

Dianomi plc

("Dianomi", the "Company" or the "Group")

Interim Results

Dianomi, a leading provider of native digital advertising services to premium clients in the Business, Finance and Lifestyle sectors, announces its unaudited interim results for the six months ending 30 June 2025.

Financial Headlines

- Revenue decreased 7% to £13.2 million (H1 2024: £14.2 million) reflecting lower publisher traffic levels and softer advertiser demand in a challenging market environment, as well as FX headwinds
- Gross margin of 25.5% (H1 2024: 26.2%)
- Adjusted EBITDA loss* of £0.6 million (H1 2024: profit of £0.1 million) following planned investment in sales capability
- Loss per share* of 2.63 pence (H1 2024: loss of 0.22 pence per share)
- As at 30 June 2025 the Company had no borrowings and cash of £5.7 million (31 December 2024: cash of £8.8 million, 30 June 2024: £8.1 million)

Operating Headlines

- Attracted 43 new high-quality advertisers in the period, up 59% on last year
- Added two major publishers to the platform after successful trials
 - CNN News
 - AP News, now a top ten publisher
- Successful launch of pre-packaged premium audiences known as 'Dianomi Audiences' which are fast becoming the preferred option amongst customers to target specific readership groups
- Readership levels across certain digital publishers face headwinds from AI news summaries taking market share, however, we are seeing stability within our premium publisher partnership base, who retain loyal readers and are not reliant on Google referral traffic
- Strategic investment placed behind expanding the Group's capabilities:
 - Enlarged global sales team with high calibre hires from the likes of Meta and the Financial Times
 - Launch of Dianomi Insights – unique data sets providing new perspectives for global brands to better understand their profiles in the media
 - Operational improvements and efficiencies driven by AI technologies
 - Entered the Affiliate Marketing space following their shift to a cost per click pay model which naturally suits the Dianomi platform

Trading Post HY

- Positive scaling of new publisher partnerships with CNN and AP News, with further opportunity for expansion
- Pipeline of new advertisers building
- Revenue in July and August was flat year on year but positive signs from new budgets commencing in September indicate a stronger second-half of the year

Rupert Hodson, Chief Executive Officer of Dianomi, said:

"Macroeconomic conditions have been turbulent in 2025 which naturally impacted our trading performance. That said, we continued to attract new, premium advertisers and publishers. Furthermore, behind our headline numbers, we have been investing in expanding the team, particularly our global sales function, launching new sector-targeted products and harnessing AI to drive operational efficiencies. These key and significant investments reflect our belief in the unique strengths of the Dianomi platform. No other digital ad company can offer the same premium collection of leading US financial mega-brands under one roof. This view is also shared by major publishers, as shown by CNN's decision in June to extend its relationship with Dianomi from CNN Business to the whole of CNN. While there is still work to do, we expect the benefit of the investments being made will start to come through in the current year and in full during 2026."

** Adjusted EBITDA is calculated as loss or profit after tax before deducting net finance costs, tax, depreciation and share-based payment charges*

*** Adjusted to exclude share-based payments.*

This announcement contains inside information for the purposes of Article 7 of Regulation (EU) No 596/2014.

For further information contact:

Dianomi

Rupert Hodson (Chief Executive Officer)
Charlotte Stranner (Chief Financial Officer)

Tel: +44 (0)207 802 5530

Panmure Liberum (NOMAD and Broker)

Emma Earl/ Freddy Crossley, Corporate Finance
Rupert Dearden, Corporate Broking

Tel: +44 (0)207 886 2500

Novella Communications

Tim Robertson / Safia Colebrook
dianomiplc@novella-comms.com

Tel: +44 (0)203 151 7008

About Dianomi

Dianomi, established in 2003, is a leading provider of native digital advertising services to premium clients in the Business, Finance and Lifestyle sectors. The Group operates from its offices in London, New York and Sydney. The Group enables premium brands to deliver advertisements to a targeted audience on the desktop and mobile websites, mobile and tablet applications of premium publishers. It provides premium advertisers, including blue chip names such as Charles Schwab, Invesco and Baillie Gifford, with access to an international audience of over 400 million devices per month through its partnerships with over 250 premium publishers, including blue chip names such as Reuters, CNN Business, the Times and WSJ. Adverts served are contextually relevant to the content of the webpages on which they appear and mirror the style of the page, which enhances reader engagement.

