD implementation efforts, ensuring compliance while integrating sustainability reporting into the Group's broader risk management and governance framework.

Following the issuance of the EU Omnibus Proposal on 26 February 2025, the Group is expected to be exempt from the CSRD requirements, until 1 January 2028, as it employs fewer than 1,000 people. The Committee continues to monitor developments in this area.

Engagement with management and auditors

The Chief Executive Officer and Chief Financial Officer were invited to attend relevant parts of the Committee meetings, providing updates on operational and financial matters. Additionally, senior financial managers attended as needed to address specific agenda items. The external auditors were engaged throughout the year to present their audit plans, share insights on financial reporting controls and discuss audit findings.

Looking ahead

As we move forward into 2025, the Audit & Risk Committee remains focused on:

- enhancing our financial oversight capabilities through deeper risk assessments;
- strengthening the Group's internal control environment in response to evolving risks;
- overseeing the continued integration of sustainability reporting requirements in line with CSRD; and
- maintaining transparency with external auditors to uphold high-quality financial reporting.

We remain dedicated to supporting Team Internet's long-term success through strong governance, risk management and regulatory compliance.

Marie Holive
Chair of the Audit & Risk Committee
28 March 2025

Remuneration report

In a year of transition, the Remuneration & Nominations Committee has effectively fulfilled its role, successfully balancing the encouragement of executive performance with accountability, ensuring alignment with financial targets.

Max Royde
Chair of the Remuneration & Nominations Committee

The Board has voluntarily chosen to publish a Directors' remuneration report, demonstrating our commitment to transparency and accountability. While it is noteworthy that as an AIM-listed company, we are not obliged to present this report, we have taken this step, acknowledging that it may not fully comply with the comprehensive requirements for listed companies.

Attendance table

	Meetings attended
Max Royde	2/2
Samuel Dayani	2/2
Marie Holive	2/2
Horst Siffrin	2/2

Remuneration & Nominations Committee

The membership of the Committee and its principal activities are detailed in the corporate governance section of this Annual Report on page 68.

Remuneration policy

The Group's remuneration policy is designed with a clear focus: to attract, retain and motivate management personnel who possess the necessary skills and expertise to achieve the Group's strategic goals. By doing so, we ensure that the interests of our management team are closely aligned with those of our Shareholders, fostering a unified approach to realising our collective ambitions.

In particular, the Remuneration & Nominations Committee seeks to link payment to performance and as a result create a performance culture within the business.

Remuneration in 2024

As mentioned earlier in this report, the financial goals and objectives set for the year were not met in full. The Remuneration & Nominations Committee evaluates both financial performance relative to expectations and the performance of the Group's peers. Additionally, it considers the achievement of strategic objectives when determining bonus awards for executives.

Bonus awards are primarily determined by financial performance relative to market expectations set at the start of the period. While the Group made solid progress in 2024, financial results fell short of expectations. In line with our commitment to a disciplined and performance-driven remuneration framework, the Remuneration & Nominations Committee has decided not to award a bonus to the Group CEO and Group CFO for 2024.

Looking ahead, we recognise the importance of aligning executive incentives even more closely with Shareholder value creation. As part of this, we will consider transitioning from adjusted EBITDA to adjusted EPS as the primary performance metric for future bonus determinations. This shift ensures an even stronger and more holistic link between management rewards and the Group's long-term profitability and value delivery.

AGM

In line with good corporate governance practice, a resolution to approve the remuneration report was put to Shareholders at our AGM in April 2024, which was approved. A resolution to approve this report will be put to our 2025 AGM.

Remuneration report continued

Executive Directors remuneration policy table

Element	Operation	Opportunity	Performance metrics
Base salary To attract, retain and engage the executive talent with the skills, experience and values we need to realise our vision and deliver our strategy and plans, remuneration arrangements need to be sufficiently competitive but not excessive.	Salaries are reviewed annually and fixed for twelve months commencing 1 January. The decision is influenced by: • level, skill and responsibility; • business performance, economic climate and market conditions, and scarcity of talent; • increases elsewhere within the Group; and • external comparator groups.	There is no formal maximum limit, but ordinarily salary increases will be broadly in line with the average salary increases for employees. Increases above this level may be made in specific situations which could include promotions, changes to their role, material changes in the business and exceptional Group performance.	The overall performance of the individual is a key consideration when determining salary increases, which are benchmarked to public companies with similar levels of market capitalisation.
Bonus The mix between fixed and variable pay, as well as the balance between rewarding short versus long-term performance, are critical to ensuring that we reward those behaviours that will lead to the realisation of our long-term vision without compromising short-term gain.	Bonus levels are reviewed annually prior to the start of each financial year to ensure detailed performance measures and weightings remain appropriate and continue to support the business strategy. Performance targets are set at or near the start of each financial year. Actual amounts are determined via a two-step process: 1. Performance is assessed against the agreed metrics; and 2. The Remuneration & Nominations Committee reviews the outcome in the context of overall business performance and the Group's financial position and may adjust the initial assessment at its discretion.	Bonuses range from 0-150% of salary for the Group CEO and 0-100% for the Group CFO.	Strategic and operational measures are set at the start of the year and performance against these measures is evaluated by the Remuneration & Nominations Committee. Measures may include adjusted EBITDA and adjusted EPS, assessed to market expectations at the start of the financial year, share price growth and Group performance relative to peers.
Pension To ensure remuneration packages remain competitive in the market and to provide a market-aligned level of retirement income.	Directors are able to participate in the defined contribution pension plan available to our UK employees (currently 5% of annual gross salary), and pension arrangements will continue to remain largely aligned with the wider UK workforce. However, recognising that one Director was not a UK resident during 2023, local requirements were also respected where required.	Michael Riedl is entitled to a pension and cash in lieu of pension totalling 15% of base salary. William Green is entitled to a pension contribution of 5% of base salary.	None.
Share incentive plan To motivate, incentivise and recognise the delivery of sustained performance over the long term. To support and encourage greater Shareholder alignment through a high level of personal share ownership.	Share-based awards are structured to reflect a balance of absolute and relative growth in long-term value creation for Shareholders. Executive Directors are rewarded only for outperforming the market and driving the successful realisation of our vision.	Share options were granted in 2020 and 2023 in line with the remuneration policy in effect at the time. The options granted in 2020 vest over a five-year period. Options granted in 2023 are divided into three equal tranches vesting after three, four and five years.	Awards made in 2020 are subject to both adjusted EBITDA and TSR performance targets. Awards granted in 2023 are subject to an absolute TSR performance target, with performance periods of three, four and five years for each tranche.

Remuneration report continued

Annual report on remuneration

The remuneration of the Company's Directors for the year is set out below in USD, the presentational currency of the Group. Share options issued to and exercised by Directors are contained in the long-term incentives section and are not included in the table below.

	Salaries and fees USD'000	Pension USD'000	Cash in lieu of pension and other benefits USD'000	Other benefits USD'000	2024 USD'000	2023 USD'000	Contractual notice periods
Non-Executive Directors							
Iain McDonald	127	—	—	—	**127**	124	3 months
Samuel Dayani	67	—	—	—	**67**	65	3 months
Marie Holive	86	—	—	—	**86**	58	3 months
Claire MacLellan	67	—	—	—	**67**	65	3 months
Thomas Rickert (resigned 24 April 2023)	—	—	—	—	**—**	18	3 months
Max Royde	86	—	—	—	**86**	84	—
Horst Siffrin	67	—	—	—	**67**	65	—
Executive Directors							
Michael Riedl	639	37	58	—	**734**	1,218	3 months[1]
William Green	383	20	—	1	**404**	533	3 months
Donald Baladasan (resigned 30 January 2023)	—	—	—	—	**—**	624	12 months
	1,522	57	58	1	**1,638**	2,854	

(1) Michael Riedl has an additional twelve-month notice period for termination without cause.

Annual bonus

The annual bonus award is based predominantly on adjusted EBITDA versus market expectations at the beginning of the period. Consideration is also given to peer performance. Furthermore, the Remuneration & Nominations Committee takes account of delivery against strategic objectives, as reflected elsewhere in the Annual Report. Given the performance against 2024 financial targets, the Remuneration & Nominations Committee decided not to award a bonus to the Group CEO and Group CFO for 2024.

Remuneration report continued

Annual report on remuneration continued

Directors' remuneration table in GBP

The Company's Directors are engaged with contracts stated in GBP and the remuneration on this basis is set out below.

	Salaries and fees GBP'000	Pension GBP'000	Cash in lieu of pension and other benefits GBP'000	Other benefits GBP'000	2024 GBP'000	2023 GBP'000	Contractual notice periods
Non-Executive Directors							
Iain McDonald	100	—	—	—	**100**	100	3 months
Samuel Dayani	53	—	—	—	**53**	53	3 months
Marie Holive	68	—	—	—	**68**	46	3 months
Claire MacLellan	53	—	—	—	**53**	53	3 months
Thomas Rickert (resigned 24 April 2023)	—	—	—	—	**—**	15	3 months
Max Royde	68	—	—	—	**68**	68	—
Horst Siffrin	53	—	—	—	**53**	53	—
Executive Directors							
Michael Riedl	502	29	46	—	**577**	980	3 months(1)
William Green	310	16	—	1	**327**	427	3 months
Donald Baladasan (resigned 30 January 2023)	—	—	—	—	**—**	501	12 months
	1,207	45	46	1	**1,299**	2,296	

(1) Michael Riedl has an additional twelve-month notice period for termination without cause.

Salaries

Following a salary increase effective 1 January 2024, Michael Riedl, the Group's CEO, received a salary of GBP 501,900 in 2024, with no salary changes during the year. Following a salary increase effective 1 January 2024, William Green, the Group's CFO, received a salary of GBP 310,200 in 2024, with no salary changes during the year. The amounts disclosed above are for the period of appointment as a Director onwards. No salary increases have been granted for 2025.

Remuneration report continued

Long-term incentives

Long-Term Incentive Plan (LTIP) share options were issued to Directors on 15 May 2023. Michael Riedl, CEO, was granted 3,139,622 share options and William Green was issued 1,200,000 share options. These options vest in three equal tranches over three, four and five years from 1 January 2023, based on TSR performance over these periods. The three tranches are subject to three, four and five-year absolute TSR performance conditions with 25% of the award vesting at 10% annualised TSR rising on a straight line to full vesting at 20% annualised TSR. In addition to these LTIP share options, William Green was issued 21,256 share options relating to a compensation scheme in place prior to his appointment as an Executive Director.

On 7 June 2024, William Green exercised 19,205 shares granted on 7 March 2022 and 15 May 2023 under his employment contract, prior to becoming a Director of the Group. On 16 August 2024, Michael Riedl exercised 374,011 shares granted on 10 March 2020.

Prior to admission to AIM, the Group established both an unapproved Share Option Plan (SOP) and an Enterprise Management Incentive (EMI) option scheme under which certain key management personnel and other senior employees were invited to participate. These options were rolled over into the Company during 2013. In August 2019, Team Internet also introduced the Team Internet LTIP.

The Directors believe that it is important to properly motivate and reward key management personnel and other senior employees and to do so in a manner that aligns their interests with the interests of Shareholders. The Directors also recognise the importance of ensuring that all employees are engaged, incentivised and identify closely with the profitability of the Group.

The table below shows the outstanding share options issued to Directors at 31 December 2024:

	Date of grant	Subject to performance conditions	Exercise price	As at 1 Jan 2024	Exercised in year	Forfeited	As at 31 Dec 2024
William Green	7 Mar 2022	No	nil	18,181	(12,120)	—	**6,061**
	15 May 2023	No	nil	21,256	(7,085)	—	**14,171**
	15 May 2023	Yes	nil	400,000	—	—	**400,000**
	15 May 2023	Yes	nil	400,000	—	—	**400,000**
	15 May 2023	Yes	nil	400,000	—	—	**400,000**
Michael Riedl	10 Mar 2020	Yes	nil	231,050	(200,724)	(30,326)	**—**
	10 Mar 2020	Yes	nil	462,100	(173,287)	(57,763)	**231,050**
	15 Mar 2023	Yes	nil	1,046,540	—	—	**1,046,540**
	15 Mar 2023	Yes	nil	1,046,541	—	—	**1,046,541**
	15 May 2023	Yes	nil	1,046,541	—	—	**1,046,541**
				5,072,209	(393,216)	(88,089)	**4,590,904**

The unapproved options granted under the LTIP on 10 March 2020 vest over a three-year period in equal instalments. The three tranches of unapproved options issued on 15 May 2023 vest over three, four and five years. The aggregate gains of exercised share options amounted to GBP 0.6 million (USD 0.8 million), compared to GBP 3.4 million (USD 4.2 million) in 2023. William Green and Michael Riedl retained the shares upon exercise.

All options expire within ten years from the grant date.

On 31 December 2024, the closing market price of Team Internet Group plc ordinary shares was 94 pence. The lowest and highest prices of these shares in the year were 78 pence in November 2024 and 204 pence in August 2024, respectively. The average share price for the year was 141 pence. The Group's Employee Benefit Trust (EBT) has sufficient shares to satisfy outstanding Director share option awards. Please see note 19 for further details of shares held by the EBT.

Remuneration report continued

Directors' interests

a) As at 31 December 2024, the interests of the Directors, including persons connected with the Directors within the meaning of section 252 of the Companies Act 2006, in the issued share capital of the Company are as follows:

	Ordinary shares	Percentage of issued capital	Percentage of voting capital
Kestrel Partners LLP(1)	68,037,648	24.9%	27.0%
inter.services GmbH(2)	32,000,000	11.7%	12.7%
Erin Invest & Finance Ltd(3)	13,853,111	5.1%	5.5%
Clevebeam Limited(4)	3,699,000	1.4%	1.5%
Michael Riedl	3,100,787	1.1%	1.2%
Jabella Group Ltd(4)	2,711,668	1.0%	1.1%
Iain McDonald(5)	601,462	0.2%	0.2%
Marie Holive	25,252	0.0%	0.0%
William Green	19,205	0.0%	0.0%

(1) Max Royde is a managing partner at Kestrel Partners LLP.

(2) The beneficial owners of inter.services GmbH are Horst Siffrin, a Director of the Company during the year, and his family.

(3) The beneficial owners of Erin Invest & Finance Limited are Samuel Dayani, a Director of the Company, and his father.

(4) Jabella Group Limited and Clevebeam Limited are companies owned, inter alia, by Erin Invest & Finance Limited.

(5) Iain McDonald's interests include 11,500 ordinary Shares held indirectly through a contract for difference.

b) Save as disclosed in this Annual Report, none of the Directors nor any members of their families, nor any person connected with them within the meaning of section 252 of the Act, has any interest in the issued share capital of the Company or its subsidiaries.

c) Save as disclosed in this Annual Report, as at the date of this Annual Report, no Director has any option over any warrant to subscribe for any shares in the Company.

d) None of the Directors nor any members of their families, nor any person connected with them within the meaning of section 252 of the Act, has a related financial product (as defined in the AIM Rules) referenced to the ordinary shares.

e) None of the Directors is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company and which was effected by the Company and remains in any respect outstanding or unperformed.

f) There are no outstanding loans made or guarantees granted or provided by the Company to or for the benefit of any Director other than disclosed in note 25 to the financial statements.

g) Save as disclosed in this Annual Report, there are no potential conflicts of interest between any duties to the Company of the Directors and their private interests or their other duties.

Max Royde

Chair of the Remuneration & Nominations Committee

28 March 2025

Directors' report

Principal activities

Team Internet Group plc is the ultimate holding company of a group of companies.

The principal activities of the Group create meaningful and successful connections from businesses to domains, brands to consumers, publishers to advertisers, enabling everyone to realise their digital ambitions. A more comprehensive description of the Group's activities, performance and likely developments is provided in the Chairman's statement, the Chief Executive Officer's report, the Chief Financial Officer's report, the corporate governance report and the remuneration report, which are incorporated by reference into this report.

A list of the subsidiary undertakings is disclosed in the particulars of subsidiaries on pages 137 to 139 of the financial statements.

Financial instruments

Details of the use of financial instruments and financial risk management are included in note 24 and 29 to the financial statements.

Results and dividends

Information on the results is provided in the Chief Executive Officer's review and the Chief Financial Officer's report.

The Company paid a 1.0 pence interim dividend in respect of the financial year 2024 (2023: nil). The Directors have not proposed a final dividend in respect of the financial year 2024 (2023: 2.0 pence per share).

Post year end

Further details on post year end events are disclosed in the Chief Executive Officer's report and in note 30.

Directors

The Company was incorporated on 19 June 2013, with a view to becoming the Parent Company of the Group after admission to AIM. The admission was completed on 2 September 2013, and at this time the Board was expanded.

The Directors who served during the year, and up to the date of signing the financial statements, were as follows:

Executive Directors

Michael Riedl (Chief Executive Officer)

William Green (Chief Financial Officer)

Non-Executive Directors

Iain McDonald (Non-Executive Chairman)

Samuel Dayani

Marie Holive

Claire MacLellan

Max Royde

Horst Siffrin

The biographical details of the Directors are provided on pages 64 and 65 of this Annual Report.

Four Directors will retire at the Company's Annual General Meeting and, being eligible, will offer themselves for re-election.

The Directors and their interests in the shares of the Group

The Directors of the Company, and their interests in the shares and share options of the Company as at 31 December 2024, are shown in the remuneration report on pages 72 to 77 of this Annual Report.

Transactions with any parties related to the Directors are disclosed in note 26 to the financial statements.

Independence of Directors

Having independent Non-Executive Directors on the Board is a core element of our governance philosophy, and our Chairman, Iain McDonald, met the independence requirements of the QCA on appointment, which Team Internet has adopted in accordance with the AIM market regulation. There are no business relationships between Non-Executive Directors and the Group beyond those disclosed in note 26 to the consolidated financial statements. In line with best governance practices, Non-Executive Directors are not granted share options. Three Non-Executive Directors are associated with major Shareholders in the Company, while Marie Holive and Claire MacLellan are fully independent Non-Executive Directors.

Each year, or before a new Director is appointed, the Board must affirmatively determine a Director has no relationship that would interfere with the exercise of independent judgement in carrying out his or her responsibilities as a Director. Annually, each Director completes a detailed questionnaire that provides information about relationships that might affect the determination of independence, including a relationship with the Company, another Director, or as a partner, Shareholder or officer of an organisation that has a relationship with the Company.

Directors' and Officers' liability insurance

Throughout 2024 the Group had appropriate insurance cover in place to protect Directors, including the Directors who retired during the year, from liabilities that may arise against them personally in connection with the performance of their role. As well as insurance cover, the Group agrees to indemnify the Directors to the maximum extent permitted by law.

Directors' conflicts of interest

Each Director is required, in accordance with the provisions of the Companies Act 2006, to declare any interests that may give rise to a conflict of interest with the Company on appointment and subsequently as they arise. Where such a conflict or potential conflict arises, the Board is empowered under the Company's Articles of Association to consider and authorise such conflicts as appropriate.

Articles of Association

The Company's Articles of Association set out the Company's internal regulation and cover such matters as the rights of Shareholders, the appointment and removal of Directors and the conduct of Board and general meetings. A copy of the Company's Articles of Association is available on the Group's website.

Subject to the provisions of legislation, the Company's Articles of Association and any directions given by resolutions of the Shareholders, the Board may exercise all powers of the Company and may delegate authorities to committees and management as it sees fit. Details of the Committees of the Board and their activities are contained in the corporate governance report on pages 66 to 68 of this report.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Principal risks and uncertainties

The Board's assessment of the principal risks and uncertainties, together with the mitigating factors, are presented in the strategic report on pages 60 to 62.

Directors' report continued

Substantial Shareholders

In addition to the Directors' interests disclosed in the remuneration report, the Company has been notified that the following Shareholders' interests exceeded 3% of the Company's ordinary share capital in issue at 31 December 2024:

	Ordinary shares	Percentage of issued capital	Percentage of voting capital
Kestrel Partners LLP	68,037,648	24.9%	27.0%
inter.services GmbH	32,000,000	11.7%	12.7%
Slater Investments	27,933,477	10.2%	11.1%
Erin Invest & Finance Limited	13,853,111	5.1%	5.5%
FIL Investment International	16,594,706	6.1%	6.6%

No substantial Shareholders have different voting rights from other holders of the share capital of the Company.

Corporate governance

The corporate governance report, on pages 66 to 69, is incorporated into this Annual Report by reference and details how the Board communicates with stakeholders.

Streamlined Energy and Carbon Reporting

The sustainability report, on pages 30 to 44, is incorporated into this Directors' report by reference.

Corporate responsibility

The Board recognises its employment, environmental and health and safety responsibilities, and devotes appropriate resources towards monitoring and improving compliance with existing standards. For more information, please refer to the sustainability section on pages 30 to 44.

Management and staff

The Group's Executive Committee has been structured to ensure the Group has the right number of people and the necessary range of skills required to deliver the business strategy and to support its international expansion. The team is diverse and brings functional expertise across a number of disciplines including technical and operational delivery, finance, people, legal, marketing and sales.

While the business operates under budgetary controls, the Directors focus on ensuring there is succession planning in place appropriate for a business of our size.

Our people represent a number of different nationalities, and whilst we continue to work on our gender diversity as a priority, overall we are pleased and compare reasonably favourably with industry benchmarks.

The Executive Committee recognises the importance of engaging with employees and does so informally on a day-to-day basis. We use a cascade approach to employee communications, including regular newsletters, all Company and divisional town halls, and encourage leaders to disseminate appropriate information to their teams, including those situated in various locations around the world.

While we do not believe that human rights issues are a significant risk to our business currently, we are conscious that as we expand into new international markets, such issues of human rights may become more significant. The Directors keep all aspects of business development under review, and act with caution and integrity to ensure that all our activities, and specifically business development activities, are respectful of human rights.

Communication with employees is primarily through formal and informal meetings and through the use of the Group's information systems. This includes a regular cascade of information affecting our managers and their teams to ensure all employees are kept up to date with issues affecting them. To enable employees to provide regular, open feedback to management, the Group utilises a culture and engagement platform to support two-way communication. All employees also have access to a fully confidential HRIS channel to raise concerns of whatever nature. The Board recognises the importance of engaged employees working within the Group and their role in the future success of the business.

The Group is committed to promoting equal opportunities and complying with anti-discrimination legislation. The Group is committed to offering employees and job applicants equal and fair opportunities for employment and career progression regardless of their sex, sexual orientation, marital status, race, religion or belief, age or disability and has taken the necessary steps to ensure all processes are fair and free from bias.

The Group seeks to ensure that every employee, without exception, is treated equally and fairly and that all employees are aware of their responsibilities, and our procedures and policies are designed (or are being designed) to fully support everyone. We are responsive to the needs of our people and should an employee become unable to work during their time with us, we will actively retrain them and make reasonable adjustments to the working environment where possible. Our Group procedures, including recruitment, training, career development and promotion, are, as far as possible, the same for everyone.

The Board of Directors comprises eight members, six of whom are male and two of whom are female, and the overall number of employees at the year end is 787, including 473 men, 306 women and 8 who prefer not to disclose their gender.

Directors' report continued

Standards accreditations

The Registry channel of the Group's DIS segment is certified against ISO 27001 (information security management), ISO 9001 (quality management system) and ISO 22301 (business continuity management); Key-Systems GmbH is certified against ISO 27001 (information security management) for its CentralNic Reseller and BrandShelter brands; and SK-NIC A.S. is certified against ISO 27001 (information security management). These certifications are internationally recognised and provide the Group's stakeholders with additional levels of assurance as to the technical integrity of the Group's IT systems.

Anti-bribery and corruption, anti-money laundering and sanctions compliance

The Group conducts business ethically, maintains financial integrity and strives to behave responsibly in its business dealings.

The Group's Directors are committed to ensuring strict adherence to its anti-bribery and corruption policy and compliance with anti-bribery and corruption laws. The Group also maintains and ensures adherence to its policies in relation to anti-money laundering and trade sanctions and embargoes, again to comply with relevant laws across the relevant jurisdictions.

All Directors, employees and consultants have received training in maintaining the highest standards of professional conduct and are aware of the need to carry out business fairly, honestly and openly.

Clear lines of communication and responsibility are in place to report any incidents or suspected incidents of abuse to provide an effective, trusted reporting mechanism.

Environment

The Group is committed to operating in an environmentally responsible manner. The Directors consider environmental impacts when making decisions. Please refer to the sustainability section on pages 30 to 44 for further details.

The community, charitable and political donations

The Directors consider the impact on the community when making decisions. During the year, charitable donations totalling USD 0.1 million were made (2023: USD 0.2 million).

The Group did not make any political donations during the year, either in the UK or overseas.

Policy on the payment of creditors

The Group's policy is to agree terms and conditions for its business transactions with suppliers and to endeavour to abide by these terms and conditions, subject to the suppliers meeting their obligations.

No single supplier is deemed critical to the Group's business.

R&D activity

The Group undertakes research and development activities to enhance its competitive position in its chosen markets, drawing on skilled development resources from across the Group.

Health and safety

The Directors are committed to providing for the welfare, health and safety of the Group's employees and have procedures in place, including regular monitoring by third-party specialists, to maintain compliance with its legal and contractual obligations. For more information, please refer to the sustainability section on pages 30 to 44.

Business continuity

The Group has built a resilient technology infrastructure, designed to provide both data security and continuity of service. The Board recognises the ongoing importance of resilience to cyber threats and invests in primary and secondary data centres along with a distributed domain name server constellation managed by the Group and third-party providers. The Board keeps the infrastructure requirements under review and adopts a continuous improvement approach to further investment, within appropriate parameters, as business activities expand. The technical provision, alongside customer support, is considered one of the most significant aspects of business continuity. Dedicated teams and processes oversee disaster recovery and business continuity.

Going concern

The Directors have concluded that it continues to be appropriate to prepare the consolidated and Company financial statements on a going concern basis. The going concern model is made up of a Board-approved base case and a severe-but-plausible downside. In a severe-but-plausible downside scenario, the Directors note the Group's headroom in respect of its interest cover ratio is more impacted than its headroom in respect of its adjusted leverage ratio. See note 2 of the consolidated financial statements and note 3 of the Company financial statements for further information.

