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18 March 2025

18th March 2025

Fintel plc

("Fintel", the "Company", the "Business" or the "Group")

Full year results for the year ended 31 December 2024

Positive financial performance and significant strategic advancements

Fintel (AIM: FNTL), a leading provider of fintech and support services to the UK retail financial services sector, today announces its audited consolidated results for the year ended 31 December 2024.

Matt Timmins, Joint CEO of Fintel said:

"2024 has been a seminal year for Fintel, marked by continued strategic advancements and strong financial performance. The company has delivered robust results, with complementary acquisitions contributing to substantial growth in SaaS and subscription-based revenues.

We have expanded the Fintel group by welcoming four new businesses in 2024, with the previously announced acquisition of RSMR successfully completing in January 2025. These strategic acquisitions, combined with ongoing investments in our proprietary technology and data solutions, have enhanced our intellectual property, scale, and market presence, laying the foundation for sustained organic growth.

Looking ahead, we remain confident in our ability to achieve further progress. We have started the year positively, trading in line with Board expectations, and onboarding six new customers to our Matrix 360 market intelligence software. With our comprehensive technology platform strongly positioned to capitalise on further growth opportunities within the fragmented retail financial services sector, we see material opportunities for value creation across our family of brands."

Financial highlights - Positive performance and significant strategic progress

- Core[1] revenue increased to **£68.9m** (FY23: 56.6m), **up 22%**, supported by revenue of £15.0m (FY23: £1.5m) from our acquired portfolio.
- Adjusted EBITDA[2] growth of **8.5%** to **£22.2m** (FY23: £20.5m), following investment to expand products, services and capabilities.
- Core SaaS & Subscription revenue **up 17% to £44.1m** (FY23: £37.6m) building on our quality recurring revenue streams.
- **Four acquisitions completed in 2024** with initial net **cash investment of £16.6m**, delivering combined core revenues of £7.5m in the period.
- Strong balance sheet with **£6.3m of cash (FY23: £12.7m)**, and **£50m of headroom** in £80m Revolving Credit Facility, providing flexibility for further investment.
- Net debt position[3] of **£23.7m** (FY23: net cash of £1.7m), representing comfortable leverage of **1.1x**, following spend on acquisitions and step up in investment.
- Adjusted EPS[2] of **13.2 pence per share** (FY23: 12.2 pence per share), reflecting continued strong profitability. Adjusted EPS benefitted from the recognition of a £0.8m one-off tax benefit due to improving financial performance of acquired entities enabling crystallisation of prior tax losses.
- Final dividend of 2.45 pence per share proposed, resulting in a full year dividend of 3.65 pence per share, an increase of 5.8% on prior year.

Financial highlights	**2024**	**2023**	change
Alternative performance measures			
Core[1] revenue	**£68.9m**	**£56.6m**	*21.9%*
Core SaaS & subscription revenue	**£44.1m**	**£37.6m**	*17.3%*
Core adjusted EBITDA[2]	**£21.3m**	**£20.2m**	*5.6%*
Core adjusted EBITDA margin	**30.9%**	**35.7%**	*(480 bps)*
Adjusted EBITDA[2]	**£22.2m**	**£20.5m**	*8.5%*
Adjusted EBITDA margin	**28.3%**	**31.5%**	*(320 bps)*
Adjusted EPS[2]	**13.2p**	**12.2p**	*8.2%*
Statutory measures			
Statutory revenue	**£78.3m**	**£64.9m**	*20.6%*
Statutory EBITDA	**£15.3m**	**£14.4m**	*6.3%*
Statutory EPS	**5.7p**	**6.8p**	*(16.2%)*

Net debt / (cash) [3]	**£23.7m**	**(£1.7m)**	-
Dividend per share	**3.65p**	**3.45p**	5.8%

Strategic and operational highlights - Significant progress

- Sustained growth across Core activities with enhanced earnings
  - Significant growth in Core SaaS and Subscription revenue, up 17% to £44.1m (FY23: £37.6m) supported by acquired portfolio following selective acquisitions in the year
  - Strong growth in software licence revenues driven by expanded proprietary technology platform and adoption across expanded membership base and broader market
  - Significant growth in Fintech and Research revenues, increasing 14.5% to £25.4m (FY23: £22.3m)

- Four strategic acquisitions and one investment completed in 2024, and a further acquisition completed in 2025, in line with our strategy to enhance scale, IP and capabilities through complementary M&A.
  - **Owen James** - strengthening our flagship events programme and data and insights strategy
  - **Synaptic Software** - expanding Fintel's planning and research tools into the Protection sector
  - **ifaDASH** - extending Fintel's regulatory technology capabilities to enable back-office digitisation
  - **Mortgage Brain** - minority investment and enterprise distribution deal, making its leading CRM, sourcing and submission software available to Fintel's wide network of advisers
  - **Threesixty Services** - expanding our compliance services offering for large and medium intermediary businesses and discretionary fund managers

- **Rayner Spencer Mills Research** - acquisition successfully completed on 7 January 2025, extending Defaqto's fund research and ratings platform.

- Continued investment into technology and service platform, with positive synergies driving organic growth opportunities, including:
  - Release of proprietary market intelligence software Matrix 360 (phase 1) in January 2025, an industry first tool for insurers to optimise product design and performance. First customers already signed up with a strong pipeline of future opportunities
  - Launch of Fintel IQ proposition in May 2024, offering a customisable, modular technology and data platform to larger IFA firms in response to market consolidation
  - Extension of Fintel's proprietary technology, data and insight propositions, leveraging capabilities and datasets acquired through M&A, including development of:
    - Protection quote and apply platform following the acquisition of Synaptic Software
    - Digitised back-office solution following the acquisition of ifaDASH
    - Extended product and risk ratings platform to cover financial strength ratings and tax advantaged products
    - New strategic events series, extending Simplybiz's flagship events programme

Current trading and outlook - Good start to the new financial year, confident of further strategic progress

- Strong momentum going into the new financial year, with current trading in line with the Board's expectations
- The commercial opportunity within the UK market remains strong, underpinned by the dynamic and fragmented UK financial services sector, including increasing regulatory requirements and demand for data and insights as intermediaries and product providers navigate an evolving market
- Signs of an improving housing market following latest interest rate decision, with the business well placed to benefit from a further recovery
- Strong pipeline of opportunities following launch of Matrix 360 (phase 1) to the insurance market, with the potential to expand into other markets
- We are confident of delivering further strategic and financial progress in 2025, as we focus on ongoing integration of recent acquisitions, realising further synergies and achieving sustained organic growth

Notes

[1] *Core business excludes revenues from panel management and surveying*

[2] *Adjusted EBITDA and adjusted EPS are alternative performance measures for which a reconciliation to a GAAP measure is provided in note 8 and note 10*

[3] *Net debt excludes any adjustment under IFRS 16 "Lease Accounting" and compares gross cash balances to gross borrowings under the Group's £80m Revolving Credit Facility.*

[4] *Like-for-like basis strips out the impact of acquisitions and the changes in revenue recognition of a software reseller agreement.*

Analyst presentation

An analyst briefing is being held at 9:30am on 19 March 2024 via an online video conference facility. To register your attendance, please contact fintel@mhpgroup.com.

For further information please contact:

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Notes to Editors

Fintel is the UK's leading fintech and support services business, combining the largest provider of intermediary business support, SimplyBiz, and the leading research, ratings and Fintech business, Defaqto.

Fintel provides technology, compliance and regulatory support to thousands of intermediary businesses, data and targeted distribution services to hundreds of product providers and empowers millions of consumers to make better informed financial decisions. We serve our customers through three core divisions:

The **Intermediary Services** division provides technology, compliance, and regulatory support to thousands of intermediary businesses through a comprehensive membership model. Members include directly authorised IFAs, Wealth Managers and Mortgage Brokers.

The **Distribution Channels** division delivers market Insight and analysis and targeted distribution strategies to financial institutions and product providers. Clients include major Life and Pension companies, Investment Houses, Banks, and Building Societies.

The **Fintech and Research** division (Defaqto) provides market leading software, financial information and product research to product providers and intermediaries. Defaqto also provides product ratings (Star Ratings) on thousands of financial products. Financial products are expertly reviewed by the Defaqto research team and are compared and rated based on their underlying features and benefits. Defaqto ratings help consumers compare and buy financial products with confidence. For more information about Fintel, please visit the website: www.wearefintel.com

Chair's statement

Inspiring better outcomes across retail financial services

I am pleased to present our annual report and accounts as Chair of Fintel, a leading fintech and support services business to the UK retail financial services sector. Operating at the very heart of a complex and fast-moving marketplace, we provide critical tools, services and data to inspire better outcomes for all participants.

Year in review

Having witnessed both material global socio-economic uncertainty and landmark changes to the UK regulatory environment in the prior year, the year under review was characterised by further volatility in the UK market, as advisers prepared for and supported their clients through the impacts of major events, including the new Government's first UK budget. Against this backdrop, our role has never been so important, resulting in a solid market for our services.

Fintel has continued to demonstrate its ability to concurrently deliver organic and inorganic growth to its shareholders, to be agile when markets are volatile, and to operate within a restrained risk appetite. We have done so again across 2024, continuing to deliver progress against our growth strategy at a balanced pace.

In 2023, the market opportunity for complementary investments, and our capacity to execute efficiently, were optimally aligned. Having identified where customers needed further products and services, we invested both organically and through multiple bolt-on acquisitions to bolster our capabilities and market reach, supported by our balance sheet.

Strategically, this approach continued into 2024 with four further successful acquisitions. This allowed us to pivot our focus in the second half onto the integration of these acquisitions, developing synergies including cross selling opportunities, and ensuring that our organic financial performance delivered to plan. Each of these was successfully delivered by the executive team to the expectations of the Board.

Our acquisition strategy remains clear and will continue to be a key, but a measured element of our medium-term strategy as we move into the next phase of growth. We look for technology and data-led businesses which offer cultural alignment, a strong forward growth profile and, most crucially, a clear place in the service needs of our expanding client base. Most of all, they must offer good value to our shareholders in relation to their risk weighted return profile.

For example, our acquisition of threesixty underscored our commitment and ambitions in the IFA sector. It is the unparalleled market leader in compliance for medium and large intermediary businesses and discretionary fund management firms, and has materially expanded our client base, providing significant medium-term organic growth opportunities for our products and services. Equally, taking a minority stake in Mortgage Brain underscores our long-term commitment to the UK mortgage market, and strategic intent to disrupt the sector through the deployment of new technologies and data services over the next market cycle.

Organic growth and development remain our core long-term focus as we develop a comprehensive service and technology platform for retail financial services. To sustain momentum, all technology and data-driven businesses need to innovate, develop products to meet emerging market needs, and adapt in light of rapidly changing competition. Our financial strength allowed us to do so across 2024, with a material investment into our product intelligence software "Matrix" With a focus on the growing insurance market, we are expanding the data footprint to provide a comprehensive, dynamic view of the market in a multifaceted solution called "Matrix 360". Since launch in the second half of 2024, we have already signed up six customers and have a strong pipeline of future partnerships. This underpins our expectations for high margin revenue and organic growth in this area, and a clear opportunity for Defaqto to be the market leader in this space.

The advice market is the centrepin of our commercial position, economic strength, and forward strategy. 2024 continued the macro trends of adviser consolidation, slow dilution of the 'network' market, and the gradual reduction of number of small directly authorised advisers. Consumer Duty adoption materially impacted market activity and is starting to have a profound effect on the business models in the marketplace. This has created short-term slowdown in the trend for digital enhancement as operating budgets and capacity were applied elsewhere, but we will see this come back into focus in 2025/6. We are absolutely clear on how this marketplace is developing, and confident that our business model is uniquely equipped to benefit from it.

The UK mortgage sector, whilst solid in 2024, did not rebound to high watermark activity levels seen in 2022. UK base rate uncertainty and wider market challenges left a 'muted' mortgage market, with both consumers and providers operating cautiously across the year. Our business improved on its robust, if reduced, performance in 2023 and is very well placed for the return to more normalised market activity levels. We aim to be material strategic players in this sector going forward.

Our institutional clients in the product provider market have worked with us extensively to enhance their ability to demonstrate the quality of their products and services to the market, and to optimise their distribution strategies. As with the mortgage market, a high degree of caution has resulted in a 'wait and see' approach by the majority of the larger players as they look to protect rather than grow their client reach. This can be most easily seen in the reduction in assets under management ("AUM") inflows in the platform and asset management markets, with notable exceptions. Our Distribution as a Service ("DaaS") proposition could not be more relevant to the market in these circumstances.

Financial performance and dividend

Financially, the business has delivered consistently throughout 2024, demonstrating the largely recurring nature of its growing revenue streams and its ability to control operating costs, and invest significantly in its future. 2024 has demonstrated that Fintel continues to be a highly resilient, predictable growth engine that operates uniquely in a dynamic market.

We have actively used the strength of our balance sheet to acquire businesses and through utilising our external banking facilities, without the need to raise equity. This will provide significant long-term benefits to our shareholders. We have a comfortable level of leverage of just 1.1x, which is both within the fiscal capacity of the business and the risk appetite set by the Board.