Chief Executive's Statement

Introduction

The first half of 2025 unfolded against a backdrop of cautious advertiser sentiment and macroeconomic volatility. Nonetheless, we continued to attract a growing number of leading new advertisers and publishers to our expanded full-service digital advertising platform, a clear testament to the appeal of our unique, premium offering. Alongside this, we have been investing significantly behind our global sales team, to broaden our advertiser base and into developing our product portfolio to extend our capabilities and offering. All whilst retaining a healthy cash position, leaving us well positioned to pursue growth opportunities as they arise and strengthen our operations.

Operating Review

Average advertiser spend remained broadly stable at £113.1k (H1 2024: £117.7k) despite the tough market environment reflecting the underlying resilience of the business. We are also encouraged by the new business momentum we have seen, with over 40 new advertisers joining our platform in the period, up 59% year-on-year. Whilst the overall number of advertisers was down from 221 in the first half of 2024 to 197 in the current period, since the period end, we have welcomed back a number of previous advertisers and added over 20 new ones.

Our publisher base decreased to 285 (H1 2024: 289), with mainly smaller publishers coming off the platform demonstrated by the publisher churn by revenue lost standing at only 2.8% (H1 2024: 4.6%). Furthermore, we continued to strengthen our base with a number of new tier-one relationships. During the period, we secured agreements with CNN News and AP News, both of which we have continued to scale in the second half of the year and present further opportunity for Dianomi. These partnerships underline Dianomi's ability to attract world-class media brands and extend the reach and quality of our network.

We also secured a new partnership with Microsoft Monetize, which gives us access to their network of over 500,000 advertisers across 170 countries. Subject to meeting our brand-safety standards, these advertisers are able to bid on our publisher inventory, which will increase advertiser access to our supply and further enhance our platform. The revenue being generated from this partnership is currently small but growing.

Our programmatic capabilities allow advertisers to access our premium publisher network and the wider web through automated, data-driven buying, enabling greater scale, efficiency and precision in campaign delivery. Programmatic distribution increased during the period, with an Aramco campaign in Q1 targeting non-core countries, which drove programmatic supply revenue to £857k, a 310% increase on the previous period (H1 2024: £209k).

In the last two years, we have worked effectively to expand our offering from our historic native-only position to become a full-format digital advertising platform. This gives advertisers the ability to deliver contextual messaging that targets readers via a comprehensive suite of ad units.

Dianomi Audiences, being buyable audiences built using curated publisher lists, contextual keyword targeting, and Dianomi's 1st-party historical campaign data to optimize performance continue to be developed. Ad spend on our platform targeting contextual audiences using Dianomi Audiences continued to grow throughout the period.

In 2025 we introduced Dianomi Insights, an analytics tool designed to help brands view how their media coverage truly compares with industry peers; revealing not simply the number of articles published but more importantly how many readers the articles attracted. This new level of data has proved to be an effective marketing tool, and this year Dianomi Insights has published a series of industry reports. With the help of AI, we continue to work on enhancing our categorisation of publisher pages to provide deeper insights for our advertisers about their brands and the sectors they operate in.

To further invest behind our full-service offering, we have expanded our demand and supply teams, targeting a broader range of industry verticals beyond just business and finance. In the period, we welcomed two senior hires to the business; a Director of Luxury & Lifestyle Partnerships and a Global Head of Publisher Partnerships. We are confident that they will help drive our commitment to global collaboration across UK, US, and APAC regions.

We have also identified the affiliate advertising vertical as an area of opportunity. Historically this sector focused on paying publishers purely on a cost per sale basis, but with a recent expansion into cost per click advertising and focus on performance marketing, it has now become a natural opportunity for the Group. Dianomi has formed strong working relationships with leading players such as Rakuten and Awin and the first project in this market segment will be in the Gift space and will launch in October.

