Report & Accounts

2024

Contents

Highlights of the year 2024

Gross Revenue

£23.8m
(2023: £23.7 m)

Net Revenue

£20.1m
(2023: £22.7m)

Adjusted Profit Before Tax*

£1.1m
(2023: £5.2m)

(Loss) / Profit Before Tax

£(2.2m)
(2023: £5.2m)

Basic (Loss) / Earnings per Share

(9)p
(2023: 19p)

Diluted (Loss) / Earnings per Share

(9)p
(2023: 19p)

*Alternative Performance Measures have been used to ensure comparability of financial information between reporting periods. These financial reporting procedures have been described in further detail on page 22 of the Strategic Report.

A year of consolidation

Despite continuing macroeconomic challenges, Aquis continued to execute on an ambitious strategy, achieving key milestones in all divisions.

Increasing market share

The launch of conditional orders early in 2024 and subsequent fast growth in use of the product helped contribute to an increased market share for the year, up 0.25% on 2023.

Technology pipeline continues to improve

Continued interest in Aquis Technologies' pioneering exchange technology, with a strong late-stage sales pipeline including several national exchanges.

Rising levels of trading and fundraising on the Aquis Stock Exchange

Aquis Stock Exchange delivered strong growth in trading volumes along with the highest levels of secondary fundraising since acquisition, despite the continuing UK-wide depressed levels of primary listings.

Market data grows

Further growth in market data revenues, following a full year of member data fees and the onboarding of 5 new clients.

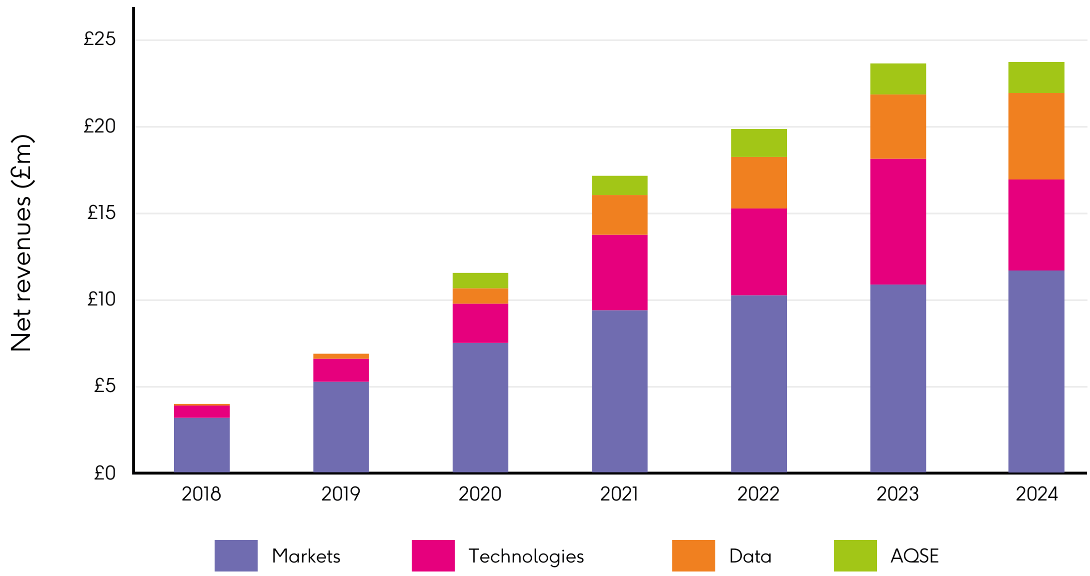
Recommended Cash Offer for Aquis Exchange by SIX Group AG

During the period, the boards of SIX and Aquis were pleased to announce that they have reached agreement on the terms of a Recommended Cash Offer ("the Recommended Offer") for the entire issued and to be issued ordinary share capital of Aquis. More information on the Recommended Offer is available at www.aquis.eu/investors/offer-documentation.

Group at a Glance

Aquis Exchange PLC is Europe's challenger exchange, creating better markets for a modern economy.

Revenues since IPO



aquis markets

Aquis Markets operates lit and dark order books, covering 16 European markets.

For its lit books, Aquis uses a subscription pricing model which works by charging users according to the message traffic they generate, rather than a percentage of the value of each stock that they trade.

aquis stock exchange

Aquis Stock Exchange (AQSE) is a stock market providing primary and secondary markets for equity and debt products. It is authorised as a Recognised Investment Exchange, which allows it to operate a regulated listings venue. The Aquis Growth Market is divided into two segments, 'Access' and 'Apex', with different levels of admission criteria. The Access market focuses on earlier stage growth companies, while Apex is the intended market for larger, more established businesses.

aquis technologies

Aquis Technologies is the software and technology division of Aquis. It focuses on building better markets via the creation and licensing of cutting-edge, cost-effective exchange infrastructure technology and services, including matching engine and trade surveillance solutions.

aquis data

Aquis Data generates revenue from the sale of data derived from Aquis Markets and Aquis Stock Exchange.

Chair's Statement

It was with great pleasure that I assumed the role of Chair of Aquis Exchange PLC (AQXE) in 2024, and I am pleased to be reporting a year of strategic progress.

Thank you to my predecessor, Glenn Collinson, for his prior leadership of the Board.

INTRODUCTION

During 2024, Aquis benefited from the diversified nature of its businesses, with key milestones reached across all divisions and significant progress made towards strategic objectives, despite the continued challenges of the economic and markets backdrop. Overall, gross revenue remained flat at £23.8m, with net revenues decreasing due to increased credit provisions against two technology contracts as well as the non-renewal of a contract with a start-up exchange.

Overview

2024 was an important year for Aquis, as we continued to facilitate and operate better markets for a modern economy in the UK and across Europe. The Group continued to make progress, underpinned by strategic development in each of our four business activities: Markets, Technology, Data and the Aquis Stock Exchange. The strategic progress of the business is particularly noteworthy given the difficult conditions which the economic and markets environments have faced since 2021, which showed little improvement over the period.

Gross revenue for the year was broadly flat with a 0.3% increase on 2023 to £23.8m and adjusted profit before tax falling to £1.1m. Building on 2023 performance, strategic milestones were met across all divisions and revenue was particularly strong in Aquis Markets, with increasing contributions from the Aquis dark pool (AMP) and the new conditional order type, as well as increased revenue from market data following a full year of charging members. We continued to develop our presence in Europe and enhance client relationships within the EU 27 markets.

Board and Governance

Jonathan Clelland retired from the Board in April 2024, as planned and previously announced in the 2023 report. Glenn Collinson stepped down from the Board for personal reasons in November 2024, at which point I was appointed to the position of Chair. Following this change, I stepped down from the Audit, Risk & Compliance Committee and Ruth Wandhöfer joined the Nominations and Remuneration Committee.

In February 2025, Chief Executive Alasdair Haynes made the decision to step away from full-time running of the business due to health reasons. I would like to take this opportunity to thank Alasdair for the enthusiasm and vision with which he founded Aquis and led the company for 13 years, and I am delighted to have Alasdair remaining with Aquis as the Group President and on the Board as a Non-Executive Director. The Board was pleased to appoint David Stevens, the Group's prior Chief Operating Officer (COO), into the CEO role and to see the positive reception by the broader business. In addition to his role as Chief Financial Officer, Richard Fisher has assumed the role of COO.

We believe the Board is scaled appropriately to meet the opportunities ahead, however, we will continue to monitor closely the skills and experience of the Board to ensure that we are able to steer the business to continue to deliver on all aspects of its strategy.

Culture, Stakeholder Engagement and Section 172 Duties

The Board continued its engagement with key stakeholders, particularly focusing on employees and shareholders.

Executive management meet with the key shareholders at appropriate times during the year and provide feedback to the Board, and I, and previously Glenn Collinson, and the Chair of the Nomination & Remuneration Committee continued, where possible, to engage with shareholders through one-on-one meetings.

Shareholders have been appreciative of these meetings and feedback is provided to the Board in both written and verbal updates.

Aquis promotes a positive and inclusive culture. Team meetings and Group briefings are held on a regular basis to ensure all personnel are informed of the Group's performance and key strategic objectives and goals. Staff are encouraged to contribute to a monthly employee engagement pulse survey, which allows employees to provide feedback in confidence, the results of which were consistently positive during the year. The Executive team develops an action plan to address the key areas highlighted with particular emphasis on our core values, listed later in this report, and on investing further in employee training and career development.

Environment, Social and Corporate Responsibility

From the outset, Aquis has been committed to improving the efficiency of markets through transparency and innovation. In addition, we aim to stimulate growth in the economy by listening to the needs of issuers and creating a supportive, fair and low-cost environment for capital raisers to list instruments, particularly for innovative young companies. These initiatives have wide corporate and social benefits in addition to helping to build Aquis' business.

We continue to make progress on our ESG plans by measuring our carbon footprint and have set a target to reduce our environmental impact. In addition, we continued our financial literacy community project and increased our staff engagement efforts, reflecting the continued growth of the organisation. Details of these initiatives and workplace culture award recognition are set out in the Strategic Report on p18.

Our Board in 2025 comprises three women and five men. We will continue to build the best teams at Aquis irrespective of peoples' gender, religion, ethnicity or any other factor that is not relevant to the job in hand. We use the Gender Pay Gap measure as an objective way of measuring the level of female seniority in the company. We remain committed to further improving the measure of female seniority; in 2024 this was 16% on base salary and 19% on base salary plus annual bonus, an improvement on 20% and 23% respectively last year. Our target remains to be materially better than the average in UK financial services (25.1%) on this measure.

Chair’s Statement (contd.)

The Recommended Offer

On 11 November 2024, we were pleased to announce that Aquis had reached agreement with SIX Exchange Group AG (“SIX”) on the terms of a recommended cash offer to be made by SIX to acquire the whole of the issued and to be issued share capital of Aquis (the “Recommended Offer”), to be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “Scheme”).

The Scheme Document can be viewed at www.aquis.eu/investors/offer-documentation

The Scheme remains subject to the satisfaction (or waiver, where applicable) of certain conditions, including the receipt of certain regulatory approvals and subsequent sanction of the Scheme by the High Court of Justice; full details of the conditions can be found in Part III of the Scheme Document. Presently, Aquis has obtained all of the approvals required to satisfy the antitrust conditions. The remaining conditions, which relate to regulatory approvals, are expected to be satisfied in Q2 2025, and the Scheme remains expected to become effective in Q2 2025 and, in any event, prior to 11 November 2025.

Following satisfaction of the outstanding regulatory conditions, an updated timeline with expected principal dates will be notified to shareholders by announcement through the Regulatory News Service.

Our focus for the year ahead

We are confident that we have the resources and technology to support further growth across all our business activities and we will continue to invest in order to maintain this trajectory.

Deirdre Somers
Chair

Chief Executive's Report

2024 was a year of strategic progress for Aquis with gross revenues of £23.8m, a 0.3% increase on 2023.

Overview

This strategic progress was achieved despite continuing economic headwinds throughout the year, and factors like political change (both in the UK and abroad), interest and inflation rates impacting on market conditions and primary market issuances.

Adjusted profit before tax decreased by £4.1m to £1.1m due to increased credit provisions against two technology contracts as well as the non-renewal of a contract with a start-up exchange.

However, Aquis benefited from the diversified product offerings of its four divisions, with growth in the Markets and Data divisions offsetting a flat year for the Aquis Stock Exchange and a decline in revenues for the Technologies division following a strong 2023 and the adjustment in ECL provisions. All four divisions made significant progress against the strategy over the period, and I am pleased with the trajectory of each and continued strength of our principal business activities.

Aquis' balance sheet remains strong and the business is well-capitalised for future opportunities.

Aquis Markets

Over the period, the secondary market multilateral trading facility ("MTF") platforms operated by the Group in London and Paris continued to grow despite challenging economic and regulatory conditions, underpinning the resilience of the subscription model. Divisional revenue increased to £11.8m, up 7.8%.

Aquis had a 5.11% share of total trading on exchange in 2024, and ended December with a market share of 5.22%: a 0.25% increase year-on-year.

In early 2024, we launched conditional orders and subsequently saw significant growth in this product over the course of the year. It now has 10 users and set an all time record average daily value in November 2024 of €72m.

Throughout the year, we made enhancements to the existing Auction on Demand product and continued to see high trading volumes in the Market at Close ('MaC'), with a new record MaC ADV of €769m set in June 2024.

An increase to the MTF stock universe now allows clients to trade more than 6,500 stocks and ETFs across 16 European markets, and members are also now able to use OptimX blotter scraping functionality.

Aquis Technologies

Aquis Technologies, where Aquis licenses its leading exchange related technology to a variety of international financial services clients across different asset classes, saw a decline in net revenue over the period by 74.9% (to £1.6m) following a strong 2023, due to increased credit provisions against two technology contracts as well as the non-renewal of a contract with a start-up exchange.

In accordance with Aquis' accounting policies, management increased its ECL provisions in respect of two existing technology clients, reflecting a heightened credit risk. Aquis remains focused on diversifying its technology client mix and there was strong growth in the division's contract pipeline over the period - increasing materially to stand at record levels. The division's client profile continues to strengthen, with more than half of the prospects being national exchanges or central banks. The division signed one new contract during the period, renewed one contract and saw one non-renewal of an existing contract.

The profile and awareness of Aquis Technologies also continues to rise, and the division was awarded Best Matching Engine for Exchanges and Electronic Trading Venues at the 2024 TradingTech Insight Awards (both Europe and US).

Chief Executive's Report (contd.)

Post-period end, Aquis Technologies was pleased to reach the 'design study' stage for a national exchange group, for which it has been participating in an RFP process for provision of exchange technology across multiple markets since early 2024. This stage of the RFP process is exploratory, and involves such activities as identifying scope of work, exploring and testing hardware requirements, IT system integration architecture and software capability.

Aquis Data

Data revenues increased by 33.3% to reach £5.0m (2023: £3.7m), reflecting a full year of charging member data fees along with the addition of five new customers. Aquis continues to benefit from increased recognition of the quality and competitive price of our market data.

In addition to the contribution data brings to the results, management believe in the medium-term it will increase further in importance when consolidated tapes for the UK and Europe are implemented.

Implementation timetables from 2026 have been announced and it is widely recognised and accepted that introducing consolidated tapes for equities should improve the quality and pricing of market data and lead to a fairer distribution of data fees across the various European trading venues.

Aquis Stock Exchange (AQSE)

The IPO market remained subdued over the period, with low admission numbers on all UK markets. However, we are pleased to have welcomed three new issuers to the Aquis Stock Exchange in 2024, and to see five issuers graduating from Access to Apex after achieving the requisite size and corporate governance requirements. The division's revenue remained flat (-0.2%) compared to 2023, at £1.8m in both years.

Many of the improvements we have made over the past three years to aid access and liquidity on the exchange are beginning to bear fruit. £118m was raised by issuers over the year (an increase of 27% on the £93m raised in 2023), with 22 fundraises exceeding £1m and a 39% increase in the total value of further issues - a record year for AQSE since acquisition.

There was also an improvement in trading, with a 21% increase in the value of trading to over £177m.

We continue to be enthused by the opportunity to build a pan-European, technology-driven listing exchange for growth companies and believe we will be well positioned when market conditions start to improve.

Further Investment in Research and Development (R&D)

Aquis continued to invest in R&D throughout 2024 in order to maintain and enhance the quality of our technology and its ability to deliver new products and platform enhancements to our clients.

Our proven trading platform has been developed in-house and is based on proprietary technology, which does not rely on third party software suppliers.

I believe this commitment to continued investment in R&D gives us a significant competitive advantage on functionality, price and ability to deliver. The organisation of Aquis' technology department ensures expeditious product development and, together with Aquis' further investment, will allow the Group to react quickly to dynamic market conditions. We intend to continue to work on further developments which will foster future growth.

Resources

During 2024, we continued to invest in personnel resources across a number of departments with headcount across the London and Paris offices increasing by 19% to 88 (FY23: 74). We intend to further strengthen our team, particularly in support of technology development and infrastructure.

The Recommended Offer

On 11 November 2024, the boards of SIX and Aquis were pleased to announce that they had reached agreement on the terms of the Recommended Offer. The Aquis Directors have concluded that the terms of the Recommended Offer provide Aquis shareholders with an attractive opportunity to accelerate and de-risk future value creation, and thus, the Aquis Directors recommended unanimously in favour of the Scheme.

The Scheme remains subject to the satisfaction (or waiver, where applicable) of certain conditions, including the receipt of certain regulatory approvals and subsequent sanction of the Scheme by the High Court of Justice; full details of the conditions can be found in Part III of the Scheme Document. Presently, Aquis has obtained all of the approvals required to satisfy the antitrust conditions. The remaining conditions, which relate to regulatory approvals, are expected to be satisfied in Q2 2025, and the Scheme remains expected to become effective in Q2 2025 and, in any event, prior to 11 November 2025.

Outlook

2024 was an important year for Aquis, and despite difficult conditions I am proud of the achievements of our team across market share, technology innovations, new contracts and strengthening of the primary market.

We remain confident in Aquis' unique proposition and our ability to create and facilitate better markets for a modern economy. We will also continue to promote the Aquis values of transparency, fairness and simplicity, enabling our end customers to get better performance and results.

Our principal aim in the near future is to deliver the completion of the Recommended Offer.

Our highly capable and experienced management team remains focused on serving our clients as we capitalise on the opportunities ahead.

David Stevens
Chief Executive Officer

Strategic Report

Overview of the business

Aquis Exchange PLC ("Aquis" or "the Company"), is the principal operating company and the holding company of the Aquis exchange activities ("the Group") which operates four principal business lines: Markets, Technologies, Aquis Stock Exchange ("AQSE") and Data.

- Markets operates from London and Paris and is a pan-European multilateral trading facility (MTF) operator that provides secondary market trading in pan-European stocks that are listed on other exchanges.
- Technologies provides exchange and regulatory technology to third parties.
- Aquis Stock Exchange operates a primary market for small and medium size issuers and secondary market trading in those stocks.
- Data: the provision to clients of proprietorial primary and secondary market data.

The Company and AQSE are regulated by the UK Financial Conduct Authority ("FCA"), while AQEU is regulated by the Autorité de Contrôle Prudentiel et de Resolution ("ACPR") and the Autorité des Marchés Financiers ("AMF").

The Group has made significant progress in the development of its activities since the IPO in June 2018 and is well positioned to be recognised as one of the leading technology-led, international exchanges driving improved transparency and fairness in the securities trading market through the introduction and enhancement of competition and innovation. With these guiding principles the Group's main focus is to:

- Capitalise on regulatory and technical shifts in market infrastructure by providing an exchange which offers deeper liquidity and transparency together with higher quality execution for intermediaries and investors;
- Continue to increase the number of members of Aquis Markets and associated trading volumes by providing a robust and innovative platform that responds to their needs;
- License its proven technology platform to third parties that require cutting-edge trading or market surveillance technology; and
- Positively address the current market issues of large spread and low liquidity in small and mid-cap trading through AQSE's RIE status.

The trading platform for all Group entities is run on the same trading technology and Aquis Markets applies, for a significant proportion of all transactions executed, a unique subscription-based pricing model based on electronic messaging traffic for the lit market.

This means that the dealing price prior to the trade is transparent to the whole market. This is in contrast to pricing on dark and grey markets, where price discovery is only available to the market post-trade. For AMP (the Aquis dark pool market), clients are charged a percentage of the value of each transaction.

Recommended Cash Offer by SIX Group AG

During the period, the boards of SIX and Aquis were pleased to announce that they have reached agreement on the terms of a recommended cash offer ("the Recommended Offer") for the entire issued and to be issued ordinary share capital of Aquis.

Whilst the Aquis Directors are confident in the growth potential in each of Aquis' divisions, they recognise that the European exchange market remains highly competitive and requires ongoing investment in technology and distribution against well-resourced peers operating with greater scale. Aquis' future growth is predicated on an increase in new technology clients along with retention of existing clients, an increase in European equity market volumes and issuers, and the timing and impact of a European Consolidated Tape, which are uncertain and contain an element of volatility.

The Aquis Directors believe that Aquis could realise the full potential of its current strategy on a standalone basis in the medium term but recognises that there are operational, commercial and market risks associated with the timing of delivery of future value.

The Aquis Directors assessed the Offer in this context. Following careful consideration, the Aquis Directors have concluded that the terms of the Recommended Offer provide Aquis shareholders with an attractive opportunity to accelerate and de-risk future value creation and realise certain value of their holdings today in cash.

More information on the Recommended Offer is available at www.aquis.eu/investors/offer-documentation.

Clients and Competitive Landscape

The client base of Aquis Markets consists, principally, of investment banks and brokers acting on behalf of institutions such as pension funds, asset managers and retail brokers to execute their orders and, in the case of AQSE, it includes the issuers who wish to raise capital on the platform.

The principal competitors to Aquis' business are the incumbent national exchanges and other pan-European trading venues.

During 2024, Aquis Markets improved its overall market share to an average 5.22% and introduced the conditional order type. The diversified product offering following the launch of the Aquis Matching Pool and subsequent new order types means that this business is well positioned to benefit from further product development and any future regulatory changes.

The institutional support for greater transparency in European equities trading also supports future business growth.

We are a strong supporter of the regulatory principles such as best execution and greater transparency for markets that have been introduced and we are committed to complying with market regulation. We believe that we are well placed to manage any regulatory divergence between the UK and EU given our robust and agile business model, our lean cost structure and our technology leadership. For the growth and scale-up companies on AQSE, we believe that we have the right balance of maintaining the appropriate regulatory oversight, whilst not being over-bearing. We do not operate regulation through NOMADs, preferring that the Boards of the companies have a larger role ensuring compliance with regulatory responsibilities.

Aquis Technologies' matching engine and surveillance systems have been operating successfully for a number of years. The matching engine has been developed for multi-asset class trading and is attracting customers wishing to license the technology as the trading engine for a broad range of instruments. Aquis Technologies' principal customers are increasingly national exchanges and central banks, along with new equity trading venues, MTF operators across asset classes and market participants requiring real time market surveillance. Aquis is the operator of Equinox (launched 2023), the world's first regulated market-grade 24x7 matching engine which never requires shut down or downtime. Competitors of Aquis Technologies are other matching engine providers and surveillance software providers.

Key Performance Indicators

As a growth company, the Key Performance Indicators (KPIs) for the Group are principally (i) the continued growth in revenue (See the table below showing Group Revenue) and also (ii) the continued growth in the Adjusted Profit Before Tax (PBT). The Adjusted Profit Before Tax is an Alternative Performance Measure which has been introduced to reflect the underlying performance of the Group when excluding the impact of exceptional costs incurred for the Recommended Offer. Further information on Adjusted PBT has been included on page 22 of this report.

In building out these KPIs significant focus is made to the key drivers of revenue and profitability. The delivery against these principal KPIs is fundamental to the success of the Group.

In support of these KPIs, the Board has established, for the senior Executives, clear financial and non-financial objectives for the Group. For 2024 the financial KPIs were based on target net revenue and profit before taxation. The non-financial KPIs were market share and diversification of pan-European secondary market trading, leadership and resource development, sustainability and compliance with regulations and continued good corporate governance, with clear, objective performance measurement against targets set by the Board. Financial objectives represent 70% and non-financial 30% of the targets. Further details are given in the Remuneration Report on page 48.

Financial Review

2024 saw broadly flat gross revenues, with the company benefitting from the diversified product offerings between divisions. The breakdown of revenues is as follows:

	2024 £	2023 £	YoY Growth %
Revenue analysed by division			
Markets	11,775,892	10,919,263	7.8%
Technology	5,264,639	7,298,157	-27.9%
Stock Exchange	1,768,077	1,771,284	-0.2%
Market Data	4,963,407	3,722,237	33.3%
	23,772,015	23,710,941	0.3%

The Group generated an Adjusted Profit Before Tax of £1.1m compared to £5.2m in the previous year.

A reduction in Adjusted PBT is explained by increases in Expected Credit Loss provisions against Contract Assets and Trade Receivables balances by £3.7m and £0.6m, respectively. Of these amounts, £3.0m of Contract Asset and £0.6m of Trade Receivable impairments reflected a heightened risk of default for two existing technology customers.

Adjusted Profit Before Tax excludes exceptional costs of £3.3m incurred for the Recommended Offer, and have been included in the Loss Before Tax of (£2.2)m (2023: Profit of £5.2m).

The Loss Before Tax includes amortisation charges to internally generated intangible assets, as well as depreciation and finance charges, which reflect the accounting treatment of leases under IFRS 16 and other tangible fixed assets. The total depreciation and amortisation cost to the Group increased by £0.3m to £1.7m (2023: £1.4m) because of continuing investment in the Group's technological capabilities.

The Group generated an income tax charge of £235k (2023: credit of £8k) which was a result of taxable profits provided in the foreign subsidiary. There was no change in the amount of net deferred tax asset (2023: increase of £191k).

Net assets of the Group as at 31 December 2024 were £25.8m (31 December 2023: £28.4m), largely reflecting cash out flows for exceptional costs and an increase in ECL provisions against Contract Assets and Trade Receivables.

Revenue from licensing technology contracts is subject to a provision under IFRS 9 for Expected Credit Losses. For 2024 the application of IFRS 9 resulted in a net impairment provision charge of £3.7m (2023: £1.0m) recognised in the Income Statement, including an increase in provisions against two existing customers for £3.0m.

Trade receivables balances contained provisions of £0.8m in the year, of which £0.7m related to balances outstanding by the same two technology customers, for which a charge of £0.6m was recognised in the year.

Balance sheet liabilities included provisions of £0.3m recognised in 2024 for disputes with two data vendors over historical fees.

The lease liabilities arising from the Group's office leases are paid over the lease term, and attract a finance expense amounting to £84k for 2024. The associated right of use assets are depreciated on a straight-line basis over the life of the lease, and attract a depreciation charge of £383k for 2024.

Strategic Report (contd.)

The Group's cash and cash equivalents as at 31 December 2024 decreased to £13.7m (2023: £14.8m), including payment of exceptional costs amounting to £3.0m. The continued growth (when exceptional costs are excluded) demonstrates the robust cash generation of continuing business activities in the Group. Over the year the Group purchased £1.5m of treasury shares used to service employee share schemes.

Group investments, productivity and capital management

The Group continued to invest in its technology offering, including the creation and enhancement of new order types, enhancements to the surveillance system and auction systems and further technical development to enable technology clients to enter different asset classes. In addition, the Group has made further investment in personnel as it continues to develop capability and brand awareness.

In deciding its investment plans, Group management receive a detailed analysis of the exchange and client technical opportunities, and related time requirements on a quarterly basis. These are used to determine personnel and other resources requirements needed for allocation to these opportunities. This information also includes an estimate of the deployment cost.

The Board considers that its investments have contributed to the Group's ability to gain new clients, broaden its customer base and increase revenue. The Group recognises the importance of continuing to enhance productivity, and the commitment to future investment, both technically and in terms of resource training and development. The Group has established both short and long-term incentive plans based on performance for all employees, which are set out in more detail in the Report of the Nomination and Remuneration Committee and aligns the employees' interests with the long-term strategic objectives of the Group.

The Group is required to maintain sufficient capital to meet the regulatory obligations for all entities. These are calculated and updated annually. At 31 December 2024, the Company ICARA requirement (based on the 2023 published financial Annual Report and Accounts) amounted to £6.2m (2023 £5.2m) and AQSE's FRR amounted to £2.5m (2023 £2.1m). The individual entities of the Group meet the respective FCA and ACPR capital adequacy requirements with plenty of headroom for further investment in business operations.

Future development of the business

In order to support its long-term vision and in order to strategically position for continued growth, Aquis has invested significantly in its business differentiators, R&D in the technology platform, brand and personnel resources. The Group is cognisant of the importance of such investments to maintain innovation and strong quality delivery.

Aquis Stock Exchange

During 2024, the Group has continued to invest in AQSE, building market presence and brand whilst also benefitting from synergies across the Group's exchange memberships, data offering and use of technology.

Compliance with Section 172 (1) of the Companies Act 2006

Section 172 of the Companies Act 2006 requires a Director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. As such, Section 172 requires a Director to have regard, amongst other matters, to the:

- Likely consequences of any decisions in the long-term
- Interests of the Company's employees
- Need to foster the Company's business relationships with suppliers, customers and others
- Impact of the Company's operations on the community and environment
- Desirability of the company maintaining a reputation for high standards of business conduct; and
- Need to act fairly between all members of the company

We set out below some examples of how the Directors have had regard to the matters set out in Section 172(1) when discharging their Section 172 duty and the effect of that on certain of the decisions taken by them.

Stakeholder Management

The Group complies with the requirements prescribed by Section 414CZA of the Companies Act to disclose how the Company promotes its success for the benefit of all stakeholders.

The Board is acutely aware that the Group's long-term success and sustainable value creation is critically reliant on maintaining good relations with all stakeholders and ensuring that decisions are made after taking account of the principal stakeholders' interests.

In arriving at these decisions, the Board has assessed the likely consequences of any decision in the long term, the interests of the Group's employees, the need to foster the Group's business relationships with suppliers, customers and others, the impact of the Group's operations on the broader community, the desirability of the Group maintaining a reputation for high standards of business conduct, and the need to act fairly between shareholders of the Company.

Details on how Aquis and its Board engage with its principal stakeholders, are given below.

Clients

Management proactively gathers regular feedback from clients, both positive and negative, in order to understand their ever-evolving needs, identify any improvements that would result in better client outcomes or satisfaction and to foster good client relations. This is regularly fed to the Board at meetings or on an ad hoc basis, if required.

Shareholders

Executive Management meet with the key shareholders at appropriate times during the year and provide feedback to the Board.

Additionally, the Chair and other Non-Executive Directors continued, where possible, to engage with shareholders through one-on-one meetings. Shareholders have been appreciative of these meetings and feedback is provided to the Board in both written and verbal updates.

Employees

The Group promotes a positive and inclusive culture. Team meetings and Group briefings are held on a regular basis to ensure all personnel are informed of the Group's performance and key strategic objectives and goals.

Staff are encouraged to contribute to a frequent employee engagement pulse survey, which allows employees to provide feedback in confidence. These survey results were consistently positive. The Executive team develops an action plan to address the key areas highlighted with particular emphasis on our core values, listed later in this report, and on investing further in employee training and career development.

Suppliers

The Group has identified key suppliers that include suppliers of office hardware and consumables, as well as suppliers such as liquidity providers and advisers such as auditors, brokers, recruitment agents, legal advisers and PR consultants. The Group seeks the independent and experienced view of its key advisers on various matters as and when required. Sometimes this is directly with the Board, or the Board will ensure that the Executive team reports on advice provided to the Group when needed.

Regulators

The Group takes an open and co-operative approach with its regulators and positively embraces the FCA's 11 principles of business. The Group submits regular returns to the FCA, the ACPR and the AMF, and employees whose roles encompass compliance activities are encouraged to attend regular external presentations and workshops arranged by the regulators on topical issues and receive regular professional update training. All new and existing employees and advisers are made aware of the FCA, ACPR and AMF's principles of business, and undergo training required by finance professionals working at an equities exchange group. The Group arranges regular compliance assessments to provide assurance that the Group is meeting the requirements of the regulator.