The underlying resilience and cash-generative nature of our business have been clearly demonstrated through our strong financial performance for FY24, despite the backdrop of uncertainty in capital markets both domestically and internationally.

Both our revenue and adjusted profit before tax continued to perform in line with the Board's expectations for the full year. This, coupled with our continued strong cash flow conversion and balance sheet, has again enabled us to demonstrate our progressive dividend policy with a further year-on-year increase of 6%. I am pleased to announce that the Directors are recommending a final dividend of 2.45 pence per share payable on 18 June 2025, which together with the interim dividend of 1.2 pence per Ordinary Share, paid in November 2024, results in a full year dividend of 3.65 pence per share.

Progress against our strategy

Our medium-term strategy to: (a) sustain growth across our core activities, (b) increase our organic investment into our future technology and research offerings, and (c) take significant advantage of market conditions through a series of targeted acquisitions, remained.

Each of these reflects our strategic ambition for medium to long-term profitable growth, and the establishment of a market leading position and significant market share within our target sectors. We have invested significantly across 2024, and we will continue to do so across 2025, as we have clear sight of material and sustainable shareholder value creation opportunities.

Fintel remains a business with a well-defined strategy, a positive market environment looking forward, and a team that combines vision with a proven ability to deliver consistent strategic progress year on year.

Environmental, social and governance ("ESG") commitments

As a purpose-led organisation, we continue to strengthen our environmental, social and governance ("ESG") commitments, aligning to key external reporting standards and expanding our internal KPIs as we embed ESG principles across our operations. With a focus on long-term sustainable value creation for all of our stakeholders, we are committed to delivering measurable benefits for our business, the financial sector and broader society.

Board Transition

The Board of Directors has remained stable and unchanged during 2024, whilst making efforts to build appropriate succession into the underlying business structure as we head towards planned changes that will take place in 2025.

As announced on 11th February 2025, Joint CEO Neil Stevens has decided to step down from his executive responsibilities as of 30th June 2025 and will not stand for reappointment to the Board of Directors at the AGM. Until then, he will continue in his current role, ensuring an orderly transition to individuals within the existing executive team in line with the Board's succession plan.

Following the AGM on 20th May 2025, Joint CEO Matt Timmins will assume sole responsibility as Chief Executive Officer of Fintel plc, supported by Chief Financial Officer David Thompson. Together, they will continue to lead as the Executive Directors of Fintel plc.

With Matt Timmins at the helm, we have an outstanding leader fully equipped to drive the next phase of our strategic growth. Our strategy is firmly in place, and we remain focused on executing it with pace and precision to deliver strong returns for our shareholders.

On behalf of the Board and the entire business, I extend my sincere gratitude to Neil for his exceptional leadership and vision over the past 20 years. His immeasurable contribution has defined not only the business we are today, but our unique market position and future growth opportunities.

I would also like to thank my Board colleagues for their unwavering support, diligence, and commitment throughout 2024.

Section 172 and stakeholder engagement

We strongly believe that effective stakeholder engagement is one of the keys to our success, helping the Board and management make better decisions. The Board recognises its responsibility to understand and consider stakeholder views as part of its decision-making process and remains committed to fostering effective business relationships.

External factors

Macroeconomic considerations

The Board remains conscious of and continually monitors the external environment, assessing how sustained volatility and change impact its ability to deliver shareholder value. In 2024 we again have witnessed continued uncertainty on inflation and base rates, each leading to significant and sustained consumer impact. This was further impacted towards the end of the year with acute political uncertainty, and material impending change in the taxation environment likely to compound these underlying risks as we enter 2025.

We remain confident that the mechanisms we have in place ensure ongoing resilience against this challenging backdrop.

Geopolitical environment

Conflicts in the Middle East and Ukraine continued to weigh heavily on the market over the last twelve months. This was compounded by political uncertainty in the UK particularly, but also across Europe and the United States. We are transitioning at many levels internationally and these directly correlate to UK financial services at all levels. These geopolitical uncertainties have a direct impact on the UK financial services market, and we continue to monitor them closely.

Our risk management process, and the underlying risk appetite set by the Board, prepare us well to deal with risks as they arise with no materially negative exposure identified. Our resilience has been clearly demonstrated by our continued ability to navigate the slowdown in the UK mortgage market, and by our ability to absorb the material unplanned cost rises that will impact 2025 resulting directly from the UK elections last year.

Annual general meeting

The Company's AGM will be held at Fintel House, St Andrew's Road, Huddersfield HD1 6NA, on 20 May 2025 at 10:00am (UK time). I look forward again to meeting shareholders in person at Fintel House.

Outlook

We continue to operate our business in a challenging domestic and international macroeconomic environment. UK businesses will be absorbing significant unplanned cost increases this year, and these will have directly correlated impacts on both its commercial activities and, indeed, business models in many cases.

I am, however, confident that the UK financial services sector will continue to offer clear growth opportunities, most particularly in the sub-sectors of technology and data analytics. It is probable, if not certain, that we will see a resurgence of activity in the mortgage sub-sector alongside these. As such, we are strongly positioned to take advantage of this emerging landscape, leveraging our existing client relationships, and forming new and significant ones in the year ahead.

We will deliver on our appetite for controlled revenue growth, revenue diversification, margin improvement, and ultimately, the enhancement of shareholder returns across the coming year. We have the leadership, talent base, product set, and financial strength to execute with pace and clarity.

Our business is powered by the ingenuity and dedication of our people across each of our activities and brands, and on behalf of the Board, I would like to express our immense gratitude to those very people who generate the true value for our investors.

Equally, our gratitude extends to all of our client and supplier relationships, the vast majority of which are long-term and built on the mutual respect for each other's business.

Phil Smith

Non-Executive Chair

18th March 2025

JOINT CHIEF EXECUTIVE OFFICERS' STATEMENT

2024 has been a seminal year for Fintel, marked by continued strategic advancements and strong financial performance. The Company has delivered robust results, with complementary acquisitions contributing to substantial growth in SaaS and subscription-based revenues.

We have expanded the Fintel Group by welcoming four new businesses in 2024, with the previously announced acquisition of RSMR successfully completing in January 2025. These strategic acquisitions, combined with ongoing investments in our proprietary technology and data solutions, have enhanced our intellectual property, scale, and market presence, laying the foundation for sustained organic growth.

Looking ahead, we remain confident in our ability to achieve further progress. Our comprehensive technology platform is well positioned to capitalise on numerous growth opportunities within the fragmented retail financial services sector and we see material opportunities for value creation leveraging our extensive data footprint.

During a year of continued macroeconomic uncertainty and ongoing investment to expand our products, services and capabilities, our total revenues grew 20.6% to £78.3m (FY23: £64.9m), while our adjusted EBITDA[2] grew 8.5% to £22.2m, (FY23: £20.5m), and adjusted EBITDA margin of 28.3% (FY23: 31.5%), in line with Board expectations.

Strategic priorities

Our strategic priorities focus on driving growth, enhancing margins, and improving the quality of our core revenues in line with our medium-term objectives. To achieve these goals, we maintain a balanced approach, fostering sustainable growth across our core propositions and expanded customer base, investing organically in our technology and research platform, and pursuing inorganic investments to expand our scale, intellectual property, and capabilities.

During early 2024, we leveraged our financial agility to capitalise on favourable M&A market conditions and execute our inorganic growth strategy. In the second half of the year, we focused on driving organic value, expanding our leading research platform, identifying positive synergies following acquisitions, and enhancing the scope of our innovative market and product intelligence software through an investment of £2.7m.

Looking ahead, we see significant opportunities to consolidate a fragmented market landscape, maximising our unique market position to increase market penetration in our target sectors and deliver material and sustainable shareholder value.

Strategic delivery - sustained growth across our core activities

We remain focused on scaling our core business and enhancing the quality of our revenues. Our strategic objectives balance sustainable growth with reinvesting in our core capabilities as we continue to digitise and enhance our service and technology platform.

Core revenue growth

Objective: core business revenue growth of 5-7% annually.

Our core business delivered a positive performance, with revenues rising 21.9% to £68.9m (FY23: £56.6m), driven by £15m in revenue (FY23: £1.5m) from our acquired portfolio, alongside significant scaling of our fintech and product ratings revenues.

On a like-for-like4 basis, core organic revenue increased by 2% (LfL: FY24: £52.6m; FY23: £51.7m), stripping out the impact of acquisitions and the gross-to-net recognition of revenue on a re-contracted software re-seller agreement.

EBITDA margin

Objective: core EBITDA margin of 35-40%.

During a year of sustained investment in our scale, services, and capabilities, our core business achieved 5.6% adjusted EBITDA[2] growth, reaching £21.3m (FY23: £20.2m), with an EBITDA margin of 30.9% (FY23: 35.7%). Excluding acquisitions, the core margin on an organic basis improved slightly to 36.1%, reflecting growth in fintech and research sales offset by additional investment in Matrix 360 product development and Fintel IQ Enterprise sales infrastructure. The acquisitions have been dilutive to EBITDA margin in 2024 as expected, with the realisation of synergies and enterprise sales expected to offset this in the coming years.

Earnings quality

Objective: 70-80% of core revenue from SaaS and subscriptions.

Core SaaS and Subscription revenue increased 17.3% to £44.1m (FY23: £37.6m), representing 64% (FY23: 66%) of core revenues. Key drivers included recurring revenue streams acquired through recent acquisitions, with additional growth fuelled by deeper strategic partnerships and scaling of our Distribution as a Service "DaaS" proposition. The strong growth in non SaaS and subscription revenue, mainly from ratings and marketing services, results in an overall slightly lower percentage mix. We continue to focus on driving quality recurring revenues through our acquired portfolio that further enables enterprise level sales.

Organic and inorganic investment to capitalise on growth opportunity

The UK retail financial services market is competitive, independent, and offers consumers a wide range of choices and value. However, it remains complex and fragmented, with thousands of products from hundreds of providers, distributed through numerous intermediaries, all within an evolving regulatory landscape.

In this dynamic environment, Fintel delivers technology and services to financial product manufacturers, intermediaries, and consumers. With extensive sector reach and unique market insight powering distribution and informing product design we are well positioned for sustained growth. Our clear growth strategy, underpinned by structural market trends, integrates diverse and recurring revenue streams with a proven ability to adapt to industry shifts, meet customer needs, and innovate. This approach unlocks significant opportunities for both organic and acquisitive growth, enhances revenue quality, and drives sustainable value creation for all stakeholders.

Rising tide of regulation

The UK financial services regulatory landscape is continuously evolving, requiring firms to adapt swiftly and efficiently while maintaining profitability. These regulatory changes are increasing pressure on financial intermediaries and product providers, driving demand for dynamic compliance and operational solutions.

In response to this need and the ongoing consolidation in the intermediary market, we expanded our compliance services for medium to large firms and discretionary fund managers through the acquisition of threesixty, significantly extending our market reach to its highest level yet. We also strengthened our regulatory technology capabilities with the acquisition of ifaDASH. The increased visibility and transparency ifaDASH offers to a heavily regulated market will prove immensely valuable for advisers, particularly since the implementation of the Consumer Duty, and will enable us to embed and further develop digitised compliance solutions. Leveraging our recently acquired dynamic learning platform, Competent Adviser, we also developed two new regulatory learning academies and enhanced our flagship event programme through collaboration with our recently acquired strategic events provider Owen James. As intermediaries continue to adapt to and embed the Consumer Duty regulatory requirements, we extended the provision of our Elevation client feedback tool, integrating it with Plannr CRM to help users action client feedback more effectively. The tool now supports more than 7000 intermediaries to collect client feedback and use this is evidencing their regulatory requirements.

With 200 in-house specialists, an expanding regulatory technology capability and the most comprehensive compliance service platform available, we are firmly positioned to meet evolving needs across the intermediary market and continue benefiting from the tailwind of regulatory change.

Product value as important as price

The UK financial services market provides a wide range of products, offering consumers extensive choice. However, this variety also introduces complexity, particularly for today's well-informed consumers. With growing regulatory requirements to demonstrate suitability, the emphasis on quality and appropriateness has become increasingly important for both consumers and intermediaries when making financial decisions.

Defaqto Star Ratings provide an independent, expert assessment of a product's features and benefits. Recognised by 98% of intermediaries, they are also trusted by consumers, with 89% of people more likely to choose a Defaqto rated product. In 2024 we extended our consumer reach through content partnerships with The Times, The Sunday Times, and Times Money Mentor to provide Best Buy content and expert insights. We also introduced the Defaqto Awards, which evaluate insurance product providers based on product quality and service standards, reinforcing Defaqto's reputation for expertise and independence.

With the UK's largest financial product database, mapping over four million product features, and a widely recognised expert ratings brand, Defaqto Star Ratings influence an estimated 55 million consumer financial decisions. We see significant opportunities to expand our Star Ratings insights in line with market needs, capitalise on our unique position in this space, and integrate these insights within our broader technology solutions and financial planning journeys.