Market commentary

Our market is not changing in terms of macroeconomics, but perhaps more prevalently we are seeing artificial intelligence (AI) influence, and perhaps even rewire, the habits of both consumers and suppliers. Readership levels across non-subscription publishers are being affected by the issue of “zero click search” results, meaning readers are opting to scan AI summaries on search engines, rather than click on and access full articles, which also impacted our impression levels which were down 16% compared to the same period last year. However, Dianomi is proving well placed to benefit from both publishers and advertisers who, in the face of falling traffic levels across non-subscription websites, are seeking the certainty of a premium platform, with a captive market and a transparent cost structure. Furthermore, native advertising often thrives in the early stages of any new platform, therefore we believe that there is an opportunity to work with AI platforms to help to monetise their content with targeted, contextual advertising and this is something being explored.

Internally, Dianomi is exploring how AI can make our operations more efficient and help the business grow. The engineering team has developed a new AI-driven bidder trained on years of Dianomi campaign click data forming our unique embeddings space. A cascade of deep neural network models is used to select the best ad and compute an optimal bid at the per-request level. This combination of our historical data with modern artificial intelligence techniques enables Dianomi to set competitive bids while honouring budget and pacing constraints.

Furthermore, as referred to above, the team is also working on implementing an AI powered tool which is capable of delivering a much better categorisation of our publisher content pages which in turn will mean that ads can be targeted in a more efficient way and enable Dianomi to build more reliable insights for advertisers about their brands and the sectors they operate in.

Financial Review

Group revenue was £13.2 million (H1 2024: £ 14.2 million) in the six months to 30 June 2025 reflecting lower publisher traffic volumes, fewer advertisers using the platform (197 vs 221 in the six months to 30 June 2024) and FX headwinds due to the strengthening of the pound against the dollar in the period as c.80% of the Group’s revenue is generated in the US. Revenue per click and CTR both increased compared to the prior period at £0.53 and 0.119% (H1 2024: £0.51 and 0.117%)

Gross margin stood at 25.3%% (H1 2024: 26.2%) with the higher margin in the previous year reflecting the enhanced revenue share during the period arising from a contract amendment with one of the Group’s largest publishers. Gross profit for the period was therefore lower than H1 2024 at £3.3 million (H1 2024: £3.7 million) which, combined with the higher operating cost base of the Group following the decision to accelerate investment into the sales team, meant that the Group recognised a loss at Adjusted EBITDA* level of £0.6 million compared to a profit of £0.1 million in H1 2024.

Loss before tax was £0.7 million against a loss of £0.1 million in H1 2024. There was a tax charge in the period of £0.1 million relating to the Group’s US subsidiary (H1 2024: tax credit of £0.1 million). Loss after tax was £0.8 million vs a loss after tax of £0.1 million in H1 2024. Basic loss per share was 2.63 pence per share compared to a basic loss per share of 0.22 pence in H1 2024.

Cash used in operations was £2.6 million (H1 2024: cash generated from operations of £0.3 million) predominantly due to the decrease in trade and other payables of £1.9 million due to payments to publishers who were late to invoice the Company in respect of balances owed relating to FY24 and the operating loss. As at 30 June 2025 the Company had no borrowings and cash of £5.7 million (31 December 2024: £8.8 million, 30 June 2024: £8.1 million). As the Group holds the majority of its cash reserves in USD, cash was also impacted by adverse foreign exchange movements as a result of the strengthening of the pound against the dollar during the period (negative impact of £0.4 million).

Net assets as at 30 June 2025 amounted to £7.3 million (31 December 2024: £8.4 million, 30 June 2024: £8.9 million).

Outlook

Our focus remains on serving the world's most premium brands and amplifying their content to targeted audiences. Trading patterns from the first half of the year continued over the summer with advertisers still remaining cautious given the uncertain economic backdrop, with revenue in July and August flat compared to 2024. However, September has seen new budgets from both new and existing advertisers coming on to the platform and the pipeline for the remainder of the year gives the Board confidence that the second half of the year will see growth vs the first half with a return to profitability in Q4.