Future developments

Future developments of the Group are provided on pages 15 to 19 and pages 22 to 27.

Directors' report continued

Independent auditors

Following an audit tender process undertaken in 2023, PricewaterhouseCoopers LLP was appointed as the Company's independent external auditor at the Company's Annual General Meeting that took place on 19 April 2024.

Registered office

4th Floor, Saddlers House, 44 Gutter Lane, London, England, EC2V 6BR. Registered number: 08576358

Statement of Directors' responsibilities in respect of the Annual Report and the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under Company law, 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 of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101 have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' remuneration report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

Approved by the Board and signed on its behalf by:

William Green
Chief Financial Officer
28 March 2025

Independent auditors' report

to the members of Team Internet Group plc

Report on the audit of the financial statements

Opinion

In our opinion:

- Team Internet Group plc's Group financial statements and Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2024 and of the Group's loss and the Group's cash flows for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Consolidated and Company statements of financial position as at 31 December 2024; the Consolidated statement of comprehensive income, the Consolidated and Company statements of changes in equity, and the Consolidated statement of cash flows for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Separate opinion in relation to IFRSs as issued by the IASB

As explained in note 2 to the financial statements, the Group, in addition to applying UK-adopted international accounting standards, has also applied international financial reporting standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

In our opinion, the Group financial statements have been properly prepared in accordance with IFRSs as issued by the IASB.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to other listed entities of public interest, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in note 8 of the consolidated financial statements, we have provided no non-audit services to the Company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- Our risk assessment and scoping identified six entities for which we obtained audit opinions.
- We performed full scope audits for Team Internet AG, Key-Systems GmbH and VGL Publishing AG, Commerce Media Tech Sp. z.o.o and Shinez I.O Ltd. Of these Team Internet AG and Key-Systems GmbH were considered significant components.
- We obtained an audit opinion over specific balances for CentralNic Germany GmbH.
- The Group engagement team audited the Company and performed audit work over specific balances for 6 non-full scope components.
- The components on which we performed full scope audit procedures, together with the work performed by the Group engagement team as identified above, accounted for 91% of revenue and 91% of cost of sales and operating expenses.
- As part of the Group audit supervision process, the Group engagement team met with and discussed the approach and results of audit procedures with component teams and reviewed their audit files and final deliverables. In person site visits to components in Germany and Poland were also performed.

Independent auditors' report continued

to the members of Team Internet Group plc

Our audit approach continued

Overview continued

Key audit matters

- Valuation of Shinez' assets acquired and subsequent impairment of goodwill and intangible assets (Group)
- Impairment of investments and amounts owed by Group undertakings (parent)

Materiality

- Overall Group materiality: USD 2,296,000 based on 2.5% of Adjusted Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA).
- Overall Company materiality: USD 4,743,000 based on 1% of total assets.
- Performance materiality: USD 1,434,375 (Group) and USD 2,964,375 (Company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

Independent auditors' report continued

to the members of Team Internet Group plc

Our audit approach continued

Key audit matters continued

Key audit matter	How our audit addressed the key audit matter
Valuation of Shinez's assets acquired and subsequent impairment of goodwill and intangible assets (Group)	
As disclosed in note 25 to the financial statements, on 26 April 2024, the Group completed the acquisition of the entire issued share capital of Israel-based online marketing business, Shinez I.O Ltd, for a total cash consideration of $42.0 million, comprising initial cash consideration of $37.6 million and deferred consideration of $4.4 million. Identifying the assets acquired and determining their fair value is judgemental and involves a number of estimates, including the forecast cash flows of the acquired business. Management engaged experts to value the assets including Customer relationships ($15.3 million), technology ($7.0 million), and intellectual property ($4.3 million). Goodwill of $8.6 million was also recognised. At 31 December 2024, following a significant decline in trading performance, management undertook an impairment assessment to determine the recoverable amount of Shinez I.O Ltd and recognised an impairment of $33.0 million against the goodwill and other intangible assets. The methodology used to estimate the recoverable amount is dependent on various assumptions. These assumptions, which are subject to estimation uncertainty, are derived from a combination of management's judgement, experts engaged by management and market data. The significant assumptions that we focused our audit on were those with greater levels of management judgement and for which variations had the most significant impact on the recoverable amount. Specifically, these included the revenue/profit growth rates and discount rates.	We focused on this area due to the complexity around judgements and estimates made in valuing these assets and assessing impairment. We undertook the following procedures: We obtained a thorough understanding of the Shinez acquisition from management, including the acquisition strategy and rationale; • We reviewed the Sale and Purchase Agreement (SPA) for any conditions that might impact the accounting and valuation of the assets acquired; • We obtained the Purchase Price Allocation (PPA) and engaged our valuation experts to assess the appropriateness of methodologies used in the valuation; • We agreed the purchase consideration to the SPA and supporting documents, including assessing the accounting for and valuation of contingent consideration; • We obtained the acquisition cash flow forecasts and understood the basis of key assumptions. We compared forecast growth rates to historical performance and due diligence reports; • We tested the other assets and liabilities acquired by assessing their fair values against supporting documentation; • We understood the operational changes within Shinez that occurred during FY24, following acquisition, that affected its financial performance. We challenged management on whether these should be measurement period adjustments; • We obtained management's assessment of impairment in goodwill and other intangible assets; • We challenged management's methodology, specifically requiring them to exclude cash flows from new revenue streams that are in early development; • With assistance from our valuation experts, we considered the appropriateness of the key assumptions in the final impairment assessment including the discount rate and the cost base and ensured the final recoverable amount was consistent with cash flow expectations from current business operations; • We cross-checked the final valuation against Shinez' working capital and cash positions to evaluate the integrity of the impairment assessment; and • We reviewed the adequacy of disclosures in the Annual Report concerning the acquisition and subsequent impairment assessment. Based on the procedures performed, we concluded that the value of Shinez's intangible assets as at 26 April 2024 and at 31 December 2024 was reasonable.

Independent auditors' report continued

to the members of Team Internet Group plc

Our audit approach continued

Key audit matters continued

Key audit matter	How our audit addressed the key audit matter
Impairment of investments and amounts owed by Group undertakings (parent)	
As disclosed in notes 7 and 9 to the Company financial statements, as at 31 December 2024, the Company had investments in subsidiaries amounting to $79.3 million and Amounts owed by Group undertakings totalling $371.0 million. At 31 December 2024, management assessed the investments for indicators of impairment. Having identified indicators of impairment in the investments in M.A Aporia and CentralNic Australia Pty, management performed an impairment assessment by determining the recoverable amount for each investment, being the higher of value in use ('VIU') or fair value less cost to sell for each Company and its subsidiaries. Impairments of $33.1 million and $5.1 million were recognised in M.A. Aporia and CentralNic Australia Pty, respectively. Management also assessed the expected credit losses (ECLs) on intercompany receivables. Management identified two intercompany receivables where the credit risk had increased significantly since initial recognition and a lifetime expected credit loss was determined using estimated discounted cash flows considering the probability of default in a number of scenarios. ECLs of $11.8 million and $3.6 million were recognised on receivables from M.A Aporia and CentralNic Canada. The methodologies used to estimate the recoverable amount and the ECL are dependent on various assumptions. These assumptions, which are subject to estimation uncertainty, are derived from a combination of management's judgement, experts engaged by management and market data. The significant assumptions that we focused our audit on were those with greater levels of management judgement and for which variations had the most significant impact on the recoverable amount. Specifically, these included the discount rates and the revenue/profit growth rates used to determine the recoverable amount and the cashflows used in the scenarios used to determine the ECL.	We obtained management's impairment assessment and performed the following audit procedures: • We obtained an understanding of management's process for identifying indicators of impairment and challenged their initial approach, recommending a revised approach that accurately reflected intercompany payables; • We cross-checked the cash flow forecasts used to identify indicators of impairment for alignment with the Group's goodwill impairment assessment; • We challenged the basis for assessing intercompany receivables; • We verified the calculation methodologies used for impairment and expected credit loss assessments; • We assessed the reasonableness of the cash flow forecasts, testing key assumptions; and • We reviewed the disclosures in the Annual Report for adequacy and compliance with financial reporting standards. Based on our audit procedures, we concluded that management's assessments regarding impairment and expected credit loss provisions were appropriate.

Independent auditors' report continued

to the members of Team Internet Group plc

Our audit approach continued

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

In establishing the overall approach to the Group audit, we determined the type of work that needed to be performed by us, as the Group audit team, or through involvement of our component auditors. Our approach gives us sufficient coverage of the Group.

Where work was performed by component auditors, we determined the level of involvement we needed to have in the audit work for each reporting unit to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the Group financial statements as a whole.

We issued formal written instructions to all component auditors setting out the audit work to be performed by each of them and maintained regular communication with the component auditors throughout the audit cycle. These interactions included attending certain component clearance meetings and holding regular conference calls, as well as reviewing and assessing any matters reported. The Group audit team also reviewed selected audit working papers for all component teams to evaluate the sufficiency of audit evidence obtained and fully understand the matters arising from the component audits.

In addition, senior members of the Group audit team performed overseas site visits to Team Internet AG, Key-Systems GmbH and VGL Publishing AG in Germany, and Commerce Media Tech Sp. z.o.o. in Poland. These visits included meetings with the component auditors and with local management. For Shinez I.O Ltd we conducted our oversight of the component team through video conferencing and remote working paper reviews and other forms of communication as considered necessary to satisfy ourselves as to the appropriateness of audit work performed.

Specific audit procedures over the Group consolidation and areas of significant judgement (including goodwill balances and intangible assets) were performed by the Group engagement team.

The impact of climate risk on our audit

In planning our audit, we considered the potential impacts of climate change on the Group's business and financial statements. We:

- made enquiries of management to understand the extent of the potential impact of climate risk on the Group's and Company's financial statements;
- reviewed management's risk assessment and governance processes in place to address climate risk impacts;
- evaluated management's assessment of the impact of climate risk on the financial statements, including the potential impact on the underlying assumptions and estimates;
- obtained an understanding of the carbon reduction commitments made by the Group and the potential implications of these for the financial statements; and
- remained alert when performing our audit procedures for any indicators of the impact of climate risk.

Our procedures did not identify any material impact as a result of climate risk on the Group's and Company's financial statements.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements – Group	Financial statements – Company
Overall materiality	USD 2,296,000.	USD 4,743,000.
How we determined it	2.5% of Adjusted Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	1% of total assets
Rationale for benchmark applied	As the Group is focused on profitability, and adjusted EBITDA is a key metric, we have used this as the basis for our overall materiality for the Group.	Total assets were considered an appropriate benchmark to use due to the Company's status primarily as an investment holding company.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between USD 400,000 to USD 2,170,000. Certain components were audited to a local statutory audit materiality that was also less than our overall Group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes.

Independent auditors' report continued

to the members of Team Internet Group plc

Our audit approach continued

Materiality continued

Our performance materiality was 62.5% of overall materiality, amounting to USD 1,434,375 for the Group financial statements and USD 2,964,375 for the Company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount in the middle of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above USD 114,800 (Group audit) and USD 237,150 (Company audit) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the Group's and the Company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining and reviewing the Group and Company cash flow forecasts for the going concern period and verifying that these were consistent with our existing knowledge and understanding of the business, as well as with the Board-approved budget;
- Reviewing the Group and Company cash flow forecasts for both the base case and a severe but plausible downside scenario, challenging the Directors' assumptions, in particular in respect of the reduction in net revenue and changes in interest rates, and verifying the Group's and Company's ability to maintain liquidity and covenant compliance within the going concern period under these scenarios;
- Considering the viability of the mitigating actions that management has considered and assessing their impact on the severe but plausible downside scenario;
- Testing the model for mathematical accuracy and assessing the reasonableness of sensitivities performed by management;
- Reviewing the key terms of its committed debt facilities to understand the terms and checking covenant compliance calculations were consistent with those terms; and
- Assessing the adequacy of the disclosure provided in note 2 'Application of IFRS' of the Group financial statements and note 3 of the Company financial statements.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and the 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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's and the Company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities in respect of the annual report and the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Independent auditors' report continued

to the members of Team Internet Group plc

Responsibilities for the financial statements and the audit

Auditors' 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 auditors' 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.

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to employment laws and data privacy regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006, tax legislation and the AIM Regulations. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial results and potential management bias in accounting estimates. The Group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the Group engagement team and/or component auditors included:

- Discussions throughout the year with management and the Group's head of legal including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Reading the minutes of Board meetings to identify any inconsistencies with other information provided by management;
- Identifying and testing unusual journal entries, in particular journal entries posted with unusual account combinations, and testing all material consolidation journals;
- Challenging assumptions and judgements made by management in determining significant accounting estimates;
- Incorporating elements of unpredictability in our audit; and
- Reviewing matters reported through the Group's whistleblowing process.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Matt Palmer (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

28 March 2025

Consolidated statement of comprehensive income

for the year ended 31 December 2024

	Note	2024 USD m	2023 Restated* USD m
Revenue	5, 6	802.8	836.9
Cost of sales		(615.3)	(645.8)
Gross profit		187.5	191.1
Operating expenses		(178.7)	(140.9)
Share-based payment expenses		(0.6)	(4.5)
Operating profit	8	8.2	45.7
Adjusted EBITDA(1)		91.9	96.4
Depreciation of property, plant and equipment	14	(3.0)	(3.3)
Amortisation of intangible assets	15	(39.3)	(38.1)
Impairment of intangible assets	15	(36.0)	(0.7)
Non-core operating expenses(2)	7	(7.1)	(2.7)
Foreign exchange gains/(losses)		2.3	(1.4)
Share-based payment expenses	28	(0.6)	(4.5)
Operating profit	8	8.2	45.7
Finance income	10	1.2	0.6
Finance costs	10	(18.7)	(16.2)
Net finance costs		(17.5)	(15.6)
(Loss)/profit before tax		(9.3)	30.1
Income tax expense	11	(8.4)	(5.0)
(Loss)/profit after tax		(17.7)	25.1
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		(13.0)	4.8
Gain arising on changes in fair value of hedging instruments		0.4	—
Total other comprehensive (expense)/income		(12.6)	4.8
Total comprehensive (loss)/profit for the period		(30.3)	29.9

	Note	2024 USD m	2023 Restated* USD m
Earnings per share			
Basic (cents)	13	(6.98)	9.20
Diluted (cents)	13	(6.98)	8.89

(1) Earnings before interest, tax, depreciation, amortisation and impairment, non-core operating expenses, foreign exchange gains and losses and share-based payment expenses.

(2) Non-core operating expenses include items related primarily to acquisition, integration and other related costs, which are not incurred as part of the underlying trading performance of the Group, and which are therefore adjusted for.

* Certain prior period figures are restated, refer to note 31 for more information.

All amounts relate to continuing activities.

The notes on pages 93 to 128 form an integral part of these financial statements.

Consolidated statement of financial position

as at 31 December 2024

	Note	2024 USD m	2023 Restated* USD m	1 January 2023 Restated* USD m
Assets				
Non-current assets				
Property, plant and equipment	14	**2.3**	2.6	1.8
Right-of-use assets	14, 27	**3.9**	4.6	5.5
Intangible assets	15	**75.8**	110.4	134.2
Goodwill	15	**204.7**	213.2	208.1
Other non-current assets	16	**—**	0.1	0.3
Deferred tax assets	21	**11.9**	12.8	9.5
Derivative financial instruments	24	**0.2**	—	—
		298.8	343.7	359.4
Current assets				
Trade and other receivables	17	**91.5**	106.4	98.2
Inventory		**0.2**	0.2	0.6
Current tax assets		**0.8**	0.3	—
Cash and cash equivalents	18	**88.3**	92.7	94.8
		180.8	199.6	193.6
Total assets		**479.6**	543.3	553.0

	Note	2024 USD m	2023 Restated* USD m	1 January 2023 Restated* USD m
Equity and liabilities				
Equity				
Share capital	19	**0.3**	0.3	0.3
Share premium		**—**	—	98.3
Merger relief reserve		**5.3**	5.3	5.3
Share-based payment reserve		**26.4**	25.7	24.1
Cash flow hedging reserve		**0.2**	(0.2)	(0.2)
Foreign exchange translation reserve		**(19.0)**	(6.0)	(10.8)
Retained earnings		**79.9**	128.2	48.9
Total equity		**93.1**	153.3	165.9
Non-current liabilities				
Other payables	20	**5.2**	4.5	11.4
Lease liabilities	27	**2.6**	3.2	3.8
Deferred tax liabilities	21	**20.4**	28.0	30.2
Borrowings	23	**184.6**	166.3	150.9
Derivative financial instruments	24	**—**	0.2	0.2
		212.8	202.2	196.5
Current liabilities				
Trade, other payables and accruals	22	**132.4**	151.5	163.6
Current tax liabilities		**39.6**	34.4	24.7
Lease liabilities	27	**1.4**	1.6	1.9
Borrowings	23	**0.3**	0.3	0.3
Derivative financial instruments	24	**—**	—	0.1
		173.7	187.8	190.6
Total liabilities		**386.5**	390.0	387.1
Total equity and liabilities		**479.6**	543.3	553.0

*Certain prior period figures are restated, refer to note 31 for more information.

These financial statements on pages 89 to 128 were approved and authorised for issue by the Board of Directors on 28 March 2025 and were signed on its behalf by:

William Green
Chief Financial Officer
Company number: 08576358

The notes on pages 93 to 128 form an integral part of these financial statements.

Consolidated statement of changes in equity

for the year ended 31 December 2024

	Note	Share capital USD m	Share premium USD m	Merger relief reserve USD m	Share-based payment reserve USD m	Cash flow hedging reserve USD m	Foreign exchange translation reserve USD m	Retained earnings USD m	Total equity USD m
Balance as at 1 January 2023		0.3	98.3	5.3	24.1	(0.2)	(10.8)	50.0	167.0
Prior year restatement (note 31)		—	—	—	—	—	—	(1.1)	(1.1)
Restated balance at 1 January 2023		0.3	98.3	5.3	24.1	(0.2)	(10.8)	48.9	165.9
Profit for the year (restated, see note 31)		—	—	—	—	—	—	25.1	25.1
Other comprehensive income									
Translation of foreign operations		—	—	—	—	—	4.8	—	4.8
Total comprehensive profit for the year		—	—	—	—	—	4.8	25.1	29.9
Transactions with owners									
Dividends paid on equity shares	12	—	—	—	—	—	—	(3.6)	(3.6)
Cancellation of share premium		—	(98.3)	—	—	—	—	98.3	—
Repurchase of shares	19	—	—	—	—	—	—	(40.5)	(40.5)
Share-based payments	28	—	—	—	3.2	—	—	—	3.2
Share-based payments – deferred tax		—	—	—	(1.6)	—	—	—	(1.6)
Balance as at 31 December 2023		0.3	—	5.3	25.7	(0.2)	(6.0)	128.2	153.3
Loss for the year		—	—	—	—	—	—	(17.7)	(17.7)
Other comprehensive (loss)/income									
Translation of foreign operations		—	—	—	—	—	(13.0)	—	(13.0)
Gain arising on changes in fair value of hedging transactions		—	—	—	—	0.4	—	—	0.4
Total comprehensive profit/(loss) for the year		—	—	—	—	0.4	(13.0)	(17.7)	(30.3)
Transactions with owners									
Dividends paid on equity shares	12	—	—	—	—	—	—	(9.8)	(9.8)
Repurchase of shares	19	—	—	—	—	—	—	(20.8)	(20.8)
Share-based payments	28	—	—	—	0.8	—	—	—	0.8
Share-based payments – deferred tax		—	—	—	(0.1)	—	—	—	(0.1)
Balance as at 31 December 2024		**0.3**	**—**	**5.3**	**26.4**	**0.2**	**(19.0)**	**79.9**	**93.1**

- Share capital represents the nominal value of the Company's cumulative issued share capital.
- Share premium represents the cumulative excess of the fair value of consideration received for the issue of shares in excess of their nominal value less attributable share issue costs and other permitted reductions. The Company's share premium was cancelled in full during 2023.
- Merger relief reserve represents the cumulative excess of the fair value of consideration received for the issue of shares in excess of their nominal value, less attributable share issue costs and other permitted reductions, where the consideration for shares in another company includes issued shares, and 90% of the equity is held in the other company.
- Share-based payments reserve represents the cumulative value of share-based payments, excluding related employment taxes, recognised through equity and deferred tax assets arising thereon.
- Cash flow hedging reserve represents the effective portion of changes in the fair value of derivatives.
- Foreign exchange translation reserve represents cumulative exchange differences arising on Group consolidation.
- Retained earnings represent the cumulative value of the profits not distributed to Shareholders but retained to finance the future capital requirements of the Group.

The notes on pages 93 to 128 form an integral part of these financial statements.

Consolidated statement of cash flows

for the year ended 31 December 2024

	Note	2024 USD m	2023 Restated* USD m
Cash flows from operating activities			
(Loss)/profit before taxation		(9.3)	30.1
Adjustments for:			
Depreciation of property, plant and equipment	14	3.0	3.3
Amortisation of intangible assets	15	39.3	38.1
Impairment of intangible assets	15	36.0	0.7
Finance costs (net)	10	17.5	15.6
Share-based payments		0.6	4.5
Decrease/(increase) in trade and other receivables		24.5	(8.5)
Decrease in trade and other payables and accruals		(25.7)	(6.0)
Decrease in inventories		—	0.4
Net cash inflow from operating activities		85.9	78.2
Income tax paid		(9.3)	(5.6)
Net cash flow inflow from operating activities		76.6	72.6
Cash flows from investing activities			
Payments for property, plant and equipment	14	(1.3)	(1.9)
Payments for intangible assets (excluding domain names)		(8.3)	(8.3)
Payments for intangible assets – domain names		(0.5)	(3.3)
Payments of deferred consideration		(4.2)	(18.7)
Proceeds from disposal of subsidiary		0.2	—
Payments for acquisition of subsidiaries, net of cash acquired		(31.8)	(2.3)
Interest received		1.2	—
Net cash flow outflow from investing activities		(44.7)	(34.5)

	2024 USD m	2023 Restated* USD m
Cash flows from financing activities		
Drawdown of revolving credit facility	67.5	37.5
Repayment of revolving credit facility	(50.0)	(22.5)
Bank finance arrangement fees	(0.3)	(0.7)
Payment of dividends to ordinary Shareholders	(9.8)	(3.6)
Bank loan capital repayments	(0.3)	—
Repurchase of ordinary shares	(21.2)	(39.7)
Lease principal repayments	(1.9)	(2.3)
Interest paid	(16.1)	(12.1)
Net cash outflow from financing activities	(32.1)	(43.4)
Net decrease in cash and cash equivalents	(0.2)	(5.3)
Cash and cash equivalents at beginning of the year	92.7	94.8
Exchange (losses)/gains on cash and cash equivalents	(4.2)	3.2
Cash and cash equivalents at end of the year	88.3	92.7

* Certain prior period figures are restated, refer to note 31 for more information.

The notes on pages 93 to 128 form an integral part of these financial statements.

Notes to the consolidated financial statements

for the year ended 31 December 2024

1. General information

(a) Nature of operations

Team Internet Group plc is a public company limited by shares incorporated under the Companies Act 2006 and domiciled in England in the United Kingdom. The Company is the UK holding company of a group of companies whose principal activities create meaningful and successful connections from businesses to domains, brands to consumers, publishers to advertisers, enabling everyone to realise their digital ambitions. The Company is registered in England and Wales. Its registered office and principal place of business is 4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR.

(b) Component undertakings

The principal activities of the subsidiaries and other entities included in the financial statements are presented within the particulars of subsidiaries on pages 137 to 139 of these financial statements.

2. Application of IFRS

(a) Basis of preparation

The financial statements have been prepared in accordance with UK-adopted international accounting standards and in accordance with the Companies Act 2006 as applicable to companies reporting under international accounting standards. As applied to the Group, there are no material differences from International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB); therefore, the financial statements have been prepared in accordance with IFRS as issued by the IASB. The financial statements have been prepared under the historical cost convention except for those financial instrument derivatives and contingent consideration which have been measured at fair value through profit and loss. Other than where new policies have been adopted, those accounting policies have been applied consistently in all periods.

The financial statements are measured and presented in USD, rounded to the nearest USD 0.1 million, unless otherwise stated, which is the currency of the primary economic environment in which many of the entities operate.

The financial statements have been prepared on the going concern basis, which assumes that the Group will continue to be able to meet its liabilities as they fall due for the foreseeable future.

The Directors have conducted a comprehensive going concern review, considering the Group's business activities, together with the factors likely to affect its future development, performance and financial position, as set out in the strategic report on pages 1 to 27, as well as the principal risks of the Group are set out on pages 60 to 62. In addition, note 29 outlines the Group's financial risk management objectives, as well as its exposure to liquidity and other financial risks.

As at 31 December 2024, the Group had access to over USD 150.8 million of liquidity (2023: USD 172.7 million), comprising cash and cash equivalents of USD 88.3 million (2023: USD 92.7 million) and access to an undrawn revolving credit facility (RCF) of USD 62.5 million (2023: USD 80.0 million). The Group has net current assets of USD 7.1 million at 31 December 2024 (2023: USD 11.8 million). Current liabilities include USD 25.2 million of deferred revenue and payments received on account from customers (2023: USD 22.4 million). These liabilities will not result in a material cash outflow in 2024 since the Group expects to continue to receive payments on account from customers. Excluding these liabilities, the Group has net current assets of USD 32.3 million (2023: 34.2 million).

The Directors have undertaken a detailed financial assessment covering the period to 30 June 2026 ('Review Period') and have considered whether the Group can continue to meet its liabilities and other obligations for the foreseeable future. The going concern model is made up of a Board-approved base case and a severe-but-plausible downside. The base case financial projections indicate that, throughout the Review Period, the Group will remain in compliance with the financial covenants which are tested quarterly on a trailing 12 months' basis under the terms of its Senior Facilities Agreement, maintaining an Adjusted Leverage Ratio (Net Debt (which includes deferred consideration) to Adjusted EBITDA (which includes lease payments)) below 2.5x and an Interest Cover Ratio (EBITDA to Net Interest Charges on Bank Borrowings) of not less than 4.0x.

