26 March 2025

evoke Plc
("evoke" or "the Group")

FY2024 Results

FY2024 Adjusted EBITDA slightly ahead of top end of guidance range with strong second half of the year

Significant transformation of the business showing results; no change to FY25 expectations

evoke (LSE: EVOK), one of the world's leading betting and gaming companies with internationally renowned brands including William Hill, 888 and Mr Green, today announces its preliminary unaudited financial results for the year ended 31 December 2024 ("FY24" or the "Period").

£ millions	Reported			Adjusted[1]		
	2024	2023[2]	YoY%	2024	2023[2]	YoY%
Revenue	1,754.5	1,710.9	+3%	1,754.5	1,710.9	+3%
EBITDA[1]	230.6	252.5	-9%	312.5	299.5	+4%
(Loss) / profit after tax	(191.4)	(65.2)	-194%	(28.8)	39.3	NMF
(Loss) / earnings per share (p)	(42.7)	(14.5)	-194%	(6.4)	8.8	NMF

**NMF means not a meaningful figure*

Financial highlights:

- Achieved all commitments outlined in H1 results to deliver a significant step change in profitability in H2. H2 Adjusted EBITDA of £197m represented 33% growth year-on-year and 71% growth half-on-half driven by return to revenue growth, strong cost control, and increasingly efficient operating model. FY24 Adjusted EBITDA margin of 17.8% with H2 Adjusted EBITDA margin of 22.1%
- Transformed the business and returned it to growth:
  - Group Revenue up 3% (4% cc[3]) returning to growth for the first time in three years, driven by Online performance and strong acceleration in H2 which was up 8% year on year
  - Core Markets[4] increased by 6%cc (+12%cc in online) and now represent c.90% of Group revenue
  - UK&I Online back to growth, up 5%, with acceleration in H2, which was up 10% year-over-year, albeit partially helped by favourable sports results in Q4
  - International Online increased 10%cc with +25%cc growth across international Core Markets
  - UK Retail down 5% against strong comparatives, but sequential improvement seen in H2. New gaming cabinet roll-out commenced in Q4 and completed in March 2025
- Adjusted EBITDA increased by 4% to £312.5m, c.£2m ahead of the top end of January 2025 Post-Close Trading Update guidance range
- Reported EBITDA decline impacted by £79.3m of exceptional items and adjustments, primarily related to the exit of US B2C and ongoing integration and transformation costs. Reported loss after tax increased due to the reported EBITDA decline as noted, higher finance expenses, and there being a tax charge in 2024 compared to a tax credit in 2023
- Significantly improved returns on marketing in H2 following change in commercial leadership team and approach
- Initial cost optimisation programme successfully delivered over £30m of recurring savings with a further £15m in savings identified and delivered in H2, of which c.£8m is recurring
- Cash (excluding customer balances) at 31 December 2024 of £147.1m, with ample total liquidity of over £260m including undrawn RCF of £115m. Significant progress in deleveraging, with 1.0x reduction in the second half to 5.7x

Strategic progress:

- Significant progress delivered against growth strategy and value creation plan launched in March 2024 with focus on mid and long-term sustainable profitable growth and value creation
- Disciplined capital allocation with the sale of US B2C business to Hard Rock Digital, which should complete in 2025. Acquired Winner.ro in Romania in Q4 to create the Group's fifth core market, in line with our strategy to build sustainable market-leading profitable positions in attractive markets
- Decisive actions taken to address drivers of H1 underperformance and successfully execute a turnaround in short-term trading resulting in return to growth during H2, while simultaneously building enhanced capabilities to drive core competitive advantages:
  - **Operational excellence driven by data insights and intelligent automation:** fundamentally transformed almost every area of the business laying the foundations for significantly enhanced capabilities going forward. Delivered over £30m in cost savings through the highly successful optimisation programme, creating a more efficient operating model, with an additional £15m savings identified and achieved in H2. Hired a world-class team for data, intelligent automation and Artificial Intelligence (AI) with experience in delivering large scale transformation, with significant scope for further automating processes to drive operating leverage. The team has also enhanced the data-driven approach to customer segmentation and Customer Lifecycle Management (CLCM), which in combination with improved products, helped drive a 6% year-over-year increase in Average Revenue Per User (ARPU) in FY24
  - **A winning culture:** rebranded the Group as evoke in May 2024, unifying under a single identity to create a more aligned *One Company* culture focused on execution. Streamlined the organisational structure by removing management layers and accelerating decision-making processes alongside a restructured leadership team, bringing in leading talent from within and outside the industry
  - **Leading distinct brands and products:** progress against delivering clear and consistent Customer Value Propositions (CVP) supported by continued drive to simplify the User Experience (UX) and improve ease of use, including new football and racing pages on the William Hill app. Highly successful new product launches include improved *Bet Builder* and *Impact Sub* features, resonating well with our core customer base. Completed strategic repositioning of the Mr Green brand in Denmark and successful migration to the 888 platform, delivering 24%cc growth and market share gains. Continued progress with William Hill repositioning, with a refreshed customer proposition and new visual identity launched in March 2025 ahead of successful Cheltenham festival. Commenced roll-out of best-in-class cabinets across retail estate in Q4, which is now complete with positive early performance

Current trading and outlook:

- A robust start to the year, with Q1 2025 revenue growth expected to be low single digit year-over-year. This is below the Group's 5-9% full-year target due to several Q1 specific factors:
  - Short term impact of new customer journeys as part of additional safer gambling measures introduced at the end of Q4 in UK Online have had some impact on Q1 but will be mitigated with the implementation of improved product and customer experience from Q2 onwards
  - The highly elevated marketing and promotional activity in the prior year, which while not as effective as planned did drive additional revenue in the prior year
  - Operator favourable sports results in Q4 and racing cancellations in January have impacted volumes into Q1
  - The prior year had one extra trading day due to the leap year, which is worth c.1% growth for the quarter
- Q1 2025 Adjusted EBITDA expected to increase by £18m-28m vs Q1 2024, taking LTM Adjusted EBITDA to £330-340m, reflecting more normalised marketing spend and a more efficient operating model following successful cost optimisation programme
- Continued focus on efficiency with £15-25m further cost savings identified for FY25, which more than offset the expected c.£10m headwinds from National Insurance and National Living Wage changes in the UK
- No change to FY25 expectations and the Board reiterates its confidence in achieving FY25 targets of 5-9% revenue growth and Adjusted EBITDA margin of at least 20%
- Clear path to deleverage with significant deleveraging in H2 from 6.7x to 5.7x and expect to be below 5.0x by the end of 2025. Medium-term the Group is now targeting leverage of below 3.5x in 2027, primarily to allow for the additional time

needed to build out world class capabilities, alongside the further exceptional costs and capex required to execute such a significant transformation in the business

Per Widerström, CEO of evoke, commented:

"2024 was a pivotal year for evoke as we launched and implemented our new strategy for success, radically transforming almost every area of the business, and moving decisively to create a more sustainable, profitable and cash generative company.