Demand for data and insights

With the rise of digital product distribution and increasing regulatory focus on suitability and fair value, the demand for high-quality financial data throughout the product lifecycle has never been stronger. As a central player in the retail financial services market, we provide data and insight services across the entire value chain-empowering consumers to make informed financial decisions, enabling intermediaries to recommend suitable products, and supporting providers in designing and distributing better offerings.

In this evolving landscape, our opportunity is to develop data led services that help the market operate more efficiently, using our extensive data footprint to inform proposition design. In 2024 we delivered the first release of Matrix 360, an industry first market and product intelligence software enabling insurers to target, develop and improve their products using a single source of intelligence. With six partnerships signed in the first quarter following its release, we see a clear need in this area and continue to develop the Matrix 360 data capabilities. We also expanded our data services by launching a mortgage portal and introducing Pulse, a digital insights service that tracks strategic themes within the intermediary market. Pulse is delivered through Owen James, our recently acquired strategic events provider.

By integrating new data sets and methodologies from our acquisitions of MICAP (independent research on tax-advantaged products) and AKG (financial strength assessments), we have enhanced our product ratings coverage, further solidifying our leadership in independent product ratings and research within the UK retail financial services market.

As we continue to realise synergies from these acquisitions and scale our data and technology platform, we see significant opportunities to enrich our services and expand our market presence in this rapidly growing sector.

Demand for flexible, integrated technology

The consolidation of the intermediary market is increasing the demand for flexible, modular operating systems. As advisers rely on multiple software solutions, seamless integration and scalability have become essential for driving efficiency.

Our belief is that connected technology and integrated services will form the bedrock of modern advice, providing access to quality, real-time data, centralised data and insights and workflows. In this context, our goal is to lead innovation in the sector through the expansion of our service and technology platform, delivering products and solutions that create value and streamline operations for our clients and the broader market. Driven by our purpose, in 2024, we continued to enhance and integrate our technology platform, improving the solutions available to both our members and the wider market. We secured an enterprise deal with Mortgage Brain, enabling our members to access leading mortgage sourcing and submission software as part of our integrated platform. Additionally, we will continue investing in Mortgage Brain's product roadmap, ensuring its solutions remain at the cutting edge of the industry.

We also upgraded our proprietary financial planning software, enhancing the user experience and interface, and launched Fintel IQ, a customisable, modular platform designed for larger intermediary firms in response to market consolidation.

Looking ahead, we remain committed to investing in our technology platform, helping financial intermediaries operate more efficiently while increasing value per customer. As we enhance and integrate our technology, we see significant opportunities for growth across our expanded client base and the broader market.

Value generation

Our financial resilience, driven by a diverse customer base, high quality recurring revenue streams, disciplined cost control, and strategic investments in growth, allows us to expand our offerings and revenue streams despite an uncertain macroeconomic environment.

By leveraging our cash-generative business model and substantial revolving credit facility, we have successfully executed our selective M&A strategy. This has further strengthened our revenue streams, enhanced earnings, and extended our medium-term growth opportunities, delivering value for all stakeholders.

We continue to invest in our people, data, and digital capabilities. This commitment enhances our technology, knowledge, and IP while delivering valuable services to customers, supporting our people and ensuring responsible operations to build a strong foundation for sustainable growth. Our strong adjusted earnings per share "EPS" performance of 13.2 pence per share (FY23: 12.2 pence) demonstrates our profitability and commitment to delivering shareholder value, while making significant investments throughout the year. This is reinforced by our progressive dividend policy.

On a statutory basis, EPS was 5.7 pence per share (FY23: 6.8 pence), reflecting the impact of substantial investment in system transformation, positioning us for long-term growth and efficiency.

Ensuring better outcomes

Fintel's purpose of inspiring better outcomes is at the centre of everything we do. Launching our holistic environmental, social and governance strategy in 2022, we cemented our long-term commitment to sustainable value creation for all of our stakeholders. In 2023 we focused on integrating ESG principles within our operations to drive measurable change in our business, our industry and wider society with our progress recognised by the ICA Compliance Awards 2023, seeing us shortlisted as a finalist for the "ESG Initiative of the Year" award. In 2024 we have continued to embed our ESG commitments, gaining industry recognition again as a finalist for the Diversity Award and winner the Sustainability Initiative of the Year at the MoneyAge Awards 2024.

During the year we also conducted a refreshed materiality assessment, an important step in making sure that we continue to focus on the areas that are most important to our stakeholders as we reinforce our long-term commitment.

Our people

As we scale our business, we remain committed to investing in our people, recognising that our team is the bedrock of our continued success. With a focus on creating an engaging and inclusive workplace, where everyone can thrive, we actively monitor and respond to employee feedback and needs.

We are proud that this approach has once again been recognised, with our inclusion in the top 20 "Best Companies to Work For" in financial services, voted for by our people, and our shortlisting for the Diversity Award at the MoneyAge Awards 2024.

Outlook

We have entered 2025 with strong momentum, successfully acquiring RSMR, one of the UK's most recognised fund ratings and research agencies and securing six new customers following the release of our market intelligence software, Matrix 360 (phase 1).

Our core business remains robust, with pressures in the UK housing market being offset by growth in SaaS and Subscription revenues, driven by selective M&A, as well as increasing fintech software revenue, software licence sales, and product ratings revenue.

Our expanded market position, diverse customer base, and recurring revenue streams provide resilience against macroeconomic uncertainty, while we continue to benefit from structural growth drivers such as increasing regulatory requirements under FCA Consumer Duty and rising demand for data and insights across the retail financial services sector.

Looking ahead, we are confident in executing our growth strategy, delivering a comprehensive service platform for UK retail financial services, and consolidating the fragmented fintech market to enhance our future earnings, proposition, and growth opportunities, ultimately inspiring better outcomes for all.

FINANCIAL REVIEW

Year ended 31 December 2024

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Group revenue	**78.3**	64.9
Expenses	**(56.1)**	(44.4)
Adjusted EBITDA	**22.2**	20.5
Adjusted EBITDA margin %	**28.3%**	31.5%
Depreciation	**(0.4)**	(0.4)
Depreciation of leased assets	**(0.5)**	(0.4)
Amortisation of development expenditure and software	**(1.5)**	(1.3)
Adjusted EBIT	**19.8**	18.4
Operating costs - non underlying	**(5.9)**	(4.4)
Gain on disposal of equity investment	**0.2**	-
Impairment on sale of operations	**(0.1)**	(0.2)
Share option charges	**(1.1)**	(1.5)
Amortisation of other intangible assets	**(3.2)**	(2.2)
Net finance costs	**(2.0)**	(0.5)
Profit before tax	**7.7**	9.6
Taxation	**(1.4)**	(2.2)
Profit after tax	**6.3**	7.4
Adjusted earnings per share* ("EPS")	**13.2**	12.2

* Adjusted EPS excludes non-underlying costs and amortisation of intangible assets arising on acquisition, divided by the average number of Ordinary Shares in issue for the period.

Revenue

Our core business delivered strong performance, with revenues rising 21.9% to £68.9m (FY23: £56.6m), driven principally by £15m in revenue (FY23: £1.5m) from our acquired portfolio.

On a like-for-like basis, core organic revenue increased by 1.8% (LfL: FY24: £52.6m; FY23: £51.7m), removing the impact of the portfolio of eight acquisitions made since July 2023 and the gross-to-net recognition of a re-contracted software seller agreement, which has been recognised on a net basis since May 2023.

Statutory revenue increased circa 20.6% to £78.3m (FY23: £64.9m) with the non-core business performing in line with expectations with revenues up 12.4% to £9.4m (FY23: £8.4m).

In line with the Group's strategy, four acquisitions were successfully completed during the year, broadening our reach into adjacent markets and strengthening our scale, intellectual property, and overall offering. The total inorganic revenue recognised from acquisitions made in 2023 and 2024 amounted to £15.0m (FY23: £1.5m). We refer to these as inorganic as a whole in the current year to allow the holistic effect of our strategic M&A programme over the last 18 months to be seen separately from the existing business. We expect these acquisitions to contribute well to organic growth in 2025. In total we have invested £31.7m net cash consideration as at the balance sheet date for this acquired portfolio of eight companies, and their contribution to Adjusted EBITDA in the year to 31 December 2024 was £2.7m, highlighting the value accretive nature of our M&A strategy to date.

Mortgage activity remains profitable, and H2 2024 saw some market recovery with signs of continued stabilisation, while a full return to previous performance levels is expected by 2026 as the UK housing market normalises throughout 2025.

Ensuring a consistent improvement in the quality and visibility of our earnings is a key strategic focus of the Group and we continued to deliver significant progress. SaaS and subscription-based revenues grew 17.3% to £44.1m (FY23: £37.6m), with 64% SaaS and subscription income in the core business (FY23: 65%).

	31 Dec 24	31 Dec 23	Change	Change
Core organic revenue ex. Mortgage commissions	**£48.6m**	£47.7m	£0.9m	2.0%
Core organic revenue from mortgage commissions	**£4.0m**	£4.0m	-	-
Core organic revenue, like-for-like basis*	**£52.6m**	**£51.7m**	**£0.9m**	**1.8%**
Core organic revenue from software reseller agreements	**£1.3m**	£3.4m	(£2.1m)	(59.8%)
Total core organic revenue	**£53.9m**	**£55.1m**	**(£1.2m)**	**(2.0%)**
Core revenue from acquisitions	**£15.0m**	£1.5m	£13.5m	n/a
Total core revenue	**£68.9m**	**£56.6m**	**£12.3m**	**21.9%**

** Like-for-like basis strips out the impact of acquisitions and the changes in revenue recognition of a software reseller agreement.*

Divisional performance

Intermediary Services

Our Intermediary Services division provides compliance and business services to financial intermediary firms through a comprehensive membership model. Members, including financial advisers, mortgage advisers and wealth managers, are regulated by the FCA.

Intermediary Services revenue increased by 30.5% to £29.1m (FY23: £22.4m). Excluding revenue from acquisitions and the impact of changes to contractual terms in the software reseller agreement, underlying revenue saw a slight decline during 2024 (LfL: FY24: £17.4m, FY23: £18.3m) predominantly relating to the anticipated fall in compliance membership fees as we experienced the short term effect of industry consolidation taking place. This further underpins our strategic rationale for the acquisition of threesixty services, thereby growing our membership revenues inorganically by £3.4m, or 29%, and validates our wider strategy for Enterprise licence sales to support the consolidators.

The Intermediary Services division is well positioned to continue benefiting from increasing regulatory changes, including the Consumer Duty regulation, with demand for services driving growth across a number of its key revenue lines.

Fintel has made five acquisitions into the Intermediary Services division since July 2023, contributing combined inorganic revenues of £10.3m (FY23: £0.8m) broken down as £3.9m from membership fees, £5.2m from software license income, and £1.2m from other services. These acquisitions contributed a total gross profit of £0.7m in FY24 (FY23: £0.3m).

In 2024 the Intermediary Services division delivered:

- membership fee income of £15.0m (FY23: £11.8m) - an increase of 27.1% driven by the acquisition of Threesixty and Competent Advisor, with organic compliance membership fees down 5% by £0.6m;
- software licence income of £7.0m (FY23: £3.7m) - includes the change in contractual terms of primary software reseller agreement now recognised on a net basis through revenue since May 2023, and £5.2m of inorganic revenue from VouchedFor and Synaptic acquisitions. Organic software licence income remained stable year-over-year.
- additional services income of £7.1m (FY23: £6.1m) - an increase of 14.7% driven by acquisition of VouchedFor and Threesixty.
- gross profit* of £11.2m (FY23: £10.9m) with gross profit margin** of 38.7% (FY23: 48.9%).

* Gross profit is calculated as revenue less direct operating costs.

** Gross profit margin is calculated as gross profit as a percentage of revenue.

Distribution Channels

The Distribution Channels division delivers data, distribution and marketing services to product providers.

Distribution Channels revenues grew by 16.6% to £23.8m (FY23: £20.2m). Core distribution revenue grew by 19.5% to £14.4m driven by £2.1m revenue from acquisitions (Owen James) and £0.4m organic growth. We continue to scale our Distribution as a Service ("DaaS") offering into adjacent markets and extending our partnerships, as we convert our revenue to long term subscription agreements with 80.3% of partner revenue converted to DaaS.

In 2024 Distribution Channels delivered:

- core commission revenues of £6.8m (FY23: £6.8m), reflecting a similar performance year on year as the UK housing market began to show stability from mid-2024;

- organic marketing and other services revenues of £5.5m (FY23: £5.1m) - an increase of 7.8%, as we see the continued conversion of product provider revenue to long-term subscription agreements with DaaS revenues of £4.3m (FY23: £3.7m), an increase of 14.8%;
- inorganic marketing and events revenues of £2.1m from the acquisition of Owen James;
- non-core panel management and valuation services revenues of £9.4m (FY23: £8.4m) - an increase of 12.4% reflecting a stabilising UK housing market during 2024; and
- Gross profit of £9.0m (FY23: £7.6m) with gross profit margin of 37.8% (FY23: 37.8%).

Fintech and Research

Fintech and Research includes our Defaqto business and provides market-leading software, financial information and product research to product providers and financial intermediaries.

