DIGITALBOX PLC

ANNUAL REPORT AND ACCOUNTS 2024

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Chairman's Statement

FOR THE YEAR ENDED 31 DECEMBER 2024

2024 has been a pivotal year for Digitalbox plc, marked by strategic expansion, operational resilience and a return to growth despite a challenging macroeconomic environment. Our focus on delivering high-quality mobile-first media content has allowed us to navigate industry headwinds and position the company for future success.

The digital media landscape continues to evolve at pace, with shifting audience behaviours, platform algorithm changes, and economic pressures influencing market conditions. Against this backdrop, Digitalbox has demonstrated its ability to adapt, leveraging its proprietary technology and agile operating model to maintain engagement and drive revenue growth.

During the year, we successfully integrated and optimised our recent acquisitions, including tvguide.co.uk and the Media Chain Group assets. These strategic additions have significantly enhanced our reach, audience engagement, and revenue streams, reinforcing the strength of our buy-and-build strategy. Our portfolio, which now includes Entertainment Daily, The Daily Mash, The Tab, The Poke, TV Guide, Emmerdale Insider, Royal Insider and Reality Shrine is well-positioned to capitalise on the growing demand for mobile entertainment and news content.

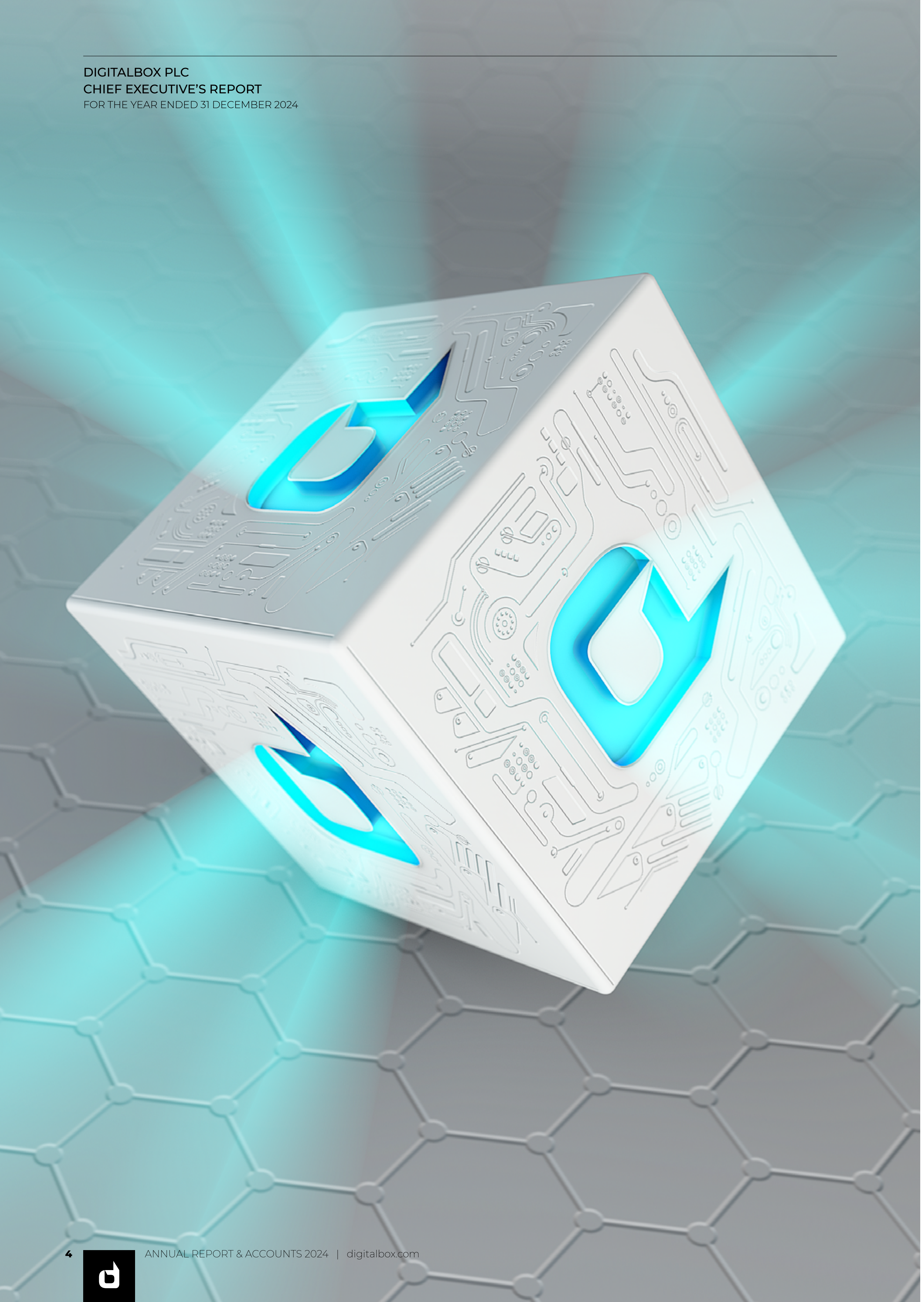
Financially, we delivered full-year revenue of £3.6m, a 31% increase on 2023, Adjusted EBITDA* of £0.6m (2023: £20k), and an operating loss of £78k (2023: £6,773k) reflecting a significant improvement in profitability. This turnaround underscores the effectiveness of our cost efficiencies, operational discipline, and the inherent scalability of our business model. We ended the year with a strong balance sheet, increasing our gross cash position to £2.1m (2023: £1.9m), ensuring we remain well-equipped to seize further strategic opportunities as they arise.

The Board completed a Strategic Review in October. It highlighted that whilst we recognise that market volatility and platform dynamics will continue to present challenges, we are confident that our focus on our proven operating model, launching more specialist content sites, targeted revenue diversification and smart acquisitions will enable us to drive greater shareholder value in the years to come.

On behalf of the Board, I would like to extend my gratitude to our employees, partners, and shareholders for their continued support and dedication. I look forward to another year of growth and opportunity as we advance our mission to be a leader in mobile-first digital publishing.

Marcus Rich
Chairman
24 March 2025

* Adjusted EBITDA is defined as Operating loss after adding back depreciation, amortisation, impairment of goodwill and intangible assets, share-based payments, acquisition costs, costs related to one-off projects and new product development. There was no new product development cost in 2023.



Chief Executive's Report

FOR THE YEAR ENDED 31 DECEMBER 2024

2024 was another important year for Digitalbox, strengthening our assets and expanding the portfolio against a backdrop of changing market conditions.

The year started positively as the ad market boomed and we benefited from seeing Entertainment Daily re-surface in Google. As we moved through the year, economic uncertainty softened the ad market as the UK headed towards the general election, but advertiser confidence improved into Q4. Marketers favour mobile digital media due to the dominance of audience time spent on these devices, and there is further room for growth from what are considered the most accountable and relevant commercial solutions within the marketing mix.

Against this fast-changing market backdrop we have continued to develop our audience positions. We are now one of the most significant online publishers in the UK entertainment space and will continue to benefit from the demand for quality mobile advertising inventory at scale.

A particular highlight – with the first full year of trading on TV Guide which we acquired in October 2023 – we can report the brand has already repaid 70% of the acquisition costs and is well positioned for further development. The tech solution we rolled out across both app and open web iterations has seen visibility within key audience channels increase and usage follow this. This is the latest example of our ability to identify, acquire and transform assets with potential into more profitable products.

Our strong year-end results, driven by a growing and profitable portfolio, reflect our expertise, focus, and agility in navigating challenges. By staying aligned with the positive macro trends in mobile advertising – an area we expect to outpace the broader market – we have positioned ourselves for continued growth.

> "Revenue growth, strong margins and a robust balance sheet."

FINANCIAL REVIEW

Full year revenue of £3.6m is 31% up on 2023, a result of steady organic growth and complementary bolt-on acquisitions with appealing payback timeframes that deliver an increasingly diversified portfolio bringing greater resilience and stability to our operations. We are also pleased to continue the trend of being consistently profitable since listing with Adjusted EBITDA* of £624k, up from £20k in 2023 and a return to target contribution margins in the second half of the year.

Cash generation is a key feature of this business and, despite some outlay on launches and acquisitions during the year, we are pleased to report the revenue growth of £0.8m resulted in an increase in net cash at year end. The business ended the year with gross cash at the bank of £2.1m, up from £1.9m for the previous reporting period and the cash is held ready to deploy for acquisitions and accelerated growth opportunities.

2024 shows an appealing return to revenue growth, strong margins and a robust balance sheet, with no impairment to the carrying value of the goodwill and intangibles.

STRATEGIC DIRECTION

We began the year fully aware of the challenges affecting media companies in a time of significant change. As with nearly all media operations, we experienced plenty of turbulence as a result of →

*Adjusted EBITDA definition to be found on page 3.

changes on the major platforms (Google and Meta) as both changed their 'rules of engagement' responding to the threat of the disruptors (Open Ai and Tik Tok). We continue to observe an evolving landscape, but decided very early in 2024 that the business should diversify its portfolio and we embarked on our Verticals strategy.

The strategy is informed by our view that strong, relevant content will remain key to consumers and that it is how we reach our audiences that is changing the most. We made a decision to focus around our core strengths by expanding our existing model to establish a stronger market share in the entertainment space. Understanding the key platforms' preference and reader appetite for specialism we set about building our first organic launch, Emmerdale Insider, a highly focused product which paves the way for further niche launches.

Given the positive trading during 2024, and in recognition of some shareholders' sentiments, the Board felt October was an appropriate time to deliver a Strategic Review, which may have included a possible sale of the Company, with the objective of maximising shareholder value. Having carefully considered the outputs of the review, the Board concluded that seeking to crystallise value through a sale of the Company at that time was not in the best interests of all stakeholders and the Board resolved to focus on maximising value through the expansion of the Company's current model.

There were a number of key reasons behind the Board's conclusion; After a period of significant disruption for news media brands in general, the Company's underlying portfolio including Entertainment Daily, The Daily Mash, The Tab, The Poke and TV Guide continued to trade well alongside a positive outlook fuelled by forecast growth within the digital ad market; the Company had diversified its revenue sources and further expanded its portfolio over the past year, which it expects will continue to contribute to greater operational trading resilience in the future; the strengths contained within the current business enable a faster and lower-risk route to growth than a significant pivot of the business to an alternative unexplored model at this stage of the Company's development. That said, in addition to the development of specific new products, the Board has also agreed to invest further in 2025 on Research & Development to identify ways emerging technology and AI can benefit the portfolio.

The completion of the Strategic Review marked a key milestone for Digitalbox. We made significant strides in expanding and diversifying our portfolio, reinforcing the strength and adaptability of our mobile-first digital media business. This review gave us a clear, in-depth evaluation of our opportunities and reaffirmed the Board's confidence in our current strategy and operating model.

With a solid foundation in place, we are well-positioned to drive growth through both organic expansion and further strategic acquisitions. Looking ahead, we will stay focused on innovation and expansion while maintaining the agility to capitalise on emerging market opportunities through the delivery of our core operating model.

Corporate Highlights

REVENUE

£3.6m vs £2.8m in 2023

ADJUSTED EBITDA*

£0.62m vs £0.02m in 2023

ADJUSTED EBITDA MARGIN

17.1% vs 0.7% in 2023

ADJUSTED EBITDA PER SHARE

0.53p vs 0.02p in 2023

* Adjusted EBITDA is defined as Operating loss after adding back depreciation, amortisation, impairment of goodwill and intangible assets, share-based payments, acquisition costs, costs related to one-off projects and new product development. There was no new product development cost in 2023.

DIGITALBOX PLC
CHIEF EXECUTIVE'S REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024

OPERATING REVIEW

Digitalbox currently owns and operates eight trading brands – Entertainment Daily, The Daily Mash, The Tab, The Poke, TV Guide, Emmerdale Insider, Royal Insider and Reality Shrine, with the final two having been launched in 2025, subsequent to this reporting period. Entertainment Daily produces and publishes online UK entertainment news covering TV, showbiz and celebrities. The Tab is the UK's leading student and youth culture site fuelled by a London-based core team and a national network of local university sites. The Daily Mash delivers online satirical news articles in its own distinctive style and The Poke expertly curates the funniest content from around the web and social media. TV Guide delivers the latest information to UK consumers about what to watch and when, ensuring they don't miss out. Emmerdale Insider is a dedicated fan website delivering the latest news, spoilers, and exclusive insights about the popular ITV soap Emmerdale. Royal Insider delivers the latest news and facts about the British royal family and Reality Shrine provides the go-to destination for the latest news, gossip, and insights on the biggest reality TV shows. All eight brands generate revenue from advertising in and around the content they publish and on platform engagement revenue, whilst The Daily Mash also has a paid subscription model. The acquisition of the five assets from GRV and Walford News have been successfully incorporated into the portfolio and will strengthen the launches we deliver in 2025.

Whilst 2024 was still a year of relative uncertainty, it further demonstrated the effectiveness of the digital advertising medium as its share stood at 67% of global ad spend. Media trends continued to evolve as the major platforms continued jostling for share whilst e-commerce grew globally by more than 8% via the most personal of channels, the mobile device, which fuelled demand for quality inventory.

With Digitalbox's lean operating model, we are well positioned to push forward with our strategy and the Board believes we are well placed to benefit from the forecasted growth in mobile ad spending over coming years. Above and beyond the macro conditions that were impacting most industries in 2024, Digitalbox did well to navigate the algorithmic challenges presented by the major platforms. Our publishing operations for the year saw our audience volumes grow 10% to 264m website visits.

As well as successfully re-platforming TV Guide and integrating it with the app experience, we established some very strong engagement across the Group via the Media Chain assets that we acquired in August 2023 and these contributed to our pleasing audience growth. Furthermore, there was underlying commercial success as we saw significant year-on-year growth in the Poke session values over the year, and the portfolio as a whole performed ahead of the UK digital ad market index.

Compelling content is at the heart of our offering, crafted by skilled teams with a deep understanding of their audiences' needs. Recognising the growing importance of this in website rankings, we have enhanced our teams' visibility through more detailed author profiles on our sites. We combine the expertise of our valued staff with our proprietary mobile-first delivery platform, named Graphene. Inspired by the ultra-fast, lightweight, and highly conductive material, Graphene is designed to deliver an optimal user experience with the fastest and most efficient page load speeds on mobile.

Alongside this highly optimised, low-friction content delivery, the commercial element of the Graphene set-up, the Graphene Ad Stack (GAS) now powers the advertising monetisation of Entertainment Daily, The Daily Mash, The Tab, The Poke, TV Guide, Emmerdale Insider, Royal Insider and Reality Shrine. We are seeing value creation here across all sites as we tracked ahead of market averages during 2024. As our portfolio expands, GAS's role in optimising revenue performance across the business and speeding the route to enhanced profitability for acquired properties is a key driver of the Company's performance.

The Tab and The Poke have proved to be great successes since their acquisition and both fully paid back their purchase costs within the first two years, and TV Guide is tracking to deliver the same. →

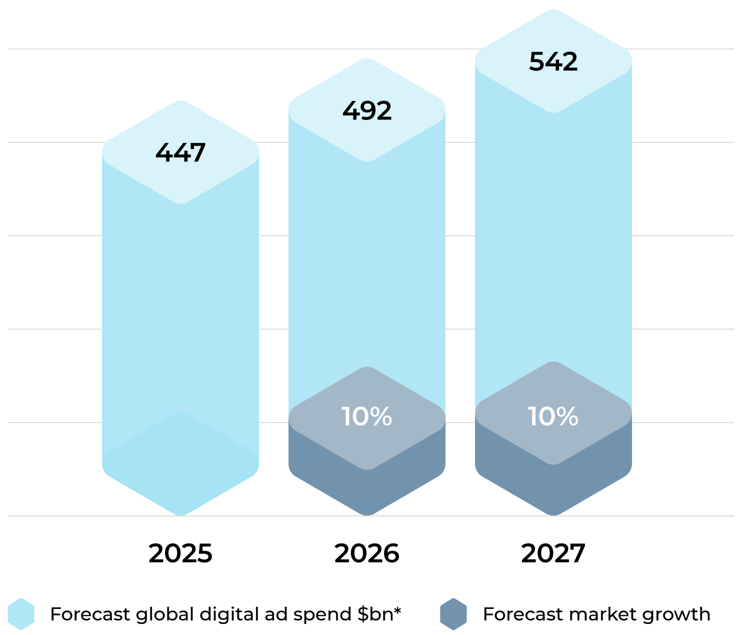
We continue to evaluate further acquisitions, and the recent purchase of Walford News shows our intent to secure assets that can also bring us on-platform benefits. We remain ready to move quickly where we can realise the appropriate value. We maintained the scale of the Digitalbox team during a turbulent 2023, which meant we were well positioned to deliver our expansion in 2024 whilst operational efficiencies remained strong.

VERTICALS STRATEGY

Digitalbox's Verticals strategy focuses on building and monetising highly engaging, mobile-first digital media brands within niche content categories or "verticals". Instead of operating with broadly pitched media propositions where authority is harder to establish, Digitalbox's organic launch expansion will focus on publishing brands that have the strongest audience loyalty and engagement across all platforms as these attributes are favoured by both Google and Meta when they rank sites.