Board Effectiveness and High Standards of Business Conduct

The Board remains committed to high standards of corporate and regulatory governance. During the year, the Board explored how to improve the Group's cyber security risk management frameworks and became more informed about the policy-making environment for financial markets in Europe.

Strategic Report (contd.)

Consequences of Long-Term Decisions

Considerable time was spent focusing on the Group's strategy and management were challenged to think about the longer-term impact of decisions, how those decisions were in line with the Group's values, the long- term sustainability of the Company and its subsidiaries and the desire to maintain its reputation.

In order to ensure that the Group has the required skills and experience to effectively manage the business and anticipate future changes, the Board operates a skills matrix to map the requirements of the organisation against the current skills and composition of the Group.

Management plan to recruit additional employees, in particular in the technology area in the UK and France during 2025.

During the period, Aquis Directors assessed the terms of the Recommended Cash Offer by SIX Group AG. The Aquis Directors believe that Aquis could realise the full potential of its current strategy on a standalone basis in the medium term but recognises that there are operational, commercial and market risks associated with the timing of delivery of future value. The Aquis Directors assessed the Offer in this context, and following careful consideration, the Aquis Directors concluded that the terms of the Offer provided Aquis shareholders with an attractive opportunity to accelerate and de-risk future value creation and realise certain value of their holdings today in cash.

The Interests of Employees

The Board has also ensured engagement with employees through the engagement survey and the nomination of a Board representative to meet with employees when possible.

Our Purpose

In its role as a disruptor, Aquis' aim has always been to improve financial markets by maintaining the utmost transparency and least market toxicity for the benefit of the end investor. In this way it reduces both the explicit and implicit costs of trading that are borne by investors.

In addition, the Group is also focused on stimulating growth in the economy by listening to the needs of issuers and creating a supportive, fair and low-cost environment for capital raisers to list instruments, particularly for innovative growth companies while ensuring an appropriate balance of investor protection.

Our Culture, Diversity and Employee Well-being

The Group is committed to ethical business conduct and expects the highest standards of integrity to be followed by the Directors and all employees. The Aquis Group culture is underpinned by the following core values:

- Trust (integrity, competence and deliver when we say we will);
- Proactivity (discipline and initiative);
- Openness (transparency);
- Excellence (through creativity and innovation);
- Collaboration (through positive, collegiate and free thinking); and
- Respect.

Despite a further increase in employee numbers in 2024, the Group has a relatively small resource base, and therefore has concentrated on recruiting personnel with a high degree of specialist skills. The Group provides on going training and support with the aim of ensuring that personnel retain and enhance their technical skills and that employees feel that there is opportunity to develop within the Group. The Group also operates a flexible working policy to ensure it takes account of individual employee requirements.

Aquis has a supportive and inclusive culture throughout the whole workforce. We believe it is in the best interests of the Company and the wider community to promote diversity and eliminate discrimination in the workplace. Our aim is to ensure that all employees and job applicants are given equal opportunity and that our organisation is representative of all sections of society. Each employee will be respected and valued and able to give their best as a result.

The policy reinforces our commitment to providing equality and fairness to all in our employment and not providing less favourable facilities or treatment on the grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, ethnic origin, colour, nationality, national origin, religion or belief, or sex and sexual orientation.

We are opposed to all forms of unlawful and unfair discrimination. All employees, management, agency, casual workers, and independent contractors no matter whether they are part-time, full-time, or temporary, will be treated fairly and with respect. When Aquis selects candidates for employment, promotion, training, or any other benefit, it will be on the basis of their aptitude and ability. All employees will be given help and encouragement to develop their full potential and utilise their unique talents with the aim that the skills and resources of our organisation will be effectively utilised, and we will maximise the efficiency of our whole workforce.

Aquis' commitments are:

- To create an environment in which individual differences and the contributions of all team members are recognised and valued;
- To create a working environment that promotes dignity and respect for every employee;
- To not tolerate any form of intimidation, bullying, or harassment, and to discipline those that breach this policy;
- To make training, development, and progression opportunities available to all staff;
- To promote equality in the workplace;
- To encourage anyone who feels they have been subject to discrimination to raise their concerns so we can apply corrective measures;
- To encourage employees to treat everyone with dignity and respect; and
- To regularly review all our employment practices and procedures so that fairness is maintained at all times.

Aquis has implemented an equality, diversity and inclusion policy which has been communicated to all employees emphasising that they are obligated to comply with all its requirements and promote fairness in the workplace. This policy is also drawn to the attention of agents, stakeholders, customers and job applicants. It is therefore very pleasing to report that gender and non-gender diversity strengthened further during the course of the year and we believe our diversity and inclusion policies will have a positive impact on the successful execution of the Group strategy.

In 2021 the Group established aspirational 3-year diversity targets for the Board and for the employees. These targets were established to underpin the importance the Board places on this issue and to provide clear guidance and focus on these aspirations.

The targets and progress are outlined below:

1. **Reduce the gender (seniority) pay gap to 25% (salary) – below the UK Financial Services industry average (which for 2024 is 25.1%)**
   On track: In 2024, the gender (seniority) pay gap was 16% on base salary and 19% on base salary plus annual bonus. This is an improvement on 2023 (20% and 23%), 2022 (28% and 33%) and on base year 2021 (41% and 44%).
2. **Increase the management team diversity ratio**
   On track: Progress towards the target made in 2024 and continued focus on improvement.
3. **Meet the Hampton Alexander Review target of at least 33% of board members being female**
   Achieved: The overall female NED ratio stands at 44%
4. **Create a targeted diversity inclusive supplementary development program for employees who we believe have the potential to be promoted to Exco in the next 5 years**
   On track: Management has identified a number of current employees for the ExCo pipeline and development initiatives are in place. This pipeline meets diversity targets.

The Group runs frequent anonymous employee surveys and arranges regular meetings with the Board nominated employee representative. In addition, employees have regular one-to-one sessions with their immediate line manager and annual reviews where development plans are discussed to ensure individuals' objectives are aligned to the business strategy and to improve levels of employee engagement.

The Group has a commitment to preventing slavery and human trafficking by ensuring our supply agreements comply with the Modern Slavery Act 2015 ("MSA") with zero tolerance for failings.

Consumption and The Environment

It is a key objective of Aquis Exchange PLC to be able to understand and reduce its own impact on the environment. In 2024, Aquis underwent a second voluntary carbon footprint assessment, using ESGmark to help us calculate, report and reduce our carbon emissions through an extended lens to the previous period. The report boundary includes Aquis' London and Paris office locations, as well as data centres, business travel, employee commuting, home working and waste disposal.

The sources that were measured for 2024 were:

Scope 1 & 3:	Natural gas consumption of leased office space
Scope 2 & 3:	Electricity consumption of leased office space
Scope 2 &3:	Electricity consumption of data centres
Scope 3:	Waste generation and disposal (London office)
Scope 3:	Business travel
Scope 3:	Employee commuting
Scope 3:	Home working energy use

Aquis emitted a total of 688 tonnes of location-based CO_2e (tCO_2e) and a total of 199 market-based CO_2e in 2024.

The chosen intensity metric is emissions per full-time employee (FTE). Aquis recorded a location-based intensity of 7.7 tCO_2e per FTE and a market-based intensity of 2.2 tCO_2e per FTE in 2024. This represents an improvement from the 2023 location-based intensity of 8.2 tCO_2e per FTE, demonstrating a continued reduction in emissions intensity despite overall emissions growth.

Notably, this reduction has been achieved alongside a significantly expanded assessment scope in 2024. This underscores Aquis' commitment to improving data coverage while maintaining a downward trajectory in emissions intensity through operational efficiencies and renewable energy procurement.

We are pleased to note that our London premises has transitioned to a 100% renewable electricity tariff, and we continue to evaluate our partners with respect to our value chain carbon footprint. The choice to use data centres with a 100% renewable supply has reduced market-based emissions by 76% against the UK residual fuel mix.

Our objectives for 2025 are to:

- Enhance energy management at leased facilities;
- Continue to monitor data centre electricity use to ensure alignment with business growth;
- Improve business travel emissions tracking;
- Expand Scope 3 data collection strategically; and
- Consider carbon offsetting.

Governance

Aquis voluntarily adopted the UK Corporate Governance Code at IPO and has adhered to its provisions since then. The Directors have implemented appropriate measures which have allowed Aquis to comply with all provisions of the Code during the accounting period and up to the date of this report.

Aquis and AQSE are directly authorised and regulated by the FCA and AQEU is regulated by the ACPR and the AMF. The Group fully complies with the relevant rules and guidelines in all respects and monitors that compliance throughout the year.

The Group's objective is to establish an open and cooperative relationship with all regulators, and it positively embraces the FCA's 11 principles of business. The Group submits regular returns to the FCA, and employees whose roles encompass compliance activities are encouraged to attend regular external presentations and workshops arranged by the FCA on topical issues, and also receive regular professional update training. All new and existing employees and advisers are made aware of the FCA's principles of business, and undergo training required by finance professionals working at an equities exchange group. The Group arranges regular compliance assessments to provide assurance that the Group is meeting the requirements of the regulator.

The wider community

Aquis has been involved in a number of charitable and community enhancing initiatives in the year. Each year staff are encouraged to join a volunteering day in the local community. In 2024, Aquis has continued the partnership with Ravens Wood School in Bromley to spearhead an 'Investment Club' scheme with A-Level Economics and Business students. Aimed at increasing financial literacy and accessibility, students received tailored talks and presentations from members of Aquis staff on aspects of the financial services industry, public markets and career advice. Students then created their own mock-up AQSE universe portfolios with an imaginary starting value of £50,000 using an app, developed by Aquis, fed with real price data. Aquis intends to continue with and expand this programme in future. Aquis also participated in the London Youth Rowing Race the Thames project and employees have shown their desire to make a difference.

Knowledge Transfer Project

In 2024, Aquis completed the University of Derby partnership: a two-thirds government funded Knowledge Transfer Project ("KTP") that involves industry led research and development on Artificial Intelligence for trading platform surveillance alerts to develop an efficient and accurate market abuse monitoring system. The team was awarded an 'Outstanding' - the highest accolade - from UK Research and Innovation for the work.

Current surveillance systems are deterministic, handcrafted, generate a high percentage of false positive alerts and run a high risk of human fatigue and/or boredom. Consequently, market abuse events may often be missed when analysing a large number of false positives. As part of our mission to improve transparency in financial markets, this partnership published research papers on machine learning techniques that will mitigate human error in detecting fraudulent trading practices that harm the integrity of, and trust in, financial systems that are critical for the modern economy.

As part of our mandate to strive for innovation, we continue to undergo work and research on this topic, are excited for what the future holds for machine learning and artificial intelligence in the trading industry and are encouraged by the widespread support for this project.

Strategic Report (contd.)

Alternative Performance Measures (APMs)

This report contains certain financial measures (APMs) that are not defined or recognised under IFRS but have been presented to provide readers with a complete set of financial information which would allow a user of this Annual Report and Accounts to better understand and compare the financial performance of the Group.

Net Revenue

Net Revenue is the revenue that is generated and offset against the Expected Credit Loss (ECL) movement of contract asset balances (note that this does not include the ECL movement on trade receivable balances).

Each contract asset balance is assessed against the expected ability of a customer to satisfy open balances in future periods. On inception of new Technology licences, a contract asset is recognised, alongside a day-1 ECL provision. In this scenario, the Net Revenue from this customer would be the Licence Fee (see Note 10 for details of performance obligations for technology contracts) offset against ECL provision (see Note 11 for impairment analysis).

For extant technology contracts, as the contract asset balance is reduced by cash receipts from the customer, the associated ECL provision is reduced; in this scenario the release of the ECL balance is shown as Net Revenue.

The excerpt below demonstrates the effect of Net Revenues from Aquis Technologies (see Note 6, pages 100 - 102 for a full analysis of segment performance).

	Group and Company	
	2024 £	**2023 £**
Revenue from technology customers	5,264,639	7,298,157
Net ECL Charge	(3,685,326)	(1,016,223)
Net Revenue	**1,579,313**	6,281,934

Adjusted EBITDA before exceptionals and Adjusted Profit Before Tax

Adjusted EBITDA before exceptionals is the earnings before interest, taxation, depreciation, and amortisation excluding material non-recurring Recommended Offer operating expenses. Similarly, Adjusted Profit Before Tax is the profit before tax excluding material non-recurring Offer costs.

The Directors use these metrics to assess Group performance to show the underlying economic performance year-on-year. Offer costs are treated as exceptional items as they are neither related to the ongoing activities of the Group, nor are they repeatable expenditures.

Recommended Offer costs include staff costs, in addition to the various legal and professional fees paid for the necessary professional services.

In 2024, the Adjusted EBITDA of the Group was £2.2m (2023: £6.3m) and the Adjusted PBT was £1.1m (2023: £5.2m).

The following reconciliation demonstrates the impact of excluding Exceptional Recommended Offer costs from Adjusted EBITDA and Adjusted PBT.

Adjusted EBITDA	Group	
	2024 £	**2023 £**
EBITDA	(1,182,818)	6,270,252
Add back Exceptional Recommended Offer costs	3,343,863	-
Adjusted EBITDA	**2,161,045**	6,270,252

Adjusted PBT	Group	
	2024 £	**2023 £**
Loss before tax	(2,226,649)	5,194,887
Add back Exceptional Recommended Offer costs	3,343,863	-
Adjusted profit before tax	**1,117,214**	5,194,887

Principal risks and uncertainties

The identification and management of risk is an integral part of the execution of Aquis' strategic vision and operations. The below provides an overview of the principal risks facing the Group:

Risk	Economic landscape
Risk Description	There is a risk that the credit worthiness of historically financially robust institutions comprising the customer base of AQXE might increase the credit risk of the parent company. Equally, a second order exposure is possible for other customers who maintain deposits with insolvent banks. The Economic landscape was negatively affected during 2024 by a number of adverse events, including Palestine and the continued conflict in Ukraine. The speed of recovery may negatively affect the Group's trading volumes resulting in lower revenues or increased costs.
Mitigation	Aquis derives revenues from both fee and contractual annuity-based streams, which is less impacted by cyclical market driven trends. The numerous international conflicts continue to cause immeasurable suffering and harm but it is not expected to have a material adverse effect on the Group's trading volumes. Pan-European trading is now executed almost 100% by the Group's MTF subsidiary in France, AQEU, that has full regulatory approval from the ACPR to allow the Group to continue to operate as an MTF and it is anticipated that this will remain the case for the foreseeable future. The Directors review our customer base to check these entities are not directly exposed to insolvent credit institutions. Additionally, swift regulatory intervention by the authorities is likely to occur and limit the fallout from these types of events.

Strategic Report (contd.)

Risk	Legal/Regulation
Risk Description	The Group operates highly regulated entities, including three MTFs and an RIE and is required to maintain sufficient regulatory capital and comply with relevant legal and regulatory requirements necessary to operate the Group's business. All three Group entities must hold regulatory licences and independent capital minimum. There is the risk that current regulation or future changes could have an adverse effect on the Group. Possible impacts may be (but are not limited to): • Sustained downturn in revenues could put regulatory capital at risk; • One of the Group's entities could be subject to a fine or a lawsuit which may draw on the entity's finances; • Change in regulation may increase costs for the Group or require unanticipated investments; and • Inability to meet regulatory requirements could result in a licence being withdrawn and prevent the Group entity from operating its core business. In addition, changes in tax law may result in an increase in the overall tax burden of the Group which could have a materially adverse effect on cash reserves.
Mitigation	Senior management consistently monitor regulatory developments including the MiFID review and Wholesale Markets Review, and any required steps are actioned at Audit, Risk and Compliance Committee (ARCC) meetings. Senior management also engage directly with regulators on a regular basis including, where appropriate, formal responses to consultation documents. The ARCC regularly reviews the Group's behaviour and statistics in relation to regulatory obligations. The Board places considerable importance on having competent staff and advisors to help manage legal and regulatory risk. The Board considers regulators as key stakeholders and endeavours to maintain positive working relationships with the regulators for each group entity. Each member of the Group currently has sufficient excess regulatory capital to deal with any unanticipated changes in regulation. Changes in regulation are usually accompanied by a period of consultation that allows market participants to provide feedback before changes are made and a further period to prepare for change once changes in regulation are determined. The Group consistently reviews the risks associated with possible changes in tax legislation.

Risk	Competition
Risk Description	The Group operates in a highly competitive global industry. The principal competitors to the trading business are the national exchanges and other pan-European MTFs/Recognised Investment Exchanges (RIEs) which currently charge customers mainly on a per transaction model. These exchanges have significant market share and could move to copy Aquis's subscription fee model. Other competitors to the exchange business are ad hoc OTC trading and Systematic Internalisers ("SIs") which operate off-exchange models and make money through spreads. Additionally, the emergence of new asset classes might reduce the Group's competitiveness. The Group also competes globally to provide exchange infrastructure technology and services for clients to offer their own market capabilities. The competition risks are driven by the capability and experience to provide the platform capabilities the client needs to support its chosen market.
Mitigation	Aquis's competitive differentiation is underpinned by its subscription-based model and member choice around aggressive trading. This is hard for incumbent exchanges to replicate without significantly impacting their own revenue models which have always been based on a per transaction basis and on charging significant data fees to participants. Senior management initiatives to reduce this risk include: consistent monitoring of competitor activity and, maintaining close customer relationships so as to understand their evolving needs, and the acquisition of a primary listing business thereby gaining RIE status. New asset classes continue to evolve and emerge but have yet to make a real impact on equities trading, clearing custodian services and settlement of equities; however, Aquis will continue to closely monitor new market developments. To mitigate the exchange infrastructure technology risk, Aquis has developed market-leading matching engine technologies which are supported by unique capabilities such as cloud-based deployments. There is also a clear strategy to further strengthen and develop the technology product offering.

Strategic Report (contd.)

Risk	Intellectual property and data protection
Risk Description	The Group is reliant on copyright, trade secret protection, database rights and confidentiality and licence agreements with its employees, clients and others to protect its intellectual property rights. The Group is subject to a number of laws relating to privacy and data protection, including the UK's Data Protection Act 1988 and the Privacy and Electronic Communications (EC Directive) Regulations 2003 and the EU General Data Protection Regulation (GDPR).
Mitigation	The Group has taken steps that are consistent with industry practice to reduce these risks by establishing controls to protect the confidentiality and integrity of customer information, and these controls are consistently reviewed for their effectiveness at quarterly ARCC meetings.

Risk	Reputation
Risk Description	The success of the Group is driven by the strength of its reputation across multiple factors including the brand, relationships with clients, Executive and employee reputations, and the strength and quality of products offered. Deterioration in the reputation associated with any of these factors could cause a rapid reduction in the number of clients, and the level of client activity, that Aquis has established.
Mitigation	Aquis's physical, digital, and virtual identity is a constant priority and is enhanced and protected across all of Aquis's operations. Specific actions Aquis takes to mitigate this risk include maintaining strong relationships with clients, providing secure trading platforms with client-focused product, ensuring proactive and positive communications and publicity, and delivering market leading technology. Aquis employs high-quality talent across the organisation and the knowledge and skills of these people is key in mitigating the level of reputational risk.

Risk	Technology
Risk Description	The operation of the Group is critically reliant on the smooth and efficient functioning of technology. Technological failures would negatively affect clients and the Group's ability to deliver on performance obligations. It could also result in regulatory scrutiny or fines or requirements for further investment. Failure to protect the Aquis technology could mean that competitors get access to Aquis's Intellectual Property (IP) or make Aquis susceptible to external infiltration. These risks could adversely affect the firm's financial and competitive situation.
Mitigation	A defining feature of the Aquis business model is its high calibre, in-house technology. The technology was built and is maintained by highly skilled employees. Aquis actively seeks to retain the employees through flexible attractive working practices and remuneration policies and to continually enhance the technology to meet client requirements. The Group's key infrastructure, development and operational activities are prioritised accordingly, and resources are closely and consistently monitored and reviewed with the aim to ensure smooth functioning of technology at all times. Aquis technology is securely maintained to protect it from unauthorised access with full backup and version control if remediation is required. Aquis has system control features that are regularly tested to protect data and IP. The Group maintains a Disaster Recovery plan that encompasses input from all departments and is continuously monitored and reviewed by appropriately experienced individuals. The comprehensive back up and contingency plans in place are tested regularly.

Strategic Report (contd.)

Risk	Cyber security
Risk Description	The Group's networks and those of its third-party service providers may be vulnerable to security risks, cyber-attack or other leakage of sensitive data. Potential outcomes of such an attack might include outages of the market, attacks which seek to hold Aquis to ransom, unintended movements of the company finances or generally create reputational and financial risk.
Mitigation	Regular penetration tests are undertaken by a third party with the results reviewed by the ARCC and Board and all employees undertake cyber-training. Internal exercises to alert employees to the possibility of phishing emails are held regularly. The MTF has "kill" switches in place which are intended to restrict clients if rogue behaviour is evidenced. The Group takes precautions to protect data in accordance with applicable laws. Extensive risk management protocols are adopted in the IT control framework so as to prevent, detect and respond proactively to cyber security attacks. The comprehensive back up and contingency plans in place are tested regularly.

Risk	Key management personnel and employees
Risk Description	The Group has a relatively low headcount and hence is exposed to key person risk. The Group's future development and prospects depend on its capacity to attract and retain key personnel.
Mitigation	The Group has established emergency staffing plans for Senior Executives. The NRC reviews immediate and medium term succession plans and the ARCC assesses key person risk. Aquis employs a number of strategies to ensure the Group is able to attract and retain a high calibre of talent. The Group employs a rigorous recruitment process and offers competitive salaries and benefits and employee share option schemes, whilst promoting a culture of diversity, high performance and inclusion from the top. The Group continues to demonstrate its ability to recruit high-quality individuals and is clearly viewed as a dynamic and attractive employer.

Risk	Client concentration
Risk Description	The nature of equity financial markets is that the majority of pan-European secondary market trading volumes are undertaken by a small pool of market participants. This risk has been increased as some of the smaller market participants have decided to route via larger banks that maintain direct exchange memberships. The Group revenue is therefore dependent on a concentrated number of customers and significant change to a customer's flow could negatively impact revenues.
Mitigation	The Group continues to broaden its client base to reduce client concentration but recognises that volumes from smaller participants are not likely in aggregate to be as large. The Group has offset some of the risk of industry concentration through the quality of the MTF exchange offering and the strengthening of the product offering. The Group seeks to maintain positive relationships with all current and future members of its MTF exchange and to be vigilant for change at any client. The Group has diversified its business activities to include primary markets, technology sales, data and market gateways.

Risk	Liquidity provision concentration – Aquis Markets
Risk Description	In most trading venues globally, there is considerable symbiosis between the venue and the liquidity providers on which the venues rely to make continuous prices and enhance liquidity. In Europe, where there is significant competition between a limited number of trading venues, the ability to attract significant liquidity to the venue is critical. The barriers to entry are even higher for new trading venues, which must build liquidity from scratch and differentiate themselves to attract and retain it. Market makers themselves have differing business models and trading strategies. As a result, they may be attracted to different types of venues depending on the value proposition. Banks also provide liquidity on the Aquis platform but historically this has not been as significant as the market makers. Aquis has a highly differentiated business model for its pan-European secondary market trading activities compared to the incumbent platforms, both dramatically reducing the cost of trading and also permitting market makers to decide if they wish to interact with aggressive trading from other market makers. This differentiated and flexible approach has been a driver of Aquis's success to date. The number of market makers that have trading models currently aligned with Aquis's business philosophy is even more concentrated than on the main markets. Therefore, Aquis has always relied heavily on a small number of key market makers to support liquidity and a wider group to supplement it. These market makers have not always been the same organisations and have changed over time. Nonetheless, it is a risk that if a key market maker decides to change its business model or philosophy it would cause a short-term disruption in the total liquidity provided.
Mitigation	This risk is mitigated internally through a number of actions including those set out below, and externally through the likely evolution of the structure of the European equity market. Internally, management maintain a close relationship with its market makers to ensure that there continues to be positive synergies for all parties. Aquis has been successful during 2024 and will continue to actively seek to grow membership and diversify its liquidity providers. Following the change to the proprietary trading rule (in November 2023) Aquis noted a dilution of the concentration risk away from a small number of liquidity providers to a broader set of investor flows. Externally, the market share growth that Aquis has achieved to date is a strong indication of the benefits to its members and liquidity providers and makes it likely that natural liquidity will continue to grow, making the Aquis marketplace deeper and more attractive for all counterparties. Additional liquidity providers are likely to follow over time as they should be incentivised to adapt or create new models that capitalise on Aquis's value proposition and interaction with a wider set of trading flows. The number of liquidity providers in European equity markets is still relatively small today, reflecting the continued need to invest in technology and regulatory oversight. However, the Group's innovative offerings will continue to counter this risk.

Risk	Liquidity Provision Concentration – AQSE
Risk Description	A relatively small population of market makers support AQSE with similar risks to those identified above with regard to potential short-term impact if one or more market makers were to change their business model or approach.
Mitigation	The number of market makers active on AQSE has and is anticipated to increase as the number of companies and reputation of the exchange continues to improve.

Risk	Supplier risk
Risk Description	The Group is exposed to the failure of a key supplier. Examples include loss of data supplied to Aquis which is an important input into the trading platform. This may impact the ability to undertake market surveillance.
Mitigation	Aquis has back up plans in place for key suppliers and has agreed procedures and thresholds in place for managing this if necessary.

Strategic Report (contd.)

Financial risks

The Group's current assets comprise cash and liquid resources including trade receivables arising directly from its operations. The main financial risks are capital, credit, liquidity and foreign currency risks.

The Group has approved FX hedging policies in place and as at 31 December 2024 actively managed the balance sheet and risks with the use of financial derivatives. A significant percentage of revenues remain GBP denominated whilst the Group enters into forward FX trades as appropriate and will continue to do so in the future where any further contracts are non-GBP denominated.

The Group's revenue demonstrates that it has been able to manage strategic and operational risks. However, future results could be negatively impacted if any of the risks outlined above were to occur. Financial risk management disclosures have been made in Note 5 of the Group Financial Statements accompanying this report.

Viability statement

The Directors have undertaken a detailed review of the Group's prospects, taking account of the Group's current position, result for the period, and principal underlying business risks and opportunities for the period January 2025 - December 2029. The Directors consider this to be an appropriate period of assessment because it aligns with target business and revenue growth, and the objective to maintain and enhance profitability over the same time frame.

The Group maintains a strong equity capital position and maintains sufficient cash balances (£13.7m) to cover, at the very least, regulatory liquidity minima established across the Group's regulated entities. The cash balances available to the Group provide comfortable headroom above the regulatory liquidity floor, and when considered alongside the cash generative nature of the Group's underlying activities, demonstrates operational resilience and a robust business assets and activities. This is complemented by the Group achieving and in certain areas exceeding its goals. Taking into account its ability to execute its principal objectives during continued challenging circumstances, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment.

This assessment has concentrated in particular on the key differentiating factors that the Group has established, the quality and resiliency of the Group's technology, the brand and market position, and the reputation, quality and experience of its key personnel.

In making the Viability statement the Directors have considered the Group's ability to continue as a Going Concern for a period of 12 months from the date of this Annual Report and Accounts. In concluding that the Group will be a Going Concern, the Directors applied a 12-month forecast of expected financial performance from the date of this Annual Report and Accounts against the Group's ongoing liquidity and capital requirements set various regulatory bodies in the UK and France. The level of headroom above these liquidity floors was determined more than sufficient to provide confidence over the Group's prospects in the near-term. Further details about the use of the Going Concern basis of accounting can be seen in Note 2 to the Financial Statements on page 83.

This Strategic Report was approved by the Board of Directors on 11 April 2025 and is signed on its behalf by:

David Stevens
Chief Executive Officer

Richard Fisher
Chief Financial Officer and Chief Operating Officer

Directors' Report

The Directors of Aquis Exchange PLC are delighted to present their report to shareholders and other stakeholders, together with the audited consolidated financial statements for the year ended 31 December 2024 with comparatives for the year ended 31 December 2023.

The Group consists of three regulated entities: AQXE, AQEU and AQSE, which holds a UK Recognised Investment Exchange Licence (RIE), that allows it to offer primary listings as well as secondary markets trading. All three entities require appropriate independent Board governance.

Aquis complies with the FCA's Senior Management and Certification Regime (SM&CR), which ensures that the identified individuals; namely the Chair, CEO, CFO and Head of Regulation have clearly prescribed assigned governance responsibilities.

The Board discharged its Section 172 (1) duties in a number of ways, details of which are set out on p16 and include significant time focusing on strategy for the Group, as well as considering employees well- being during another challenging year in order to improve the Board's effectiveness and maintain high standards of conduct.

Board of Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

Executive Directors

David Stevens, CEO
Appointed to the Board February 2025

Richard Fisher, CFO and COO
Appointed to the Board March 2022.

Non-executive Directors

Deirdre Somers, Chair
Appointed to the Board October 2020
Re-elected annually; last at the 2024 AGM
Appointed Chair November 2024

Alasdair Haynes, President
Appointed to the Board March 2012
Executive Director and CEO until February 2025;
Non-Independent Non-Executive Director and
President from February 2025

Fields Wicker-Miurin, Senior Independent Non-Executive Director
Appointed to the Board March 2022
Re-elected annually; last at the 2024 AGM

Glenn Collinson
Re-appointed to the Board September 2021
Re-elected annually; last at the 2024 AGM
Resigned as Chair and from the Board November 2024.

Mark Goodliffe
Appointed to the Board March 2018
Re-elected annually; last at the 2024 AGM

David Vaillant
Appointed to the Board June 2020
Re-elected annually; last at the 2024 AGM

Ruth Wandhöfer
Appointed to the Board March 2022
Re-elected annually; last at the 2024 AGM

Directors' Appointment, Removal and Duties

The Board of Directors has the authority to appoint and remove a Director. Directors' appointments are subject to shareholder approval annually.

The Company has recruited Directors that it considers have the knowledge, skills and diversity of experience expected of a director in that role including specialist financial, accounting and legal knowledge.

Directors have continued to act, throughout the year, in the way which they consider, in good faith, would be most likely to promote the success of the Company for the benefit of all its stakeholders.

The Directors recognise that they must avoid any situation where they have or can have an interest that directly or indirectly conflicts with or may conflict with the Group's interests. Directors are required to confirm at every Board meeting, if applicable, the nature and extent of any interest they may have in any transaction or arrangement to which the Group is or may be a party.

In addition, the Directors have exercised independent judgement throughout the year and can confirm that they have not accepted any benefit (for example gifts or inducements) from third parties arising from their position as a director which were intended to induce the director to act in a certain way.

Directors' Report (contd.)