Fintech and Research revenues of £25.4m (FY23: £22.3), an increase of 14.5% driven by acquisitions of AKG and MICAP and ongoing product enhancement and capabilities.

We further enhanced our Fintech and Research capabilities, accelerating deployment of our proprietary financial planning software, and expanding our research and ratings platform, including the launch of Matrix 360 providing more informed financial insight to product providers.

Fintel acquired MICAP and AKG during 2023 and in the year contributed combined revenues of £2.6m (FY23: £0.7m) in product ratings revenue, and gross profit of £0.7m (FY23: £0.2m).

In 2024 Fintech and Research division delivered:

- Software revenue of £11.0m (FY23: £10.7m) - an increase of 2.8%;
- Product ratings revenue of £12.6m (FY23: £10.1m) - an increase of 24.8%;
- Other income of £1.8m (FY23: £1.5m) from consultancy and ad hoc work; and
- Gross profit of £15.5m (FY23: £14.2m) with a gross profit margin of 60.8% (FY23: 63.4%).

Profitability

Adjusted EBITDA remains strong at £22.2m (FY23: £20.5m), increasing by 8.5%.

Our core business delivered a solid overall adjusted EBITDA margin of 30.9% (FY23: 35.7%). Excluding acquisitions, the core margin on an organic basis improved slightly to 36.1%, reflecting growth in fintech and research sales offset by a slight decline in core organic membership fees and costs relating to the launch of Fintel IQ, the industry's first connected technology and workflow platform. The acquisitions have been dilutive to EBITDA margin in 2024 as expected, with the realisation of synergies and enterprise sales expected to offset this in the coming years.

The adjusted EBITDA in our core business has also performed well, increasing 5.6% to £21.3m (FY23: £20.2m). The core adjusted EBITDA is the adjusted EBITDA calculated above excluding the trading results of our non-core property surveying business.

The business continues to deliver towards medium-term targets and is well positioned for continued scalable growth.

Adjusted EBITDA margin is calculated as adjusted EBITDA (as defined in note 8), divided by revenue. Whilst adjusted EBITDA is not a statutory measure, the Board believes it is a highly useful measure of the underlying trade and operations, excluding one-off and non-cash items.

Non-underlying adjustments

The operating charge to the income statement in respect of non-underlying items of £9.0m (FY23: 6.8m) includes the following:

- operating expenses of £5.9m, including:
    - £4.0m M&A-related costs - consisting of professional advisory fees on completed and pipeline acquisitions and fair value adjustments of contingent consideration;
    - £0.8m employee restructuring costs relating to M&A synergies;
    - £0.5m transformation costs - implementation costs to enhance Fintel's customer relationship management ("CRM") platform and a new enterprise resource planning ("ERP") system, both of which went live in April 2024;
    - £0.6m award related costs; and
- £3.2m amortisation of other intangible assets relating to intangibles acquired on acquisition;
- (£0.2m) gain on sale of equity divestment; and
- £0.1m reduction in contingent deferred consideration receivable from the previous disposal of a subsidiary in 2021.

Non-underlying interest adjustments include (£0.3m) net interest unwind on contingent consideration.

No other costs have been treated as non-underlying.

Share-based payments

Share-based payment charges of £1.1m (FY23: £1.5m) have been recognised in respect of the options in issue and include the IFRS 2 cost of the long-term growth incentive plan issued on 18 August 2023.

Financial income and expense

Finance income of £0.4m (FY23: £0.3m) relates to interest earned on surplus cash on short term deposits.

Finance expenses of £2.4m (FY23: £0.8m) include interest costs on the drawn portion of the RCF, interest on leasing arrangements and the commitment fee for the unutilised facility.

Taxation

The underlying effective tax rate of 21.5% for the period (FY23: 20.7%) includes the estimated beneficial impact of research and development claims for Defaqto and recognition of a £0.8m one-off tax benefit due to improving financial performance of acquired entities enabling crystallisation of prior tax losses. As significant UK corporation tax paying Group, we settle our liability for corporation tax on a quarterly basis in advance and have paid c.£3.5m (FY23: £2.8m) in corporation taxes evenly throughout the year.

Earnings per share

Earnings per share has been calculated based on the weighted average number of shares in issue at each balance sheet date. Adjusted EPS in the period amounted to 13.2 pence per share (FY23: 12.2 pence per share) reflecting strong profitability of the underlying business. Adjusted EPS benefitted from the recognition of a £0.8m one-off tax benefit due to improving financial performance of acquired entities enabling crystallisation of prior tax losses. Statutory earnings per share in the period amounted to 5.7 pence per share (FY23: 6.8 pence per share).

Cash flow and closing cash position

At 31 December 2024 the Group reported a robust liquidity position, featuring a total cash balance of £6.3m (FY23: £12.7m), and £50m of headroom (FY23: £69m) in the £80m revolving credit facility.

The Group reported a net debt position of £23.7m (FY23: net cash of £1.7m), representing comfortable leverage of 1.1x, following significant spend on acquisitions in 2024 and continued organic investment.

Underlying operating cash flow conversion was strong at 78% (FY23: 88%), despite a significant increase in development expenditure to £5.4m (FY23: £4.5m). This is calculated as underlying cash flow from operations as a percentage of adjusted operating profit. Underlying cash flow from operations is calculated as adjusted operating profit, adjusted for changes in working capital, depreciation, amortisation, CAPEX and share-based payments. A reconciliation of free cash flow and underlying cash flow conversion is provided in note 9 to the financial statements.

The Group's significant capitalised development expenditure, M&A and transformation costs impact the Group's cash generation.

Financing

The Group has a revolving credit facility ("RCF") committed through to December 2026 following a refinancing in 2022. The facility limit is £80.0m with an additional uncommitted "accordion" facility of up to £20.0m. At 31 December 2024, £30.0m of the RCF was drawn (FY23: £11m).

The Group is subject to two financial covenants which are reviewed quarterly. At 31 December 2024, there was significant headroom and facility interest cover and net debt to EBITDA covenants were comfortably achieved:

Covenant	**Covenant Requirement**	**Position as at 31 December 2024**
Interest cover	>4.0:1	**12.6:1**
Leverage	<3.0:1	**1.1:1**

Acquisitions

Investments in four acquisitions were made during 2024 of £16.6m (net of cash acquired of £4.4m). Upfront consideration of £21.0m for these four acquisitions was part funded from cash reserves and from the Group's £80m revolving credit facility.

During the year ended 31 December 2024	Synaptic £m	Owen James £m	Newdez £m	Threesixty £m	**Total £m**
Cash consideration	5.1	0.8	0.5	14.6	**21.0**
Less: net cash acquired	(1.5)	(0.2)	-	(2.7)	**(4.4)**
Net investing outflow in respect of acquisitions completed in the year	3.6	0.6	0.5	11.9	**16.6**
Transaction costs and expenses paid	0.2	0.1	0.1	0.9	**1.3**
Total cash outflow in respect of acquisitions completed in the year	3.8	0.7	0.6	12.8	**17.9**

For each acquisition the fair value of contingent consideration at the acquisition date represents the estimated most likely pay-out based on management's forecast of future trading and performance discounted at the Group's incremental borrowing rate. The fair value of deferred consideration at the acquisition date of £0.5m represents the amount payable discounted at the Group's incremental borrowing rate.

On 16 July 2024, we announced a conditional agreement to acquire 70% of Rayner Spencer Mills Research Limited ("RSMR"), a UK-based company specialising in providing independent investment research, ratings, and support to financial advisers, investment professionals, and financial services firms. The remaining 30%, owned by management, will be acquired over the following 24 months, subject to price and performance. Regulatory approval was granted in late December 2024, and the acquisition was successfully completed on 7 January 2025, for an initial net cash consideration of £5.2m.

Transactions relating to acquisitions completed in 2023

During the year £1.8m was paid to satisfy deferred and contingent obligations relating to companies acquired during 2023.

Capital allocation

The Group's priority is to strike a balance between sustaining the core business, pursuing growth through acquisitions and delivering value to shareholders. Strategic initiatives include organic investment in enhancing and broadening our product offering; and inorganic investment in strategically aligned acquisitions. The Group manages its capital structure through regular review by the Board ensuring alignment with the Group's objectives and responsiveness to changing market conditions. If the Group needs to adjust its policy, we retain an agile approach in order to meet the ever-changing needs of our business and market.

Dividend

During the year the Company paid the final dividend in respect of FY23 of £2.4m, and an interim dividend in respect of FY24 of £1.3m. The Board is proposing a full year dividend in respect of FY24 of 3.65 pence, an increase of 5.8% on the FY23 dividend of 3.45 pence. The proposed final dividend of 2.45 pence (FY23: 2.35 pence) reflects the Group's strong business performance and cash generation during the year. The dividend is payable on 18 June 2025, to shareholders on the register on 23 May 2025 with an ex-dividend date of 22 May 2025, subject to shareholder approval at the Company's annual general meeting.

Accounting policies

The Group's consolidated financial information has been prepared consistently in accordance with UK-adopted International Accounting Standards ("UK-adopted IAS"). The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2024. Their adoption is not expected to have a material effect on the financial statements.

Going concern

The Directors have undertaken a comprehensive assessment to consider the Group and Company's ability to trade as a going concern for a period of 18 months to 30 September 2026.

The Directors have tested the going concern assumption in preparing these financial statements, considering a number of severe but plausible downside scenarios reflecting the Group's base plan adjusted for severe but plausible impacts from the Group's principal risks, which would collectively be considered remote. The Group's central planning scenario reflects a balanced projection aligned to the Group's strategy, a balanced assumption for economic uncertainty and capital expenditure and dividends and an appropriate reflection of the impact of recent acquisitions. As a sensitivity, this central planning scenario has been flexed to reflect the aggregation of severe impacts arising linked to our principal risks which in total represents a 15% downgrade to revenues from the Group's central planning scenario in the 18 month period to September 2026, in comparison to the base case with no decrease in forecast costs, as well as the associated consequences for EBITDA and cash. In each of the severe but plausible downside scenario the Group continues to have available cash and remains in compliance with covenants on the revolving credit facility. The board consider any scenario which would lead to a breach of covenants or absence of liquidity to be remote given current trading performance.

The Group had available cash of £6.3m as at 31 December 2024. In addition, the Group has access to a £80m revolving credit facility which matures in December 2026, £30m is drawn at 31 December 2024. The Group expects to continue to rely on the facility throughout the going concern period. The Group is in compliance with the covenants for the revolving credit facility as at 31 December 2024. Details of cash, borrowings and facilities are set out in notes 22 and 24 to the financial statements. Whilst outside of the going concern assessment period, the Group have considered renewal of the revolving credit facility ahead of maturity in December 2026 and are confident that this will be available based upon the recent financing discussions and given the time available to complete refinancing.

On the basis of the Group and Company's current and forecast profitability and cash flows, and the availability of committed funding, the Directors consider and have concluded that the Group and Company will have adequate resources to continue in operational existence for the going concern period to September 2026. As a result, they continue to adopt a going concern basis in the preparation of the financial statements.

David Thompson

Chief Financial Officer

Consolidated statement of profit or loss and other comprehensive income

for the year ended 31 December 2024

	Note	**2024 Underlying** £m	**2024 Underlying adjustments*** £m	**2024 Year ended 31 December** £m	2023 Underlying £m	2023 Underlying adjustments* £m	2023 Year ended 31 December £m
Revenue	6	**78.3**	-	**78.3**	64.9	-	64.9
Operating expenses	6.7	**(59.6)**	**(5.9)**	**(65.5)**	(48.0)	(4.4)	(52.4)
Amortisation of other intangible assets	12	-	**(3.2)**	**(3.2)**	-	(2.2)	(2.2)
Gain on sale of equity investment	7	-	**0.2**	**0.2**	-	-	-
Impairment on disposal of operations	7	-	**(0.1)**	**(0.1)**	-	(0.2)	(0.2)
Group operating profit/(loss)		**18.7**	**(9.0)**	**9.7**	16.9	(6.8)	10.1
Finance income	9	**0.3**	0.1	**0.4**	0.3	-	0.3
Finance expense	9	**(2.0)**	(0.4)	**(2.4)**	(0.8)	-	(0.8)
Profit/(loss) before taxation		**17.0**	**(9.3)**	**7.7**	16.4	(6.8)	9.6
Taxation		**(2.9)**	**1.5**	**(1.4)**	(3.4)	1.2	(2.2)

Profit/(loss) for the financial year		**14.1**	**(7.8)**	**6.3**	13.0	(5.6)	7.4
Profit attributable to shareholders:							
Owners of the Company				**5.9**			7.1
Non-controlling interests				**0.4**			0.3
				6.3			7.4
Earnings per share - adjusted (pence) **	10			**13.2**			12.2p
Earnings per share - statutory (pence) **	10			**5.7p**			6.8p

There are no items to be included in other comprehensive income in the current year or preceding year.

* Underlying adjustments are detailed in note 7 of the financial statements.
** Earnings per share measure is for both basic and diluted measures, as detailed in Note 10.