The Verticals sites are designed to create highly loyal and engaged readers who return regularly to sites that provide content they are highly invested in consuming. We aim to grow the business through our Verticals strategy and deliver more launches as we move through 2025, 2026 and beyond.

Projected Global Digital / Mobile Ad Spend



*Source: Statista – Digital ad spend growth worldwide 2022-2028, November 2024.

A MOBILE-FIRST BUSINESS

Our strategy to create a mobile-first business has helped position us as a leader in the market for both audience engagement and monetisation. Push media skills remain critical and our brands continue to engage consumers at scale through this channel with 90% of our audience across the portfolio visiting on mobile devices. With an average of 22m monthly user visits to our sites, we present truly significant user scale to the market especially when combined with our capacity to engage.

Mobile advertising spend grew well into Q1 of 2024 and we anticipate further growth as western economies emerge from the sustained period of slow growth. As part of our mobile-first strategy, we have built a single site template for our new brands which enables optimisations to be rapidly applied across the portfolio. As previously noted, our GAS set up on The Poke and TV Guide quickly contributed to their profitability and we are seeing positive signs on the new Vertical site launches. This will give Digitalbox an advantage as we look to further optimise our existing portfolio, complete more acquisitions, build new sites and benefit from the forecast growth in the digital ad market.

The projections indicate a steady increase in both total digital advertising spend and the proportion allocated to mobile advertising, reflecting the growing dominance of mobile platforms in the digital advertising landscape.

PORTFOLIO GROWTH

Television soap site Walford News is the most recent addition to the Digitalbox portfolio, with the acquisition of assets completing in December 2024. We feel the offering is an excellent stablemate to Entertainment Daily with a distinct proposition and relationship with our regular EastEnders show editorial output. It brings over 450k followers that can be used to enhance our Verticals strategy.

Immediately prior to the Walford News transaction we completed on the assets of the GRV entertainment portfolio in November 2024. The assets acquired bring a content archive and social pages which we feel are highly complementary to the Group, supporting the launches of Reality Shrine and Royal Insider (both outside the reporting period). We're pleased that the majority of the GRV team have chosen to join Digitalbox full time and are now contributing across our portfolio.

TV Guide was acquired in October 2023 and had a strong first full year of trading, benefiting significantly from its re-platforming. With a vastly improved user experience delivered in Q4, we were able to move forwards and flow this solution into our app experience on both IOS and Android. These changes delivered a very strong year for the brand with over 51m sessions and it tracking to fully repay its purchase price within 24 months.

Entertainment Daily saw an overall reduction in sessions (visits) of 21% year-on-year as a result of Google algorithms drastically reducing its appearance in their search and Discover feeds. Facebook performed well across the year contributing significantly to our performance since they decided to move to commercially favour the most engaged audience groups. The editorial team continued to cover all the TV and showbiz stories as the news broke, maximising traffic and social engagement around moments that caught the nation's imagination. This year also saw the launch of Emmerdale Insider from this editorial group as we responded to the changes being made by Google.

The Tab continues to perform on strategy delivering consistent positive contribution growth. The year saw the site have strong traffic growth of 15% year-on-year, bucking market trends. Editorial campaigning for key issues connecting with the student demographic continued to produce national media pick-ups, alongside its established output of entertainment and culture coverage. Whilst the site had to ride out the challenge of the Facebook strike, this has now been resolved. We continue to leverage the existing Tab portfolio of Facebook pages, the Media Chain acquired page helped push its social follower base beyond 14m, delivering much greater reach and audience delivery over the year.

The Poke, which was acquired at the end of 2022, also had another strong year. We benefited from the interest around the elections on both sides of the Atlantic, whilst growing session values by 34%. Traffic was 22% up as we invested in greater output to grow the site and we quickly achieved full repayment on the acquisition costs for this site early in the year.

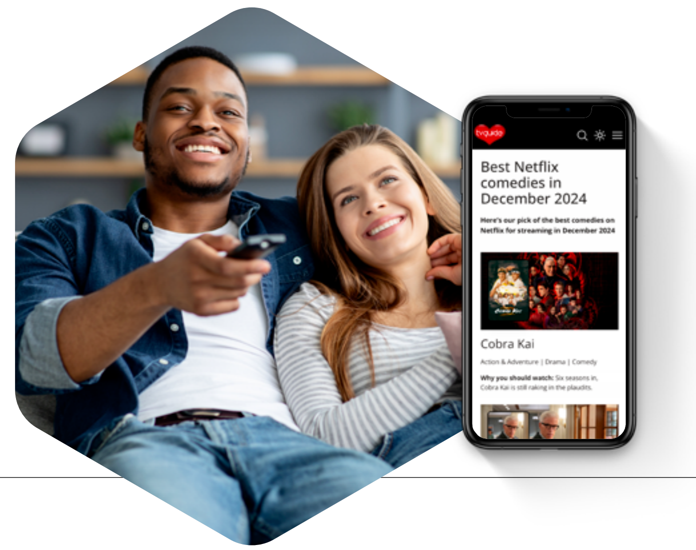
The Daily Mash had a positive year as we progressed our consumer-revenues strategy. Subscriptions grew, to over 4000 and readers accepted a 50% increase in subscription costs as we looked to optimise our service behind the pay wall. The brand also delivered a return to print and paper with its licensed book 'A Field Guide to Being British' hitting the shops in Q4 in 2024.

CULTURE AND PEOPLE

At Digitalbox, we are committed to fostering a culture where talented individuals can thrive. Long before the global health emergency that started in 2020, we prioritised flexibility and agility over rigid office traditions or a one-size-fits-all approach. Today, we continue to blend office-based and remote roles, full-time and part-time positions, as well as staff and freelance agreements – ensuring our business needs align with those of our people. Our hybrid working model, which balances home and office environments, has proven to be the most effective.

Clear communication and inclusivity are at the heart of our culture. We keep our teams informed with monthly Company-wide updates, host weekly leadership sessions, and maintain daily team meetings. Additionally, we bring everyone together for two annual all-staff events—this year's summer gathering featured a pre-Olympics tour of Paris, while our Christmas celebration embraced a musical theme in London's Fitzrovia.

Attracting and retaining top talent is central to our success. New staff work closely with experienced managers as they develop their skills, while ongoing training and development opportunities support career growth for senior staff. The Daily Mash and →



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The Poke have welcomed new contributors, and The Tab remains dedicated to offering free, high-quality training for its network of student journalists.

We believe in fairly rewarding our people and providing them with opportunities to grow within the business. All employees benefit from life assurance and pension schemes, along with a comprehensive wellbeing and support programme. This includes personalised nutrition and fitness plans, mental health resources, legal and medical advice, and strategies to prevent burnout. Additionally, a share options scheme is available for senior staff.

I would like to extend my sincere gratitude to the entire Digitalbox team for their dedication, resilience, and enthusiasm throughout a challenging year. Their contributions have been instrumental in laying the foundation for future growth. As we continue to expand our portfolio, it's a privilege to work alongside such a talented and committed team.

BUSINESS OUTLOOK

Since listing on the AIM market with a single brand in 2019, Digitalbox has continued to develop as a profitable UK digital media business positioned squarely in the mobile space and focused on the entertainment sector.

The evolving media landscape of 2024 reinforced the consensus from publishers that audiences will be delivered through increased diversification. A focus on engagement through the most effective channels will be key, whilst global digital advertising spend is forecast to grow by more than 30% in the next three years.

The UK digital ad market continues to lead the world with the greatest share of total ad spend allocated to this medium whilst we are second only to the US in digital ad spend per capita. These forces will help Digitalbox, by pushing the business to the forefront as mobile devices' share is also forecast to grow from 67% of all digital ad spend in 2024 to 73% in 2027 and our content and tech teams continue to strengthen delivery through this channel.

Beyond the advertising market, TV continues to be highly competitive with the battle for share pushing all participants towards higher quality content. The streamers' optimum operating models have yet to settle as they also explore hybrid ad-funded subscription models. Whilst the traditional channels face the pressure of this changing landscape, the quality of the output continues to grow to benefit our audiences and fuel the demand for the information they crave from publishers like Digitalbox. The increasingly competitive entertainment market stimulates our various audiences leading to big shows like Married At First Sight and I'm a Celebrity Get Me Out Of Here delivering strong engagement across our platforms in 2024.

Since listing on AIM, we have successfully completed seven acquisitions—The Daily Mash, The Tab, The Poke, Media Chain, GRV, Walford News and TV Guide – each demonstrating the strength of our model. These successes reinforce our confidence in driving further growth within our portfolio and pursuing additional acquisitions when the right opportunities arise.

2024 saw Digitalbox deliver a strong recovery from the areas of the market that hit many publishers hard in 2023, and our decision to stick to our plan has set the business up well for expansion. Whilst we recognise there is room for economic confidence to improve, we believe it will have a direct impact on marketing budgets when it does.

We believe Digitalbox is well-positioned in the open advertising market, with the agility to adapt in real time while maintaining strong demand for its high-quality inventory. Global insights indicate a steady and measured market recovery throughout 2025, and we see no reason to question these optimistic forecasts. With improving conditions ahead, we are confident that the business is strategically placed to capitalise on the market's anticipated resurgence.

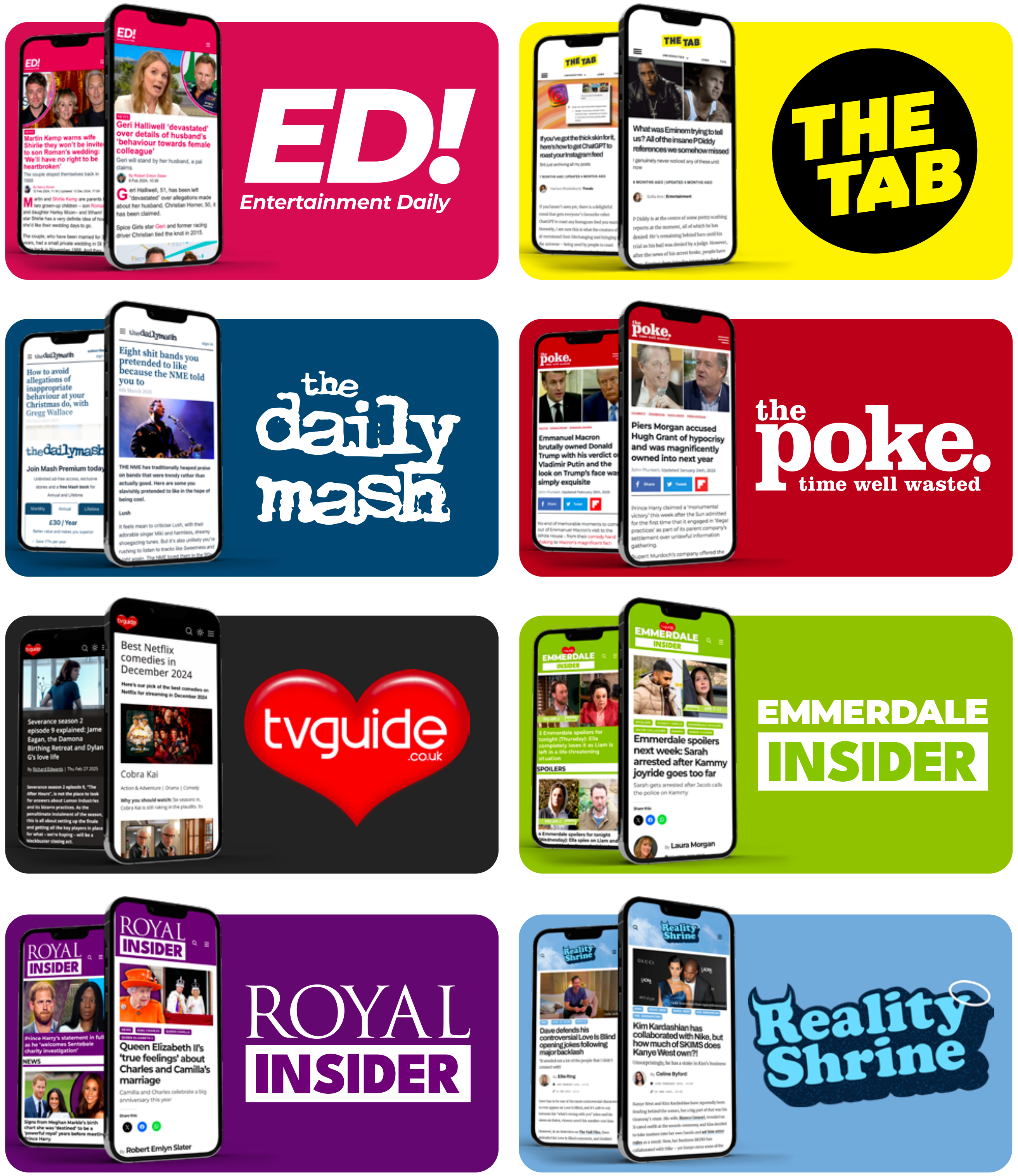
Our portfolio has been expanded and is now more diverse and balanced than at any time in the Company's history. This offers greater resilience and higher growth potential. Over the next three years we have an ambitious plan to at least double the size of the business. This will involve organically launching and expanding brands to build audiences in English language markets. In order to drive this expansion, we are committing c.£0.6m of incremental investment in 2025. We expect revenues to build through the plan period (2025-2027) driving profitability and scale.

We enter 2025 with an expanded portfolio, primed for future growth alongside a returning economy and a confident digital advertising sector expected to increase its share of global ad spend over coming years.

James Carter
Chief Executive
24 March 2025

Publishing portfolio

Current portfolio – Royal Insider and Reality Shrine launched post period in January and February 2025 respectively



Strategic Report

The Digitalbox Vision

We set out to build a new digital media business; one driven by sustainable profitability and efficiency delivering high quality content engaging users at speed and scale.

Our aim remains to generate organic growth of our existing assets where possible, launch new products into complementary markets and acquire and transform digital media properties with the potential to thrive through the application of the Digitalbox model.

We have a proven ability to grow at speed by focusing on current and future trends; rapidly adapting to technical advances and the habits of our audience, free from legacy issues that frequently cause distraction in other media businesses.

CONSUMER MEDIA BEHAVIOUR

The Digitalbox publishing model was informed by the recognition of the growth of 'push media' consumption, especially on mobile – where the most highly engaging and relevant content from publishers is placed in users' feeds based on trending topics, article performance and their own behaviours and interests.

Content-surfacing algorithms continue to be refined, delivering a better user experience and higher rates of engagement resulting in more time being spent within the respective gateways to this content.

Meta, Alphabet and TikTok continue to compete for consumer attention through 'push media' consumption, and it is the creators with the most engaging content that will continue to benefit from this competition. Google continues to develop push content strategy via the Discover feed which is now making billions of content suggestions and Meta is placing a greater focus on its creators by rewarding them for increasing the time spent on their platforms.

TikTok is increasingly taking audience share from all of the key platforms and its predictive content model points the way towards the algorithms that will maximise platform engagement. Both Alphabet and Meta are challenged by this and we are seeing increasing usage of search within Tik Tok from Gen Z to source relevant news content.

OUR APPROACH

Success in today's media landscape requires brands, businesses, and teams to be:

ENGAGING

In a digital world where competition for attention is fierce, only the most compelling content wins. Our teams' deep passion for their subjects, sharp audience insight, and creative expertise ensure we consistently achieve industry-leading levels of engagement.

FAST

Audiences expect instant access to the latest stories, and their attention spans are shorter than ever. Our content and tech teams are relentless in their pursuit of speed, ensuring we deliver breaking news and trending content as quickly as possible.

FLEXIBLE

Digitalbox is built for a mobile-first world because that's where our audience lives. As platforms evolve and new technologies emerge, our strategy remains fluid, allowing us to adapt quickly and stay ahead of shifting audience behaviours. The digital landscape never stands still, and neither do we.

EFFICIENT

Profitability is the foundation of long-term success. The digital media industry has seen many unsustainable models come and go, but we focus on efficiency at every level—maximising impact, optimising resources, and ensuring our operations remain commercially sound.

Targeting consumers via an array of distribution channels is key, but having the ability to focus and optimise within those channels which are profitable is where the skill exists.

Whilst the major platforms continue to evolve their AI models, consumers continue to support other push media sources too and as a result, creators will continue to see growth opportunities.

RELEVANCE

Our business is rooted in the entertainment market, delivering distinct advantages across key areas:

- **Editorial Excellence** – Our content deeply resonates with our audiences, keeping them engaged and returning for more.
- **Advertiser Trust** – Our strong performance for key advertisers is built on the high value they place on premium UK and US traffic— the world's most sophisticated and competitive digital market landscapes.

GROWTH THROUGH BOTH BUYING AND BUILDING

Since joining AIM, Digitalbox has pursued a strategic approach, expanding its portfolio through targeted investments and acquisitions. Our goal has been to identify opportunities that align with our core operations while also extending our reach into areas with strong audience demand, particularly in the entertainment sector.