I was delighted to see the results of our transformation start to materialise during the year, with the business returning to revenue growth in Q3 for the first time in almost three years, in turn delivering a step change in profitability as a result of our increasingly efficient operating model. Whilst a transformation of this scale is never easy, I am pleased with the strong progress we made during the year as we built a winning team and delivered a consistently great customer experience. I am very proud of how our teams embraced the major changes implemented during 2024 and would like to thank all my colleagues for their continued skill and commitment.

We remain laser focused on our core markets of the UK, Italy, Spain, Romania, and Denmark. These markets – where we have strong brands and market positions – now represent approximately 90% of our revenue with each boasting attractive long-term growth potential, high barriers to entry, and established regulatory frameworks.

2025 is shaping up to be another exciting year for evoke. While Q1 revenue growth is expected to be low single digit, we remain highly confident in our full year expectations of 5-9% growth in addition to driving further margin expansion as a result of our more efficient operating model. Our exciting product pipeline, continued UK Retail optimisation programme, and ever-improving capabilities around data and personalisation all reinforce my confidence in making further progress in 2025 as we continue to execute against our plans to create significant shareholder value."

Sell-side analyst presentation

A presentation for analysts and investors will be held remotely at 09:00 (GMT), hosted by Per Widerström (Chief Executive Officer) and Sean Wilkins (Chief Financial Officer).

To register to attend the audio webcast, click here: https://brrmedia.news/EVOK_FY_24

A live webcast of the presentation including Q&A will be available via the website: https://www.evokeplc.com/ or on https://brrmedia.news/EVOK_FY_24. This will be available for playback after the event.

Notes

[1] Adjusted EBITDA is defined as earnings before interest, tax, depreciation and amortisation, and excluding share benefit charges, foreign exchange, fair value gains and any exceptional items which are typically non-recurring in nature. Adjusted measures, including Adjusted EBITDA, are alternative performance measures ("APMs"). These APMs should be considered in addition to, and are not intended to be a substitute for, IFRS measurements. As they are not defined by International Financial Reporting Standards, they may not be directly comparable with other companies' APMs. The Directors believe these APMs provide additional useful information for understanding performance of the Group. They are used to enhance the comparability of information between reporting periods and are used by management for performance analysis and planning. An explanation of our adjusted results, including a reconciliation to the statutory results is provided in Appendix 1 to the condensed financial statements

[2] 2023 has been restated to reflect a prior year adjustment for gaming duties. See note 1 to the condensed financial statements for further information as well as Appendix 1 to the condensed financial statements for information on the impact to prior year APMs

[3] Growth on a constant currency basis is calculated by translating both current and prior year performance at the 2024 exchange rates

[4] The Group's Core Markets are UK, Italy, Spain, Romania, and Denmark

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About evoke Plc:

evoke plc (and together with its subsidiaries, "evoke" or the "Group") is one of the world's leading betting and gaming companies. The Group owns and operates internationally renowned brands including William Hill, 888, and Mr Green. Incorporated in Gibraltar, and headquartered and listed in London, the Group operates from offices around the world.

The Group's vision is to make life more interesting and its mission is to delight players with world-class betting and gaming experiences.

Find out more at: https://www.evokeplc.com

Important Notices

This announcement may contain certain forward-looking statements, beliefs or opinions, with respect to the financial condition, results of operations and business of evoke. These statements, which contain the words "anticipate", "believe", "intend", "estimate", "expect", "may", "will", "seek", "continue", "aim", "target", "projected", "plan", "goal", "achieve", words of similar meaning or other forward looking statements, reflect evoke's beliefs and expectations and are based on numerous assumptions regarding evoke's present and future business strategies and the environment evoke will operate in and are subject to risks and uncertainties that may cause actual results to differ materially. No representation is made that any of these statements or forecasts will come to pass or that any forecast results will be achieved. Forward-looking statements involve inherent known and unknown risks, uncertainties and contingencies because they relate to events and depend on circumstances that may or may not occur in the future and may cause the actual results, performance or achievements of evoke to be materially different from those expressed or implied by such forward looking statements. Many of these risks and uncertainties relate to factors that are beyond evoke's ability to control or estimate precisely, such as future market conditions, currency fluctuations, the behaviour of other market participants, the actions of regulators and other factors such as evoke's ability to continue to obtain financing to meet its liquidity needs, changes in the political, social and regulatory framework in which evoke operates or in economic or technological trends or conditions. Past performance of evoke cannot be relied on as a guide to future performance. As a result, you are cautioned not to place undue reliance on such forward-looking statements. The list above is not exhaustive and there are other factors that may cause evoke's actual results to differ materially from the forward-looking statements contained in this announcement. Forward-looking statements speak only as of their date and evoke, its respective parent and subsidiary undertakings, the subsidiary undertakings of such parent undertakings, and any of such person's respective directors, officers, employees, agents, affiliates or advisers expressly disclaim any obligation to supplement, amend, update or revise any of the forward-looking statements made herein, except where it would be required to do so under applicable law. No statement in this announcement is intended as a profit forecast or a profit estimate and no statement in this announcement should be interpreted to mean that the financial performance of evoke for the current or future financial years would necessarily match or exceed the historical published for evoke.

CHIEF EXECUTIVE OFFICER'S REVIEW

Entering a new era as evoke

2024 was a pivotal year for the Group as we announced and embedded a new strategy for success, radically transformed our operating model, and implemented bold, decisive changes at pace to position the business for mid- and long-term profitable growth. As a symbol of these transformational changes and to unite everyone in our company under a new cohesive strategy, mission and vision, we were proud to launch a new corporate identity and name – evoke.

When I become CEO of this fantastic company in October 2023, it was clear that the legacy 888 and William Hill businesses both held many key ingredients for success, each operating across dynamic and attractive markets, with strong proprietary technology, and boasting some of the industry's most powerful betting and gaming brands. However, the Group had not been performing at its full potential and significant changes were required. We had to take decisive actions to completely reset our operating model and align it with our new strategy and Value Creation Plan. We needed to develop new ways of working to drive operational excellence, and our plans had to be executed by a refreshed and highly committed leadership team. We are under no illusions: this is a complete reset of this business.

The transformation is built around a clear and compelling vision, mission, and strategy. The strategy recognises the pressing need to implement significant changes to transform evoke's long-term capabilities, while acknowledging the need to move with urgency to improve our near-term trading performance. The importance of this was magnified in the first half of 2024 as trading was behind our initial expectations, primarily reflecting the impact of certain legacy structures and processes that had resulted in suboptimal commercial decisions being taken.

During H1 we moved swiftly to put in place new and experienced commercial and marketing leadership teams to address the lower than desired returns on marketing we were experiencing, particularly in our UK Online division. As the year progressed our approach to the customer experience, including marketing, underwent a major shift as we began to implement our clear Customer Value Proposition (CVP). Along with a more sophisticated approach to customer segmentation, and better return on investment tracking, we fundamentally changed our product delivery capabilities to ensure we can deliver what our customers want. It is important to note this is still an ongoing process as we evolve each brand's unique identity and I am excited to see the further benefits our clear CVP will deliver through 2025.