Consolidated statement of financial position

as at 31 December 2024

		31 December 2024		31 December 2023	
	Note	**£m**	**£m**	£m	£m
Non-current assets					
Investments		**2.7**		1.2	
Property, plant and equipment	11	**1.2**		1.2	
Lease assets	11	**2.2**		2.2	
Intangible assets and goodwill	12	**139.0**		118.2	
Trade and other receivables		**2.2**		1.5	
Total non-current assets			**147.3**		124.3
Current assets					
Trade and other receivables		**13.2**		10.2	
Current tax asset		**2.3**		-	
Cash and cash equivalents		**6.3**		12.7	
Total current assets			**21.8**		22.9
Total assets			**169.1**		147.2
Equity and liabilities					
Equity					
Share capital	15	**1.0**		1.0	
Share premium account	15	**67.4**		67.0	
Other reserves	17	**(52.7)**		(50.0)	
Retained earnings		**86.0**		84.6	
Equity attributable to the owners of the Company			**101.7**		102.6
Non-controlling interest			**0.3**		0.3
Total equity			**102.0**		102.9
Liabilities					
Current liabilities					
Trade and other payables		**21.1**		20.9	
Contingent consideration		**6.0**		-	
Lease liabilities	14	**0.5**		0.4	
Total current liabilities			**27.6**		21.3
Non-current liabilities					
Loans and borrowings	14	**30.0**		10.7	
Contingent consideration		**0.7**		5.1	

	Note		
Lease liabilities	14	**1.4**	1.5
Deferred tax liabilities		**7.4**	5.7
Total non-current liabilities		**39.5**	23.0
Total liabilities		**67.1**	44.3
Total equity and liabilities		**169.1**	147.2

Consolidated statement of changes in equity

for the year ended 31 December 2024

	Share capital £m	Share premium £m	Other reserves £m	Non-controlling interest £m	Retained earnings £m	Total equity £m
Balance at 1 January 2023	1.0	66.8	(51.3)	0.5	80.8	97.8
Total comprehensive income for the year						
Profit for the year	-	-	-	0.3	7.1	7.4
Total comprehensive income for the year	-	-	-	0.3	7.1	7.4
Transactions with owners, recorded directly in equity						
Issue of shares	-	0.2	-	-	-	0.2
Dividends	-	-	-	(0.5)	(3.5)	(4.0)
Share option charge	-	-	1.5	-	-	1.5
Release of share option reserve on exercise	-	-	(0.2)	-	0.2	-
Total contributions by and distributions to owners	-	0.2	1.3	(0.5)	(3.3)	(2.3)
Balance at 31 December 2023	**1.0**	**67.0**	**(50.0)**	**0.3**	**84.6**	**102.9**
Balance at 1 January 2024	1.0	67.0	(50.0)	0.3	84.6	102.9
Total comprehensive income for the year						
Profit for the year	-	-	-	0.4	5.9	6.3
Total comprehensive income for the year	-	-	-	0.4	5.9	6.3
Transactions with owners, recorded directly in equity						
Issue of shares	-	0.4	-	-	-	0.4
Dividends	-	-	-	(0.4)	(3.7)	(4.1)
Share option charge	-	-	1.1	-	-	1.1
Exercise of Value Builder Plan	-	-	-	-	(4.6)	(4.6)
Release of share option reserve on exercise	-	-	(3.8)	-	3.8	-
Total contributions by and distributions to owners	-	0.4	(2.7)	(0.4)	(4.5)	(7.2)
Balance at 31 December 2024	**1.0**	**67.4**	**(52.7)**	**0.3**	**86.0**	**102.0**

Consolidated statement of cash flows

for the year ended 31 December 2024

	Year ended 31 December	Year ended 31 December

	Note	2024 £m	2023 £m
Net cash generated from operating activities	18	**6.2**	12.5
Cash flows from investing activities			
Purchase of property, plant and equipment		**(0.3)**	(0.3)
Finance income		**0.2**	0.3
Development expenditure		**(5.4)**	(4.5)
Cost of acquisitions - net of cash received		**(16.6)**	(13.3)
Deferred and contingent consideration paid		**(1.8)**	-
Sale of equity investment		**0.4**	-
Equity investments		**(1.7)**	(1.0)
Loan to equity interest		**(1.1)**	(0.6)
Net proceeds from sale of operations		**0.6**	0.6
Net cash flows used in investing activities		**(25.7)**	(18.8)
Cash flows from financing activities			
Finance costs		**(1.6)**	(0.5)
Loan drawn/(repaid)		**19.0**	11.0
Payment of lease liability		**(0.6)**	(0.5)
Issue of share capital		**0.4**	0.2
Dividends paid		**(4.1)**	(4.0)
Net cash flows from/(used in) financing activities		**13.1**	6.2
Net (decrease)/increase in cash and cash equivalents		**(6.4)**	(0.1)
Cash and cash equivalents at start of year		**12.7**	12.8
Cash and cash equivalents at end of year		**6.3**	12.7

Non-underlying operating costs, as per note 7, are included in net cash generated from operating activities.

During the year there were cash outflows of £16.6m (net of cash acquired of £4.4m) in respect of investment in four acquisitions by the Group. Further details can be found in note 20.

Notes

1 General information and basis of preparation

The consolidated financial statements have been prepared in accordance with UK-adopted International Accounting Standards ("UK-adopted IAS").

The financial information for the year ended 31 December 2024 and the year ended 31 December 2023 does not constitute the Group's statutory accounts for those periods. Statutory accounts for the period ended 31 December 2023 have been delivered to the Registrar of Companies. The statutory accounts for the period ended 31 December 2024 will be delivered to the Registrar of Companies following the Group's Annual General Meeting.

The auditors' reports on the accounts for 31 December 2024 and 31 December 2023 were unqualified, did not draw attention to any matters by way of emphasis, and did not contain a statement under 498(2) or 498(3) of the Companies Act 2006.

2 Going concern

The Directors have undertaken a comprehensive assessment to consider the Group and Company's ability to trade as a going concern for a period of 18 months to 30 September 2026.

The Directors have tested the going concern assumption in preparing these financial statements, considering a number of severe but plausible downside scenarios reflecting the Group's base plan adjusted for severe but plausible impacts from the Group's principal risks, which would collectively be considered remote. The Group's central planning scenario reflects a balanced projection aligned to the Group's strategy, a balanced assumption for economic uncertainty and capital expenditure and dividends and an appropriate reflection of the impact of recent acquisitions. As a sensitivity, this central planning scenario has been flexed to reflect the aggregation of severe impacts arising linked to our principal risks which in total represents a 15% downgrade to revenues from the Group's central planning scenario in the 18 month period to September 2026, in comparison to the base case with no decrease in forecast costs, as well as the associated consequences for EBITDA and cash. In each of the severe but plausible downside scenario the Group continues to have available cash and remains in compliance with covenants on the revolving credit facility. The board consider any scenario which would lead to a breach of covenants or absence of liquidity to be remote given current trading performance.

The Group had available cash of £6.3m as at 31 December 2024. In addition, the Group has access to a £80m revolving credit facility which matures in December 2026, £30m is drawn at 31 December 2024. The Group expects to continue to rely on the facility throughout the going concern period. The Group is in compliance with the covenants for the revolving credit facility as at 31 December 2024. Details of cash, borrowings and facilities are set out in notes 22 and 24 to the financial statements. Whilst outside of the going concern assessment period, the Group have considered renewal of the revolving credit facility ahead of maturity in December 2026 and are confident that this will be available based upon the recent financing discussions and given the time available to complete refinancing.

On the basis of the Group and Company's current and forecast profitability and cash flows, and the availability of committed funding, the Directors consider and have concluded that the Group and Company will have adequate resources to continue in operational existence for the going concern period to September 2026 .As a result, they continue to adopt a going concern basis in the preparation of the financial statements.

3 Accounting policies

The accounting policies adopted are consistent with those used in preparing the consolidated financial statements for the financial year ended 31 December 2023.

4 Revenue recognition

Revenue is recognised by reference to the five-step model set out in IFRS 15. Revenue is recognised when an entity transfers goods or services to a customer, measured at the amount to which the entity expects to be entitled. Depending on whether certain criteria are met, revenue is recognised:

- over time, in a manner that depicts the entity's performance; or
- at a point in time, when control of the good or service is transferred to the customer.

Revenue is measured at the fair value of consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales-related taxes.

The Group reports revenue under the following categories and the basis of recognition for each category is described below.

Division	Revenue stream	Performance obligations	Revenue recognition accounting policy	Timing of customer payments
Intermediary Services	Membership Services	Provision of compliance and business services to financial and intermediary firms. Specific services provided under subscription model: software as a service, support, compliance visits, and learning and development.	The Group's membership is a subscription model, with income recognised in line with the access to the specific service provided (output method). Membership services includes support and software and income recognised on an over-time basis in line with the access to the services. Membership services also includes specific services, such as, regulatory visits and learning and development and revenue is recognised in line with the service to the customer, at the point the service is provided.	Subscriptions are usually invoiced monthly in advance of the commencement of the subscription period and collected in the same month by direct debit.
	Additional services	Provision of additional compliance and business services provided on an ongoing or periodic basis: file checks, website hosting and maintenance, credit checking and learning and development.	Revenue from other membership services is recognised at the point at which the specific service is delivered, or across an agreed support period as necessary, based on the value agreed with the customer. Each service is assessed in line with IFRS 15 and revenue is recognised accordingly in line with the provision of service.	Compliance visits, file checks and website maintenance are collected monthly by direct debit and billed when the service is delivered. Additional services are typically on credit terms and customers pay according to terms.
	Software licence income	Provision (and support) of software licences to intermediary firms within our network revenue is	Revenue from software licences is recognised straight line over the licences period. The nature of the licences is such that the Group is required to	Invoices are raised and collected by direct debit in the month in which the licence charge relates, prorated as

		recognised as the performance obligation is satisfied over time.	undertake activities which impact the software and its utility to its customers throughout the licence period.	necessary where agreements are signed mid - month.
Distributions Channels	Marketing services revenues	Provision of advertising, marketing services and event sponsorship to product providers.	Revenue is recognised in line with the service provided to the customer, at a point in time.	Invoices are typically raised on a monthly basis with a smaller number being raised quarterly. Customers pay according to agreed terms.
	Distribution as a service ("Daas")	Provision of analytics and broader consultative services to provider partners.	Revenue is recognised in line with the service provided to the customer, over time.	Invoices are typically raised on a monthly basis with a smaller number being raised quarterly. Customers pay according to agreed terms.
	Commission revenues	Commission revenues from product provider distributions.	Commission is recognised in full, following the confirmation of the sale by the third-party provider, who is considered to be the principal, of underlying mortgage and insurance related products. An element of commission is clawed back if the policy holder cancels and a clawback provision is accounted for accordingly.	Commission revenues are typically received between one and four weeks after confirmation of the sale by the third-party provider.
	Valuation services	Surveys and valuation services provided to clients.	Revenue is recognised at the point at which the service is delivered to the customer, based on the agreed price.	Business-to-business valuation services are paid in advance or on credit terms and customers pay according to these terms. Business-to-consumer is usually paid up front.
Fintech and Research	Fintech software solutions	Provision (and support) of software licence contracts to providers of financial products that enable them to research, launch and distribute relevant products to the market. The provision of software as a performance obligation is a promise of 'right to access' the software satisfied over a period of time. Provision of Engage software to help financial adviser client recommendations.	Revenue from software licences is recognised straight line over the licence period. The nature of the licences is such that the Group is required to undertake activities which impact the software and its utility to its customers throughout the licence period.	Software licences are invoiced, either, monthly or quarterly, in advance with payment terms applied. Engage products are invoiced monthly and collected in the same month by monthly direct debit.
	Research -	Star Ratings - an	Revenue from star and risk	Revenue from star

	Risk Mappings, Fund Reviews and Rating Services	independent and trusted industry standard for assessing the feature quality and comprehensiveness of a financial product or proposition. The Rating is licenced to product providers over a period of time allowing for promotion of products with accompanying score. Risk Ratings - an independent review of funds to enable advisers to match portfolios to client's risk profiles, which is provided via a licenced Risk Rating over an agreed period of time.	ratings is recognised straight line over the agreed contractual period of the licence, which is typically one year.	and risk ratings is billed on an annual basis in advance, and customers pay according to agreed terms.

Contract assets

A contract asset is initially recognised for revenue earned from services for which the receipt of consideration is conditional on successful completion of the service and performance obligation. Upon completion of the service, the amount recognised as accrued income is reclassified to trade receivables.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as deferred income until the Group delivers the performance obligations under the contract (i.e. transfers control of the related goods or services to the customer) at which point revenue is recognised in line with the delivery of the performance obligation.

5 *Critical accounting estimates and judgements*

The Group makes certain estimates and judgements regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and judgements. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below.

Acquisitions

Throughout the year four acquisitions were completed, each introducing additional complexity, judgement, and disclosure requirements.

Acquisitions made during the period have multiple success-based contingent consideration linked to financial performance. The contingent payments have been fair valued at acquisition and revalued at the balance sheet date based on the probability of success of each milestone. Due to the complexities and uncertainties in the arrangements, management judgement has been used in arriving at the fair values. For each acquisition, the fair value of contingent consideration at the acquisition date represents the estimated most likely pay-out based on management's forecast of future trading and performance discounted at the Group's incremental borrowing rate.