The base case has then been used to model a range of adverse scenarios that are deemed to be plausible downside conditions derived from the scenarios that are outlined below. This assessment also evaluated the anticipated effectiveness of proposed mitigating actions that are within the Group's control and can be enacted in good time, ensuring a robust framework for managing potential disruptions.

Risk factors applied against future forecasts

The following risk factors have been considered in reaching the severe-but-plausible downside scenario:

Scenario 1 – Reduction in net revenue

Linking to industry-wide dynamics and current market conditions, the Directors have considered a reduction of net revenue from the base case of an average of 19% over the Review Period, applying greater sensitivity to the Search segment and less sensitivity to the DIS segment. The greater sensitivity applied to the Search segment reflects the recent announcement by Google that from 19 March 2025, Google will begin the process of opting all Google Ads accounts out of AdSense for Domains ('AFD'), while allowing advertisers to opt back in.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

2. Application of IFRS continued

(a) Basis of preparation continued

Risk factors applied against future forecasts continued

Scenario 1 – Reduction in net revenue continued

The Directors are confident that the Group is well-positioned to successfully manage the transition in the Search segment and continue its operations during the entire Review Period and the Group's liquidity position and revenue diversification strategy provide a strong foundation to navigate this shift.

Scenario 2 – Increase in SOFR

Linking to macroeconomic factors, the Directors considered the appropriateness of the SOFR rates to be used. No increase in SOFR is included in the downside as this is not considered plausible given the current market expectations of a fall in SOFR over the next twelve months. Furthermore, current interest rate swap pricing has been received which shows fixed pricing at circa 58 basis points below SOFR.

Mitigation options

The Directors have considered the mitigations that could be applied in a deteriorating trading environment to either increase profit and/or conserve cash to reduce interest cost; these include various reductions in overhead expenses including marketing costs, discretionary professional fees, personnel costs and incentives.

Conclusion on going concern

Whilst the Group forecasts to meet all its covenants in both scenarios, the Directors note the Group's headroom in respect of its interest cover ratio is more impacted than its headroom in respect of its adjusted leverage ratio, particularly in the severe-but-plausible downside scenario in 2026 as the impacts of the adverse scenarios increase.

In reviewing the assessment outlined above, the Directors are confident that the Group has the necessary resources and mitigations available to continue operations and discharge its obligations as they fall due for at least 12 months from the date of approval of the financial statements. Accordingly, the consolidated financial statements continue to be prepared on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

(b) Standards adopted in the year

The Group has adopted amendments to International Financial Statement IAS 1: Presentation of Financial Statements (IAS), effective 1 January 2024. Following the changes to IAS 1, amounts drawn from the Group's RCF, and all prepaid finance costs, are classified as non-current liabilities in the financial statements. This is based on the Group's ability to defer payments for at least twelve months from the date of the financial statements as long as the Group is still in compliance with its banking covenants. This change in accounting policy has been applied retrospectively, with comparative figures for 31 December 2023 restated. See note 31 for more information.

In addition, the Group adopted the following new pronouncements during the period which did not have a material impact on the Group's financial statements: Amendment to IFRS 16: Lease liability on sale and leaseback and amendment to IAS 7 and IFRS 7: Supplier finance arrangements.

(c) Standards, amendments and interpretations to published standards not yet effective

The Directors have considered those standards and interpretations, which have not been applied in the financial statements but are relevant to the Group's operations, that are in issue but not yet effective.

Effective 1 January 2027, IFRS 18: Presentation and Disclosure in Financial Statements will replace IAS 1. This new standard aims to enhance transparency in financial statements.

The key changes introduced by IFRS 18 include the addition of new categories in the statement of comprehensive income, the requirement for mandatory subtotals and the inclusion of more detailed disclosures. These changes are designed to provide clearer and more comprehensive financial information to users of financial statements.

Management is currently assessing the detailed implications of applying the new standard on the Group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

Although the adoption of IFRS 18 will have no impact on the Group's net profit, the Group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Group has performed, the Group expects that certain foreign exchange gains and losses relating to trade receivables and payables to be recognised within revenue and cost of sales.

The line items presented in the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the statement of financial position, the Group will disaggregate goodwill and other intangible assets and present them separately in the statement of financial position.

The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:

- management-defined performance measures;
- a breakdown of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this breakdown is only required for certain nature expenses; and
- for the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

2. Application of IFRS continued

(c) Standards, amendments and interpretations to published standards not yet effective continued

The Group will apply the new standard from its mandatory effective date of 1 January 2027.

Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18.

Amendments to IAS 21 – Lack of Exchangeability (effective for annual periods beginning on or after 1 January 2025). In August 2023, the IASB amended IAS 21 to help entities to determine whether a currency is exchangeable into another currency, and which spot exchange rate to use when it is not. This is not expected to impact the Company or its subsidiaries.

IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for annual periods beginning on or after 1 January 2027) issued in May 2024, IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements. This is not expected to impact the Company or its subsidiaries.

Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2026). On 30 May 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. This is not expected to materially impact the Group.

3. Summary of material accounting policies

The financial statements have been prepared on the historical cost basis except for certain financial instruments at fair value, as explained in the accounting policies set out below, which have been prepared in accordance with IFRS. The principal accounting policies are set out below:

(a) Basis of consolidation

The consolidated financial statements include the financial statements of all subsidiaries. The financial year ends of all entities in the Group are coterminous.

The financial statements of subsidiaries are included in the consolidated financial statements from the date on which the Group obtains control, and cease to be consolidated from the date on which control is transferred out of the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

All intercompany balances and transactions, including recognised gains and losses arising from intra-group transactions, have been eliminated in full.

(b) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value. Acquisition-related costs are expensed as incurred and are included in operating expenses.

A subsidiary is an entity controlled by the Group. Control exists when the Group has power over an entity, exposure to variable returns from its involvement with an entity and the ability to use its power over an entity so as to affect the Group's returns. Subsidiaries are consolidated in accordance with IFRS 10: Consolidated Financial Statements.

Contingent consideration is included in the cost at its acquisition date fair value and classified as a financial liability, remeasured subsequently through profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date.

If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed of in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

(c) Functional and foreign currencies

(i) Functional and presentational currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates. The financial statements are presented in USD given that more than half of the Group's trade is in USD and the industries in which the Group operates predominantly trades in USD.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency at the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign currency gains and losses resulting from the settlement of such transactions, and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the statement of comprehensive income, except where deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within finance income or finance costs. All other foreign exchange gains and losses are recognised in profit and loss within operating expenses.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

3. Summary of material accounting policies continued

(c) Functional and foreign currencies continued

(iii) Group companies

The results and financial position of all of the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency of the Group are translated into the presentation currency as follows:

a) assets and liabilities for each statement of financial position are translated at the closing rate at the date of the statement of financial position;

b) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing at the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

c) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, the exchange differences arising from the translation of any investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

(d) Financial instruments

Financial assets and liabilities are recognised in the statements of financial position when any entity within the Group becomes a party to the contractual provisions of the instruments.

The Group's financial assets and liabilities are initially measured at fair value plus any directly attributable transaction costs.

The carrying value of the Group's financial assets (primarily cash and cash equivalents, and trade receivables) and supplier payments on account and liabilities (primarily borrowings, trade payables and customer payments on account) approximate their fair values.

Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies its financial assets into one of the categories discussed below. The Group's accounting policy for each category is as follows:

(i) Financial assets

These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus those transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions for current and non-current trade receivables are recognised based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being shown as an impairment charge in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectible, the gross carrying value of the asset is written off against the associated provision.

For those financial assets where the credit risk has not increased significantly since initial recognition, twelve months of expected credit losses along with gross interest income are recognised. For those financial assets for which credit risk has increased significantly since initial recognition, lifetime expected credit losses along with the gross interest income are recognised.

For those financial assets that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Group's financial assets measured at amortised cost comprise trade receivables and supplier payments on account and cash and cash equivalents in the consolidated statement of financial position.

(ii) Financial liabilities and equity instruments

Financial liabilities are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to financial liabilities are reported in profit or loss. Distributions to holders of financial liabilities are classified as equity and charged directly to equity.

Financial liabilities comprise long-term borrowings, short-term borrowings, trade payables and customer payments on account, contingent consideration, deferred consideration and lease liabilities. Borrowings and trade payables are measured at amortised cost using the effective interest method. Contingent and deferred consideration is measured at fair value.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

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

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds.

Final dividends are recognised as liabilities when approved by Shareholders. Interim dividends are recognised when paid.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

3. Summary of material accounting policies continued

(d) Financial instruments continued

(ii) Financial liabilities and equity instruments continued

Dividends proposed or declared after the reporting date, but before the financial statements have been authorised for issue, are not recognised as a liability at the reporting date. However, the details of these dividends are disclosed in the notes in accordance with IAS 1.

(iii) Derivative financial instruments and cash flow hedges

The Group enters into interest rate swaps and foreign exchange forward contracts to manage its exposure to interest and foreign exchange rate risks. Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group has both a legally enforceable right and intention to offset. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than twelve months and it is not due to be realised or settled within twelve months.

Hedge accounting: the Group designates certain derivatives as hedging instruments in respect of foreign currency risk as cash flow hedges. At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again. The Group designates the full change in the fair value of a forward contract (i.e. including the forward elements) as the hedging instrument for all of its hedging relationships involving forward contracts.

Cash flow hedges: the effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve, limited to the cumulative change in fair value of the hedged item from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item.

Furthermore, if the Group expects that some or all of the loss accumulated in the cash flow hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss. The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised.

The discontinuation is accounted for prospectively. Any gain or loss recognised in other comprehensive income and accumulated in the cash flow hedging reserve at that time remains in equity and is reclassified to profit or loss when the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in the cash flow hedge reserve is reclassified immediately to profit or loss.

(e) Property, plant and equipment

Property, plant and equipment, including leasehold improvements and office furniture and equipment, are stated at cost less accumulated depreciation and impairment losses, if any.

Depreciation is calculated using the methods below to write off the depreciable amount of the assets over their estimated useful lives. Depreciation of an asset does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated. The principal annual rates used for this purpose are:

Computer equipment: straight line 20-33.33%.

Furniture and fittings: straight line 10-33.33%.

The depreciation method, useful lives and residual values are reviewed, and adjusted if appropriate, at the end of each reporting period to ensure that the amounts, method and periods of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the asset.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising from derecognition of the asset is recognised in profit or loss.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

3. Summary of material accounting policies continued

(f) Intangible assets

Domain name intangible assets represent amounts paid to acquire the rights to own and act as registrant for a portfolio of domain names. Capitalised domain names have a finite useful life and are measured at cost less accumulated amortisation and impairment losses, if any. Domain names not held for resale are included in the statement of financial position at amortised cost and classified as 'domain names' and amortised over their useful lives. Domain names held for resale are included in the statement of financial position at the lower of cost and net realisable value and classified as inventory held for sale with no amortisation charged. If a decision is taken to sell a domain name previously included in intangible assets, it is reclassified as inventory at net book value prior to sale.

Development costs incurred by the Group on the development of identifiable and unique software will be capitalised where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated that the asset will probably generate future economic benefits;
- the expenditure attributable to the software product during its development can be reliably measured; and
- that there are adequate technical and finance resources available to complete the development.

Costs capitalised in relation to computer software development may relate to either:

- completely separable software; or
- enhancements of existing software which are clearly identifiable as new modules within the system or new features which enable the asset to generate additional future economic benefits. For the avoidance of doubt, this excludes any ongoing maintenance to the existing software.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the assets are ready for use. Research and development expenditure that does not meet the criteria above is recognised as an expense as incurred. Development costs previously recognised as an expense cannot be recognised as an asset in a subsequent period.

Directly attributable costs that are capitalised as part of software include employee costs and an appropriate portion of relevant overheads. Computer software development costs recognised as assets are amortised over their estimated useful lives as determined by the Directors.

Costs for development initiatives that the Group undertakes that are not otherwise allocable to specific domain names or projects are expensed through the consolidated statement of comprehensive income as incurred.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs and intellectual property, are not capitalised and the related expenditure is reflected in the consolidated statement of comprehensive income in the period in which the expenditure is incurred.

Intangible assets are tested for impairment annually if facts and circumstances indicate that impairment may exist. In the event that the expected future economic benefits of the intangible assets are no longer probable or expected to be recovered, the capitalised amounts are written down to their recoverable amount through the consolidated statement of comprehensive income.

Costs in relation to creating revenue-generating content on the Group's Comparison websites are capitalised within intellectual property where the following criteria are met:

- it is technically feasible to complete the intangible asset so that it will be available for use;
- management intends to complete the intangible asset and use or sell it;
- there is an ability to use or sell the intangible asset;
- it can be demonstrated that the asset will probably generate future economic benefits;
- the expenditure attributable to creating the intangible asset can be reliably measured; and
- that there are adequate technical and finance resources available to complete the intangible asset.

Capitalised intellectual property costs are recorded as intangible assets and amortised from the point at which the assets are ready for use. Expenditure that does not meet the criteria above is recognised as an expense as incurred. Costs previously recognised as an expense cannot be recognised as an asset in a subsequent period.

The principal amortisation periods are: Domain names: five to six years straight line, Software: three to five years straight line, Customer lists: three to 13 years straight line, Patents and trademarks: ten to 15 years straight line and Intellectual property: two to three years straight line.

(g) Impairment of non-financial assets

The carrying values of non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of the asset is the higher of the asset's fair value less costs to sell and their value-in-use, which is measured by reference to discounted future cash flows.

An impairment loss is recognised if the carrying value of the asset exceeds its recoverable amount and is recognised immediately in the consolidated statement of comprehensive income.

In respect of assets other than goodwill, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised immediately in the consolidated statement of comprehensive income.

The Group conducts an annual impairment test for goodwill. Goodwill is allocated to cash-generating units (CGUs), and the recoverable amount is compared to its carrying value.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

3. Summary of material accounting policies continued

(g) Impairment of non-financial assets continued

If the carrying amount exceeds the recoverable amount, an impairment loss is recorded in the statement of comprehensive income. Key assumptions in the assessment are discount rates and growth rates. Refer to note 15 for further details.

(h) Cash and cash equivalents

Cash and cash equivalents comprise balances with banks and other financial institutions, money market funds and short-term deposits, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(i) Employee benefits

Short-term employee benefits, including wages, salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are accrued in the period in which the associated services are rendered by employees of the Group.

(j) Leases

Under IFRS 16, the Group recognises right-of-use assets and corresponding lease liabilities for most leases by recording them on the statement of financial position.

At inception, or on assessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component based on their relative stand-alone prices. However, for leases of properties, the Group does not separate non-lease components and instead accounts for the lease and non-lease components as one single lease component.

The Group's leases primarily relate to properties. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Property leases will often include extension and termination options, open market rent reviews and uplifts.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the individual lessee company's incremental borrowing rate taking into account entity and lease specific factors, as well as the lease duration.

The lease liability is subsequently measured at amortised cost using the effective interest method, with the finance cost charged to the consolidated statement of comprehensive income over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability. It is remeasured when there is a change in future lease payments arising from a change in index or rate, or if the Group changes its assessment of whether it will exercise an extension or termination option. The lease liability is recalculated using a revised discount rate if the lease term changes as a result of a modification or re-assessment of an extension or termination option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any lease incentives received.

The right-of-use asset is typically depreciated on a straight-line basis over the lease terms. In addition, the right-of-use asset may be adjusted for certain remeasurements of the lease liability, such as indexation and market rent review uplifts. Refer to note 27 for further details.

(k) Taxation

Taxation for the year comprises current and deferred tax.

Current tax is the expected amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax liabilities are recognised for all taxable temporary differences other than those that arise from goodwill or excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the business combination costs, or from the initial recognition of an asset or liability in a transaction which is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised in correlation to the underlying transactions either in other comprehensive income or directly in equity, and deferred tax arising from a business combination is included in the resulting goodwill or excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the business combination costs.

(l) Share-based payments

Employees (including Directors) of the Group receive remuneration in the form of share-based payment transactions, whereby these individuals render services as consideration for equity instruments (equity-settled transactions). These individuals are granted share option rights approved by the Board which can only be settled in shares of the Company. No cash-settled awards have been made or are planned.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

3. Summary of material accounting policies continued

(l) Share-based payments continued

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant individuals become fully entitled to the award (vesting point). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments and value that will ultimately vest. The statement of comprehensive income charge for the year represents the movement in the cumulative expense recognised as at the beginning and end of that period.

The fair value of share-based remuneration is determined at the date of grant and recognised as an expense in the statement of comprehensive income on a straight-line basis (graded vesting) over the vesting period, taking account of the estimated number of shares that will vest. Where there are no market performance conditions included in the vesting conditions of the options, the Black-Scholes method has been used to determine the fair value of the options. As the options granted in the year have a nil exercise price, the fair value of the share options is not materially different to the share price on the option grant date, so the share price has been used as an approximation. For options where there are market performance conditions included in the vesting conditions of the options, these conditions are taken into account when determining the fair value of the options.

Accelerated share option charges are recognised for the Group's good leavers in advance of the vesting period. A 'good leaver' is defined as an employee who leaves the entity before the vesting date for circumstances outside the control of the employee – e.g. mandatory redundancy, death, retirement or inability to work because of an accident, disability or long-term illness. A good leaver may be treated by the entity like an employee who has provided the required services in full or pro rata to service completed to date and may therefore be entitled to receive the share-based payment either in full or pro rata without completing the full service period. Accordingly, the specified service period for a good leaver will end on the date on which they are entitled to receive the share-based payment under the good leaver clause.

Employment taxes borne by the Group in relation to share-based payments are expensed to the consolidated statement of profit and loss over the vesting period.

Share-based payment expenses are excluded from adjusted EBITDA because they primarily consist of non-cash expenses. Adjusted EBITDA focuses on operating profitability, and excluding share-based compensation provides a clearer picture of a company's core operational performance by eliminating non-cash items.

(m) Provisions, contingent liabilities and contingent assets

Provisions are recognised when, as a result of a past event, the Group has a present legal or constructive obligation, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each financial reporting period and adjusted to reflect the current best estimate.

Where the effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required, or when the amount of obligation cannot be measured reliably. A contingent liability is not recognised in the financial statements but is disclosed in the notes to the financial statements. When a change in the probability of a contingent outflow occurs so that the outflow is probable, a liability will be recognised as a provision.

A contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. The Group does not recognise contingent assets but discloses their existence where inflows of economic benefits are probable, but not virtually certain.

(n) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the course of ordinary activities, net of discounts and sales-related taxes.

The Group has three segments: Domains, Identity & Software (DIS), Comparison and Search. The DIS segment conducts business as a global distributor of domain names through a network of channel partners as well as selling domain names and ancillary services to end users, monitoring services to protect brands online, technical and consultancy services to corporate clients and licensing the Group's in-house developed registry management platform on a global basis. The Comparison segment provides the best product comparison platforms that enable digital consumers to make swift yet well-informed purchasing decisions. Alongside our consumer-focused Comparison services, we also provide high-quality traffic to our partners by connecting the right consumers to their products, creating a better-connected online shopping ecosystem where everyone benefits. The Search segment creates privacy-safe AI-based customer journeys that help online consumers make informed choices. refer to note 5 for further details.

In accordance with IFRS 15, a customer contract is evaluated and the performance obligation or obligations required to be met under that customer contract is/are identified. The transaction price is determined and allocated to the performance obligation(s). Revenue is recognised on fulfilment of the performance obligations. Payments from customers in excess of revenue recognised are recognised as a liability within customer payments on account in the statement of financial position.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

3. Summary of material accounting policies continued

(n) Revenue recognition continued

The following table summarises the nature, amounts and timing of revenue for the Group's segments.

Segment	Nature of revenue	Timing of satisfaction of performance obligations	Revenue recognised as 'Agent' (net) or 'Principal' (gross)
DIS: Reseller channel	**a) Indirect sales of services for domain names to registrars (reseller channel)** – revenue is derived from facilitating the sale of domain names and associated digital subscription products to registrars by acting as a wholesale platform provider; **b) Direct sale of services for domain names to domain registrants via the following three channels:** **(i) retail channel** – revenue is generated from the provision of retail and similar services to domain registrants with sub-revenue streams being those of new registrations and renewals. Revenue originates when a transaction is generated on the service registry platform by the customer; **(ii) computer software channel** – revenue arises from the provision of computer software; and **(iii) strategic consultancy and similar services** – revenue arises from the provision of corporate strategic consulting services.	Performance obligations are fulfilled upon the sale of the domain name. Invoices for this channel may encompass a licence for utilising the domain name for a variable term (one to ten years). Despite the term variability, all performance obligations are satisfied at the point of sale, with no deferred revenue. **Retail channel** – Performance obligations are fulfilled upon the sale of the domain name. Invoices for this segment may include a licence for utilising the domain name for a fixed term, ranging from one to ten years. Despite the term variability, all performance obligations are satisfied at the point of sale, resulting in no deferred revenue. **Computer software channel** – Requires the delivery of software, along with any required adaptations, can be treated as a single performance obligation within the overall contract or as separate milestone deliverables. Revenue is recognised at the point of fulfilling the relevant performance obligation as outlined in the customer contract. **Strategic consultancy and similar services** – Customer contract typically encompass a wide range of consultancy services to be delivered over varying durations. Performance obligations are met incrementally as the work is completed. Revenue is recognised based on the completion of work performed to date, represented as a percentage of the total services to be provided.	Principal (gross)
DIS: Registry operator channel	Team Internet is an asset holder for the country code TLD '.sk' and generates revenue through sales of domain names with the '.sk' extension to registrars.	There are several performance obligations that need to be met over the term specified in the contract governing the sale of the domain name. An invoice under these channels could cover the sale of a domain name for a fixed term, which could vary between one and ten years, with the performance obligations expected to be fulfilled over the course of this term on a straight-line basis. Revenues that relate to the period in which the services are performed are recognised in the consolidated statement of comprehensive income of that period, with amounts relating to future periods recognised as a liability within deferred revenue.	Principal (gross)
DIS: Registry service provider channel	Revenue is generated from the provision of services through the registry service provider mechanism. Team Internet operates as a back-end service provider for third-party TLDs on an exclusive basis, enabling registrars to sell domain names to registrants. Revenue is earned either as a fixed fee, an amount per domain transaction or percentage of sales for domain transactions.	Fixed fees for the use of registry services are recognised over the period to which the fee relates. Revenue earned per domain transactions is recognised in the month the transaction takes place, as there are no ongoing performance obligations. Revenue is recognised on an 'agent' basis primarily because the Group does not 'control' the service to the registrar, providing the domain name, or the pricing of the domains.	Agent (net)
DIS: Voluum	Revenue is generated from software-as-a-service (SaaS) contracts.	Revenue is recognised in the consolidated statement of comprehensive income on a straight-line basis over the licence period.	Principal (gross)
Comparison and Search	The Group creates privacy-safe and AI-generated consumer journeys that convert general internet and online media users into confident, high-intent customers through advertorial and review websites. Revenue is generated through its partners by providing them with high-quality online customer traffic.	Revenue is recognised upon either a chargeable click on the advertiser's ad on the publisher's domain or a chargeable redirect from the publisher's domain to the advertiser's website. Revenue is recognised as 'principal' as the Group has control over how to monetise the internet traffic.	Principal (gross)

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

3. Summary of material accounting policies continued

(o) Inventories

Inventories consists of domain names which are initially recognised at cost and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Weighted average cost is used to determine the cost of ordinarily interchangeable items.

(p) Share buyback

Ordinary shares repurchased by the Company through share buyback programmes are accounted for as a charge to retained earnings in the consolidated statement of changes in equity.

(q) Alternative performance measures

The Group discloses and describes a number of alternative performance measures in this Annual Report. These are listed below:

(i) Adjusted EBITDA

The Group reports adjusted earnings before interest, tax, depreciation, amortisation and impairment, non-cash charges and non-core operating expenses ('Adjusted EBITDA'). This metric is widely used by internal and external stakeholders to assess the underlying profitability of a company. Non-cash charges relate to foreign exchange gains/losses and share-based payments.

Adjusted EBITDA is considered to be tax jurisdiction, capital structure, property plant and equipment asset and intangible asset agnostic, as well as providing a more appropriate measure of ongoing and underlying profitability.

(ii) Adjusted operating cash flow and adjusted operating cash conversion

Adjusted operating cash flow is operating cash flows excluding income taxes and adjusted for one-off working capital items. See note 29 for further details.

(iii) Adjusted operating cash conversion

Adjusted operating cash flow conversion is adjusted operating cash flow divided by adjusted EBITDA. See note 29 for further details.

(iv) Non-core operating expenses

Non-core operating expenses are disclosed and described separately in the consolidated financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. These expenses are not incurred as part of the underlying trading performance of the Group and are therefore adjusted. They are items of expense or credits relating to activities that have been shown separately due to their nature, which are generally outside the ordinary scope of business, are discretionary and/or non-recurring. Acquisition, integration and restructuring expenses are the most relevant items falling into this taxonomy.

(v) Adjusted earnings per share

Adjusted earnings per share ('Adjusted EPS') is stated before amortisation and impairment, non-cash charges and non-core operating expenses to provide a widely used metric that provides a more appropriate measure of the ongoing and underlying earnings per share.

(vi) Net debt

The Group defines net debt as: gross cash, less bank debt and prepaid finance costs, and adding/subtracting bank debt-related hedging assets/liabilities as at the balance sheet date. The Group considers net debt an appropriate measure to determine its overall financial position and is a widely used metric by internal and external stakeholders to assess the solvency or liquidity of the Group.

(vii) Pro forma revenue

Non-GAAP information is provided for period-to-period comparison of revenue performance. Revenue for the entire comparative period is used, irrespective of when the acquisition by the Group arose, and adjustments have been made to the currency rates used for the comparative period to the most recent statement of financial position date to take account of currency fluctuations.