** Adjusted EBITDA is calculated as profit after tax before deducting net finance costs, tax, depreciation and share-based payment charges*

*** Adjusted basic earnings per share is calculated using profit after tax before deducting share-based payment charges*

DIANOMI PLC
UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE SIX MONTHS ENDED
30 JUNE 2025

		6 months ended 30 Jun 2025 £000	6 months ended 30 Jun 2024 £000	Year ended 31 Dec 2024 £000															
	Note																		
Revenue		13,169	14,148	28,049															
Cost of sales		(9,817)	(10,467)	(20,719)															
Gross profit		3,352	3,717	7,330															
Administrative expenses		(4,088)	(3,916)	(7,104)															
Operating (loss)/profit		(736)	(199)	226															
<table> <tbody> <tr> <td>Depreciation</td> <td></td> <td style="text-align: right;">159</td> <td style="text-align: right;">119</td> <td style="text-align: right;">239</td> </tr> <tr> <td>Share-based payments</td> <td style="text-align: center;">7</td> <td style="text-align: right;">-</td> <td style="text-align: right;">153</td> <td style="text-align: right;">(737)</td> </tr> <tr> <td>Adjusted EBITDA</td> <td></td> <td style="text-align: right;">(580)</td> <td style="text-align: right;">73</td> <td style="text-align: right;">(272)</td> </tr> </tbody> </table>					Depreciation		159	119	239	Share-based payments	7	-	153	(737)	Adjusted EBITDA		(580)	73	(272)
Depreciation		159	119	239															
Share-based payments	7	-	153	(737)															
Adjusted EBITDA		(580)	73	(272)															
Finance income		49	59	117															
Finance expense		(7)	(2)	(5)															
Loss on ordinary activities before taxation		(694)	(142)	338															
Taxation		(65)	76	81															
(Loss)/profit for the period		(759)	(66)	419															
Other comprehensive (loss)/income items that may be reclassified subsequently to profit or loss																			
Currency translation differences		(404)	181	153															
Total comprehensive (loss)/income for the period attributable to the owners of the company		(1,163)	115	572															
Adjusted basic (loss)/ earnings per ordinary share (p)	6	(2.63)	0.24	(1.06)															
Adjusted diluted (loss)/ earnings per ordinary share (p)	6	(2.63)	0.23	(1.06)															
Basic (loss)/ profit per ordinary share (p)	6	(2.63)	(0.22)	1.40															
Diluted (loss)/ profit per ordinary share (p)	6	(2.63)	(0.22)	1.40															

All operations are continuing operations.

UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2025

	As at 30 Jun 2025 £000	As at 30 Jun 2024 £000	As at 31 Dec 2024 £000
Non-current assets			
Right-of-use assets	247	119	-
Total non-current assets	<u>247</u>	<u>119</u>	<u>-</u>
Current assets			
Trade and other receivables	6,603	6,341	6,531
Corporation tax receivable	257	254	216
Cash and cash equivalents	5,719	8,086	8,844
Total current assets	<u>12,579</u>	<u>14,681</u>	<u>15,591</u>
Total assets	12,826	14,800	15,591
Current liabilities			
Trade and other payables	(5,241)	(5,826)	(7,173)
Corporation tax payable	(65)	-	-
Lease liabilities	(266)	(123)	-
Total current liabilities	<u>(5,571)</u>	<u>(5,949)</u>	<u>(7,173)</u>
Total liabilities	<u>(5,571)</u>	<u>(5,949)</u>	<u>(7,173)</u>
Net assets	<u>7,255</u>	<u>8,851</u>	<u>8,418</u>
Equity			
Share capital	60	60	60
Share premium account	5,436	5,436	5,436
Share options reserve	2,955	3,845	2,955
Foreign currency reserve	(712)	(280)	(308)
Retained earnings	(484)	(210)	275
Total equity attributable to the owners of the company	<u>7,255</u>	<u>8,851</u>	<u>8,418</u>