I was delighted to see the results of our transformation start to materialise during the year, with the business returning to revenue growth in the third quarter, the first quarter of growth for over two years. Our online business grew in each of Q2, Q3 and Q4, having been in decline since the pandemic. This further accelerated in the fourth quarter with double-digit revenue growth, albeit partly helped by a tailwind from some operator-favourable sporting results.

I am very proud of what our teams achieved during 2024 as they adapted and embraced the major changes implemented across the business. As a result, we were able to both deliver progress against our long-term priorities and near-term trading objectives, and we entered 2025 with improving momentum and a clear blueprint for future success.

Delivering our Value Creation Plan

Last year we announced a new strategy and Value Creation Plan (VCP) to our stakeholders. This VCP was developed to deliver high returns on equity from sustainable profitable growth, built around three core principles that define 'what' we will do:

1. Drive profitable and sustainable revenue growth
2. Improve profitability and efficiency through operating leverage
3. Deleverage through disciplined capital allocation

The strategy to deliver this, the 'how', is centred on strengthening the Group's core capabilities and competitive advantages to create a scalable platform for profitable growth while being laser focused on our customer value proposition. This comprises three key components:

1. Operational excellence driven by data insights and intelligent automation
2. A winning culture, unleashing colleagues' full potential
3. Leading distinct brands and products tuned to our customers

In order to turn this into tangible actions and drive execution, we identified six key strategic initiatives (SIs) to serve as the roadmap for executing against our strategy, building world-class capabilities in the mid- and long-term, and to deliver the VCP.

The executive leadership team is directly accountable for driving progress against each of these SIs, ensuring that they result in a step-change in evoke's capabilities to create a more sustainable, profitable and cash generative business in the future.

In terms of 'where' we will create value, we remain laser focused on our core markets of UK, Italy, Spain, Romania, and Denmark. These markets currently represent approximately 90% of our revenue with each boasting attractive long-term growth potential, high barriers to entry, and established regulatory frameworks. In these markets we will continue to leverage our local expertise and diverse brand portfolio to increase market share, target podium positions and drive sustainable profitable growth. There are significant economies of scale in our business model, and building sustainable market-leading positions in our markets underpins our strategy for sustainable profitable growth.

In all other markets, which constitute our Optimise category, we will continue to prioritise maximising cash-flow and value generation.

Executing our plan

Ultimately our success in delivering on the value creation plan will be underpinned by our ability to drive successful operational execution. This has been my key priority since joining and I continue to be laser focused on ensuring we execute against our plans.

A transformation of this scale is never easy, but we made significant progress during the year as we looked to build a winning team and deliver a great customer experience, ensuring we deliver on our value creation plan:

Drive profitable and sustainable revenue growth

The Group delivered 3% revenue growth to £1,754.5m in 2024, with 6% growth in our online business more than offsetting a 5% decline in our retail business. The growth was driven by our strategic focus on Core Markets, which grew by 11% online, with online gaming being the primary driver, underpinned by product improvements and a more sophisticated data-driven approach to customer segmentation supporting our leading brands.

UK Online revenue grew by 5%, with growth accelerating through the year as our refined commercial approach gained traction along with the rollout of significant new product developments to improve the customer experience. We saw positive customer reactions to a series of major product launches including all-new *Bet Builder* and *Impact Sub*, and a new William Hill Vegas app with an extended range of games and promotions. We have also focused on improving functionality on the William Hill app with a relaunched home page and simpler navigation resulting in improved ease of use. These have combined with a much clearer CVP for William Hill, focusing on betting and gaming done properly, and I am excited for the full rollout of our refreshed brand identity in 2025.

Alongside the product improvements, we have overhauled our entire approach to customer lifecycle management, including a more effective and efficient approach to player bonuses and promotions. We are much clearer in our focus on core and higher value customers now, meaning that while average monthly actives were flat for the year, we saw a 6% uplift in Average Revenue Per User (ARPU), highlighting the successful shift in our commercial approach to focus on value not volume. Towards the end of the year we launched an all-new customer engagement platform, which provides the capability to deliver a step-change in the personalisation of customer communications and we are excited to expand our capabilities further in 2025.

International online revenue grew by 7% with strong double-digit growth in the second half as we gained market share in our Core Markets, each of which grew by double-digits in constant currency. In Italy we were the only online-only brand to gain market share, with the Group reaching a podium position in online casino for the first time during the second half. In Spain we reacted quickly to the changing regulatory environment regarding marketing and promotions, and have seen significant growth in actives, particularly on the 888 brand. In Denmark, Mr Green solidified its position as the number one brand for awareness and continued to take market share. We also saw strong growth in 888 in Denmark as we made significant improvements to the product to prepare for the Mr Green migration, which successfully completed in the fourth quarter. In Romania our fourth quarter revenues more than doubled year-on-year as we added in the Winner.ro business, building on the strong momentum the 888 brand has been seeing through the year.

In Retail our store estate had been under-invested and had become uncompetitive as a result. Crucially, the business had been focused on creating its own proprietary retail gaming platform, but the data analysis of the trials showed that this was not the right plan. Part of making bold decisions is being able to realise when you are off track, and we have changed course here as a result. I'm pleased to say we signed a multi-year deal for best-in-class third party gaming cabinets, replacing 5,000 machines across our entire estate, with the rollout beginning in the fourth quarter and completing in March 2025. We have been pleased

with the initial customer response to our new cabinets, and we are well placed to see sustained gaming revenue growth going forward.

Improve profitability and efficiency through operating leverage

At the start of the year we announced a £30m cost-optimisation programme that we successfully executed during the first half as we transformed our operating model and reduced the number of management layers, while streamlining our office footprint with the closure of Bulgaria and an expansion in the capabilities of our Manila office to enable further business process outsourcing and automation.

We continued to review the cost base and outlined a further £10m of cost benefits to be realised in the second half, which I'm pleased to say we over delivered on, and we continue to review further opportunities to streamline our business and enhance efficiency. We made further refinements to the operating model at the end of the year, reducing the number of executive management from 10 to eight. As part of this, our Chief Commercial Officer has assumed an expanded remit across operations to help to improve decision making and have ownership of the end-to-end customer experience in one place.

We had front-loaded the marketing investment in the first quarter of 2024 and this did not provide the returns we had expected. As a result of this we implemented significant changes to our marketing approach, including further refinements to our marketing mix model (MMM) that enables quick decisions to scale up and down marketing channels based on near real-time data.

Our strategic initiatives have been strengthening our overall capabilities at efficient cost, with the Operations 2.0 strategic initiative accelerating investments in automation and artificial intelligence across all group functions. We brought in a world-class team to drive data, intelligent automation and AI efforts and, while it is still early days, it is clear that there is significant potential to drive further overhead savings alongside improving the customer experience.

We continue to integrate our product and platform capabilities to increase scale benefits and unlock synergies, including integrating the proprietary William Hill trading platform into the broader 888 platform. As of February 2025, all Mr Green markets have been successfully migrated on to the 888 platform, driving cost savings and improved product capabilities.

As we drive revenue growth alongside focusing on cost optimisation we remain confident in our capacity to expand our EBITDA margin over the coming years.