Board Committees

The Board has established two committees: the Audit, Risk and Compliance Committee ("ARCC") and the Nominations and Remuneration Committee ("NRC").

Audit, Risk and Compliance Committee ("ARCC")

The ARCC has been chaired by Mark Goodliffe since June 2018. Ruth Wandhöfer was a member of the committee throughout 2024 and Deirdre Somers joined the committee in January 2024, but left the committee in November 2024 following her appointment as Chair. Mark Goodliffe and Ruth Wandhöfer have considerable accounting, risk and compliance experience, and have previous Audit Committee experience which includes financial reporting and internal control reviews.

The ARCC is responsible for reviewing a wide range of matters, including reviewing the annual financial statements, oversight of the relationship with the external auditor, internal audit reports, compliance submissions, MLRO reports, risk assessments and ICARA/ICAAP assessments. A summary review of the ARCC's activities is presented to the Board by the chair of the ARCC on a quarterly basis and minutes are made available to the Board.

The management team is responsible for ensuring the "right tone at the top" and that the ethical and compliance commitments of management and employees are understood and adhered to throughout the Group. The ARCC supports and provides guidance on this area. This is achieved through adherence to the Group's core values, annual compliance training and whistleblowing policy.

The ARCC meets at least four times per year. The ARCC advises the Board on the appointment of external auditors and on their remuneration for the audit work, and discusses the nature, scope and results of the audit with the external auditors.

The ARCC has established a comprehensive assessment of the internal and external risks which could adversely affect the Group and actively assesses the potential impact and mitigating factors, if applicable. These risks are reviewed quarterly by the ARCC.

Nominations and Remuneration Committee ("NRC")

The NRC is chaired by the Senior Independent Director Fields Wicker-Miurin. The other members of the NRC throughout the year were Glenn Collinson, Deirdre Somers and Ruth Wandhöfer (who joined in November 2024 following Glenn Collinson's departure). The Executive Directors and other senior personnel may be invited to attend meetings when appropriate to provide advice.

The NRC is responsible, inter alia, for assessing the skills of the Directors, succession planning for all Group Boards, its Committees and Executive Committee, identifying and selecting candidates as required as well as assessing and reviewing the remuneration packages of the Directors and other members of the Executive Committee. It also reviews the high-level remuneration packages for all other employees. It makes proposals for the granting of share options and other equity incentives pursuant to any share option scheme or equity incentive scheme in operation from time to time. All Committee decisions on these matters are recommended to the Board for approval.

A summary review of the NRC's activities is presented to the Board by the chair of the NRC on a quarterly basis.

The remuneration and terms and conditions of appointment of the Non-Executive Directors of the Company are set by the Board after recommendation by the NRC.

The NRC supports the ongoing development of the Group Boards and the Executive team to ensure that the Group retains and recruits the best talent for its needs and supports the Board of the Company in its work to secure the long-term health of the Group and its strategy for success in a fast-changing world.

The remuneration of the Executive Directors is designed to attract, motivate and retain Directors of the calibre necessary to execute effectively the strategic objectives of the Group and to enhance shareholder return. The remuneration packages are designed to reflect the success of the Group's performance while maintaining a balance between short- and long-term performance and reward.

Executive Committee ("ExCo")

In addition to the two Board committees, Aquis has created an Executive Committee (ExCo) to help facilitate day-to-day administration management. ExCo consists of the Chief Executive Officer, Chief Financial Officer/Chief Operating Officer, Chief Strategy Officer, General Counsel, Chief Regulatory Officer, Head of Marketing & Investor Relations, Head of Development, and Chief Executive Officer AQEU.

Governance Summary

Directors' Board and Committee attendance during 2024 is summarised below:

Director	Board	ARCC	NRC
Glenn Collinson*	12/12		8/8
Alasdair Haynes	14/14		
Richard Fisher	14/14		
Jonathan Clelland*	2/2		
Fields Wicker-Miurin	12/14		9/9
Mark Goodliffe	13/14	5/5	
David Vaillant	13/14		
Deirdre Somers	13/14	5/5	9/9
Ruth Wandhöfer*	12/14	5/5	1/1

*Jonathan Clelland and Glenn Collinson resigned from the Board on 18 April and 19 November respectively. Ruth Wandhöfer joined the NRC in November 2024.

Results

The Group made an adjusted profit before tax of £1.1m (2024: £5.2m).

The Group generated an income tax charge of £260k (2023: credit of £8k) which was a result of taxable profits provided in the foreign subsidiary. There was no change in the amount of net deferred tax asset (2023: increase of £191k recognised as income tax credit).

Group contract assets (net of ECL provisions) have decreased to £6.2m (2023: £8.5m), primarily reflecting an increase in the credit risk against two customers in the year, despite recognising revenue from one new contract and the renewal of another.

The Group invested £1.5m (2023: £1.2m) into the Employee Based Trusts. These are recognised as Treasury Shares in the Group consolidated results and as Investment in Trusts by the Company.

There were no discontinued operations in the current or previous year.

Dividend

The Directors do not recommend the payment of a dividend.

Future developments

The Group has continued to make progress in both its MTF exchange and data activities during 2024 with growth in revenue, numbers of clients and client pipeline despite a challenging market environment. This expansion supported by the increasingly comprehensive suite of products for its clients underpins the potential for new customers as the trading opportunities on the Aquis Markets become more widely recognised, as does the opportunity for increased trading volumes. Several banks and brokers who are focused on the market micro-structure and best execution have continued to increase their activities on Aquis Exchange and it is anticipated that others will follow during 2025.

Licensing activities continue to grow across a range of asset classes as the Group's brand and reputation strengthens, and regulatory changes generate new requirements for investment banks, brokers and trading companies. In addition, the continued growth in the Group's exchange activities helps promote the quality of the technology and assists in generating technology licensing opportunities internationally and across different asset classes through Aquis Technologies.

Directors' Report (contd.)

It was a continued challenge for UK primary markets in 2024, with the number of IPOs across all exchanges declining significantly for another year. Despite this, Aquis Stock Exchange made significant progress on trading volumes and secondary fundraising, and conducted 3 IPOs over the period. The Group is confident that this activity will be further enhanced during 2025 and thereafter.

Management remains focused in 2025 on completion of the SIX Offer. On 20 December 2024, the requisite majorities of shareholders voted in favour of the cash offer for the Company by SIX Exchange Group AG to be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act. Subject to the satisfaction (or waiver, where applicable) of the outstanding conditions to the SIX Offer, the SIX Offer remains expected to complete in Q2 2025.

Directors' indemnity

The Directors can confirm that as at 31st December 2024 there were no qualifying third-party indemnity provisions or qualifying pension scheme indemnity provisions, for the benefit of Directors of the Group or directors of associated companies and that such provisions were not in force during the financial year.

Political contributions

The Directors can confirm that no political contributions, financial or otherwise, were made during the year.

Post balance sheet events

On 17 February 2025 Alasdair Haynes informed the Board of his decision to step back from the day-to-day running of the business for health reasons, and assumed the role of President of the Group. Alasdair remains a Director of the Company, acting as senior counsel to the management team.

On the same day David Stevens assumed the role of Chief Executive Officer and was appointed as a Director of the Company.

Research and development

The Group is committed to continue to invest in research and development to enhance the quality, efficiency, effectiveness and breadth of its technology.

Subsidiary companies / Associates / Branches outside the UK

The Company has one subsidiary company in France: Aquis Exchange Europe SAS (AQEU). This subsidiary company operates an MTF and is regulated by the Autorité de Contrôle Prudentiel et Résolution (ACPR) since March 2019. Aquis does not have any other subsidiaries, associate companies or branches outside the UK.

Share Capital Structure

Aquis Exchange PLC is dual listed on the Aquis Stock Exchange and the AIM market of the London Stock Exchange. The Company has 27,602,531 ordinary shares of 10p each in issue (31st December 2023: 27,516,781). During the year the Company acquired 328,861 (2023: 331,179) of its own shares with a nominal value of £32,886 (2023: £37,178) for consideration of £1,517,690 (2023: £1,215,243). These shares were acquired for the Employee Benefit Trusts operated by the company (further details in Note 30 to financial statements).

The shareholders with a significant holding (more than 3.0%) in Aquis as at 31st December 2024 were as follows:

XTX Markets	9.45%
Mr Gaudenzio Roveda	9.28%
Mr Richard Ricci	7.75%
Schroders	5.00%
Kendall Capital Markets	4.93%
Mr Alasdair Haynes	4.90%
Aquis Exchange Employee Benefit Trust	4.02%
Syquant Capital	3.92%
Barclays Wealth	3.69%

At 31st December 2024 there were no securities carrying special rights and no restrictions on voting rights. At 31st December 2024, 1,354,748 shares representing 4.9% of the total issued share capital was held by the Directors.

The Company operates an Employee Share Incentive Plan (SIP), Enterprise Management Incentive plan (EMI), Company Share Option plan (CSOP), Restricted Share Plan (RSP) and an Executive Share Option Plan (PPO). The voting rights of the shares held in the trust relating to the SIP, EMI, CSOP, RSP and PPO are managed and controlled by the trustee.

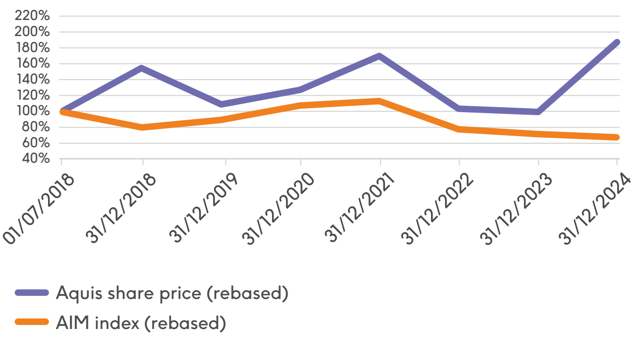
Other than the Executive Directors' participation in long term incentive plans, full details of which including change of control provisions are included in the Directors' Remuneration Report on page 56, there are no significant agreements that would alter or terminate on a change of control of the Company and no agreements with Directors or employees for compensation for the loss of office or employment that occurs because of a successful takeover of the Company.

Shareholder return

Aquis shareholders' return for 2024 amounts to 91.1% compared to the AIM index of the London Stock Exchange which had a return for the same period of -5.7%. Aquis shareholders' return since 14th June 2018 amounts to 88.5% compared to the AIM index of the London Stock Exchange which had a return for the same period of -33.5%.

Aquis Shareholder Return

14 June 2018 - 31 December 2024



Professional development programs

The Company supports the continued development of the Directors. This is achieved primarily through attendance at external conferences and seminars and in-house presentations. It also runs technical and management development training programs for employees.

Corporate Governance

The Board continued to apply the UK Corporate Governance Code (the "Code") recommendations on stakeholder engagement during the year. It focused on active interaction with stakeholders, information on which is set out in further detail in the Strategic Report, Nomination and Remuneration Committee Report, and Directors' Report.

The Directors have implemented appropriate measures, as stated in the Strategic Report to comply, so far as practicable, with the Code, and can confirm that the Group has complied with the Code throughout the financial year ended 31 December 2024 and to the date of this report.

Employees

Details on the Company's approach to employee engagement and human rights and diversity is given in the Strategic report on page 18, and information on the Share Incentive Plan (SIP) can be found in the NRC report.

Diversity policy

The Group has adopted a Diversity and Inclusion policy which is set out in more detail in the Strategic report on pages 18 to 19.

Environment

The Directors recognise the broader Group's responsibility to consume resources in a manner that ensures the long- term sustainability of the business and the environments in which it operates.

Although the Group has a relatively small resource base and associated office space, the Group recognises that it creates carbon emissions from energy, waste and water in its offices as well as the data centres, staff travel and indirectly through the supply of our office hardware.

Details of the initiatives that the Group has adopted in its efforts to reduce the impact of this carbon footprint is included in the Strategic Report on page 20.

Principal risks and uncertainties and risk management policies and objectives

The principal risks and uncertainties of the Group, together with mitigating actions taken, are detailed in the Strategic Report from page 23.

In addition, the financial risk management disclosures have been included in Note 5 in the Group Financial Statements accompanying this report.

Financial reporting process – internal control and risk management systems

The Group has established review processes, internal controls and risk management systems in relation to the financial reporting process, which are formally set out within the Group's Internal Control Framework and Risk Management Framework.

Aquis has recruited a Board with the relevant financial and other complementary skills to exercise oversight over the reporting, assessment and use of the Group's financial information and to provide robust challenge to management. The principal committee which oversees this area is the ARCC.

The exchange transaction and credit risk levels for Aquis Markets customers are considered low given that the majority of the clients are large financially secure financial institutions who are invoiced monthly; however, in order to ensure that Aquis reviews and manages the business risks effectively, management maintain a risk register which addresses all the identified business risks which is reviewed and assessed by the ARCC on a quarterly basis. The majority of Aquis Technologies clients are less established businesses and are therefore monitored on an individual basis. For AQSE there are a larger number of clients, but of much smaller scale and credit risk is closely monitored on both a collective and individual basis.

The financial statements are subject to external audit before being reviewed and approved by the Board prior to shareholder approval.

Aquis prepares monthly management accounts which are presented to the Board. The management accounts consist of actual monthly profits or losses compared with Budget, Balance Sheet, variance commentary and forecast, regulatory capital surplus and cash flow for the rest of the calendar year.

All new exchange members, software licences and data subscribers are authorised by the Chief Financial Officer. New exchange members or clients of Aquis Technologies are subject to Know Your Clients (KYC) and Anti-Money Laundering (AML) checks by the Aquis compliance department. All software licences are reviewed and approved by the CFO/COO. All expenditure and client invoices are authorised by the CFO.

Aquis utilises an external provider for the internal audit function. The ARCC approves the departments and functions that are audited. All key operational departments and/or functions are audited within a 3-year period.

Any issues raised by the external audit team will be communicated to, considered by and logged by the ARCC. The external and internal audit team are granted access to ARCC and Board papers and any issues identified by the external audit team will be communicated to the internal auditors by the CFO.

Aquis has established a Disaster Recovery crisis team and clear Disaster Recovery plans which are tested regularly. The plans focus on the exchange functionality and Aquis' ability to ensure trading activities can continue under any circumstances and providing support as required for the ability to access all systems including Aquis' financial systems.

Access to IT networks, equipment, storage media and program documentation is restricted to authorised individuals. All Aquis information is stored in secure dedicated data centres. Access to the data centres is restricted. All information is password controlled and the IT infrastructure department monitor system usage. Access to IT systems, programs, master data, transaction data and parameters and to processing in web-based or web-enabled financial systems is restricted and password controlled.

Aquis has clearly defined whistleblowing policies which are set out in the Staff Handbook which is distributed to all employees when they join the Group. The whistleblowing policies are also included in the compliance training program which all employees undertake annually. These policies include escalation of problems and concerns to senior management and the monitoring of how these are addressed. The policies provide clear guidance on reporting concerns including if required to the Chair. Alternatively, employees can report concerns directly to the Financial Conduct Authority (FCA).

Statement of Directors' Responsibilities in respect of the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group and Company financial statements in accordance with UK-adopted accounting standards and the Companies Act 2006.

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group and Company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The Directors are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

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

Directors' confirmations

The Directors consider that the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

In the case of each Director in office at the date the

Directors' report is approved:

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

The Directors' Report was approved by the Board of Directors on 7 April 2025 and is signed on its behalf by:

David Stevens
Chief Executive Officer

Richard Fisher
Chief Financial Officer & Chief Operating Officer

Board of Directors and Management Team

Deirdre Somers
Independent Non-Executive Chair

Deirdre joined the Board in October 2020 and was appointed to the role of Chair in November 2024. She is a stock market expert having served as the CEO of the Irish Stock Exchange from 2007 to 2018 and the President of FESE between 2015 and 2018. She is currently a NED and audit committee member of BlackRock iShares and Episode plc; NED of Enfusion Inc; NED and audit committee chair of Kenmare Resources plc and Chair of Cancer Trials Ireland. She is a Member/Fellow of the Institute of Chartered Accountants in Ireland since 1991. Deirdre also sits on the Company's Nomination & Remuneration Committee.

David Stevens
Chief Executive Officer

David is the Chief Executive Officer of Aquis. He joined Aquis in 2020 as Chief Revenue Officer, before becoming Chief Operating Officer in 2023 and Chief Executive Officer in 2025. David was previously the CEO of foreign exchange broker Global Reach Group and has held senior positions at Investment Technology Group and JP Morgan after beginning his career at Goldman Sachs.

Richard Fisher
Chief Financial Officer and Chief Operating Officer

Richard is the Chief Financial Officer ("CFO") and Chief Operating Officer ("COO") of Aquis Exchange PLC. He joined the Board in March 2022 and also attends the Company's ARCC and Nominations and Remuneration Committees.

Prior to joining Aquis he was the Director of Finance at Redwood Bank and has also been the Chief Accountant at RBS among other senior roles at the firm.

Alasdair Haynes
President

Alasdair Haynes is the President of Aquis Exchange PLC. He founded the business in 2012 after identifying the opportunity for providing a high-quality equities exchange differentiated from all other exchanges through the introduction of a subscription pricing model. Prior to founding Aquis, Alasdair was CEO of Chi-X Europe.

Alasdair was the CEO of Aquis Exchange PLC until he stepped down due to health reasons in February 2025, and assumed the role of President.

Fields Wicker-Miurin
Senior Independent Non-Executive Director

Fields Wicker-Miurin OBE, joined the Board in March 2022 as an INED. She is the Senior Independent Non-executive Director and chairs the Nominations and Remuneration Committee. Fields has a distinguished career with over 40 years' experience as an executive and non-executive director in financial services, including serving as CFO of the London Stock Exchange (1994-7), and serving on the board of BNP Paribas (the eurozone's largest bank) for 12 years. Fields currently serves on the board of Scor se (a leading global reinsurance company) and Monzo, and chairs both remuneration committees. She is also Deputy Chair of the Royal College of Art & Design.

Mark Goodliffe
Independent Non-Executive Director

Mark is a Non-Executive Director of the Company and Chairman of the ARCC, and also holds both roles for the Aquis Stock Exchange. He joined the Board in March 2018. Mark is the co-founder of the Cracking the Cryptic YouTube channel and was an independent Non-Executive Director and Chairman of the Audit Committee of both CME (Europe) Limited and CME Trade Repository Limited.

Board of Directors and Management Team

David Vaillant
Independent Non-Executive Director

David is a Non-Executive Director of Aquis Exchange PLC and Chairman of Aquis Exchange Europe SAS (since September 2019). He joined the board in June 2020. David is the Global Head of Finance, Strategy and Participation, and CEO for France at BNP Paribas Asset Management. He started his career as a lawyer with Skadden, before joining the French Central Bank. He then held several positions at BNP Paribas CIB/Corporate Finance, notably Head of Banking for Europe, Middle East and Africa. David is also the Chairman of International Woodland Company Holding A/S, and of Gambit Financial Solutions, as well as a board member of Baroda BNP Paribas Asset Management India Private Limited.

Dr Ruth Wandhöfer
Independent Non-Executive Director

Ruth joined the Board in March 2022 as an INED and also sits on the Company's Audit, Risk and Compliance Committee, the Nomination & Remuneration Committee and the board of its Aquis Exchange Europe subsidiary. Ruth has significant financial services, technology and regulatory experience. Following a senior executive career at Citi, she has served on a number of Boards as an INED including the London Stock Exchange Group, Digital Identity Net, Gresham Technologies and currently PTSB in Ireland. She held the Chair position of the Payment Systems Regulator Statutory Panel from 2020 to 2023, is an author, public speaker and a Visiting Professor at Bayes Business School (formerly CASS).

Philip Olm
Company Secretary

Philip Olm is the Company Secretary and General Counsel of the Company. He joined Aquis in March 2020. Prior to joining Aquis he acted as in-house counsel for a US based derivatives exchange and has many years of experience as an equity capital markets lawyer gained at UK and international law firms.

Audit, Risk and Compliance Committee Report

This report is intended to give an overview of the role and activities of the Audit, Risk and Compliance Committee ("ARCC") in assisting the Board to fulfil its oversight responsibilities relating to systems of internal control and risk management, the independence and effectiveness of the external auditor and the integrity of the Group's financial statements. It details the activities, discussions and decisions that enabled the ARCC to fulfil its responsibilities effectively during the financial year ended 31st December 2024.

Composition and meetings

The ARCC members as at 31 December 2024 were Mark Goodliffe and Ruth Wandhöfer. Deirdre Somers was a member of the ARCC until her appointment to Chair of the Aquis Board on 19 November 2024. An additional member of the ARCC is currently being considered by the Board.

The ARCC has been chaired by Mark Goodliffe, a qualified chartered accountant (ICAEW) and independent non-executive director, since June 2018. The Group considers that the ARCC members' qualifications and experience enable it to comply with the audit committee composition requirements.

The Chair, Chief Executive Officer, Chief Financial Officer, Director of Finance, Finance Executive Director, General Counsel, Head of Regulation, Head of Surveillance and Compliance Officer are standing invitees to all ARCC meetings.

The role and responsibilities of the ARCC

The ARCC was created in 2013 and the Terms of Reference ("ToR") of the ARCC follows the UK Corporate Governance Code and FRC guidance.

The Board undertakes an annual evaluation of the ToR which includes an assessment of the ARCC performance.

The principal role and responsibilities of the ARCC are:

- Financial reporting: review of the financial statements and oversight of the relationship with the external auditors and the external audit process;
- Internal audit: monitoring and reviewing the effectiveness of the Group's internal auditors and internal controls, including planning over a 3-year period the internal audit schedule and annual audit reviews;
- Risk assessment: quarterly risk assessment assessing all internal and external business risks and mitigation thereof; and
- Compliance: quarterly compliance review.

2024 Activities

The ARCC maintains a formal agenda which ensures that all matters for which the Committee is responsible are considered at each meeting. The agenda for each meeting during 2024 was determined by the key events of the annual financial reporting cycle, the risks identified by the Committee and the standing items under the ToR.

Following the external audit tender process in 2021 and the decision to appoint Forvis Mazars LLP, the ARCC has concentrated on building an effective working relationship with the external auditor, including monitoring their independence and effectiveness and has reviewed the scope of the external audit and agreed the key areas of focus. Forvis Mazars will not provide non-audit services to the Group except for the Client Money and Custody Asset Assurance Report (CASS) audit. The Forvis Mazars audit partner for the current audit is Pauline Pélissier.

In addition to maintaining the relationship with the external auditor, the ARCC discharged its responsibilities by/through the following:

- Ensured the integrity of the financial statements, including annual and half-yearly reports, preliminary announcements, and formal statements relating to financial performance;
- Reviewed and monitored the principal internal and external business risks and associated mitigative management actions on a quarterly basis. This process included a robust assessment of the emerging and principal risks by the board, as well as monitoring existing previously identified risks;
- Monitored and approved risk mitigation activity, including appropriate hedging of employee share options and management of FX risk;
- Assessed the financial risk associated with new clients and regularly reviewed the appropriateness of the financial risk management of current clients;
- Ensured financially appropriate valuations of investments in subsidiaries and other investments;
- Completed a comprehensive assessment and review of all accounting policies with particular emphasis on areas of judgement and estimates to ensure that they remain appropriate as the Group continues to grow;
- Assessed the annual ICARA;
- Considered operational risks, cybersecurity risks and technology resilience. This included an annual review of the effectiveness of risk management and internal control systems; and
- Reviewed and monitored compliance, surveillance and regulation developments on a quarterly basis.

Priorities for the 2025 financial year will include:

- Continued monitoring of key processes such as business continuity planning and risk assessment, disaster recovery and cybersecurity monitoring programmes;
- Monitoring and reviewing the progress of the strategic plan activities and the associated risks to the delivery of the plan;
- Monitoring the quality and effectiveness of the support services provided to AQEU and AQSE across all departments;
- Monitoring the progress of any management actions recommended by Forvis Mazars within their letter to Those Charged with Governance;
- Continuing to assess the impact of developments in accounting standards and the related implementation;
- Continuing to monitor compliance, surveillance and regulatory developments, including any UK/EU regulatory divergence and the implications of it on the business; and;
- Continuing to monitor progress on the key projects of the Group.

Nomination & Remuneration Committee Report

The Board has brought together the responsibilities of both nominations and remuneration matters in one committee to ensure Aquis is in a strong position to attract, motivate and retain the best talent for the Group in a competitive and dynamic environment. The Board recognizes that Group performance depends on both individual and team contributions. Its approach is to encourage and reward sustainable financial performance, innovation and growth in shareholder value over the longer term.

The Board has delegated authority to the Nomination and Remuneration Committee (NRC) to prepare proposals to the Board on key matters relating to nomination and governance topics, and all director-level remuneration topics. The Senior Independent Director is the Chair of the Nominations and Remuneration Committee. All members of the NRC are independent. The NRC is advised by an independent external remuneration consultancy (FIT Remuneration Consultants) and has the authority to commission external expertise whenever required.

Within its Nomination remit, the NRC ensures that the Board has the right composition of skills, expertise and diversity in its directors and is the right size to conduct its responsibilities effectively. The NRC reviews the composition and remits of Board committees (Audit, Risk & Compliance, and the NRC). It makes proposals to the Board for any desired changes in composition or remit and keeps under review succession planning. The NRC also supports the boards of the subsidiary companies (AQSE and AQEU) in their composition assessments to ensure they are well-equipped to fulfil their roles. Regarding executive nomination matters, the NRC has sight over the development and performance of both the Executive Directors (EDs) and the members of the Executive Committee. It keeps under review further talent development and succession planning.

The NRC consults an external reviewer to conduct a board performance review. The work undertaken by the external reviewer would provide an external view on the matters discussed annually during internal review. The last external review was undertaken in 2020/21, the timing of the next external assessment is being considered by the Board.

More broadly, the NRC reviews the development of talent throughout the company, keeps a watching brief on employee engagement, learning, development and well-being as well as diversity and inclusion. The Committee regularly invites the Head of Human Resources to present matters regarding Aquis employees. Reflecting its interest in talent development, the NRC is consulted on senior appointments across the businesses and in particular appointments to the Executive Committee.

The Board is committed to equality and diversity throughout the Group and seeks to attract and retain a diverse and talented workforce through appropriate recruitment and selection processes and through monthly monitoring and communication of the actions resulting from the regular Pulse surveys. During 2024 Glenn Collinson acted as the Board employee representative, until his departure in November. A replacement representative is currently being considered by the Board. The Group has a Diversity and Inclusion policy which is set out in more detail in the Strategic Report on pages 18 to 19.

The Group uses specialist recruitment agencies for all recruitment opportunities for the Board and employees. There were no additions to the Board or subsidiary companies during 2024. Roles are also advertised on the Aquis website and the NRC provides oversight to ensure that the recruitment process is aligned to Aquis' policies on equality and diversity.

In fulfilling its Remuneration responsibilities, the NRC makes proposals to the Board regarding the Group's remuneration philosophy, principles and policy as they apply to both Executive and Non-Executive Directors. In particular, the NRC reviews and makes proposals to the Board regarding the EDs in relation to 1) the structure of their total remuneration packages; 2) the levels of their fixed salaries and any related benefits (e.g. pensions and health insurance); 3) their performance objectives for their annual bonus; 4) the assessment of their performance and their resulting annual bonus; and 5) their long-term incentive plans, including any Aquis share or option awards under the plans.

As part of its role to set performance objectives and then to review performance outcomes, the NRC receives input from the Audit, Risk and Compliance Committee with regard to financial outcomes, compliance with regulations and ensuring that objectives and rewards do not create risk outside of the Group risk appetite.

The NRC also reviews the structure of remuneration throughout the Group to assure itself that the principles applied are consistent with the philosophy and principles of remuneration applied to the Executive Directors.

In addition, the NRC reviews and makes proposals to the Board on the remuneration structure and levels of fees for Non-Executive Directors (NEDs).

Directors’ Nomination and Remuneration Report

Annual Statement

Dear Shareholder,

I am pleased to present, on behalf of the Board of Directors as Chair of the NRC, the Directors' Remuneration Report for the year ended 31 December 2024. This report is set out in three sections and includes:

I. this Annual Statement which sets out a summary of the work of the NRC and the key decisions taken in 2024;

II. our Directors' Remuneration Policy ('Policy') which sets out the framework within which our Executive Directors are compensated; and

III. the Annual Report on Remuneration which sets out details of the payments and awards made to the Directors for 2024 and summarises how we intend to operate our Policy in 2025.

We will present a single remuneration-related resolution covering the whole Directors' Remuneration Report at the 2025 AGM. This resolution will be subject to an advisory shareholder vote.

Business context – summary of the year

2024 was a year of consolidation and strategic progress for Aquis, with gross revenues broadly flat at £23.8m (2023: £23.7m) and adjusted PBT decreasing by £4.1m to £1.1m due to increased credit provisions against two technology contracts as well as the non-renewal of a contract with a start-up exchange.

Results were strong in the Markets division, where the total market share grew to 5.22% and the introduction of conditional orders contributed to increasing trading volumes in Aquis' dark pool products.

The Technologies division remains focused on diversifying its client mix, with a particular focus on national exchanges and central banks. Pleasingly, the pipeline grew significantly over the period and more than half of the late-stage prospects now sit in this category.

The Aquis Stock Exchange registered a record year for secondary fundraisings since acquisition and a 21% increase in the value of trading against a difficult backdrop for primary listings in the UK.

Proposed Offer for Aquis Exchange

On 11 November 2024, the boards of directors of Aquis and SIX announced that they had reached agreement on the terms of a recommended cash offer to be made by SIX for the entire issued and to be issued share capital of Aquis, to be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act. On 27 November 2024, Aquis published a circular in relation to the Scheme and shareholders and on 20 December 2024, the requisite majorities of shareholders voted in favour of the SIX offer. Subject to the satisfaction of the outstanding conditions to the SIX offer, completion is expected to be in Q2 2025.

This remuneration report has been prepared in this context, prior to deal completion, and sets out pay outcomes for 2024 and the approach to pay in 2025.

Board changes

Jonathan Clelland retired from the Board at the 2024 AGM and continued as an employee for the rest of the year.

On 19 November 2024, Glenn Collinson stepped down as Non-Executive Chair and as a Director of Aquis. Glenn was paid his fee as Chair until the date of his departure from the Board. Deirdre Somers took on the role of Non-Executive Chair, from which date she has been paid the Chair fee. Upon appointment as Chair, Deirdre stepped down from the Audit, Risk & Compliance Committee.

On 17 February 2025, after the year end, we announced that Alasdair Haynes had informed the Board of his decision to step back from the day-to-day running of the business for health reasons. We appointed him as President of the Group. Subject to shareholder approval, Alasdair becomes a Non-Independent Non-Executive Director of the Company, where he acts as senior counsel to the management team, supports with strategic evolution and continues to be an ambassador of the Group. In addition, he continues as Chief Executive Officer of the Aquis Stock Exchange division.