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT 30 JUNE 2025

	<i>Share capital</i> £000	<i>Share premium account</i> £000	<i>Share options reserve</i> £000	<i>Foreign currency reserve</i> £000	<i>Retained earnings</i> £000	Total equity £000
Balance at 1 January 2025	60	5,436	2,955	(308)	275	8,418
Comprehensive loss for the period						
Loss for the period	–	–	–	–	(759)	(759)
Currency translation differences	–	–	–	(404)	–	(404)
Total comprehensive profit for the period	–	–	–	(404)	(759)	(1,163)
Transactions with owners of the Company						
Share based payment credit	–	–	–	–	–	–
Total transactions with owners of the Company	–	–	–	–	–	–
Balance at 30 June 2025	60	5,436	2,955	(712)	(484)	7,255
Balance at 1 January 2024	60	5,436	3,692	(461)	(144)	8,583
Comprehensive loss for the period						
Loss for the period	–	–	–	–	(66)	(66)
Currency translation differences	–	–	–	181	–	181
Total comprehensive loss for the period	–	–	–	181	(66)	115
Transactions with owners of the Company						
Share based payment credit	–	–	153	–	–	153
Total transactions with owners of the Company	–	–	153	–	–	153
Balance at 30 June 2024	60	5,436	3,845	(280)	(210)	8,851
Balance at 1 January 2024	60	5,436	3,692	(461)	(144)	8,583
Comprehensive income for the period						
Profit for the period	–	–	–	–	419	419
Currency translation differences	–	–	–	153	–	153
Total comprehensive income for the period	–	–	–	153	419	572
Transactions with owners of the Company						
Share-based payment credit	–	–	(737)	–	–	312
Total transactions with owners of the Company	–	–	(737)	–	–	312
Balance at 31 December 2024	60	5,436	2,955	(308)	275	8,418

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

	Six months ended 30 Jun 2025 £000	Six months ended 30 Jun 2024 £000	Year ended 31 Dec 2024 £000
Cash flows from operating activities			
Loss on ordinary activities before taxation	(694)	(142)	338
<i>Adjustments for:</i>			
Depreciation – leased assets	159	119	239
Interest payable	8	2	5
Interest receivable	(49)	(59)	(117)
Decrease in trade and other receivables	(75)	1,998	1,809
Decrease in trade and other payables	(1,932)	(1,815)	(466)
Share based payment charge	-	153	(737)
Cash (used in)/ generated from operations	<u>(2,583)</u>	<u>256</u>	<u>1,172</u>
Taxation (paid)/ received	<u>(55)</u>	<u>(32)</u>	<u>12</u>
Net cash (used in)/generated from operating activities	<u>(2,638)</u>	<u>224</u>	<u>1,184</u>
Cash flows from investing activities			
Interest received	<u>49</u>	<u>59</u>	<u>117</u>
Net cash generated from investing activities	<u>49</u>	<u>59</u>	<u>117</u>
Cash flows from financing activities			
Interest paid in respect of leases	<u>(8)</u>	<u>(2)</u>	<u>(5)</u>
Capital payments in respect of leases	<u>(138)</u>	<u>(115)</u>	<u>(244)</u>
Net cash used in financing activities	<u>(146)</u>	<u>(117)</u>	<u>(249)</u>
Net (decrease)/increase in cash and cash equivalents	<u>(2,735)</u>	<u>166</u>	<u>1,052</u>
Cash and cash equivalents at beginning of period	8,844	7,740	7,740
Exchange movement on cash	<u>(390)</u>	<u>180</u>	<u>52</u>
Cash and cash equivalents at end of period	<u>5,719</u>	<u>8,086</u>	<u>8,844</u>

DIANOMI PLC

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. General information

Dianomi plc (the “Company”) and its subsidiaries’ (together the “Group”) principal activity is the delivery of premium native advertising for the financial services, technology, corporate and lifestyle sectors. The Company was incorporated on 16 August 2002 in England and Wales as a private company limited by shares under the name Data-ID Limited. On 17 December 2002, the Company changed its name to Dianomi Limited. On 17 May 2021, the Company re-registered as a public limited company and changed its name to Dianomi plc.