As noted previously, 2024 saw two acquisitions complete, bringing the assets of the GRV entertainment portfolio and the Walford East brand into the Group in November and December respectively.

These deals follow the acquisition of TV Guide and social assets of Media Chain in 2023, The Poke in 2022, The Tab in 2020 and The Daily Mash in 2019.

Our approach of careful target selection, integration and product improvement have ensured all our acquisitions to date have been successful, operate profitably and deliver cumulative payback within a 24-month window.

Looking ahead, we remain focused on identifying acquisitions that complement our existing operations and have also decided to place a greater emphasis on delivering internal launches through our 'Verticals' strategy.

> "Our acquisitions have been successful, operate profitably and pay back within 24 months."

IN-DEMAND AUDIENCES

Entertainment Daily attracts a core audience of UK women aged 25 and older—key decision-makers in household shopping. Responsible for managing budgets, they are deeply engaged in their purchasing power and drawn to brands that offer status and value. Always on the lookout for the best deals, they take pride in sharing their discoveries with friends.

The Daily Mash resonates with independent-minded UK professionals who appreciate sharp satire and insightful commentary. Known for their discerning tastes and keen awareness of current affairs, these 25-54-year-olds thrive on the brand's witty critique of the powerful and absurd. As active digital content sharers, they continue to spread humour and perspective even in challenging times. →

MOBILE-OPTIMISED TECH

Graphene is our mobile-first delivery process. The tech consists of a blend of technologies allowing our websites to flourish through an efficient, light touch content delivery approach. This brings advantages to how our sites are experienced by users and also ranked by the key platforms – Alphabet and Meta – as they evaluate the preferred destinations for their users.

Our Graphene Ad Stack (GAS) aims to maximise mobile profitability, which has delivered to great effect more than doubling the session values on The Tab after it was acquired, increasing those on The Poke by 34% in 2024 and also enhancing TV Guide's performance in its first full year.

→ The Tab began in 2009 as a student-led alternative to outdated university papers, evolving into one of the UK's most influential youth media platforms. Its audience—young, ambitious, and socially conscious—is tasked with reshaping the future. Whether tackling climate change, redefining the workplace, or addressing societal shifts, these global citizens are positioned to lead with innovation and responsibility.

The Poke has been entertaining audiences since 2010, offering a dynamic mix of trending content, viral moments, and social media reactions. Engaging both men and women primarily within the 25-54 age group, its audience thrives on quick-witted takes and offbeat perspectives on the biggest and strangest stories shaping culture today.

TV Guide is the UK's go-to digital-only TV listings platform, providing comprehensive programming schedules, expert recommendations, and in-depth reviews across 300+ channels. A must-visit for TV enthusiasts, its audience skews slightly male (57/43 split) and is predominantly aged 25-54, reflecting a dedicated viewership seeking the best entertainment options.

Emmerdale Insider is the ultimate information source for fans of the legendary ITV soap, delivering spoilers,

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Operational KPIs

ONLINE SESSIONS	MOBILE USERS	UK AUDIENCE	SOCIAL FOLLOWERS
264 million	100 million	74 million	21 million
(2023: 239m)	(2023: 92m)	(2023: 71m)	(2023: 20m)
(2022: 293m)	(2022: 110m)	(2022: 76m)	(2022: 8m)
(2021: 273m)	(2021: 108m)	(2021: 76m)	(2021: 7.0m)
(2020: 221m)	(2020: 59m)	(2020: 51m)	(2020: 6.7m)
(2019: 225m)	(2019: 35m)	(2019: 37m)	(2019: 3.5m)
Visits to Digitalbox's websites	*Numbers of users visiting sites on mobile and tablet devices*	*Users of Digitalbox's websites based in the UK*	*Social followers of Digitalbox's properties*

2024 Figures include full year Google Analytics & Parse.ly audience figures for Entertainment Daily, The Daily Mash, The Tab, The Poke and TV Guide. Social Followers includes current followers of associated pages on Facebook, Twitter, Instagram and TikTok.

storyline recaps, fan theories and more. Its audience is 81% female, aged mainly 45+.

Collectively, these brands serve distinct yet complementary audiences, offering strong potential for both individual growth and strategic cross-platform engagement across the portfolio.

PORTFOLIO DEVELOPMENT

While profitability is key, we continue to invest in expanding the business. 2025 will see additional development of content, distribution strategy and tech on Entertainment Daily, The Tab, The Daily Mash, The Poke and TV Guide, alongside new launches as we aim to strengthen all aspects of our publishing operations across the entertainment sector.

Our 'Verticals' programme has so far released three new sites to the market in the form of Emmerdale Insider, Royal Insider and Reality Shrine (the latter two post-period), as we look to complement the existing portfolio with a raft of specialist sites.

Further detail on business performance can be found in the Financial Review and Operating Review sections of the Chief Executive's Report beginning on page 4.

Key dates in 2024

FEB 2024 | MAR 2024 | APR 2024 | MAY 2024 | JUN 2024 | JUL 2024 | AUG 2024 | SEPT 2024 | OCT 2024 | NOV 2024 | DEC 2024

Feb 2024
The Daily Mash subscribers pass 4,000

Mar 2024
The Tab Q1 main page FB reach 122m (up 92% y.o.y)

June 2024
The Poke Q2 content investment, 50% traffic increase

July 2024
TV Guide apps rebuilt, streaming content introduced

Aug 2024
Emmerdale Insider launches

Oct 2024
New CTO appointed

Nov 2024
Acquisition of GRV Entertainment assets completes

Dec 2024
Acquisition of Walford East assets completes

Dec 2024
TV Guide Q4 traffic up 90% y.o.y.

Highlights

As noted, 2024 saw encouraging progress across the portfolio, including:

ENTERTAINMENT DAILY

22% GROWTH IN Q1 SESSIONS

9% GROWTH IN TOTAL SOCIAL **FOLLOWERS**

THE DAILY MASH

109% GROWTH **MASH PREMIUM** SUBSCRIBER REVENUES

BOOK LICENSE DEAL

THE POKE

63% GROWTH IN **REVENUE**

22% GROWTH IN SESSIONS

DIGITALBOX GROUP

MOBILE-FIRST: **100M** MOBILE USERS

20M SOCIAL FOLLOWERS

10% GROWTH IN **UNIQUE USERS**

EXPANDED PORTFOLIO

THE TAB

15% GROWTH IN SESSIONS

14,000,000 TOTAL SOCIAL FOLLOWERS

TV GUIDE

51M SESSIONS DELIVERED

APP AND **WEBSITE** INTEGRATION SUCCESS

RISKS AND UNCERTAINTIES

The Board considers risk on an ongoing basis and feels it is important to identify risks, form an objective view on the impact of these risks, to consider mitigation plans to counterbalance them and to keep them under constant review.

The risks are those which the Board considers, as at the date of this report, are the most critical to the continued operation of the Group. The risks described do not represent the totality of the risks facing the Group and should not be relied on as such by any person considering any investment decision in relation to the Company's ordinary shares.

RISK	POTENTIAL IMPACT	MITIGATION & CONTROL
Deviation from strategy	A failure to implement the Group's strategy is likely to lead to the business missing its trading targets which will have an adverse knock-on effect on its cash flow prospects. Furthermore, its growth prospects could be impacted with a consequent negative impact on shareholder value.	The Board meets regularly to monitor the path of the business with the non-executive directors objectively challenging the executives over the performance of the business and its adherence to the agreed plan.
Reliance on key online media platforms	In common with all media businesses globally, the Group uses online media platforms to market and distribute its content which, in turn, drives consumers to its sites which enables monetisation.	The Group monitors the balance of traffic sources in its ongoing operations and when considering acquisition targets and also works to respond to key algorithm changes.
Detrimental algorithm changes & content policy strikes	Traffic sourcing remains an ongoing challenge for all media companies as the key platforms adapt the way they rank and prioritise websites for exposure to their users. Also, if content is flagged correctly or incorrectly for a policy violation by one of the platforms the ability to reach audience is negatively impacted for a period.	Digitalbox constantly monitors performance via the key platforms and makes ongoing adjustments to its set-up to optimise the results alongside the use of specialist consultants who advise with broader industry knowledge. In the event of content policy strikes the Group follows the relevant appeals policy.
Competition	A new entrant into the Group's market could divert our share of the time our audience has to consume its content, reducing session numbers. This would have an adverse effect on the number of adverts the business can serve, hence reducing the revenues the business would generate.	There is nothing the Group can do to stop new entrants. However, it can continue to provide highly engaging content at speed encouraging its consumers to remain engaged and loyal.
Cash flow	A significant downturn in the trading performance of the Group would have an adverse effect on the Group's cash reserves.	The business has substantial cash reserves, has strong cash conversion from operations, has a very low capital expenditure requirement and pays close attention to its cash flow forecasts.
Downturn in advertising spending	A material decline in UK mobile digital advertising spend would have a significant impact on the Group's revenues and profitability. Also, technologies which may limit the Group's ability to effectively monetise the audience it attracts, including but not limited to brand-safety tools and ad blockers could impact revenue and profitability.	The Board stays abreast of the wider economic climate, market trends and advertising forecasts and – through close relationships with advertising partners – is well informed about current and coming developments. It has demonstrated an ability to grow revenues during periods of significant change (including the introduction of GDPR).
Cyber attack	A cyber attack could result in the loss of data, loss of revenue due to service outage or loss of cash due to fraud. The consequence of such an attack could have consequences with both customer trust and reputational risks for our in-market partnerships.	As the business is a digital media business, it has an enhanced understanding of the challenges posed by cyber fraudsters. The business has a robust data protection policy, robust data protection and network access controls and carries appropriate cyber crime insurance.
Bolt-on acquisitions	As a business planning on scaling through the acquisition of businesses that complement the Digitalbox portfolio, there is risk attached to the process in three key areas: price being paid, quality of due diligence undertaken and the risk attached to integrating the acquisition into the business.	The Group uses consultants to help the process of acquiring new businesses so we have a triple screening process through the executive team, consultants and then the Board.
Staff retention	Competition for high-quality staff and increased mobility owing to remote working may put pressure on the ability to recruit and retain staff.	The nature of the work provided by Digitalbox is regarded as inherently attractive mitigating the likelihood of staff churn.
Inflationary pressures	The global cost of living crisis is creating inflationary forces, leading to higher operating costs, reducing profitability.	These pressures within the Group are largely confined to impacting on payroll and may ultimately feed through into higher advertising rates, offsetting the issue to an extent. The Group also believes that inflationary pressures may create further opportunities to acquire targets. →

RISKS AND UNCERTAINTIES (continued)

RISK	POTENTIAL IMPACT	MITIGATION & CONTROL
Management Succession Planning	Loss of the knowledge and experience of any senior staff leaving the business may impact performance if a suitable successor cannot be identified in a timely manner.	Potential successors within each team are informally identified by the COO & CEO; a pragmatic approach best suited to the business' lean structures.
ESG strategy & Implementation	The business may need to update and communicate its policies in order to meet evolving governance criteria.	Updated reporting from 2024 report.
Artificial Intelligence	Progress particularly in the field of Generative AI may create significant disruption including but not limited to the areas of content creation, search traffic and user behaviour. As a result, all online media outlets are likely to experience opportunities and challenges as this rapidly evolving technology develops.	The business will trial and adopt these technologies where there are opportunities to better equip its teams to increase the efficiency, quality and quantity of content output and enhance other operational areas. The business will apply the agility demonstrated in the past to adapt.

Section 172 of the Companies Act 2006 requires that the Directors act in a way that the consider, in good faith, would most likely promote the long term success of the business taking into consideration the interests of its shareholders and other stakeholders. The table sets out our key stakeholder groups, their interests and how the Group engages with them.

STAKEHOLDER	WHY WE ENGAGE	HOW WE ENGAGE
Our shareholders	We maintain and value regular dialogue with our shareholders throughout the year and place great importance on our relationship with them. We know that our investors expect a comprehensive insight into the financial performance of the Group, and awareness of long-term strategy and direction. As such, we aim to provide high levels of transparency and clarity of our results and long-term strategy and to build trust in our future plans.	• Regular reports and analysis on investors and shareholders • Annual Report • Company website • Shareholder circulars • AGM • RNS announcements • Press releases
Our employees	Without our employees we wouldn't have a business. Effective employee engagement leads to a happier, healthier workforce who are invested in the success of the Group. We strive to address any employee concerns regarding working conditions, health and safety, training and development, as well as workforce diversity. Engagement with our employees starts from the top and is driven effectively throughout the Group	• Evaluation and feedback processes for employees and management • Competitive rewards packages • Encouraging employee training and development
Regulatory bodies	The Group's operations are subject to a wide range of laws, regulations, and listing requirements including data protection, tax, employment, environmental and health and safety legislation, along with contractual terms.	• Company website • RNS announcements • Annual Report • Direct contact with regulators • Compliance updates at Board Meetings • Consistent risk review
Our customers	Our relationship with our partners is collaborative and we are in constant dialogue to provide support and analytics as required. We listen to and engage with our customers on a regular basis to ensure that we understand their needs and can provide solutions that address them. We work hard to ensure that customer concerns are dealt with in a timely and professional manner.	• Continual dialogue and review of feedback from customers to ensure satisfaction
Our suppliers	We have a number of key suppliers with whom we have built strong relationships with. We establish effective engagement channels to ensure our relationships remain collaborative and forward focused, and to foster relationships of mutual trust and loyalty.	• Taking a collaborative approach to problem solving with our suppliers • Clear parameters are given, backed-up by written agreements where required, to ensure the Group and supplier's actions are co-ordinated

During the year we continued to review the above to develop enhanced policies and practices, including undertaking the strtetic review, the appointment of a new CFO, the appointment of executive directors, the retention of HR advice and the adoption SECR tracking and to monitor planned improvements to the carbon impact of the business.

Corporate and Social Responsibility Report

The Group aims to operate ethically and be socially responsible in its actions. Below are a number of the approaches through which this is achieved.

BUSINESS CONDUCT, ETHICS AND ANTI-CORRUPTION

The Group is committed to ensuring high standards of business conduct and has adopted policies in support of this including an Anti-Bribery & Anti-Corruption policy and an Equal Opportunities & Anti-Harassment policy.

SAFEGUARDING CONSUMERS' DATA

The Group is committed to safeguarding its consumers' data and only use this information where express permission is granted and solely for the purpose specified. The Group holds registrations with the ICO and follows its guidelines to ensure it remains fully compliant with GDPR.

RELATIONSHIP WITH EMPLOYEES

The Group encourages an environment of openness and debate and welcomes all feedback from within.

- Details of the Group's performance are shared with all employees at appropriate times via face-to-face meetings where safe to do so, virtual meetings, email updates and the Group's corporate website.
- The Group expects a high standard from its staff and provides support to achieve this. Where possible, as new roles in the organisation arise, the Group aims to promote from within.
- The Group is committed to fostering new talent and runs a successful apprenticeship programme, often hiring candidates into full-time roles on completion of their apprenticeship.
- The Group offers flexible working arrangements for its staff including remote working and part-time contracts.

STREAMLINED ENERGY AND CARBON REPORTING (SECR)

As the Group's activities are focused on publishing digital content only, it has inherently a low carbon impact, therefore it has adopted SECR reporting. Good practice requires the Group to report on the following basis.

Scope 1 (Direct) GHG Emissions – These include emissions from activities owned or controlled by the Group that release emissions into the atmosphere. They are direct emissions. Examples of Scope 1 emissions include emissions from the use of light, heat and power at the serviced offices and in employees' homes, which is considered as within the Group's immediate boundary.

Scope 2 (Energy Indirect) Emissions – These include emissions released into the atmosphere associated with the Group's consumption of purchased electricity, heat, steam and cooling. These are indirect emissions that are a consequence of the Group's activities, but which occur at sources you do not own or control such as cloud based managed server facilities.

Scope 3 (Other Indirect) Emissions – The include emissions that are a consequence of the Group's actions, which occur at sources which the Group does not own or control and which are not classed as Scope 2 emissions. Relevant examples of Scope 3 emissions are business travel by means not owned or controlled by the Group.

- The Group has 42 employees who are located in two serviced offices and/or in their own homes. It also uses freelance contributors.
- These employees & contributors create content using standard laptops, Macbooks, tablets and mobile phones which is, in turn, stored on managed cloud-based servers outside of the immediate control of the organisation.
- The Group does not process or manufacture any physical product and does not consume any physical raw material other than office stationery.
- There is negligible international travel and all other UK travel is undertaken by train / tube and minimal use of taxis.
- The immediate boundary of the Group is defined as the serviced offices and homes that the employees work in and the energy consumed results from the lighting, heating and powering of those work spaces.

THE GROUP THEREFORE REPORTS ITS FIRST YEAR OF SECR DATA BELOW:

Scope	2024 Usage	Comment / Basis
Scope 1 (Direct) GHG Emissions	49,268 kWh	Estimated based on employees working with standard equipment (Macbook Pro, smartphone, second screen) in a home setting (lighting, heat) & equivalent calculations for freelance contributors.
Scope 2 (Energy Indirect) Emissions	64,950 kWh	Website hosting/serving via AWS & Cloudflare estimated based on traffic.
Scope 3 (Other Indirect) Emissions	1,280 kgCO2e	Train travel to Bath and London offices for CEO, COO, Board meeting attendance, Eurostar Company trip to Paris, flights to trade show in Cologne, excludes other incidental travel.