On the same day, the Board appointed David Stevens, Chief Operating Officer, as Chief Executive Officer and a Director of the Company, subject to regulatory approval. In accordance with the Articles of Association of the Company, David will retire at the next annual general meeting and shall seek shareholder approval for his re-appointment at the meeting.

Directors’ Nomination and Remuneration Report (contd)

Aquis' Chief Financial Officer, Richard Fisher, assumed the joint responsibilities of both Chief Financial Officer and Chief Operating Officer from 17 February 2025.

All Board changes are subject to shareholder approval at the next annual general meeting.

2024 Annual Bonus Outcomes

The Committee applied the Executive Directors' Remuneration Policy consistently for the year 2024 when considering the remuneration outcomes for the three Executive Directors who were on the Board for part or all of the year.

The annual bonus for the year ending 31 December 2024 was based on Group revenue (49.0%), Group Profit Before Tax (21.0%) and strategic, non-financial objectives (30%). Group gross revenue of £23.8m was above threshold, however net revenue of £20.1m and Group adjusted PBT* of £1.1m were both below the threshold targets set by the Committee and therefore no bonus became payable against the financial elements of the bonus scheme.

Under the strategic, non-financial element of the bonus, Alasdair Haynes received a bonus of 21.8% of salary and Richard Fisher received a bonus of 21.4% of salary. Details of the objectives and their achievement are set out in the Annual Report on Remuneration.

Jonathan Clelland was a participant in the 2024 annual bonus plan for the part of the year he was employed as an Executive Director and as a Strategic Advisor thereafter on a pro-rate basis. Jonathan received a total bonus of £12,555. His previous share awards vested on a pro rata basis on cessation and he was not granted any share awards in 2024.

In addition to reviewing performance against the specific targets set under the annual bonus and long-term incentive arrangements, the NRC takes into account the context of the underlying performance of the business and the experience of our stakeholders.

The NRC was satisfied that the overall results reflected the strong performance of the Group and of the Executive Directors and therefore no discretion was used to adjust the formulaic outcomes under the incentive arrangements.

Vesting of Options

In 2022, Alasdair Haynes, Jonathan Clelland and Richard Fisher were granted awards of restricted shares, which are due to vest in April and June 2025. These awards were subject to an underpin measured during the period 1 January 2022 to 31 December 2024. The Committee has considered the underpin and assessed that the long term value it sought to encapsulate has been achieved; accordingly, it intends to approve the vesting of these awards.

*Alternative performance measures have been used to exclude the impact of the Recommended Offer.

Executive Director Remuneration in 2025

Fixed salaries

As a result of the changes to the Executive Directors' roles as set out above, the Committee considered base salary positioning carefully and the following salaries became effective from 18 February 2025.

- David Stevens £310,000
- Richard Fisher £300,000

David Stevens' salary has been set at the same salary as his predecessor's base salary to reflect his new role as Chief Executive Officer. Richard Fisher's base salary has been increased from £267,500 to £300,000 which takes into account his increased responsibilities as Chief Operating Officer.

2025 Annual Cash Bonus

The maximum annual cash bonus opportunities have been revised so that the CEO's maximum opportunity is 80% of salary (compared to a previous CEO maximum of 120% of salary). The bonus opportunity will remain at 80% for the CFO/COO. The objectives will be based on a mix of financial (net revenue and PBT) and non-financial objectives relating to deal success, leadership and strategic progress. If the completion with SIX takes place during the year, an assessment of performance will be undertaken at the time and any bonus earned would be pro rated.

2025 Long Term Incentive award

Our recent practice has been to grant premium priced options (PPOs) under the Aquis Exchange Executive Share Option Plan (AEESOP). Given that the share price has tracked the proposed takeover price since the deal announcement, granting PPOs when no further movement in the share price is expected is no longer viable.

As a result, the Committee intends to grant restricted share awards to all employees which is consistent with the approach taken prior to the introduction of PPOs.

The award level for the CEO and CFO/COO will be 70% of salary and will be subject to an underpin such that vesting is conditional on the underlying profit before tax for the financial year ended 31 December 2025 (or portion thereof) (excluding the impact of any exceptional costs associated with the Offer and the impact of any revenue recognition timing as a result of IFRS15 relating to technology contracts) is equal to or greater than 90% of the budgeted profit approved by the Board for that year (or period thereof).

No award will be made to the President.

In the event of deal completion, the restricted share awards would vest on completion and will be earned on a pro rata basis.

2024 was an eventful and important year for Aquis. At the Board level, we saw changes in our Chair and executive directors, all business lines delivered steady results in a difficult market, and management worked successfully to progress the cash offer for Aquis by SIX that was wholeheartedly approved by our shareholders. I would like to thank our shareholders for your valued support of our remuneration policies and their implementation.

Fields Wicker-Miurin
Nomination and Remuneration Committee Chair

11 April 2025

Directors’ Remuneration Policy

Directors' Remuneration Policy

The Directors' Remuneration Policy was amended in 2023 following an extensive shareholder consultation exercise undertaken at the beginning of the year.

Last year, the Policy for non-executive directors was amended to include company shares as part of their annual fee, along with a requirement that each non-executive invest an additional proportion of his/her fee in Aquis shares. However, given the announcement of the Recommended Offer during the period, it was not practicable at this time and was not implemented in 2024.

In 2025, we are proposing to make the following amendments which reflect the proposed offer for Aquis and the change in roles at Executive Director level.

1. PPOs will be replaced by an award of restricted shares (options with a 10p exercise price) - this reflects the current share price being fixed at the recommended takeover price
2. The bonus opportunity for the CEO being reduced to 80% of salary following the change in Chief Executive Officer.

The rationale for these changes is set out in detail in the Annual Statement on page 48.

The table below provides a summary of the proposed Remuneration Policy for Executive Directors:

Element	Base salary
Purpose	Recruit and retain executives of a high calibre. Reflect an individual's experience, role and performance. Prevent unnecessary risk taking.
Operation	Salaries are paid monthly. They are reviewed annually and normally fixed for 12 months commencing 1 January. In deciding appropriate levels, the Board considers: • the role, experience, responsibility & performance of the individual; • increases applied to the broader workforce; and • relevant market information for similar roles in two universes of peers, both companies of a similar market cap size and companies that are closest to Aquis in terms of business model and competition for talent, and • the performance of the company. The Board considers the impact of any salary increase on the total remuneration package prior to awarding any increases
Maximum	There is no maximum. The Board is guided by average increases across the workforce. However, higher % increases may be awarded on occasion, for example (but not limited to): • Where an individual is promoted or has been recruited on a below market rate; or • In relation to a change in size, scale or scope of an individual's role or responsibilities or in the size or complexity of the business or where salaries have fallen significantly below mid- market levels.
Performance	NRC reviews the salaries of Executive Directors each year taking due account of all the factors described in the ‘Operation’ and ‘Maximum’ columns of this table.

Element	Benefits
Purpose	Recruit and retain executives of a high calibre
Operation	Benefits may include: • Medical and life insurance; • Executive Directors are also eligible to participate in any all-employee HMRC tax advantaged share schemes, on the same basis as other employees; • Relocation or related expenses may be offered including tax equalisation to ensure the executive is no better or worse off; • Executive Directors may be offered other benefits if considered appropriate and reasonable by the NRC.
Maximum	There is no maximum as costs may vary in accordance with market conditions. HMRC tax- advantaged limits will apply in accordance with share scheme rules.
Performance	N/A

Directors' Remuneration Policy (contd)

Element	Annual cash bonus
Purpose	To incentivise the achievement of annual financial and/ or strategic business targets, appropriately stretching, in line with shareholder interests.
Operation	Participation in the bonus plan is at the discretion of the Board. Bonus payment is determined after the year end, based on performance against targets set at the start of each year. For Executive Directors, bonus payments are normally paid in the April after year end and after the announcement of the financial results for the year. Bonus payments are subject to recovery and withholding provisions in the event of financial misstatement, error or gross misconduct, see below for more details.
Maximum	An overall maximum of 80% of salary applies to the CEO and CFO/COO and 60% of salary for the President.
Performance	Performance metrics are selected annually based on the Group's financial and strategic objectives. The bonus will be based on the achievement of an appropriate mix of challenging financial, strategic or personal targets, tailored each year to reflect business priorities. Outcomes will be based on the achievement of a mix of financial and non-financial measures. Nothing is payable for performance below a minimum level of performance. The metrics, and proportion of bonus that can be earned against each metric, will be disclosed in the Annual Report on Remuneration each year for the outcome year. The calculation of the annual bonuses from the actual performance achieved against each bonus target will be described retrospectively each year in the Annual Report on Remuneration.

Element	Long Term Incentives
Purpose	To incentivise Executive Directors and senior executives to achieve successful execution of business strategy over the longer term. To align the interests of the Executives, senior staff and shareholders. To encourage long- term retention.
Operation	Participation and individual award levels will be determined annually at the discretion of the Board within the Policy. Awards are normally granted annually in the form of premium priced options under the Aquis Exchange Executive Share Option Plan (AEESOP) or restricted share awards under the Aquis Exchange Omnibus Share Plan. Award levels will be subject to the individual limit and will take into account matters such as market practice, overall remuneration, and the performance of both the Group and the Executive being granted the award. Awards normally vest after three years subject to continued employment. A holding period will apply under which all Executive Directors are required to retain their net of tax vested awards for two years post vesting. Awards are subject to recovery and withholding provisions – see below for more details
Maximum	Maximum grant at a fair value level of 125% of salary in the form of premium priced options over shares for current Executive Directors. The value of the 2025 restricted share award level will be equal to 70% of salary for the CEO and CFO/COO.
Performance	Awards will normally vest three years after grant subject to continued employment. PPOs - the performance condition that applies is a premium of at least 25% premium to the share price at the date of the grant. Restricted shares - awards may be subject to an underpin.

Directors' Remuneration Policy (contd)

Element	Shareholding guidelines
Purpose	To align the interests of management and shareholders and promote a long-term approach.
Operation	Policy for all Executive Directors on shareholding is that in the medium-term each will be expected to build up and hold their own shareholding in the Company to a value of at least 200% of their base salary in line with market practice in this area. Award levels will be subject to the individual limit and will take into account matters such as market practice, overall remuneration, and the performance of both the Group and the Executive being granted the award. The Board also operates a formal post-cessation shareholding policy in the light of the provisions of the UK Corporate Governance Code. It is the Group's policy that good leavers' share awards should vest where applicable subject to a pro rata reduction. Thereafter, such vested share awards for good leavers will still also be subject to the 2-year holding period and the same associated withholding and recovery conditions as for those not leaving. Vested share awards for good leavers that are still within the 2-year holding period will continue to be held to the end of that holding period. The Group believes that these post leaving conditions provide sufficient shareholder protection whilst not risking unfairly penalising good leavers by forcing a further holding period for shares released from vested awards first granted more than 5 years ago or for shares acquired independently from the Group's share plans with good leavers' own resources.
Maximum	N/A
Performance	N/A

Element	Non- Executive Chair and Non- Executive Directors' fees
Purpose	To attract and retain a high- quality Chair and experienced Non-Executive Directors.
Operation	The Non-Executive Chair receives a single fee covering all her duties. The Non-Executive Directors receive a basic fee and additional fees payable for being the Senior Independent Director, chairing or being a member of the Audit, Risk & Compliance or the Nomination & Remuneration Committees, or the Group's Regulated Subsidiary Boards and their committee. The level of fees of the Non- Executive Directors reflects the time commitment and responsibility of their respective roles. In exceptional circumstances, additional fees may be payable to reflect a substantial increase in time commitment of the Non- Executive Chair or Directors.
Maximum	There is no maximum. Any increase to fees, however, will be considered in light of the expected time commitment in performing the roles, increases received by the wider workforce and market rates in comparable companies.
Performance	Neither the Non- Executive Chair nor the Non-Executive Directors are eligible for any performance-related remuneration.

Directors' Remuneration Policy (contd)

Consideration of employment conditions elsewhere in the Group

Whilst the NRC does not consult directly with employees on the Directors' Remuneration Policy, the NRC does receive periodic updates regarding salary increases and remuneration arrangements across the Group. This is borne in mind when determining the Remuneration Policy and payments for the Executive Directors.

Bonus and incentive plan discretions

The Group will operate the Annual Cash Bonus Plan and Aquis Exchange Executive Share Option Plan according to their respective rules and in accordance with the AQSE Rules, AIM Rules and HMRC rules, where relevant. The Board, consistent with market practice, retains discretion over a number of areas relating to the operation and administration of these plans, albeit the level of award is restricted as set out in the policy table above. These include (but are not limited to) the following:

- Who participates in the plans;
- The timing and form of grant of award and/or payment (including what performance conditions or underpins may apply);
- The size of an award and/or a payment (including application of holding periods);
- Discretion relating to the measurement of performance in the event of a change of control or other corporate events;
- Determination of a good leaver (in addition to any specified categories) for incentive plan purposes based on the rules of each incentive plan and the appropriate treatment chosen including timing of when the award may vest and whether time pro-rating will apply;
- Adjustments required in certain circumstances (e.g. rights issues, corporate restructuring, on a change of control and special dividends);
- The ability to adjust existing performance conditions and underpins for exceptional events, including any M&A activity so that they can still fulfil their original purpose whilst being no less stretching; and
- Application of recovery and withholding provisions, including treatment of awards pending disciplinary proceedings (see further below).

Recruitment and Promotion Policy

The remuneration package for a new Executive Director will be established in accordance with the Directors' Remuneration Policy subject to such modifications as are set out below.

Directors' service contracts terms

The Group contract term policy is to establish Executive Directors' notice period of 6 months in line with market norms. The Non-Executive Directors' letters of appointments are subject to annual approval at the AGM.

All Directors' service contracts and letters of appointment are available for inspection from the Company Secretary on request.

Salary levels for Executive Directors will be set in accordance with the Remuneration Policy, taking into account the experience and calibre of the individual and their existing remuneration package. Benefits will generally be provided in line with the Policy, with relocation or other related expenses provided for if necessary. A pension contribution or cash in lieu in line with the pension contributions provided to the majority of the workforce may be offered.

The outcome of variable pay elements of Executive Directors will be in accordance with the Policy detailed above. The maximum variable pay opportunity will be as set out in the Remuneration Policy table. Different performance measures may be set initially for the annual cash bonus in the year of joining, taking into account the responsibilities of the individual, and the point in the financial year that he or she joined the Board. The bonus will be pro-rated to reflect the proportion of the financial year served. An Executive Share Option award can be made shortly following an appointment (assuming the Group is not in a close period).

In the case of external recruitment, if it is necessary to buy out incentive pay or benefit arrangements (which would be forfeited on leaving the previous employer), this may be provided, taking into account the form (cash or shares), timing and expected value (taking into account the likelihood of meeting any existing performance criteria) of the remuneration being forfeited.

Replacement share awards, if used, may be granted using the Group's existing share plans to the extent possible, although awards may also be granted outside of these schemes if necessary and as permitted under the AQSE Rules and/or AIM Rules. The intent of any such award would be to ensure that, as far as possible, the expected value and structure of the award will be no more generous than the amount forfeited.

In the case of an internal recruitment, any outstanding variable pay awarded in relation to the previous role will be allowed to pay out pro rata according to its terms of grant or adjusted as considered desirable to reflect the new role.

Service Contracts and Payments for Loss of Office

The Group's policy is to have service contracts for Executive Directors that continue indefinitely unless determined by their notice period. Under the Executive Directors' service contracts and, in line with the policy for new appointments, no more than 6 months' notice of termination of employment is required by either party.

For Executive Directors, the Group may, in its absolute discretion, at any time after notice is served by either party, terminate a Director's contract with immediate effect by paying an amount equal to base salary for the then unexpired period of notice plus the fair value of contractual benefits subject to the deduction of tax.

An Executive Director's service contract may be terminated without notice for certain events such as gross misconduct or a serious breach of contract. No payment or compensation beyond salary (and the value of holiday entitlement) accrued up to the date of termination will be made if such an event occurs. Any statutory payments required by law will be made.

All letters of appointment for Non-Executive Directors with the Group are for an annual renewable period. Appointments may be terminated with three months' notice. The appointment letters for the Chair and Non-Executive Directors provide that no compensation is payable on termination, other than accrued fees and expenses.

Recovery (Clawback) provisions for Executive Directors in the Annual Cash Bonus Plan

For Executive Directors only, the Board may, in the exceptional circumstances defined below, decide to Clawback annual cash bonus payments.

The Board may decide at any time prior to the second anniversary of the date on which annual cash bonuses are paid, that the individual to whom the annual cash bonus was paid shall be subject to Clawback.

The circumstances which may give rise to the application of Clawback are, for any period from Financial Year 2020 onwards:

a. material misstatement of financial results; or

b. miscalculation of bonus as a result of an error, or inaccurate or misleading information or assumptions; or

c. serious misconduct that warrants or could have warranted summary dismissal; or

d. the Group becomes insolvent or is put into administration; or

e. circumstances which in the Board's opinion have (or would have if made public) a sufficiently significant impact on the reputation of the Group; or

f. a serious failure of risk management within the Group.

Change of Control provisions for Executive Directors in Aquis Exchange Executive Share Option Plan

In the event of a change of control, unvested share awards shall normally vest on the date of such event, subject to the application of any time pro-rating as may be determined by the Board.

Directors' Remuneration Policy (contd)

Good Leaver (including Retirement) provisions for Executive Directors in Aquis Exchange Executive Share Option Plan

If prior to vesting of any shares, an individual ceases to be a director or employee of the Group by reason of death, injury or disability, retirement, the participant's employing company or employing part of a business being sold out of the Group, or for any other good leaver reason that the Board determines, then his/her awards shall vest on leaving, but the Board will apply a pro rata reduction to vested awards based on the portion of the vesting period that has elapsed.

Withholding (Malus) and Recovery (Clawback) provisions for Executive Directors in Aquis Exchange Executive Share Option Plan

The Board may decide: (i) at any time prior to the date on which an award vests that an unvested award is subject to Malus; and/or (ii) at any time prior to the second anniversary of the date on which an award vests, that the individual to whom the award was granted shall be subject to Clawback. The Board may apply Malus or Clawback if it forms the view that one or more of the circumstances envisaged in (a) to (f) of the provisions established for the Annual Cash Bonus (listed above) applies; and it is, in the Board's opinion, appropriate.

Annual Report on Remuneration

The information in this section of the Directors' Remuneration Report includes details, firstly, of how we intend to operate the Remuneration Policy in 2025 and, secondly, details of the pay outcomes in respect of the 2024 financial year.

Implementation of Remuneration Policy in 2025

Fixed salaries

As a result of the changes to the Executive Directors' roles as set out above, the Committee considered base salary positioning carefully and the following salaries became effective from 18 February 2025.

- David Stevens £310,000
- Richard Fisher £300,000

Executive Directors' Benefits and Pension

The Executive Directors' remuneration packages include medical and life assurance and a contribution to pension at 5% of salary (in line with the wider workforce rate). David Stevens also receives a travel allowance of £2,000pcm.

Executive Directors' 2025 Annual Cash Bonus Plan

For David Stevens and Richard Fisher, the maximum bonus opportunity for 2025 will be capped at 80% of base salary.

The objectives will be based on a mix of financial (net revenue and PBT) and non-financial objectives relating to deal success, leadership and strategic progress. If the completion of the SIX Offer takes place during the year, an assessment of performance will be undertaken at the time and any bonus earned would be pro rated.

Executive Directors' long-term incentives

The Committee intends to grant restricted share awards to all employees which is consistent with the approach taken prior to the introduction of PPOs.

The award level for the CEO and CFO/COO will be 70% of salary and will be subject to an underpin such that vesting is conditional on the underlying profit before tax for the financial year ended 31 December 2025 (or portion thereof) (excluding the impact of any exceptional costs associated with the Offer and the impact of any revenue recognition timing as a result of IFRS15 relating to technology contracts) is equal to or greater than 90% of the budgeted profit approved by the Board for that year (or period thereof).

No award will be made to the President.

In the event of deal completion, the restricted share awards would vest on completion and will be reduced on a pro rata basis.

Annual Report on Remuneration (contd.)

STRATEGIC REPORT

Single figure of total remuneration for Directors

The following tables present all elements of remuneration earned by the Directors in respect of 2024 (and 2023).

2024 Audited

Long term incentive benefits in 2024 for the Executive Directors represent the Fair Value of the Aquis Exchange Executive Share Option Plan.

Director	Salary/ Fees	Pension Contributions	Taxable benefits[5]	Fixed	Performance Bonus Actual[4]	Long-Term Incentives[6]	Total
Executive Directors [1]							
Alasdair Haynes	310,000	18,500	9,905	338,405	67,425	248,000	653,830
Richard Fisher	267,500	15,125	2,450	285,075	57,178	187,250	529,503
Jonathan Clelland [2]	21,933	4,387	8,704	35,024	12,555	-	47,579
Non-Executive Directors							
Glenn Collinson [2]	76,000	-	-	-	-	-	76,000
Mark Goodliffe	67,438	-	-	-	-	-	67,438
Deirdre Somers [3]	59,973	-	-	-	-	-	59,973
David Vaillant	60,984	-	-	-	-	-	60,984
Fields Wicker-Miurin	67,438	-	-	-	-	-	67,438
Ruth Wandhöfer	62,889	-	-	-	-	-	62,889

(1) David Stevens was appointed as CEO in February 2025 and so did not receive any award in 2024 as an Executive Director

(2) Jonathan Clelland retired from the Board in April 2024 and Glenn Collinson stepped off the Board in November 2024.

(3) Deirdre Somers assumed the role of Chair from November 2024.

(4) The detailed calculation of the performance bonus is described in the section on 2024 annual cash bonus below.

(5) Taxable benefits comprise medical and critical illness.

(6) The long term incentive value includes the value of the premium priced share option awards made to Alasdair Haynes (£248,000) and Richard Fisher (£187,250). Jonathan Clelland did not receive a PPO award in 2024. For the purposes of this table the fair value of the premium priced share option awards on date of issue has been included.

2023 Audited

Long term incentive benefits in 2023 for the Executive Directors represent the Fair Value of the Aquis Exchange Executive Share Option Plan.

Director	Salary / Fees	Pension Contributions	Taxable benefits[2]	Fixed	Performance Bonus Actual	Long-Term Incentives[3]	Total
Executive Directors							
Alasdair Haynes	280,000	14,000	7,955	301,955	131,046	210,000	643,001
Richard Fisher	250,000	12,465	2,085	264,550	96,591	162,500	523,641
Jonathan Clelland	263,200	13,160	9,558	285,918	100,375	171,080	557,373
Non-Executive Directors							
Glenn Collinson	78,750	-	-	-	-	-	78,750
Mark Spanbroek[1]	15,346	-	-	-	-	-	15,346
Mark Goodliffe	63,750	-	-	-	-	-	63,750
Deirdre Somers	48,750	-	-	-	-	-	48,750
David Vaillant	60,000	-	-	-	-	-	60,000
Fields Wicker-Miurin	63,750	-	-	-	-	-	63,750
Ruth Wandhöfer	58,750	-	-	-	-	-	58,750

(1) Mark Spanbroek retired from the Board in April 2023.

(2) Taxable benefits comprise medical and life insurance.

(3) The long term incentive value includes the value of the premium priced share option awards made to Alasdair Haynes (£210,000), Richard Fisher (£162,500) and Jonathan Clelland (£171,080). For the purposes of this table the fair value of the premium priced share option awards on date of issue has been included.

Executive Directors' 2024 annual cash bonus

In 2024, all three executive directors had the same Group financial performance objectives, which accounted for 70% of the weighting of objectives.

Revenue and PBT outcomes for 2024 were below the threshold targets set and therefore no bonus was payable against the financial elements of the bonus scheme.

Metric	Threshold	Target	Max	Act Res	Bonus outcome (% of max)
Group Net Revenue	£23.49m	£26.10m	£30.02m	£20.1m	0%
Adjusted Profit Before Tax	£4.8m	£6.0m	£7.80m	£1.1m	0%

Annual Report on Remuneration (contd.)

The strategic, non-financial, individual objectives for Alasdair Haynes, Richard Fisher and Jonathan Clelland reflected their specific individual responsibilities for the Group. Performance against them was as follows:

- Alasdair Haynes received a weighted total outcome of 125% for his strategic, non-financial objectives of leadership, management team development, ESG and brand, with significant outperformance in the areas of leadership and brand.
- Richard Fisher received a weighted total outcome of 150% for his strategic, non-financial objectives of management team development, ESG, leadership, risk management and investor relations, with significant outperformance in the areas of leadership and investor relations.
- Jonathan Clelland received a weighted total outcome of 100% for his strategic, non-financial objectives of leadership and strategic plan initiatives, for the time during which he was an Executive Director.

Accordingly, 2024 annual cash bonuses were as follows:

- Alasdair Haynes - 21.75% of salary (£67,425)
- Richard Fisher - 21.38% of salary (£57,178)
- Jonathan Clelland - 13.5% of annualized salary (£12,555)

Executive Directors' long term share awards vesting during 2024 and 2025

Restricted shares were granted in April 2021 and the performance underpins attached were measured over the period 1 January 2021 to 31 December 2023. The NRC assessed performance against each of the underpins and determined that all of the thresholds had been met and that the award could therefore vest in full. The award vested in April 2024 and is subject to a two-year post-vesting holding period.

The restricted share awards granted to Executive Directors in April and June 2022 are due to vest during 2025. These awards were subject to an underpin measured during the period 1 January 2022 to 31 December 2024. The Committee has considered the underpin and has exercised its discretion and assessed that the long term value it sought to encapsulate has been achieved. Therefore these awards will vest in April and June 2025.

Full details on the vesting status of all share plan awards for the Executive Directors are set out in the Outstanding Share Plan awards table below.

Executive Directors' Awards in 2024 under the Aquis Exchange Executive Share Option Plan

On 18 April 2024, Alasdair Haynes was granted 334,450 and Richard Fisher 252,523 premium priced option awards under the Aquis Exchange Executive Share Option Plan ('AEESOP').

These awards are valued at £4.80, which is a 25% premium to the one month historic average Aquis Exchange PLC share price at the date of issue. These awards represent 80% fair value of base salary for Alasdair Haynes, and 70% fair value of base salary for Richard Fisher.

Outstanding Share Plan awards

Details of all outstanding awards under all Share Plans for the Executive Directors are set out below.

Director	Type of award	Award date	Share (or RSP/PPO Option Exercise) Price at grant	Unvested at 1 Jan 2024	Awarded during the year	Lapsed during the year	Options vested during the year	Unvested at 31 Dec 2024	Earliest date shares from most recent award could be acquired	Latest date shares from most recent award could be acquired
Alasdair Haynes	Aquis Omnibus Share Plan 2020	30th Apr 2021	£0.10	23,723	-	-	23,723	-	30th Apr 2024	29th Apr 2031
	Aquis Omnibus Share Plan 2020	29th Apr 2022	£0.10	33,163	-	-	-	33,163	29th Apr 2025	28th Apr 2032
	Aquis Exchange Executive Share Option Plan 2022	26th Apr 2023	£5.04	276,680	-	-	-	276,680	26th Apr 2026	25th Apr 2030
	Aquis Exchange Executive Share Option Plan 2022	18th Apr 2024	£4.80	-	334,450	-	-	334,450	18th Apr 2027	17th Apr 2031
Richard Fisher	Aquis Omnibus Share Plan 2020	30th Apr 2021	£0.10	6,204	-	-	6,204	-	30th Apr 2024	29th Apr 2031
	Aquis Omnibus Share Plan 2020	29th Apr 2022	£0.10	18,367	-	-	-	18,367	29th Apr 2025	28th Apr 2032
	Aquis Omnibus Share Plan 2020	30th Jun 2022	£0.10	10,449	-	-	-	10,449	30th Jun 2025	29th Jun 2032
	Aquis Exchange Executive Share Option Plan 2022	26th Apr 2023	£5.04	214,097	-	-	-	214,097	26th Apr 2026	25th Apr 2030
	Aquis Exchange Executive Share Option Plan 2022	18th Apr 2024	£4.80	-	252,523	-	-	252,523	18th Apr 2027	17th Apr 2031
Jonathan Clelland	Aquis Omnibus Share Plan 2020	30th Apr 2021	£0.10	22,299	-	-	-	22,299	30th Apr 2024	29th Apr 2031
	Aquis Omnibus Share Plan 2020	29th Apr 2022	£0.10	31,173	-	4,266	-	26,907	29th Apr 2025	28th Apr 2032
	Aquis Exchange Executive Share Option Plan 2022	26th Apr 2023	£5.04	-	225,402	105,297	-	120,105	26th Apr 2026	25th Apr 2030

Annual Report on Remuneration (contd.)

Directors' shareholdings and share interests

The following table summarises the shareholdings and share interests of the Directors at 31 December 2024.

Director	Shares	Options vested but not exercised	SIP	Total
Executive				
Alasdair Haynes	1,351,551	270,315	11,549	1,633,415
Richard Fisher	-	6,204	6,146	12,350
Jonathan Clelland	547,401	145,327	12,812	705,540
Non-Executive				
Glenn Collinson	32,003	-	-	32,003
Fields Wicker-Miurin	2,450	-	-	2,450
Ruth Wandhöfer	747	-	-	747

The shareholdings and share interests above do not take account of any allotted under the Aquis Exchange Omnibus Share plan granted during 2022 or under the Aquis Exchange Executive Options Share Plan granted during 2023 and 2024 which will vest with effect from 2025 onwards.

The options vested amounts above are EMI 2018 and 2020, and RSP 2020 and 2021.

Other information about the NRC

The membership of the NRC during 2024 was as follows:

- Fields Wicker-Miurin, Chair
- Glenn Collinson (stepped down in November 2024)
- Deirdre Somers
- Ruth Wandhöfer (appointed in November 2024)

The NRC members have no personal financial interest in matters to be decided, no potential conflicts of interests arising from cross directorships and no day-to-day involvement in running the business. The Non-Executive Directors are not eligible for pensions and do not currently participate in the Group's cash bonus or share schemes.

By invitation of the NRC, meetings are attended by the Company Secretary (who acts as Secretary to the Committee), the Head of Human Resources and the Executive Directors, who are consulted on matters discussed by the Committee. Advice or information is also sought from other employees where the NRC feels that such additional contributions will assist the decision-making process.

The Committee is authorised to take such internal and external advice as it considers appropriate in connection with carrying out its duties, including the appointment of its own external remuneration advisers. During the year, the committee was assisted in its work by FIT Remuneration Consultants LLP. FIT's fees for advice provided to the NRC during 2024 were £27,508.59 covering general advice on remuneration on matters including the potential benchmarking of Executive Directors' salaries. FIT also provides advice on Non-Executive Directors' fees but other than this does not provide any other services to the Group. The NRC is satisfied that FIT provides independent and objective remuneration advice. FIT is a signatory to the Code of Conduct for Remuneration Consultants in the UK, details of which can be found on the Remuneration Consultants Group's website at www.remunerationconsultantsgroup.com.