Deleverage through disciplined capital allocation

In March 2024 we announced the termination of our US brand licence deal and subsequently announced the sale of our US business to Hard Rock Digital. Since starting as CEO I have been focused on ensuring the Group is set up to deliver strong value creation and the reality of the US opportunity was that the intensity of competition and requirement for scale meant huge investment would be required to reach profitability, and our return on investment would be far higher in our Core Markets.

In October 2024 we completed the acquisition of winner.ro, building a market-leading position in Romania and creating evoke's fifth core market. The transaction is consistent with our strategy to build sustainable market-leading profitable positions in the most attractive markets. It is also consistent with our M&A strategy to focus on low-capital, high-impact routes to value creation. It is expected to enhance earnings and reduce leverage for the Group in 2025 and beyond benefitting from both strong growth in the Romanian market, an effective dual-brand strategy enhancing ROI from marketing, and synergies from the business combination.

We continued to invest behind the 888AFRICA joint venture in the year, which continues to perform well as it looks to build leading positions in selected regulated African markets. We are excited by the potential of this joint venture and we look forward to expanding on its success in the future.

Summary and looking ahead

2024 marked the beginning of a new era for our company. We are focused on mid and long-term profitable growth and value creation and during 2024 we made bold, decisive changes to improve almost every area of the business. We are undertaking a complete reset and transformation of the business, and the scale of change is significant, but necessary. This transformation will take time but will enhance operational efficiency, leading to a bigger, more profitable and more cash generative business in the future. While there is a lot more work to do, the progress we have made in just one year reflects the strength of our strategy, the quality of our brands, and, above all, the dedication of our people.

The improved performance delivered in the second half of the year underscores the success of our strategy and reinforces my confidence in our ability to deliver our clear medium-term financial targets of achieving revenue growth of 5-9% per year, adjusted EBITDA margin expansion of 100 basis points annually, and leverage reduction to below 3.5x by the end of 2027.

With a clear roadmap in place, we are well-positioned to achieve sustainable, profitable growth, drive deleveraging, and create significant value for shareholders. I would like to thank everyone at evoke for the skill, adaptability and commitment shown during this pivotal year, and I am truly excited for what we will achieve together in the future.

CHIEF FINANCIAL OFFICER'S REPORT – BUSINESS & FINANCIAL REVIEW

Introduction

I was delighted to join the business in February 2024 at what was a critical juncture as we embarked on a plan to deliver material value creation. In Per's statement he discusses the value creation plan and the strategy to deliver it, and finance is a vital function in ensuring successful execution. When I started, I outlined three key focus areas for the finance function to ensure operational excellence and drive value:

Cultural shift: we are driving and embedding a cultural shift in mindset to deliver value creation. I quickly restructured the finance team upon joining, setting a structure that will support greater precision in our plans, and provide greater support to our decision makers to drive high returns;

Optimal resource allocation: resource allocation is fundamental to creating value. Our exit and sale of B2C in the US is a clear example of how we are improving our resource allocation and making quick decisions to drive superior returns. We will only spend money where we are seeing sustainable profitable returns and investing in line with our strategy, such as our low-capital high-impact acquisition of Winner in Romania. We have built better ongoing tracking and reforecasting to ensure we are supporting execution so we can quickly scale up or down investments; and

Operating leverage: This is a business that fundamentally has high operating leverage – we can service more customers and deliver more revenue from our scalable operations. This is about ensuring we deliver efficient growth, through continuing to take cost out of the business, following our strategy to deliver a more targeted business, investing in the right products and brands in the right countries. We are building a more scalable, more efficient business, powered by intelligent automation and AI.

As with any transformation of this scale, the route to success is never a straight line. We had some successes and some challenges in the year, with the financial performance being very much a tale of two halves. In the first half our performance was significantly behind where we expected to be, driven by lower return on increased marketing, and suboptimal previous commercial decisions. We took decisive corrective action to address this, including changing personnel and commercial approach and I was pleased to see the results of our actions start to come through in the second half, with significantly improved performance and the business returning to strong growth.

We have simultaneously focused on driving the top-line performance while ensuring efficiency through the cost base to ensure we are utilising our resources most effectively to drive operating leverage. We executed and completed our £30m cost optimisation programme in the first half, and I am pleased to say we achieved £15m further cost savings in the second half. Not all of these will annualise into 2025 but the drive for efficiency continues, and we have significantly more robust tracking of performance and costs in place now, including to ensure improved returns on our promotional and marketing spend.

I am pleased with the turnaround in short-term trading performance, and the early benefits of some of the improved mid and long-term capabilities we are investing in, but there is more to do to unlock the full potential of the business. Our strategy is working, and with our highly disciplined approach to capital allocation we will continue to focus on deleveraging to enhance the return on equity, driving strong shareholder returns in the coming years.

Summary and looking ahead

2024 Group revenue of £1,754.5m was up 2.5% (2023: £1,710.9m) year-over-year, driven by strong performance in UK&I Online (+5.3%) and International (+7.3%), which was partially offset by a decline in UK Retail (-5.4%).

The decline in UK Retail primarily reflects a tougher competitive environment, with our gaming offering in particular having fallen behind competition. As outlined earlier in this report, we have already taken decisive corrective actions to address this, including a new management team and beginning the rollout of 5,000 new best-in-class third-party gaming cabinets.

UK&I Online growth was driven by gaming (+9.4%) on the back of strong engagement, product improvements and more efficient bonusing. Betting revenue was down 1.3% year-on-year, driven by an 11.5% decline in staking, offset by an improved net win margin, both of which partially reflect the change in commercial approach to focus on customer value not volume, including through improved promotional efficiency.

Within International, Core Markets (Italy, Spain, Denmark, Romania) combined were up 21.5% (+24.9% in constant currency), albeit this partly benefits from the acquisition of Winner in October, with organic growth of 19.2% excluding Winner. Revenue from our Optimise Markets was down 14.0% in the year, reflecting the exit of Latvia in the prior year, lapping the dotcom

compliance changes in the first quarter, the exit of US B2C, and the strategic shift to focus on profitability and cash generation from these markets.

Further segmental details and trends are discussed within the segmental section later in this statement.

Adjusted EBITDA for the year was £312.5m, an increase of £13.0m (+4.3%) year-over-year, driven by the increase in revenue together with a focus on cost control and an increasingly efficient operating model. During the year we executed a £30m cost optimisation programme, as well as delivering further savings in the second half. The £30m overhead saving was reinvested into marketing, albeit as discussed above this did not deliver the expected returns. Adjusted EBITDA margin for the year was 17.8% (2023: 17.5%). This slight increase primarily reflects operating leverage on the increase in revenue.

Reported EBITDA declined by £21.9m to £230.6m, with an increase in exceptional costs of £26.7m, principally related to the exit of US B2C and ongoing integration and transformation.

The reported loss after tax of £191.4m reflects the reported EBITDA as described above, together with the impact of non-cash accounting charges for purchase price amortisation as well as the finance costs related to the largely debt-funded acquisition of William Hill.