In addition, the application of IFRS 3 requires us to identify and recognise the assets acquired and liabilities assumed at their fair value. Judgement and estimation has been applied in identifying and measuring the fair value of separately acquired intangible assets using appropriate valuation methods.

Goodwill

The Group is required to test, on an annual basis, whether goodwill has suffered any impairment. The recoverable amount is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the choice of a discount rate in order to calculate the present value of the cash flows. The major source of estimation uncertainty relates to the estimation of future cash flows, particularly for the value in use calculations for the Fintech and Research CGU.

More information, including carrying values of each CGU, is included in note 12.

Revenue

In the previous year, a significant judgement was disclosed in relation to the presentation of revenue arising sales of software licences to member firms on a "right to access" basis as principal. Following changes to the underlying contractual arrangements in the year, such sales are now recognised as agent and this is no longer considered to be an area of significant judgement.

6 Segmental information

During the year, the Company was domiciled in the UK and all revenue is derived from external customers in the United Kingdom. The Group has an operation in Norway, which is wholly immaterial to the Group's revenues.

The Group has three operating segments, which are considered to be reportable segments under IFRS. The three reportable segments are:

- Intermediary Services;
- Distribution Channels; and
- Fintech and Research.

Intermediary Services provides compliance and regulation services to individual financial intermediary Member Firms, including directly authorised IFAs, directly authorised mortgage advisers, workplace consultants and directly authorised wealth managers.

Distribution Channels provides marketing and promotion and Distribution as a service ("DaaS") to financial institutions. This division of the Group also undertakes survey panelling and surveying work for mortgage lenders.

The Fintech and Research segment provides proprietary advice technology; independent ratings and reviews of products and funds.

The reportable segments are derived on a product/customer type basis. Management has applied its judgement on the application of IFRS 8, with operating segments reported in a manner consistent with the internal reporting produced to the Chief Operating Decision Maker ("CODM").

For the purpose of making decisions about resource allocation and performance assessment, it is the operating results of the three core divisions listed above that are monitored by management and the Group's CODM, being the Fintel plc Board. It is these divisions, therefore, that are defined as the Group's reportable operating segments.

Segmental information is provided for gross profit and adjusted EBITDA, which are the measures used when reporting to the CODM. The tables below present the segmental information.

	Intermediary Services	Distribution Channels	Fintech and Research	Admin and support costs	Group
Year ended 31 December 2024	**£m**	**£m**	**£m**	**£m**	**£m**
Revenue	**29.1**	**23.8**	**25.4**	-	**78.3**
Direct operating costs	**(17.9)**	**(14.8)**	**(9.9)**	-	**(42.6)**
Gross profit	**11.2**	**9.0**	**15.5**	-	**35.7**
Administrative and support costs				**(13.5)**	**(13.5)**
Adjusted EBITDA					**22.2**
Operating costs (non-underlying)					**(5.9)**
Impairment on disposal of asset					**(0.1)**
Gain of disposal of equity investment					**0.2**
Amortisation of other intangible assets					**(3.2)**
Amortisation of development costs and software					**(1.5)**
Depreciation					**(0.4)**
Depreciation of leased assets					**(0.5)**
Share option charge					**(1.1)**
Operating profit					**9.7**
Net finance costs					**(2.0)**
Profit before tax					**7.7**

	Intermediary Services	Distribution Channels	Fintech and Research	Admin and Support costs	Group
Year ended 31 December 2023	£m	£m	£m	£m	£m

Revenue	22.4	20.2	22.3	-	64.9
Direct operating costs	(11.5)	(12.6)	(8.1)	-	(32.2)
Gross profit	10.9	7.6	14.2	-	32.7
Administrative and support costs				(12.2)	(12.2)
Adjusted EBITDA					20.5
Operating costs (non-underlying)					(4.4)
Impairment on disposal of operations					(0.2)
Amortisation of other intangible assets					(2.2)
Amortisation of development costs and software					(1.3)
Depreciation					(0.4)
Depreciation of leased assets					(0.4)
Share option charge					(1.5)
Operating profit					10.1
Net finance costs					(0.5)
Profit before tax					9.6

When assessing the trading performance of individual operating segments, central costs have been presented separately. The presentation of gross profit by segment to provides an overview of the trading performance for each operating segment.

Segmental information includes revenue and costs from the date the group obtains control of an acquiree. Intermediary services includes revenues and costs from acquisitions made in the year of £10.3m and £9.6m respectively, with gross profit contribution of £0.7m. Distribution includes revenue and costs from acquisitions made in the year of £2.1m and £1.7m, with gross profit contribution of £0.4m. Fintech and research includes revenue and costs from acquisitions made since 2023 of £2.6m and £1.9m, with gross profit contribution of £0.7m.

The statement of financial position is not analysed between the reporting segments by management and the CODM considers the Group statement of financial position as a whole.

No customer has generated more than 10% of total revenue during the year covered by the financial information.

7 Operating profit

Operating profit for the year has been arrived at after charging:

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Depreciation of tangible assets - owned	**0.4**	0.4
Depreciation of leased assets	**0.5**	0.4
Research expenditure	**0.6**	0.7

Underlying adjustments

Underlying adjustments include amortisation of other intangible assets and operating and finance costs of a non-recurring nature.

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Non-underlying costs - operating		
M&A project costs	**4.0**	1.8
Transformation costs	**0.5**	1.5
Restructuring costs	**0.8**	0.7
Award related costs	**0.6**	0.4
Impairment on disposal of operations	**0.1**	0.2
Gain on sale of equity investment	**(0.2)**	-
Other underlying adjustments		
Amortisation of other intangible assets	**3.2**	2.2
Underlying adjustments - before tax	**9.0**	6.8

The operating charge to the income statement in respect of non-underlying items of £9.0m (2023: £6.8m) includes the following:

- operating expenses of £5.9m;
  - £4.0m M&A-related costs - consists of professional advisory fees on completed and pipeline acquisitions;
  - £0.5m transformation cost - implementation costs to enhance Fintel's customer relationship management platform ("CRM") and a new enterprise resource planning system ("ERP") both of which went live in April 2024;
  - £0.8m employee restructuring costs relating to M&A synergies; and
  - £0.6m share settlement costs;
- amortisation of other intangible assets of £3.2m - relating to intangibles acquired on acquisition of Regulus Topco Limited, owner of Defaqto Limited, Landmark Surveyors Limited, and more recently acquired entities: Competent Advisor, VouchedFor, AKG, MICAP; Synaptic, Owen James, Newdez and Threesixty, for which revenue arising from those acquisitions is included in underlying and
- (£0.2m) gain on sale of equity divestment
- £0.1m impairment on disposal of subsidiary

No other operating costs have been treated as non-underlying in the period. The above adjustments have been excluded as they are not considered part of underlying trading performance.

8 Reconciliation of GAAP to non-GAAP measures

The Group uses a number of "non-GAAP" figures as comparable key performance measures, as they exclude the impact of items that are non-cash items and also items that are not considered part of ongoing underlying trade. Amortisation of other intangible assets has been excluded on the basis that it is a non-cash amount relating to acquisitions. The Group's "non-GAAP" measures are not defined performance measures in IFRS. The Group's definition of the reporting measures may not be comparable with similarly titled performance measures in other entities.

Adjusted EBITDA is calculated as follows:

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Operating profit	**9.7**	10.1
Add back:		
Depreciation (note 11)	**0.4**	0.4
Depreciation of leased assets (note 11)	**0.5**	0.4
Amortisation of other intangible assets (note 12)	**3.2**	2.2
Amortisation of development costs and software (note 12)	**1.5**	1.3
EBITDA	**15.3**	14.4
Add back:		
Gain on sale of equity investment	**(0.2)**	-
Impairment on disposal of operations (note 7)	**0.1**	0.2
Share option charge	**1.1**	1.5
Operating costs (non-underlying) (note 7)	**5.9**	4.4
Adjusted EBITDA	**22.2**	20.5
Adjusted EBITDA of non-core surveying business	**0.9**	0.3
Core adjusted EBITDA	**21.3**	20.2

Non-underlying operating costs have been excluded as they are not considered part of the underlying trade.

Share option charges have been excluded from adjusted EBITDA as a non-cash item.

Adjusted operating profit is calculated as follows:

	Year ended	Year ended

	31 December 2024 £m	31 December 2023 £m
Operating profit	**9.7**	10.1
Add back:		
Impairment on disposal of operations (note 7)	**0.1**	0.2
Gain on sale of equity investment	**(0.2)**	-
Operating costs (non-underlying) (note 7)	**5.9**	4.4
Amortisation of other intangible assets (note 12)	**3.2**	2.2
Adjusted operating profit	**18.7**	16.9

Adjusted profit before tax is calculated as follows:

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Profit before tax	**7.7**	9.6
Add back:		
Impairment on disposal of operations (note 7)	**0.1**	0.2
Gain on sale of equity investment	**(0.2)**	-
Operating costs (non-underlying) (note 7)	**5.9**	4.4
Net finance cost (non-underlying)	**0.3**	-
Amortisation of other intangible assets (note 12)	**3.2**	2.2
Adjusted profit before tax	**17.0**	16.4

Adjusted profit after tax is calculated as follows:

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Profit after tax	**6.3**	7.4
Add back:		
Impairment on disposal of operations (note 7)	**0.1**	0.2
Gain on sale of equity investment	**(0.2)**	-
Net finance costs (non-underlying)	**0.3**	-
Operating costs (non-underlying) (note 7), net of tax	**5.2**	3.7
Amortisation of other intangible assets (note 12), net of deferred tax	**2.4**	1.7
Profit attributable to non-controlling interests	**(0.4)**	(0.3)

Adjusted profit after tax	**13.7**	12.7

Free cash flow conversion is calculated as follows:

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Adjusted operating profit	**18.7**	16.9
Adjusted for:		
Depreciation of tangible assets	**0.4**	0.4
Depreciation of leased assets	**0.5**	0.4
Amortisation of development costs and software	**1.5**	1.3
Share option charge	**1.1**	1.5
Settlement of non-recurring acquired liabilities	**0.7**	-
Research and development benefit	-	(0.1)
Net changes in working capital	**(2.6)**	(0.7)
Purchase of property, plant and equipment	**(0.3)**	(0.3)
Development expenditure	**(5.4)**	(4.5)
Underlying cash flow from operations	**14.6**	14.9
Underlying operating cash flow conversion	**78%**	88%
Net interest paid	**(1.3)**	(0.3)
Income tax paid	**(3.5)**	(2.8)
Payments of lease liability	**(0.6)**	(0.5)
Free cash flow	**9.2**	11.3
Adjusted EBITDA	**22.2**	20.5
Free cash flow conversion	**41%**	55%

9 Finance income and expense

Finance income

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Bank interest	**0.3**	0.3
Interest unwind on contingent consideration receivable	**0.1**	-
	0.4	0.3

Interest unwind of contingent consideration receivable is classified as non-underlying

Finance expense

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Interest payable on financial liabilities at amortised cost	**1.9**	0.7
Finance charge on lease liability	**0.1**	0.1
Interest unwind on contingent consideration payable	0.4	-
	2.4	0.8

Interest unwind of contingent consideration payable is classified as non-underlying

10 Earnings per share

Basic earnings per share	Year ended 31 December 2024	Year ended 31 December 2023
Profit attributable to equity shareholders of the parent (£m)	**5.9**	7.1
Weighted average number of shares in issue	**104,017,114**	103,776,394
Basic profit per share (pence)	**5.7**	6.8

Diluted earnings per share	Year ended 31 December 2024	Year ended 31 December 2023
Profit attributable to equity shareholders of the parent (£m)	**5.9**	7.1
Weighted average number of shares in issue	**104,017,114**	103,776,394
Diluted weighted average number of shares and options for the year	**168,318**	532,069
	104,185,432	104,308,463
Diluted profit per share (pence)	**5.7**	6.8

Weighted average number of shares in issue has been adjusted for potentially dilutive share options arising from the share scheme detailed in note 16. An adjusted EPS has been calculated below based on the adjusted profit after tax, which removes items not considered to be part of underlying trading.

Adjusted basic earnings per share	Year ended 31 December 2024	Year ended 31 December 2023
Adjusted profit after tax (note 8) (£m)	**13.7**	12.7
Weighted average number of shares in issue	**104,017,114**	103,776,394
Adjusted earnings per share (pence)	**13.2**	12.2

11 Property, plant and equipment

Leased assets			Owned assets	
Property	Plant and equipment	Total	Office equipment	Total

Group	£m	£m	£m	£m	£m
Cost					
At 1 January 2023	2.9	1.0	3.9	2.9	6.8
Acquisitions	0.3	-	0.3	0.1	0.4
Additions	-	0.1	0.1	0.3	0.4
Disposals	-	-	-	(0.7)	(0.7)
At 31 December 2023	3.2	1.1	4.3	2.6	6.9
Acquisitions	0.1	-	0.1	0.1	0.2
Additions	0.4	-	0.4	0.3	0.7
Disposals	-	-	-	-	-
At 31 December 2024	**3.7**	**1.1**	**4.8**	**3.0**	**7.8**
Depreciation and impairment					
At 1 January 2023	1.0	0.7	1.7	1.7	3.4
Depreciation charge for the year	0.3	0.1	0.4	0.4	0.8
Disposals	-	-	-	(0.7)	(0.7)
At 31 December 2023	1.3	0.8	2.1	1.4	3.5
Depreciation charge for the year	0.4	0.1	0.5	0.4	0.9
Disposals	-	-	-	-	-
At 31 December 2024	**1.7**	**0.9**	**2.6**	**1.8**	**4.4**
Net book value					
At 31 December 2024	**2.0**	**0.2**	**2.2**	**1.2**	**3.4**
At 31 December 2023	1.9	0.3	2.2	1.2	3.4

Acquired lease property includes Owen James Events and Threesixty Services Limited's office.