2024 AGM Remuneration Resolution Voting Outcome

	For	Against	Withheld
Directors'	99.94%	0.06%	-
Remuneration Report	99.61%	0.39%	275,000

On behalf of the Board and the Nomination & Remuneration Committee.

Fields Wicker-Miurin
Chair, Nomination & Remuneration Committee

11 April 2025

Independent auditor's report to the members of Aquis Exchange PLC

FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Aquis Exchange PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2024 which comprise the Consolidated and company statements of comprehensive income, the Consolidated and company statements of financial position, the Consolidated statement of changes in equity, the Company statement of changes in equity, the Consolidated and company statements of cash flows and notes to the financial statements, including material accounting policy information.

The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion, the financial statements:

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

Basis for opinion

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our audit procedures to evaluate the directors' assessment of the group's and the parent company's ability to continue to adopt the going concern basis of accounting included but were not limited to:

- Undertaking an initial assessment at the planning stage of the audit to identify events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern;
- Obtaining an understanding of the relevant controls relating to the directors' going concern assessment;
- Evaluating the directors' method to assess the group's and the parent company's ability to continue as a going concern;
- Reviewing the directors' going concern assessment, which incorporated severe but plausible scenarios;
- Evaluating the key assumptions used and judgements applied by the directors in forming their conclusions on going concern; and
- Reviewing the appropriateness of the directors' disclosures in the financial statements.

Independent auditor's report to the members of Aquis Exchange PLC (contd.)

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

In relation to Aquis Exchange PLC's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
Completeness, cut-off and accuracy of licence fee revenue – Group and company - £5.3m (2023: £7.3m) (note 2, 4 and 10) Revenue from contracts with customers is recognised once the relevant contractual terms relating to each performance obligation have been achieved, and when other recognition criteria have been met. This can be either over time or point in time which impacts the timing of the recognition of the revenue. Licence fee revenue is recognised with reference to five separate performance obligations. There is a risk associated with the identification of these performance obligations, the level of comparability between individual contracts and the disaggregation of associated revenue to each performance obligation. Changes in identification of performance obligations could impact the timing of revenue recognition and is thus a critical accounting judgement. We have determined this to be a significant risk and a key audit matter in relation to licensing fees due to the level of management judgement required in determining the performance obligations and the standalone price for each performance obligation.	**Our audit procedures included, but were not limited to:** We evaluated the design and implementation of the controls over revenue recognition and concluded that a substantive audit approach should be adopted. Consequently, we did not test the operating effectiveness of the controls identified. Our procedures in relation to recognition of licence fee revenue included: • We inspected all new licence contracts entered into during the year, identified the distinct performance obligations in each contract, and assessed whether they were satisfied at a point in time or over time. We assessed the period of time each performance obligation would continue to apply; • We challenged management's assessment of the standalone selling prices and assessed whether the assumptions applied were consistent for similar contracts; • We inspected all contracts modified, extended or amended during the period and challenged management's conclusions on whether these should be accounted as separate contracts, modifications to the existing contracts or a combination of both, based on the specific facts of each contract; • We assessed all new, modified and amended contracts to determine if they contained a significant financing component; • We recalculated the timing and allocation of revenue over the life of the contract for each of the performance obligations for all contracts in existence at the start or at the end of the year; and • We validated invoices issued for all licence contracts during the period and matched these to subsequent cash receipts. We considered the adequacy of the disclosures in the financial statements to determine whether they are appropriate and in line with the requirements of applicable financial reporting standards. **Our observations** We are satisfied that the assumptions and judgments applied in recognition of licence fee revenue are reasonable and in accordance with IFRS 15.

Independent auditor's report to the members of Aquis Exchange PLC (contd.)

Key Audit Matter	How our scope addressed this matter
Valuation of expected credit losses for technology licence contract assets – Group and company - £6.1m (2023: £2.4m) (note 2, 4 and 11) The group applies the simplified approach to measure expected credit losses (ECL). A significant level of judgment is required to determine the ECL due to lack of comparable data on which to estimate the probability of default (PD) and loss given default (LGD). We determined this to be a significant risk and a key audit matter as licensing customers primarily consist of start-ups with limited external credit scores. Customers are spread across a wide geographical area including UK, EU, Asia, Americas and Africa. This limits the availability of comparable data and requires significant management judgment to assess the ECL.	**Our audit procedures included, but were not limited to:** We evaluated the design and implementation of the controls over the ECL process, including those over management's judgements and estimates. We concluded that a substantive audit approach should be adopted. Consequently, we did not test the operating effectiveness of the controls identified. Our procedures in relation to valuation of expected credit losses included: • We challenged the assumptions for the ECL estimates for all licence fee counterparties taking into account information and events that took place after the period end to assess whether they provided information about credit conditions at the reporting date; • We challenged the ECL estimates against observable data including payment histories, and other publicly available information in relation to the counterparties and evaluated whether these provided indicators of underlying credit issues with the counterparties; • We evaluated the post period settlement of receivables and amounts outstanding at year-end to assess if they were indicative of a deterioration of the credit profiles for the counterparties that had not been identified and accounted for; • We developed an auditor's independent ECL estimate using observable default data sets and assessed the range of estimates developed against management's estimates. • We considered the adequacy of the disclosures in the financial statements to determine whether they are appropriate and in line with the requirements of applicable financial reporting standards. **Our observations** We are satisfied that the ECL provisions were reasonable and recognised in accordance with IFRS 9.

Our application of materiality and an overview of the scope of our audit

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

Group materiality

Overall materiality	£237,700 (2023: £235,000)
How we determined it	1% revenue (2023: 1% revenue)
Rationale for benchmark applied	The group is profit-oriented, but is still in its investment and development phase. The primary users of the group's financial statements are shareholders and investors. Their primary focus is on the profit and revenue. Whilst we considered profit before tax as a potential benchmark, it remains volatile. In our view, revenue provides the best indicator of the level of economic activity and is considered the most appropriate benchmark.
Performance materiality	Performance materiality is set to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole. We set performance materiality at £142,600, which represents 60% (2023: 50%) of overall materiality, reflecting the history of misstatements, our consideration of the audit risks and our assessment of the control environment.
Reporting threshold	We agreed with the directors that we would report to them misstatements identified during our audit above £7,100 (2023: £7,100) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Independent auditor’s report to the members of Aquis Exchange PLC (contd.)

Parent company materiality

Overall materiality	£116,800 (2023: £130,000)
How we determined it	1% revenue (2023: 1% revenue)
Rationale for benchmark applied	The parent company is profit-oriented, but, is still in its investment and development phase. The primary users of the parent company's financial statements are shareholders and investors. Their primary focus is on the profit and revenue. Whilst we considered profit before tax as a potential benchmark, it remains volatile. In our view, revenue provides the best indicator of the level of economic activity and is considered the most appropriate benchmark.
Performance materiality	Performance materiality is set to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole. We set performance materiality at £70,000 (2023: £65,000), which represents 60% (2023: 50%) of overall materiality, reflecting the history of misstatements, our consideration of the audit risks and our assessment of the control environment.
Reporting threshold	We agreed with the directors that we would report to them misstatements identified during our audit above £3,500 (2023: £3,900) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

As part of designing our audit, we assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures responsive to those risks. In particular, we looked at where the directors made subjective judgements, such as assumptions on significant accounting estimates.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of our risk assessment, our understanding of the group and the parent company, their environment, controls, and critical business processes, to consider qualitative factors to ensure that we obtained sufficient coverage across all financial statement line items.

Our group audit scope included an audit of the group and the parent company financial statements. Based on our risk assessment all UK components of the group, including the parent company, were subject to full scope audit performed by the group audit team, with the group’s key accounting function for all based in the same location. One component of the group was subject to specific scope procedures by a component auditor.

We followed a risk-based approach when developing our audit approach to obtain sufficient appropriate audit evidence on which to base our audit opinion. In establishing our overall approach to the group audit, we determined the type of work that needed to be undertaken at each of the components by us, as the group audit team, or by component audit teams operating under our instruction.

The group audit team interacted regularly with the component audit team throughout the course of the audit, which included holding planning meetings, maintaining regular communications on the status of the audits, issuing instructions, reviewing key working papers and taking responsibility for the scope and direction of the audit process.

At the parent company level, the group audit team also tested the consolidation process and carried out analytical procedures to confirm our conclusion that there were no significant risks of material misstatement of the aggregated financial information.

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Independent auditor's report to the members of Aquis Exchange PLC (contd.)

Corporate governance statement

We have reviewed the directors' statement in relation to going concern, longer term viability and that part of the Corporate Governance Statement relating to the Group and the Parent Company's voluntary compliance with the provisions of the UK Corporate Governance Code.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified, set out on page 32;
- Directors' explanation as to its assessment of the entity's prospects, the period this assessment covers and why the period is appropriate, set out on page 32;
- Directors' statement on whether it has reasonable expectation that the group and the parent company will be able to continue in operational and meets their liabilities, set out on page 32;
- Directors' statement on fair, balanced and understandable, set out on page 39;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks, set out on page 39;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems, set out on page 38; and;
- The section describing the work of the audit committee, set out on page 44.

Responsibilities of Directors

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 39, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Based on our understanding of the group and the parent company and their industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: financial crime regulations and regulatory and supervisory requirements from the regulatory authorities where the group and company conduct their business, primarily the Financial Conduct Authority (FCA).

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Gaining an understanding of the legal and regulatory framework applicable to the group and the parent company, the industry in which they operate, and the structure of the group, and considering the risk of acts by the group and the parent company which were contrary to the applicable laws and regulations, including fraud;

- Inquiring of management and, where appropriate, those charged with governance, as to whether the group and the parent company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities, including the FCA and HM Revenue & Customs (HMRC);
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit;
- Considering the risk of acts by the group and the parent company which were contrary to applicable laws and regulations, including fraud;
- Reviewing minutes of directors' meetings in the year; and
- Discussing amongst the engagement team the laws and regulations listed above, and remaining alert to any indications of non-compliance.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation, the Companies Act 2006 and UK-adopted international accounting standards.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, in particular in relation to expected credit losses, revenue recognition (which we pinpointed to the completeness, accuracy and cut-off of performance obligations occurring across multiple reporting periods), valuation of financial instruments and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud;
- Addressing the risks of fraud through management override of controls by performing journal entry testing and testing of significant one-off transactions; and
- Being skeptical to the potential of management bias through judgements and assumptions in significant accounting estimates.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

The risks of material misstatement that had the greatest effect on our audit are discussed in the "Key audit matters" section of this report.

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

Use of the audit report

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

Pauline Pélissier
(Senior Statutory Auditor)

for and on behalf of Forvis Mazars LLP
Chartered Accountants and Statutory Auditor
30 Old Bailey
London

11 April 2025

Consolidated and Company statements of comprehensive income

For the year ended 31 December 2024

		Group		Company	
		2024	2023	**2024**	2023
	Notes	**£**	£	**£**	£
Profit and loss					
Revenue	10	23,772,015	23,710,941	11,680,818	13,147,339
Impairment charge on contract assets	11	(3,685,326)	(1,016,223)	(3,685,326)	(1,016,223)
Impairment charge on trade and other receivables	11	(702,437)	(79,395)	(601,598)	(59,608)
Other (losses)/gains	12	(138,437)	51,407	(138,437)	51,407
Operating expenses before exceptionals	12	(17,084,770)	(16,396,478)	(6,022,669)	(6,874,123)
Exceptional Recommended Offer costs	13	(3,343,863)	-	(3,319,520)	-
Earnings before interest, taxation, depreciation and amortisation		(1,182,818)	6,270,252	(2,086,732)	5,248,792
Depreciation and amortisation	12	(1,660,998)	(1,372,565)	(1,590,993)	(1,299,276)
Finance expense	12, 28	(84,256)	(103,249)	(71,705)	(88,571)
Finance income	12	701,423	400,449	300,861	127,447
(Loss)/profit before taxation		(2,226,649)	5,194,887	(3,448,569)	3,988,392
Income tax (charge)/credit	16	(235,291)	7,789	-	49,837
(Loss)/profit for the year		(2,461,940)	5,202,676	(3,448,569)	4,038,229
Other comprehensive income					
Items that may be subsequently reclassified to profit or loss:					
Foreign exchange differences on translation of foreign operations		(212,740)	(120,961)	-	-
Other comprehensive income for the year		(212,740)	(120,961)	-	-
Total comprehensive (loss)/income for the year		(2,674,680)	5,081,715	(3,448,569)	4,038,229
Earnings per share (pence) Basic					
Ordinary shares	17	(9)	19	(13)	15
Diluted					
Ordinary shares	17	(9)	19	(12)	14

Consolidated and Company statements of financial position

As at 31 December 2024

		Group		Company	
		2024	2023	**2024**	2023
	Notes	**£**	£	**£**	£
Non-current assets					
Goodwill	18	83,481	83,481	-	-
Intangible assets	18	2,417,524	1,501,885	2,417,524	1,501,885
Property, plant and equipment	19	3,290,675	3,818,841	2,892,632	3,350,793
Investment in subsidiaries	20	-	-	6,884,202	6,884,202
Investments	21	1,176,021	591,945	1,176,021	591,945
Investment in trusts	22	-	-	5,702,768	4,389,445
Deferred tax asset	15	1,785,331	1,785,331	1,506,022	1,506,022
Trade and other receivables	23	3,169,367	5,811,089	3,158,605	5,795,918
		11,922,399	13,592,572	23,737,774	24,020,210
Current assets					
Trade and other receivables	23	7,653,949	6,894,936	8,422,762	6,736,943
Derivative financial instruments	5	-	51,407	-	51,407
Cash and cash equivalents	25	13,699,076	14,765,910	5,745,324	6,356,259
Total assets		33,275,424	35,304,825	37,905,860	37,164,819
Current liabilities					
Provisions	26	343,784	-	343,784	-
Derivative financial instruments	5	3,219	-	3,219	-
Trade and other payables	27	5,083,208	4,471,470	6,454,845	3,665,932
Net current assets		15,922,814	17,240,783	7,366,238	9,478,677
Non-current liabilities					
Lease liabilities	28	2,037,577	2,457,105	1,734,788	2,100,483
		2,037,577	2,457,105	1,734,788	2,100,483
Total liabilities		7,467,788	6,928,575	8,536,636	5,766,415
Net total assets		25,807,636	28,376,250	29,369,224	31,398,404
Equity					
Called up share capital	29	2,760,253	2,751,678	2,760,253	2,751,678
Share premium account	33	12,098,734	11,809,757	12,098,734	11,809,757
Other reserves	34	3,863,426	2,741,589	3,863,426	2,741,589
Treasury shares	30	(5,702,768)	(4,389,445)	-	-
Retained earnings		13,057,567	15,519,507	10,646,811	14,095,380
Foreign currency translation reserve		(269,576)	(56,836)	-	-
Total equity		25,807,636	28,376,250	29,369,224	31,398,404

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

The Consolidated Financial Statements were authorised for issue by the board of directors on 11 April 2025 and were signed on its behalf by:

David Stevens, CEO

Richard Fisher, CFO & COO

Aquis Exchange PLC registered number 07909192

Consolidated statement of changes in equity

For the year ended 31 December 2024

Group	Notes	Share Capital £	Share Premium £	Share Based Payment Reserve £	Retained Earnings £	Treasury Shares £	Foreign Currency Translation Reserve £	Total £
Balance at 1 January 2023		**2,750,945**	**11,785,045**	**1,813,119**	**10,316,831**	**(3,350,325)**	**64,125**	**23,379,740**
Profit for the year		-	-	-	5,202,676	-		**5,202,676**
Foreign exchange differences on translation of foreign operations		-	-	-	-	-	(120,961)	**(120,961)**
Total comprehensive income for the year		**-**	**-**	**-**	**5,202,676**	**-**	**(120,961)**	**5,081,715**
Issue of new shares	29, 33	733	24,712	-	-	-	-	**25,445**
Movement in share based payment reserve	34	-	-	928,470	-	-	-	**928,470**
Movement in treasury shares	30	-	-	-	-	(1,039,120)	-	**(1,039,120)**
Balance at 31 December 2023		**2,751,678**	**11,809,757**	**2,741,589**	**15,519,507**	**(4,389,445)**	**(56,836)**	**28,376,250**
Balance at 1 January 2024		**2,751,678**	**11,809,757**	**2,741,589**	**15,519,507**	**(4,389,445)**	**(56,836)**	**28,376,250**
Loss for the year		-	-	-	(2,461,940)	-	-	**(2,461,940)**
Foreign exchange differences on translation of foreign operations		-	-	-	-	-	(212,740)	**(212,740)**
Total comprehensive loss for the year		**-**	**-**	**-**	**(2,461,940)**	**-**	**(212,740)**	**(2,674,680)**
Issue of new shares	29, 33	8,575	288,977	-	-	-	-	**297,552**
Movement in share based payment reserve	34	-	-	1,121,837	-	-	-	**1,121,837**
Movement in treasury shares	30	-	-	-	-	(1,313,323)	-	**(1,313,323)**
Balance at 31 December 2024		**2,760,253**	**12,098,734**	**3,863,426**	**13,057,567**	**(5,702,768)**	**(269,576)**	**25,807,636**

Company statement of changes in equity

For the year ended 31 December 2024

Company	Notes	Share capital £	Share premium £	Share Based Payment Reserve £	Retained Earnings £	Total £
Balance at 1 January 2023		**2,750,945**	**11,785,045**	**1,813,119**	**10,057,151**	**26,406,260**
Profit and total comprehensive income for the year		-	-	-	4,038,229	**4,038,229**
Issue of new shares	29,33	733	24,712	-	-	**25,445**
Movement in share based payment reserve	34	-	-	928,470	-	**928,470**
Balance at 31 December 2023		**2,751,678**	**11,809,757**	**2,741,589**	**14,095,380**	**31,398,404**
Balance at 1 January 2024		**2,751,678**	**11,809,757**	**2,741,589**	**14,095,380**	**31,398,404**
Loss and total comprehensive loss for the year		-	-	-	(3,448,569)	**(3,448,569)**
Issue of new shares	29, 33	8,575	288,977	-	-	**297,552**
Movement in share based payment reserve	34	-	-	1,121,837	-	**1,121,837**
Balance at 31 December 2024		**2,760,253**	**12,098,734**	**3,863,426**	**10,646,811**	**29,369,224**

Consolidated and company statements of cash flows

For the year ended 31 December 2024

		Group		Company	
		2024	2023	**2024**	2023
	Notes	£	£	£	£
Net cash flows from operating activities	31	2,525,063	4,103,719	3,133,650	4,340,136
Investing activities					
Recognition of intangible assets	18	(1,744,353)	(1,081,918)	(1,744,353)	(1,081,918)
Purchase of property, plant and equipment	19	(387,929)	(411,316)	(387,929)	(409,731)
Recovery of deposit on leases	28	442,254	-	437,400	-
Investment acquisitions	21	(584,076)	(591,945)	(584,076)	(591,945)
Interest received		651,009	384,712	208,701	112,154
Loans made to EBTs		-	-	(1,534,480)	(1,196,309)
Net cash used in investing activities		(1,623,095)	(1,700,467)	(3,604,737)	(3,167,749)
Financing activities					
Issue of new shares	29, 33	297,552	25,445	297,552	25,445
Principal portion of lease liability	5, 28	(519,134)	(516,482)	(437,400)	(437,400)
Purchase of treasury shares		(1,534,480)	(1,196,309)	-	-
Net cash used in financing activities		(1,756,062)	(1,687,346)	(139,848)	(411,955)
Net (decrease)/increase in cash and cash equivalents		(854,094)	715,906	(610,935)	760,432
Cash and cash equivalents at the beginning of the year		14,765,910	14,170,965	6,356,259	5,595,827
Effect of exchange rate changes on cash and cash equivalents		(212,740)	(120,961)	-	-
Cash and cash equivalents at the end of the year		13,699,076	14,765,910	5,745,324	6,356,259

Notes to the Financial Statements

1. Significant Changes in The Reporting Period

The following events and transactions had an impact on the financial position and performance of the Group and/or Company during the period:

Following the Offer to acquire Aquis by SIX Group, the Group has incurred material expenditure on the deal. These costs were presented as exceptional items in the Financial Statements, resulting in the use of alternative performance measures (see page 22). Details of these costs have been outlined in Note 13.

2. Basis of preparation and accounting policies

Company information

Aquis Exchange PLC is a public limited company which is incorporated and domiciled in the United Kingdom. Its registered office is located at 63 Queen Victoria Street, London, EC4N 4UA. The Company Number is 07909192.

Accounting convention

The Group's consolidated and the Company's financial statements are prepared in accordance with UK-adopted international accounting standards and the Companies Act 2006 requirements.

The financial statements have been prepared on the historical cost basis as modified by the revaluation of financial instruments carried at fair value through profit and loss.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Going concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and thus continue to adopt the going concern basis of accounting in preparing the financial statements.

In the year, there has been material expenditure on deal related costs, see note 13, related to the offer to acquire Aquis by SIX Group. While the quantum of these costs has been material they have been treated as exceptional because they will not repeat in subsequent years. The underlying activities of the group remain profitable in 2024 (see alternative performance measures page 22). The Group, at and after the balance sheet date, maintains sufficient liquidity to meet its regulatory commitments in the UK and France. Therefore, the directors are confident there is no risk to the going concern of the Group and Company.

Taking the above into account, the principal risks discussed in the Strategic Report section of the Annual Report, the financial risks and mitigating actions taken by management (see Note 5), and the Group's current financial position, the Directors do not foresee any material uncertainty in the Group's ability to continue as a going concern over a period of at least 12 months from the date of approval of these financial statements and hence the financial statements have been prepared on a going concern basis.

Consolidation

In preparing these financial statements, the Group has applied the consolidation principles in IFRS 10, Consolidated Financial Statements. This requires the Group to consolidate subsidiary entities it controls. Control is determined based on the ability to direct the activities of the entity that significantly affect its returns.

The Group assesses control on a continuing basis and includes entities it controls as of the end of the reporting period.

The financial statements of the consolidated entities are prepared using consistent accounting policies and are presented as if they were a single economic entity. Intercompany transactions, balances, and unrealised gains and losses on transactions between consolidated entities are eliminated in full.

Notes to the Financial Statements (contd.)

The Group consolidated financial statements also include treasury shares and cash held by two separate trusts ("the Trusts") that administers the Company's employee share incentive plan and also hold shares purchased by the Group in preparation for future settlement of employee share awards made to date. The Trusts have been consolidated based on the IFRS 10 criteria for control over the Trust being met:

- The Trusts were established to (i) facilitate the acquisition and holding of shares under the Aquis Exchange PLC Share Incentive Plan and (ii) facilitate the acquisition and holding of shares under all other Aquis Exchange share plans.
- The activities of the Trusts are limited by the agreements in place; and
- The Trusts do not have any assets outside of the partnership share money received and the shares purchased. The use of any shares or cash that remain in the Trust funds once the trustee no longer holds any shares relating to the Share Incentive Plan, Restricted Share Plan or Premium Priced Option, is directed by the Company. The Trust itself has no rights to any dividends.

Accounting Policies

Revenue

Revenue comprises amounts derived from the provision of services which fall within the Company's ordinary activities. It represents amounts receivable for subscription fees, the licensing of software, the provision of data to third-party vendors, and fees relating to listings on the Aquis Stock Exchange ("AQSE"), all of which are net of value added tax. Revenue is recognised once the performance obligations for each activity have been satisfied.

All the revenue streams are generated by contracts with customers and revenue is therefore recognised in accordance with IFRS 15.

Revenue from exchange subscription-based services is recognised over time when the services are rendered.

Revenue from licensing contracts is assessed for each contract and split into five Performance Obligations (see Note 10 for further details on Performance Obligations and Note 4 for Critical Accounting Estimates and Judgements):

- Project Implementation/Design fees (PO1) recognised over time as the obligations are met;
- Licencing fees (PO2) recognised at a point in time when the licence is transferred to the customer;
- Maintenance fees (PO3) recognised over time as the obligations are met;
- Live services fees (PO4) recognised over time as the obligations are met;
- Hosting fees (PO5) recognised over time as the obligations are met.

Revenue from the provision of data to third-party vendors is comprised of the annual fees paid by the redistributors, member firms and multi-media firms for access to real time and/or end of day data and is recognised over time. An additional monthly fee is received based on the number of users the vendors provide the data to each month. This additional monthly fee is variable and is based on usage for the prior month. The fee is charged in arrears and is recognised in the month it is incurred.

Revenue from AQSE issuer fees is comprised of initial application and admission fees, annual fees, and further issue fees, these are all recognised over time under IFRS 15 except further issue fees which are recognised at a point in time.

Application and admission fees are charged upfront to prospective companies admitted to AQSE markets. These are recognised monthly over the average expected life of company admission periods (further details about this estimate are set out in the following section).

Annual fees are paid upfront annually by companies with securities listed on AQSE and are recognised over the year.

Further issue fees are incurred by existing issuers who have already contributed an application and admission fee and are recognised at a point in time on the date the new security is available for trade on AQSE.

Estimated listing period for Aquis Stock Exchange securities

In recognising application and admission fees, the Company determines the expected length of time each new security will be listed on AQSE. The estimate is based on historical analysis of listing durations in respect of the companies listed on AQSE. The length of time a security remains listed incorporates significant uncertainty as it is based on factors outside the control of the Company and which are inherently difficult to predict.

Based on the available information and incorporating management's predictions, it is currently estimated that an average security will remain listed for a period of 9 years. Application and admission fees are recognised monthly over a period of time.

It is estimated that a one year increase/decrease in the deferral period would cause an £10k decrease/£8k increase in annual revenue released respectively. The estimated listing periods will be reassessed at each reporting date to ensure they reflect the best estimates of the Group.

Intangible assets other than goodwill

Internally generated intangible assets

Internally developed intangible assets arising from the capitalisation of Development expenditures, product analysis, quality assurance, and website development costs are recognised in the financial statements when all of the following criteria are met:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale is established;
- There is an intention to complete the intangible asset and use or sell it;
- The Group has the ability to use or sell the intangible asset;
- The existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset can be demonstrated;
- Adequate technical, financial and other resources are available to complete the development and to use or sell the intangible asset; and
- The Group has the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Where the above criteria are not met, costs incurred in research and development are recognised in the Statement of Comprehensive Income as incurred. Research costs are expensed as incurred.

Amortisation is recognised in order to write off the cost or valuation of the assets, less their residual values over their useful lives. The development of trading platforms has been amortised over 3 years on a straight-line basis reflecting management's estimate of the useful life of the technology, the rationale of which is discussed in Note 4.

Other intangibles

Website technology and communication licences represent externally acquired intangible assets and are recognised in the financial statements as the Group receives the right to control and use the product over a period of time. Website technology represents external development costs to design the Group's website. Communication licences relate to licences that transfer the right to obtain a benefit from intellectual property. Amortisation on these assets is recognised over 3 years on a straight-line basis which represents the estimated useful life of both types of asset.

The price of, and acquisition costs incurred when, obtaining customer lists and IP Addresses is capitalised in line with IAS 38. Management expects that future economic benefits are attributable to the entity over an indefinite term for these assets. Therefore, the useful economic life is considered indefinite and no annual amortisation is recognised. These assets are subsequently recognised as cost less impairment, and at each balance sheet date Management conducts and impairment review which is at a minimum annually.

Business Combination

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at fair value.

Acquisition-related costs are expensed as incurred and recognised as non-underlying transaction costs in the income statement.

Goodwill

The acquisition of AQSE gave rise to goodwill in the consolidated financial statements. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. Goodwill is assessed for impairment annually, with any impairment charge recognised in the Statement of Comprehensive Income. Note 18 provides further detail on the impairment assessment for goodwill as at 31 December 2024.

Notes to the Financial Statements (contd.)

Property, plant and equipment (excluding right-of-use assets)

All property, plant and equipment are stated at historical cost less depreciation or impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent expenditure is included in the asset's carrying amount or is recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are charged to the income statement during the financial period in which they are incurred.

Depreciation is recognised so as to write off the cost or valuation of assets, less their residual values, over their useful lives on the following basis:

- Fixtures, fittings and equipment: 5 years straight line.
- Computer equipment: 3 - 7 years straight line.

Impairment of tangible and intangible assets

At each reporting end date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Cash and cash equivalents

Cash and cash equivalents include cash at bank.

The Group and Company as regulated bodies are required to maintain liquid cash assets as part of their prudential reporting responsibilities to external regulators. During the financial year ended 31 December 2024 the Group was required to maintain £7,970k of available cash assets as part of its liquidity requirements (Company £4,709k). Further details of the Group's risk management approach to regulatory capital commitments are included in Note 5.

Financial assets

Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Other receivables are defined as amounts due that are outside the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer) they are classified as current assets. Otherwise they are presented as non-current assets.

Contract assets

Contract assets are recognised for licensing fees recognised at inception of a licensing contract but not yet billed under IFRS 15. Contract assets are initially measured at fair value and subsequently measured at amortised cost and are stated net of any expected credit loss provision ("ECL") recognised in accordance with IFRS 9, as detailed in Note 11. Contract assets are presented on the Statement of Financial Position as trade receivables. The right to consideration becomes unconditional once the customer has been billed.

Investments

Investments in equity instruments at fair value through other comprehensive income ("FVTOCI") are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the revaluation reserve. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings. Dividends on these investments in equity instruments are recognised in profit or loss as other income when the Group's right to receive payments is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

Rent deposit asset

Under IFRS 16 a rent deposit is accounted for as a financial asset if the collateral provided to the lessor is not a payment relating to the right to use the underlying assets and hence is not a lease payment as defined.

Further disclosures are provided in Note 28.

Impairment of financial assets

The Group has considered the impact of the application of an expected credit loss model when calculating impairment losses on current and non-current contract assets and other financial assets at amortised cost (presented within trade and other receivables). In applying IFRS 9, the Group must consider the probability of a default occurring over the contractual life of its trade receivables and contract asset balances on initial recognition of those assets.

Note 11 details the Group's credit risk assessment procedures.

Financial liabilities

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability. In 2024, the Group did not hold any financial liabilities beyond Trade and Other Payables and the lease liabilities recognised under IFRS 16 as described in the "Leases" sub-section below.

Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade and Other Payables are not interest bearing and are initially recognised at fair value.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried at fair value with net changes in fair value reflected in the income statement. This category includes derivative instruments.

Equity instruments

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are charged against the share premium account.

Earnings per share

The earnings per share ("EPS") calculations are based on basic earnings per ordinary share as well as diluted earnings per ordinary share. The basic EPS is calculated by dividing the profit after tax of the Group by the weighted average number of ordinary shares that were in issue during the year. The diluted EPS takes into account the dilution effects which would arise on conversion of all outstanding share options and share awards under the Enterprise Management Incentive ("EMI") scheme.

Taxation

The tax expense/(credit) represents the sum of the tax currently payable/(repayable) and movements in deferred tax balances.

An R&D tax credit is claimed annually from HMRC based on the employee costs involved in developing Aquis' systems and technology. R&D tax credits are offset against taxable profits or, when the company is in a tax loss position, claimed as a cash credit.