The address of the registered office is 6th Floor, 60 Gracechurch Street, London, EC3V 0HR and the limited company number is 04513809.

2. Basis of preparation and significant accounting policies

2.1. Basis of preparation

The financial information relating to the half year ended 30 June 2025 is unaudited and does not constitute statutory financial statements as defined in section 434 of the Companies Act 2006.

The financial information set out in this Interim Report does not constitute statutory accounts as defined in Section 434 of the Companies Act 2006. The Group's statutory financial statements for the year ended 31 December 2024, prepared under IFRS, have been filed with the Registrar of Companies. The auditor's report on those financial statements was unqualified and did not contain a statement under Section 498 (2) or (3) of the Companies Act 2006. The interim financial information has been prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards (IFRS) and on the same basis and using the same accounting policies as used in the financial statements for the year ended 31 December 2024, subject to the introduction of any new accounting standards applicable in the period.

Whilst the financial information included in these interim accounts has been prepared in accordance with IFRS, they do not contain sufficient information to comply with IFRS. In addition, this report is not prepared in accordance with IAS 34.

This interim report was approved by the board of directors on 23 September 2025 and is available on the Company's website, dianomi.com

The presentational currency of these financial statements and the functional currency of the Group is pounds sterling.

2.2. Measurement convention

The consolidated financial information has been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The preparation of the consolidated financial information in compliance with IFRS requires the use of certain critical accounting estimates and management judgements in applying the accounting policies. The significant estimates and judgements that have been made and their effect is disclosed in note 3.

2.3. Basis of consolidation

The consolidated financial information incorporates the financial information of Dianomi Plc and all its subsidiary undertakings. Subsidiary undertakings include entities over which the Group has effective control. The Group controls a group when it is exposed to, or has right to, variable returns from its involvement with the Group and has the ability to affect those returns through its power over the Group. In assessing control, the Group takes into consideration potential voting rights.

2.4. Going concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operation for the foreseeable future. As at 30 June 2025 the Group had net assets of £7.3 million (30 June 2024: £8.9 million) and cash and cash equivalents of £5.7 million (30 June 2024: £8.1 million). The Group has no debt outstanding or facilities in place (30 June 2024: £nil).

The Group's forecasts and projections, taking into account reasonable possible changes in trading performance, show that the Group has sufficient working capital and available funds to honour all of its obligations to creditors as and when they fall due. Accordingly, the Directors have adopted the going concern basis in preparing these consolidated financial statements.

2.5. Principal Accounting Policies

2.5.1.1. Revenue

The Group's customers are direct advertisers, affiliate advertisers and advertising agencies with whom the Group will enter into a contract or insertion order.

The Group generates revenue by charging advertisers for advertising campaigns delivered through its platform. The customer's total spend on advertising is determined by multiplying an agreed performance metric option, such as cost per mil (CPM), cost per impression (CPI), click (CPC) or action (CPA) with the volumes of units delivered.

Revenue is recognised on completion of the performance criteria which, in most cases, is when an internet user clicks through to an advertisement that has been displayed on a web page.

Where advanced payments are made in advance of satisfying the performance obligation, these amounts are transferred to deferred revenue (contract liabilities) and recognised when the performance obligation has been met.

The Group's standard payment terms require settlement of invoices within 60-90 days of receipt.

The Group does not adjust the transaction price for the time value of money as it does not expect to have any contracts where the period between the transfer of the promised services to the client and the payment by the client exceeds one year.

2.5.1.2. Cost of sales

Cost of sales represents the direct expenses that are attributable to the services sold. They consist primarily of payments to publishers under the terms of the revenue share agreements that the Group has with them. Depending on the terms of the revenue share agreements, cost of sales can include commissions where applicable.