Reconciliation of EBITDA to Adjusted EBITDA, Adjusted profit before tax and Adjusted profit after tax

	Adjusted results		Exceptional items and adjustments[5]		Statutory results	
	2024 £'m	**2023[1] £'m**	**2024 £'m**	**2023 £'m**	**2024 £'m**	**2023[1] £'m**
Revenue	**1,754.5**	1,710.9	-	-	**1,754.5**	1,710.9
Cost of sales	(610.5)	(581.4)	6.6	2.6	(603.9)	(578.8)
Gross profit	**1,144.0**	1,129.5	**6.6**	2.6	**1,150.6**	1,132.1
Marketing expenses	(268.1)	(237.6)	-	-	(268.1)	(237.6)
Operating expenses[3]	(562.4)	(593.8)	(88.5)	(49.6)	(650.9)	(643.4)
Share of post-tax profit of equity accounted associate	(1.0)	1.4	-	-	(1.0)	1.4
EBITDA[2]	**312.5**	299.5	**(81.9)**	(47.0)	**230.6**	252.5
Depreciation and amortisation[4]	(122.2)	(114.0)	(108.6)	(114.3)	(230.8)	(228.3)
(Loss)/profit before interest and tax	**190.3**	185.5	**(190.5)**	(161.3)	**(0.2)**	24.2
Finance income and expenses	(178.5)	(173.7)	9.9	19.4	(168.6)	(154.3)
(Loss)/profit before tax	**11.8**	11.8	**(180.6)**	(141.9)	**(168.8)**	(130.1)
Taxation	(40.6)	27.5	18.0	37.4	(22.6)	64.9
(Loss)/profit after tax	**(28.8)**	39.3	**(162.6)**	(104.5)	**(191.4)**	(65.2)
Basic (Loss)/earnings per share (p)	**(6.4)**	8.8			**(42.7)**	(14.5)

[1] 2023 has been restated to reflect a prior year adjustment for gaming duties. See note 1 to the condensed financial statements for further information as well as Appendix 1 to the condensed financial statements for information on the impact to prior year APMs

[2] EBITDA is defined as earnings before interest, tax, depreciation and amortisation.

[3] Statutory Operating expenses of £650.9m includes Operating expenses of £571.6m (being the Operating expenses of £802.4m less Depreciation and amortisation of £230.8m) and Exceptional items – operating expenses of £79.3m per the note 3 of the condensed consolidated financial statements.

[4] Statutory Depreciation and amortisation of £230.8m has been separated from Operating expenses of £802.4m per the Condensed consolidated Income Statement.

[5] Foreign exchange adjustments of £6.6m gain within Cost of sales, £6.5m expense within Operating expenses and £27.0m gain within Finance income and expenses.

Adjusted EBITDA is defined as operating profit or loss excluding share benefit charges, foreign exchange, depreciation and amortisation, fair value gains and any exceptional items which are typically non-recurring in nature. Further detail on exceptional items and adjusted measures is provided in note 3 to condensed consolidated financial statements.

In the reporting of financial information, the Directors use various APMs. These APMs should be considered in addition to, and are not intended to be a substitute for, IFRS measurements. As they are not defined by International Financial Reporting Standards, they may not be directly comparable with other companies' APMs. The Directors believe these APMs provide additional useful information for understanding performance of the Group. They are used to enhance the comparability of information between reporting periods and are used by management for performance analysis and planning. Further detail on APMs is included in Appendix 1 to the condensed consolidated financial statements.

CONSOLIDATED INCOME STATEMENT

Revenue

Revenue for the Group was £1,754.5m for 2024, an increase of 2.5% primarily reflecting positive momentum in UK&I Online, as well as core international performance across Italy, Spain, Denmark and Romania. This was offset by a decline in UK retail due to challenging conditions on the high street and the estate falling behind competition, particularly on gaming.

Revenue from sports betting was £628.9m, representing a 3.1% decline. Stakes were down 7.5%, offset by an increase in betting net win margin from 12.1% to 12.7%. Both primarily reflect the customer mix changes in the UK online segment as well as improvements in higher margin products such as Bet Builder, leading to structurally higher win margins. Gaming revenue of £1,125.6m was up 6.0% year-over-year, predominantly driven by our improved product offering, focus on user experience, as well as more targeted promotional spend.

Cost of sales

Cost of sales mainly comprise of gaming taxes and levies, royalties payable to third parties, chargebacks, payment service provider ('PSP') commissions and costs related to operational risk management and customer due diligence services. Cost of sales increased to £603.9m from £578.8m. The increase in cost of sales as a percentage of revenue from 33.8% to 34.4% primarily reflects the change in country mix towards core markets which typically apply higher gaming tax rates.

Gross profit

Gross profit increased by 1.6% from £1,132.1m to £1,150.6m and gross margin decreased from 66.2% to 65.6%, reflecting a higher proportion of revenue generated from core markets which typically apply higher gaming tax rates.

Marketing expenses

Marketing is a significant investment for our Group to drive growth through investing in our leading brands, as well as customer acquisition and retention activities. Marketing increased by 12.8% from £237.6m in 2023 to £268.1m. The increase was driven by significant investment in UK&I Online, particularly in the first quarter as we sought to reactivate and acquire significant customer volume. While the spend was effective at driving customer numbers, it did not generate the returns we expected. This represents a marketing to revenue ratio (marketing ratio) of 15.3% (2023: 13.9%).

Operating expenses

Operating expenses mainly comprise of employment costs, property costs, technology services and maintenance, and legal and professional fees. Operating expenses increased to £650.9m from £643.4m in 2023. This increase is predominantly due to corporate transaction related fees incurred in exceptional items, in particular the costs of exiting US B2C.

EBITDA & Adjusted EBITDA

Reported EBITDA decreased by 8.7% from £252.5m to £230.6m and included £79.3m of exceptional costs primarily relating to US B2C exit and integration and transformation costs. On an adjusted basis, the increase was 4.3% to £312.5m from £299.5m, with an Adjusted EBITDA margin of 17.8% compared to 17.5% in 2023. This was driven by strong second half revenue performance and cost control as described above.

Finance Income and Expenses

Net finance expenses of £168.6m (2023: £154.3m) related predominantly to the interest from the debt of £149.8m (2023: £134.3m), which is net of foreign exchange. The finance expense resulting from leases was £6.4m (2023: £6.9m). The finance expense from hedging activities was £16.5m (2023: £17.2m) predominantly due to foreign exchange movements.

Loss before tax

The net loss before tax for 2024 was £168.8m (2023: £130.1m loss). On an adjusted basis, profits remained in line at £11.8m (2023: £11.8m).

Taxation

The Group recognised a tax charge of £22.6m on a loss before tax of £168.8m, giving an effective tax rate of -13.4% (2023: tax credit of £64.9m and an effective tax rate of 49.9%). The primary reasons for a tax charge arising notwithstanding the overall loss results mainly from unrecognised interest deductions under the Corporate Interest Restriction ("CIR") rules in the UK, non-deductible losses in the US on the sale of the B2C business, and profits arising in other jurisdictions.

On an adjusted basis, the Group recognised a tax charge of £40.6m on a profit before tax of £11.8m, giving an effective tax rate of 344.1%. (2023: tax credit of £27.5m and an effective tax rate of -233.1%). This higher rate reflects primarily the effect of the CIR rules and profits arising in other jurisdictions.