Notes to the Financial Statements (contd.)

Current tax

The current income tax charge/(credit) is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the country where the company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future measurable taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities (Note 15) are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of group developed trading platforms.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised as an expense when the Group is demonstrably committed to terminate the employment of an employee or to provide termination benefits, as set out within IAS 19.

Retirement benefits

Pension obligations

The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Share-based payments

EMI Options

Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification.

Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is adjusted if the modified fair value is less than the original fair value. Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

Employee share incentive plan

Shares purchased under the share incentive plan are recognised as share-based payments under IFRS 2. Partnership shares are purchased by employees and matching shares are those purchased by Aquis at a ratio of 2:1. The shares are held in a trust ("the Trust"), with matching shares required to be held for three years before being transferred to the employee. The fair value of matching shares are recognised in the share-based payment reserve.

Partnership shares vest immediately while matching shares will vest over the three-year holding period. The market value of shares when they are purchased is assumed to approximate the fair value of the shares.

The cash transferred to the Trust is recognised as an investment in the Company's accounts. In line with IFRS 10 guidance, the Trust is consolidated in the Group accounts with the fair value of the shares held in the trust recognised as a debit entry within equity.

Restricted share plan

The Restricted share plan is a share based scheme awarded to staff and has a vesting period of three years after grant subject to continued employment. Similar to share-based payments they are measured at fair value determined at the grant date. The fair value is expensed on a straight-line basis over the vesting period, with the corresponding adjustment being made to reserves.

Company Share Option Plan

The company share option plan is a share based scheme awarded to staff and has a vesting period of three years subject to continued employment. Similar to share-based payments they are measured at fair value determined at the grant date. The fair value is expensed on a straight-line basis over the vesting period, with the corresponding adjustment being made to reserves.

Premium Priced Options Plan

The PPO scheme is an option based share scheme and has a vesting period of three years after the grant date subject to continued employment. Similar to share-based payments they are measured at fair value determined at the grant date. The fair value is expensed on a straight-line basis over the vesting period, with the corresponding adjustment being made to reserves.

Leases - as a lessee

The Group assesses whether a contract is or contains a lease at inception of the contract. The Group recognises a right of use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

Notes to the Financial Statements (contd.)

The lease liability is presented as a separate line in the consolidated statement of financial position and is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. The right-of-use assets are included in property, plant and equipment in the consolidated statement of financial position and are depreciated over the term of the lease. The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Impairment of tangible and intangible assets' policy. Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset.

Foreign exchange

Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates. The financial statements are presented in UK Pound Sterling (£), which is the Group's functional and presentational currency.

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 of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

All foreign exchange gains and losses recognised in the income statement are presented net within ‘operating expenses’. For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group’s foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve.

On disposal of a foreign operation, exchange differences previously recognised in other comprehensive income are reclassified to the income statement.

Foreign currency contracts used to manage foreign currency risk are accounted for as derivatives as described above under "Financial instruments at fair value through profit or loss".

Provisions

Provisions are recognised when the company has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. All provisions are expected to be settled within a year and thus the present value of amounts is materially consistent with the undiscounted amount of future expected cash outflows.

Classification of costs as exceptional

The classification of certain costs as exceptional (see note 13) has a significant impact on the calculation of certain alternative performance measures (see page 22). The classification of such costs as exceptional was determined because they were not incurred in the normal course of business. Such costs are not repeatable and their exclusion from the underlying business performance was deemed necessary to avoid distortion in the underlying performance of the Group.

Valuation of derivatives

The company uses foreign currency forwards to manage its exposure to exchange rate fluctuations. Although in the current period the reported value is immaterial, there is potential for changes based on large currency or relative interest rate shifts. As such, they are a source of estimation uncertainty. Note 24 provides additional information on the fair value of derivatives.

3. Adoption of new and revised standards and changes in accounting policies

New IFRS Standards that are effective for the current year

The following amended standards re effective as of 2024. These have not impacted the current year financial statements.

Amendments to IAS 1 Presentation of Financial Statements	Classification of Liabilities as Current or Non-current (Issued January 2020) and Non-current Liabilities with Covenants (Issued October 2022)
Amendments to IFRS 16 Leases	Lease Liability in a Sale and Leaseback (Issued September 2022)
Amendments to IAS 7 Statement of Cash Flows and IFRS 7 and IFRS 9 Financial Instruments	Supplier Finance Arrangements (Issued May 2023)

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not yet been applied in these financial statements, were in issue. The Directors do not expect that the adoption of the Standards listed below will have any impact on the financial statements of the Group in future periods:

Amendments to IAS 21	The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Issued August 2023) - effective 1 January 2025
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments (Issued May 2024) – effective 1 January 2026
IFRS 18	Presentation and disclosure in Financial Statements effective 1 January 2027
IFRS 19	Subsidiaries without Public Accountability: Disclosures effective 1 January 2027

Notes to the Financial Statements (contd.)

4. Critical accounting estimates and judgements

In applying the Group's accounting policies, which are described in Note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. Management has shown these matters as judgements where they relate to a significant policy and the judgement has a material impact on the reported balance. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements

The following are the critical judgements, apart from those involving estimations (which are presented separately below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Judgements in relation to performance obligations

In making their judgement, the Directors considered the detailed criteria for the recognition of revenue set out in IFRS 15, and in particular, whether revenue is recognised at a point in time or over time. Following an assessment of the technology licensing contract portfolio, and the obligations that Aquis has under each contract, the Directors are satisfied that obligations contained therein be split into the following performance obligations, and that the revenue from each licensing contract should be assessed individually. The identified performance obligations and the timing of revenue recognition on delivering the licence contracts as follows:

- Implementation / project fees: these are upfront, non-refundable fees that a customer pays in order to obtain the user agreement. Even if the user acceptance certificate is never issued, the implementation fee cannot be reclaimed and so the revenue is guaranteed and can be recognised from the time of invoice as Aquis becomes unconditionally entitled to payment, but in practice recognition will often be deferred until the work is completed.
- Licensing fees: The customer is liable to pay the monthly licensing fee from the date of signing the user acceptance agreement (contract inception date). At this point in time, Aquis has fulfilled its promise to deliver the licence (i.e. the system has been deployed in the client's production environment) and this performance obligation is fulfilled. Management uses judgement when assessing the recoverability of the licencing fees, and recognises them only when their collection is assumed to be highly probable. This assessment takes into consideration the current status of the client's business, including whether the exchange system is active with products / securities added and members trading on it. The licensing fees are recognised at a point in time, which occurs after the contract is signed and once Aquis is satisfied that receiving the licencing fees is highly probable.
- Maintenance fees: fees to maintain the system are recognised over the course of the licensing contract as Aquis fulfils its performance obligation to maintain the system. Management have estimated a fixed annual amount per contract, which reflects the time spent supporting the client's platform and upgrading the software in accordance with the contractual terms.
- Live services: fees charged to support infrastructure, operations, and first-line market surveillance as part of running regulatory grade exchanges. These services are recognised over time when Aquis provides the service.
- Hosting: these fees are charged for the use of Aquis' hardware on a monthly basis. These services are recognised over time as the customer requires.

Changes in identification of performance obligations could impact the timing of revenue recognition for licensing contract assets and is thus a critical accounting judgement.

Capitalisation of internally generated intangible assets resulting from Research and Development

Internally generated intangible assets are capitalised when, in management's judgement, the criteria for capitalisation under IAS 38 (listed in Note 2) have been met. The direct costs incurred in the research and development of Aquis' exchange platform and associated technology and systems are capitalised. Management reviews the time spent by the development team in developing and maintaining the systems used internally by Aquis when determining the amount to be capitalised within each period.

Critical accounting estimates

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Estimating the useful life of intangible assets

The expected useful life of most intangible asset is estimated to be 3 years, but some intangible assets are considered to have an indefinite useful economic life. In making this judgement management have taken into account product upgrade cycles, the pace of change of regulation as well as benchmarking against other companies with internal systems and technology research and development. Intangible assets with indefinite lives are reviewed for indicators of impairment at the end of each accounting period.

Expected credit loss of contract assets

An impairment for the expected credit loss of contract assets that arise as a result of applying IFRS 15 to licensing revenue is required under IFRS 9. This impairment is an accounting estimate which is calculated based on the Directors' best estimates of the probability of default and loss given default. The quantification of the assumptions and stresses for the year are disclosed in Note 11 of the financial statements.

In arriving at these estimates, the Directors have assessed the range of possible outcomes using reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Aquis' assessment of the credit risk associated with a licensing customer is conducted at inception of the contract (but before the user agreement is signed) and includes factors that are specific to the customer, general economic conditions and an assessment of both the current as well as the forecast direction of these conditions.

The credit risk assessment is conducted by means of a take-on assessment which comprises of a series of relevant criteria for a licensing contract that are scored according to the specific circumstances of the customer, with scores for each parameter typically ranging from 1-5. The assessment evaluates the following:

- Level of funding;
- Regulatory approvals;
- Market, industry and business model;
- Macro-economic forecasts;
- Corporate governance/Group management;
- Whether the client is revenue generating;
- Level of client profitability;
- Contract length and the associated range of economic scenarios therein;
- Payment history; and
- External credit ratings.

The above assessment will determine the customer category upon inception of the contract, and the inputs to the expected credit loss model is determined thereon.

The credit risk assessment and associated inputs to the expected credit loss model (probability of default and loss given default) are critical assessments that could impact both the provision for expected credit losses as well as the movement in the provision reflected in the income statement.

Deferred tax asset

Deferred tax assets (Note 15) are recognised to the extent that their utilisation is probable. The utilisation of deferred tax assets will depend on whether it is possible to generate sufficient taxable income in the respective tax type and jurisdiction. A total net deferred tax asset is recognised in the current period, since profitability is expected to continue for at least the next 3 years. The deferred tax asset is calculated based on expected profitability over this period as Aquis is a high growth company and there is considerable uncertainty in estimating financial performance beyond this length of time.

Various factors are used to assess the probability of the future utilisation of deferred tax assets, including, operational plans and loss-carry forward periods. To reflect the uncertainty in the accuracy of business forecasts, the model uses modest growth rates and applies a probability weighting to each type of revenue.

Share-based payments

The US binomial model and Black Scholes model are used to estimate the fair value of the EMI, CSOP, RSP and PPO options. The resulting fair values are recognised over the vesting period as an expense in the Income Statement, with the corresponding amounts recognised as equity in the balance sheet. The model requires the following inputs: grant date, exercise price, expiry, expected life of options, expected volatility, and the risk-free interest rate. The expected life and expected volatility require the use of estimates. Volatility is estimated based on the historical average for the available data up to the grant date, while the expected life of the options is based on management's judgement of when the options will be exercised, which is assumed to be an average of 3 - 5 years.

5. Financial risk management

The Group seeks to protect its financial performance and the value of its business from exposure to adverse changes in capital commitments, as well as credit, liquidity and foreign exchange risks.

The Group's financial risk management approach is not speculative. The Group's Audit, Risk and Compliance Committee provides assurance that the governance and operational controls are effective to manage risks within the Board-approved risk appetite, supporting a robust Group risk management framework.

The Group's objectives when managing these risks are detailed below.

Capital risk management and capital commitments

Risk description	Risk management approach
There is a risk that Group entities may not maintain sufficient capital to meet their obligations. The Group comprises regulated entities. It considers that increases in the capital requirements of its regulated companies, or a scarcity of equity (driven by its own performance or financial market conditions) either separately or in combination are the principal risks to managing its capital. AQXE has a total capital regulatory requirement of £6.2m as at 31 December 2024, with available capital of £24.9m, reflecting a surplus of £18.7m, or 301%. The total regulatory requirement is set as the total capital ratio plus Pillar 2 add on. Within the AQSE subsidiary the capital regulatory minima are set by the FCA through the Financial Resource Requirement (FRR) which is currently set at £2.5m. Financial resources available (representing net assets) were £4.8m at 31 December 2023, reflecting a £2.4m headroom above regulatory minima.	Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern so that it can provide returns for shareholders and benefits for other stakeholders. The Group has mitigated the level of risk significantly by ensuring that, as set out within the risk description, each entity in the Group maintains a level of capital that is well in excess of regulatory requirements. Maintaining a strong capital structure is a key priority for the Group. If there was an erosion of capital for any reason the Group may issue new shares or sell assets to ensure capital adequacy requirements continue to be met. The directors have assessed the impact of a 10% fall in the Group’s available capital and concluded the impact not to be material. The Group continuously monitors its level of capital in order to ensure it remains compliant with regulatory capital requirements and performs monthly and quarterly reporting on capital balances and associated headroom. Proposed investment requirements, capital expenditure and potentially increasing capital resources through equity or debt issuance are assessed annually as part of the budgeting process, as well as on an ad-hoc basis as required.

Notes to the Financial Statements (contd.)

Credit risk

Risk description	Risk management approach
The Group's credit risk relates to its customers being unable to meet their obligations to the Group either in part or in full.	The Directors make a judgement on the credit quality of the Group's customers based upon the customers' financial position, the recurring nature of billing and collection arrangements and, historically, a low incidence of default. Aquis' assessment of the credit risk associated with a licensing customer is conducted at inception of the contract (but before the user agreement is signed) and includes factors that are specific to the customer, general economic conditions and an assessment of both the current as well as the forecast direction of these conditions. Based on this assessment, the prospective customer is assigned to a customer category with an appropriate risk rating. Aquis' credit risk management processes are applied to all trade receivables and are calculated using a lifetime ECL method, as detailed in Note 11. The Directors have stress tested the current approach to managing this risk and believe it to be appropriate. If 10% of trade receivables outstanding from 31 December 2024 were to default, the hypothetical impairment charge would be £388k. This is compared to recognised provisions of £778k.

Liquidity Risk

Risk description	Risk management approach
The Group's operations are exposed to liquidity risk to the extent that they are unable to meet their daily payment obligations.	The Group maintains sufficient liquid resources to meet its financial obligations as and when they become due in the ordinary course of business. Management monitors forecasts of the Group's cash flow quarterly through an assessment of cash resources that are in excess of regulatory capital requirements. The Group is solvent with net current assets in excess of £15.9 million (2023: £17.2 million), with the majority of the debtor's book being short term in nature. The Group is also funded entirely by equity, with no external debt funding obligations to be met. The Directors have stress tested the current approach to managing this risk and believe it to be appropriate. If group net assets were to fall by 10% there would still be a significant surplus to meet the Group's liabilities as they fall due.

Interest Rate Risk

Risk description	Risk management approach
The Group is not materially exposed to market risk including interest rate (see below for FX risk). There is no negative exposure to interest rate changes since the Group and Company have no external debt obligations, and the interest rate on the lease liability is the rate implicit in the lease and as such is not subject to change over the term of the lease.	Bank deposits are primarily placed for one week at a time. The Directors have stress tested the current approach to managing this risk and believe it to be appropriate. The only adverse impact would be if interest rates were to fall and reduce interest income on bank deposits. For the year ended at 31 December 2024 total interest income on deposits was £0.6 million (2023: £0.4 million), see note 12.

FX Risk

Risk description	Risk management approach
The Group operates in the UK and Europe, with Sterling as its principal currency of operation. The Group invoices its customers primarily in GBP, but some contracts have been structured using USD and as such foreign exchange risk arises from invoicing in USD. The Group incurs the majority of expenses in GBP, but some costs are denominated in USD and EUR. The value of the USD denominated contract is considered material to Group and Company's balance sheet. However, the foreign exchange exposure for costs invoiced in other currencies is considered immaterial. An immaterial amount of cash held by Aquis Exchange Europe SAS is held in a euro denominated bank account and an immaterial amount of USD held by Aquis Exchange PLC, with the remaining cash held in Sterling denominated bank accounts.	Foreign exchange risk has previously arisen on foreign currency denominated costs within Aquis Exchange PLC or through the translation of GBP denominated balances within Aquis Exchange SAS. At the end of 2022 Aquis entered into a USD denominated technology contract and hence opened a USD account which holds a low level of USD at the year end £0.03 million (2023: £0.17 million). The contract delivers USD cash flows which are managed by use of USD forward strips. As at the year end at 31 December 2024 the value of the FX forward was out of the money at £3,219 (2023: in the money at £51,407). The Directors performed stress testing on the cost base of the group in non-functional currencies and concluded that an adverse movement of 10% versus GBP would not render a material impact.

The statement of financial position is analysed below:

Group	Amortised Cost	Fair Value through P&L	Fair Value through OCI	Non-financial instruments	Total in the Statement of Financial Position
31 December 2024					
Trade and other receivables	9,347,423	-	-	1,475,893	10,823,316
Cash and bank balances	13,699,076	-	-	-	13,699,076
Investments	-	-	1,176,021	-	1,176,021
Provisions	-	-	-	(343,784)	(343,784)
Trade and other payables	(3,375,472)	-	-	(1,195,747)	(4,571,219)
Lease Liabilities	(2,549,566)	-	-	-	(2,549,566)
Derivatives	-	(3,219)	-	-	(3,219)
31 December 2023					
Trade and other receivables	11,513,884	-	-	1,192,141	12,706,025
Cash and bank balances	14,765,910	-	-	-	14,765,910
Investments	-	-	591,945	-	591,945
Trade and other payables	(2,632,181)	-	-	(1,311,950)	(3,944,131)
Lease Liabilities	(2,984,444)	-	-	-	(2,984,444)
Derivatives	-	51,407	-	-	51,407

Company	Amortised Cost	Fair Value through P&L	Fair Value through OCI	Non-financial instruments	Total in the Statement of Financial Position
31 December 2024					
Trade and other receivables	10,215,685	-	-	1,365,682	11,581,367
Cash and bank balances	5,745,324	-	-	-	5,745,324
Investments	-	-	1,176,021	-	1,176,021
Provisions	-	-	-	(343,784)	(343,784)
Trade and other payables	(5,809,244)	-	-	(208,201)	(6,017,445)
Lease Liabilities	(2,172,188)	-	-	-	(2,172,188)
Derivatives	-	(3,219)	-	-	(3,219)
31 December 2023					
Trade and other receivables	11,490,229	-	-	1,042,632	12,532,861
Cash and bank balances	6,356,259	-	-	-	6,356,259
Investments	-	-	591,945	-	591,945
Trade and other payables	(2,971,755)	-	-	(256,777)	(3,228,532)
Lease Liabilities	(2,537,883)	-	-	-	(2,537,883)
Derivatives	-	51,407	-	-	51,407

The following tables detail the Group and Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group or Company can be required to pay.

Group	1 Year	2-5 years	5+ years	Total
31 December 2024				
Trade and other payables	4,571,219	-	-	4,571,219
Lease Liabilities	511,989	1,537,655	802,744	2,852,388
	5,083,208	1,537,655	802,744	7,423,607
31 December 2023				
Trade and other payables	3,956,088	-	-	3,956,088
Lease Liabilities	515,382	1,551,230	1,319,824	3,386,436
	4,471,470	1,551,230	1,319,824	7,342,524

Company	1 Year	2-5 years	5+ years	Total
31 December 2024				
Trade and other payables	6,017,445	-	-	6,017,445
Lease Liabilities	437,400	1,239,300	765,450	2,442,150
	6,454,845	1,239,300	765,450	8,459,595
31 December 2023				
Trade and other payables	3,228,532	-	-	3,228,532
Lease Liabilities	437,400	1,239,300	1,202,850	2,879,550
	3,665,932	**1,239,300**	**1,202,850**	**6,108,082**

Notes to the Financial Statements (contd.)

6. Operating segments

The Aquis Group can be split into four revenue streams, each offering multiple products and services and benefitting from Group synergies. The specific focus of these activities are:

1. Aquis Markets – operator of MTF and related services. The Group operates two MTFs: Aquis Exchange ("AQXE"), which is UK regulated and Aquis Exchange Europe ("AQEU"), which is French regulated;
2. Aquis Stock Exchange ("AQSE") – primary listings and trading business. Within this division is AQSE Main Market, AQSE Growth Market and AQSE Trading;
3. Aquis Technologies – developer of exchange technology and services. The product offering includes Aquis Matching Engine, Aquis Market Surveillance, Aquis Market Gateway and related services including market surveillance and operations.
4. Aquis Data – Market Data services across the MTF and Recognised Investment Exchanges operated by Group entities.

Aquis Exchange PLC is the parent company and comprises AQXE and Aquis Technologies. It owns 100% of its two subsidiaries, AQEU and AQSE. Management monitors the Group's overall performance regularly using a set of established Key Performance Indicators including Net revenue, and Adjusted EBITDA and Adjusted Profit Before Tax after excluding exceptional costs. When monitoring the performance of each operating segment individually, management examines the discrete financial information available which will normally include revenue and gross profit for each division. Assets and liabilities, income tax and IFRS 2 charges are not reported internally to Chief Operating Decision Makers. In line with IFRS 8 the operating segments are reported separately as follows:

2024 Group	Aquis Markets	Aquis Stock Exchange	Aquis Technologies	Aquis Data	Total
Revenue	11,775,892	1,768,077	5,264,639	4,963,407	23,772,015
Impairment charge on Contract Assets	-	-	(3,685,326)	-	(3,685,326)
Net revenue	**11,775,892**	**1,768,077**	**1,579,313**	**4,963,407**	**20,086,689**
Impairment charge on trade and other receivables	-	(100,839)	(601,598)	-	(702,437)
Other losses	(41,906)	(5,867)	(73,064)	(17,600)	(138,437)
Operating expenses before exceptionals	(7,539,513)	(1,383,705)	(3,491,016)	(3,327,542)	(15,741,776)
Share based payments	(653,353)	(105,753)	(294,398)	(289,490)	(1,342,994)
Adjusted EBITDA (before exceptionals)	**3,541,120**	**171,913**	**(2,880,763)**	**1,328,775**	**2,161,045**
Exceptional Recommended Offer costs	(1,676,678)	(239,436)	(717,591)	(710,158)	(3,343,863)
EBITDA	**1,864,442**	**(67,523)**	**(3,598,354)**	**618,617**	**(1,182,818)**
Depreciation, amortisation and net interest	(369,583)	(54,352)	(462,461)	(157,435)	(1,043,831)
Profit / (loss) before tax	**1,494,859**	**(121,875)**	**(4,060,815)**	**461,182**	**(2,226,649)**
Reconciliation of PBT to Adjusted PBT:					
Profit / (loss) before tax	1,494,859	(121,875)	(4,060,815)	461,182	(2,226,649)
Exclude exceptional Recommended Offer costs	1,676,678	239,436	717,591	710,158	3,343,863
Adjusted profit / (loss) before tax	**3,171,537**	**117,561**	**(3,343,224)**	**1,171,340**	**1,117,214**

2023 Group	Aquis Markets	Aquis Stock Exchange	Aquis Technologies	Aquis Data	Total
Revenue	10,919,263	1,771,284	7,298,157	3,722,237	23,710,941
Impairment charge on Contract Assets	-	-	(1,016,223)	-	(1,016,223)
Net revenue	**10,919,263**	**1,771,284**	**6,281,934**	**3,722,237**	**22,694,718**
Impairment charge on trade and other receivables	-	(19,787)	(58,108)	(1,500)	(79,395)
Other gains	-	-	51,407	-	51,407
Operating expenses	(7,134,010)	(1,634,472)	(3,550,170)	(2,992,168)	(15,310,820)
Share based payments	(499,963)	(81,102)	(334,162)	(170,431)	(1,085,658)
EBITDA (and adjusted EBITDA)	**3,285,290**	**35,923**	**2,390,901**	**558,138**	**6,270,252**
Depreciation, amortisation and net interest	(292,793)	4,626	(583,951)	(203,247)	(1,075,365)
Profit before tax (before exceptionals)	**2,992,497**	**40,549**	**1,806,950**	**354,891**	**5,194,887**

The tables above represent the segment-level information that is monitored by the Chief Operating Decision Makers, which are the Chief Executive Officer, Chief Operating Officer and the Chief Financial Officer. All non-current assets (contract assets) are held centrally by Aquis Exchange PLC, other than the lease for the Paris office assigned to AQEU. The geographical analysis of the non-current assets is as follows; UK: £7,135k, Singapore: £2,754k and South Africa: £1,675k, Total: £11,564k.

At a Group level revenue from any one customer does not exceed 10% of total Group Revenue (2023: none). At a Company level revenue from one technology licence customer exceeded 10% of total Company revenues, and amounted to £3,100k (2022: two customers totalled £4,171k).

Notes to the Financial Statements (contd.)

2024 Company	Aquis Markets	Aquis Stock Exchange	Aquis Technologies	Aquis Data	Total
Revenue	3,789,253	-	5,264,639	2,626,926	11,680,818
Impairment charge on Contract Assets	-	-	(3,685,326)	-	(3,685,326)
Net revenue	**3,789,253**	**-**	**1,579,313**	**2,626,926**	**7,995,492**
Impairment charge on trade and other receivables	-	-	(601,598)	-	(601,598)
Other gains	(41,906)	(5,867)	(73,064)	(17,600)	(138,437)
Operating expenses before exceptionals	(56,816)	-	(3,491,016)	(1,131,843)	(4,679,675)
Share based payments	(653,353)	(105,753)	(294,398)	(289,490)	(1,342,994)
Adjusted EBITDA (before exceptionals)	**3,037,178**	**(111,620)**	**(2,880,763)**	**1,187,993**	**1,232,788**
Exceptional Recommended Offer costs	(1,652,335)	(239,436)	(717,591)	(710,158)	(3,319,520)
EBITDA	**1,384,843**	**(351,056)**	**(3,598,354)**	**477,835**	**(2,086,732)**
Depreciation, amortisation and net interest	(687,589)	(54,352)	(462,461)	(157,435)	(1,361,837)
Profit / (loss) before tax	**697,254**	**(405,408)**	**(4,060,815)**	**320,400**	**(3,448,569)**
Reconciliation of PBT to Adjusted PBT:					
Profit / (loss) before tax	697,254	(405,408)	(4,060,815)	320,400	(3,448,569)
Exclude exceptional Recommended Offer costs	1,652,335	239,436	717,591	710,158	3,319,520
Adjusted profit / (loss) before tax	**2,349,589**	**(165,972)**	**(3,343,224)**	**1,030,558**	**(129,049)**

2023 Company	Aquis Markets	Aquis Stock Exchange	Aquis Technologies	Aquis Data	Total
Revenue	3,994,208	-	7,298,157	1,854,974	13,147,339
Impairment charge on Contract Asset	-	-	(1,016,223)	-	(1,016,223)
Net revenue	**3,994,208**	**-**	**6,281,934**	**1,854,974**	**12,131,116**
Impairment charge on trade and other receivables	-	-	(58,108)	(1,500)	(59,608)
Other gains	-	-	51,407	-	51,407
Operating expenses	(742,211)	-	(3,550,170)	(1,496,084)	(5,788,465)
Share based payments	(499,963)	(81,102)	(334,162)	(170,431)	(1,085,658)
EBITDA	**2,752,034**	**(81,102)**	**2,390,901**	**186,959**	**5,248,792**
Depreciation, amortisation and net interest	(579,451)	4,626	(583,951)	(101,624)	(1,260,400)
Profit before tax (before exceptionals)	**2,172,583**	**(76,476)**	**1,806,950**	**85,335**	**3,988,392**

7. Employees

The monthly average number of persons (including directors) employed by the Group during the year was:

Group	2024 Number	2023 Number
Management	3	3
IT	30	23
Compliance and Surveillance	14	13
Operations	8	8
Business Development	21	21
Finance/HR/Admin	6	5
Marketing	2	2
	84	75

Company	2024 Number	2023 Number
Management	2	2
IT	27	21
Compliance and Surveillance	7	6
Operations	8	8
Business Development	14	13
Finance/HR/Admin	5	5
Marketing	2	2
	65	57

Group	2024 £	2023 £
Salaries and wages	8,459,538	7,523,034
Social security costs	1,085,216	1,056,857
Defined contribution pension costs	390,188	314,281
Share based payments	1,342,994	1,085,658
Employee benefits	243,248	238,727
	11,521,184	10,218,557

Company	2024 £	2023 £
Salaries and wages	5,964,882	5,264,174
Social security costs	732,217	766,553
Defined contribution pension costs	268,239	207,351
Share based payments	1,342,994	1,085,658
Employee benefits	237,483	238,723
	8,545,815	7,562,459

Notes to the Financial Statements (contd.)

8. Retirement benefit scheme

Defined contribution schemes

The Group operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the Company in an independently administered fund.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The total cost at a Group and Company level for defined contribution schemes is included in note 7.

9. Directors' remuneration

Further details on Directors' remuneration are included within the Directors' Report (see page 47).

Company	**2024 £**	2023 £
Short-term employee benefits	1,048,196	1,096,773
Additional salary in lieu of pension contributions	33,625	26,465

Remuneration disclosed above include the following amounts paid to the highest paid director:

	2024 £	2023 £
Short-term employee benefits	387,330	419,001
Additional salary in lieu of pension contributions	18,500	14,000

There are no directors to whom retirement benefits are accruing in respect of qualifying services. No directors exercised share options in the year (2023: none).

10. Revenue

An analysis of the Group's revenue by product for each segment is as follows:

2024 Group	Aquis Markets	Aquis Technologies	Aquis Data	Aquis Stock Exchange	Total
Exchange fees	11,775,892	-	-	636,401	12,412,293
Licence fees	-	5,264,639	-	-	5,264,639
Data vendor fees	-	-	4,963,407	-	4,963,407
Issuer fees	-	-	-	1,131,676	1,131,676
Total	**11,775,892**	**5,264,639**	**4,963,407**	**1,768,077**	**23,772,015**

2023 Group	Aquis Markets	Aquis Technologies	Aquis Data	Aquis Stock Exchange	Total
Exchange fees	10,919,263	-	-	663,068	11,582,331
Licence fees	-	7,298,157	-	-	7,298,157
Data vendor fees	-	-	3,722,237	-	3,722,237
Issuer fees	-	-	-	1,108,216	1,108,216
Total	**10,919,263**	**7,298,157**	**3,722,237**	**1,771,284**	**23,710,941**

2024 Company	Aquis Markets	Aquis Technologies	Aquis Data	Aquis Stock Exchange	Total
Exchange fees	3,789,253	-	-	-	3,789,253
Licence fees	-	5,264,639	-	-	5,264,639
Data vendor fees	-	-	2,626,926	-	2,626,926
Issuer fees	-	-	-	-	-
Total	**3,789,253**	**5,264,639**	**2,626,926**	**-**	**11,680,818**

2023 Company	Aquis Markets	Aquis Technologies	Aquis Data	Aquis Stock Exchange	Total
Exchange fees	3,994,208	-	-	-	3,994,208
Licence fees	-	7,298,157	-	-	7,298,157
Data vendor fees	-	-	1,854,974	-	1,854,974
Issuer fees	-	-	-	-	-
Total	**3,994,208**	**7,298,157**	**1,854,974**	**-**	**13,147,339**

Revenues from customers attributable to each of the following countries was as follows:

Notes to the Financial Statements (contd.)