2.5.1.3. Foreign currency translation

a) Function and presentational currency

Items included in the financial information of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial information is presented in 'sterling', which is the Group's functional currency and the Group's presentation currency.

On consolidation, the results of overseas operations are translated into sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

2.5.1.4. Employee Benefits**Post-retirement benefits**

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in administrative expenses in the Consolidated Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each Statement of Financial Position date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the group keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, profit or loss is charged with fair value of goods and services received.

2.6. Alternative performance measures

In order to provide better clarity to the underlying performance of the Group, adjusted EBITDA and adjusted earnings per share are used as alternative performance measures. These measures are not defined under IFRS. These non-GAAP measures are not intended to be a substitute for, or superior to, any IFRS measures of performance, but have been included as the Directors consider adjusted EBITDA and adjusted earnings per share to be key measures used within the business for assessing the underlying performance of the Group's ongoing business across periods. Adjusted EBITDA excludes from operating profit non-cash depreciation and share based payment charges and non-recurring exceptional costs. Adjusted EPS excludes from profit after tax, share based payment charges and non-recurring exceptional items and their related tax impacts.

3. Judgements and key sources of estimation uncertainty

The preparation of the consolidated financial information requires the Directors to make estimates and judgements that affect the reported amounts of assets, liabilities, costs and revenue in the consolidated financial information. Actual results could differ from these estimates. The judgements, estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant.

The judgements and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the consolidated financial information are:

Estimations:

- *Share-based payments*: the Group measures the cost of equity-settled transactions with employees by reference to the fair value of equity instruments at the date at which they are granted. The fair value is determined by using the Black-Scholes model taking into account the terms and conditions upon which the instruments were granted and requires assumptions to be made in particular the value of the shares at the date of options granted. Management have had to apply judgement when selecting assumptions.
- *Receivables provision*: the Group reviews the amount of credit loss associated with its trade receivables, intercompany receivables and other receivables based on historical default rates as well as forward looking estimates that consider current and forecast credit conditions.

Judgements:

- *Deferred tax*: the extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forwards can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties.
- *Going concern*: The financial statements have been prepared on the going concern basis based on a judgement by the Directors that the Group will continue to be able to meet its liabilities as they fall due for the foreseeable future, being a period of at least 18 months from the date of signing these financial statements. In this context, the Directors have prepared detailed cash flow forecasts for the next 18 months that indicate the existing activities of the Group do not require additional funding during that period. The forecasts were challenged by various downside scenarios to stress test the estimated future cash position. The Directors note that the stress tests did not have a significant impact on the cash flow or cash position of the Group. In addition, current trading is in line with the forecast.

4. Revenue

Revenue arises from:

	6 months to 30 Jun 2025 £000	6 months to 30 Jun 2024 £000	Year to 31 Dec 2024 £000
EMEA	2,499	2,664	5,054
APAC	444	323	857
U.S.A.	10,227	11,197	22,138
	<u>13,169</u>	<u>14,184</u>	<u>28,049</u>

5. Operating segments

The Group is operated as one global business by its executive team, with key decisions being taken by the same leaders irrespective of the geography where work for clients is carried out. The Directors consider that the geographies where the Group operates have similar economic and operating characteristics and the products and services provided in each region are all related to premium native advertising. Management therefore consider that the Group has one operating segment. The Group report is presented and measured to the Board as a single segment and is consistent with the financial statements. As such, no additional disclosure has been recorded under IFRS.

6. Earnings per share

The Group presents non-adjusted and adjusted basic and diluted earnings/(loss) per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit/(loss) for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS takes into consideration the Company's dilutive contingently issuable shares. The weighted average number of ordinary shares used in the diluted EPS calculation is inclusive of the number of share options that are expected to vest subject to performance criteria as appropriate, being met.