Net loss and adjusted net profit

The net loss for 2024 was £191.4m (2023: net loss of £65.2m). On an adjusted basis, profit decreased by £68.1m from £39.3m in 2023 to a loss of £28.8m in 2024, reflecting the items discussed above.

Earnings per share

Basic loss per share increased to 42.7p (2023: loss of 14.5p) due to lower net profit, with minimal change in the number of shares in issue.

On an adjusted basis, basic loss per share decreased by 172.7% to 6.4p (2023: earnings per share 8.8p). Further information on the reconciliation of earnings per share is given in note 5 to the condensed consolidated financial statements.

Dividends

The Board of Directors is not recommending a dividend to be paid in respect of the year ended 31 December 2024 (2023: nil per share). The Board's decision is to suspend payments of dividends until leverage is at or below 3x, as previously announced following the acquisition of William Hill.

Income statement by Segment

The below tables show the Group's performance by segment on a reported and pro forma basis respectively:

	Statutory							
	Revenue				Adjusted EBITDA			
	2024 £'m	2023 £'m	Change from previous year	% of reported Revenue (2024)	2024 £'m	2023 £'m	Change from previous year	% of Adjusted EBITDA (2024)
UK Retail	506.1	535.0	(5.4%)	28.9%	66.4	98.9	(32.9%)	21.2%
UK&I Online	693.2	658.5	5.3%	39.5%	142.7	143.5	(0.6%)	45.7%
Total UK&I	**1,199.3**	**1,193.5**	**0.5%**	**68.4%**	**209.1**	**242.4**	**(13.7%)**	**66.9%**
International	555.2	517.4	7.3%	31.6%	130.0	99.4	30.8%	41.6%
Corporate	-	-	-	0.0%	(26.6)	(42.3)	(37.1%)	(8.5%)
Total	**1,754.5**	**1,710.9**	**2.5%**	**100.0%**	**312.5**	**299.5**	**4.3%**	**100.0%**

UK & Ireland (UK&I)

UK&I Online

Revenue increased by 5.3% to £693.2m compared to £658.5m in 2023, reflecting growth in gaming revenue of 9.4% driven by continued improvements in product and promotions. Sports Revenue decreased by 1.3% with lower sports staking (11.5% year-on-year) compensated by improved sports net win margin (+1.1ppts year-on-year) with some structural increase in the margin driven by customer and product mix changes, together with some operator friendly results, particularly in the fourth quarter.

Adjusted EBITDA decreased by £0.8m to £142.7m, primarily driven by an increased marketing investment that was not as effective as expected, alongside a lower gross margin due to product mix shift to gaming and increased spend on free bets at major events such as Cheltenham in H1 2024.

UK Retail

UK Retail revenue decreased by 5.4% to £506.1m and Adjusted EBITDA decreased by 32.9% to £66.4m, with Retail continuing to face challenging conditions on the high street, partly reflecting the estate having fallen behind the competition. Actions have been taken to address this with the roll out of new gaming cabinets, which began in Q4. The Retail business has a high proportion of fixed costs, meaning the revenue reduction creates negative operating leverage and drops to Adjusted EBITDA at a high rate.

There were 1,331 shops open at the end of 2024 compared to 1,343 at the end of 2023. The small reduction to the already well optimised estate largely reflects the impact of inflationary cost increases making certain shops no longer commercially viable.

International

International revenue increased by 7.3% to £555.2m and adjusted EBITDA increased by £30.6m compared to the previous period to £130.0m. This is driven by double-digit growth in the core markets of Italy, Spain, Denmark, and Romania, which now represent over 68% of the division as of Q4 following the acquisition of Winner in Romania. This growth in the Core Markets was offset by reduced revenues from Optimise Markets as the focus switches to profitability and cash generation, including exiting the US B2C business and the sale of Latvia in June 2023.

Corporate costs

Corporate costs were £26.6m in 2024 compared to £42.3m in 2023. This is due to a combination of the execution of the cost optimisation programme, as well as changes to the operating model impacting the way costs are allocated to the divisions.

EXCEPTIONAL ITEMS AND ADJUSTMENTS

Operating Exceptional items	**2024** **£'m**	**2023** **£'m**
Regulatory provisions and associated costs	-	3.4
Integration and transformation costs	47.2	49.3
Corporate transaction related costs	32.1	(0.1)
Total exceptional items before tax	**79.3**	**52.6**
Interest expense on US exit provision	0.5	-
Total exceptional items before tax	**79.8**	**52.6**
Tax on exceptional items	(9.8)	(9.0)
Total exceptional items	**70.0**	**43.6**
Adjustments:		
Fair value gain on financial assets	-	(4.1)
Amortisation of Finance Fees	16.5	17.2
Amortisation of acquired intangibles	108.6	114.3
Foreign Exchange	(27.0)	(37.6)
Share Based Charge / (Credit)	2.7	(0.5)
Total Adjustments before tax	**100.8**	**89.3**
Tax on adjustments	(8.2)	(28.4)
Total Adjustments	**92.6**	**60.9**
Total exceptional items and Adjustments	**162.6**	**104.5**

Total exceptional items in the year amounted to £70.0m in 2024, up from to £43.6m in 2023.

Exceptional items are those items the Directors consider to be one-off or material in nature or size that should be brought to reader's attention in understanding the Group's financial performance. Refer to note 3 to the condensed financial statements for further detail.

The integration programme now includes additional transformation costs incurred as a result of the actions taken by management to simplify the operating model, and drive efficiency through the business and the supply chain, including through the increased use of AI and automation. These initiatives have and will generate significant recurring cash cost savings in addition to the costs and savings related to the realisation of the post-integration synergies between William Hill and 888. Costs related to these additional efficiency initiatives were £15m in 2024 and are expected to be a further £20m across 2025 and 2026. In 2026 we also expect to incur an additional £30m of platform integration costs, with all other post-integration synergies still expected to complete by the end of 2025.

The Group has incurred a total of £47.2m of costs relating to the integration programme, including £17.6m of platform integration costs (2023: £23.3m), £2.4m of legal and professional costs (2023: £2.4m), £15.7m of redundancy costs (2023: £7.6m), £5.3m of relocation and HR related expenses (2023: £5.3m), £4.0m of employee incentives as part of the integration of William Hill and 888 (2023: £7.9m), £1.0m for corporate rebranding costs (2023: nil) and £1.2m of technology integration costs (2023: £2.8m).

The Group has incurred £32.1m of corporate transaction costs in 2024. The Group decided to conclude its partnership with Authentic Brands Group and has incurred £43.1m of fees in relation to the closure of the US B2C business in the year. These costs include £38.1m of termination fees, £4.6m of employment costs, £1.6m of costs for onerous contracts, £2.2m write off a capitalised license fee and £1.3m of other M&A fees including legal and professional costs. These costs have been offset by the profit earned on the sale of player databases of £4.7m. As a part of the Romania acquisition, the Group recognised a gain on bargain purchase of £13.4m. This is offset by exceptional costs relating to the acquisition of £1.0m. The remaining £1.4m relates to various smaller M&A projects.