	Group		Company	
	2024 **£**	2023 £	**2024** **£**	2023 £
Country				
Australia	74,081	57,000	42,444	33,567
British Virgin Islands	44,961	3,625	-	-
Canada	40,023	4,150	-	-
Cayman Islands	18,563	-	-	1,422
China	42,051	142,000	21,000	-
Colombia	233,183	39,329	233,183	-
Cyprus	9,281	-	-	-
Denmark	39,353	32,238	15,105	-
Finland	30,000	24,000	19,650	-
France	1,347,201	1,215,591	504,208	179,094
Germany	425,293	425,349	144,369	106,432
Gibraltar	13,931	4,000	-	-
Guernsey	21,222	2,100	-	-
Hong Kong	30,000	24,000	19,650	105,681
Hungary	43,490	35,000	3,033	-
Ireland	1,677,677	1,517,301	584,719	103,278
Isle of Man	28,144	825	-	-
Italy	35,000	24,000	22,925	-
Jersey	38,025	1,300	-	-
Kenya	21,006	14,150	-	-
Luxembourg	-	2,177	-	21,336
Netherlands	354,858	158,239	146,517	54,841
New Zealand	12,037	-	-	-
Norway	49,390	38,025	-	-
Singapore	220,506	483,311	220,506	-
South Africa	119,626	109,245	109,245	109,245
Spain	106,106	79,872	13,844	-
Sweden	30,000	24,000	19,650	7,965
Switzerland	214,277	222,330	87,068	113,107
Taiwan	9,281	-	-	-
United Arab Emirates	9,281	-	-	-
United Kingdom	15,676,421	17,432,294	7,719,768	10,920,149
United States	2,757,747	1,595,490	1,753,934	1,391,222
	23,772,015	23,710,941	**11,680,818**	13,147,339

Subscription fees and data vendor fees:

Subscription fees and some data vendor fees are accounted for under IFRS 15 and are all recognised at point in time as they reflect variable revenue determined on a monthly basis. In addition to the variable monthly fee some AQSE data vendors pay an annual fee for access to real time and/or end of day data, which is recognised over time as the performance obligation of providing data is fulfilled.

The Group begins to recognise monthly subscription fees, data vendor fees, and connectivity fees when the customer conformance test is satisfactorily concluded, and an acceptance certificate is issued. This is then verified by the customer starting to utilise the platform, which is the point in time that the Group determines that the customer has received the benefit from the service.

In the case of subscription, connectivity and data fees, invoices are raised monthly in arrears and there is no obligation for a refund, return or any other similar obligation. There is no constrained variable consideration in any customer contracts, and the transaction price is allocated in full at a single point in time when the customer receives the benefit from the services.

Licence fees and contract assets:

Aquis Exchange PLC provides technology services under licence to clients. The services comprise the provision of an exchange platform and / or a surveillance system and may also include support services comprising basic infrastructure support or additional services. The duration of the licences varies between 1 and 7 years and will consist of an implementation fee, and, post implementation, a monthly licence fee for the duration of the contract. The monthly fees also cover system maintenance and system upgrades that typically occur every 12 – 18 months. The licensing contracts are accounted for under IFRS 15 and any corresponding contract assets are subject to IFRS 9 provisioning, as disclosed further in Note 11. Contract liabilities arise when consideration has been provided to Aquis prior to completion of relevant performance obligations as outlined below. These balances typically arise when customers pay in advance of implementation. As of the balance sheet date there are no contract liabilities (2023: nil).

The revenue from licensing contracts with customers has been categorised reflecting the nature, amount, customer categorisation (see also Note 4), contract duration and uncertainty of revenue and cash flows. Revenue from licensing contracts is assessed for each contract and is recognised as and when each performance obligation is satisfied. A transaction price is determined by the contractual terms of an agreement. Transaction prices are allocated to each performance obligation based on the standalone price of the product or service offered by the Group. The list of performance obligations included within Aquis' Technology Licence agreements is outlined below.

For licensing contracts, the Company has assessed the expected credit loss of each client individually. The transaction price is allocated according to the Group's obligations to the client over the course of licence period. There is no constrained variable consideration in any customer contracts.

The licensing fees line item also includes connectivity fees for licensing contract customers that are recognised at a point in time as they reflect variable revenue determined on a monthly basis and are underpinned by a separate agreement.

Contract Assets (Group and Company)	2024 £	2023 £
As at 1 January	8,480,444	6,114,105
PO2: Licence fees	3,670,000	5,419,476
PO3: Maintenance fees	680,648	449,533
ECL provisions on contract assets	(3,535,326)	(1,016,223)
Transfers to trade receivables	(3,071,416)	(2,345,265)
Adjustments for foreign exchange gains	21,963	(141,182)
As at 31 December	**6,246,313**	8,480,444

In the prior year the scope of a Technology Licence contract was amended resulted in cumulative catch- up adjustments of £86,400 being recognised despite satisfaction of their performance obligation in prior periods.

Upon invoicing of revenues the right to consideration becomes unconditional and thus contract asset balances have been reduced for balances transferred to trade receivables. The unrecovered amount included in receivables is £1,430,033 (2023: £626,607).

Performance obligation (PO)	Recognition of revenue upon completion
PO1: Implementation fees	Implementation/ project fees are upfront, non-refundable fees that a customer pays in order to obtain the user agreement. Even if the user acceptance certificate is never issued, the implementation fee cannot be reclaimed and so the revenue is guaranteed and can be recognised at the time of invoice as Aquis becomes unconditionally entitled to payment.
PO2: Licencing fees	At a point in time upon signing the user acceptance agreement, as the Company has fulfilled its promise to deliver the licence (i.e. the system has been deployed in the client's production environment). A corresponding contract asset (trade receivable) is recognised to reflect the customer's obligation to pay the monthly licensing fee over the remaining term of the contract.
PO3: Maintenance fees	Over the course of the licensing contract, as the performance obligation to maintain the system is settled and the customer benefits from using the system.
PO4: Live services fees	Over the course of the licensing contract, as the performance obligation to provide surveillance and similar core market operations tasks are settled and the customer benefits over time.
PO5: Hosting fees	Over the course of the licensing contract, as the performance obligation to use Aquis' hardware and infrastructure is used over time by the customer.

The aggregate amount of the transaction price per customer category that has been allocated to the performance obligations for the year is as follows:

	2024					
Group and Company	**£**	**£**	**£**	**£**	**£**	**£**
Risk Category[1]	**1**	**2**	**3**	**4**	**5**	**Total**
PO1	240,658	-	50,000	-	-	290,658
PO2	-	2,925,000	745,000	-	-	3,670,000
PO3	239,583	296,861	125,000	19,204	-	680,648
PO4	-	-	84,834	-	-	84,834
PO5	-	252,000	-	-	-	252,000
	480,241	**3,473,861**	**1,004,834**	**19,204**	**-**	**4,978,140**

	2023					
Group and Company	**£**	**£**	**£**	**£**	**£**	**£**
Risk Category[1]	**1**	**2**	**3**	**4**	**5**	**Total**
PO1	65,000	500,000	280,630	-	-	845,630
PO2	2,550,000	2,027,500	85,586	756,390	-	5,419,476
PO3	62,457	239,453	125,000	22,623	-	449,533
PO4	-	-	-	-	-	-
PO5	-	42,000	-	-	-	42,000
	2,677,457	**2,808,953**	**491,216**	**779,013**	**-**	**6,756,639**

The amount of revenue to be recognised from unsatisfied performance obligations with Technology Licence customers is as follows:

Group and Company	**2024**	**2025**	**2026**	**2027-2030**	**Total**
As at 31 December 2024	**£**	**£**	**£**	**£**	**£**
PO3	613,449	604,395	519,434	672,655	2,409,933

Group and Company	**2023**	**2024**	**2025**	**2026-2029**	**Total**
As at 31 December 2023	**£**	**£**	**£**	**£**	**£**
PO3	671,465	437,931	437,931	823,254	2,370,581

[1] Customer risk category definitions: 1 – High, 2 – Moderately High, 3 – Moderate, 4 – Moderately Low, and 5 – Low.

Notes to the Financial Statements (contd.)

11. Impairment

The Group has two types of financial asset that are subject to potential impairment, these are contract assets relating to technology licencing contracts and also trade receivables. At a Company level, intercompany balances are assessed for any ECL on outstanding receivables arising during the normal course of business between the Parent and its subsidiaries.

The Group has concluded that trade receivables and contract assets have different risk characteristics and therefore the Expected Credit Loss (ECL) rates for each type of asset are measured separately. Since they comprise a portfolio of only a small number of clients, contract assets have been assessed on a client-by-client basis, whilst trade receivables have been grouped based on shared credit risk characteristics and the days past due. Further details on both methodologies can be found below.

IFRS 9 provisioning is applied to technology licensing contract assets based on management estimates of the recoverability of contracts over their useful life, and which are re-assessed at each renewal and also at each year-end.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for trade receivables and contract assets and therefore the ECL for each contract is assessed on a lifetime basis rather than at each reporting date. As the simplified approach is adopted it is not necessary to consider the impact of a significant increase in credit risk.

	Group		Company	
	Contract Assets £	Trade Receivables £	Contract Assets £	Trade Receivables £
Reconciliation of opening to closing loss allowances 2024				
Opening Impairment Provision at 1 January	2,363,501	103,503	2,363,501	58,108
Impairment charge / (credit)				
ECL on new contract assets	2,822,950	-	2,822,950	-
ECL increased over time	862,376	702,437	862,376	601,598
Net ECL movement	3,685,326	702,437	3,685,326	601,598
Foreign exchange on ECL balances	12,590	-	12,590	-
Total amounts recognised through profit or loss	**3,697,916**	**702,437**	**3,697,916**	**601,598**
Written-off financial assets	-	(28,053)	-	-
Closing Impairment Provision at 31 December	**6,061,417**	**777,887**	**6,061,417**	**659,706**

	Group		Company	
	Contract Assets £	Trade Receivables £	Contract Assets £	Trade Receivables £
Reconciliation of opening to closing loss allowances 2023				
Opening Impairment Provision at 1 January	1,347,278	58,953	1,347,278	-
Impairment charge/(credit)				
ECL on new contract assets	1,729,154	-	1,729,154	-
ECL increased/(reversed) over time	(712,931)	79,395	(712,931)	59,608
Net ECL movement	1,016,223	79,395	1,016,223	59,608
Foreign exchange on ECL balances	-	-	-	-
Total amounts recognised through profit or loss	**1,016,223**	**79,395**	**1,016,223**	**59,608**
Written-off financial assets	-	(34,845)	-	(1,500)
Closing Impairment Provision at 31 December	**2,363,501**	**103,503**	**2,363,501**	**58,108**

Technology Licencing Contracts

During contract negotiation Aquis assesses the potential credit risk of a prospective client prior to committing to the contract, and the Directors consider factors that are specific to the customer, general economic conditions and an assessment of both the current as well as the forecast direction of these conditions. Based on this assessment, the prospective customer is assigned to a customer category with an appropriate risk rating.

A probability of default ("PD") occurring during the lifetime of the contract ranging from 0-100% is applied to each client based on the assigned risk category. The credit risk of Aquis' technology clients ranges from those that are in infant start-up stages (i.e. riskier) to those that are highly liquid and solvent conglomerates (little to no risk). As such, the Directors view the range of PDs for the portfolio to be between 100% for those with the highest level of risk to 0% for those that are so near to a zero level of risk that the PD is zero in substance. The Directors are comfortable that the assigned PD is sufficiently accurate to reflect the elevated risk associated with each start up when considering the idiosyncratic circumstances and risk factors of each client. The portfolio of technology contracts held by Aquis have PDs that have an observable relationship with time, i.e. the PD will decrease each year as the contract progresses. The credit risk of the contracts is directly linked to the success of the business and its ability to raise capital, and each year as the business continues in operation the credit risk decreases.

The Loss Given Default ("LGD") is also quantified on a customer-by-customer basis and is done through an assessment of the recovery rate the Directors anticipate will be applied to the customer in the event of liquidation. Currently the low number of technology clients allows Aquis to assess each contract individually on the appropriate credit risk category, and this is determined based on several factors including company specific factors and also any future macro-economic changes, the sensitivity to these potential changes and the impact that these may have on the recoverability of the outstanding debt.

Although the full risk assessment is completed only at the start of the contract, the Directors assess each contract at the balance sheet date to determine whether the level of ECL provision, based on LGD and PD at contract inception, remains appropriate. The Directors consider a variety of factors specific to each customer, such as past payment history, but also assess the intent and ability to settle contractual commitments over the remaining contractual term, examples of which include but are not limited to, availability and sources of funding, revenue generating activities and profitability, and ongoing communications with the customer. Further factors considered by the Directors throughout the contract term are included within Note 4 under critical accounting estimates.

The Contract Asset Impairment provision as at 31 December 2024 was £6,061k (2023: £2,364k) and has been calculated with reference to estimations based on the PD and LGD as described above for each individual contract taking into account the nature, amount, customer categorisation, contract duration and uncertainty of revenue and cash flows. The increase in the Contract Asset Provision includes specific provisions made against two technology customers totalling £3,039k to reflect a heightened risk of default. A further £611k of provisions were recognised against these two customers but against trade receivable balances. The total increase in provisions recognised against these customers was equivalent to £3,650k across both Contract Assets and Trade Receivables. £200k of impairment was also made against a new contract asset recognised in the year.

The contracts are short-to-medium term in length and, as at 31 December 2024, the average contract duration for the portfolio of technology contracts is 3.6 years. (2023: 3.4 years).

Intercompany receivables

In line with IFRS 9 the Company has considered the qualitative and quantitative characteristics of the risk of default by its subsidiaries on outstanding receivables. These are considered non-material, both in quantum and in nature given regular settlement of balances and sufficient liquidity in both subsidiaries to cover amounts due to the Parent.

Trade Receivables

The Group has applied a simplified Expected Credit Loss model on trade receivables where a risk of potential non-payment may arise. In doing so the Group has considered the probability of a default occurring over the contractual life of the financial asset on initial recognition of the asset. Trade receivables are measured at amortised cost and the calculated ECL provision is deducted from the gross carrying amount of the assets. When a trade receivable is determined to be uncollectible, it is written off against the provision account for trade receivables.

The simplified provision matrix presented below is based on historic default rates over the expected life of the trade receivables and is adjusted where appropriate for forward-looking estimates. The trade receivables balance is split into 8 separate categories depending on the age of each debt, ranging from 0 days past due to over 180 days past due. An appropriate estimation of the probability of default is applied to each category of debt, based on both historical default rates and expectations for the future.

All AQSE customers are assessed within a single credit risk category. In determining that the value of any potential AQXE and AQEU provision is immaterial the Directors have separated AQXE and AQEU customers into three distinct risk categories based on homogeneous characteristics for each customer class. The factors used to differentiate each credit risk category in AQXE and AQEU are primarily based on the liquidity pools of each customer class, payment history and profiles, in addition to regulated status. The assessment of AQXE and AQEU provisions as immaterial excludes specific provisions for technology asset trade receivables of £659,796 (2023: £58,108). This includes £611,131 of provisions booked against the two Technology Licence customers for which impairment provisions of £3,039,000 were recognised against Contract Asset Balances.

Alongside AQSE provisions the total Group Provision at the year end was £751,947 (2023: £103,503).

The key assumptions in calculating the ECL for trade receivables are that the probability of default increases with the age of the debt and that the debts are homogeneous, i.e. the credit risk assessment is based on age rather than by individual client. The expected loss rates are based on historical credit losses experienced and adjusted to reflect current and forward-looking information. AQSE trade receivables have been assessed to have a higher risk of impairment than the rest of the Group's trade receivables.

Trade receivables have payment terms of 30 days from the date of billing. For debts older than 180 days, debts are assessed on a case-by-case basis and are written off if there is no reasonable expectation of recovery. During the year a total of £28,053 (2023: £33,345) of trade receivables were written off relating to debts from companies that had ceased membership with AQSE and the contractual rights to cash flows from the financial assets were deemed to have expired.

The total loss allowance is calculated by applying the expected loss rate to the trade receivables balance in each age bucket. The total portion of the ECL balance relating to trade receivables as at 31 December 2023 was £409,585, of which £92,241 related to AQSE balances (31 December 2023: £45,395). The table below shows the allocation of provisions against AQSE Trade Receivables:

Group - 2024

Days past Due	0	1–2	30–5	60–89	90–124	125 – 149	150–17	Over 180	Total
Expected loss rate	**0.5%**	**1.0%**	**3.0%**	**5.0%**	**10.0%**	**25.0%**	**50.0%**	**100%**	
Gross trade receivables	1,611,041	860,074	296,612	407,575	186,332	174,780	194,234	148,349	3,878,997
Expected loss	(865)	(975)	(1,318)	(9,008)	(1,254)	(275)	(660)	(79,015)	(93,370)
Specific provisions	(58,684)	(121,200)	(100,200)	(105,636)	(92,280)	(97,320)	(95,102)	(14,095)	(684,517)
Total Expected Credit Losses	**(59,549)**	**(122,175)**	**(101,518)**	**(114,644)**	**(93,534)**	**(97,595)**	**(95,762)**	**(93,110)**	**(777,887)**

Group - 2023

Days past Due	0	1–29	30–59	60–89	90–124	125 – 149	150–179	Over 180	Total
Expected loss rate	**0.5%**	**1%**	**3%**	**5%**	**10%**	**25%**	**50%**	**100%**	
Gross trade receivables	1,672,343	473,581	606,221	151,123	118,799	17,303	18,500	79,073	3,136,943
Expected loss	(564)	(598)	(6,891)	(1,411)	(6,683)	(1,125)	(3,300)	(6,682)	(27,254)
Specific provisions	(14,400)	-	(32,120)	(14,400)	(509)	-	-	(14,820)	(76,249)
Total Expected Credit Losses	**(14,964)**	**(598)**	**(39,011)**	**(15,811)**	**(7,192)**	**(1,125)**	**(3,300)**	**(21,502)**	**(103,503)**

Notes to the Financial Statements (contd.)

12. Operating expenses before exceptionals, depreciation, amortisation, finance costs, and other gains and losses

Earnings before interest, taxation, depreciation and amortisation is stated after charging:

	Group		Company	
	2024 £	2023 £	**2024 £**	2023 £
Other (losses)/gains				
Fair value movements in Derivative Instruments	(54,626)	51,407	(54,626)	51,407
Loss on disposal of right of use assets	(83,811)	-	(83,811)	-
	(138,437)	51,407	(138,437)	51,407

Other gains relate to fair value movements on derivative financial assets used to mitigate foreign currency risk. Please see Note 5, Financial Risk Management, for further details.

	Group		Company	
	2024 £	2023 £	**2024 £**	2023 £
Administrative Expenses				
Fees payable to the company's auditor for the audit of the company's financial statements	286,500	270,000	216,500	205,000
Fees payable to the company's auditor for the Client Asset audit	11,000	10,700	11,000	10,700
Share-based payments	1,342,994	1,085,658	1,342,994	1,085,658
Exchange (gain)/loss	(174,769)	104,162	3,437	146,103
Employee costs	10,178,190	9,132,899	7,202,821	6,476,801
Operating costs	5,440,855	5,793,059	4,690,066	5,317,912
Net intercompany income	-	-	(7,444,149)	(6,368,051)
	17,084,770	16,396,478	6,022,669	6,874,123

Other administrative expenses comprise marketing fees, data centre and other service fees incurred in the ordinary course of business.

The Group expends resources to build trading platforms for its own use and for licencing to customers. Research and development costs that are not eligible for capitalisation have been expensed in the period incurred and are recognised in administrative expenses. In 2024 the amount recognised in the income statement was £821,080 (2023: £512,543).

Profit before taxation is stated after charging:

	Group		Company	
	2024 £	2023 £	**2024 £**	2023 £
Depreciation, amortisation and finance costs				
Depreciation of property, plant and equipment	832,284	760,308	762,279	687,019
Amortisation of intangible assets	828,714	612,257	828,714	612,257
	1,660,998	1,372,565	1,590,993	1,299,276

	Group		Company	
	2024 £	2023 £	**2024 £**	2023 £
Finance expense on lease liabilities (Note 28)	84,256	103,249	71,705	88,571
Finance income on lease assets (Note 28)	(92,605)	(15,737)	(92,160)	(15,293)
Interest income on deposited funds	(608,818)	(384,712)	(208,701)	(112,154)
	(701,423)	(400,449)	(300,861)	(127,447)

Total expenses were as follows:

	Group		Company	
	2024 £	2023 £	**2024 £**	2023 £
Total expenses	**18,128,601**	17,471,843	**7,384,506**	8,134,523

Notes to the Financial Statements (contd.)

13. Exceptional Recommended Offer Costs

During the year the following costs were incurred by the Group to prepare shareholders and other relevant stakeholders for the Rule 2.7 Announcement under the Takeover Code, as was recommended by the Directors Aquis exchange and accepted by shareholders by a majority vote on 20 December 2024.

These costs, labelled as 'Recommended Offer' costs in this Annual Report and Accounts, have been classified as exceptional due to the one-off nature which affects an understanding of the Group's underlying performance and business activities across multiple years.

	Group		Company	
	2024 £	2023 £	**2024 £**	2023 £
Exceptional Recommended Offer costs				
Staff costs	536,722	-	512,379	-
Legal and professional fees	2,807,141	-	2,807,141	-
	3,343,863	**-**	**3,319,520**	**-**

Staff Recommended Offer costs include retention-based remuneration paid to all employees and time-based compensation for key personnel in supporting the Rule 2.7 Announcement.

Other expenditure includes legal and professional fees incurred for advice provided to the firm. Such costs incurred to date do not include completion-based fees which would be payable on successful completion of the deal.

Please refer to Note 2 for information about the classification of costs as exceptional.

14. Share-based payments

Aquis Exchange PLC has five different share schemes which have been set up since incorporation.

Aquis Exchange PLC has established two Trusts (see Note 22) to which it has provided funding to allow the purchase of shares for future settlement of the liability arising from the share awards noted below.

The Fair Value of any awards made in the year is calculated and recognised through the P&L over the appropriate period as set out in the detail on each scheme below. The total costs recognised through the P&L in the Group in 2024 was £1,343k (2023: £1,086k).

	Group and Company	
	2024 £	2023 £
Enterprise Management Incentives (EMI) scheme	-	11,479
Restricted Share Plan (RSP) scheme	412,369	540,304
Company Share Ownership Plan (CSOP) scheme	52,387	57,963
Premium Priced Option (PPO) scheme	673,268	299,643
Share Incentive Plan (SIP) scheme	204,970	176,269
	1,342,994	1,085,658

The aggregate level of share options and shares awarded which existed at the year end is 4,707,739 shares (2023: 3,526,785 shares).

	Group and Company	
	2024	2023
Enterprise Management Incentives (EMI) scheme	809,961	899,378
Restricted Share Plan (RSP) scheme	461,943	416,572
Company Share Ownership Plan (CSOP) scheme	256,796	203,530
Premium Priced Option (PPO) scheme	2,859,017	1,745,443
Share Incentive Plan (SIP) scheme	320,022	261,862
	4,707,739	3,526,785

Notes to the Financial Statements (contd.)

Enterprise Management Incentive Plan

There is one approved EMI scheme, which was initiated in June 2018 when the first 564,124 options were granted. In April 2020 the second allotment (approved in and deferred from November 2019 because Aquis was in a close period) was made with a total of 740,250 options being granted. Options vest in 3 equal tranches, one, two and three years after grant. The options expire after 10 years.

The Group has estimated the fair value of options using a US binomial option valuation model and spread the estimated value against the profit and loss account over the life of the vesting period.

Of the total number of options granted, 85,750 (2022: 7,333) were exercised, none (2022: Nil) expired and none (2023: none) were forfeited during 2024.

The share price on the grant date was £2.69 and each option can be exercised at £2.69 to be settled in cash. The weighted average remaining contractual life of options outstanding at the end of the reporting period amounted to nil months (2023: nil).

The US binomial model with an average expiry duration of 5 years, volatility of 24% and risk-free interest rate of 1.1067% was used to calculate the fair value of the options granted on 14 June 2018. All options are exercisable at a price of £2.69 and the weighted average expected life of the options was estimated to be 5 years.

For options granted on 16 April 2020 the share price on the grant date was £3.47 and each option can be exercised at £3.47 to be settled in cash. The weighted average remaining contractual life of options outstanding at the end of the reporting period amounted to nil (2023: 3.5 months).

The US binomial model using an average expiry duration of 5 years, volatility of 20% and risk-free interest rate of 0.16% was used to calculate the fair value of the options granted on 16 April 2020. All options are exercisable at a price of £3.47 and the weighted average remaining expected life of the options was estimated to be 5 years.

Details of the EMI scheme are as follows:

	2024		2023	
	Number of Options	**Weighted average exercise price (£)**	Number of Options	Weighted average exercise price (£)
Outstanding at the beginning of the period	895,711	3.29	903,044	3.30
Exercised	(85,750)[1]	3.47	(7,333)[2]	3.47
Outstanding at the end of the period	809,961	3.28	895,711	3.29
Exercisable at the end of the period	809,961	3.28	895,711	3.29

[1] For options exercised in 2024, the share price on the date of exercise was: 2,542 options at £3.62, 5,092 options at £3.65, 10,336 options at £3.60, 29,000 options at £3.62, and 38,750 options at £7.05.

[2] For options exercised in 2024, the share price on the date of exercise was: 7,333 options at £3.70.

Restricted Share Plan

The Group implemented a Restricted Share Plan (RSP) senior executive option scheme in 2020. Total grants were made in April 2024 of 85,958 at a grant price of £4.17 (April 2023: 70,637 options at a grant price of £4.01).

Options vest three years after grant, with an additional hold period of a further 2 years for Executive Directors and expire after 10 years.

The Black-Scholes model with an average expiry duration of 3 years, volatility of 21% and risk-free interest rate of 1.669% was used to calculate the fair value of the options granted in April 2022.

The Black-Scholes model with an average expiry duration of 3 years, volatility of 21% and risk-free interest rate of 1.891% was used to calculate the fair value of the options granted in September 2022. The weighted average remaining contractual life of options outstanding at the end of the reporting period amounted to 7 years and 7 months (2022: 7 years and 0 months).

For options granted on 26 April 2023 the share price at the date of grant was £4.03 and each option can be exercised at £0.10. The following inputs were used in the Black Scholes model: average maturity of 3 years, volatility of 23% and risk-free interest rate of 3.585%.

For options granted on 26 April 2024 the share price at the date of grant was £4.17 and each option can be exercised at £0.10. The following inputs were used in the Black Scholes model: average maturity of 3 years, volatility of 22.46% and risk-free interest rate of 4.185%. The fair value of the award was £329,599.

Details of the RSP scheme are as follows:

	2024		2023	
	Number of Options	**Weighted average exercise price (£)**	Number of Options	Weighted average exercise price (£)
Outstanding at the beginning of the period	407,496	4.71	341,364	4.85
Granted during the period	85,958	4.17	70,637	4.01
Forfeited during the period	(15,831)	4.44	(4,505)	4.03
Exercised during the period	(8,553)[1]	3.80	-	-
Expired during the period	(7,127)	3.80	-	-
Outstanding at the end of the period	461,943	4.65	407,496	4.71
Exercisable at the end of the period	207,709	4.95	137,706	3.64

[1] The share price on the date of exercise was £3.87.

Notes to the Financial Statements (contd.)

Company Share Ownership Plan

The Group implemented a Company Share Ownership Plan ("CSOP") employee option scheme in 2021. 62,942 options were granted in April 2024 and the share price at the date of grant was £4.17 each option can be exercised at £4.17 (April 2023: 64,322 options with a share price of £4.10 at the date of grant and can be exercised at £4.10).

Options vest three years after grant and expire after 10 years.

The Black-Scholes model with an average expiry duration of 5 years, volatility of 21% and risk-free interest rate of 1.669% was used to calculate the fair value of the options granted in April 2022. The weighted average remaining contractual life of options outstanding at the end of the reporting period amounted to 8 years and 1 months (2021: 7 years and 8 months).

The share price for the options granted on 26 April 2023 was £4.10 and each option can be exercised at £4.10. The following inputs were used in the Black Scholes model: average maturity of 3 years, volatility of 23% and risk-free interest rate of 3.585%.

The share price for the options granted on 26 April 2024 was £4.17 and each option can be exercised at £4.17. The following inputs were used in the Black Scholes model: average maturity of 3 years, volatility of 22.46% and risk-free interest rate of 4.185%. The fair value of the award was £45,636.

Details of the CSOP scheme are as follows:

	2024		2023	
	Number of Options	**Weighted average exercise price (£)**	Number of Options	Weighted average exercise price (£)
Outstanding at the beginning of the period	205,079	5.46	162,040	5.95
Granted during the period	62,942	4.17	64,322	4.10
Forfeited during the period	(11,225)	4.57	(21,283)	5.10
Exercised during the period	-	-	-	-
Expired during the period	-	-	-	-
Outstanding at the end of the period	256,796	5.18	205,079	5.46
Exercisable at the end of the period	81,266	6.85	-	-

Premium Priced Option Plan

The Group implemented a Premium Priced Option ("PPO") option scheme in 2022 primarily focussed on Senior Executives. Grants in April 2024 were made amounting to 1,271,381 options when the share price at the date of grant was £3.84 (April 2023: 1,138,512 with share price at date of grant of £5.04).

Options vest 3 years after grant and expire after 7 years.

The Black-Scholes model with an average expiry duration of 5 years, volatility of 22.5% and risk-free interest rate of 1.5% was used to calculate the fair value of the options granted in June 2022. The weighted average remaining contractual life of options outstanding at the end of the reporting period amounted to 5 years and 6 months (2022: 6 years and 6 months).

For option granted on June 2022 the share price at the date of grant was £3.828 and each option can be exercised at £4.785. The following inputs were used in the Black Scholes model: average maturity of 5 years, volatility of 22.5% and risk-free interest rate of 1.79%.

For options granted on 26 April 2023 the share price at the date of grant was £4.03 and each option can be exercised at £5.0375. The following inputs were used in the Black Scholes model: average maturity of 5 years, volatility of 22.5% and risk-free interest rate of 3.723%.

For options granted on 26 April 2024 the share price at the date of grant was £4.28 and each option can be exercised at £4.80. The following inputs were used in the Black Scholes model: average maturity of 5 years, volatility of 22.46% and risk-free interest rate of 4.185%. The fair value of the award was £1,292,994.

Details of the PPO scheme are as follows:

	2024		2023	
	Number of Options	**Weighted average exercise price (£)**	Number of Options	Weighted average exercise price (£)
Outstanding at the beginning of the period	1,692,933	4.95	554,421	4.79
Granted during the period	1,271,381	3.84	1,138,512	5.04
Forfeited during the period	(105,297)	5.04	-	-
Exercised during the period	-	-	-	-
Expired during the period	-	-	-	-
Outstanding at the end of the period	2,859,017	4.46	1,692,933	4.95
Exercisable at the end of the period	-	-	-	-

Notes to the Financial Statements (contd.)