The (loss) / profit and weighted average number of shares used in the calculations are set out below:

	Six months ended 30 Jun 25	Six months ended 30 Jun 24	Year ended 31 Dec 2024
	£000	£000	£000
(Loss)/ profit attributable to the ordinary equity holders of the Group used in calculating basic and diluted EPS	(759)	(66)	419
Basic (loss)/ profit per ordinary share (p)	(2.63)	(0.22)	1.40
Diluted (loss)/ profit per ordinary share (p)	(2.63)	(0.22)	1.40
	Six months ended 30 Jun 25	Six months ended 30 Jun 24	Year ended 31 Dec 24
	£000	£000	£000
Adjusted basic and diluted EPS			
<i>Reconciliation of earnings used in calculating adjusted EPS:</i>			
Loss attributable to the ordinary equity holders of the Group used in calculating basic and diluted EPS	(759)	(66)	419
<i>Adjusting items:</i>			
Share-based payments	-	153	(737)
Tax impact of adjusting items	-	(15)	-
	<hr/>	<hr/>	<hr/>
(Loss)/ profit attributable to the ordinary equity holders of the Group used in calculating adjusted basic and diluted EPS	(759)	72	(318)

Adjusted basic (loss)/ earnings per ordinary share (p)	(2.63)	0.24	(1.06)
Adjusted diluted (loss)/ earnings per ordinary share (p)	(2.63)	0.23	(1.06)

	Six months ended 30 Jun 25	Six months ended 30 Jun 24	Year ended 31 Dec 24
Weighted average number of ordinary shares used as the denominator in calculating non-adjusted and adjusted basic EPS	30,027,971	30,027,971	30,027,971
Weighted share option dilution impact	-	1,420,017	-
Weighted average number of ordinary shares used as the denominator in calculating non-adjusted and adjusted diluted EPS	<u>30,027,971</u>	<u>31,447,988</u>	<u>30,027,971</u>

7. Share based payments

At the time of the Company's IPO in May 2021, the Company introduced share option schemes (the "IPO Option Schemes") in order to retain, incentivise and align employees with shareholders. Under the IPO Option Schemes employees were granted share options with an exercise price equal to the IPO price (or for those granted post IPO equal to the then current share price), a vesting period of 3 years and a non-market performance condition.

In 2023, it became clear that the performance condition for those options granted at IPO was not going to be met and for those options granted in 2022 under the same scheme it was unlikely to be met.

Therefore, in November 2023 it was decided that employees who were granted options in 2021 and 2022 would be given the option to have their original options cancelled (the "Cancellation"), and replacement option schemes (the "Replacement Option Schemes") would be introduced under which employees would be issued with new options with a revised performance condition, exercise price and extended vesting period but at a lower number than those originally issued.

During 2024, 43,034 options lapsed due to employees leaving the Group and of the total number of options outstanding at the end of 2024, nil had vested and were exercisable at the end of the year (31 Dec 23: Nil). As at 31 December 2024, it was considered unlikely that the performance criteria relating to the options in issue would be met, therefore share based payment charges recognised in previous years relating to these options have been reversed. No share-based payment charges have been recognised in the six months to 30 June 2025 as it is still considered unlikely that the performance criteria relating to the options in issue will be met.

The Black-Scholes option pricing model was used to value the equity-settles share-based payment awards as it was considered that this approach would result in materially accurate estimate of the fair value of the options granted.

The inputs into the model for 2024 were as follows:

	Options granted under IPO Option Schemes
Weighted average share price at grant date (£)	2.78
Weighted average exercise price (£)	2.78
Volatility (%)	44.00%
Weighted average vesting period (years)	3
Risk free rate (%)	3.482%
Expected dividend yield (%)	-

	Options granted under Replacement Option Schemes
Weighted average share price at grant date (£)	48
Weighted average exercise price (£)	50
Volatility (%)	52.91%
Weighted average vesting period (years)	3
Risk free rate (%)	3.595%
Expected dividend yield (%)	-

The share-based remuneration (expense)/ credit comprises:

	As at 30 Jun 2025 £000	As at 30 Jun 2024 £000	As at 31 Dec 2024 £000
Equity-settled schemes	<u>-</u>	<u>(153)</u>	<u>737</u>