(viii) Revenue by geographical location of indirect consumer

There is a material difference between the geographical location of the indirect consumer and the invoiced customer. The Group therefore discloses the geographical location of both the indirect (end) consumer and the (direct) invoiced party.

4. Critical accounting judgements and key sources of estimating uncertainty

When applying the Group's accounting policies, described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not apparent from other sources. The estimates and assumptions are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

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

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the financial statements in the next twelve months:

Impairment testing and fair value assessment

The recoverable amounts of individual non-financial assets are determined based on the higher of the value-in-use and the fair value less costs to sell. These calculations require the use of estimates and assumptions. It is reasonably possible that assumptions may change, which may impact the Directors' estimates and may then require a material adjustment to the carrying value of investments, property, plant and equipment and intangible assets.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

4. Critical accounting judgements and key sources of estimating uncertainty continued

Impairment testing and fair value assessment continued

The Directors review and test the carrying value of property, plant and equipment and intangible assets when events or changes in circumstances suggest that the carrying amount may not be recoverable. For the purposes of performing impairment tests, assets are grouped at the lowest level for which identifiable cash flows are largely independent of cash flows of other assets or liabilities.

If there are indications that impairment may have occurred, estimates will be prepared of expected future cash flows for each group of assets. Goodwill is tested annually for impairment.

Expected future cash flows used to determine the value-in-use of tangible and intangible assets will be inherently uncertain and could materially change over time. The key estimates used in the impairment testing for CGUs are net revenue growth rates and discount rates. See note 15 for further information. The carrying values of the Group's property, plant and equipment and intangible assets are disclosed in notes 14 and 15, respectively.

In conducting impairment testing and fair value assessment, the Group performs a sensitivity analysis to assess the impact of possible changes in key assumptions on the recoverable amount of assets and the fair value of liabilities.

Acquisition accounting and goodwill

Where the Group undertakes business combinations, the cost of acquisition is allocated to identifiable net assets and contingent liabilities acquired and assumed by reference to their estimated fair values at the time of acquisition. The remaining amount is recorded as goodwill. The valuation of identifiable net assets involves an element of judgement related to projected results. In addition, the fair value of the deferred consideration arising on the business combination is a key area of accounting estimate. Estimates were made in determining the fair values of the assets, liabilities and deferred consideration on acquisition in the current year. Further details are set out in note 25.

Deferred tax

Calculation and recognition of temporary differences giving rise to deferred tax assets requires an estimate to be made on the extent to which future taxable profits are available against which these temporary differences can be utilised. A factor in the estimate is whether future profits are available is the activities of the entities, which determines the likelihood of achieving forecasted taxable profits and past history of taxable profits. Details of the deferred tax assets are shown in note 21.

5. Segment analysis

Operating segments are organised around the products and services of the business and are prepared in a manner consistent with the internal reporting used by the chief operating decision maker (CODM) to determine allocation of resources to segments and to assess segmental performance. The CODM comprises the Board of Directors.

The CODM is not provided with operating segment assets and liabilities, nor segmental cash flows arising from the operating, investing and financing activities, and therefore this is not disclosed.

The Group has three reporting segments, Domains, Identity & Software (DIS), Comparison and Search. The DIS segment comprises the former Online Presence segment and the Voluum SaaS business. The Comparison segment comprises VGL Publishing AG and its affiliate businesses, operating product comparison websites such as Vergleich.org. The Search segment represents the former Online Marketing segment, less Comparison and Voluum. Previously, the reporting segments comprised Online Presence (DIS, not including Voluum) and Online Marketing, which comprised the remainder of the Group. Management reviews the activities of the Group in the segments disclosed below:

	2024			
	DIS USD m	Comparison USD m	Search USD m	Total USD m
Revenue	**202.7**	**63.0**	**537.1**	**802.8**
Cost of sales	**(129.1)**	**(40.6)**	**(445.6)**	**(615.3)**
Gross profit	**73.6**	**22.4**	**91.5**	**187.5**
Operating expenses	**(54.2)**	**(6.3)**	**(35.1)**	**(95.6)**
Adjusted EBITDA	**19.4**	**16.1**	**56.4**	**91.9**

	2023 Restated*			
	DIS USD m	Comparison USD m	Search USD m	Total USD m
Revenue	188.7	44.2	604.0	836.9
Cost of sales	(120.5)	(28.5)	(496.8)	(645.8)
Gross profit	68.2	15.7	107.2	191.1
Operating expenses	(55.3)	(6.5)	(32.9)	(94.7)
Adjusted EBITDA	12.9	9.2	74.3	96.4

* Prior period figures have been restated to reflect the changes to operating segments in 2024.

The geographical locations of non-current assets are as follows:

	2024 Non-current assets USD m	2023 Non-current assets Restated* USD m
Americas	**23.7**	30.6
Europe, Middle East & Africa (EMEA)	**246.2**	277.9
Asia Pacific (APAC)	**28.9**	35.2
	298.8	343.7

* Prior period figures are restated, refer to note 31 for further information.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

6. Revenue

The Group's revenue is generated indirectly from consumers located in the following geographical areas:

	2024 USD m	2023 USD m
Americas	349.3	427.6
EMEA	396.3	338.7
Germany	124.5	100.2
Rest of EMEA	271.8	238.5
APAC	57.2	70.6
Total revenue	802.8	836.9

The Group's revenue is invoiced directly to the following geographical areas:

	2024 USD m	2023 USD m
Americas	114.7	90.7
EMEA	658.6	714.1
Ireland	472.7	559.2
Luxembourg	47.8	30.9
Germany	43.0	38.8
Rest of EMEA	95.1	85.2
APAC	29.5	32.1
Total revenue	802.8	836.9

Nearly all of the revenue in the Americas is generated from the USA.

The Group's revenue by segment, invoiced directly, is summarised below, based on geographical area:

	2024 USD m	2023 USD m
DIS		
Americas	80.4	72.9
EMEA	99.4	92.3
APAC	22.9	23.5
	202.7	188.7
Comparison		
Americas	0.2	0.3
EMEA	62.4	43.3
APAC	0.4	0.6
	63.0	44.2
Search		
Americas	34.1	17.5
EMEA	496.8	578.5
APAC	6.2	8.0
	537.1	604.0
All revenue		
Americas	114.7	90.7
EMEA	658.6	714.1
APAC	29.5	32.1
Total revenue	802.8	836.9

For the year ended 31 December 2024, there was one customer that represented more than 10% of the Group's revenue, amounting to USD 472.6 million (2023: USD 566.9 million) across three segments: DIS: USD 2.8 million (2023: USD 8.0 million); Comparison: USD 1.0 million (2023: USD 1.1 million); and Search: USD 468.8 million (2023: USD 557.8 million). The customer is an aggregator who does not procure the services for its own use but provides access to an estimated three to four million end customers who order and consume the services. The decrease in revenue in the DIS segment, in respect of this customer, resulted from the customer selling certain assets to another party, which is also a customer of the Group.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

7. Non-core operating expenses

	2024 USD m	2023 Restated* USD m
Acquisition-related costs	5.0	4.6
Integration costs	2.5	3.6
Restructuring costs	2.0	1.5
	9.5	9.7
Reassessment of contingent consideration	(2.4)	(7.0)
Total non-core operating expenses	7.1	2.7

* Prior period figures are restated, refer to note 31 for further information.

- Acquisition-related costs consist primarily of costs in relation to merger and acquisition activity (M&A), including the acquisition of Shinez I.O Ltd (2023: related to the acquisition of Adrenalads LLC) and contingent consideration treated as employment costs.
- Integration costs relate to activities undertaken to integrate acquisitions.
- Restructuring costs represent employee severance costs.

8. Operating profit

The operating profit is stated after charging/(crediting) the following amounts:

	2024 USD m	2023 USD m
Employee benefit expense — wages and salaries	54.4	51.8
Employee benefit expense — social security costs	8.3	7.7
Employee benefit expense — other pension costs	1.2	1.1
Employee benefit expense — share-based payment expenses (excluding key management personnel)	0.7	1.9
Employee benefit expenses and contractor costs capitalised as development costs within software	(5.9)	(4.2)
Key management personnel compensation (note 9)	1.7	5.6
Fees payable to the Company's auditors and its associates for the audit of the Parent Company and the consolidated financial statements	1.2	0.5
Fees payable to the Company's auditors for audit-related assurance services	0.2	0.1
Depreciation of property, plant and equipment	3.0	3.3
Amortisation of intangible assets	39.3	38.1
Impairment of intangible assets	36.0	0.7
Loss on disposal of property, plant and equipment	0.1	0.1

9. Employee information

The average monthly number of persons employed by the Group (excluding Directors) during the year was 816 (2023: 800), analysed by category as follows:

	2024 Number	2023 Number
Management and finance	127	127
Technical	263	258
Sales and marketing	203	187
Administrative	37	40
Operations	186	188
	816	800

Key management personnel

The total compensation costs of the Directors, who are considered to be the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24: Related Party Disclosures. Further information can be found in the remuneration report on pages 72 to 77.

	2024 Directors USD m	2023 Directors USD m
Salaries, fees and bonus	1.5	2.2
Social security costs	0.1	0.1
Cash in lieu of pension and other benefits	0.1	0.1
Pension	0.1	0.1
Share-based payment expenses	(0.1)	2.6
Payment in lieu of notice	—	0.5
	1.7	5.6

The Group made contributions to defined contribution personal pension schemes for two Directors in the period (2023: two). For the highest paid Director, the above table includes: wages and salaries of USD 0.6 million (2023: USD 0.6 million), bonus of USD nil million (2023: USD 0.5 million), cash in lieu of pension and other benefits of USD 0.1 million (2023: USD 0.1 million), totalling USD 0.7 million (2023: USD 1.2 million).

The Group operates payrolls in several foreign subsidiaries and complies with local jurisdiction obligations. Directors are compensated through the payroll of the country in which those individuals fulfil their duties.

Notes to the consolidated financial statements continued

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10. Finance income and costs

	2024 USD m	2023 USD m
Interest income from financial assets held for cash management purposes	1.2	0.6
Finance income	1.2	0.6

	2024 USD m	2023 Restated* USD m
Interest on bank borrowings	15.8	13.4
Amortisation of arrangement fees on borrowing	1.4	1.4
Impact of unwinding of discount on net present value of deferred consideration	0.5	1.2
Interest expense on leases	0.2	0.2
Other interest	0.8	0.1
Gain arising on derivatives classified as fair value hedges	—	(0.1)
Finance costs	18.7	16.2

* Certain prior period figures are restated, refer to note 31 for further information.

11. Income tax expense

	2024 USD m	2023 USD m
Current tax on loss/profit for the year	16.8	13.9
Adjustments in respect of prior years	0.1	0.1
Current income tax	16.9	14.0
Deferred income tax (note 21)	(8.5)	(9.0)
Income tax expense	8.4	5.0

A reconciliation of the income tax expense applicable to the (loss)/profit before taxation at the statutory tax rate to the income tax expense at the effective tax rate of the Group is as follows:

	2024 USD m	2023 Restated* USD m
(Loss)/profit before taxation	(9.3)	30.1
Tax at the UK tax rate of 25% (2023: tax at domestic tax rates applicable to profits in the respective countries of 28%)	(2.3)	8.5
Tax effects of:		
– Expenses not deductible for tax purposes	4.3	2.9
– Amortisation, impairment and depreciation	1.0	(1.1)
– Tax losses not recognised	2.0	2.5
– Utilisation of previously unrecognised tax losses	(2.2)	(4.7)
– Share-based payment expenses	0.8	1.6
– Withholding tax	0.4	0.3
– Deferred tax recognised on brought forward losses and other items	(2.9)	(5.3)
– Change in deferred tax rate	(0.6)	0.2
– Differences in tax rates	7.8	—
– Adjustments in respect of prior years	0.1	0.1
Income tax expense	8.4	5.0

* Certain prior period figures are restated, refer to note 31 for further information.

The Group provides for income taxes on the basis of its income for financial reporting purposes, adjusted for items that are not assessable or deductible for income tax purposes in accordance with the regulations of domestic tax authorities.

The effective rate of tax for the Group can be significantly affected by the following items:

- the high level of non-cash charges, such as exchange gains/losses, which are mainly not deductible for income taxes in certain jurisdictions, and largely represent permanent differences between accounting and taxable profits;
- tax losses generated in some entities within the Group are not capable of being used by other entities in the Group, due to geographical locations or tax groupings, which cannot be separately recognised as a deferred tax asset;
- the impact of some entities' profits being offset against goodwill amortisation in certain jurisdictions within their local GAAP financial statements;
- the varying tax treatments of deferred consideration amounts applied in each jurisdiction; and
- deferred tax recognised on previously unrecognised tax losses.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

11. Income tax expense continued

The tax rates applicable in various jurisdictions (listed alphabetically) are:

- Australia: Standard corporate income tax rate is 30%. A 25% company tax rate applies to eligible companies with less than AUD 50 million of turnover;
- Brazil: Corporate income tax is assessed at the fixed rate of 15%, increased by a surtax of 10% on annual taxable profits exceeding BRL 240,000 (approximately USD 46,200). Exemption from, or reduction of, corporate income tax is granted to businesses in certain underdeveloped areas. In addition, a social contribution tax is levied at a general rate of 9%. The total effective tax rate on corporate profits is 34% (25% corporate income tax, including the 10% surtax, plus 9% social contribution tax);
- Canada: Corporations are taxed by the federal government and by one or more provinces or territories. The basic rate of federal corporate tax is reduced to 15% by an abatement of ten percentage points on a corporation's taxable income earned in a province or territory and a general rate reduction of 13 percentage points on a corporation's full-rate taxable income. Provincial and territorial tax rates are added to the federal tax and generally vary between 8% and 16% of taxable income;
- Chile: The basic tax on income of a legal entity domiciled or resident in Chile and engaged in commerce, mining, fishing or industrial activities is the first category tax, which is assessed at a 25% rate for small to medium-sized entities and 27% rate for entities subject to the partially integrated system on the entity's worldwide income;
- France: As a general rule, the standard corporate tax rate is 25%. A social security surtax of 3.3% is assessed on the corporate income tax amount. This surtax is imposed on the portion of corporate tax due exceeding EUR 763,000 before offsetting the tax credits granted under tax treaties. The 3.3% surtax does not apply to companies whose annual turnover is lower than EUR 7,630,000 if at least 75% of the company is owned by individuals or by companies that themselves satisfy these conditions. Members of consolidated groups must take into account the global turnover of the Group to determine whether they reach the EUR 7,630,000 threshold;
- Germany: Federal taxes are due at 15% of taxable income, with an additional 5.5% solidarity surcharge due on the corporate income tax, resulting in an effective tax rate of 15.825%. Municipalities impose a trade tax on income, and taking into account the various municipality multipliers, the combined average tax rate for corporations (including corporate income tax, solidarity surcharge and trade tax) ranges from approximately 24% to 36%;
- Israel: The basic tax rate for companies is 23%. However, an Israeli company classified as a 'preferred technological enterprise' is entitled to a reduced tax rate of 12% on its 'preferred technological income';
- Luxembourg: Income tax is due at 17%. In addition, a surcharge of 7% is payable to the employment fund. A local income tax (municipal business tax) is also levied by the different municipalities. The rate varies depending on the municipality, with an average rate of 8.86%. The municipal business tax for Luxembourg City is 6.75%, and the maximum overall tax rate for companies in Luxembourg City is 24.94% (including corporate income tax, a solidarity surtax of 7% and a 6.75% municipal business tax);
- New Zealand: Income taxes are due at 28% of taxable income;
- Poland: Income tax is due at 19% (standard corporate tax rate) of taxable income, reduced in limited cases to 5% and 9%. The preferential 5% tax rate applies to 'qualified income' obtained from the qualifying intellectual property (IP) created, developed or improved by a taxpayer as part of its research and development (R&D) activity. The reduced 9% corporate income tax rate on income other than income from capital gains applies to small taxpayers whose revenue from sales did not exceed the zloty (PLN) equivalent of EUR 2 million in the preceding year (gross, including value-added tax (VAT) and in the current year (net, excluding VAT);
- Slovakia: Income tax is due at 21% (standard corporate tax rate) of taxable income. The rate can be reduced to 15%, applicable only on the so-called micro-entities whose taxable income does not exceed EUR 49,790;
- UK: The rate of corporation tax is 25% from 1 April 2023, and was 19% for the period 1 January to 31 March 2023, for companies with profits of over GBP 250,000 per year. The small profits rate is 19% for companies with profits of less than GBP 50,000 per year. Companies with profits between the two thresholds receive marginal relief so that they pay a blended rate between 19% and 25%. The threshold limits are reduced if associated companies exist; and
- USA: Federal taxes are due at 21% of taxable income. Companies are also subject to a state tax that varies from state to state and generally ranges from 1% to 12% (although some states impose no income tax). Under California tax legislation, a statutory minimum of USD 800 of state tax is due.

Pillar 2

In accordance with the OECD's Pillar 2 Global Anti-Base Erosion (GloBE) rules, we have conducted a review of our consolidated financial statements. Based on our analysis, we confirm that our annual consolidated revenue does not meet the threshold of €750 million for the year ended 31 December 2024. The Group therefore did not exceed the respective threshold twice in a period of four consecutive years required for Pillar 2 tax compliance. Consequently, the Group is not subject to the global minimum tax rules established under Pillar 2.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

12. Dividends

	2024 per share	2023 per share	2024 USD m	2023 USD m
Dividends on equity ordinary shares				
Paid final dividend	2.0p	1.0p	6.4	3.6
Paid interim dividend	1.0p	–	3.4	–
Total dividends	3.0p	1.0p	9.8	3.6

On 16 June 2023, the Group paid an inaugural final dividend in respect of the year ended 31 December 2022 of 1.0p per share, totalling USD 3.6 million.

On 28 May 2024, the Group paid the final dividend in respect of the year ended 31 December 2023 of 2.0 pence per share, totalling USD 6.4 million.

On 4 October 2024, the Group paid an interim dividend in respect of the year ended 31 December 2024 of 1.0 pence per share, totalling USD 3.4 million.

13. Earnings per share

Earnings per share is calculated by dividing the consolidated profit/(loss) after taxation attributable to ordinary Shareholders by the weighted average number of ordinary shares in issue during the period, plus vested options, as these options have little or no exercise price, less shares held in treasury and by the Group's Employee Benefit Trust.

Diluted earnings per share is calculated on the same basis as above, except that the weighted average number of ordinary shares that would be issued on the conversion of the unvested dilutive potential ordinary shares as calculated using the treasury stock method (arising from the Group's share option scheme) into ordinary shares has been added to the denominator. There are no changes to the profit (numerator) as a result of the dilutive calculation.

Due to the loss made in the current year, the impact of the potential shares to be issued on exercise of share options would be anti-dilutive and therefore diluted earnings per share is reported on the same basis as basic earnings per share.

	2024 USD m	2023 Restated* USD m
(Loss)/profit after tax	(17.7)	25.1
Operating profit	8.2	45.7
Depreciation of property, plant and equipment	3.0	3.3
Amortisation of intangible assets	39.3	38.1
Impairment of intangible assets	36.0	0.7
Non-core operating expenses	7.1	2.7
Foreign exchange (gains)/losses	(2.3)	1.4
Share-based payment expenses	0.6	4.5
Adjusted EBITDA	91.9	96.4
Depreciation	(3.0)	(3.3)
Net finance costs	(17.5)	(15.7)
Taxation	(16.9)	(14.0)
Adjusted earnings	54.5	63.4
Weighted average number of shares:		
Basic	254,098,662	272,131,265
Effect of dilutive potential ordinary shares	3,210,759	9,869,695
Diluted average number of shares	257,309,421	282,000,960
Earnings per share:		
Basic (cents)	(6.98)	9.20
Diluted (cents)	(6.98)	8.89
Adjusted earnings – basic (cents)	21.49	23.27
Adjusted earnings – diluted (cents)	21.22	22.46

* Certain prior period figures are restated, refer to note 31 for further information.

Basic and diluted earnings per share have been impacted by amortisation charges, impairment of intangibles, non-core operating expenses, foreign exchange gains and losses and share-based payment expenses.

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for the year ended 31 December 2024

14. Property, plant and equipment

	Right-of-use assets USD m	Computer equipment USD m	Furniture and fittings USD m	Total USD m
Cost				
At 1 January 2023	11.2	4.0	1.0	16.2
Additions	1.1	1.9	—	3.0
Acquisition of subsidiary	—	0.1	—	0.1
Disposals	—	(0.6)	(0.1)	(0.7)
Exchange differences	0.2	0.1	—	0.3
At 31 December 2023	12.5	5.5	0.9	18.9
Additions	1.3	1.0	0.3	2.6
Acquisition of subsidiary	0.2	—	—	0.2
Disposals	(0.4)	(0.5)	(0.1)	(1.0)
Exchange differences	(0.4)	(0.2)	—	(0.6)
At 31 December 2024	**13.2**	**5.8**	**1.1**	**20.1**
Accumulated depreciation				
At 1 January 2023	5.7	2.7	0.5	8.9
Charge for the year	2.1	1.1	0.1	3.3
Disposals	—	(0.6)	(0.1)	(0.7)
Exchange differences	0.1	0.1	—	0.2
At 31 December 2023	7.9	3.3	0.5	11.7
Charge for the year	1.8	1.1	0.1	3.0
Disposals	(0.1)	(0.4)	(0.1)	(0.6)
Exchange differences	(0.3)	—	0.1	(0.2)
At 31 December 2024	**9.3**	**4.0**	**0.6**	**13.9**
Net book value				
At 31 December 2024	**3.9**	**1.8**	**0.5**	**6.2**
At 31 December 2023	4.6	2.2	0.4	7.2

Depreciation of property, plant and equipment is included in operating expenses in the consolidated statement of comprehensive income.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

15. Intangible assets and goodwill

	Domain names USD m	Software USD m	Customer list USD m	Patents and trademarks USD m	Intellectual property USD m	Intangible assets total USDm	Goodwill USD m	Intangible assets and goodwill total USDm
Cost or deemed cost								
At 1 January 2023	43.3	58.9	101.1	10.2	4.5	218.0	217.3	435.3
Restatement (note 31)	—	—	—	—	—	—	(5.6)	(5.6)
At 1 January 2023* (restated)	43.3	58.9	101.1	10.2	4.5	218.0	211.7	429.7
Additions	3.3	5.4	—	—	3.0	11.7	—	11.7
Acquisition of subsidiary*	—	0.5	0.6	—	—	1.1	1.3	2.4
Exchange differences*	0.8	0.7	1.9	—	0.3	3.7	3.8	7.5
At 31 December 2023*	47.4	65.5	103.6	10.2	7.8	234.5	216.8	451.3
Additions	0.5	6.9	—	—	1.4	8.8	—	8.8
Acquisition of subsidiary	—	7.0	15.3	—	4.3	26.6	8.6	35.2
Disposals	—	(2.8)	—	(1.2)	—	(4.0)	—	(4.0)
Disposal of subsidiary	—	(0.2)	—	—	—	(0.2)	—	(0.2)
Exchange differences	(1.3)	(1.7)	(4.3)	(0.2)	(0.6)	(8.1)	(8.7)	(16.8)
At 31 December 2024	**46.6**	**74.7**	**114.6**	**8.8**	**12.9**	**257.6**	**216.7**	**474.3**
Accumulated amortisation and impairment								
At 1 January 2023	11.6	25.3	42.7	2.3	1.9	83.8	3.6	87.4
Charge for the year	7.7	12.9	14.6	0.9	2.0	38.1	—	38.1
Impairment	—	—	—	—	0.7	0.7	—	0.7
Exchange differences	0.3	0.4	0.7	—	0.1	1.5	—	1.5
At 31 December 2023	19.6	38.6	58.0	3.2	4.7	124.1	3.6	127.7
Charge for the year	7.9	15.0	13.6	0.9	1.9	39.3	—	39.3
Impairment	—	8.9	14.0	0.7	3.8	27.4	8.6	36.0
Disposals	—	(2.8)	—	(1.2)	—	(4.0)	—	(4.0)
Disposal of subsidiary	—	(0.1)	—	—	—	(0.1)	—	(0.1)
Exchange differences	(0.6)	(1.3)	(2.4)	—	(0.6)	(4.9)	(0.2)	(5.1)
At 31 December 2024	**26.9**	**58.3**	**83.2**	**3.6**	**9.8**	**181.8**	**12.0**	**193.8**
Net book value								
At 31 December 2024	**19.7**	**16.4**	**31.4**	**5.2**	**3.1**	**75.8**	**204.7**	**280.5**
At 31 December 2023*	27.8	26.9	45.6	7.0	3.1	110.4	213.2	323.6

* Prior period figures are restated, refer to note 31 for further information.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

15. Intangible assets and goodwill continued

Amortisation and useful economic life

The average remaining amortisation period of intangible assets is three years.

When testing for impairment, intangible assets are evaluated according to the cash-generating units (CGUs) to which they belong, which are typically the identifiable entities in each acquisition.

An impairment charge in respect of Shinez I.O Ltd within the Group's Search operating segment of USD 33.0 million has been recorded in the year. The impairment charge includes impairment in respect of goodwill USD 8.6 million, customer list USD 14.0 million, software USD 6.6 million and intellectual property USD 3.8 million. The CGU is included in the Search segment of the Group. The impairment has been calculated by comparing the goodwill and intangibles carrying amounts to their recoverable amounts. The recoverable amounts for the Shinez and SK-NIC CGUs were based on the fair value less cost of disposal method.

In addition, an impairment charge of USD 2.3 million was recorded during the year in respect of software, due to software platform consolidation within the Group and software no longer in use, within the Search operating segment. An impairment of USD 0.7 million (2023: USD nil) was recorded in the year in respect of trademark intangibles recognised in respect of a previous acquisition within the Search operating segment. In 2023, an impairment charge of USD 0.7 million, relating to intellectual property, was recorded in the Comparison segment.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and are translated at closing foreign exchange rates. Amortisation of intangible assets is included in operating expenses in the consolidated statement of comprehensive income.