Corporate Governance

Corporate Governance Report

DIGITALBOX AND THE QCA CODE

Digitalbox PLC is committed to good corporate governance and has adopted the corporate governance guidelines of the Quoted Companies Alliance (QCA) and we will assess changes to the new QCA Code (applicable for accounting periods beginning on or after 1 April 2024) in future periods.

This section outlines the ways in which the Group applies the QCA's ten principles of corporate governance.

1. Establish a strategy and business model which promote long-term value for shareholders

Digitalbox aims to become a leading publisher of digital media. The Group intends to achieve this through a buy-and-build strategy with a focus on profitable publishing on mobile devices. This strategy is aligned with consumer behaviour and commercial trends.

The Group will create and deliver compelling content for its audiences via the web properties it owns now and will own in the future. This content will engage audiences and in turn create valuable environments for advertisers to reach them.

The Group intends to deliver long-term value for shareholders through its understanding of consumer media consumption, the arising revenue opportunities including advertising and a continued focus on the operating profitability of its brands.

More detail on strategy can be found in the Strategic Report starting on page 12.

2. Seek to understand and meet shareholder needs and expectations

The Group is committed to building and maintaining strong relationships with its shareholders and considers the understanding of shareholders' needs fundamental to its success.

All shareholders are able to attend the Company's Interim and Full Year results presentations, which are held virtually for convenience of all and allow questions and feedback to be submitted.

The Chief Executive Officer and Chief Financial Officer are active in meeting with and preparing presentations for institutional investors and engage in regular dialogue with the Group's brokers to gauge shareholder sentiment.

The Group's Annual General Meeting (AGM) also provides a forum for discussing matters with shareholders, addressing shareholder queries and understanding their needs and expectations. Notice of the AGM and proposed resolutions are sent to →

Board of Directors

James Carter
Chief Executive Officer

James joined Digitalbox in 2016 and is responsible for the strategy, direction and day-to-day running of the business. He has a proven track record in building value in the media industry, within both public and limited companies. As part of the founding executive team at Factory Media, he drove the business to achieve a significant exit to Forward Internet Group. Prior to the creation of Factory Media, James was NPD Director at Dennis Publishing and Publishing Director at EMAP plc where he had responsibility for FHM. FHM grew from a fledgling fashion focused magazine to a global network of 32 editions and a value at its peak of over £250m.

Jim Douglas
Chief Operating Officer

Jim oversees editorial operations at Digitalbox and has previously held strategic and profit responsibility for successful media brands in sectors including film, music, games, sport and automotive. He has led creative teams in both UK and US. He started his career at EMAP plc as a journalist and in the early 90s he joined start-up business Future Publishing. At Future, Jim held the position of Editorial Director for 10 years with ultimate responsibility for product development. During this time Future was named UK Digital Publisher of the Year five times.

Richard Spilsbury
Chief Financial Officer
& Company Secretary

Richard joined Digitalbox on 31st December 2024. After qualifying as a Chartered Accountant at Bright Grahame Murray and subsequently working at PwC, he joined Future plc where we worked as Finance Director and Group Corporate Development Director. Subsequent to his time at Future he was Corporate Development Director at Play Sports Group, which was focussed on sports digital video and marketing, and was acquired by Discovery Inc in 2019. He is Founder and currently CEO of corporate development advisory and corporate finance firm, Link Stone Advisory.

Marcus Rich
Non-Executive Chairman

Marcus joined Digitalbox as Chairman in February 2021. Before this he was the CEO of TI Media for six years where he led the MBO of Time Inc. UK backed by private equity firm Epiris in March 2018, and then the subsequent successful £140m sale of the now named TI Media to Future plc in April 2021. Previously he worked for Associated Newspapers in the roles of Commercial Director and Managing Director Mail On Sunday. He has held several senior Managing Director positions for sizable businesses in the 16 years he worked for Emap plc in Publishing, TV and Advertising in the UK and both the USA and Australia. Marcus has created significant shareholder value in the businesses he has run across the media landscape.

Claire Blunt
Non-Executive Director

Claire is a Chartered Accountant and joined Digitalbox as an Independent Non-Executive Director in October 2024. She is CEO of BeautyConnect and Chair at one Media iP Group Plc. She brings a wealth of operational digital and PLC experience from her senior roles at leading companies in the media industry. She was the Chief Operating Officer of Future plc, a FTSE 250 global platform for specialist media businesses. Prior to that she was the Chief Advertising Officer and CEO, International for the Guardian Media Group, having worked previously for almost six years in Hearst Corporation's UK & European business, latterly as Chief Financial Operations and Data Officer. Claire chairs the Remuneration committee and is a member of the Audit, Nomination and Disclosure Committees.

Philip Machray
Non-Executive Director

Philip joined Digitalbox as an Independent Non-Executive Director in July 2021 and is Chairman of the Audit Committee. He is Chief Executive Officer and Chief Financial Officer of data and intelligence business, Merit Group and a non-executive director of System1 Group plc. Phil is a Chartered Accountant with over 25 years' experience in the media sector as an advisor, Board member and Executive. Most recently Phil worked for 16 years at Reach plc (formerly Trinity Mirror plc) where he held roles including Director of Corporate Development, Chief Operating Officer of Regionals, and Managing Director of Specialist Digital. Phil began his career at Deloitte LLP and was a Director within Deloitte's Technology, Media & Telecoms practice.

Graham Bryce
Non-Executive Director

Graham joined Digitalbox as a Non-Executive Director in November 2024. He was formerly Chief Operations Officer at Bauer Media Audio UK and is currently non-executive chair of Stream Marine Group. Graham is a Chartered Accountant and MBA and brings a wealth of experience from senior roles and directorships over the past 30 years in the UK and European media industry and board level experience in the maritime and renewables industry.

shareholders at least 21 days prior to the AGM. Shareholders and their representatives are invited to fully participate and vote in the AGM and are also given the opportunity to vote by proxy. Voting results are published after the AGM.

Outside the AGM the Group will convene general meetings where shareholder approval is required or appropriate on Group matters and may seek input from major institutional investors from time to time in relation to Group policy.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Group seeks to engage with its wider group of stakeholders via:

- Face-to-face / virtual briefings for staff to update on the Group's progress and developments
- Email updates for staff regarding developments
- Releasing public updates via the RNS service
- Stakeholder feedback being passed to Senior Management via the relevant team member at Digitalbox as appropriate.

The Group's approach to this can be found on page 18.

4. Embed effective risk management, considering both opportunities and threats, through the organisation

The Board considers the risks facing the business on an ongoing basis and ensures mitigation strategies are in place wherever possible. The Executive Directors regularly keep the Board updated on current trading, wider market trends and other developments as a means of identifying existing and potential future opportunities and risks.

Key risks and uncertainties facing the business are found on pages 17 and 18.

5. Maintain the Board as a well-functioning, balanced team led by the Chair

The Board comprises three Executive Directors and four Non-Executive Directors, following the appointment of Claire Blunt and Graham Bryce in October and November respectively. The Board considers three Non-Executive Directors to be independent and Graham Bryce to be non-independent as a result of his appointment arising through two shareholders – Downing and Storia Credit – submitting a requisition notice for his appointment.

The Board will operate in a collaborative and constructive manner with a clear focus on the delivery of the strategy and increasing shareholder value.

The appointment of Directors will be in accordance with the Articles of Association.

The Board met 12 times in 2024.

Details of the Board members, their roles and their attendance at meetings can be found on pages 22 and 25.

6. Ensure that between them the Directors have necessary up-to-date experience, skills and capabilities

The Group considers the skills and experience of the Board to be appropriate and this is kept under review.

The Executive Directors have each worked in consumer media for more than twenty years, and as a group have experience at senior management level in respected PLC media businesses. Their specific media expertise includes editorial management, new product development, commercial management, strategic planning, international expansion, financial management, corporate restructuring, digital transition, brand development, acquisitions and disposals.

The Group's non-executive Directors have extensive successful track records in the fields of digital and print publishing, television and radio and also have extensive experience in M&A.

7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Board's process of evaluating its own performance, that of its Committees and the individual Directors, is led by the Chairman. The process is conducted by the Remuneration Committee. The Remuneration Committee will evaluate Board performance against targets.

Targets are aligned with the delivery of the Group's strategy.

The Board may utilise the results of the evaluation process when considering the adequacy of the composition of the Board and for succession planning.

8. Promote a culture that is based on ethical values and behaviours

The Group aims to achieve the highest ethical standards and behaviour when conducting its business, with integrity, fairness and equality being high priorities.

The Corporate and Social Responsibility report is found on page 19.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The roles of the Chairman and the Chief Executive Officer are separated and clearly defined. The Chairman provides impartial leadership and guidance to the Board. Working with the Executive Directors, the Chairman is responsible for setting the agenda for Board meetings and ensuring Board members receive the information they need to properly participate in a timely fashion.

The Chief Executive Officer is responsible for the execution of Group strategy approved by the Board, the leadership of the Group's senior management team and its employees on a day-to-day basis.

The Chief Operating Officer supports the Chief Executive in the delivery of the strategy with a specific remit over editorial matters.

The Board has established four committees with clearly defined responsibilities. These are as follows:

The **Audit Committee's** principal functions include ensuring that the appropriate accounting systems and financial controls are in place, monitoring →

Attendance at the respective meeting is summarised as follows:

	Board	Audit	Remuneration	Nomination	Disclosure*
Marcus Rich	12/12	2/2	1/1	1/1	n/a
James Carter	12/12	-	-	-	-
Jim Douglas	12/12	-	-	-	-
David Joseph	11/12	-	-	-	-
Philip Machray	12/12	2/2	1/1	1/1	n/a
Claire Blunt (Joined Oct 2024)	1/12	-	-	-	-
Graham Bryce (Joined Nov 2024)	1/12	-	-	-	-

**Disclosure committee matters discussed as a matter of course in regular Board meetings.*

the integrity of the financial statements of the Group, reviewing the effectiveness of the Group's accounting and internal control systems, reviewing reports from the Group's auditors relating to the Group's accounting and internal controls, and reviewing the interim and annual results and reports to shareholders, in all cases having due regard to the interests of shareholders. The Audit Committee will meet as necessary, informed by the reporting and audit cycle or other requirements. Philip Machray, who has recent and relevant financial experience acts as chairman. Marcus Rich and Claire Blunt are the other members of the Audit Committee.

The Audit Committee report is found on pages 27 and 28.

The **Remuneration Committee** is responsible for determining and agreeing with the Board the framework for the remuneration packages for each of the Executive Directors. The Remuneration Committee considers all aspects of the Executive Directors' remuneration, including pensions, bonus arrangements, benefits, incentive payments and share option awards, and the policy for, and scope of any termination payments. The remuneration of the Non-Executive Directors is a matter for the Board. The Remuneration Committee will meet when necessary and generates an annual remuneration report to be approved by the members of the Company at the annual general meeting. No Director may determine their own remuneration. Claire Blunt acts as chair of the Remuneration Committee and Philip Machray is the other member.

The **Remuneration Committee** report is found on page 29.

The **Nomination Committee** is responsible for reviewing the structure, size and composition of the Board based upon the skills, knowledge and experience required to ensure the Board operates effectively. The Nomination Committee meets when necessary to do so. The Nomination Committee also identifies and nominates suitable candidates to join the Board when vacancies arise and makes recommendations to the Board for the re-appointment of any Non-Executive Directors. Marcus Rich acts as chairman of the Nomination Committee and Claire Blunt and Philip Machray are the other members.

The **Disclosure Committee** is responsible for ensuring compliance with the AIM rules and MAR concerning disclosure of inside information and works closely with the Board to ensure that the Group's nominated adviser is provided with any information it reasonably requests or requires in order for it to carry out its responsibilities under the AIM Rules and the Aim Rules for Nominated Advisers. The Disclosure Committee approves all RNS and other significant announcements, normally via email and will meet as required. Marcus Rich acts as chairman of the Disclosure Committee. Philip Machray is the other member.

10. Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.

The Group communicates with shareholders and other stakeholders through its Annual and Interim Reports, regulatory and non-regulatory announcements, its investor relations website, Annual General Meetings and face-to-face meetings.

Further details of this can be found on page 18.

Audit Committee Report

The Audit Committee is responsible for ensuring that the financial performance of the Group is properly reported and reviewed. Its role includes monitoring the integrity of the financial statements (including annual and interim accounts and results announcements), reviewing internal control and risk management systems, reviewing any changes to accounting policies, reviewing and monitoring the extent of the non-audit services undertaken by external auditors and advising on the appointment of external auditors.

The Board has overall responsibility for the Group's system of internal financial control and for reviewing its effectiveness. The purpose of the system of control is to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, but not absolute, assurance against misstatement or loss. The Chief Financial Officer is the executive within the Group responsible for day-to-day financial management of the Group's affairs and its internal accounting.

The Group's Chief Financial Officer and the external auditors attend meetings of the Audit Committee by invitation. The Committee also holds separate meetings with the auditors as appropriate.

2024 ACTIVITIES

The Audit Committee met twice during the year. These meeting were primarily used to consider the prior year's Annual Report and Accounts and the current year interim financial statements. In January 2025, the Committee chair met with the Group's external auditors to agree the audit plan for the 2024 financial year-end. The Committee also met in March 2025 prior to approving the 2024 accounts.

The Committee undertook a review and assessment of the Annual Report in order to determine whether it could advise the Board that, taken as a whole, the Annual Report is fair, balanced and understandable, and provides shareholders with the information they need to assess the Group's position, performance, business model and strategy. In doing this, the Committee reviewed and discussed the findings from the external auditors as part of the 2024 year-end audit and fully discussed the Annual Report at the Committee meeting in March 2025. It considered the following Significant Accounting Judgements:

1. Revenue recognition – the Committee considered the Group's approach to revenue recognition and its compliance with IFRS, and concluded that the very nature of programmatic advertising revenue ensured clarity on the allocation of revenue across each distinct accounting period and a clean cut off.
2. Accounting for business acquisitions – the committee considered the appropriate accounting treatment and judgements used to appropriately record the acquisition of the brands and trademarks of the Walford News and GRV during the year. This included assessment of the respective fair values and whether the transactions were treated as assets acquisitions or as Business Combinations.
3. Capitalisation of development costs – the Committee reviewed the circumstances under which development costs had been capitalised as intangible assets during the course of the year and was satisfied that for each development, management had demonstrated that the recognition criteria under IAS38 had been met.
4. Carrying value of goodwill and other intangible assets – the Committee considered the Group's →

Audit Command Report cont...

→ approach to evaluation of the carrying value of goodwill and other intangible assets, having due regard to the impairments recognised in prior periods, but cognisant of the improvement in profitability in 2024. The Committee carefully considered the value in use of each CGU based on management's projection of future cashflows and the appropriateness of the discount rate used to determine net present value. The Committee was satisfied with the carrying values of the assets associated with the Group's assets having considered the discounted cash flow model which demonstrated that no impairment charge was required for them.

5. Going Concern – the Committee considered the appropriateness of a going concern basis especially in the light of global macroeconomic factors and the specific industry characteristics creating volatility in the Group's revenues. The Committee was assured that the business has a strong balance sheet, is trading profitably and that, whilst consumer advertising revenues are expected to remain under pressure, the Group's core business model is resilient.

Following a robust process, the Committee recommended to the Board that the Annual Report is, taken as a whole, fair, balanced and understandable.

The committee also assisted in the selection and appointment and onboarding of Richard Spilsbury as Chief Financial Officer, following the resignation of David Joseph with effect from 1 January 2025.