Plant and equipment includes IT equipment and motor vehicles.

12 Intangible assets

	Goodwill	Brand	Intellectual property	Customer relationships	Total other intangible assets	Development expenditure	Total
Group	£m	£m	£m	£m	£m	£m	£m
Cost							
At 1 January 2023	72.4	3.1	24.4	-	27.5	5.5	105.4
Additions	-	-	-	-	-	4.5	4.5
Acquisitions	16.7	1.0	3.0	1.3	5.3	-	22.0
At 31 December 2023	89.1	4.1	27.4	1.3	32.8	10.0	131.9
Additions	-	-	-	-	-	5.4	5.4
Acquisitions	13.5	1.5	1.9	3.1	6.5	-	20.0
Revaluation	0.1	-	-	-	-	-	0.1
At 31 December 2024	**102.7**	**5.6**	**29.3**	**4.4**	**39.3**	**15.4**	**157.4**

Amortisation and impairment							
At 1 January 2023	0.2	1.1	6.6	-	7.7	2.3	10.2
Charge in the year	-	0.3	1.8	0.1	2.2	1.3	3.5
At 31 December 2023	0.2	1.4	8.4	0.1	9.9	3.6	13.7
Charge in the year	-	0.5	2.4	0.3	3.2	1.5	4.7
At 31 December 2024	**0.2**	**1.9**	**10.8**	**0.4**	**13.1**	**5.1**	**18.4**
Net book value							
At 31 December 2024	**102.5**	**3.7**	**18.5**	**4.0**	**26.2**	**10.3**	**139.0**
At 31 December 2023	88.9	2.7	19.0	**1.2**	22.9	6.4	118.2

Capitalised development expenditure relates to the development of the software platform in Defaqto Limited.

The £0.1m revaluation in goodwill relates to MICAP and VouchedFor pre-acquisition amendments. The acquisition value of £13.5m is the goodwill associated with the 2024 acquisitions. More details can be found in note 20.

The carrying amount of goodwill is allocated across operating segments, which are deemed to be cash-generating units ("CGUs") as follows:

	Year ended 31 December 2024	Year ended 31 December 2023
Intermediary Services	**35.6**	24.4
Distribution Channels	**13.9**	11.5
Fintech and Research	**53.0**	53.0
	102.5	88.9

The Group has determined that each segment is a cash-generating unit ("CGU") as this is the lowest aggregation of assets that generate largely independent cash inflows.

The recoverable amounts for the CGUs are predominantly based on value in use, which is calculated on the cash flows expected to be generated using the latest projected data available over a five-year period, plus a terminal value estimate.

The key assumptions in the value in use calculation are the pre-tax discount rate (range of 15.7% to 16.7%; 2023: range of 16.1% to 17.0%), annual adjusted EBITDA growth rate (range of 2.4% to 8.1%; 2023: 3.0% to 7.0%) and terminal growth rate 2% (2023: 2.0%). The discount rate is based on the individual CGUs pre-tax cost of capital. The projected EBITDA growth rate is built upon the Board-approved budget and plan, taking into account historical trends. The terminal growth rate is based on the expected growth rate into perpetuity and the expected long-term growth rate of the UK economy.

The Directors have reviewed the recoverable amounts of the CGUs and conclude that the carrying value remains substantiated. Any set of reasonably possible assumptions would not result in the carrying value exceeding the recoverable amount.

13 Fixed asset investments

	Year ended 31 December 2024	Year ended 31 December 2023
At 1 January 2024	**1.2**	-
Additions	**1.7**	1.2
Disposals	**(0.2)**	-
At 31 December 2024	**2.7**	1.2

Group investments are those in which Fintel does not hold significant influence and are classified and measured in accordance with IFRS 9 - Financial Instruments. The Group classifies equity investments as financial assets at fair value through profit or loss (FVTPL).

Prior year

In March 2023, the Group paid £1m to acquire a 25% stake in Plannr Technologies Limited ("Plannr"). As the Group holds no voting rights and does not have the ability to influence strategic decision-making, management does not consider the Group to exert significant influence over Plannr.

In July 2023 the Group exercised its right under the convertible loan note with Cardan Financial Group Limited ("Cardan") to convert the outstanding loan into shares representing a 9.9% equity stake. The loan balance at conversion totalled £0.2m, with the equity stake being measured at the same value. Management do not deem the Group to have significant influence over Cardan.

Current year

In March 2024 the Group acquired a non-controlling interest in Mortgage Brain Holding Limited, acquiring 5.8% of Ordinary Shares in exchange for £1.5m consideration.

In April 2024 the Group sold its 9.9% stake in Cardan for £0.4m, releasing a profit on disposal of £0.2m.

In October 2024 the Group paid £0.2m to acquire a 20% stake in Wealthwise Media Limited ("Wealthwise"). As the Group holds no voting rights and does not have the ability to influence strategic decision-making, management does not consider the Group to exert significant influence over Wealthwise.

The Directors consider the carrying value of investments to be supported by future cash flows of the businesses.

14 Interest-bearing loans and borrowings

This note provides information about the contractual terms of the Group's and Company's interest-bearing loans and borrowings.

	Year ended 31 December 2024	Year ended 31 December 2023
Current		
Secured bank loan	-	-
Lease liability	**0.5**	0.4
	0.5	0.4
Non-current		
Secured bank loan	30.0	10.7
Lease liability	1.4	1.5
	31.4	12.2

Changes in liabilities from financing activities:

	Loans and borrowings £m	Lease liability £m
Balance at 1 January 2023	-	2.2
Cash flows	(0.5)	(0.5)
New leases	-	0.1
Loan drawdown	11.0	-
Other non-cash changes	0.2	0.1
Balance at 31 December 2023	10.7	1.9
Cash flows	(1.6)	(0.6)
New leases	-	0.4
Loan drawdown	19.0	-
Other non-cash changes	1.9	0.2
Balance at 31 December 2024	30.0	**1.9**

Loans and borrowings

Cash flows on loans and borrowings include £19m RCF drawdown (2023: £11.0m RCF drawdown) and interest payments made of £1.6m (2023: £0.5m).

Other non-cash changes on bank loans include interest charges of £1.7m (2023: £0.7m), plus a prepaid arrangement fee and agency fee of £0.2m (2023: £0.2m).

Revolving Credit Facility (RCF)

The Group has a Revolving Credit Facility (RCF) committed through to August 2026 following a refinancing in 2022. The facility limit is £80.0m with an additional uncommitted 'accordion' facility of up to £20.0m. At 31 December 2024, £30.0m of the RCF was drawn. The Group incurred debt issue costs of £0.6m which have been capitalised and is being amortised to the income statement over the term of the facility.

Interest is payable on the RCF at SONIA plus an interest margin ranging from 1.5% to 2.4% which is dependent on the Group's leverage (net debt as multiple of adjusted EBITDA) and reduces as the Group's leverage reduces. The interest margin as at 31 December 2024 was 1.7% (2023: 1.5%). Adjusted EBITDA for the year was £22.2m (2023: £20.5m) and is defined as underlying operating profit before depreciation, amortisation and share based payment charges.

At 31 December 2024 the Group had available headroom of £50m of undrawn committed facilities in respect of which all covenant conditions had been met.

The Group is subject to two financial covenants, which are continuously monitored and reported on quarterly. At 31 December 2024, there was significant headroom and facility interest cover and net debt to EBITDA covenants were comfortably achieved:

Covenant	**Covenant Requirement**	**Position as at 31 December 2024**
Interest cover	>4.0:1	**12.6:1**
Leverage	<3.0:1	**1.1:1**

Lease liabilities

Cash flows from lease liabilities include £0.6m of lease payments (2023: £0.5m). Other non-cash changes on lease liabilities include interest charges of £0.1m (2023: £0.1m) and also acquired leases of £0.1m.

15 Capital and reserves

Share capital

	Ordinary Shares
Number of fully paid shares (nominal value £0.01):	
At 1 January 2023	103,648,945
Issue of share capital	199,740
At 31 December 2023	103,848,685
Issue of share capital	344,600
At 31 December 2024	**104,193,285**

In 2024, the Company issued 344,600 new Ordinary Shares to the open share option schemes detailed in note 16 (2023: 199,740 new Ordinary shares).

	Share premium £m
At 1 January 2023	66.8
Issue of share capital	0.2
At 31 December 2023	67.0
Issue of share capital	0.4
At 31 December 2024	**67.4**

16 Share-based payment arrangements

At 31 December 2024, the Group had the following share-based payment arrangements.

Issued in 2021

Value Builder Plan (Tranche 1)

On 1 May 2021, the Group established the Value Builder Plan (the "VB Plan") which creates a Value Pot consisting of a fixed allocation of 100 notional units. The units are to be settled at the discretion of the Remuneration Committee ("RemCo") in either Fintel Ordinary Shares or cash, subject to a growth in market capitalisation and a floor of earnings per share ("EPS") growth.

Grant date	Number of awards	Vesting conditions	Contractual life of options
1 May 2021	100	3 years' service from grant date, subject to achieving a percentage growth in EPS of RPI over the performance period plus 3%	3 to 10 years

The scheme was settled in May 2024 and has now closed.

The Group cash settled the Value Builder scheme in May 2024, resulting in a total cash outflow of £5.1m. This comprised a cash settlement payment of £4.6m, which was accounted for as a reduction to equity, and an associated Employers' National Insurance Contribution (NIC) charge of £0.6m, which was recognised as a non-underlying cost in the income statement.

The settlement has had a material impact on the Group's financial statements, affecting cash flows, equity, and the income statement. The £4.6m reduction to equity represents a realised loss, while the £0.6m NIC charge has been reflected in non-underlying costs in the profit and loss statement.

Save As You Earn ("SAYE") scheme

On 1 July 2021, the Group established the 2021 Save As You Earn ("SAYE") scheme and invited all Group employees to enter into a three-year savings contract linked to an option which entitles them to acquire Ordinary Shares in the Company.

293,362 options were issued under the scheme, with an exercise price of £1.76. The fair value of the shares at date of grant (1 July 2021) was £0.84.

During 2024, 9,405 (2023: 14,503) shares have been forfeited as a result of bad leavers. The scheme has now fully vested.

The fair value of services received in return for share options granted is based on the fair value of the share options granted. The fair value has been measured using the Monte Carlo model for the VB Plan, and the Black Scholes model for the SAYE scheme. The following inputs were used in the measurement of the fair values at grant date of the share-based payment plans:

	Save As You Earn scheme	Value Builder Plan
Fair value at grant date	£0.84	£37,000
Share price at grant date	£2.33	£2.17
Exercise price	£1.76	£nil
Expected volatility	45%	45%
Option life (expected weighted average life)	3	2.42
Expected dividends	2%	2%
Risk-free interest rate (based on government bonds)	0.18%	0.46%

There were no schemes issued in 2022.

Issued in 2023

Growth Share Plan

On 18 August 2023, the Group implemented a new long-term incentive plan, the Growth Share Plan. The Plan creates a distributable Value Pot, the size of which is determined as being a proportion of total shareholder value of the Company.

The size of the Value Pot to be received by the beneficiaries will be dependent on the average market capitalisation in the first quarter following the end of each five-year vesting period, subject to an individual participant's continued employment over the vesting period (or their having become a "Good Leaver").

The Value Pot for each award under the Plan will be granted at the discretion of the Remuneration Committee ("RemCo"), with each participant acquiring a fixed number of partly paid B Shares, C Shares and/or D Shares in an intermediary holding company, Fintel Group Holdings Limited. Subject to continued service, the Growth Shares on vestiture will be transferable into Fintel shares to the extent the relevant Value Pot has been earned.

The RemCo will have full discretion to amend the terms of the Plan to take account of, for example, corporate activities such as acquisitions to ensure the market capitalisation hurdles remain appropriate.

On 16 August 2023, the 2023 Awards were allocated under the Plan. The Measurement Period for the 2023 Awards will be the first quarter following the end of the five-year vesting period to 31 December 2027, being the period from 1 January 2028 to 31 March 2028.

The Value Pot under the 2023 Awards is comprised as follows:

Tier	Market capitalisation at end of performance period	Proportion of Shareholder Value tranche distributed in Value Pot	Total number of Growth Shares in Growth Share class
Tier 1	Between £275m and £300m	8%	163 B Shares
Tier 2	Between £300m and £400m	15%	419 C Shares
Tier 3	Between £400m and £425m	20%	418 D Shares

Value will only accrue to the beneficiaries within each tier to the extent that average market capitalisation in the Measurement Period is above the minimum market capitalisation for that tier. The return thresholds will exclude dividends paid to shareholders.