Goodwill

In accordance with the requirements of IAS 36, goodwill is allocated to the Group's CGUs that are expected to benefit from the synergies of the business combination that gave rise to the goodwill. The individually significant goodwill amounts, along with the pre-tax discount rates used in the impairment review, are as follows:

CGU	Primary operating segment	Goodwill 2024 USD m	Goodwill 2023 USD m	Pre-tax discount rate 2024	Pre-tax discount rate 2023
Comparison	Comparison	51.9	55.3	11.3%	11.3%
DIS – Germany and Canada	DIS	33.6	34.2	12.8%	12.8%
Search – Germany and Israel, excluding Shinez	Search	27.8	29.0	13.5%	13.7%
Commerce Media Tech	Search	27.2	27.2	13.2%	13.5%
DIS – APAC	DIS	22.5	24.8	12.9%	12.9%

The recoverable amount of goodwill is determined based on the higher of the value-in-use and fair value less cost of disposal, using cash flow projections from financial budgets approved by key management personnel covering a one-year period for 2025, and a two-year plan covering the financial periods 2026 to 2027. The key assumptions in determining the recoverable amounts for each CGU is gross profit/net revenue growth and the discount rate. The assumptions used are primarily based on past experience.

Cash flow projections beyond the 2027 time frame are extrapolated by applying a flat growth rate into perpetuity of 2% (2023: 2.0% applied after three-year plan). These long-term growth rates are based on historical trends, expected return on investments and management's judgement, experience and discretion.

The recoverable amounts for the significant goodwill carrying values were based on the value-in-use, except for Shinez, which was based on the fair value less cost of disposal.

Discount rates represent the current market assessment of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. Post-tax discount rates used are derived from the reference to an industry peer group of quoted companies' weighted average cost of capital (WACC), with appropriate adjustments for currency and country risks specific to the CGU, and country-specific tax rates. The post-tax WACC is subsequently grossed up to a pre-tax rate.

Based on a sensitivity analysis performed, it was noted that no CGU was materially sensitive to reasonable changes in net revenue growth or discount rates.

As mentioned earlier in this report, an impairment charge of USD 33.0 million in respect of the Shinez CGU, part of the Search segment, has been recognised during the year within 'Amortisation and impairment of intangible assets' in the statement of comprehensive income. This is based on a recoverable amount of USD 7.8 million based on the fair value less cost of disposal. The key assumptions in determining the recoverable amount is gross profit/net revenue growth. The assumption used is primarily based on past experience for each of the CGU's revenue streams.

The fair value measurement is categorised within 'Level 2' of the fair value hierarchy. The impairment arose due to the decline in post-acquisition financial performance compared to pre-acquisition results and management expectations, due to changes in its specific target markets.

No goodwill impairment charge was incurred in the 2023 financial year.

16. Other non-current assets

	2024 USD m	2023 USD m
Deferred costs	—	0.1

Deferred costs are invoices relating to domain name purchases from wholesalers which are prepaid for periods over twelve months.

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17. Trade and other receivables

	2024 USD m	2023 USD m
Trade receivables	68.8	82.7
Accrued revenue	5.6	5.4
Deferred costs	3.3	3.4
Supplier payments on account	2.9	3.1
Prepayments and other receivables	10.9	11.8
	91.5	106.4

As of 31 December 2024, trade receivables of USD 10.7 million (2023: USD 8.8 million) were past due but not impaired. These primarily relate to several customers for whom there is considered a low risk of default.

The ageing of the trade receivables past due but not impaired is as follows: 0-30 days: USD 7.6 million (2023: USD 6.4 million), 30-60 days: USD 1.8 million (2023: USD 1.4 million), 60-90 days: USD 0.3 million (2023: USD 0.6 million) and over 90 days: USD 1.0 million (2023: USD 0.4 million).

Deferred costs are invoices relating to domain name purchases from wholesalers which are prepaid for periods within twelve months.

Supplier payments on account reflect payments to domain name registries for use against future wholesale domain purchases within the Group's retail business.

Accrued revenue is classified as a contract asset.

18. Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise balances with banks and other financial institutions, money market funds and short-term deposits and are denominated in the following currencies:

Amounts held	2024 USD m	2023 USD m
USD	64.0	65.7
EUR	20.0	21.8
GBP	1.0	2.1
PLN	1.0	0.6
NZD	0.7	0.7
ILS	0.6	0.3
AUD	0.5	0.4
CHF	0.1	0.6
CAD	0.1	0.2
Other	0.3	0.3
	88.3	92.7

19. Share capital

The Company's issued and fully paid share capital is as follows:

Ordinary shares of 0.1 pence each	Number	Share capital USD m
At 1 January 2023	277,207,485	0.3
Sale of shares by EBT to satisfy share option exercises	5,776,755	—
Shares purchased by EBT	(3,648,587)	—
Purchase of treasury shares	(22,136,411)	—
At 31 December 2023	257,199,242	0.3
Sale of shares by EBT to satisfy share option exercises	3,284,345	—
Purchase of treasury shares	(13,901,734)	—
At 31 December 2024	246,581,853	0.3

The Group does not have a limited amount of authorised capital.

Share buyback programme and Employee Benefit Trust

During the year, the Company repurchased 13,901,734 shares under its share buyback programme at an average share price of GBP 1.18 (USD 1.49) (2023: 22,136,411 shares at an average share price of GBP 1.28 or USD 1.60). The Board considers the share buyback programme to be in the best interests of all Shareholders, given the cash-generative nature of the business. It continues the Group's established capital allocation policy, which is geared towards greater returns to Shareholders. The shares repurchased are held in treasury by the Company.

During the year, the Group's Employee Benefit Trust (EBT) purchased no shares (2023: 3,648,587 shares at an average share price of GBP 1.16 (USD 1.45)). At 31 December 2024, the EBT held 5,820,086 shares (31 December 2023: 9,104,431 shares).

The total value of shares repurchased in the period was USD 20.8 million (2023: USD 40.5 million). Share repurchases of USD 21.2 million were settled in cash during the year (2023: USD 39.7 million). Cash settlement amounts differ from the value of share purchases within the year due to the timing differences between cash transactions and contractual purchase dates.

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19. Share capital continued

Share buyback programme and Employee Benefit Trust continued

The number of shares held and outstanding share options is as follows:

	2024 Number	2023 Number
Issued share capital	273,500,000	288,660,084
Shares held by EBT	(5,820,086)	(9,104,431)
Shares held in treasury	(21,098,061)	(22,356,411)
Share capital	246,581,853	257,199,242
Outstanding share options	7,874,972	11,357,200
Share capital plus outstanding share options	254,456,825	268,556,442

The actual number of ordinary shares in issue is 273,500,000 (31 December 2023: 288,660,084); however, 5,820,086 (31 December 2023: 9,104,431) ordinary shares are held by the EBT which is consolidated into these financial statements as it is considered that Team Internet Group plc controls the EBT (in line with the IFRS 10: Consolidated Financial Statements definition of 'control'). Therefore, these 5,820,086 (31 December 2023: 9,104,431) ordinary shares are eliminated on consolidation. The number of ordinary shares in issue is also reduced by 21,098,061 (31 December 2023: 22,356,411) for shares held in treasury by the Company. Shares held in treasury and by the EBT do not carry voting or dividend rights. The number of shares cancelled in the year was 15,160,084 (2023: nil). In addition to the figures noted above, the total number of outstanding share options as at 31 December 2024 was 7,874,972 (31 December 2023: 11,357,200). Included in outstanding share options are 1,010,070 (31 December 2023: 1,522,916) options that were vested but not exercised.

The Company has authority to allot additional shares with a nominal value equal to GBP 86,987. This authority expires at the earlier of the AGM to be held in 2025 and 18 July 2025.

20. Non-current other payables

	2024 USD m	2023 Restated* USD m
Deferred revenue	0.5	1.1
Deferred consideration	3.8	0.2
Contingent consideration	—	2.3
Other payables	0.9	0.7
Customer payment on account	—	0.2
	5.2	4.5

* Certain prior period figures are restated, refer to note 31 for more information.

Deferred revenue represents amounts billed in advance of the performance obligation being satisfied.

21. Deferred tax

Deferred tax assets	Share-based payments USD m	Corporate interest restriction (CIR) USD m	Losses USD m	Other temporary differences USD m	Total USD m
At 1 January 2023	4.8	—	1.4	3.3	9.5
(Debit)/credit to profit and loss	(0.6)	—	6.1	0.2	5.7
Debit to equity	(1.6)	—	—	—	(1.6)
Exchange differences	(0.5)	—	(0.3)	—	(0.8)
At 31 December 2023	2.1	—	7.2	3.5	12.8
(Debit)/credit to profit and loss	(0.8)	3.7	1.1	(0.9)	3.1
Debit to equity	(0.1)	—	—	—	(0.1)
Transfer to deferred tax liability	—	—	—	(3.8)	(3.8)
Exchange differences	—	—	(0.1)	—	(0.1)
At 31 December 2024	1.2	3.7	8.2	(1.2)	11.9

Deferred tax liabilities	Losses USD m	Other temporary differences USD m	Total USD m
At 1 January 2023	—	30.2	30.2
Acquisition of subsidiaries	—	0.3	0.3
Credit to profit and loss	—	(3.3)	(3.3)
Exchange differences	—	0.8	0.8
At 31 December 2023	—	28.0	28.0
Acquisition of subsidiary	—	2.8	2.8
Transfer to deferred tax asset	—	(3.8)	(3.8)
Credit to profit and loss	0.9	(6.3)	(5.4)
Exchange differences	—	(1.2)	(1.2)
At 31 December 2024	0.9	19.5	20.4

Other temporary differences within deferred tax liabilities principally relate to timing differences in relation to intangible assets.

The total credit to the statement of comprehensive income is USD 8.5 million (2023: USD 9.0 million) and the total debit to equity is USD 0.1 million (2023: USD 1.6 million). The deferred tax asset of USD 11.9 million (2023: USD 12.8 million) includes a deferred tax asset of USD 8.2 million (2023: USD 7.2 million) in respect of carried forward tax losses. Deferred tax assets have been recognised due to the presence of current and/or prior period profits in the relevant tax jurisdictions and expected future taxable profits.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

21. Deferred tax continued

Alternatively, if there are losses in the current and prior periods, these assets are recognised because of the reversal of existing taxable temporary differences in those jurisdictions. The losses can be carried forward indefinitely and have no expiry date, except for USD 6.9 million which expire: 2025: 1.4 million, 2026: 2.0 million, 2027: 2.4 million, 2028: 0.9 million and 2029: 0.2 million. The amount of unused tax losses, related to various tax jurisdictions, available for carry forward for which no deferred tax asset has been recognised is USD 71.8 million (2023: USD 59.5 million). The unrecognised deferred tax asset is USD 17.9 million (2023: USD 15.8 million). The unrecognised CIR deferred tax asset was nil (2023: USD 4.7 million).

22. Trade and other payables and accruals

	2024 USD m	2023 Restated* USD m
Trade payables	54.0	67.1
Accrued expenses	44.7	49.4
Other taxes and social security	2.6	3.9
Contingent consideration	0.1	—
Deferred consideration	0.2	3.4
Deferred revenue	9.4	5.8
Customer payments on account	15.8	16.6
Accrued interest	2.8	2.9
Other liabilities	2.8	2.4
	132.4	151.5

* Certain period figures are restated, refer to note 31 for more information.

Deferred revenue represents amounts billed in advance of the performance obligation being satisfied.

Contract balances

The following table shows the movement in deferred revenue for the total of current and non-current.

	2024 USD m	2023 USD m
Deferred revenue at start of period	6.9	7.0
Revenue recognised in statement of comprehensive income	(21.8)	(20.8)
Amounts invoiced to customers	25.2	20.5
Foreign exchange differences	(0.4)	0.2
Deferred revenue at end of period	9.9	6.9

23. Borrowings

	2024 USD m	2023 Restated* USD m
Non-current		
Bank borrowings	187.6	170.4
Prepaid finance costs	(3.0)	(4.1)
	184.6	166.3
Current		
Bank borrowings	0.3	0.3
Total borrowings	184.9	166.6

* Certain period figures are restated, refer to note 31 for more information.

	Bank borrowings USD m	Prepaid finance costs USD m	Total USD m
Total borrowings as at 1 January 2023	156.0	(4.8)	151.2
Bank facilities extension costs	—	(0.7)	(0.7)
Drawdown of revolving credit facility	37.5	—	37.5
Repayment of revolving credit facility	(22.5)	—	(22.5)
Amortisation of arrangement fees on borrowings	—	1.4	1.4
Capital repayments	(0.3)	—	(0.3)
Total borrowings as at 31 December 2023	170.7	(4.1)	166.6
Bank facilities extension costs	—	(0.3)	(0.3)
Drawdown of revolving credit facility	67.5	—	67.5
Repayment of revolving credit facility	(50.0)	—	(50.0)
Capital repayments	(0.3)	—	(0.3)
Amortisation of arrangement fees on borrowings	—	1.4	1.4
Total borrowings as at 31 December 2024	187.9	(3.0)	184.9

In October 2022, the EUR 126 million of senior secured bonds were refinanced via a new Senior Facilities Agreement comprising a USD 150 million term loan and a USD 100 million revolving credit facility. These new debt facilities had an initial maturity date of 14 October 2026, with an option to extend by a further year. During 2023, the Group successfully extended most of the facilities. USD 42 million of the term loan and USD 28 million of the revolving credit facility matures on 14 October 2026. USD 108 million of the term loan and USD 72 million mature on 14 October 2027. The initial borrowing cost was 2.75% above SOFR and is currently 3.00% above SOFR. The RCF drawdown was used to fund the working capital requirement of the Parent Company, which has no income other than dividend income, interest income and intercompany recharge income from subsidiaries, which may or may not coincide with the payment obligations of the Parent Company. Bank borrowings are secured over the assets of material Group companies.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

23. Borrowings continued

The revolving credit facility of USD 37.5 million (31 December 2023: 20.0 million) is classified as non-current liability within borrowings. This is based on the Group's ability to defer payments for at least twelve months from the date of the financial statements as long as the Group is still in compliance with its banking covenants. Refer to notes 2 and 29 for further details on covenants and forecast covenant compliance.

24. Derivative financial instruments

	2024 USD m	2023 USD m
Non-current assets		
Interest rate swaps	0.2	–

	2024 USD m	2023 USD m
Non-current liabilities		
Interest rate swaps	–	0.2

Interest rate swaps

Between 9 and 21 November 2022, the Company entered into three separate interest rate swap transactions to fix the variable interest component on USD 75 million of the USD 150 million term loan at a blended fixed rate of 3.92%. The total interest rate includes a margin of between 2.75% and 3.55% depending on the Group's leverage. The Company has prepared hedging documentation which demonstrates that the hedging instrument and the hedged item offset each other in interest rate terms and in amounts, meaning there is a clear economic relationship between the hedging instrument and hedged item as required under international accounting standards. At the statement of financial position date, the interest rate swaps were measured based on the mark-to-market valuation reports provided by each of the three counterparties, with no ineffectiveness recognised. The change in the fair value of the derivative financial instrument in 2024 is a gain of USD 0.4 (2023: USD nil) and the balance in the cash flow hedging reserve at the year end is USD 0.2 million (2023 deficit: USD 0.2 million).

25. Business combinations

Shinez I.O Ltd

On 26 April 2024, Team Internet Group plc acquired the entire issued share capital of a leading Israel-based online marketing business, Shinez I.O Ltd.

Shinez specialises in the production and promotion of highly engaging content across diverse channels such as social media, search engines and native networks. Its current 40 popular portals include luxandlush.com, cooking4all.com and theprimarymarket.com. Leveraging this expertise, Shinez monetises real-time visits through an expansive network of advertising exchanges, utilising cutting-edge technology and strategies. This approach maximises the revenue potential of each piece of content, and positions Shinez at the forefront of digital marketing innovation.

Team Internet acquired Shinez for an enterprise value of USD 41.8 million, on a net debt-free basis and subject to customary adjustments for net working capital, payable in cash. The initial consideration represents a multiple of 4.0x Shinez's FY23 adjusted EBITDA. Additional contingent payments of up to USD 12.3 million may become due subject to Shinez achieving ambitious financial targets over the next two years, payable in cash. As the USD 12.3 million of contingent payments is also contingent on continued employment of specific employees/contractors, the fair value of this consideration will be charged to the statement of comprehensive income within non-core expenses as remuneration and is therefore not included within consideration in the table below. In view of the post-acquisition performance, the probability of any additional contingent consideration becoming due is negligible, and therefore no liability for this has been recognised at 31 December 2024.

Contingent consideration of USD 0.8 million is payable on completion of operational milestones.

A further USD 0.5 million of contingent payments is payable, contingent on operational milestones and the continued employment of the contractor. This amount was charged to the statement of comprehensive income within non-core expenses as remuneration and is therefore not included within consideration in the table below. It is included within accrued expenses and was paid in January 2025 on successful completion of the milestones.

Total consideration payable in the table below of USD 42.0 million comprises the enterprise value of USD 41.8 million, less discounting of deferred consideration of USD 0.7 million, plus working capital adjustments totalling USD 1.4 million. Initial cash consideration, net of cash acquired, is USD 31.8 million (USD 37.6 million of initial cash consideration, less cash acquired of USD 5.8 million).

The following table summarises the consideration paid for Shinez I.O Ltd and the fair values of the assets and liabilities at the acquisition date, in line with Group policies.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

25. Business combinations continued

Shinez I.O Ltd continued

Consideration	USD m
Initial cash consideration (adjusted for cash and working capital)	37.6
Consideration contingent on completion of operational milestones	0.8
Deferred consideration (USD 4.3 million discounted to present value)	3.6
Total consideration	**42.0**

Fair value recognised on acquisition	USD m
Assets	
Customer list	15.3
Software	7.0
Intellectual property	4.3
Right-of-use assets	0.2
Trade and other receivables	14.0
Current tax assets	0.3
Cash and cash equivalents	5.8
	46.9
Liabilities	
Trade payables	7.9
Other current liabilities	2.6
Lease liabilities	0.2
Deferred tax liability	2.8
	13.5
Total identifiable net assets at fair value	**33.4**
Goodwill arising on acquisition	8.6
Purchase consideration	**42.0**

Acquired receivables

The fair value of acquired trade receivables is USD 14.0 million. The gross contractual amount for trade receivables due was USD 14.1 million, with a loss allowance of USD 0.1 million recognised on acquisition.

For the post-completion period to 31 December 2024, the Group's financial statements for Shinez reflect revenues of USD 26.3 million, adjusted EBITDA loss of USD 1.9 million and a post-tax loss of USD 34.1 million, including amortisation and impairment of acquired intangibles. If the acquisition had been made on 1 January 2024 the contribution to the Group's results, for the year ended 31 December 2024, would have been revenues of USD 54.8 million, adjusted EBITDA loss of USD 0.8 million and a loss after tax of USD 33.4 million, including amortisation and impairment of acquired intangibles.

Goodwill arising on the acquisition primarily relates to the specific synergistic benefits able to be realised through Shinez being part of the larger Team Internet Group, as well as goodwill in relation to employees. The intangibles have been valued using the following methods: Customer list: Distributor approach, Software: Multi-period excess earnings method ('MEEM') and Intellectual property: Relief from royalties ('RfR').

Since the acquisition of Shinez in April 2024, the asset has underperformed relative to expectations, primarily due to unanticipated changes in its specific target markets. In response, the Group has swiftly taken corrective actions, integrating additional advertising inventory and refining revenue optimisation strategies to enhance Shinez's performance.

While these measures aim to support Shinez's return to profitability, we currently expect limited EBITDA contribution in the near term. However, the technology, content library, social media reach, behavioural data and skilled workforce assembled within Shinez represent a valuable addition to the Group. We believe these elements will strengthen our competitive advantage as we advance our core Search services. The Shinez assets themselves will be redeveloped with a view to using primarily organic traffic, more short-form video content and higher-intent advertising.

Deferred consideration payments

During the year, the following deferred consideration payments were made:

- the final deferred cash consideration payment of USD 0.1 million for the acquisition of NameAction in January 2024;
- the final deferred cash consideration payment of EUR 1.0 million (USD 1.1 million) for the acquisition of SK-NIC was made in two instalments: EUR 0.4 million (USD 0.4 million) in March 2024 and EUR 0.6 million (USD 0.7 million) in May 2024;
- in July 2024, a deferred consideration payment for the acquisition of M.A. Aporia was settled in cash for USD 2.3 million; and
- deferred cash consideration payments of USD 0.7 million for the acquisition of Shinez I.O Ltd were made in June 2024 (USD 0.4 million) and September 2024 (USD 0.3 million) in respect of operational milestones achieved.

Contingent payments treated as non-core costs

In October 2024, a payment of USD 3.0 million was made for the acquisition of M.A. Aporia, related to contingent payments tied to continued employment of specific employees. It is anticipated that this will be the last material acquisition-related contingent payment across the Group.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

26. Related party disclosures

(a) Ultimate controlling party

The Company is not controlled by any one party.

(b) Related party transactions

Key management personnel are considered to be the Directors. Compensation has been disclosed in note 9, while further information can be found in the remuneration report on pages 72 to 77. The Directors have assured themselves that all related party transactions are at normal market conditions and in the best interest of the Group.

(i) Directors

In line with third party registry operator arrangements, the Group serves as an agent for Shortdot S.A. ('ShortDot'), a company where Michael Riedl holds the positions of Director and Shareholder, in the monetisation of the top-level domains it operates. The net amount, which is the difference between the amount invoiced to clients (Registrars), and the amount remitted to ShortDot under the agreement, is recognised within the Group's revenue. The Group's revenue in respect of these services amounted to USD 573,000 (2023 restated: USD 308,000). The disclosure for 2023 has been restated to include the amount recorded within the Group's revenue, rather than the amount remitted to ShortDot. The amount owed to ShortDot at the year end amounted to USD 277,000 (2023: USD 146,000).

Neozoon Sàrl ('Neozoon'), a company of which Michael Riedl is a Director and Shareholder, purchased services from the Group for USD 29,000 (2023: USD 21,000). The amount owed by Neozoon at the year end amounted to USD 112,000 (2023: USD 70,000). Neozoon uses the services of the Group to monetise its domain traffic; USD 11,000 of traffic was monetised and payable to Neozoon during the year (2023: USD 19,000), and USD 1,000 was owed to Neozoon at the year end (2023: USD 1,000).

(ii) Non-Executive Directors

During 2024, rental income payable to inter.services GmbH, a company in which Horst Siffrin is a shareholder, amounted to USD nil (2023: USD 495,000) under the lease of a property located in Sankt Ingbert, Germany. As of the year end, no rental income was outstanding (2023: USD nil). Additionally, the Group sold furniture to inter.services GmbH amounting to USD 7,000 in 2023, with no outstanding balances at the year end. Furthermore, the Group paid dilapidation costs to inter.services GmbH of USD 78,000 during 2024 (2023: USD nil) in respect of the lease. This lease expired during the year and the Group has entered into a lease with a third party.

During the year, the Group incurred rental costs of USD 7,000 (2023: USD 8,000) from Horst Siffrin. The amount outstanding at the year end is USD nil (2023: USD nil).

27. Leases

The Group leases various offices and vehicles under non-cancellable leases. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

Lease liabilities	31 December 2024 USD m	31 December 2023 USD m
Current lease liabilities	1.4	1.6
Non-current lease liabilities	2.6	3.2
Total lease liabilities	**4.0**	4.8

Right-of-use assets	31 December 2024 USD m	31 December 2023 USD m
Properties	3.9	4.6
Total right-of-use assets	**3.9**	4.6

Interest expense related to the lease liabilities and depreciation related to the right-of-use assets recognised in the consolidated statement of comprehensive income are shown below:

	31 December 2024 USD m	31 December 2023 USD m
Depreciation for right-of-use assets	1.8	2.1
Interest expense on lease liabilities	0.2	0.2

The total cash outflow for leases in the year was USD 2.1 million (2023: USD 2.5 million).

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28. Share options and warrants

Share options

The share option scheme, adopted by Team Internet during 2013, was established to reward and incentivise the executive management team and staff for delivering share price growth. The option schemes are all equity-settled.

The share option scheme is administered by the Remuneration & Nominations Committee.

617,167 options were granted during 2024 (2023: 5,861,745) with a weighted average fair value of 196 pence (2023: 115 pence). Where there are no market performance conditions included in the vesting conditions of the options, the Black-Scholes method has been used to determine the fair value of the options. For options where there are market performance conditions included in the vesting conditions of the options, these conditions are taken into account when determining the fair value of the options. For options valued under the Black-Scholes method, as the options granted in the year have a nil exercise price, the fair value of the share options is not materially different to the Company's share price on the option grant date. Of the outstanding options of 7,874,972 (2023: 11,357,200), 1,010,070 options (2023: 1,522,916) were exercisable.

A charge of USD 0.6 million (2023: USD 4.5 million) has been recognised in the consolidated statement of comprehensive income for the year relating to these options. This charge represents the following:

	2024 USD m	2023 USD m
Share option charge measured at fair value		
IFRS 2 share option charge	0.8	3.0
Employer tax (credit)/expense on share options	(0.2)	1.5
	0.6	4.5

3,294,083 share options were exercised in 2024 (2023: 5,764,035), with 805,312 options forfeited during the year (2023: 1,702,436).

Options are exercisable in accordance with the contracted vesting schedules; if the employee leaves the employment of the Group prior to the options vesting, then the share options previously granted will lapse. The remuneration report describes the vesting periods and Group performance targets associated with options issued under the LTIP scheme. The remainder of the options issued by the Company vest equally over three years and are not subject to Group performance targets.

An employer tax credit of USD 0.2 million (2023 charge: USD 1.5 million) has been recognised in the year. This was a credit in the year due to a reduction in the accrual for employer social security, as a consequence of a reduction in the Company's share price during the year.