INTERNAL AUDIT

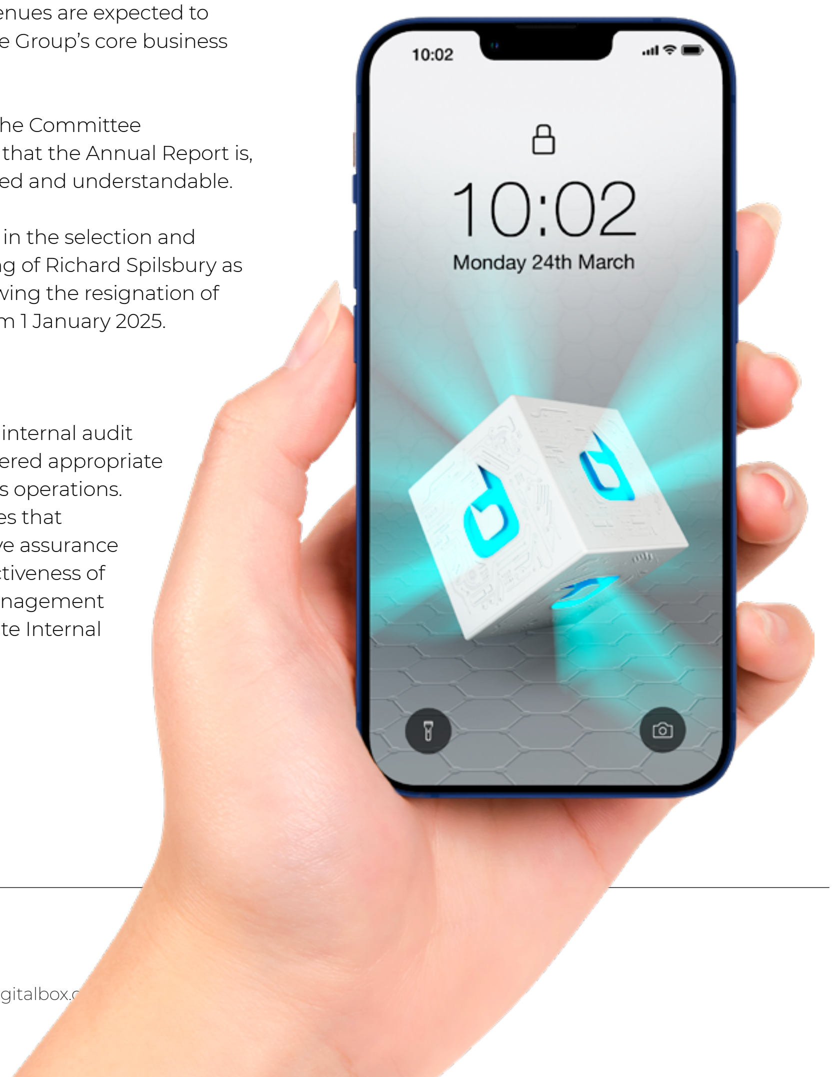
The Group does not have an internal audit function as this is not considered appropriate given the scale of the Group's operations. The Audit Committee believes that management is able to derive assurance as to the adequacy and effectiveness of internal controls and risk management procedures without a separate Internal Audit function.

EXTERNAL AUDITORS

The Audit Committee has reviewed the independence and effectiveness of HaysMac LLP, the Group's external auditors, and are satisfied in both respects.

HaysMac LLP's fees in the year in respect of audit services were £62k (2023: £60k) and in respect of non-audit services were £5k (2023: £0k) as detailed in note 8. HaysMac LLP have signified their willingness to continue in office and a resolution to reappoint HaysMac LLP as auditor to the Company will be proposed at the AGM.

Philip Machray
Chairman of the Audit Committee
24 March 2025



Remuneration Committee Report

The Remuneration Committee determines the remuneration packages for Executive Directors and other senior employees and keeps the Group's policy on pay and benefits under review generally.

The executive directors' annual bonus plan was based on a measure of adjusted EBITDA performance compared to budget. For 2024 the executive directors' bonus scheme will be based on revenue and a measure of adjusted EBITDA being exceeded with a bonus cap of 200% of salary.

The Remuneration Committee will keep under review the long-term incentivisation of Executive Directors and senior employees, balancing the need to control costs while ensuring that pay and benefits offered by the Group are appropriate for attracting and retaining high-calibre staff.

The Committee will continue to have due regard to remuneration reports from independent sources, to the guidance of its professional advisers and to good practice generally.

Directors' remuneration for the year of 2024 are shown on page 54. Directors' shareholdings are set out below:

Director	Number of 1p Ordinary Shares as at 31st December 2024	%	Number of 1p Ordinary Shares as at 31st December 2023	%
James Carter	10,908,078	9.3%	10,908,078	9.3%
Jim Douglas	10,908,078	9.3%	10,908,078	9.3%
David Joseph*	1,700,000	1.4%	1,150,000	1.0%
	23,516,156	19.9%	22,966,156	19.5%
Total ordinary shares	117,923,393		117,923,393	

Options have been granted to certain key employees, as below:

Option Holder	Number of Shares	Vesting Date
James Carter*	681,958	Vested
Jim Douglas*	681,958	Vested
Nick Clough	1,002,960	Vested
Karen Hyland	1,002,960	Vested
Grace Vielma	1,002,960	24 February 2024
James Carter	1,504,441	5 April 2026
James Douglas	1,504,441	5 April 2026
Thomas Christmas	1,002,960	5 April 2026
Hayley Soen	501,480	5 April 2026
	7,883,158	

*Effective options in Digitalbox plc arising from warrants in a subsidiary Company vesting immediately

Claire Blunt
Chair of the Remuneration Committee
24 March 2025

Directors' Report

The Directors present their report and audited financial statements for the year ended 31 December 2024.

Principal Activities

The principal activities of the Group are the publication of consumer media through the digital mobile channel, with revenues derived from programmatic advertising.

The principal activity of the Company is as a holding company.

Board of Directors

The Directors who served during the year were:

Marcus Rich
James Carter
Jim Douglas
David Joseph (Resigned 31 December 2024)
Philip Machray
Claire Blunt (Appointed 25 October 2024)
Graham Bryce (Appointed 6 November 2024)

Future Developments

The Company has chosen in accordance with section 414C(11) of the Companies Act 2006 to include the disclosure of likely future developments in the Chief Executive's Statement beginning on page 5.

Dividends

No dividends were paid during the year (2023: £Nil). The Board is not recommending the payment of a final dividend in respect of the year ended 31 December 2024.

Earnings per Share

Earnings per share in the period from continuing operations was a loss of 0.056p (2023: loss of 5.662p) and diluted earnings per share from continuing operations in the period was a loss of 0.056p (2022: loss of 5.662p).

Going Concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. In considering going concern, the Directors consider the current financial position and performance of the business, as well as reviewing financial information for a period of at least 12 months from the date of approval of the financial statements. In considering going concern, the Directors consider the current financial position and performance of the business, as well as reviewing financial information for a period of at least 12 months from the date of approval of the financial statements, including plausible downside scenarios. Given the strong and liquid balance sheet position, the proven ability of the Group to generate operating cash in a challenging market, increasing profitability and successful bolt on acquisitions in the current and prior periods, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The going concern basis of accounting has therefore been adopted in preparing the financial statements.

Treasury Operations & Financial Instruments

The Group operates a centralised treasury function which is responsible for managing liquidity, interest and foreign currency risks associated with the Group's activities.

The Group's principal financial instrument is cash, the main purpose of which is to fund the Group's operations.

The Group has various other financial assets and liabilities such as trade receivables and trade payables naturally arising from its operations.

The Group's exposure and approach to capital and financial risk, and approach to managing these is set out in note 20 to the consolidated financial statements.

Employee Engagements

The Group engages with its employees regularly through face-to-face communication and virtual meetings during which details of the Group's performance is shared.

Further information regarding employee engagement can be found in the Corporate and Social Responsibility Report beginning on page 19.

Employee Policies

The Group has established employment policies which are compliant with current legislation and codes of practice. The Group is an equal opportunities employer.

Payment of Suppliers

The Group's policy is to pay suppliers in accordance with the relevant contractual terms between the Group and the supplier. Where no specific terms are agreed, the Group's standard policy is net monthly.

Directors' Indemnity

The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for Directors and officers of the Company in respect of liabilities they may incur in the discharge of their duties or in the exercise of their powers, including any liabilities relating to the defence of any proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted, by them as officers or employees of the Company. Appropriate directors' and officers' liability insurance cover is in place in respect of all the Directors.

Directors' Conflicts of Interest

In the event that a Director becomes aware that they, or their connected parties, have an interest in an existing or proposed transaction involving the Group, they will notify the Board in writing or at the next Board meeting.

Significant Shareholdings

As at 31 December 2024, the following shareholders owned 3% or more of the Company:

Name	Shares	%
Storia Credit Holdings (Europe)	23,267,312	19.7
Downing (London)	22,589,795	19.1
Mr James Carter	10,908,078	9.3
Mr Jim Douglas	10,908,078	9.3
Hargreaves Lansdown Asset Management (Bristol)	5,088,858	4.3
Interactive Investor (Manchester)	4,671,578	4.0
Professor P Unwin	3,735,000	3.0

Political Donations

The Group did not make any political donations during 2024 (2023: £Nil). Matters Covered in the Chairman's Statement & Financial Statements

Certain matters which are required to be disclosed in the Directors' Report (such as review of the business and future developments) have been omitted as they are included within the Chief Executive's Statement, the Strategic Report and within the notes to the Financial Statements.

Annual General Meeting

The Company's Annual General Meeting will be announced in due course.

Statement as to Disclosure of Information to the Auditor

As far as the Directors are aware they have each taken all necessary steps to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Auditors

On 19 November 2024 the Company's auditor changed its name from Haysmacintyre LLP to HaysMac LLP. HaysMac LLP have signified their willingness to continue in office and a resolution to reappoint HaysMac LLP as auditor to the Company will be proposed at the AGM.

Approved by the Board on 24 March 2025 and signed on its behalf:

James Carter
Chief Executive Officer

Directors' Responsibilities Statement

The Directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the United Kingdom and applicable law. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Company and the Group for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- tate whether IFRS as adopted by the United Kingdom have been followed subject to any material departures disclosed and explained in the financial statements;
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's and the Group's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and the Group will continue in business.

Financial statements are published on the Group's website in accordance with the rules and legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the corporate and financial information on the Group's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

The work carried out by the auditors does not include consideration of the maintenance and the integrity of the website and accordingly the auditor accepts no responsibility for any changes that have occurred to the financial statements when they are presented on the website.

Independent Auditor's Report

OPINION

We have audited the financial statements of Digitalbox plc (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise the Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows, Company Statement of Financial Position, Company Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted International Financial Reporting Standards ("IFRS").

In our opinion, the financial statements:

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

BASIS FOR OPINION

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

CONCLUSIONS RELATING TO GOING CONCERN

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the director's assessment of the entity's ability to continue to adopt the going concern basis of accounting considered the inherent risks to the Group and the Company's business model and reviewed the directors' assessment of how those risks affect the Group and the Company's financial resources or ability to continue operations over the going concern period. We considered the likely cash inflows and outflows over the going concern period and assessed the risk that the Group and the Company would be unable to meet their liabilities as they fall due. We scrutinised the reasonableness of assumptions applied to the cash flow forecasts and sensitised such forecasts against various scenarios which could come to realisation. We reviewed management's going concern memo and discussed with the Board. We considered post balance sheet date performance and other wider factors in concluding our assessment.

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 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.

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

AN OVERVIEW OF THE SCOPE OF OUR AUDIT

Our audit scope included obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement at the Group level, with consideration of the monetary value of the balances subject to audit. Whilst we performed this assessment at the planning stage, we concluded that our planning assessment was still relevant, and therefore appropriate, based on the year-end figures. →

Both Digitalbox PLC and Digitalbox Publishing Limited were considered to constitute significant components and therefore subject to full scope testing. Digitalbox Holdings Limited was deemed to be insignificant to the Group and audit work performed was limited to analytical review. This work has been performed by the Group audit team.
Our Group audit scoping ensured that was obtained coverage through full-scope audit procedures of 100% of the Group's profit and the Group's total assets and liabilities, with reference to the materiality basis detailed below.

We communicated with both the Directors and the Audit Committee our planned audit work through our audit planning report and relevant discussions. Throughout the process we engaged in conversation with both the Directors and Audit Committee relating to the process of the audit.

We communicated with both the Directors and Audit Committee our audit findings and conclusions in our final audit report.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, 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 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.

OTHER INFORMATION

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

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

OUR APPLICATION OF MATERIALITY

The scope and focus of our audit were influenced by our risk assessment and application of materiality. We define materiality as the magnitude of misstatement that could reasonably be expected to influence the economic decisions of the users of the financial statements. We use materiality to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

Materiality for the financial statements as a whole was set at £46,000, determined by reference to 7.5% of normalised 5-year Group Adjusted EBITDA (Adjusted EBITDA is defined as Operating loss after adding back depreciation, amortisation, impairment of goodwill and intangible assets, share-based payments, acquisition costs, costs related to one-off projects and new product development). Performance materiality was set at £32,200, being 65% of materiality. We have reported to the audit committee any corrected or uncorrected misstatements arising exceeding £2,300. Component materiality for the parent Company and only trading subsidiary, Digitalbox Publishing Limited, was capped at £45,000, with reference to a benchmark of Group materiality.

KEY AUDIT MATTER	HOW OUR SCOPE ADDRESSED THIS MATTER
Fraud in revenue recognition (Digitalbox Publishing Limited) Group revenue comprises both the sale of digital advertising space and subscription revenues. Revenue is recognised in line with the accounting policies in note 4. During the period, the Group recognised revenues of £3,624k (2023: £2,790k). We consider there to be a significant risk around the occurrence of this revenue and its recognition in accordance with IFRS 15. Revenue earned through the sale of digital advertising space is recognised on the basis of dashboards maintained by customers and is manually invoiced on a monthly basis. There is a risk that it is incorrectly recognised. Revenue earned through the sale of subscriptions to customers is recognised on a monthly basis based on the subscription start date. We also consider there to be a risk of misstatement of the financial statements related to transactions occurring close to the year-end, as transactions could be recorded in the wrong financial period (cut-off).	Further work included, but was not restricted to: • performing a cash to revenue reconciliation, reconciling revenue recorded in the year to cash receipts, considering movements in the statement of financial position movements; • analytical review of all transactions to identify transactions recorded during the year that fall outside the standard posting cycle • reviewing a sample of sales raised in December and January 2024 to ensure that this was recognised in the correct period; and • reviewing the recoverability of a sample of trade receivables at the year end to assess validity of their recognition and carrying value as at 31 December 2023.
Impairment of goodwill and other intangibles assets (Digitalbox Plc and Digitalbox Publishing) As at the 31 December 2024, the Group has recognised goodwill and intangibles of £4,326k (2023: £4,594k). The goodwill and intangibles assets arose on through both the historical acquisitions of Entertainment Daily and The Tab, as well as recent asset acquisitions. There is a risk that the value of the goodwill and intangible assets should be impaired as at 31 December 2024	Our work included, but was not restricted to: • reviewing and assessing the impairment reviews prepared by management and both challenging and benchmarking the key assumptions within the value in use model; • reviewing and assessing future budgets and cash flow forecasts including considering downside sensitivities; • making enquiries of management and assessing expected future performance and potential growth in the business.
Valuation of investments in subsidiaries and intercompany receivables (only Digitalbox PLC Parent Company) Included in the Parent Company's Statement of Financial Position are investments in subsidiaries of £6,226k (2023: £6,226k) and intercompany receivables of £1,064k (£2023: £1,771k). Given the size of the balances held, there is a risk that both the investment and intercompany receivables balances should be impaired as at 31 December 2024.	We challenged management's impairment assessment of the recoverability of these balances, reviewing the forecasts of Digitalbox Publishing's performance. This consisted of, but was not limited to: • Reviewing and assessing the forecasts prepared by management and both challenging and benchmarking the key assumptions within the cashflow model; • Verifying the budgets prepared by management to actual results post year-end Benchmarking key assumptions made within the model to industry data and information.

OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

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

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

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

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

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement set out on page 30, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

EXPLANATION AS TO WHAT EXTENT THE AUDIT WAS CONSIDERED CAPABLE OF DETECTING IRREGULARITIES, INCLUDING FRAUD.

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to regulatory requirements for the business and trade 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 preparation of the financial statements such as the

Companies Act 2006, income tax, payroll tax and sales tax.