Share Incentive Plan

The employee Share Incentive Plan ("SIP") is administered by Equiniti ("the Trust"). The Trust purchases shares in Aquis on the open market on behalf of employees that have elected to take part. Employees are limited to a maximum annual contribution of £1,800. The scheme allows employees to become shareholders in the Company in a tax efficient manner, with the Company purchasing two matching shares for every partnership purchased by the employee. The terms of the matching shares include that they must be held by the Trust for three years before they can be transferred or sold, and the employee must remain employed with the Company throughout this period. Free shares are also awarded to staff on an annual basis where performance criteria are met, with the Company purchasing up to a further 2 shares for each partnership share purchased.

The fair value of the matching and free shares purchased by the company are expensed over the three year vesting period. Management assumes that the cost of the shares is a close approximation of the fair value of the shares as the market price tends to be reflective of the discounted value of research analysts' medium-term projections.

The fair value of awards in the year was £204,970 (2023: £176,269).

Details of the SIP scheme are as follows:

	2024 Number of Shares	2023 Number of Shares
Shares held at the beginning of the period	261,862	186,155
Partnership shares purchased in the period	15,313	16,863
Matching shares purchased during the period	30,626	33,726
Free shares purchased during the period	18,739	35,673
Exercised during the period	(5,806)	(2,607)
Forfeited during the period	(618)	(7,948)
Shares held at the end of the period	320,116	261,862
Exercisable at the end of the period	-	-

15. Deferred tax asset

A net deferred tax asset of £1,785,331 (2023: £1,785,331) at the Group and £1,506,022 (2023: £1,506,022 at the Company) relating to unused tax losses has been recognised in the current period. The losses are considered able to offset against the Company's taxable profits expected to arise in the next three accounting periods. This comprises a gross Deferred Tax Asset of £1,925,809 (2023: £1,884,349) at the Group and £1,646,500 (2023: £1,605,040 at the Company) offset by a Deferred Tax Liability of £140,478 (2023: £99,018) at the group and Company arising in the Company on the timing difference on accounting depreciation versus tax written down value charge.

The assessment of future taxable profits involves a significant degree of estimation, which management have based on the latest budget for the Company approved by the Board which reflects the improvement trading performance largely due to the continued expansion of the business as discussed in the Strategic Report. The preparation of the budget involves a rigorous review process by the Board, whereby each revenue stream and cost is scrutinised and challenged in detail so that the final version is considered to be an accurate and plausible representation of what is likely to be achieved in the period.

In calculating the deferred tax asset, Management has applied a conservative approach by using probability adjusted revenues, applying lower probabilities to budgeted revenue from more uncertain sources such as large technology licencing contracts, with the effect of reducing estimated profits over the 3-year period from the original forecasts. The analysis predicts profitability is still achievable even when revenues are reduced to reflect this adjustment.

The net deferred tax balance comprises temporary differences attributable to:

Group	**2024** **£**	2023 £
Tax losses	1,925,809	1,884,349
Fixed asset timing differences	(140,478)	(99,018)
Total deferred tax asset	**1,785,331**	1,785,331

Company	**2024** **£**	2023 £
Tax losses	1,646,500	1,605,040
Fixed asset timing differences	(140,478)	(99,018)
Total deferred tax asset	**1,506,022**	1,506,022

Notes to the Financial Statements (contd.)

Movement in deferred tax balance:

Group	2024 £	2023 £
At 1 January	1,785,331	1,593,931
Origination and reversal of timing differences	(312,668)	270,485
Adjustment in respect of prior periods	312,668	(79,085)
At 31 December	**1,785,331**	1,785,331

Company	2024 £	2023 £
At 1 January	1,506,022	1,456,184
Origination and reversal of timing differences	(312,668)	122,556
Adjustment in respect of prior periods	312,668	(72,718)
At 31 December	**1,506,022**	1,506,022

Deferred tax assets are recognised only to the extent that there are sufficient probable future taxable profits available to set against deductible temporary differences and carry forward tax losses (and R&D credits). As at 31 December 2024 the Group and Company have not recognised deferred tax assets of £9,252,253 and £1,101,553 respectively (31 December 2023: £9,419,710 and £951,421) based on an assumed future tax rate of 25%. All tax losses in the Group do not have an expiry date.

The Group has combined losses of £44,150,335 (2023: £44,670,056) available for carry forward and to be used against future trading profits of the same trade in which they were generated. This is comprised of trading generated in the UK by Aquis Exchange PLC and Aquis Stock Exchange Limited. There are no losses carried forward in France within Aquis Exchange Europe SAS.

The Company has estimated losses of £10,430,300 (2023: £10,696,732) available for carry forward against future trading profits.

16. Income tax

	Group		Company	
	2024 **£**	2023 £	**2024** **£**	2023 £
Current Tax				
UK Corporation tax charge	-	-	-	-
Overseas tax charges on foreign operations	235,291	183,611	-	-
Total current tax charge	**235,291**	**183,611**	**-**	**-**

Deferred Tax				
Origination and reversal of timing differences (Note 15)	312,668	(270,485)	312,668	(122,556)
Adjustment in respect of prior periods (Note 15)	(312,668)	79,085	(312,668)	72,719
Total deferred tax credit	**-**	**(191,400)**	**-**	**(49,837)**

Net income tax charge / (credit)	**235,291**	**(7,789)**	**-**	**(49,837)**

Reconciliation of expected tax charge / (credit) to (losses) / profits before tax:

	Group		Company	
	2024 **£**	2023 £	**2024** **£**	2023 £
(Loss) / Profit for the year before taxation	(2,226,649)	5,194,887	(3,448,569)	3,988,392
Expected tax charge based on a corporation tax rate of 25% (2023: 23.5%)	(792,517)	1,039,094	(862,142)	938,092
Expected tax charge based at effective overseas rates of 25.46% (2023: 25%)	230,244	182,100	-	-
Loss on disposals and write-downs not taxable	21,941	(57)	21,941	(57)
Expenses not deductible for tax purposes	920,833	218,923	915,040	218,705
Adjustments in respect of prior periods	(312,668)	-	(312,668)	-
Other differences	-	857	-	(654)
Remeasurement of deferred tax for changes in tax rates	-	79,085	-	72,718
Movement in deferred tax not recognised	167,458	(1,527,791)	237,829	(1,278,641)
Tax charge / (credit) for the period	**235,291**	**(7,789)**	**-**	**(49,837)**

Notes to the Financial Statements (contd.)

17. Earnings per share

	Group		Company	
	2024	2023	**2024**	2023
Number of Shares				
Weighted average number of ordinary shares for basic earnings per share	26,302,830	26,602,167	27,564,630	27,516,188
Weighted average number of ordinary shares for diluted earnings per share	27,113,586	27,491,871	28,375,386	28,405,822
Earnings				
(Loss)/Profit for the year from continued operations	(2,461,940)	5,202,676	(3,448,569)	4,038,229
Basic and diluted earnings per share (pence)				
Basic earnings per ordinary share	(9)	19	(13)	15
Diluted earnings per ordinary share	(9)	19	(12)	14

Basic earnings per share is in respect of all activities of the Group and diluted earnings per share takes into account the dilution effects which would arise on conversion or vesting of all outstanding share options and share awards under the Enterprise Management Incentive (EMI) scheme.

18. Intangible assets

Group and Company	Developed trading platforms	Other Intangibles	Total Intangible Assets	Group Goodwill
Cost				
As at 1 January 2023	3,617,083	209,296	3,826,379	83,481
Additions	1,034,168	47,750	1,081,918	-
As at 31 December 2023	4,651,251	257,046	4,908,297	83,481
Additions	1,728,053	16,300	1,744,353	-
As at 31 December 2024	**6,379,304**	**273,346**	**6,652,650**	**83,481**
Accumulated amortisation and impairment				
As at 1 January 2023	2,772,195	21,960	2,794,155	-
Charge for the year	559,741	52,516	612,257	-
As at 31 December 2023	3,331,936	74,476	3,406,412	-
Charge for the year	771,175	57,539	828,714	-
As at 31 December 2024	**4,103,111**	**132,015**	**4,235,126**	**-**
Carrying amount				
As at 31 December 2024	**2,276,193**	**141,331**	**2,417,524**	**83,481**
As at 31 December 2023	1,319,315	182,570	1,501,885	83,481

All intangible assets within the Group are held by the Company.

Other intangible assets include assets valued at £68,835 (2023: £68,835) with indefinite useful economic lives. Further information on these assets can be found in Note 2 under the heading "Intangible assets other than Goodwill."

Goodwill

On 11 March 2020 the Group acquired Aquis Stock Exchange Limited (formerly NEX Exchange Limited) which resulted in recognition of goodwill of £83,481. The cash generating unit associated with the goodwill is determined to be the assets associated with the investment in AQSE.

The goodwill arising on consolidation represents the growth potential of the primary listings exchange and the synergies with the rest of the business. AQSE has no intangible assets.

Impairment tests for goodwill

Goodwill has been allocated for impairment testing purposes to a cash generating unit, being the net assets related to Aquis Stock Exchange.

The recoverable amounts of the cash generating unit has been determined based on a value-in-use calculation using discounted cash flow forecasts based on business plans prepared by management for a three-year period ending 31 December 2028. The two key estimates used in this model were an estimated terminal growth rate of 2%, and a pre-tax discount factor of 12%.

The results of the testing indicated the projected value of Aquis Stock Exchange to exceed its carrying value. As a result no impairment loss has been recognised in the current year.

Notes to the Financial Statements (contd.)

19. Property, plant and equipment

Group	Fixtures, fittings and equipment	Computer Equipment	Right of Use Assets	Total
Cost				
As at 1 January 2023	491,901	2,991,233	4,224,587	7,707,721
Additions	9,379	401,937	12,618	423,934
Foreign Currency Translation Differences	-	-	14,172	14,172
As at 31 December 2023	501,280	3,393,170	4,251,377	8,145,827
Additions (and lease adjustments)	4,549	383,380	-	387,929
Disposals	-	(10,909)	(113,003)	(123,912)
As at 31 December 2024	**505,829**	**3,765,641**	**4,138,374**	**8,409,844**
Accumulated amortisation and impairment				
As at 1 January 2023	295,266	2,373,110	905,761	3,574,137
Charge for the year	50,731	325,755	383,822	760,308
Foreign Currency Translation Differences	-	-	(7,459)	(7,459)
As at 31 December 2023	345,997	2,698,865	1,282,124	4,326,986
Charge for the year	51,204	397,667	383,413	832,284
Disposals	-	(10,909)	(29,192)	(40,101)
As at 31 December 2024	**397,201**	**3,085,623**	**1,636,345**	**5,119,169**
Carrying amount				
As at 31 December 2024	**108,628**	**680,018**	**2,502,029**	**3,290,675**
As at 31 December 2023	155,283	694,305	2,969,253	3,818,841

Company	Fixtures, fittings and equipment	Computer Equipment	Right of Use Assets	Total
Cost				
As at 1 January 2023	477,130	2,984,386	3,656,087	7,117,603
Additions	9,379	400,352	-	409,731
As at 31 December 2023	486,509	3,384,738	3,656,087	7,527,334
Additions	4,549	383,380	-	387,929
Disposal	-	(10,909)	(113,003)	(123,912)
As at 31 December 2024	**491,058**	**3,757,209**	**3,543,084**	**7,791,351**
Accumulated amortisation and impairment				
As at 1 January 2023	292,775	2,371,063	825,684	3,489,522
Charge for the year	47,782	323,341	315,896	687,019
As at 31 December 2023	340,557	2,694,404	1,141,580	4,176,541
Charge for the year	48,337	396,362	317,580	762,279
Disposal	-	(10,909)	(29,192)	(40,101)
As at 31 December 2024	**388,894**	**3,079,857**	**1,429,968**	**4,898,719**
Carrying amount				
As at 31 December 2024	**102,164**	**677,352**	**2,113,116**	**2,892,632**
As at 31 December 2023	145,952	690,334	2,514,507	3,350,793

Notes to the Financial Statements (contd.)

20. Investment in subsidiaries

Company	**2024** **£**	2023 £
Investment in subsidiaries	6,884,202	6,884,202

Details of the Company's subsidiaries are set out in the following table. The investments are measured using the equity method in Aquis Exchange PLC's standalone accounts.

Name of undertaking	Country of incorporation	Ownership interest (%)	Voting power held (%)	Nature of business	**Carrying amount 2024**	Carrying amount 2023
Aquis Stock Exchange	UK	100	100	Recognised Investment Exchange	3,677,118	3,677,118
Aquis Exchange Europe SAS	France	100	100	European Equities Exchange	3,207,084	3,207,084
					6,884,202	6,884,202

The registered office of Aquis Exchange Europe SAS is 231 rue Saint Honoré, 75001 Paris, France. The registered office of Aquis Stock Exchange Limited is 63 Queen Victoria Street, EC4N 4UA,UK.

Both investments were assessed for impairment at year end and no indicators of impairment were noted, with both Aquis Stock Exchange and Aquis Exchange Europe SAS profitable in both 2024 and 2023. Therefore, in line with IAS 36 guidance, no impairment provision has been recognised in Aquis Exchange PLC's financial statements.

There has been no change in the year of the carrying value of any subsidiary (2023: no change).

21. Investments in financial assets

Group and Company	**2024** **£**	2023 £
Financial assets measured at fair value through OCI	**1,176,021**	591,945

In August 2023 Aquis Exchange PLC acquired a 5.2% stake in OptimX LLC for consideration of USD 750k. The entity is currently in the development stage of creating blotter scraping technologies. The shares of OptimX LLC are not listed on any public market. A further investment of USD 750k was made in July 2024 bringing the Company's stake to 10.2%. These investments were irrevocably designated at fair value through OCI as the Group holds the investment in OptimX for Strategic Purposes and not as part of a trading portfolio.

The fair value of OptimX, an unlisted-equity investment falls within Level 3 of the IFRS 13 Fair Value hierarchy, see Note 24 for further details on valuation of the investment.

22. Investment in Trusts

The table below shows the total amount the Company has invested in the two Trusts in respect of the share based payments arising under (i) the Employee Share Incentive Plan and (ii) the Restricted Share Plan, Company Share Ownership Plan and Premium Price Options plan as at the reporting date. Investments into the Trusts are mostly comprised of cash contributions made to acquire Company shares. Deductions from the Trusts represent vested shares withdrawn.

Company	**2024** **£**	2023 £
Investment in Trusts	5,702,768	4,389,445

23. Trade and other receivables

	Current		Non-current		Total	
	2024	2023	**2024**	2023	**2024**	2023
Group	**£**	£	**£**	£	£	£
Trade receivables	3,101,110	3,033,440	-	-	3,101,110	3,033,440
Technology licence contract assets	3,087,708	3,029,766	3,158,605	5,450,678	6,246,313	8,480,444
Other receivables	302,379	107,183	10,762	360,411	313,141	467,594
Prepayments	1,162,752	724,547	-	-	1,162,752	724,547
	7,653,949	**6,894,936**	**3,169,367**	**5,811,089**	**10,823,316**	**12,706,025**

	Current		Non-current		Total	
	2024	2023	**2024**	2023	**2024**	2023
Company	**£**	£	£	£	£	£
Trade receivables	2,717,502	2,538,127	-	-	2,717,502	2,538,127
Technology licence contract assets	3,087,708	3,029,766	3,158,605	5,450,678	6,246,313	8,480,444
Other receivables	270,550	44,970	-	345,240	270,550	390,210
Intercompany receivables	1,251,870	471,658	-	-	1,251,870	471,658
Prepayments	1,095,132	652,422	-	-	1,095,132	652,422
	8,422,762	**6,736,943**	**3,158,605**	**5,795,918**	**11,581,367**	**12,532,861**

The following details the trade receivables that are stated net of any credit impairment provision, as set out previously in Note 11 in accordance with IFRS 9.

	Group		Company	
Trade receivables	**2024 £**	2023 £	**2024 £**	2023 £
Gross trade receivables	3,878,997	3,136,943	3,377,208	2,596,235
Expected credit loss on trade receivables	(777,887)	(103,503)	(659,706)	(58,108)
Gross contract assets	12,307,730	10,843,945	12,307,730	10,843,945
Expected credit loss on contract assets	(6,061,417)	(2,363,501)	(6,061,417)	(2,363,501)
Trade receivables net of provisions	**9,347,423**	11,513,884	**8,963,815**	11,018,571

24. Fair value measurement

Some of the Group's assets and liabilities are measured at fair value. In estimating the fair value of an asset or liability the Group uses market-observable data to the extent that is available.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised based on the lowest level input that is significant to the fair value measurement.

- Level 1: Quoted market prices in active markets for identical assets or liabilities;
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and,
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The policies and procedures for the valuation of unquoted financial assets determined by Management are presented to the Audit Risk and Compliance Committee at each relevant balance sheet date. The valuation of private equity instruments are particularly sensitive to changes in one or more unobservable inputs. Further information on the carrying amount of these assets and the sensitivity of those amounts to changes in unobservable inputs is provided below.

31 December 2024 assets and (liabilities)	Group and Company Level 1 £	Level 2 £	Level 3 £
Derivatives, foreign currency forward contracts	-	(3,219)	-
Equity investments, OptimX LLC (Note 21)	-	-	1,176,021
	-	**(3,219)**	**1,176,021**

31 December 2023 assets and (liabilities)	Group and Company Level 1 £	Level 2 £	Level 3 £
Derivatives, foreign currency forward contracts	-	51,407	-
Equity investments, OptimX LLC (Note 21)	-	-	591,945
	-	**51,407**	**591,945**

Reconciliation of fair value measurements categorised within level 3 of the fair value hierarchy:

	2024 £	2023 £
Balance at 1 January	591,945	-
Acquisitions in the year	584,076	591,945
Gains and losses recognised in other comprehensive income	-	-
Balance at 31 December	**1,176,021**	**591,945**

No gains and losses were recognised in other comprehensive income for the year because the fair value of the investment in OptimX LLC at 31 December 2024 is materially consistent with the cost at acquisition.

Valuation Techniques and Inputs

Finance assets / liabilities	Valuation techniques and key inputs	Significant unobservable inputs	Relationship and sensitivity of unobservable inputs to fair value
Investment in unlisted shares, OptimX LLC (Note 21)	Income approach using the discounted cash flow method to determine the present value of future economic benefits derived from the investment.	Discount factor, determined by using a two year UK government gilt to determine a reasonable baseline for return on investment.	The greater the discount factor the lower the fair value. If the discount rate was 5% higher/lower, with all other variables remaining constant, the carrying amount would decrease/increase by £173k/£227k.
		Revenue growth rate	The higher the compound growth rate the higher the fair value. If the growth rate were to increase/decrease by 0.5%, the carrying amount would increase/increase by £357k/£319k.

25. Cash and cash equivalents

	Group		Company	
	2024 **£**	2023 £	**2024** **£**	2023 £
Cash at bank	**13,699,076**	14,765,910	**5,745,324**	6,356,259

Cash and cash equivalents comprise over night and short term deposits of less than 3 month and are held with authorised counterparties of a high credit standing. Management does not expect any losses from non-performance by the counterparties holding cash and cash equivalents, and there are no material differences between their book and fair values.

Cash held by Aquis Exchange Europe SAS is predominantly held in a Sterling denominated bank account.

26. Provisions

Provisions for disputed data costs	Group and Company 2024 £	2023 £
Balance at 1 January	-	-
Provisions recognised in the year	343,784	-
Balance at 31 December	**343,784**	-

Provisions were raised in the year to provide against disputes over amounts due for data services received by the Group over the last few years which would be payable to two data vendors.

There remains uncertainty as to the final settlement amount because ongoing discussions with the vendors are yet to establish the scope of error. However, the amounts provided represent the Directors' best estimate of the liability based on current discourse with those entities at the date of signing these financial statements.

Provisions recognised in the Group and Company have not been discounted because final settlement is expected to occur within one year of the balance sheet date.

27. Trade and other payables

	Group		Company	
Current	**2024 £**	2023 £	**2024 £**	2023 £
Trade payables	1,122,893	759,002	1,088,349	674,307
Accruals	2,082,791	1,814,407	1,623,395	1,388,911
Deferred Revenue	786,658	934,423	-	-
Social security and other taxation	353,628	343,729	208,201	256,777
Intercompany payables	-	-	2,933,762	824,405
Other payables	169,788	58,772	163,738	84,132
Overseas corporation tax payable	55,461	33,798	-	-
Short term lease liabilities	511,989	527,339	437,400	437,400
Short Term Lease Liabilities	**5,083,208**	4,471,470	**6,454,845**	3,665,932

28. Leases

Right of Use Assets

The right-of use asset was measured at the amount equal to the lease liability, plus prepaid lease payments (being the unamortised portion of the rent deposit asset). The right of use asset is depreciated over the term of the lease and was accounted for during the year ended 31 December 2024 as follows:

	Group £	Company £
Carrying amount at 1 January 2023	3,318,826	2,830,403
Remeasurement of Paris Lease	21,631	-
Foreign currency translation differences	12,618	-
Depreciation for the year	(383,822)	(315,896)
Carrying amount at 31 December 2023	2,969,253	2,514,507
Disposal of right of use assets	(83,811)	(83,811)
Depreciation for the year	(383,413)	(317,580)
Carrying amount at 31 December 2024	**2,502,029**	**2,113,116**

Rent deposit asset

The rent deposit asset (excluding the prepaid right of use portion which has been included in the calculation of the right of use asset above) is a financial asset measured at amortised cost and was accounted for during the year ended 31 December 2024 as follows:

	Group £	Company £
Carrying amount at 1 January 2023	356,647	329,947
Recovery of rent deposit	(7,619)	-
Remeasurement of Paris lease	(4,354)	-
Finance income on rent deposit asset for the year	15,737	15,293
Carrying amount at 31 December 2023	360,411	345,240
Recovery of rent deposit asset	(442,254)	(437,400)
Finance income on rent deposit asset for the year	92,605	92,160
Carrying amount at 31 December 2024	**10,762**	**-**

Lease liability

The lease liability is calculated as the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable (such as any rent-free periods). The lease payments are discounted using the interest rate implicit in the lease. The lease liability is measured at amortised cost and was accounted for during the year ended 31 December 2024 as follows:

	Group £	Company £
Carrying amount at 1 January 2023	3,410,193	2,886,712
Foreign currency translation differences	(12,516)	-
Finance expense on lease liability for the year	103,249	88,571
Lease payments made during the year	(516,482)	(437,400)
Carrying amount at 31 December 2023	2,984,444	2,537,883
Finance expense on lease liability for the year	84,256	71,705
Lease payments made during the year	(519,134)	(437,400)
Carrying amount at 31 December 2024	**2,549,566**	**2,172,188**
Of which are:		
Current	511,989	437,400
Non-current	2,037,577	1,734,788
	2,549,566	**2,172,188**

The non-current and current portions of the lease liability are included in 'Lease liability' and 'Other Payables' (Trade and Other Payables) on the Statement of Financial Position respectively.

Net finance (income) / expense on leases

	Group		Company	
	2024 £	2023 £	**2024 £**	2023 £
Finance expense on lease liability	84,256	103,249	71,705	88,571
Finance income on rent deposit asset	(92,605)	(15,737)	(92,160)	(15,293)
Net finance (income) / expense relating to leases	**(8,349)**	87,512	**(20,455)**	73,278

The finance income and finance expense arising from the Groups leasing activities as a lessee have been shown net where applicable as is permitted by IAS 32 where criteria for offsetting have been met.

Notes to the Financial Statements (contd.)

Amounts recognised in profit and loss

	Group		Company	
	2024 £	2023 £	**2024 £**	2023 £
Depreciation expense on right-of-use assets	(383,413)	(383,822)	(317,580)	(315,896)
Finance expense on lease liability	(84,256)	(103,249)	(71,705)	(88,571)
Finance income on rent deposit asset	92,605	15,737	92,160	15,293
Short term lease expense	(12,451)	(43,310)	-	-
Loss on disposal of Right of Use Assets	(83,811)	-	(83,811)	-
Net impact of leases on profit or (loss)	**(471,326)**	(514,644)	**(380,936)**	(389,174)

The contractual terms of the Paris lease state that lease payments are indexed which has resulted in a remeasurement of the lease liability to reflect an uplift of future expected payments. The Company lease based in the UK is not subject to variable rates.

29. Share capital

Group and Company	**2024 £**	2023 £
Ordinary share capital		
Issued and fully paid		
27,516,781 (2023: 27,509,448) Ordinary shares of 10p each	2,751,678	2,750,945
Issue of 7,333 new shares of 10p each	-	733
Issue of 85,750 new shares of 10p each	8,575	-
27,602,531 (2023: 27,516,781) Ordinary Shares of 10p each	**2,760,253**	2,751,678

30. Treasury shares

Group	2024 £	2023 £
At the beginning of the year	4,389,445	3,350,325
Purchase of additional shares	1,517,690	1,215,243
Shares vested or sold by trusts	(221,157)	(157,189)
Change in level of surplus cash held by trusts	16,790	(18,934)
At the end of the year	**5,702,768**	4,389,445

Treasury shares are held by the Employee Benefit Trusts. Further disclosures about the value of shares acquired by the EBT can be read in note 22. The Investment in Trust has been consolidated within the Group's results as the parent company (Aquis Exchange PLC) can substantially direct the investment activities of the Trusts, thus the Trusts' assets have been consolidated as Treasury Shares.

In the year to 31 December 2024 328,861 shares with a nominal value of £32,886 were bought at a total cost of £1,517,690 and held in Treasury (2023: 331,179 shares with a nominal value of £33,178 were bought at a total cost of £1,215,243 and held in Treasury).

As at 31 December 2024, 320,022 shares (2023: 261,956) were held in the Employee Share Incentive Plan Trust, and a further 1,110,970 shares (2023: 840,175) held in the Trust relating to Restricted Share Plan, Company Share Ownership Plan and Premium Priced Option Plan.

At 31 December 2024 £34,466, (2023: £17,676) of surplus cash was held within the Trusts, which had yet to be used to purchase Treasury shares, but remained under the control of the Trusts.

Group	2024 £	2023 £
Treasury Shares held	5,668,302	4,371,769
Cash Held in Employee Trusts	34,466	17,676
At the end of the year	**5,702,768**	4,389,445

Notes to the Financial Statements (contd.)

31. Cash generated by operations

Group	2024 £	2023 £
(Loss)/Profit before tax	**(2,226,649)**	5,194,887
Adjustments for:		
Impairment charge/(credit) on contract assets	3,685,326	1,016,223
Impairment charge on trade and other receivables	702,437	44,550
Fair value adjustment to derivatives	54,626	(51,407)
Equity settled share based payment expense	1,342,994	1,085,658
Amortisation of intangible assets	828,714	612,257
Depreciation and impairment of property, plant and equipment	832,284	760,308
Loss on disposal of right of use asset	83,811	-
Increase in provisions	343,784	-
Finance expense	84,256	103,249
Finance income	(92,605)	(15,737)
Interest income	(608,818)	(384,712)
	7,256,809	3,170,389
Movement in working capital:		
(Increase) in trade and other receivables	(2,919,643)	(4,277,113)
Increase in trade and other payables	617,858	309,470
Cash generated by operations	**2,728,375**	4,397,633
Corporation taxes paid	(203,312)	(293,914)
Net cashflow from operating activities	**2,525,063**	4,103,719

Operating cash flows

For the year ended 31 December 2024

Company	2024 £	2023 £
(Loss)/Profit before tax	**(3,448,569)**	3,988,392
Adjustments for:		
Impairment charge/(credit) on contract assets	3,685,326	1,016,223
Impairment charge on trade and other receivables	601,598	58,108
Fair value adjustment to derivatives	54,626	(51,407)
Equity settled share based payment expense	1,342,994	1,085,658
Amortisation of intangible assets	828,714	612,257
Depreciation and impairment of property, plant and equipment	762,279	687,019
Loss on disposal of right of use asset	83,811	-
Increase in provisions	343,784	-
Finance expense	71,705	88,571
Finance income	(92,160)	(15,293)
Interest income	(208,701)	(112,154)
	7,473,976	3,368,982
Movement in working capital:		
(Increase)/Decrease in trade and other receivables	(3,680,670)	2,309,031
Increase/(Decrease) in trade and other payables	2,788,913	(5,326,269)
Cash generated by operations	**3,133,650**	4,340,136
Corporation taxes paid	-	-
Net cashflow from operating activities	**3,133,650**	4,340,136

32. Related party transactions

Remuneration of key management personnel

The remuneration of the directors, who are key management personnel, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

Group	**2024 £**	2023 £
Salaries and other short term benefits	1,190,384	1,569,531
Share based payments	421,846	490,437
Total	**1,612,230**	2,059,968

Company	**2024 £**	2023 £
Salaries and other short term benefits	1,081,821	1,123,238
Share based payments	276,519	246,592
Total	**1,358,340**	1,369,830

During the year the Group has entered into, in the ordinary course of business, transactions with other related parties. All transactions between Aquis Exchange Plc and its subsidiaries are eliminated on consolidation.

Costs incurred by the Company on behalf of its subsidiary companies are recharged to these Companies through a Management fee and service charge, which for 2024 represented a net recharge of £6,600k (2023: £5,678k) to Aquis Europe SAS and a net recharge of £711k (2023: £690k) to Aquis Stock Exchange Limited. The net cash payments in the year and balances outstanding at the year end were:

2024 Company	Receipts and (payments) £000s	Amounts owed from related parties £000s	Amounts owed to related parties £000s
Aquis Stock Exchange Ltd	3,192	170	(216)
Aquis Europe SAS	(1,697)	764	(2,718)
Total	**1,495**	**934**	**(2,934)**

2023 Company	Receipts and (payments) £000s	Amounts owed from related parties £000s	Amounts owed to related parties £000s
Aquis Stock Exchange Ltd	2,565	551	-
Aquis Europe SAS	(1,385)	-	(904)
Total	**1,180**	**551**	**(904)**

33. Share premium account

Group and Company	2024 £	2023 £
At the beginning of the year	11,809,757	11,785,045
Issue of new shares	288,977	24,712
At the end of the year	**12,098,734**	11,809,757

34. Other reserves

	Group		Company	
	2024	2023	**2024**	2023
	£	£	**£**	£
Reserves relating to share-based payments	**3,863,426**	2,741,589	**3,863,426**	2,741,589

35. Controlling party

In the opinion of the Directors, there is no single overall controlling party.

No individual shareholder had a shareholding of 10% or above as at 31 December 2024.

36. Events occurring after the reporting period

On 17 February 2025 Alasdair Haynes informed the Board of his decision to step back from the day-to-day running of the business for health reasons, and assumed the role of President of the Group. Alasdair remains a Director of the Company, acting as senior counsel to the management team.

On the same day David Stevens assumed the role of Chief Executive Officer and was appointed as a Director of the Company.

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