The scheme has been accounted for as an equity-settled scheme in line with the Group's expectation of final settlement. The Group has a past practice of settling similar schemes as via equity.

The fair value of services received in return for share options granted is based on the fair value of the share options granted. The fair value for the Growth Share Plan has been measured using the Monte Carlo model. The following inputs were used in the measurement of the fair values at grant date of the share-based payment plans:

	B Shares	Value Builder Plan C Shares	D Shares
Fair value at grant date	£2,745	£6,190	£1,587
Share price at grant date	£2.15	£2.15	£2.15
Exercise price	£nil	£nil	£nil
Expected volatility	42%	42%	42%
Option life (expected weighted average life)	5	5	5
Expected dividends	1.5%	1.5%	1.5%
Risk-free interest rate (based on government bonds)	4.6%	4.6%	4.6%

Reconciliation of outstanding share options

The number and weighted average exercise prices of share options under the share option programmes were as follows:

	Number of options 31 December 2024	**Weighted average exercise price 31 December 2023 £**	Number of options 31 December 2023	Weighted average exercise price 31 December 2022 £
Outstanding at 1 January	**499,309**	**1.14**	731,051	1.16
Forfeited during the year	**(41,758)**	**1.36**	(30,533)	0.64
Exercised during the year	**(344,600)**	**2.03**	(201,209)	1.13
Granted during the year	-	-	-	-
Outstanding at 31 December	**112,951**	**1.16**	499,309	1.14
Exercisable at 31 December	**85,750**	**1.55**	320,615	1.07

The options outstanding at 31 December 2024 had an exercise price in the range of £0.01 to £1.93 (2023: £0.01 to £1.93) and a weighted average contractual life of 2.8 years (2023: 1.6 years).

The weighted average share price at date of exercise for option shares issued during the year was £0.49 (FY23: £1.99).

Other share plans

The Group has several other share-based payment arrangements, all of which have fully vested, and there are only a few outstanding shares in each scheme.

17 Other reserves

Group	Merger reserve £m	Share option reserve £m	Total £m
At 1 January 2023	(53.9)	2.6	(51.3)
Share option charge	-	1.5	1.5
Release of share option reserve	-	(0.2)	(0.2)
At 31 December 2023	(53.9)	3.9	(50.0)
Share option charge	-	1.1	1.1
Release of share option reserve	-	(3.8)	(3.8)
At 31 December 2024	**(53.9)**	**1.2**	**(52.7)**

18 Notes to the cash flow statement

	Year ended 31 December 2024 £m	Year ended 31 December 2023 £m
Cash flow from operating activities		
Profit after taxation	**6.3**	7.4
Add back:		
Finance income	**(0.4)**	(0.3)
Finance cost	**2.4**	0.8
Taxation	**1.4**	2.2

	9.7	10.1
Adjustments for:		
Amortisation of development expenditure and software (note 12)	**1.5**	1.3
Depreciation of lease asset	**0.4**	0.4
Depreciation of property, plant and equipment	**0.5**	0.4
Amortisation of other intangible assets	**3.2**	2.2
Share option charge	**1.1**	1.5
Research and development benefit	**-**	(0.1)
Profit on sale of equity investment	**(0.2)**	-
Revaluation of contingent consideration	**0.9**	-
Revaluation of goodwill	**0.1**	-
Interest unwind on contingent consideration	**(0.4)**	-
Cash settlement of Value Builder Plan	**(4.6)**	-
Impairment on sale of operations	**0.1**	0.2
Operating cash flow before movements in working capital	**12.3**	16.0
(Increase)/decrease in receivables	**(1.4)**	0.4
Decrease in trade and other payables	**(1.2)**	(1.1)
Cash generated from operations	**9.7**	15.3
Income taxes paid	**(3.5)**	(2.8)
Net cash generated from operating activities	**6.2**	12.5

19 Subsequent events

On 16 July 2024, we announced our conditional agreement to acquire Rayner Spencer Mills Research Limited ("RSMR"), a UK-based company specialising in providing independent investment research, ratings, and support to financial advisers, investment professionals, and financial services firms. Regulatory approval was granted in late December 2024, and the acquisition was successfully completed on 7 January 2025, for initial cash consideration of £5.2m.

20 Acquisitions

Acquisitions completed in the year ended 31 December 2024

Adv Data Holding Limited

On 26 January 2024 the Group acquired 100% of the issued shares of Adv Data Holding Limited along with its wholly owned trading subsidiary Synaptic Software Limited (together "Synaptic"), which is a provider of independent adviser planning and research software. This acquisition will extend and cement the Group's central market position as a provider of technology, research, and consulting services to the adviser market. Total consideration of £5.1m was paid upfront in cash upon completion. The fair value of the total consideration at the acquisition date was £5.1m. On acquisition, acquired intangibles were recognised relating to customer related intangibles (£0.5m), intellectual property (technology) related intangibles (£0.4m), and brand name (£0.3m). The residual goodwill of £2.8m represents the expertise of the acquired workforce and the ability to leverage this into some of the Group's businesses, together with the ability to exploit the Group's existing customer base. Synaptic contributed revenue of £2.0m and losses before taxation of £0.0m to the Group from the date of acquisition to 31 December 2024. Had the acquisition been made at the beginning of the period, revenue would have been £2.2m and losses before taxation would have been £0.2m. The amount of goodwill expected to be deductible for tax purposes in respect of this acquisition is £nil.

Owen James Group Ltd

On 26 January 2024 the Group acquired 100% of the issued shares of Owen James Group Ltd along with its wholly owned trading subsidiary Owen James Events Limited (together "Owen James"). Owen James is a leading provider of strategic engagement events in UK financial services. This acquisition will extend the Group's flagship industry events programme, and data and insights strategy. Cash consideration of £0.8m was paid upfront upon completion, with a further £0.1m payable two months later contingent upon successful completion of an integration plan. Contingent consideration based upon certain revenue-based and profit-based criteria over the three years following acquisition is capped at £1.5m in total and is payable at the end of each earn-out year. The fair value of the total consideration at the acquisition date was £1.2m. On acquisition, acquired intangibles were recognised relating to customer related intangibles (£0.4m), and brand name (£0.4m). The residual goodwill of £0.6m represents the expertise of the acquired workforce and the ability to leverage this into some of the Group's businesses, together with the ability to exploit the Group's existing customer base. Owen James contributed revenue of £2.1m and profit before taxation of £0.4m to the Group from the date of acquisition to 31 December 2024. Had the acquisition been made at the beginning of the period, revenue would have been £2.2m and profits before taxation would have been £0.5m. The amount of goodwill expected to be deductible for tax purposes in respect of this acquisition is £nil.

Newdez Limited ("Newdez")

On 15 March 2024 the Group acquired 70% of the issued share capital of Newdez (brand name ifaDASH), which is a compliance tool provider to the financial intermediary market. The deal will assist with digitising the Group's compliance proposition. Cash consideration of £0.5m was paid upfront upon completion. Contingent consideration based upon certain revenue-based criteria over the year ending 31 December 2024 is capped at £1.0m and is payable at the end of that year. The fair value of the total consideration at the acquisition date was £0.6m. There are call options to acquire up to 50% of the remaining shares during the year ending 31 March 2027, and all shares then remaining during the year ending 31 March 2028. The call option represents a derivative under IFRS 9, but its fair value is immaterial to the Group. On acquisition, acquired intangibles of £0.1m were recognised relating to intellectual property (technology) related intangibles. The residual goodwill of £0.6m represents the expertise of the acquired workforce and the ability to leverage this into some of the Group's businesses, together with the ability to exploit the Group's existing customer base. Newdez contributed revenue of £0.0m and losses before taxation of £0.0m to the Group from the date of acquisition to 31 December 2024. Had the acquisition been made at the beginning the period, revenue would have been £0.1m and losses before taxation would have been £0.0m. The amount of goodwill expected to be deductible for tax purposes in respect of this acquisition is £nil.

Threesixty Services Limited ("Threesixty")

On 2 July 2024 the Group acquired 100% of the issued shares of Threesixty Services Limited ("threesixty") who are a provider of independent adviser planning and research software. In addition, we also acquired DD Hub Limited, a 100% owned subsidiary of threesixty. The acquisition will further strengthen the Group's range of quality services available to professional intermediaries. Cash consideration of £14.6m was paid upfront upon completion. The fair value of the total consideration at the acquisition date was £14.6m. On acquisition, acquired intangibles were recognised relating to customer related intangibles (£2.2m), intellectual property (technology) related intangibles (£1.4m), and brand name (£0.8m). The residual goodwill of £9.5m represents the expertise of the acquired workforce and the ability to leverage this into some of the Group's businesses, together with the ability to exploit the Group's existing customer base. Threesixty contributed revenue of £3.4m and profit before taxation of £0.4m to the Group from the date of acquisition to 31 December 2024. DD Hub Limited contributed revenue of £0.1m and profit before taxation of £0.0m to the Group from the date of acquisition to 31 December 2024. Had the acquisition been made at the beginning of the period, revenue would have been £7.0m and profit before taxation would have been £0.8m. The amount of goodwill expected to be deductible for tax purposes in respect of this acquisition is £nil.

The fair values of the assets and liabilities acquired during the year ended 31 December 2024 are summarised below:

During the year ended 31 December 2024	Synaptic £m	Owen James £m	Newdez £m	Threesixty £m	**Total £m**
Brands	0.3	0.4	-	0.8	**1.5**
Customer relationships	0.5	0.4	-	2.2	**3.1**
Intellectual property	0.4	-	0.1	1.4	**1.9**
Property, plant and equipment	-	-	-	0.2	**0.2**
Trade and other receivables	0.5	0.5	-	0.7	**1.7**
Trade and other payables	(0.6)	(0.7)	(0.1)	(1.8)	**(3.2)**
Net cash	1.5	0.2	-	2.7	**4.4**
Deferred tax liability	(0.3)	(0.2)	-	(1.1)	**(1.6)**
Fair value of assets acquired	2.3	0.6	-	5.1	**8.0**
Goodwill	2.8	0.6	0.6	9.5	**13.5**
Consideration	5.1	1.2	0.6	14.6	**21.5**
Satisfied by fair values of:					
Cash consideration	5.1	0.8	0.5	14.6	**21.0**
Contingent consideration	-	0.4	0.1	-	**0.5**
	5.1	1.2	0.6	14.6	**21.5**
Less: net cash acquired	(1.5)	(0.2)	-	(2.7)	**(4.4)**
Transaction costs and expenses	0.2	0.1	0.1	0.9	**1.3**
Total committed spend on acquisitions completed in the year	3.8	1.1	0.7	12.8	**18.4**

For each acquisition the fair value of contingent consideration at the acquisition date represents the estimated most likely pay-out based on management's forecast of future trading and performance discounted at the Group's incremental borrowing rate. The fair value of deferred consideration at the acquisition date represents the amount payable discounted at the Group's incremental borrowing rate.

As of 31 December 2024, the fair value of deferred and contingent consideration was assessed at £6.7m, with £6.0m due within one year and £0.7m payable beyond one year from the balance sheet date. This valuation reflects the latest available information, including trading performance and market conditions, as outlined in the purchase agreements for each acquisition.

Contractual deferred and contingent consideration does not pertain to post-acquisition services, and none of the contingent and deferred consideration is contingent upon reemployment.

The cash outflow in the year in respect of acquisitions completed during the year comprised:

During the year ended 31 December 2024	Synaptic £m	Owen James £m	Newdez £m	Threesixty £m	**Total £m**
Cash consideration	5.1	0.8	0.5	14.6	**21.0**
Less: net cash acquired	(1.5)	(0.2)	-	(2.7)	**(4.4)**
Net investing outflow in respect of acquisitions completed in the year	3.6	0.6	0.5	11.9	**16.6**
Transaction costs and expenses paid	0.2	0.1	0.1	0.9	**1.3**
Total cash outflow in respect of acquisitions completed in the year	3.8	0.7	0.6	12.8	**17.9**

Transactions relating to acquisitions completed in 2023

During the year £1.8m was paid to satisfy deferred and contingent obligations relating to companies acquired during 2023.

Acquisitions completed since the year ended 31 December 2024

On 7 January 2025, the Group completed the acquisition of a 70% interest in RSMR, a UK-based independent investment research provider, for an initial net cash consideration of £5.2m. The acquisition aligns with the Group's strategy to expand its research and ratings capabilities, with control obtained through majority ownership and governance rights.

The remaining 30% of RSMR, currently held by management, will be acquired over the next 24 months, subject to price and performance conditions. The valuation of contingent consideration is ongoing, and further disclosures will be provided once finalised.

As the acquisition was completed after the reporting date and close to the signing date of these financial statements, the initial accounting is still in progress. The Group is assessing the fair value of acquired assets, liabilities, and goodwill, with a full purchase price allocation to be disclosed in future financial statements.