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 revenue and management bias in accounting estimates. Audit procedures performed by the engagement team included:

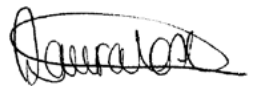
- Inspecting correspondence with regulators and tax authorities;
- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities;
- Identifying and testing journals, in particular journal entries posted with unusual account combinations, postings by unusual users or with unusual descriptions; and
- Challenging assumptions and judgements made by management in their critical accounting estimates, in particular relating to the impairment of goodwill and other intangible assets.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

USE OF OUR REPORT

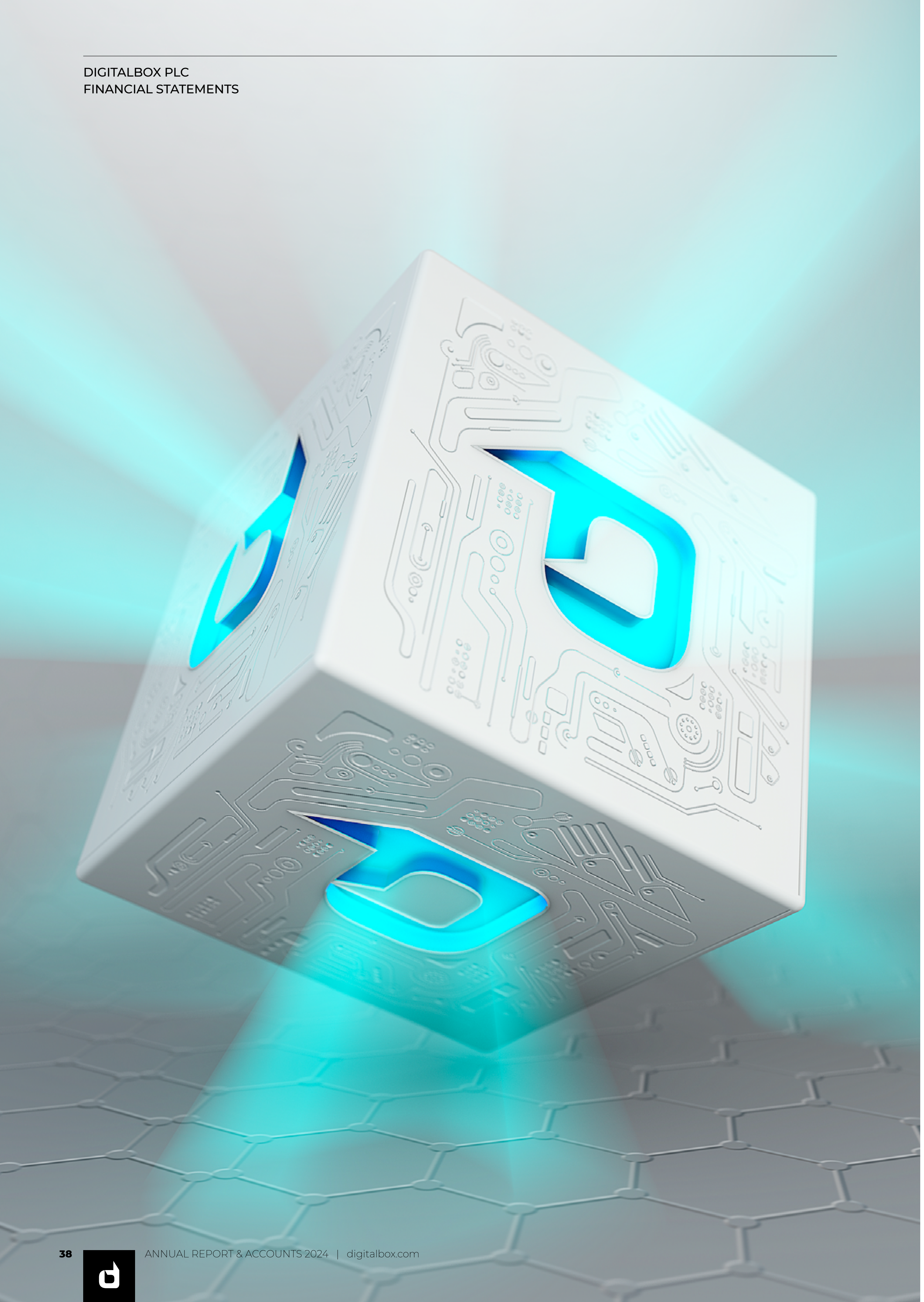
This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other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



Laura Mott
(Senior Statutory Auditor)
For and on behalf of Haysmacintyre LLP, Statutory Auditors

10 Queen Street Place
London
EC4R 1AG

24 March 2025



Financial Statements

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Revenue	7	3,645	2,790
Cost of sales		(551)	(606)
Gross profit		3,094	2,184
Administrative expenses		(3,172)	(8,957)
Operating loss	8	(78)	(6,773)
Memorandum:			
Adjusted EBITDA[1]		**624**	**20**
Depreciation		(28)	(14)
Amortisation		(387)	(265)
Impairment of goodwill and intangible assets		-	(6,384)
Share based payments		(94)	(96)
New product development		(79)	-
Costs in relation to one-off projects		(114)	(34)
Loss from operations		**(78)**	**(6,773)**
Finance costs	10	(4)	(6)
Finance income		57	44
Loss before taxation and attributable to equity holders of the parent		**(25)**	**(6,735)**
Taxation	11	(41)	58
Loss and total comprehensive income for the financial year		**(66)**	**(6,677)**

All profits and losses arise from continuing operations.
There was no comprehensive income for 2024 (2023: £NIL)

[1]Adjusted EBITDA is defined as Operating loss after adding back depreciation, amortisation, impairment of goodwill and intangible assets, share-based payments, acquisition costs, costs related to one-off projects and new product development. There was no new product development cost in 2023.

		2024 pence	2003 pence
(Loss) per share			
Basic (continuing)	12	(000.056)	(005.662)
(Loss) per share			
Diluted (continuing)	12	(000.056)	(005.662)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital £'000	Share premium £'000	Share based payment £'000	Retained earnings/ (deficit) £'000	Total equity £'000
Balance at 1 January 2023	**1,179**	**11,169**	**196**	**1,431**	**13,975**
Equity settled share-based payment charge	-	-	96	-	96
Reserves transfer in respect of lapsed options	-	-	(104)	104	-
Loss after tax	-	-	-	(6,677)	(6,677)
Balance at 31 December 2023	**1,179**	**11,169**	**188**	**(5,142)**	**7,394**
Equity settled share-based payment charge	-	-	94	-	94
Reserves transfer in respect of lapsed options	-	-	(107)	107	-
Share capital reduction	-	(11,169)	-	11,169	-
Loss after tax	-	-	-	(66)	(66)
Balance at 31 December 2024	**1,179**	**-**	**175**	**6,068**	**7,422**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		31 December 2024	31 December 2023
ASSETS	**Note**	**£'000**	**£'000**
Non-current assets			
Property, plant and equipment	13	22	46
Intangible fixed assets	14	4,372	4,594
Deferred tax asset	19	506	547
Total non-current assets		4,900	5,187
Current assets			
Trade and other receivables	15	1,102	946
Cash and cash equivalents	16	2,109	1,913
Total current assets		3,211	2,859
Total assets		8,111	8,046
LIABILITIES			
Current liabilities			
Trade and other payables	17	(595)	(409)
Bank loans and overdrafts	17	(94)	(149)
Total current liabilities		(689)	(558)
Non-current liabilities			
Bank loans	17	-	(94)
Total liabilities		(689)	(652)
Total net assets		7,422	7,394
Capital and reserves attributable to owners of the parent			
Share capital	21	1,179	1,179
Share premium	23	-	11,169
Share based payment reserve	23	175	188
Retained earnings/(deficit)	23	6,068	(5,142)
Total equity		7,422	7,394

The financial statements were approved by the Board and authorised for issue on 24 March 2025.

James Carter
CEO

Richard Spilsbury
CFO

CONSOLIDATED STATEMENT OF CASH FLOWS

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Cash flows from operating activities		
Loss from ordinary activities	(66)	(6,677)
Adjustments for:		
Income tax	41	(58)
Share based payment charge	94	96
Depreciation on property plant and equipment	28	14
Amortisation of intangible assets	387	265
Impairment on goodwill and intangible assets	-	6,384
Finance costs	4	6
Finance income	(57)	(44)
Cash flows from/(used in) operating activities before changes in working capital	**431**	**(14)**
(Increase)/decrease in trade and other receivables	(236)	86
Increase in trade and other payables	367	121
Cash generated by operations	**562**	**193**
Income tax refunded/(paid)	80	(13)
Net cash from operating activities	**642**	**180**
Investing activities		
Purchase of property, plant and equipment	(3)	(8)
Purchase of intangibles	(166)	(1,049)
Payment of deferred consideration	(181)	-
Interest received	57	44
Net cash used in investing activities	**(293)**	**(1,013)**
Financing activities		
Finance costs	(4)	(44)
Bank overdraft	(38)	38
Loan repayments	(111)	(75)
Net cash used in financing activities	**(153)**	**(81)**
Net increase/(decrease) in cash and cash equivalents	**196**	**(914)**
Cash and cash equivalents at beginning of the period	1,913	2,827
Cash and cash equivalents at end of the period	**2,109**	**1,913**

CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

Reconciliation of net cash flow to movement in net funds:

	Year ended 31 December 2024 £000	Year ended 31 December 2023 £000
Net (decrease)/ increase in cash and cash equivalents	196	(914)
Repayment of loans and overdrafts	149	75
Movement in net funds in the year	345	(839)
Net funds at 1 January	1,670	2,509
Net funds at 31 December	2,015	1,670

Breakdown of net funds

Cash and cash equivalents	2,109	1,913
Bank loans	(94)	(243)
Net funds at 31 December	2,015	1,670

Notes on the following pages form part of the Group financial statements.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Digitalbox Plc is a public limited company incorporated and domiciled in the United Kingdom. The address of the registered office is Jubilee House, 92 Lincoln Road, Peterborough, England, PE1 2SN. The Company is listed on AIM of the London Stock Exchange.

The principal activity of the Group and of the Company are disclosed in the Directors' Report.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Group operates.

2. STANDARDS, AMENDMENTS AND INTERPRETATIONS ADOPTED IN THE CURRENT FINANCIAL YEAR ENDED 31 DECEMBER 2024

The following IFRS standards, amendments or interpretations became effective during the year ended 31 December 2024 but have not had a material effect on this Consolidated Financial Information:

Standard
Amendments to IFRS 16: Lease Liability in a Sale and Leaseback
Amendments to IAS 1: Classification of Liabilities as Current or Non-Current, Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7: Supplier Finance Arrangements

All new standards and amendments to standards and interpretations effective for annual periods beginning on or after 1 January 2024 that are applicable to the Group have been applied in preparing these Consolidated Financial Statements.

3. NEW AND REVISED IFRS STANDARDS IN ISSUE

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Consolidated Financial Statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

Standard	Effective date
Amendments to IAS 21: Lack of Exchangeability	1 January 2025
IFRS 18: Presentation and Disclosure in Financial Statements	1 January 2027

The Directors are continuing to assess the potential impact that the adoption of the standards listed above will have on the Consolidated Financial Statements for the year ended 31 December 2025.

4. ACCOUNTING POLICIES

Principal accounting policies
The Group is a public Group incorporated and domiciled in the United Kingdom. The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation
The financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRS) issued by the International →

DIGITALBOX PLC
NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

4. ACCOUNTING POLICIES... cont

Accounting Standards Board (IASB) as adopted by the United Kingdom ("adopted IFRSs") and those parts of the Companies Act 2006 which apply to companies preparing their financial statements under IFRSs. The financial statements are presented to the nearest round thousand (£'000) except where otherwise indicated.

Basis of Consolidation
The Group comprises the parent Company and its subsidiaries, as detailed in note III to the Company financial statements. All of these have been included in the consolidated financial statements in accordance with the principles of acquisition accounting as laid out by IFRS 3 Business Combinations.

Going concern
The Group generated a loss during the year of £66k (2023: loss of £6,677k), the Group had closing net assets of £7,422k (2023: £7,394k), net current assets of £2,544k (2023: £ 2,301k) and cash at bank and in hand of £2,109k (2023: £1,913k). The Group generated net cash from operating activities of £461k during the year (2023: £180k).

The Group has remained cash generative during the last year and prior year and also taking into account future prospects and current cash balances (that are held to support the Group's acquisitive strategy), at the time of approving the financial statements, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

In considering going concern, the Directors consider the current financial position and performance of the business, as well as reviewing financial information for a period of at least 12 months from the date of approval of the financial statements, including plausible downside scenarios. Given the strong and liquid balance sheet position, the proven ability of the Group to generate operating cash in a challenging market, increasing profitability and successful bolt on acquisitions in the current and prior periods, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The going concern basis of accounting has therefore been adopted in preparing the financial statements.

Business combinations and goodwill
Acquisitions of subsidiaries and business are accounted for using the acquisition method. On acquisition of a subsidiary, the Directors determine whether substantially all of the fair value is concentrated into a single asset or Group of assets. When applicable, the Directors elect to apply the optional concentration test and recognise the acquisition as an asset acquisition, rather than a business combination. The assets and liabilities and contingent liabilities of the subsidiaries are measured at their fair value at the date of acquisition. Any excess of acquisition over fair values of the identifiable net assets acquired is recognised as goodwill. Goodwill arising on consolidation is recognised as an asset and reviewed for impairment at least annually. Any impairment is recognised immediately in profit or loss accounts and is not subsequently reversed. Acquisition related costs are recognised in the income statement as incurred.

Transactions between wholly owned Group members involving the hive-up or hive-across of trade and / or assets and liabilities are outside the scope of IFRS 3 on the grounds that they represent common control business combinations. The Group has elected to apply IFRS 3 in accounting for all such transactions, which involves a full fair value exercise at the date of the transaction. This accounting policy has been consistently applied to all such transactions and has been chosen on the grounds that the nature of these transactions is the amalgamation of acquired businesses into the existing trading business, which generally takes place shortly after the original acquisition.

Revenue recognition
Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group. and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

The Group monitors the performance obligations in accordance with IFRS 15 considering that the performance obligations are met upon the Group delivering the advertisement to the customer.

A receivable is recognised when the services are delivered at this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Rendering of services
Revenue from providing services is recognised in the accounting period in which the services are rendered.

Revenue from the sale of advertising space is recognised upon the advertisement being generated and the Group delivering the advertisement to the customer. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable future economic benefits will flow to the entity and the Group has satisfied the performance obligations. Revenue is not received in advance and therefore the Group does not account for contract liabilities.

Foreign currency
The individual financial statements of each Group Company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each Group Company are expressed in Pounds Sterling, which is the functional currency of the Group, and the presentational currency for the consolidated financial statements.

In preparing the financial statements of the individual companies, transactions in currencies other than the individual company's functional currency (foreign currencies) are recorded at rates of exchange prevailing on the dates of the transactions. At the reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of the gain or loss is also recognised directly in equity.

Intangible assets
Intangible assets include goodwill arising on the acquisition of subsidiaries and represents the difference between the fair value of the consideration payable and the fair value of the net assets that have been acquired. The residual element of goodwill is not being amortised but is subject to an annual impairment review.

Also included within intangible assets are various assets separately identified in business combinations (such as brand value) to which the Directors have ascribed a fair value and a useful economic life. The ascribed value of these intangible assets is being amortised on a straight-line basis over their estimated useful economic life, which is considered to be between 5 and 7 years.

Other intangible assets purchased by the Group, including technical development costs are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Amortisation is recognised so as to write off the cost less their residual values over their useful lives, which is considered to be 3 years straight line for development costs and between 3-7 years straight line for other intangible assets.

Financial instruments
The Group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument. →

4. ACCOUNTING POLICIES... cont

Trade and other receivables
Trade and other receivables are measured at initial recognition at fair value and subsequently measured at amortised cost using the effective interest method. A provision is established when there is objective evidence that the Group will not be able to collect all amounts due. The amount of any provision is recognised in profit or loss.

The Group always recognises lifetime expected credit losses (ECL) for trade receivables and amounts due on contracts with customers. The expected credit losses on these financial assets are estimated based on the Group's historical credit loss experience, adjusted for facts that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

Cash and cash equivalents
Cash and cash equivalents are recognised as financial assets. They comprise cash held by the Group and short-term bank deposits with an original maturity date of three months or less.

Trade payables
Trade payables are initially recognised as financial liabilities measured at fair value, and after initial recognition measured at amortised cost.

Derivative financial instruments
Derivatives are recorded at fair value, as either assets (positive fair value) or liabilities (negative fair value) through the P&L. Only transactions with the same counterparty with a legal right of set off are netted off. Fair values are based on bid prices (assets) or offer prices (liabilities). Gains and losses are included in the P&L with reference to the fair value of the investment at the balance sheet date.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deduction of all its liabilities. Equity instruments issued by the Group are recorded at the proceeds received net of direct issue costs.

Share based payments
Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive income on a straight-line basis over the vesting period.

Non-market vesting conditions are taken into account by adjusting the number of options expected to vest at each statement of financial position date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Fair value is calculated using the Black-Scholes model, details of which are given in note 22. At each balance sheet date, the Group revises its estimates of the number of awards that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the income statement, with a corresponding adjustment to equity for equity-settled awards and liabilities for cash-settled awards. At each balance sheet date, the Group revises its estimates of the number of awards that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the income statement, with a corresponding adjustment to equity for equity-settled awards and liabilities for cash-settled awards.

Pensions
The pension schemes operated by the Group are defined contribution schemes. The pension cost charge represents the contributions payable by the Group.

Property, plant and equipment
Property, plant and equipment are stated at cost net of accumulated depreciation and provision for impairment. Depreciation is provided on all property, plant and equipment, at rates calculated to write off the cost less estimated residual value, of each asset on a straight-line basis over its expected useful life. The residual value is the estimated amount that would currently be obtained from disposal of the asset if the asset were already of the age and in the condition expected at the end of its useful economic life.

The method of depreciation for each class of depreciable asset is:
Office equipment 25% reducing balance

Impairment of Assets
Impairment tests on goodwill are undertaken annually at the balance sheet date. The recoverable value of goodwill is estimated based on value in use, defined as the present value of the cash generating units with which the goodwill is associated. This is computed by applying an appropriate discount rate to the estimated value of future cash flows. When value in use is less than the book value, an impairment is recorded and is irreversible.

Other non-financial assets are subject to impairment tests whenever circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its estimated recoverable value (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly. Where it is not possible to estimate the recoverable value of an individual asset, an impairment test is carried out on the asset's cash-generating unit. The carrying value of property, plant and equipment is assessed in order to determine if there is an indication of impairment. Any impairment is charged to the statement of comprehensive income. Impairment charges are included under administrative expenses within the consolidated statement of comprehensive income.

Taxation and deferred taxation
Corporation tax payable is provided on taxable profits at prevailing rates.