Details of the share options outstanding at the year end are as follows:

	Number 2024	WAEP(1) 2024	Number 2023	WAEP(1) 2023
Outstanding at 1 January	11,357,200	nil	12,985,926	3p
Granted	617,167	nil	5,861,745	nil
Exercised	(3,294,083)	1p	(5,764,035)	6p
Forfeited	(805,312)	nil	(1,702,436)	5p
Expired	—	nil	(24,000)	10p
Outstanding at 31 December	7,874,972	nil	11,357,200	nil
Thereof exercisable at 31 December	1,010,070	1p	1,522,916	3p

(1) Weighted average exercise price.

The weighted average remaining contractual life of the options outstanding at the statement of financial position date is eight years (2023: eight years). Almost all share options have an exercise price of nil pence. The range of exercise prices at 31 December 2024 and 31 December 2023 is nil pence to 40 pence. Exercises of options will largely be covered by the shares held by the Group's Employee Benefit Trust.

Employees who exercise share options granted by the Company will have any payroll taxes on the gain achieved from these options deducted from the exercise proceeds or reimbursed by employees who retain shares on exercise settled by the Company on their behalf. The Company will withhold and remit these taxes accordingly.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

29. Financial instruments

The Group is exposed to market risk, credit risk and liquidity risk arising from financial instruments. The Group's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not trade in financial instruments. Cash conversion was as follows:

	2024 USD m	2023 Restated* USD m
Net cash inflow from operating activities, excluding income tax	85.9	78.2
Non-core expenses incurred and paid	11.3	6.1
Change in working capital due to non-recurring working capital items	1.9	8.3
Adjusted cash flow from operating activities	**99.1**	**92.6**
Adjusted EBITDA	91.9	96.4
Adjusted operating cash conversion %	**108%**	**96%**

The carrying and fair values of financial instruments are stated below.

	Note	Basis for determining fair value	2024 USD m	2023 Restated* USD m
Financial assets				
Trade receivables and supplier payments on account	17	A	71.7	85.8
Cash and cash equivalents	18	A	88.3	92.7
Derivative financial assets	24	B	0.2	—
Total financial assets			**160.2**	**178.5**
Financial liabilities				
Trade payables and customer payments on account	22	A	69.8	83.7
Borrowings	23	D	184.9	166.6
Contingent consideration	20, 22	C	0.1	2.3
Deferred consideration	20, 22	C	4.0	3.6
Lease liabilities	27	C	4.0	4.8
Derivative financial liabilities	24	B	—	0.2
Total financial liabilities			**262.8**	**261.2**

* Certain period figures are restated, refer to note 31 for more information.

A: Fair values are assumed to approximate to cost due to the short-term maturity of the instruments.

B: Fair values of derivative financial assets and liabilities are estimated by discounting expected future contractual cash flows using prevailing interest rate curves.

C: Fair value of lease liabilities, contingent consideration and deferred consideration are estimated by discounting future contractual cash flows using the Group's incremental cost of borrowing (Level 2).

D: Borrowings are carried at amortised cost. Fair value of borrowings is estimated using quoted prices (Level 1) and equates to amortised cost.

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for the year ended 31 December 2024

29. Financial instruments continued

(a) Financial risk management framework

The Directors' risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

(i) Market risk

Foreign currency risk

The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than its principal functional currencies, primarily USD and EUR. Foreign currency risk is monitored to ensure that the net exposure is at an acceptable level. The Group's exposure to foreign currency risk is minimal as it trades predominantly in USD, EUR, GBP and AUD. Exposure to currency risk is negated by the holding of adequate reserves in these four currencies to meet trading and obligations as required. As the Group evolves, foreign currency risk will be monitored more closely given exposure to additional markets and currencies. The carrying amounts of the Group's financial instruments are denominated in the following currencies as at 31 December 2024:

	USD USD m	EUR USD m	GBP USD m	AUD USD m	Other currencies USD m	Total USD m
Financial assets						
Derivative financial assets	0.2	—	—	—	—	0.2
Trade receivables and suppler payments on account	55.2	14.4	0.5	0.3	1.3	71.7
Cash and cash equivalents	64.0	20.0	1.0	0.5	2.8	88.3
Total financial assets	**119.4**	**34.4**	**1.5**	**0.8**	**4.1**	**160.2**
Financial liabilities						
Trade payables and customer payments on account	54.5	10.2	1.4	0.9	2.8	69.8
Contingent consideration	0.1	—	—	—	—	0.1
Deferred consideration	4.0	—	—	—	—	4.0
Lease liabilities	1.1	1.2	1.0	0.5	0.2	4.0
Borrowings	184.6	0.3	—	—	—	184.9
Total financial liabilities	**244.3**	**11.7**	**2.4**	**1.4**	**3.0**	**262.8**

The sensitivity analyses in the table below detail the impact of changes in foreign exchange rates on the Group's post-tax loss for the year ended 31 December 2024. If the US Dollar were to strengthen or weaken by 10% against the Euro, with all other variables in each case remaining constant, then the impact on the Group's post-tax profit or loss would be gains or losses as follows. The impact of change in other currencies is immaterial and therefore not disclosed.

	2024 Strengthen/ weaken USD m	2023 Strengthen/ weaken USD m
EUR	**-/+ 3.5**	-/+ 4.3

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

29. Financial instruments continued

(a) Financial risk management framework continued

(i) Market risk continued

Interest rate risk

Interest rate risk is the risk that the fair value of, or future cash flows of, a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises mainly from interest-bearing financial assets and liabilities. The Directors' policy is to obtain the most favourable interest rates available.

The Group has a Senior Facilities Agreement (SFA) consisting of a USD 150 million fully drawn term loan and a USD 100 million revolving credit facility (RCF). USD 37.5 million of the RCF was drawn down as at 31 December 2024. The SFA's interest rate carries a floating element based on the secured overnight financing rate (SOFR) administered by the Federal Reserve Bank of New York. To mitigate the risk of increasing interest rates, between 9 and 21 November 2022, the Company entered into three separate interest rate swap transactions to fix the variable interest component on USD 75 million of the new USD 150 million term loan at a blended fixed rate of 3.92%. As at 31 December 2024, the Group's debt facilities bore interest at a compounded SOFR plus a margin of 3%.

	2024 USD m	2023 USD m
Bank facilities (including prepaid finance costs)	184.9	166.6
Effect of interest rate change of 100 basis points on bank facilities	+/- 1.8	+/- 1.7

Equity price risk

The Group does not have any quoted investments as at 31 December 2023 and 2024 and as such does not have significant exposure to equity price risk.

(ii) Credit risk

The Group's exposure to credit risk arises mainly from a counterparty's failure to meet its obligation to settle a financial asset. The Directors consider the Group's exposure to credit risk arising from trade receivables to be minimal as the Group is often paid at the outset or in advance of a transaction. Credit risk arising from other receivables is controlled through monitoring procedures, including credit approvals and credit limits, with the balance largely offset by separate liabilities held on the statement of financial position relating to the same party.

The Group uses ageing analysis to monitor the credit quality of trade receivables. Any receivables which have significant past due balances or are aged for more than 90 days which are deemed to have a higher credit risk are monitored individually. Analysis of trade receivables past due is disclosed in note 17, and analysis of trade and other receivables by foreign currency exposure is noted above. There have been no material changes in the credit risk profile of the Group during the year.

Management considers these exposures to have low credit risk since, based on limited historical credit losses, these financial assets have low risk of default and have a strong capacity to meet their contractual cash flow obligations in the near term. As at the reporting date, there has been no significant increase of credit risk since initial recognition.

For cash and cash equivalents, the Directors minimise the Group's credit risk by dealing exclusively with banks and financial institution counterparties with high credit ratings.

The carrying amounts of financial assets at the end of the reporting periods represent the maximum credit exposure.

	2024 USD m	2023 USD m
Trade receivables and supplier payments on account	71.7	85.8
Cash and cash equivalents	88.3	92.7
	160.0	178.5

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

29. Financial instruments continued

(a) Financial risk management framework continued

(iii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in settling financial obligations with cash or with another financial asset. The Directors' objective is to maintain, as much as possible, a level of cash and cash equivalents adequate to ensure that there will be sufficient liquidity to meet its liabilities when they fall due.

Remaining gross undiscounted contractual cash flows of financial liabilities:

31 December 2024	Contractual cash flows within 1 year USD m	Contractual cash flows 1-5 years USD m	Contractual cash flows over 5 years USD m	Total contractual cash flows USD m	Carrying value USD m
Trade payables and customer payments on account	69.8	—	—	69.8	69.8
Contingent consideration	0.1	—	—	0.1	0.1
Deferred consideration	0.2	4.4	—	4.6	4.0
Borrowings	11.6	204.7	—	216.3	184.9
Lease liabilities	1.6	2.9	—	4.5	4.0
Total non-derivative cash flows	83.3	212.0	—	295.3	262.8
Total cash flows	83.3	212.0	—	295.3	262.8

31 December 2023	Contractual cash flows within 1 year Restated* USD m	Contractual cash flows 1-5 years Restated* USD m	Contractual cash flows over 5 years USD m	Total contractual cash flows USD m	Carrying value Restated* USD m
Trade payables and customer payments on payments	83.7	—	—	83.7	83.7
Contingent consideration	—	2.9	—	2.9	2.3
Deferred consideration	3.5	0.2	—	3.7	3.6
Borrowings	12.8	214.3	—	227.1	166.6
Lease liabilities	1.8	3.5	—	5.3	4.8
Total non-derivative cash flows	101.8	220.9	—	322.7	261.0
Derivatives	—	0.2	—	0.2	0.2
Total cash flows	101.8	221.1	—	322.9	261.2

* Certain prior period figures are restated, refer to note 31 for further information.

(b) Capital risk management

The Directors define capital as the total equity of the Group. The Directors' objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for Shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Directors may adjust the amounts of dividends paid to Shareholders, return capital to Shareholders, issue new shares or sell assets to reduce debt. The Directors manage the Group's capital based on a ratio which calculates total liabilities less cash and cash equivalents divided by total equity, as shown below:

	2024 USD m	2023 USD m
Total liabilities	262.8	261.0
Less: cash and cash equivalents	(88.3)	(92.7)
Total liabilities less cash and cash equivalents	174.5	168.3
Total equity	93.1	153.3
Equity-to-total liabilities less cash and cash equivalents ratio	0.53	0.91

The net debt of the Group as at the end of each reporting period, excluding prepaid finance costs and derivatives, was as follows:

	2024 USD m	2023 USD m
Cash and cash equivalents	88.3	92.7
Less: borrowings (excluding prepaid finance costs)	(187.9)	(170.7)
Net debt (excluding prepaid finance costs and derivatives)	(99.6)	(78.0)

The net debt of the Group as at the end of each reporting period, including prepaid finance costs, was as follows:

	2024 USD m	2023 USD m
Cash and cash equivalents	88.3	92.7
Less: borrowings (including prepaid finance costs)	(184.9)	(166.6)
Derivatives (borrowing-related)	0.2	(0.2)
Net debt as defined by the Company	(96.4)	(74.1)
Lease liabilities	(4.0)	(4.8)
Net debt (including leases)	(100.4)	(78.9)

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

29. Financial instruments continued

(b) Capital risk management continued

(i) Borrowings and RCF covenant

Under the terms of the Senior Facilities Agreement, the Group is required to comply with financial covenants that adjusted leverage (net debt to adjusted EBITDA) is less than 2.5x and interest cover is not less than 4.0x. Covenants are tested at the end of each quarter (31 March, 30 June, 30 September and 31 December). The Group has complied with these covenants throughout the reporting period. As defined in the Senior Facilities Agreement, adjusted EBITDA includes lease payments and net debt includes deferred consideration and bank letters of credit. At 31 December 2024 adjusted leverage was 1.2x (31 December 2023: 1.0x) and interest cover was 5.9x (31 December 2023: 7.3x).

(ii) Net debt reconciliation (including prepaid finance costs and derivatives)

	Cash and cash equivalents USD m	Borrowings USD m	Debt-related financial instruments USD m	Net debt as defined by the Company USD m	Lease liabilities USD m	Net debt (including leases) USD m
At 1 January 2023	94.8	(151.2)	(0.2)	**(56.6)**	(5.7)	**(62.3)**
Other cash flows	(19.3)	—	—	**(19.3)**	2.3	**(17.0)**
Draw down of RCF	37.5	(37.5)	—	—	—	—
Repayment of RCF	(22.5)	22.5	—	—	—	—
Capital repayments	(0.3)	0.3	—	—	—	—
Prepaid finance costs additions	(0.7)	0.7	—	—	—	—
Amortisation of prepaid finance costs	—	(1.4)	—	**(1.4)**	—	**(1.4)**
Lease additions	—	—	—	—	(1.1)	**(1.1)**
Exchange differences	3.2	—	—	**3.2**	(0.3)	**2.9**
At 31 December 2023	92.7	(166.6)	(0.2)	**(74.1)**	(4.8)	**(78.9)**
Other cash flows	(17.1)	—	—	**(17.1)**	1.9	**(15.2)**
Draw down of RCF	67.5	(67.5)	—	—	—	—
Repayment of RCF	(50.0)	50.0	—	—	—	—
Capital repayments	(0.3)	0.3	—	—	—	—
Prepaid finance costs additions	(0.3)	0.3	—	—	—	—
Amortisation of prepaid finance costs	—	(1.4)	—	**(1.4)**	—	**(1.4)**
Lease additions	—	—	—	—	(1.3)	**(1.3)**
Market-to-market revaluation	—	—	0.4	**0.4**	—	**0.4**
Acquisitions	—	—	—	—	(0.2)	**(0.2)**
Exchange differences	(4.2)	—	—	**(4.2)**	0.4	**(3.8)**
At 31 December 2024	**88.3**	**(184.9)**	**0.2**	**(96.4)**	**(4.0)**	**(100.4)**

(c) Fair values of financial instruments

The following carrying amounts of the financial assets and liabilities reported in the consolidated financial statements approximate their fair values:

	2024		2023	
	Carrying amount USD m	**Fair value USD m**	Carrying amount USD m	Fair value USD m
Derivative financial assets	**0.2**	**0.2**	—	—
Trade receivables and supplier payments on account	**71.7**	**71.7**	85.8	85.8
Cash and cash equivalents	**88.3**	**88.3**	92.7	92.7
Financial assets	**160.2**	**160.2**	178.5	178.5
Trade payables	**(69.8)**	**(69.8)**	(83.7)	(83.7)
Contingent consideration	**(0.1)**	**(0.1)**	(2.3)	(2.3)
Deferred consideration	**(4.0)**	**(4.0)**	(3.6)	(3.6)
Lease liabilities	**(4.0)**	**(4.0)**	(4.8)	(4.8)
Borrowings	**(184.9)**	**(184.9)**	(166.6)	(166.6)
Financial liabilities	**(262.8)**	**(262.8)**	(261.0)	(261.0)
Net financial liabilities	**(102.6)**	**(102.6)**	(82.5)	(82.5)

(d) Fair value hierarchy

The different levels are defined as:

Level 1: Fair value measurements are derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Fair value measurements are derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3: Fair value measurements derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

30. Subsequent events

A review of events subsequent to the balance sheet date up to the date that the financial statements were issued was carried out and it was determined that there were no such events requiring recognition or disclosure in the financial statements.

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

31. Changes in accounting policies and correction of errors

Restatements have been made to the financial statements at 31 December 2022 and for the year ended 31 December 2023 as described below. There are no changes to taxation in respect of the restatements.

Classification of borrowings and reassessment of contingent consideration – change in accounting policies (adjustment 1)

The consolidated statements of financial position at 31 December 2022 and for the year ended 31 December 2023 have been restated in line with the amendments to International Financial Statement IAS 1: Presentation of Financial Statements ('IAS 1'), effective 1 January 2024.

Following the changes to IAS 1, amounts drawn from the Group's RCF, and all prepaid finance costs, are classified as non-current liabilities in the financial statements. This is based on the Group's ability to defer payments for at least twelve months from the date of the financial statements as long as the Group is still in compliance with its banking covenants. This change in accounting policy has been applied retrospectively, with comparative figures for 31 December 2022 and 31 December 2023 restated, i.e. borrowings of USD 5.0 million at 31 December 2022 and USD 18.6 million at 31 December 2023 have been reclassified from current to non-current borrowings.

The Group has also changed its policy in respect of the classification of changes in fair value of contingent consideration in respect of business combinations. Previously changes in the fair value of contingent consideration were recognised within finance costs. The Group has changed its policy to recognise such items within operating profit in instances where the fair value is reassessed as a result of over or underperformance by the acquired entity resulting in more, or less, consideration payable in relation to an earn-out. This change in accounting policy provides reliable and more relevant information on the nature of these transactions. Consequently, a credit of USD 2.8 million in the year ended 31 December 2023 has been reclassified from finance costs to operating expenses (non-core expenses).

Contingent consideration – correction of errors (adjustment 2)

Fair value reassessments of contingent consideration after the finalisation of their fair value, but within twelve months of the date of acquisition, were previously accounted for as adjustments to goodwill, however, under IFRS 3, such changes should be accounted for within the statement of comprehensive income. To correct this, USD 2.1 million has been credited to non-core operating costs within the statement of comprehensive income for the year ended 31 December 2023, and goodwill increased by USD 2.1 million at 31 December 2023. There has also been an increase of USD 0.1 million to goodwill in respect of foreign exchange differences which impacted the year ended 31 December 2023, with the corresponding credit recorded in the foreign exchange translation reserve.

Contingent consideration should be reassessed at the end of each reporting period, however management did not fully reassess the contingent consideration at December 2023. Having now done so, based on the information available as at 31 December 2023, USD 2.1 million has been credited to non-core operating costs in the statement of comprehensive income for the year ended 31 December 2023 to correct this error and reduce contingent consideration on the balance sheet.

In line with IFRS 3, contingent consideration linked to the continued employment of owners of acquired entities should be treated as remuneration and charged to the statement of comprehensive income over the contingent period. Previously the Group treated these payments as part of the acquisition consideration for an acquired entity and included these amounts within goodwill. To correct this error, in respect of the M.A. Aporia business combination, goodwill has been reduced by USD 5.6 million at both 31 December 2022 and for the year ended 31 December 2023, and non-core operating costs have increased by USD 3.6 million in the year ended 31 December 2023. The impact for the unwinding of the discount on deferred consideration is a reduction in finance costs of USD 0.2 million for the year ended 31 December 2023. The corresponding entries result in a decrease in deferred consideration of USD 5.1 million and the recognition of a current liability relating to contingent consideration treated as remuneration of USD 1.9 million as at 31 December 2023. The impact on retained earnings at 1 January 2023 is USD 1.1 million (current liabilities: USD 0.7 million and non-current liabilities USD 0.4 million) relating to contingent consideration treated as remuneration.

The consolidated statement of comprehensive income, earnings per share, consolidated statement of financial position and consolidated statement of cash flows as at 31 December 2022 and 31 December 2023 have been restated as follows:

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

31. Changes in accounting policies and correction of errors continued

Consolidated statement of comprehensive income

	Year ended 31 December 2023 USD m	Accounting policy changes (adjustment 1) 2023 USD m	Correction of errors (adjustment 2) 2023 USD m	Year ended 31 December 2023 Restated USD m
Revenue	836.9	—	—	836.9
Cost of sales	(645.8)	—	—	(645.8)
Gross profit	191.1	—	—	191.1
Operating expenses	(144.3)	2.8	0.6	(140.9)
Share-based payment expenses	(4.5)	—	—	(4.5)
Operating profit	**42.3**	**2.8**	**0.6**	**45.7**
Adjusted EBITDA	96.4	—	—	96.4
Depreciation of property, plant and equipment	(3.3)	—	—	(3.3)
Amortisation of intangible assets	(38.1)	—	—	(38.1)
Impairment of intangible assets	(0.7)	—	—	(0.7)
Non-core operating expenses	(6.1)	2.8	0.6	(2.7)
Foreign exchange loss	(1.4)	—	—	(1.4)
Share-based payment expenses	(4.5)	—	—	(4.5)
Operating profit	**42.3**	**2.8**	**0.6**	**45.7**
Finance income	0.6	—	—	0.6
Finance costs	(13.6)	(2.8)	0.2	(16.2)
Net finance costs	(13.0)	(2.8)	0.2	(15.6)
Profit before tax	**29.3**	**—**	**0.8**	**30.1**
Income tax	(5.0)	—	—	(5.0)
Profit after tax	**24.3**	**—**	**0.8**	**25.1**
Exchange differences on translation of foreign operations	4.7	—	0.1	4.8
Total comprehensive profit for the period	**29.0**	**—**	**0.9**	**29.9**
Earnings per share:				
Basic (cents)	8.94	—	0.26	9.20
Diluted (cents)	8.63	—	0.26	8.89
Adjusted earnings – Basic (cents)	23.22	—	0.05	23.27
Adjusted earnings – Diluted (cents)	22.41	—	0.05	22.46

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

31. Changes in accounting policies and correction of errors continued

Consolidated statement of financial position

	1 January 2023 USD m	Accounting policy changes (adjustment 1) 2023 USD m	Correction of errors (adjustment 2) 2023 USD m	1 January 2023 Restated USD m
Assets				
Non-current assets				
Property, plant and equipment	1.8	—	—	1.8
Right-of-use assets	5.5	—	—	5.5
Intangible assets	134.2	—	—	134.2
Goodwill	213.7	—	(5.6)	208.1
Other non-current assets	0.3	—	—	0.3
Deferred tax assets	9.5	—	—	9.5
	365.0	**—**	**(5.6)**	**359.4**
Current assets				
Trade and other receivables	98.2	—	—	98.2
Inventory	0.6	—	—	0.6
Cash and cash equivalents	94.8	—	—	94.8
	193.6	**—**	**—**	**193.6**
Total assets	**558.6**	**—**	**(5.6)**	**553.0**
Equity and liabilities				
Equity				
Share capital	0.3	—	—	0.3
Share premium	98.3	—	—	98.3
Merger relief reserve	5.3	—	—	5.3
Share-based payments reserve	24.1	—	—	24.1
Cash flow hedging reserve	(0.2)	—	—	(0.2)
Foreign exchange translation reserve	(10.8)	—	—	(10.8)
Retained earnings	50.0	—	(1.1)	48.9
	167.0	**—**	**(1.1)**	**165.9**

	1 January 2023 USD m	Accounting policy changes (adjustment 1) 2023 USD m	Correction of errors (adjustment 2) 2023 USD m	1 January 2023 Restated USD m
Non-current liabilities				
Other payables	13.9	—	(2.5)	11.4
Lease liabilities	3.8	—	—	3.8
Deferred tax liabilities	30.2	—	—	30.2
Borrowings	145.9	5.0	—	150.9
Derivative financial instruments	0.2	—	—	0.2
	194.0	**5.0**	**(2.5)**	**196.5**
Current liabilities				
Trade and other payables and accruals	165.6	—	(2.0)	163.6
Current tax liabilities	24.7	—	—	24.7
Lease liabilities	1.9	—	—	1.9
Borrowings	5.3	(5.0)	—	0.3
Derivative financial instruments	0.1	—	—	0.1
	197.6	**(5.0)**	**(2.0)**	**190.6**
Total liabilities	**391.6**	**—**	**(4.5)**	**387.1**
Total equity and liabilities	**558.6**	**—**	**(5.6)**	**553.0**

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

31. Changes in accounting policies and correction of errors continued

Consolidated statement of financial position continued

	31 December 2023 USD m	Accounting policy changes (adjustment 1) 2023 USD m	Correction of errors (adjustment 2) 2023 USD m	31 December 2023 Restated USD m
Assets				
Non-current assets				
Property, plant and equipment	2.6	—	—	2.6
Right-of-use assets	4.6	—	—	4.6
Intangible assets	110.4	—	—	110.4
Goodwill	216.6	—	(3.4)	213.2
Other non-current assets	0.1	—	—	0.1
Deferred tax assets	12.8	—	—	12.8
	347.1	**—**	**(3.4)**	**343.7**
Current assets				
Trade and other receivables	106.4	—	—	106.4
Inventory	0.2	—	—	0.2
Current tax assets	0.3	—	—	0.3
Cash and cash equivalents	92.7	—	—	92.7
	199.6	**—**	**—**	**199.6**
Total assets	**546.7**	**—**	**(3.4)**	**543.3**
Equity and liabilities				
Equity				
Share capital	0.3	—	—	0.3
Merger relief reserve	5.3	—	—	5.3
Share-based payments reserve	25.7	—	—	25.7
Cash flow hedging reserve	(0.2)	—	—	(0.2)
Foreign exchange translation reserve	(6.1)	—	0.1	(6.0)
Retained earnings	128.5	—	(0.3)	128.2
	153.5	**—**	**(0.2)**	**153.3**

	31 December 2023 USD m	Accounting policy changes (adjustment 1) 2023 USD m	Correction of errors (adjustment 2) 2023 USD m	31 December 2023 Restated USD m
Non-current liabilities				
Other payables	5.8	—	(1.3)	4.5
Lease liabilities	3.2	—	—	3.2
Deferred tax liabilities	28.0	—	—	28.0
Borrowings	147.7	18.6	—	166.3
Derivative financial instruments	0.2	—	—	0.2
	184.9	**18.6**	**(1.3)**	**202.2**
Current liabilities				
Trade and other payables and accruals	153.4	—	(1.9)	151.5
Current tax liabilities	34.4	—	—	34.4
Lease liabilities	1.6	—	—	1.6
Borrowings	18.9	(18.6)	—	0.3
	208.3	**(18.6)**	**(1.9)**	**187.8**
Total liabilities	**393.2**	**—**	**(3.2)**	**390.0**
Total equity and liabilities	**546.7**	**—**	**(3.4)**	**543.3**

Notes to the consolidated financial statements continued

for the year ended 31 December 2024

31. Changes in accounting policies and correction of errors continued

Consolidated statement of cash flows

	Year ended 31 December 2023 USD m	Accounting policy changes (adjustment 1) 2023 USD m	Correction of errors (adjustment 2) 2023 USD m	Year ended 31 December 2023 Restated USD
Cash flows from operating activities				
Profit before taxation	29.3	–	0.8	30.1
Adjustments for:				
Depreciation of property, plant and equipment	3.3	–	–	3.3
Amortisation of intangible assets	38.1	–	–	38.1
Impairment of intangible assets	0.7	–	–	0.7
Finance costs (net)	13.0	2.8	(0.2)	15.6
Share-based payments	4.5	–	–	4.5
Increase in trade and other receivables	(8.5)	–	–	(8.5)
Decrease in trade and other payables	0.2	(2.8)	(3.4)	(6.0)
Decrease in inventories	0.4	–	–	0.4
Net cash inflow/(outflow) from operating activities	**81.0**	**–**	**(2.8)**	**78.2**
Income tax paid	(5.6)	–	–	(5.6)
Net cash flow inflow/(outflow) from operating activities	**75.4**	**–**	**(2.8)**	**72.6**
Cash flows from investing activities				
Payments for property, plant and equipment	(1.9)	–	–	(1.9)
Payments for purchase of intangible assets (excluding domain names)	(8.3)	–	–	(8.3)
Payments for purchase of intangible assets – domain names	(3.3)	–	–	(3.3)
Payments of deferred consideration	(21.5)	–	2.8	(18.7)
Payments for acquisition of subsidiaries, net of cash acquired	(2.3)	–	–	(2.3)
Net cash outflow from investing activities	**(37.3)**	**–**	**2.8**	**(34.5)**

	Year ended 31 December 2023 USD m	Accounting policy changes (adjustment 1) 2023 USD m	Correction of errors (adjustment 2) 2023 USD m	Year ended 31 December 2023 Restated USD
Cash flows from financing activities				
Drawdown of revolving credit facility	37.5	–	–	37.5
Repayments of revolving credit facility	(22.5)	–	–	(22.5)
Bank finance arrangement fees	(0.7)	–	–	(0.7)
Payment of dividends to ordinary Shareholders	(3.6)	–	–	(3.6)
Repurchase of ordinary shares	(39.7)	–	–	(39.7)
Lease principal repayments	(2.3)	–	–	(2.3)
Interest paid	(12.1)	–	–	(12.1)
Net cash outflow from financing activities	**(43.4)**	**–**	**–**	**(43.4)**
Net decrease in cash and cash equivalents	(5.3)	–	–	(5.3)
Cash and cash equivalents at beginning of the period	94.8	–	–	94.8
Exchange gains on cash and cash equivalents	3.2	–	–	3.2
Cash and cash equivalents at end of the period	**92.7**	**–**	**–**	**92.7**

Other restatements

Related parties (note 26): The Group has restated the disclosure in respect of the related party transactions for the year ended 31 December 2023 with Shortdot S.A. ('ShortDot'), in which Michael Riedl holds the positions of Director and Shareholder. The disclosure now reflects the revenue recorded by the Group of USD 308,000 rather than the amount remitted to ShortDot of USD 3,215,000. See note 26 for further details. Consolidated statement of cash flows. Payments of intangible assets for domain names is disclosed separately from 'payments for acquisition of subsidiaries, net of cash acquired' within cash flows from investing activities, to enhance the information provided. Revenue (note 6): certain information regarding geographical locations has been aggregated to provide a clearer analysis.