Adjustments reflect items that are recurring, but which are excluded from internal measures of underlying performance to provide clear visibility of the underlying performance across the Group, principally due to their non-cash accounting nature. They are items that are therefore excluded from Adjusted EBITDA, Adjusted PAT and Adjusted EPS.

The amortisation of the specific intangible assets recognised on acquisitions has been presented as an adjusted item, totalling £108.6m relating to the William Hill acquisition. This amortisation is a recurring item that will be recognised over its useful life. The other items that have been presented as adjusted items are, foreign exchange gains of £27.0m (£37.6m in 2023), amortisation of finance fees of £16.5m (£17.2m in 2023), and share based payment charge of £2.7m (credit of £0.5m in 2023).

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Non-current assets decreased by £60.5m to £2,238.0m compared to £2,298.5m at 2023, predominantly due to Goodwill and other intangible assets, which have decreased by £49.0m, with the amortisation charge outweighing additions in the year. Property, plant and equipment reduced from £91.7m in 2023 to £78.9m, largely due to depreciation in the year, and right-of-use assets increased by £6.5m in the year to £84.5m, due to additions of £37.6m offset by the depreciation charge of £30.7m for the year.

Current assets are £432.5m, a decrease of £16.6m compared to £449.1m at 2023. Within this, cash and cash equivalents increased by £9.2m to £265.4m from £256.2m, which includes £118.3m of customer deposits compared to £127.8m at 2023. Excluding client funds, cash and cash equivalents increased from £128.4m in 2023 to £147.1m in 2024. Income tax receivable reduced by £19.7m from £53.3m to £33.6m in 2024. There was a £nil balance for current derivative financial assets in 2024, a decrease from the balance of £1.6m in the prior year.

Current liabilities decreased by £2.1m from £666.9m at FY 2023 to £669.0m at 2024. Trade and other payables have increased by £3.6m to £391.1m due to accrual timing differences. Provisions decreased by £6.5m to £72.0m, which includes provisions of £62.4m for gaming tax in Austria. Current derivative financial liabilities also increased by £7.8m in the year to £31.3m at 2024.

Non-current liabilities were £2,097.3m, an increase of £83.7m from the balance of £2,013.6m at 2023. This is primarily due to the increase in borrowings of £75.9m following the drawdown of the Revolving Credit Facility as well as an increase in provisions of £24.7m, largely due to the recognition of £16.6m of provisions in the year relating to the exit of the US B2C business. In addition, the non-current derivative financial instruments decreased by £14.1m. Lease liabilities have increased by £4.2m due to additions in the year. Additionally, provisions of £129.5m include £112.9m for customer claims that are currently recognised as non-current liabilities.

Net liabilities of £95.8m for 2024 was a decrease of £162.9m compared to net assets of £67.1m at 2023.

CASH FLOWS

	2024 £'m	2023 £'m
Cash generated from operating activities before working capital	206.7	224.5
Working capital movements	19.8	(73.1)
Net cash generated from operating activities	**226.5**	**151.4**
Acquisitions	(4.1)	-
Disposals	4.7	41.8
Capital expenditure	(93.4)	(68.4)
Net movement in borrowings incl loan transaction fees	60.1	(35.8)
Interest paid	(160.9)	(138.1)
Settlement of derivatives	-	(10.8)
Other movements in cash incl FX	(23.7)	(1.5)
Net cash inflow/(outflow)	**9.2**	**(61.4)**
Cash balance	**265.4**	**256.2**
Gross Debt	**(1,839.8)**	**(1,798.0)**
Net Debt	**(1,787.7)**	**(1,757.2)**

Overall, the Group had a cash inflow of £9.2m in the year, compared to an outflow of £61.4m in 2023. This resulted in a cash balance of £265.4m as of 31 December 2024 (£256.2m at 31 December 2023), although this included customer deposits and other restricted cash of £118.3m, such that unrestricted cash available to the Group was £147.1m compared to £128.4m in 2023.

Cash flow from operations was an inflow of £226.5m compared to £151.4m in 2023. This increase was due to working capital movements from timing of accruals.

Disposals of £4.7m in 2024 relate to proceeds on sale of part of US business received in 2024. In prior year, £41.8m inflow related to proceeds on the sale of non-core assets including the Latvia business and the sale and leaseback of certain freeholds. Capital expenditure was £93.4m in 2024, an increase from £68.4m reflecting investment in product development to drive sustainable growth.

Included within net movement in borrowings is drawdown on the Revolving Credit Facility ('RCF') of £85.0m (£115.0m remaining), movements relating to the refinancing in May 2024 with £383.4m repaid on the Euro TLA debt and £400.0m received as part of the new GBP fixed rate notes. Furthermore, there was £36.2m of payments of lease liabilities.

Net interest paid of £160.9m predominantly related to the borrowings undertaken.

Other movements included £4.2m outflow predominantly due to funding of 888AFRICA, as well as dividend income received from associates of £0.6m and net foreign exchange losses of £20.1m.

NET DEBT

	2024 £'m	2023 £'m
Borrowings	(1,737.7)	(1,661.1)
Loan transaction fees	(61.6)	(96.6)
Derivatives	(40.5)	(40.3)
Gross Borrowings	**(1,839.8)**	**(1,798.0)**
Lease liability	(95.0)	(87.6)
Cash (excluding customer balances)	147.1	128.4
Net Debt	**(1,787.7)**	**(1,757.2)**

LTM pro forma Adjusted EBITDA	312.5	299.5
Leverage	**5.7x**	**5.9x**

The gross borrowings balance as at 31 December 2024 was £1,839.8m. This balance is now presented including derivatives (£40.5m) so as to more accurately reflect the underlying liability at maturity, taking account of the hedges the Group has in place to fix the currency and interest rates.

In May 2024, the Group successfully refinanced the Euro TLA and replaced it with GBP fixed notes, improving the debt profile by extending the maturity of £400m by two years out to 2030; improving the fixed/floating mix; and more closely aligning the debt currency mix to underlying cash generation. The Group continues to assess all opportunities to optimise its debt capital structure and manage its debt facilities.

The earliest maturity of this debt is in 2026, which is £11.0m, with most of the debt maturing across 2027, 2028 and 2030. In addition to this, the Group has access to a £200m Revolving Credit Facility, with £150m available until 2028 and the additional facility of £50m available through to December 2025, which was drawn down by £85.0m at 31 December 2024 (undrawn at 31 December 2023).

The debt is across GBP sterling, Euro and US Dollar; with 25% (2023: 49%) of the debt in Euro; 74% (2023: 44%) in GBP and 1% in USD (2023: 7%). The Group has undertaken hedging activities such that 94% (2023: 70%) of the interest is at fixed rates and 6% (2023: 30%) at floating rates.

The net debt balance at 31 December 2024 was £1,787.7m with a net debt to EBITDA ratio of 5.7x. This compares to £1,757.2m and 5.9x respectively as at 31 December 2023. The increase in net debt is predominantly due to the RCF draw down (£85.0m), which was required to fund operations given the increased exceptional costs and interest in the year. This is partly offset by lower transaction fees following the refinancing, and a higher cash balance.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties that are considered to have a potentially material impact on the Group's future performance, sustainability and strategic objectives are set out below. This list is not exhaustive but encompasses management's assessment of those risks which require considered response at this time.