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the balance sheet differs from its tax base, except for differences arising on:
- the initial recognition of goodwill; and
- 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 nor taxable profit.

Recognition of deferred tax assets is restricted to those instances where it is probable that future taxable profit will be available against which the asset can be utilised. The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:
- the same taxable Group Company; or
- different Group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Segmental reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the Executive Directors, who are responsible for allocating resources and assessing performance of the operating segments.

A business segment is a Group of assets and operations, engaged in providing products or services that are subject to risks and returns that are different from those of other operating segments. →

4. ACCOUNTING POLICIES... cont

Segmental reporting (continued)
A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments. The Executive Directors assess the performance of the operating segments based on the measures of revenue, profit before taxation and profit after taxation. Central overheads are not allocated to business segments.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on experience and other factors considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the 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 critical judgements and estimations that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Critical accounting judgements
Impairment of goodwill and other intangible assets
Impairment of the valuation of the goodwill relating to the acquisition of subsidiaries is considered annually for indicators of impairment to ensure that the asset is not overstated within the financial statements. The annual impairment assessment in respect of goodwill requires estimates of the value in use (or fair value less costs to sell) of subsidiaries to which goodwill has been allocated.

This requires the Directors to estimate the future cash flows and an appropriate discount factor, in order that the net present value of those cash flows can be determined. Discounted cash flow forecasts are stress tested under a range of scenarios. The headroom was deemed sufficient at 31 December 2024.

Critical accounting estimates
Amortisation of intangible assets
The periods of amortisation adopted to write down capitalised intangible assets requires estimates to be made in respect of the useful lives of the intangible assets, to determine an appropriate amortisation rate. Development costs (domain names and website costs) are being amortised on a straight-line basis over the period during which the economic benefits are expected to be received, which has been estimated at 3 years. Intangible assets recognised in relation to the brand names are being amortised straight-line over 5 - 7 years.

Deferred tax
There were unused tax losses at 31 December 2024 amounting to £2,831k (2023: £3,610k). In the majority, these were restricted for use for until September 2025 against future taxable profits arising from the trade formerly carried on in Tab Media Limited and now carried on in Digitalbox Publishing Limited. A deferred tax asset was recognised in relation to these losses for the first time in 2022, as the losses were considered to be highly likely to be recoverable against future profits. It is still the view that these losses will be highly likely to be recoverable against future profits.

Provision for bad and doubtful debts
The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar ageing. The expected loss rates are based on the Group's historical credit losses experience over the twelve-month period prior to the period end. Forward-looking issues that can be assessed with reasonable accuracy and this has had an immaterial effect on the expected credit loss rate.

6. SEGMENTAL INFORMATION

A segmental analysis of revenue and expenditure is as follows:

2024	**Entertainment Daily**	**Mashed Productions**	**The Tab**	**The Poke**	**TV Guide**	**Head Office**	**Total 2024**
	£'000	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**	**£'000**
Revenue	1,526	169	1,169	358	423	-	3,645
Cost of sales	(271)	(83)	(102)	(64)	(31)	-	(551)
Administrative expenses	(430)	(135)	(431)	(115)	(160)	(1,199)	(2,470)
Adjusted EBITDA*	825	(49)	636	179	232	(1,199)	624
Amortisation, depreciation, and impairment	-	-	-	-	-	(415)	(415)
Costs in relation to one-off projects	-	-	-	-	-	(114)	(114)
Share based payments	-	-	-	-	-	(94)	(94)
New product development	-	-	-	-	-	(79)	(79)
Finance income	-	-	-	-	-	57	57
Finance costs	-	-	-	-	-	(4)	(4)
Tax	-	-	-	-	-	(41)	(41)
(Loss) / profit for the year	**825**	**(49)**	**636**	**179**	**232**	**(1,889)**	**(66)**

6. SEGMENTAL INFORMATION (continued)

2023	Entertainment Daily £'000	Mashed Productions £'000	The Tab £'000	The Poke £'000	TV Guide £'000	Head office £'000	Total 2023 £'000
Revenue	1,440	117	921	219	93	-	2,790
Cost of sales	(305)	(147)	(110)	(40)	(4)	-	(606)
Administrative expenses	(484)	(122)	(444)	(87)	(9)	(1,018)	(2,164)
Adjusted EBITDA*	651	(152)	367	92	80	(1,018)	20
Amortisation, depreciation, and impairment	-	-	-	-	-	(6,663)	(6,663)
Acquisition costs	-	-	-	-	-	(34)	(34)
Share based payments	-	-	-	-	-	(96)	(96)
Finance income	-	-	-	-	-	44	44
Finance costs	-	-	-	-	-	(6)	(6)
Tax	-	-	-	-	-	58	58
(Loss)/profit for the year	651	(152)	367	92	80	(7,715)	(6,677)

* Adjusted EBITDA is defined as Operating loss after adding back depreciation, amortisation, impairment of goodwill and intangible assets, share-based payments, acquisition costs, costs related to one-off projects and new product development. There was no new product development cost in 2023.

The segmental analysis above reflects the parameters applied by the Board when considering the Group's monthly management accounts.

	External revenue by location of customer		Total assets by location		Net tangible capital expenditure by location	
	31 December 2024 £'000	31 December 2023 £'000	31 December 2024 £'000	31 December 2023 £'000	31 December 2024 £'000	31 December 2023 £'000
United Kingdom	1,359	477	7,529	7,511	3	8
Europe	999	1,249	260	307	-	-
Rest of World	1,287	1,064	322	228	-	-
	3,645	2,790	8,111	8,046	3	8

7. REVENUE

Revenue by stream is split:	2024 £'000	2023 £'000
Advertising space	3,645	2,790
	3,645	2,790
Revenue by location is split:		
United Kingdom	1,359	477
Europe	999	1,249
Rest of world	1,287	1,064
	3,645	2,790

The Group had three (2023: two) customers whose revenue individually represented 10% or more of the Group's total revenue, being 11.8%, 11.7% and 10% respectively (2023: 17.2% and 14.2% respectively).

8. LOSS FROM OPERATIONS

	2024 £'000	2023 £'000
This is arrived at after charging:		
Continuing operations		
Staff costs (see note 9)	2,020	1,620
Depreciation of property, plant & equipment	28	14
Amortisation of intangible fixed assets	387	265
Loss on derivative instruments at fair value	14	-
Impairment on goodwill and intangible assets	-	6,384
Auditors' remuneration in respect of the Company	5	20
Audit of the Group and subsidiary undertakings	57	42
Review of interim financial information	-	5
	62	67

9. STAFF COSTS

	2024 £'000	2023 £'000
Staff costs for all employees, including Directors, consist of:		
Wages and salaries	1,739	1,357
Social security costs	166	149
Pensions	21	18
	1,926	1,524
Share based payment charge	94	96
	2,020	1,620

The average number of employees of the Group during the year was as follows:	2024 Number	2023 Number
Directors	5	5
Management and administration	7	5
Content	21	22
	33	32

Directors' Detailed Emoluments

Details of individual Directors' emoluments for the year are as follows:

	Salary 2024 £'000	Bonus 2024 £'000	Pension 2024 £'000	Total 2024 £'000	Total 2023 £'000
J Carter	166	80	1	247	155
J Douglas	166	80	1	247	155
M Higginson (resigned 30 April 2023)	-	-	-	-	8
D Joseph (resigned 31 December 2024)	54	34	-	88	50
P Machray	28	-	-	28	26
M Rich	40	-	-	40	37
C Blunt (Appointed 22 October 2024)	6	-	-	6	-
G Bryce (Appointed 1 November 2024)	4	-	-	4	-
R Spilsbury (Appointed 31 December 2024)	-	-	-	-	-
Total	**464**	**194**	**2**	**660**	**431**

All pension contributions represent payments into defined contribution schemes.

The Executive Directors have service contracts with the Company which are terminable by the Company or relevant director after a fixed term of 12 months followed by 6 months' notice.

The Directors' interests in the issued ordinary share capital of the Company was as follows:

Director	Shares of £0.01 31/12/2024		Shares of £0.01 31/12/2023	
James Carter	10,908,078	9.3%	10,908,078	9.3%
Jim Douglas	10,908,078	9.3%	10,908,078	9.3%
David Joseph*	1,150,000	1.0%	1,150,000	1.0%

*David Joseph acquired shares through Integral 2 Limited, a company controlled by him.

There is a share-based payment charge attributable to options held by the Directors during the year amounting to £61k (2023: £46k). No options held by Directors lapsed in the year.

Effective options in Digitalbox plc exist due to two directors having warrants in its subsidiary Company, Digital Publishing (Holdings) Limited, which, when exercised, are satisfied by issuing shares in Digitalbox plc.

These are set out in the table below,

'Effective Option' Holder	Number of Shares
James Carter	681,958
Jim Douglas	681,958
	1,363,916

The warrants had vested prior to admission onto AIM on 28 February 2019 and carry an effective exercise price of 2.28 pence per share issued in Digitalbox plc.

A full breakdown of options in issue are shown at page 29. Further information on share options is included in note 22.

The market price of the shares at 31 December 2024 was 5.25p with a quoted range from throughout 2024 of 3.35p to 5.25p. The options vest based on performance criteria detailed in note 22.

10. FINANCE COSTS

	2024 £'000	2023 £'000
Interest on bank loans	4	6

11. TAXATION ON PROFIT/LOSS FROM ORDINARY ACTIVITIES

	2024 £'000	2023 £'000
Current tax		
UK corporation tax on profits for the current period	-	-
Adjustment in respect of prior periods	-	(127)
Deferred tax		
Origination and reversal of temporary differences	41	97
Adjustment in respect of prior periods	-	(28)
Total tax charge/(credit)	41	(58)

The tax assessed for the year differs from the standard rate of corporation tax in the UK applied to profit/(loss).

	2024 £'000	2023 £'000
Total loss on ordinary activities before tax	(25)	(6,734)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 25% (2023: 23.52%)	(6)	(1,584)
Effects of:		
Expenses not deductible for tax purposes	47	40
Impairment on goodwill	-	1,491
Adjustments to prior periods	-	(155)
Fixed asset differences	13	-
Deferred tax asset not previously recognised	(13)	42
Effect of changes in tax rates on deferred tax	-	3
Losses carried back	-	105
Tax charge/(credit) for the year	41	(58)

There were unused tax losses at 31 December 2024 amounting to £2,661k (2023: £3,610k). In the majority, these were restricted for use for 5 years from the date of acquisition of Tab Media Limited against future taxable profits arising from the trade formerly carried on in Tab Media Limited and now carried on in Digitalbox Publishing Limited. A deferred tax asset was recognised in relation to these losses for the first time in 2022, as the losses were considered to be highly likely to be recoverable against future profits. It is still the view that these losses will be highly likely to be recoverable against future profits.

12. EARNINGS PER SHARE

	2024 £'000	2023 £'000
The earnings per share is based on the following:		
Continuing loss post tax attributable to shareholders	(66)	(6,677)
	No	**No**
Basic weighted average number of shares	117,923,393	117,923,393
Fully diluted weighted average number of shares	118,491,107	118,809,024
Basic loss per share (pence)	(00.056)	(005.662)
Diluted loss per share (pence)	(00.056)	(005.620)

The loss per ordinary share has been calculated using the weighted average number of shares in issue during the relevant financial periods. IAS 33 requires presentation of diluted EPS when a company could be called upon to issue shares that would decrease earnings per share or increase the loss per share. The exercise price of the outstanding share options is significantly more than the average and closing share price. Therefore, as per IAS 33 the potential ordinary shares which could arise from exercised share options are disregarded in the calculation of diluted EPS.

13. TANGIBLE FIXED ASSETS

	Office equipment £'000	Total £'000
Cost		
Balance at 1 January 2023	58	58
Additions	8	8
Balance at 1 January 2024	66	66
Additions	3	3
Balance at 31 December 2024	69	69
Accumulated depreciation		
Balance at 1 January 2023	5	5
Depreciation charge	14	14
Balance at 1 January 2024	19	19
Depreciation charge	28	28
Balance at 31 December 2024	47	47
Net Book Value		
At 31 December 2024	22	22
At 31 December 2023	46	46

All tangible fixed assets held in the current and prior year were owned assets.

14. INTANGIBLE FIXED ASSETS

GROUP	Goodwill Arising on Consolidation £'000	Other Intangible Assets £'000	Development costs £'000	Total £'000
Cost				
Balance at 1 January 2023	9,610	1,696	292	11,598
Additions	-	937	112	1,049
Balance at 1 January 2024	9,610	2,633	404	12,647
Additions	-	52	114	166
Balance at 31 December 2024	9,610	2,685	518	12,813
Accumulated amortisation				
Balance at 1 January 2023	321	1,011	72	1,404
Amortisation	-	178	87	265
Impairment	6,341	-	43	6,384
Balance at 1 January 2024	6,662	1,189	202	8,053
Amortisation	-	279	108	387
Balance at 31 December 2024	6,662	1,468	310	8,440
Net Book Value				
At 31 December 2024	2,948	1,217	207	4,372
At 31 December 2023	2,948	1,444	202	4,594

During the year, the Group acquired the brands and trademarks of the Walford News and GRV, which have a carrying value of £52k and have been included in the tvguide.co.uk and Entertainment Daily CGUs respectively. There were no development costs capitalised in respect of these brands. The assets will be amortised over their useful economic life of 7 years.

During the year, the Group capitalised development costs of £114k . The projects were for tvguide.co.uk platform and new launches, in which £52k and £43k were capitalised respectively. The assets will be amortised over their useful economic life of 3 years.

Amortisation is charged to administrative expenses in the Statement of Comprehensive Income.

GOODWILL AND IMPAIRMENT

The carrying value of goodwill in respect of each cash generating unit is as follows:

	31 December 2024 £'000	31 December 2023 £'000
Digitalbox Publishing (Holdings) Limited	2,830	2,830
Tab Media Limited	118	118
	2,948	2,948

The Group is obliged to test goodwill annually for impairment, or more frequently if there are indications that goodwill and indefinite life intangibles might be impaired, as the goodwill is deemed to have an indefinite useful life. In order to perform this test, management is required to compare the carrying value of the relevant cash generating unit ("CGU") including the goodwill with its recoverable amount. The recoverable amount of the CGU is determined from a value in use calculation.

Digitalbox Publishing (Holdings) Limited
The recoverable amount of Digitalbox Publishing (Holdings) Limited relates to the Entertainment Daily segment and has been determined from a review of the current and anticipated performance of this unit. The recoverable value has been assessed based on the expected economic value of a base case and a downside case after applying 50% probability for each. In preparing this projection, a discount rate of 10% (2023: 20%) has been used based on the weighted average cost of capital and a future growth rate of 5% has been assumed. It has been assumed investment in capital equipment will equate to depreciation over the year. The discount rate was based on the Group's weighted average cost of capital as estimated by management.

Tab Media Limited
The recoverable amount of the Tab Media segment, which was hived up from Tab Media Limited to Digitalbox Publishing Limited on 1 October 2020, has been determined from a review of the current and anticipated performance of this unit. The recoverable value has been assessed based on the expected economic value of a base case and a downside case after applying 50% probability for each. In preparing this projection, a discount rate of 10% (2023: 20%) has been used based on the weighted average cost of capital and a future growth rate of 5% has been assumed. It has been assumed investment in capital equipment will equate to depreciation over the year. The discount rate was based on the Group's weighted average cost of capital as estimated by management.

15. TRADE AND OTHER RECEIVABLES

	31 December 2024 £'000	31 December 2023 £'000
Trade receivables	999	757
Prepayments and accrued income	62	84
Corporation tax	-	80
Other receivables	41	25
	1,102	946

16. CASH AND CASH EQUIVALENTS

	31 December 2024 £'000	31 December 2023 £'000
Cash at bank and in hand	2,109	1,913

17. LIABILITIES

	31 December 2024 £'000	31 December 2023 £'000
Current liabilities		
Trade payables	175	78
Social security and other taxes		102
81		
Accruals	304	69
Other payables*	14	181
	595	409
Bank loans and overdrafts	94	149
Corporation tax payable	-	-
	689	558
Non-current liabilities		
Bank loans	-	94
	-	94

During the prior year, the Group acquired the website tvguide.co.uk which has a carrying value in the financial statements of £453,214. Of this sum, £180,000 was deferred until 2024. The amount owed was paid in full during the year.

18. LOANS AND OVERDRAFTS

	31 December 2024 £'000	31 December 2023 £'000
Bank overdrafts		
Due in less than one year	-	37
Bank loans		
Due in less than one year	94	112
Due in between one and two years	-	94
Due in between two and five years	-	-
	94	243

On 7 October 2020, Digitalbox Publishing Limited drew down a loan facility amounting to £450k under the CBILS scheme. The present value of the loan at inception discounted at a market rate of interest was £440k. The loan is for a term of five years and is repayable in equal monthly instalments which commenced in 2021. Interest is charged at a fixed rate of 2.43% per annum, with the cost being fully subsidised by central Government for the first 12 months.

The loan is secured by a debenture over the assets of the Digitalbox Publishing Limited and a £450k guarantee granted by Digitalbox plc. The outstanding balance at 31 December 2024 was £94k (2023: £206k).