32. Contingent liability

The Group has engaged with a tax authority regarding a potential withholding tax exposure of USD 4.7 million. Based on expert advice, the risk of payment is not considered probable but cannot be deemed remote. Accordingly, a contingent liability is disclosed as of 31 December 2024. The timing of the resolution remains uncertain, as it depends on when the tax authorities can review the matter.

33. Audit exemption

In accordance with Section 479A of the Companies Act, the following subsidiary companies are exempt from the requirement to have their annual accounts audited: CentralNic Limited (04985780), Helium TLDs Ltd (11354799), Hoxton Domains Limited (09332447), Instra Holdings (UK) Limited (09877716) and TLD Registrar Solutions Ltd (07629187).

Company statement of financial position

for the year ended 31 December 2024

	Note	2024 USD m	2023 Restated* USD m
Assets			
Non-current assets			
Property, plant and equipment		0.1	—
Right-of-use assets		0.9	1.1
Intangible assets		1.1	1.3
Investments	7	79.3	85.3
Deferred tax assets	8	8.8	7.5
Other receivables	9	344.6	366.8
Derivative financial instruments		0.2	—
		435.0	462.0
Current assets			
Other receivables	9	28.9	38.5
Cash and cash equivalents		1.8	8.1
		30.7	46.6
Total assets		465.7	508.6
Liabilities			
Current liabilities			
Trade, other payables and accruals	11	35.2	28.6
Lease liabilities		0.2	0.2
		35.4	28.8
Non-current liabilities			
Other payables	11	0.6	2.2
Lease liabilities		0.8	1.0
Deferred tax liabilities	8	—	0.3
Borrowings	12	184.6	166.0
Derivative financial liabilities		—	0.2
		186.0	169.7
Total liabilities		221.4	198.5
Net assets		244.3	310.1
Capital and reserves			
Share capital	10	0.3	0.3
Merger relief reserve		5.3	5.3
Share-based payment reserve		26.6	25.7
Cash flow hedging reserve		0.2	(0.2)
Foreign exchange translation reserve		(9.4)	(9.4)
Retained earnings		221.3	288.4
Total Shareholders' funds		244.3	310.1

* Certain prior period figures are restated, refer to note 13 for further information.

The loss for the year, including other comprehensive income, was USD 36.1 million (2023: profit of USD 175.5 million). The loss for the year, excluding other comprehensive income, was USD 36.5 million (2023 restated: profit of USD 175.5 million).

These financial statements on pages 129 to 136 were approved and authorised for issue by the Board of Directors on 28 March 2025 and were signed on its behalf by:

William Green
Chief Financial Officer

Company Number: 08576358

The notes on pages 131 to 136 form an integral part of these financial statements.

Company statement of changes in equity

for the year ended 31 December 2024

	Share capital USD m	Share premium USD m	Merger relief reserve USD m	Share-based payment reserve USD m	Cash flow hedging reserve USD m	Foreign exchange translation reserve USD m	Retained earnings USD m	Total USD m
Balance at 1 January 2023	0.3	98.5	5.3	23.4	(0.2)	(15.0)	60.0	172.3
Prior year restatement (note 13)	—	—	—	—	—	5.6	(1.5)	4.1
Restated balance at 1 January 2023	0.3	98.5	5.3	23.4	(0.2)	(9.4)	58.5	176.4
Profit for the year (restated)	—	—	—	—	—	—	175.5	175.5
Total comprehensive profit for the year (restated)	—	—	—	—	—	—	175.5	175.5
Transactions with owners								
Dividends paid on equity shares	—	—	—	—	—	—	(3.6)	(3.6)
Cancellation of share premium	—	(98.5)	—	—	—	—	98.5	—
Repurchase of shares	—	—	—	—	—	—	(40.5)	(40.5)
Share-based payments	—	—	—	3.4	—	—	—	3.4
Share-based payments – deferred tax	—	—	—	(1.1)	—	—	—	(1.1)
Restated balance at 31 December 2023	0.3	—	5.3	25.7	(0.2)	(9.4)	288.4	310.1
Loss for the year	—	—	—	—	—	—	(36.5)	(36.5)
Other comprehensive income								
Gain arising on changes in fair value of hedging instruments	—	—	—	—	0.4	—	—	0.4
Total comprehensive profit/(loss) for the year	—	—	—	—	0.4	—	(36.5)	(36.1)
Transactions with owners								
Dividends paid on equity shares	—	—	—	—	—	—	(9.8)	(9.8)
Repurchase of shares	—	—	—	—	—	—	(20.8)	(20.8)
Share-based payments	—	—	—	0.8	—	—	—	0.8
Share-based payments – deferred tax	—	—	—	0.1	—	—	—	0.1
Balance at 31 December 2024	**0.3**	**—**	**5.3**	**26.6**	**0.2**	**(9.4)**	**221.3**	**244.3**

- Share capital represents the nominal value of the Company's cumulative issued share capital.
- Share premium represents the cumulative excess of the fair value of consideration received for the issue of shares in excess of their nominal value less attributable share issue costs and other permitted reductions. The share premium of the Company was cancelled in full during 2023.
- Merger relief reserve represents the cumulative excess of the fair value of consideration received for the issue of shares in excess of their nominal value, less attributable share issue costs and other permitted reductions, where the consideration for shares in another company includes issued shares, and 90% of the equity is held in the other company.
- Share-based payments reserve represents the cumulative value of share-based payments, excluding related employment taxes, recognised through equity and deferred tax assets arising thereon.
- Cash flow hedging reserve represents the effective portion of changes in the fair value of derivatives.
- Foreign exchange translation reserve represents cumulative exchange differences arising on translation of functional currency to presentational currency, prior to the Company adopting a USD functional currency, and exchange differences arising from changes in functional currency.
- Retained earnings represent the cumulative value of the profits not distributed to Shareholders but retained to finance the future capital requirements of the Company.

The notes on pages 131 to 136 form an integral part of these financial statements.

Notes to the Company financial statements

for the year ended 31 December 2024

1. General information

Nature of operations

Team Internet Group plc (the 'Company') is the UK holding company of a group of companies whose principal activities create meaningful and successful connections from businesses to domains, brands to consumers, publishers to advertisers, enabling everyone to realise their digital ambitions. The Company is registered in England and Wales. Its registered office and principal place of business is 4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR.

2. Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006. These financial statements are the separate financial statements of Team Internet Group plc and are presented in USD, rounded to the nearest USD 0.1 million (unless otherwise stated).

The preparation of financial statements in compliance with Financial Reporting Standard 101 Reduced Disclosure Framework requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 4 in the Group financial statements). All accounting policies not unique to the Company are listed on pages 95 to 102. All additional accounting policies have been applied as detailed in note 3 below.

3. Material accounting policies

(a) Going concern

The financial statements have been prepared on the going concern basis, which assumes that the Company will continue to be able to meet its liabilities as they fall due for the foreseeable future. The Directors have undertaken a detailed financial assessment covering the period to 30 June 2026 ('Review Period') and have considered whether the Company can continue to meet its liabilities and other obligations for the foreseeable future.

As at 31 December 2024, the Company had net current liabilities of USD 4.7 million (2023: net current assets of USD 17.8 million), with the net impact of amounts owed to its subsidiaries amounting to USD 4.3 million (2023: amounts owed by Group undertakings USD 19.7 million). The Company has assessed its ongoing costs with cash generated by its subsidiaries to ensure that it can continue to settle its debts as they fall due. As at 31 December 2024, the Company had access to over USD 64.3 million (2023: USD 88.1 million) of liquidity, comprising cash and cash equivalents of USD 1.8 million (2023: USD 8.1 million) and access to an undrawn revolving credit facility (RCF) of USD 62.5 million (2023: USD 80.0 million).

The Company depends on the Group's overall performance to meet its liabilities and obligations in the foreseeable future. Additional information on the Group's going concern assessment can be found in note 2 of the consolidated financial statements.

In reviewing the assessment outlined above, the Directors are confident that the Company has the necessary resources and mitigations available to continue operations and discharge its obligations as they fall due for at least 12 months from the date of approval of the financial statements. Accordingly, the consolidated financial statements continue to be prepared on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

(b) Investments

Investments held as fixed assets are stated at cost less provision for impairment.

(c) Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the statement of financial position date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

(d) Parent Company disclosure exemptions

In preparing the separate financial statements of the Parent Company, advantage has been taken of the following disclosure exemptions available in FRS 101:

- disclosures in respect of the Parent Company's financial instruments and share-based payment arrangements have not been presented as equivalent disclosures and have been provided for the Group as a whole;
- no disclosure has been given for the aggregate remuneration of the key management personnel of the Parent Company as their remuneration is included in the totals for the Group as a whole;
- to present a Company statement of financial position, as at the beginning of the preceding period, where there has been a retrospective restatement;
- no cash flow statement has been presented for the Parent Company;
- related party transactions with wholly owned fellow Group companies have not been disclosed; and
- the effect of future accounting standards not yet adopted has not been disclosed.

Notes to the Company financial statements continued

for the year ended 31 December 2024

3. Material accounting policies continued

(e) Share-based payments

Employees (including Directors) receive remuneration in the form of share-based payment transactions, whereby these individuals render services as consideration for equity instruments (equity-settled transactions). These individuals are granted share option rights approved by the Board which can only be settled in shares of the respective companies that award the equity-settled transactions. Share option rights are also granted to these individuals by majority Shareholders over their shares held. No cash-settled awards have been made or are planned.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant individuals become fully entitled to the award (vesting point). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the best estimate of the number of equity instruments and value that will ultimately vest. The statement of comprehensive income charge for the year represents the movement in the cumulative expense recognised as at the beginning and end of that period.

The fair value of share-based remuneration of the Company's employees is determined at the date of grant and recognised as an expense in the statement of comprehensive income on a straight-line basis (graded vesting) over the vesting period, taking account of the estimated number of shares that will vest. The fair value is determined by use of the Black-Scholes model method unless the options carry market performance conditions. For options where there are market performance conditions included in the vesting conditions of the options, these conditions are taken into account when determining the fair value of the options. The fair value of share-based remuneration in respect of the employees of the Company's subsidiaries is recognised within investments. Employment taxes borne by the Company in relation to share-based payments are expensed to the statement of comprehensive income over the vesting period.

(f) Impairment of non-financial assets

The carrying values of non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of the asset is the higher of the asset's fair value less costs to sell and their value-in-use, which is measured by reference to discounted future cash flows.

An impairment loss is recognised if the carrying value of the asset exceeds its recoverable amount and is recognised immediately in the consolidated statement of comprehensive income.

In respect of assets other than goodwill, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. Any reversal is recognised immediately in the statement of comprehensive income.

(g) Financial instruments

Financial assets and liabilities are recognised in the statements of financial position when any entity within the Company becomes a party to the contractual provisions of the instruments. The Company's financial assets and liabilities are initially measured at fair value plus any directly attributable transaction costs. The carrying value of the Company's financial assets (primarily cash and cash equivalents, and amounts owed by Group undertakings) and liabilities (trade payables) approximate their fair values. Financial instruments are offset when the Company has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously. The Company classifies its financial assets into one of the categories discussed below. The Company's accounting policy for each category is as follows:

(i) Amortised cost

These assets arise principally from loans to Group undertakings. Expected credit losses (ECL) are recognised for amounts owed from Group undertakings. At initial recognition, an allowance is recognised for ECL resulting from possible default events within the next twelve months, or less, where the remaining life is less than twelve months ('12-month ECL').

In the event of a significant increase in credit risk, an allowance is recognised for ECL resulting from all possible default events over the expected life of the financial instrument ('lifetime ECL'). Amounts where 12-month ECL is recognised are considered to be 'stage 1'; amounts which are considered to have experienced a significant increase in credit risk are in 'stage 2'; and amounts for which there is objective evidence of impairment, and so are considered to be in default or otherwise credit impaired, are in 'stage 3'.

Credit impaired (stage 3): The Company determines that an amount is credit impaired and in stage 3 by considering relevant objective evidence, primarily whether contractual payments of either principal or interest are past due for more than 90 days, there are other indications that the borrower is unlikely to pay or the loan is otherwise considered to be in default. If such unlikeliness to pay is not identified at an earlier stage, it is deemed to occur when an exposure is 90 days past due. Therefore, the definitions of credit impaired and default are aligned as far as possible so that stage 3 represents all loans that are considered defaulted or otherwise credit impaired.

Significant increase in credit risk (stage 2): An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default occurring over the remaining life of the amount owed. The assessment explicitly or implicitly compares the risk of default occurring at the reporting date compared with that at initial recognition, taking into account reasonable and supportable information, including information about past events, current conditions and future economic conditions. The assessment is unbiased, probability-weighted, and to the extent relevant, uses forward-looking information consistent with that used in the measurement of ECL.
Unimpaired and without significant increase in credit risk (stage 1): ECL resulting from default events that are possible within the next twelve months ('12-month ECL') are recognised for financial instruments that remain in stage 1.

Notes to the Company financial statements continued

for the year ended 31 December 2024

3. Material accounting policies continued

(g) Financial instruments

(ii) Financial liabilities

Financial liabilities are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to financial liabilities are reported in profit or loss. Distributions to holders of financial liabilities are classified as equity and charged directly to equity.

Financial liabilities comprise long-term borrowings, short-term borrowings, trade payables, contingent consideration, deferred consideration and lease liabilities. Borrowings and trade payables are measured at amortised cost using the effective interest method. Contingent and deferred consideration is measured at fair value.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

(h) Functional and foreign currencies

The functional and presentational currency of the Company is USD. Foreign currency transactions are translated at the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign currency gains and losses resulting from the settlement of such transactions, and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the statement of comprehensive income, except where deferred in other comprehensive income as qualifying cash flow hedges and qualifying net-investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within finance income or finance costs. All other foreign exchange gains and losses are recognised in profit and loss within operating expenses.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not apparent from other sources. The estimates and assumptions are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

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

The following are areas where key assumptions concerning the future, and other key sources of estimation uncertainty as at the statement of financial position date, have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the financial statements:

Recoverability of amounts owed from Group undertakings

The Company assesses on a forward-looking basis the expected credit loss associated with its financial assets in line with the Company's accounting policy outlined in note 3. To assess the recoverability of amounts owed by Group undertakings, we utilise the latest profit forecasts and available resources of these undertakings, incorporating sensitised weighted scenarios. These calculations will require the use of estimates and assumptions of forecasted cash flows and discount rates. It is reasonably possible that assumptions may change, which may impact the Directors' estimates and may then require a material adjustment to the carrying value of amounts owed from Group undertakings.

Investments

The recoverable amounts of investments are determined based on the higher of the value-in-use and the fair value less costs to sell.

These calculations will require the use of estimates and assumptions. It is reasonably possible that assumptions may change, which may impact the Directors' estimates and may then require a material adjustment to the carrying value of investments.

Recognition of deferred tax assets

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. In order to determine the future taxable profits, reference is made to the latest available profit forecasts. Where the temporary differences are related to losses, relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits.

5. (Loss)/profit for the financial period

The Company has taken advantage of section 408 of the Companies Act 2006 and, consequently, a statement of comprehensive income for the Company alone has not been presented. The Company's loss for the financial year was USD 36.5 million (2023 restated: profit of USD 175.5 million), excluding a gain arising on changes in fair value hedging instruments of USD 0.4 million (2023: USD nil). The Company's profit for the financial year has been arrived at after charging auditor's remuneration payable to PricewaterhouseCoopers LLP for audit services to the Company of USD 0.1 million (2023: USD 0.4 million for Crowe LLP).

Notes to the Company financial statements continued

for the year ended 31 December 2024

6. Employees and Directors' remuneration

Staff costs during the period incurred by the Company were as follows:

	2024 USD m	2023 USD m
Salaries, fees and bonus	1.5	2.2
Social security costs	0.1	0.1
Cash in lieu of pension and other benefits	0.1	0.1
Pension	0.1	0.1
Share-based payment expenses	(0.1)	2.6
Payment in lieu of notice	—	0.5
	1.7	5.6

The average monthly number of employees of the Company, including Directors, was:

	2024 Number	2023 Number
Directors under employment contracts only	4	4
Directors under service contracts only	3	3
Directors under a combination of employment and service contracts	1	1
	8	8

The Company made contributions to defined contribution personal pension schemes for two Directors in the period (2023: two). For details of the highest paid Director refer to note 9 of the Group's consolidated financial statements.

7. Investments

	USD m
At 1 January 2023	102.9
Restatement* (note 13)	4.1
At 1 January 2023 (restated)	107.0
Share options issued to subsidiary employees on behalf of subsidiaries	1.5
Additions	0.6
Impairment of investment in subsidiary (restated)	(23.8)
At 31 December 2023 (restated)	85.3
Share options issued to subsidiary employees on behalf of subsidiaries	1.1
Capital contributions	31.1
Impairment of investment in subsidiaries	(38.2)
At 31 December 2024	79.3

* Certain prior period figures are restated, see note 13 for more information.

During the year, an impairment of USD 38.2 million relating to two of the Company's subsidiaries has been recognised. This comprises a USD 33.1 million impairment in M.A Aporia Ltd, which holds the Group's investment in Shinez I.O Ltd, and USD 5.1 million in CentralNic Australia Pty Ltd.

The impairment has been calculated by comparing the investments' carrying amounts to their recoverable amounts, using fair value less cost of disposal.

The recoverable amount is based on the higher of the value-in-use and fair value less cost of disposal, using cash flow projections from financial budgets approved by key management personnel covering a one-year period for 2025, and a two-year plan covering the financial periods 2026 to 2027. The key assumption in determining the recoverable amounts for the investment is gross profit/net revenue growth. The assumptions used are primarily based on past experience.

Cash flow projections beyond the 2027 time frame are extrapolated by applying a flat growth rate into perpetuity of 2%. These long-term growth rates are based on historical trends, expected return on investments and management's judgement, experience and discretion.

The discount rate used in the recoverable amount is 13.5% and represents the current market assessment of the risks specific to the investment, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The post-tax discount rate used is derived from the reference to an industry peer group of quoted companies' weighted average cost of capital (WACC), with appropriate adjustments for currency and country risks specific to the investment, and country-specific tax rates. The post-tax WACC is subsequently grossed up to a pre-tax rate. The carrying value of the Company's investments in CentralNic Australia Pty Ltd and M.A. Aporia Ltd are not materially sensitive to changes in assumptions.

8. Deferred tax

Deferred tax assets	Share-based payments USD m	Corporate interest restriction (CIR) USD m	Losses USD m	Other temporary differences USD m	Total USD m
At 1 January 2023	2.7	—	—	—	2.7
(Debit)/credit to profit and loss	(0.3)	—	6.1	—	5.8
Debit to equity	(1.1)	—	—	—	(1.1)
Exchange differences	0.1	—	—	—	0.1
At 31 December 2023	1.4	—	6.1	—	7.5
(Debit)/credit to profit and loss	(0.6)	3.7	(1.6)	—	1.5
Credit to equity	0.1	—	—	—	0.1
Transfer from deferred tax liabilities	—	—	—	(0.3)	(0.3)
At 31 December 2024	0.9	3.7	4.5	(0.3)	8.8

Notes to the Company financial statements continued

for the year ended 31 December 2024

8. Deferred tax continued

Deferred tax liabilities	Other temporary differences USD m
At 1 January 2023	—
Debit to profit and loss	0.3
At 31 December 2023	0.3
Transfer to deferred tax asset	(0.3)
At 31 December 2024	—

Deferred tax assets have been recognised due to the presence of a current year taxable profit and expected future taxable profits.

The amount of unused tax losses available for carry forward for which no deferred tax asset has been recognised is USD 19.0 million (2023: USD 12.2 million). The unrecognised deferred tax asset in respect of losses is USD 4.8 million (2023: USD 3.0 million). The unrecognised CIR deferred tax asset was nil (2023: USD 4.7 million).

9. Other receivables

Non-current	2024 USD m	2023 USD m
Amounts owed by Group undertakings	344.6	366.8

Current	2024 USD m	2023 USD m
Amounts owed by Group undertakings	26.4	35.9
Other debtors	2.5	2.6
	28.9	38.5

Receivable are classified as non-current when settlement is expected to be more than twelve months from the date of the financial statements. Non-current amounts owed by Group undertakings are net of a credit loss recognised, using a lifetime expected loss allowance, recognised in the year of USD 15.4 million (2023: USD nil).

10. Share capital

The Company's issued and fully paid share capital is as follows:

	Number	Share capital USD m
Ordinary shares of 0.1 pence each		
At 1 January 2023	288,440,084	0.3
Shares held in treasury	(22,136,411)	—
At 31 December 2023	266,303,673	0.3
Shares held in treasury	(21,098,061)	—
At 31 December 2024	245,205,612	0.3

11. Trade, other payables and accruals

Non-current	2024 USD m	2023 USD m
Amounts owed to Group undertakings	0.6	—
Deferred consideration	—	2.2
	0.6	2.2

Current	2024 USD m	2023 USD m
Trade creditors	0.9	1.3
Amounts owed to Group undertakings	30.7	16.2
Accruals and deferred income	0.8	1.8
Accrued interest	2.8	2.9
Other liabilities	—	6.4
	35.2	28.6

12. Borrowings

Non-current	2024 USD m	2023 Restated* USD m
Bank borrowings	187.5	170.0
Prepaid finance costs	(2.9)	(4.0)
Total borrowings	184.6	166.0

* Certain prior period figures are restated, see note 13 for more information.

13. Change in accounting policy and correction of errors

Restatements have been made to the financial statements at 1 January 2023 and 31 December 2023 as described below. There are no changes to taxation in respect of the restatements.

Classification of borrowings – change in accounting policy (adjustment 1)

The Company statements of financial position at 1 January 2023 and at 31 December 2023 have been restated in line with the amendments to International Financial Statement IAS 1: Presentation of Financial Statements ('IAS'), effective 1 January 2024. Following the changes to IAS 1, amounts drawn from the Group's RCF, and all prepaid finance costs, are classified as non-current liabilities in the financial statements. This is based on the Company's ability to defer payments for at least twelve months from the date of the financial statements as long as the Company is still in compliance with its banking covenants. This change in accounting policy has been applied retrospectively, with comparative figures for 1 January 2023 and 31 December 2023 restated, i.e. borrowings of USD 5.0 million at 1 January 2023 and USD 18.6 million at 31 December 2023 have been reclassified from current to non-current borrowings.

Notes to the Company financial statements continued

for the year ended 31 December 2024

13. Change in accounting policy and correction of errors continued

Foreign exchange translation – correction of errors (adjustment 2)

The Company previously recognised foreign exchange gains and losses in relation to the Company's net investment in its subsidiaries within other comprehensive income, resulting in a charge or credit to the foreign exchange translation reserve. However, this accounting treatment can only be used within consolidated accounts and not within Parent Company accounts. This resulted in an error. The Company has now correctly recognised such foreign exchange gains and losses within operating expenses for the year ended 31 December 2024. The statements of financial position at 1 January 2023 and 31 December 2023 have been restated to apply this treatment retrospectively, i.e. a USD 1.8 million deficit has been reclassified from the foreign exchange translation reserve to retained earnings at 1 January 2023, and a gain of USD 9.0 million has been reclassified for the year ended 31 December 2023 to the statement of comprehensive income. In addition, at 1 January 2023 investments has increased by USD 4.1 million, with a resulting increase in the foreign exchange translation reserve of USD 3.8 million and USD 0.3 million to retained earnings. Finally, an investment impairment of USD 2.5 million has been recognised in the statement of comprehensive income for the year ended 31 December 2023, directly as a result of the restatement of investments at 1 January 2023 due to foreign exchange.