19. DEFERRED TAX

	Total £'000
Balance at 1 January 2024	(547)
Deferred tax charge for the year	41
Balance at 31 December 2024	(506)

The deferred tax provision comprises:	31 December 2024 £'000	31 December 2023 £'000
Intangible asset timing differences	191	257
Tax losses	(697)	(804)
	(506)	(547)

The expected net credit of deferred tax in 2024 is £67k.

20. FINANCIAL RISK MANAGEMENT

The Group is exposed to risks that arise from its use of financial instruments. These financial instruments are within the current assets and current liabilities shown on the face of the statement of financial position and comprise the following:

Credit risk

The Group is exposed to credit risk primarily on its trade receivables. The Group maintains its cash reserves at a reputable bank. It is Group policy to assess the credit risk of each new customer before entering into binding contracts.

The maximum exposure to credit risk is represented by the carrying value in the statement of financial position. The credit risk on liquid funds is low as the funds are held at a bank with a high credit rating assigned by international credit agencies.

	31 December 2024 £'000	31 December 2023 £'000
Current financial assets		
Trade receivables	999	757
Other receivables	103	189
Cash and cash equivalents	2,109	1,913
	3,211	2,859

20. FINANCIAL RISK MANAGEMENT (continued)

The table below illustrates the due date of trade receivables:

	31 December 2024 £'000	31 December 2023 £'000
Current	375	330
31 – 60 days	333	250
61 – 90 days	139	155
91 – 120 days	89	10
121 and over	63	12
	999	757

The table below illustrates the geographical location of trade receivables:

	31 December 2024 £'000	31 December 2023 £'000
United Kingdom	416	226
Europe	260	307
Rest of world	323	224
	999	757

The directors have considered expected credit losses under IFRS 9 and have adopted the simplified approach to their evaluation as the Group has limited exposure to them. The Directors have provided for expected credit losses on a specific basis and this has led to the Group carrying a specific provision against trade debtors of £nil (2023: £4k). The Group experienced no bad debt write offs in 2024.

Liquidity risk
Liquidity risk arises from the Group's management of working capital and the finance charges and repayments of its liabilities.

The Group's policy is to ensure that it will have sufficient cash to allow it to meet its liabilities when they become due and so cash holdings may be high during certain periods throughout the period.

The Group's policy in respect of cash and cash equivalents is to limit its exposure by reducing cash holding in the operating units and investing amounts that are not immediately required in funds that have low risk and are placed with a reputable bank.

Cash at bank and cash equivalents

	31 December 2024 £'000	31 December 2023 £'000
At the year end the Group had the following cash balances:	2,109	1,913

Cash at bank comprises Sterling and US Dollar cash deposits.

All monetary assets and liabilities within the Group are denominated in the functional currency of the operating unit in which they are held. All amounts stated at carrying value equate to fair value.

	31 December 2024 £'000	31 December 2023 £'000
Financial liabilities at amortised cost		
Trade payables	175	78
Accruals	304	69
Bank loans and overdrafts	94	244
Other payables	14	180
	587	571

The table below illustrates the maturities of trade payables:

	31 December 2024 £'000	31 December 2023 £'000
Current	113	62
31 – 60 days	47	1
61 – 90 days	1	-
121 and over	14	15
	175	78

The table below shows the maturities of financial liabilities:

2024	Carrying amount £'000	6 months or less £'000	6-12 months £'000	1 or more year £'000
Trade payables	175	175	-	-
Accruals	304	304	-	-
Loans	94	56	38	-
Other payables	14	14	-	-
	587	549	38	-

2023	Carrying amount £'000	6 months or less £'000	6-12 months £'000	1 or more year £'000
Trade payables	78	78	-	-
Accruals	69	69	-	-
Loans	244	94	56	94
Other payables	180	180	-	-
	571	421	56	94

20. FINANCIAL RISK MANAGEMENT (continued)

Capital Disclosures and Risk Management

The Group's management define capital as the Group's equity share capital and reserves.

The Group's objective when maintaining capital is to safeguard its ability to continue as a going concern, so that in due course it can provide returns for shareholders and benefits for other stakeholders.

The Group manages its capital structure and makes adjustments to it in the light of changes in the business and in economic conditions. In order to maintain or adjust the capital structure, the Group may from time to time issue new shares, based on working capital and product development requirements and current and future expectations of the Company's share price.

Share capital is used to raise cash and as direct payments to third parties for assets or services acquired.

Market risk
Interest rate risk
Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group considers the interest rates available when deciding where to place cash balances.

Foreign currency risk
Foreign exchange transaction risk arises when individual Group operations enter into transactions denominated in a currency other than the functional currency. The principal risk arises from the Group's reliance on US Dollar denominated annual revenues which in 2024 amounted to $1.8m (2023: $1.2m) with a trade debtor balance at the year-end of $444k (2023: $228k). During the year ended 31st December 2024 the Group managed foreign current risk through management of foreign currency positions, including the use of forward currency contracts. At 31 December 2024 the Group held forward currency contracts for USD $800k, which are revalued based on current market prices leading to a £14k charge being recognised in the profit and loss account (2023: £nil).

21. SHARE CAPITAL

	No. 31 December 2024	Value £'000 31 December 2024	No. 31 December 2023	Value £'000 31 December 2023
Called up share capital				
Allotted, called up and fully paid				
Ordinary shares of £0.01 each	117,923,393	1,179	117,923,393	1,179
	117,923,393	1,179	117,923,393	1,179

22. SHARE BASED PAYMENTS

During the year, the Group incurred a £94k share based payment charge (2023: £96k). Of this total, £61k (2023: £46k) was recorded as an expense in Digitalbox plc and £33k (2023: £50k) was recorded as an expense in Digitalbox Publishing Limited.

	2024 No. of share options	Weighted average exercise price	2023 No. of share options	Weighted average exercise price
Outstanding at beginning of year	7,049,429	6.68p	4,541,919	5.51p
Granted during the year	-	-	4,513,322	6.07p
Exercised during the year	-	-	-	-
Expired during the year	(1,002,906)	6.00p	(2,005,812)	5.20p
Outstanding at the end of the year	6,406,523	6.79p	7,049,429	6.68p

4,513,322 options are exercisable after 3 years (see page 29), or on an exit event.
169,285 options are exercisable immediately.
1,363,916 options relate to Warrants issued prior to the Group's admission by Digitalbox Publishing (Holdings) Limited, a subsidiary of the Company. These are exercisable upon the exercise of those warrants in a share for share exchange arrangement, under which the Company acquires all shares issued in Digitalbox Publishing (Holdings) Limited and in consideration, issues shares to the warrant holders.

A Black-Scholes model has been used to determine the fair value of the share options on the date of grant. The fair value is expensed to the income statement on a straight-line basis over the vesting period, which is determined annually. The model assesses a number of factors in calculating the fair value. These include the market price on the date of grant, the exercise price of the share options, the expected share price volatility of the Company's share price, the expected life of the options, the risk-free rate of interest and the expected level of dividends in future periods.

The inputs into the models of options previously granted which have contributed to the share-based payment arising in the year are:

Date of grant	24/02/2021	06/04/2023
Model type	Black Scholes	Black Scholes
Vesting date	23/02/2024	05/04/2026
Number of options granted	1,002,906	4,513,322
Share price at date of grant	6.00p	7.88p
Exercise price	6.00p	7.88p
Option life in years	10	10
Risk-free rate	10%	5.25%
Expected volatility	65%	65%
Expected dividend yield	0%	0%
Fair value of options	5.20p	6.07p

23. RESERVES

Full details of movements in reserves are set out in the consolidated statement of changes in equity. The following describes the nature and purpose of each reserve within owners' equity:

Share premium: Amount subscribed for share capital in excess of nominal value. During the year a special resolution was passed at the general meeting held on 15 November 2024, stating that the share premium account was to be cancelled in its entirety, subject to approval by the High Court of Justice. On the 17 December 2024 the High Court of Justice approved this resolution. As a result there has been a transfer of the share premium account in its entirety to retained earnings in the year.

Retained earnings: Cumulative net gains and losses recognised in the consolidated statement of comprehensive income.

Share based payment reserve: Cumulative charges recognised in the consolidated statement of comprehensive income in relation to share based payments.

24. CAPITAL COMMITMENTS

At 31 December 2024 and at 31 December 2023 there were no capital commitments.

25. RELATED PARTY TRANSACTIONS

During the year, Integral2 Limited billed £68k (2023: £73k) to the Group, a company related by virtue of David Joseph, a member of key management personnel until he resigned on 31st December 2024, having control over the entity. As at 31 December 2024, £8k (2023: £7k) was owed to Integral2 Limited. During the year and prior to being appointed a member of key management personnel, £21k was paid to a Link Stone Advisory Limited, a company related by virtue of Richard Spilsbury having control over the entity and at 31 December 2024 £10k was owed to Link Stone Advisory Limited.

The key management personnel are considered to be the Board of Directors. Their remuneration is disclosed in detail in note 9. Key management were remunerated £662k in the year ended 31 December 2024 (2023: £431k).

The key management personnel have been provided with a total of 1,363,916 effective share options resulting in a charge of £61k in the period (2023: £46k).

26. POST BALANCE SHEET EVENT

On 14th March 2024 the Group exchanged contracts (the "Exchange") to acquire the digital assets of The Life Network from Media Chain Group Limited for a total consideration of £200,000 (the "Consideration", together the "Acquisition"). Completion of the Acquisition is conditional upon the satisfactory testing, by the Group, through a licence agreement which is in operation until mid-June 2025. The total Consideration for the Acquisition to be paid is £200,000, with £20,000 payable immediately on Exchange as a non-refundable deposit to trigger the license, and a further £180,000 conditionally payable on completion - which is anticipated to be within three months from the date of Exchange.

COMPANY STATEMENT OF FINANCIAL POSITION

		At 31 December 2024 £'000	At 31 December 2023 £'000
Fixed assets			
Investments	III	6,226	6,226
Deferred tax asset	IV	33	17
		6,259	6,243
Trade and other receivables	V	1,086	1,213
Cash and cash equivalents	VI	13	-
		1,099	1,213
Current liabilities			
Bank overdrafts and loans	VII	-	(38)
Trade and other payables	VII	(113)	(31)
Total current liabilities		(113)	(69)
Total liabilities		(113)	(69)
Net current assets		986	1,144
Total assets less total liabilities		7,245	7,387
Capital and reserves			
Called up share capital	VIII	1,179	1,179
Share premium account	IX	-	11,169
Share-based payment reserve	IX	122	138
Retained earnings/(deficit)	IX	5,944	(5,099)
Shareholders' funds		7,245	7,387

The Company has taken advantage of the exemptions allowed under section 408 of the Companies Act 2006 and has not presented its income statement in these financial statements. The Group loss for the year included a loss on ordinary activities after tax of £203k (2023: £5,082k) in respect of the Company.

The financial statements were approved by the Board and authorised for issue on 24 March 2025.

James Carter
CEO

Richard Spilsbury
CFO

Company registration number: 04606754

COMPANY STATEMENT OF CHANGES IN EQUITY

	Share Capital £'000	Share Premium £'000	Share-based payment £'000	Retained defecit £'000	Total £'000
Balance at 1 January 2023	1,179	11,169	196	(121)	12,423
Loss after tax	-	-	-	(5,082)	(5,082)
Share-based payments	-	-	46	-	46
Reserves transfer in respect of lapsed options	-	-	(104)	104	-
Balance at 31 December 2023	1,179	11,169	138	(5,099)	7,387
Loss after tax	-	-	-	(203)	(203)
Share-based payments	-	-	61	-	61
Reserves transfer in respect of lapsed options	-	-	(77)	77	-
Share capital reduction	-	(11,169)	-	11,169	-
Balance at 31 December 2024	1,179	-	122	5,944	7,245

Notes on the following pages form part of the Company financial statements.

NOTES FORMING PART OF THE COMPANY FINANCIAL STATEMENTS

I. ACCOUNTING POLICIES

The separate financial statements of the Company are presented as required by the Companies Act 2006. As permitted by the Act, the separate financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 45(b) and 46 to 52 of IFRS 2 Share-based Payment
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements IFRS 7 Financial Instruments: Disclosures;
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- the requirements of paragraph 58 of IFRS 16, provided that the disclosure of details of indebtedness required by paragraph 61(1) of Schedule 1 to the Regulations is presented separately for lease liabilities and other liabilities, and in total;
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of: (i) paragraph 79(a) (iv) of IAS 1, (ii) paragraph 73(e) of IAS 16 Property Plant and Equipment and (iii) paragraph 118 (e) of IAS 38 Intangible Assets
- the requirements of paragraphs 10(d), 10(f), 16, 38A to 38D, 40A to 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 and 18a of IAS 24 Related Party Disclosures; and
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a Group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

Where required, equivalent disclosures are given in the Group financial statements of Digitalbox plc.

The principal accounting policies adopted are the same as those set out in note 4 to the consolidated financial statements except as noted below:

Valuation of investments
Investments in subsidiaries are stated at cost less any provision for impairment in value.

II. OPERATING PROFIT

The auditor remuneration for audit and other services is disclosed in note 8 to the consolidated financial statements.

The average number of employees of the Company during the year was 5 (2023: 5) and total staff costs were £524k (2023: £477k). Directors' remuneration is disclosed in note 9 to the consolidated financial statements.

III. FIXED ASSET INVESTMENTS

	31 December 2024 £'000
Subsidiary undertakings	
Cost	
Balance at 31 December 2023 and 31 December 2024	11,209
Provisions	
Balance at 1 January 2024	(4,983)
Balance at 31 December 2024	(4,983)
Carrying value of investments at 31 December 2023 and 31 December 2024	6,226

At the year end the Company had the following subsidiaries:

Subsidiary name	Class of shares	Proportion of ownership	Registered office
Digitalbox Publishing Limited	Ordinary	100% Indirect	Jubilee House, 92 Lincoln Road, Peterborough, PE1 2SN
Digitalbox Publishing (Holdings) Limited	Ordinary	100% Direct	Jubilee House, 92 Lincoln Road, Peterborough, PE1 2SN

Subsidiary name	Principal activity
Digitalbox Publishing Limited	Sale of digital advertising space
Digitalbox Publishing (Holdings) Limited	Holding company

IV. DEFERRED TAX

	Total £'000
Balance at 1 January 2024	(17)
Deferred tax credit for the year	(16)
Balance at 31 December 2024	(33)

The deferred tax provision rates to tax losses.

V. RECEIVABLES: due within one year

	31 December 2024 £'000	31 December 2023 £'000
Amounts owed by Group undertakings	1,064	1,177
Prepayments and accrued income	22	36
	1,086	1,213

VI. CASH AND CASH EQUIVALENTS

	31 December 2024 £'000	31 December 2023 £'000
Cash at bank and in hand	13	-

VII. PAYABLES: amounts falling due within one year

	31 December 2024 £'000	31 December 2023 £'000
Bank overdrafts and loans	-	38
Trade payables	85	8
Accruals	11	3
Other tax and social security	17	20
	113	69

VIII. SHARE CAPITAL

Details of the Company's share capital can be found in Note 21 to the consolidated financial statements.

IX. RESERVES

Full details of movements in reserves are set out in the Company statement of changes in equity. The following describes the nature and purpose of each reserve within owners' equity:

Share premium: Amount subscribed for share capital in excess of nominal value. During the year a special resolution was passed at the general meeting held on 15 November 2024, stating that the share premium account was to be cancelled in its entirety, subject to approval by the High Court of Justice. On the 17 December 2024 the High Court of Justice approved this resolution. As a result there has been a transfer of the share premium account in its entirety to Retained earnings in the year.

Retained earnings/(deficit): Cumulative net losses recognised in the Company statement of comprehensive income.
Share based payment reserve: Cumulative charges recognised in the Company statement of comprehensive income in relation to share based payments.

X. RELATED PARTY TRANSACTIONS

The key management personnel are considered to be the Board of Directors. Their remuneration is disclosed in detail in note 9. Key management were remunerated £466k in the year ended 31 December 2024 (2023: £431k).

The key management personnel have been provided with a total of 1,363,916 effective share options resulting in a charge of £61k in the period (2023: £46k).

Directors	Marcus Rich James Carter Jim Douglas David Joseph (resigned 31 December 2024) Philip Machray Claire Blunt (appointed 22 October 2024) Graham Bryce (appointed 1 November 2024) Richard Spilsbury (appointed 31 December 2024)
Company Secretary	Richard Spilsbury
Registered Office	Jubilee House 92 Lincoln Road Peterborough PE1 2SN
Company Number	04606754
Registrars	Link Group 6th Floor 65 Gresham Street London EC2V 7NQ
Nominated Adviser and Broker	Panmure Gordon One New Change London EC4M 9AF
Joint Broker	Alvarium Capital Partners 10 Old Burlington Street London W1S 3AG
Independent Auditors	Haysmac LLP 10 Queen Street Place London EC4R 1AG
Solicitors	FREETHS LLP Floor 3 100 Wellington Street Leeds LS1 4LT
Country of Incorporation of Parent Company	England and Wales
Legal Form	Public Limited Company

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