Summary of restatements

The restatements made were as follows:

	Audited 31 December 2023 USD m	Accounting policy change (adjustment 1) USD m	Correction of errors (adjustment 2) USD m	Audited 31 December 2023 Restated USD m
Non-current assets				
Investments	83.7	—	1.6	85.3
Current liabilities				
Payables	28.6	—	—	28.6
Borrowings	18.6	(18.6)	—	—
Non-current liabilities				
Payables	2.2	—	—	2.2
Borrowings	147.4	18.6	—	166.0
Capital and reserves				
Foreign exchange translation reserve	(3.5)	—	(5.9)	(9.4)
Retained earnings	280.9	—	7.5	288.4
Other comprehensive expense/ income	**11.5**	**—**	**(11.5)**	**—**

	Audited 1 January 2023 USD m	Accounting policy change (adjustment 1) USD m	Correction of errors (adjustment 2) USD m	Audited 1 January 2023 Restated USD m
Non-current assets				
Investments	102.9	—	4.1	107.0
Current liabilities				
Payables	41.7	—	—	41.7
Borrowings	5.0	(5.0)	—	—
Non-current liabilities				
Payables	7.0	—	—	7.0
Borrowings	145.3	5.0	—	150.3
Capital and reserves				
Foreign exchange translation reserve	(15.0)	—	5.6	(9.4)
Retained earnings	60.0	—	(1.5)	58.5

Particulars of subsidiaries

The companies listed below are 100% subsidiaries of Group companies and only have ordinary share capital unless otherwise stated.

Parent company	Subsidiary	Country of incorporation and principal operations	Principal activity	Registered office
CentralNic Australia Pty Ltd	Domain Directors Pty Ltd (100 504 596)	Australia	Domain registrar services provider	Collins Square, Tower 5, Level 22, 727 Collins St, Docklands VIC 3008, Australia
CentralNic Australia Pty Ltd	Instra Corporation Pty Limited (110 054 610)	Australia	Domain registrar services provider	Collins Square, Tower 5, Level 22, 727 Collins St, Docklands VIC 3008, Australia
TLD Registrar Solutions Limited	Internet Domain Service BS Corp (171543B)	The Bahamas	Domain registrar services provider	PO Box SS-19084, Ocean Centre, Montagu Foreshore, East Bay Street, Nassau, New Providence, The Bahamas
TLD Registrar Solutions Limited	Whois Privacy Corp (171546B)	The Bahamas	Domain registrar services provider	PO Box SS-19084, Ocean Centre, Montagu Foreshore, East Bay Street, Nassau, New Providence, The Bahamas
Asesorias En Dominios Latinoamerica SpA	Domain Under Protection Ltda (05.678.324/00001-05)	Brazil	Local presence domain registrar	Rua Vergueiro 00875 CONJ 44, Bairro Liberdade, CEP: 01504-000, São Paulo, Brazil
Key-Systems GmbH	Toweb Brazil LTDA (CNPJ 10.424.053/0001-93)	Brazil	Domain registrar services provider	Avenida Marechal Mascarenhas de Moraes, 99, Loja 02, PO Box 29010-330, ES, Vitória, 29101-455, Spain
CentralNic Chile SpA	Asesorias En Dominios Latinoamerica SpA (77.359.382-5)	Chile	Domain registrar services provider	Avenida Providencia número 201, oficina 22, comuna de Providencia, Región Metropolitana, Chile
CentralNic Chile SpA	Servicios y Asesorias Computacionales Offpaper SpA (76.346.410-5)	Chile	Domain registrar services provider	Avenida Providencia número 201, oficina 22, comuna de Providencia, Región Metropolitana, Chile
CentralNic Limited	GB.com Limited (03797075)	England and Wales	Dormant	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
CentralNic Limited	Helium TLDs Ltd* (11354799)	England and Wales	Operator of generic TLDs	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
CentralNic Limited	Whois Privacy Limited (07881505)	England and Wales	Dormant	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
CentralNic Limited	Whoistrustee.com Limited (09729254)	England and Wales	Dormant	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
CentralNic EU SE	Sublime Technology (France) Sarl (531906790)	France	Domain registrar services provider for .FR	37 Rue Guibal, Le Pôle Média Belle de Mai, 3e Arrondissement, Marseille, 13003, France 2, Rue Robert Geffré Bât n°11-17000 La Rochelle, France
Sublime Technology (France) S.à r.l.	Safebrands S.A.S. (FR 412721524)	France	Domain registrar services provider	37, Rue Guibal Pole Media, Marseille, 13003, France
CentralNic EU SE	CentralNic Germany GmbH (HRB 106561)	Germany	Holding company	Kaiserstraße 172-174, 66386 St. Ingbert, Germany
CentralNic Germany GmbH	Key-Systems GmbH (HRB 18835)	Germany	Domain registrar services provider	Kaiserstraße 172-174, 66386 St. Ingbert, Germany
VGL Publishing AG	DA Digitale Arbeit GmbH (HRB 205717)	Germany	Monetisation of internet traffic	Bad Fallingbostel, Pappelallee 78/79, 10437 Berlin, Germany
VGL Publishing AG	GFDK Gesellschaft für digitale Kaufberatung GmbH (HRB 15283)	Germany	Monetisation of internet traffic	Oranienstraße 6, Berlin 10997, Germany
CentralNic Germany GmbH	Team Internet AG (HRB 200081)	Germany	Monetisation of internet traffic	Liebherrstraße. 22, 80538 München, Germany
CentralNic Germany GmbH	Traffic.club IT GmbH (HRB 19295)	Germany	Digital products/price comparison portal	Kaiserstraße 172-174, 66386 St. Ingbert, Germany
CentralNic Germany GmbH	VGL Publishing AG (HRB 243307)	Germany	Monetisation of internet traffic	Oranienstraße 6, 10997 Berlin, Germany

Particulars of subsidiaries continued

Parent company	Subsidiary	Country of incorporation and principal operations	Principal activity	Registered office
Key-Systems GmbH	1API GmbH (HRB 15683)	Germany	Domain registrar services provider	Kaiserstraße 172-174, 66386 St. Ingbert, Germany
Key-Systems GmbH	Dot Saarland GmbH (HRB 19630)	Germany	Registry operator for .Saarland	Kaiserstraße 172-174, 66386 St. Ingbert, Germany
Key-Systems GmbH	PTS GmbH (HRB 100445)	Germany	Domain registrar services provider	Neunkircher Straße 43, 66299 Friedrichsthal, Germany
Key-Systems GmbH	RegistryGate GmbH (HRB 110087)	Germany	Domain registrar services provider	Kaiserstraße 172-174, St. Ingbert 66386, Germany
Team Internet AG	Team Internet Service GmbH (HRB 287179)	Germany	Provider of services within the Group	Liebherrstraße 22, 80538 Munich, Germany
Instra Corporation Pty Limited	Instra-Internet Services One-Person LLC (997994885)	Greece	Domain registrar services provider for .GR	1 Dimokraatias Square, Thessaloniki, 54629, Greece
Instra Holdings (UK) Limited	Sublime Technology Limited (37236759)	Hong Kong	Domain registrar services provider for .HK	49 Austin Road, TAL Building, 15, Unit G, Kowloon, Hong Kong
Instra Holdings (UK) Limited	Tunglim International Pty Limited (58279625)	Hong Kong	Domain registrar services provider for .CN	49 Austin Road, TAL Building, 15, Unit G, Kowloon, Hong Kong
Safebrands SAS	Mailclub Asia Registrar Services Limited (38463242)	Hong Kong	Dormant	Flat/RM World Trust Tower, 50 Stanley Street, Central, Hong Kong City, China
CentralNic Limited	CNIC Services Private Limited (U74999DL2018 FTC337075)	India	Dormant	818, Indraprakash Building 21, Barakhamba Road, New Delhi
M.A. Aporia Ltd	Shinez I.O Ltd (515747657)	Israel	Monetisation of internet traffic	Ibn Gabirol 30, Floor 2, Tel Aviv, 6407807, Israel
CentralNic EU SE	CentralNic Finance & IP Sarl (B157525)	Luxembourg	Domain registrar services provider	1-3, Boulevard de la Foire, L-1528 Luxembourg
Instra Holdings (UK) Limited	White Label Domains SDN BHD B12 (844839V)	Malaysia	Domain registrar services provider for .MY	18 Jalan Dutamas Raya, Changkat View Condominium, Block A, A-07-03, Kuala Lumpur, 51200, Malaysia
Key-Systems GmbH/ Brandshelter Inc (50% split in ownership)	KS Internet Solutions DE RL DE CV (KISO910211TA)	Mexico	Domain registrar services provider	San Pedro Garza García, N.L., Mexico
Instra Corporation Pty Limited	Instra Domain Directors B.V. (24436342)	The Netherlands	Domain registrar services provider for .NL	Beechavenue 54-80, 1119PW, Schiphol-Rijk, The Netherlands
CentralNic NZ Limited	Ideegeo Group Ltd (2131522)	New Zealand	Domain registrar services provider	139 Quay Street, Level 8, Auckland 1010, New Zealand
CentralNic EU SE	Commerce Media Tech Sp. z.o.o. (0000830352)	Poland	Monetisation of internet traffic	ul. Lubicz 17G, 31-503, Kraków, Poland
CentralNic EU SE	TISR Ltd Belgrade (22001485)	Serbia	Activity of advertising agencies	Gospodar-Jovanova 73, Belgrade (Stari Grad), Serbia
Instra Corporation Pty Limited	Instra Corporation PTE Limited (200711838Z)	Singapore	Domain registrar services provider for .SG	c/o Asiabiz Services PTE Ltd, 30 Cecil Street, #19-08, Prudential Tower, Singapore 049712
CentralNic EU SE	SK-NIC A.S. (35 698 446)	Slovakia	Registry operator for .SK	Námestie SNP 14 Bratislava – mestská časť Staré Mesto 811 06, Slovakia
CentralNic USA Ltd	Brandshelter Inc (07352438)	USA, Virginia	Domain registrar services provider	885 Harrison Street, SE, Leesburg, VA 20175, USA

Particulars of subsidiaries continued

Parent company	Subsidiary	Country of incorporation and principal operations	Principal activity	Registered office
Brandshelter Inc	Key-Systems LLC (34181990)	USA, Virginia	Domain registrar services provider	885 Harrison Street, SE, Leesburg, VA 20175, USA
CentralNic USA Ltd	Moniker.com Inc (P00000072934)	USA, Florida	Domain registrar services provider	13727 SW 152nd Street, Suite ID: 512, Miami, FL 33177, USA
CentralNic USA Ltd	Intellectual Property Management Company Inc. (4626063)	USA, Delaware	Corporate domain management	23901 Calabasas Road, Building ID: STE 2065, Calabasas, CA 91302, USA
CentralNic USA Ltd	Adrenalads LLC (201115910035)	USA, California	Monetisation of internet traffic	2923 Bradley Street, Pasadena, CA 91107, USA
Moniker.com Inc.	Moniker Online Services LLC (L020000016399)	USA, Florida	Domain registrar services provider	13727 SW 152nd Street #513, Miami, FL 33177, USA
Moniker.com Inc.	Moniker Privacy Services LLC (M10000001115)	USA, Florida	Domain registrar services provider	13727 SW 152nd Street #513, Miami, FL 33177, USA

Team Internet Group plc's direct held interest is 100% in the issued ordinary share capital of these undertakings included in the consolidated accounts:

Subsidiary	Country of incorporation and principal operations	Principal activity	Registered office
CentralNic Australia Pty Ltd (609 143 599)	Australia	Holding company	Collins Square, Tower 5, Level 22, 727 Collins St, Docklands VIC 3008, Australia
CentralNic Canada Inc. (BC1239317)	Canada, British Columbia	Holding company	Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, BC V6C 2B5, Canada
CentralNic Chile SpA (14524)	Chile	Holding company	Premio Nobel 1762, Ñuñoa, Región Metropolitana, 7800179, Chile
CentralNic Group Limited (14955506)	England and Wales	Dormant company	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
CentralNic Limited* (04985780)	England and Wales	Domain registry services provider	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
Hoxton Domains Limited* (09332447)	England and Wales	Aftermarket domain services	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
Instra Holdings (UK) Limited* (09877716)	England and Wales	Holding company	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
Team Internet Limited (14955471)	England and Wales	Dormant company	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
TLD Registrar Solutions Ltd* (07629187)	England and Wales	Domain registrar services provider	4th Floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR, UK
M.A. Aporia Ltd (515353621)	Israel	Monetisation of internet traffic	Masda 5, Ramat Hasharon 4729097, Israel
CentralNic EU SE (B224488)	Luxembourg	Holding company	1-3, Boulevard de la Foire, L-1528 Luxembourg
CentralNic NZ Limited (5846027)	New Zealand	Holding company	139 Quay Street, Level 8, Auckland, 1010, New Zealand
CentralNic Services DWC-LLC (10217)	UAE	Holding company	Business Center Logistics City, Dubai Aviation City, P.O. Box: 390667, Dubai, UAE
CentralNic USA Limited (C3183691)	USA, California	Holding company	201 E. Center Street, Suite 112 Suite 3439, Anaheim, CA 92805, USA

S479A Exemption from audit of subsidiary companies

Certain UK companies have elected to make use of the audit exemption, for non-dormant subsidiaries, under section 479A of the Companies Act 2006. In order to fulfil the conditions, set out in the regulations, the Company has given a statutory guarantee of all outstanding liabilities to which the subsidiaries are subject at the end of the financial year to 31 December 2024. The UK companies which have made use of the audit exemption are marked with an asterisk (*) in the tables above.

Shareholder information

Financial calendar

Annual General Meeting

The Annual General Meeting is due to take place on Monday, 28 April 2025 at 9.00am.

Announcements

- Interim unaudited results for the six-month period ended 30 June 2025 are expected in August 2025.
- Full-year audited results for the twelve-month period ended 31 December 2025 are expected in March 2026.
- Dates are correct at the time of printing, but are subject to change.

Directors

Iain McDonald (Chairman)

Michael Riedl (Chief Executive Officer)

William Green (Chief Financial Officer)

Samuel Dayani (Non-Executive Director)

Marie Holive (Non-Executive Director)

Claire MacLellan (Non-Executive Director)

Max Royde (Non-Executive Director)

Horst Siffrin (Non-Executive Director)

Company Secretary

Cleopatra Thring

Registered office

4th Floor, Saddlers House
44 Gutter Lane
London EC2V 6BR

Company website

www.teaminternet.com

Nominated Adviser and Joint Broker

Zeus Capital Limited

82 King Street
Manchester M2 4WQ
125 Old Broad Street, 12th Floor
London EC2N 1AR

Joint Broker

Joh. Berenberg, Gossler & Co. KG

60 Threadneedle Street
London EC2R 8HP

Independent auditors

PricewaterhouseCoopers LLP

1 Embankment Place
London WC2N 6RH

Solicitors to the Company

Knights Professional Services Limited

400 Dashwood Lang Road, Weybridge
Surrey KT15 2HJ

Financial PR

SEC Newgate

14 Greville Street
London EC1N 8SB

Bankers

HSBC UK Bank plc

89 Buckingham Palace Road
London SW1W 0QL

Company registrars

MUFG Corporate Markets

Central Square
29 Wellington Street
Leeds LS1 4DL

MUFG Corporate Markets is our registrar and they offer many services to make managing your shareholding easier and more efficient.

Shareholder information continued

Investor centre

The investor centre is a secure online site where you can manage your shareholding quickly and easily. You can:

- view your holding and get an indicative valuation;
- change your address;
- arrange to have dividends paid into your bank account;
- request to receive Shareholder communications by email rather than post;
- view your dividend payment history;
- make dividend payment choices;
- buy and sell shares and access a wealth of stock market news and information;
- register your proxy voting instruction; and
- download a stock transfer form.

To register for the investor centre just visit www.uk.investorcentre.mpms.mufg.com or via the investor centre app. All you need is your investor code, which can be found on your share certificate or your dividend tax voucher.

Customer support centre

Alternatively, you can contact MUFG Corporate Markets' Customer Support Centre which is available to answer any queries you have in relation to your shareholding:

By phone – UK: 0371 664 0300. From overseas: +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate.

Lines are open between 9.00am to 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

By email – shareholderenquiries@cm.mpms.mufg.com

By post – MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL.

Sign up to electronic communications

Help us to save paper and get your Shareholder information quickly and securely by signing up to receive your Shareholder communications by email.

Registering for electronic communications is very straightforward.
Just visit www.uk.investorcentre.mpms.mufg.com.

All you need is your investor code, which can be found on your share certificate or your dividend tax voucher.

Donate your shares to charity

If you have a small number of shares which are uneconomical to sell, you may wish to donate them to charity free of charge through ShareGift (Registered Charity 1052686). Find out more at www.sharegift.org.uk or by telephoning 020 7930 3737.

Share fraud warning

Share fraud includes scams where investors are called out of the blue and offered shares that often turn out to be worthless or non-existent, or an inflated price for shares they own. These calls come from fraudsters operating in 'boiler rooms' that are mostly based abroad.

While high profits are promised, those who buy or sell shares in this way usually lose their money.

The Financial Conduct Authority (FCA) has found most share fraud victims are experienced investors who lose an average of GBP 20,000, with around GBP 200 million lost in the UK each year.

PROTECT YOURSELF

If you are offered unsolicited investment advice, discounted shares, a premium price for shares you own, or free company or research reports, you should take these steps before handing over any money:

- get the name of the person and organisation contacting you;
- check the Financial Services Register at http://www.fca.org.uk/ to ensure they are authorised;
- use the details on the FCA Register to contact the firm;
- call the FCA Consumer Helpline on 0800 111 6768 if there are no contact details on the Register or you are told they are out of date; and
- search our list of unauthorised firms and individuals to avoid doing business with.

REMEMBER: if it sounds too good to be true, it probably is!

If you use an unauthorised firm to buy or sell shares or other investments, you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme (FSCS) if things go wrong.

REPORT A SCAM

If you are approached about a share scam you should tell the FCA using the share fraud reporting form at http://www.fca.org.uk/scams, where you can find out about the latest investment scams. You can also call the Consumer Helpline on 0800 111 6768.

If you have already paid money to share fraudsters you should contact Action Fraud on 0300 123 2040.

Identity theft

Tips for protecting your shares in the Company:

- ensure all your certificates are kept in a safe place or hold your shares electronically in CREST via a nominee;
- keep correspondence from us and MUFG Corporate Markets in a safe place and destroy any unwanted correspondence by shredding;
- if you change address, inform MUFG Corporate Markets in writing or update your address online via the investor centre. If you receive a letter from MUFG Corporate Markets regarding a change of address but have not moved, please contact them immediately;
- consider having your dividend paid directly into your bank. This will reduce the risk of the cheque being intercepted or lost in the post. If you change your bank account, inform MUFG Corporate Markets of the details of your new account. You can do this by post or online via the investor centre;
- if you are buying or selling shares, only deal with brokers registered and authorised to carry out that type of business; and
- be wary of phone calls or emails purporting to come from us or MUFG Corporate Markets asking you to confirm personal details or details of your investment in our shares. Neither we nor MUFG Corporate Markets will ever ask you to provide information in this way.

Glossary

Adjusted earnings per share
Adjusted earnings per share ('Adjusted EPS') is stated before amortisation and impairment, non-core operating expenses, foreign exchange gains and losses, share-based payment expenses and deferred tax to provide a widely used metric that provides a more appropriate measure of the ongoing and underlying earnings per share. Deferred tax mainly relates to items adjusted for within amortisation.

Adjusted EBITDA
The Group reports adjusted earnings before interest, tax, depreciation, amortisation and impairment, non-core operating expenses, foreign exchange gains and losses and share-based payment expenses ('Adjusted EBITDA'). This metric is widely used by internal and external stakeholders to assess the underlying profitability of a company.

Adjusted EBITDA is considered to be tax jurisdiction, capital structure, property plant and equipment asset and intangible asset agnostic, as well as providing a more appropriate measure of ongoing and underlying profitability.

Adjusted operating cash conversion
Adjusted cash conversion refers to the percentage of Adjusted EBITDA that is converted into operating cash in the period. Operating cash flows are adjusted for non-recurring working capital items, such as the settlement of acquisition costs included within the balance sheet of acquired entities.

Adtech
An umbrella term for advertising technology.

Application Programming Interface or 'API'
A software intermediary that allows two applications to talk to each other.

Artificial Intelligence or 'AI'
The theory and development of computer systems able to perform tasks normally requiring human intelligence, such as visual perception, speech recognition, decision making and translation between languages.

Cost Per Click or 'CPC'
The price paid for each click in pay-per-click (PPC) marketing campaigns.

Cost Per Thousand or 'CPM'
A marketing term that refers to the cost that an advertiser pays per one thousand advertisement impressions on a web page.

Country Code Top-Level Domain or 'ccTLD'
An internet top-level domain generally used or reserved for a country, a sovereign state or a dependent territory, e.g. .uk, .jp.

Demand-Side Platform or 'DSP'
A system that allows buyers of digital advertising inventory to manage multiple ad exchange and data exchange accounts through one interface.

Domain Name Registrar
An organisation or commercial entity that manages the reservation of internet domain names.

Domain Name System or 'DNS'
A hierarchical distributed naming system for computers, services or any resource connected to the internet or a private network.

Enterprise Management Incentive or 'EMI'
A tax-advantaged share option scheme designed to retain employees (Note: Team Internet no longer qualifies to issue new EMIs and only historic issues have been noted in this report).

Environmental, Social and Governance or 'ESG'
ESG criteria are a set of standards for a company's operations. Environmental criteria consider how a company performs as a steward of nature. Social criteria examine how it manages relationships with employees, suppliers, customers and the communities where it operates. Governance deals with a company's leadership, executive pay, audits, internal controls and Shareholder rights.

The General Data Protection Regulation or 'GDPR'
The General Data Protection Regulation (GDPR) is a legal framework that sets guidelines for the collection and processing of personal information from individuals who live in the European Union (EU).

Global Reporting Initiative or 'GRI'
Global Reporting Initiative (GRI) is an international independent standards organisation that helps businesses, governments and other organisations understand and communicate their impacts on issues such as climate change, human rights and corruption.

Human Resource Information System or 'HRIS'
Software that stores, manages and tracks employee-related data.

Glossary continued

Identifier for Advertisers or 'IDFA'
IDFA is a random device identifier assigned by Apple to a user's device. Advertisers use this to track data so they can deliver customised advertising. IDFA is used for tracking and identifying a user without revealing personal information.

International Telecommunication Union or 'ITU'
The International Telecommunication Union is the United Nations specialised agency for information and communication technologies (ICTs).

Internet Corporation for Assigned Names and Numbers or 'ICANN'
A non-profit private organisation that was created to oversee a number of internet-related tasks previously performed directly on behalf of the US Government.

Long-Term Incentive Plan or 'LTIP'
Executive share option plans that reward executives for reaching specific goals that lead to increased Shareholder value.

Net debt
The Group defines net debt as: gross cash, less bank debt and prepaid finance costs, and adding/subtracting bank debt-related hedging assets/liabilities as at the balance sheet date. The Group considers net debt an appropriate measure to determine its overall financial position and is a widely used metric by internal and external stakeholders to assess the solvency or liquidity of the Group.

Non-core operating expenses
Non-core operating expenses are disclosed and described separately in the consolidated financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. These expenses are not incurred as part of the underlying trading performance of the Group and are therefore adjusted. They are items of expense or credits relating to activities that have been shown separately due to their nature, which are generally outside the ordinary scope of business, are discretionary and/or non-recurring. Acquisition, integration and restructuring expenses are the most relevant items falling into this taxonomy.

The Office of Foreign Assets Control or 'OFAC'
The Office of Foreign Assets Control (OFAC) is a department of the US Treasury that is charged with enforcing economic and trade sanctions imposed by the US against countries and groups of individuals.

Pro forma revenue
Non-GAAP information has been provided for period-to-period comparison of revenue performance. Revenue for the entire comparative period is used, irrespective of when the acquisition by the Group arose.

Quoted Companies Alliance or 'QCA'
The QCA publishes the 'QCA Code' which is an approach to corporate governance that is tailored for small and mid-sized quoted companies in the UK.

Registry Operator
An entity that maintains the database of domain names for a given top-level domain and generates the zone files which convert domain names to IP addresses. It is responsible for domain name allocation and technically operates its top-level domain, sometimes by engaging a registry service provider.

Registry Service Provider
A company that performs the technical functions of a TLD on behalf of the TLD owner or licensee. The registry service provider keeps the master database and operates DNS servers to allow computers to route internet traffic using the DNS.

Revenue by geographical location of indirect consumer
There is a material difference between the geographical location of the indirect consumer and the invoiced customer. The Group therefore discloses the geographical location of both the indirect (end) consumer and the (direct) invoiced party.

Revenue per domain year
Revenue generated from the sale of an internet domain divided by the licence period (in years) of the internet domain sold.

Revenue per thousand sessions or 'RPM'
Revenue generated for every thousand sessions or visits to a website.

Revenue per visitor session
Revenue generated from each visitor session to a website.

Top-Level Domain or 'TLD'
A top-level domain is one of the domains at the highest level in the Domain Name System of the Internet. For example, in the domain name 'www.teaminternet.com', the top-level domain is .com

Notes

FSC
www.fsc.org
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FSC® C022913

This report is printed on Nautilus Superwhite which is made from FSC® recycled certified post-consumer waste pulp. The FSC® label on this report ensures responsible use of the world's forest resources. Printed sustainably in the UK by Pureprint, a CarbonNeutral® company with FSC® chain of custody and an ISO 14001 certified environmental management system recycling 100% of all dry waste.

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