Strategic Execution Risks

The Group's Value Creation Plan (VCP) is fundamental to driving shareholder value and maintaining market confidence. Successful execution of strategic initiatives and clear alignment of business decisions with the VCP are critical to achieving our strategic objectives and ensuring long-term sustainability.

The current business environment demands a delicate balance between addressing immediate operational challenges and implementing long-term strategic transformation. This complex landscape is further complicated by evolving regulatory requirements and the need to maintain operational excellence while undertaking significant organisational change.

Poor execution of the VCP could result in multiple adverse impacts, including share price underperformance, loss of stakeholder confidence, and employee disengagement. Resource constraints, coupled with competing priorities between regulatory compliance projects and strategic initiatives, pose significant challenges to successful implementation.

ESG Risks

The Group faces significant Environmental, Social, and Governance (ESG) risks, which include challenges such as player safety and climate change. Climate-related risks, in particular, present unique challenges due to their non-linear nature, and the complexity of forecasting. A critical aspect of this risk lies in the Group's supply chain, as 95% of its emissions are Scope 3 emissions. We continue to engage with our supply chain to better understand their climate strategies, targets and transition plans in order to ensure alignment with our own goals which we review annually based on supply chain alignment and other external factors

We aim to ensure we are a sustainable business with improving ESG ratings to enhance our ability to raise capital, secure investment, and enhance our valuation multiple. Lower ratings from key agencies could increase the cost of capital and limit the Group's valuation, while also damaging its reputation in the market.

Market Risks

The Group is exposed to market risks, including fluctuations in foreign exchange (FX) rates and interest rates, which can impact profitability, cash flow, and financial stability. A substantial portion of the Group's deposits and revenues are generated in GBP, EUR, and other currencies, while operating expenses are primarily incurred in GBP, EUR, ILS, and RON, with additional exposure to SEK and PLN. This mismatch between revenue and expense currencies, combined with debt servicing costs denominated in USD and EUR, creates vulnerabilities to adverse FX rate movements.

The Group is also exposed to interest rate risks and has implemented hedging strategies that have secured the majority of its interest costs at fixed rates for the next two years. While this provides some stability, movements in market interest rates could still result in higher borrowing costs. Conversely, the Group also faces the risk of missing opportunities to lock in lower interest rates if too much of its debt remains fixed. These fluctuations in interest rates could divert financial resources away from critical areas such as growth initiatives, marketing, and the development of new products and projects, ultimately impacting the Group's ability to execute its strategic objectives.

These market risks, driven by FX and interest rate volatility, underscore the challenges of managing a global financial profile and maintaining financial resilience in a dynamic economic environment.

Liquidity & Debt/Leverage Risks

Liquidity risk arises from the possibility that the Group may have insufficient funds to settle its liabilities as they fall due. While the Group generates strong operating cash flows and maintains sufficient cash balances to meet anticipated working capital requirements, there is a risk that external shocks, underperformance, or the maturity of bank facilities could result in insufficient liquidity to service debts, pay suppliers or cover significant obligations, such as UK gaming tax payments. Such scenarios could lead to default on debt payments, acceleration of group debt repayments, and additional penalties or costs, further straining the Group's financial position.

Debt and leverage risks also pose significant challenges. The Group's leverage could fail to meet its stated strategic leverage targets due to earnings underperformance or FX rate shocks. This could result in a default on bank covenants, triggering the acceleration of debt repayments and damaging the Group's market reputation. Furthermore, a significant decline in credit ratings or a downgrade in the debt capital markets could restrict the Group's ability to raise funds to support growth, execute strategic initiatives, or capitalise on new opportunities. These risks highlight the importance of maintaining financial flexibility and access to capital to sustain operations and drive future growth.

People Risks

The Group's colleagues are essential to its operational success and strategic objectives, but it faces risks related to retention of senior leadership roles and engagement as a whole. Overall company attrition has been steadily decreasing throughout 2024, which is partially attributed to the lack of movement in the jobs market and static economic environment. At the same time, the high number of redundancies in 2024 and the requirement to pivot to a new strategy and way of working has impacted engagement scores. Less colleagues are actively leaving the business but are not feeling fully engaged; the result of which can lead to a decrease in productivity.

These risks threaten the Group's ability to maintain a skilled, motivated, and engaged workforce, impacting operational efficiency, financial performance, and long-term strategic goals.

Third-Party Risks

The Group relies heavily on third-party suppliers to deliver a number of critical services, including technology, payment processing, marketing, gaming products, sports content, and media. Effective management of these relationships is essential to achieving strategic objectives and ensuring operational continuity. Failures or disruptions in supplier services, such as outages, insolvency, or non-compliance, could lead to significant operational, financial, and reputational impacts. Additionally, supplier-side compliance failures, such as breaches of GDPR or regulatory licenses, could result in fines, legal claims, and reputational damage.

The Group also faces risks related to strategic partnerships, such as B2B gambling services in the United States, where meeting contractual obligations and maintaining compliance are critical to long-term growth. Specific risks include service outages from key providers, which could disrupt betting markets, customer experience, and revenue streams.

Information Security Risks

The Group faces significant information security risks, including cyber-attacks such as Distributed Denial of Service (DDoS), phishing, malware, and unauthorised access to sensitive systems or data. These risks extend to the potential theft, misuse, or exposure of customer and business data by both internal and external entities, as well as vulnerabilities introduced through manual processes, misconfigurations, or inadequate security controls. Such incidents could result in regulatory fines, reputational damage, loss of customer trust, and operational disruptions. Additionally, the Group is exposed to risks from third-party vendors with weak security postures, legacy systems that lack proper patching, and inconsistent access management practices, which could lead to data breaches, fraud, or system compromise.

The loss of availability of critical technology systems, whether due to cyber-attacks, insider threats, or physical disasters, could disrupt operations, cause revenue loss, and lead to breaches of regulatory obligations. Vulnerabilities in the Group's internal network, cloud systems, or CI/CD pipelines could expose sensitive information or allow attackers to exploit production systems. These risks are compounded by the increasing sophistication of external attacks, such as automated credential attacks, which can overwhelm public-facing services and degrade customer experience.

Product & Technology Risks

As a company, we acknowledge the critical importance of innovation and digital transformation in driving growth and maintaining competitiveness. However, we recognise that these initiatives come with inherent risks, particularly as we consolidate multiple systems and pursue the development of a unified, scalable global technology platform. This transformation introduces short-term complexities and challenges, including potential operational disruptions, system failures, and resource constraints.

The causes of these risks include the complexity of integrating legacy systems, dependencies on third-party suppliers, and the fast-paced nature of technological advancements. Additionally, the reliance on outdated systems, and the need to modernise our applications further amplify these challenges. The rapid scaling of automation also contribute to the potential for errors, inefficiencies, and operational disruptions.

Operational disruptions, such as unplanned outages or system downtimes, can hinder critical business activities, disrupt customer experiences, and lead to financial losses. Legacy system dependencies increase the likelihood of data loss, inefficiencies, and challenges in maintaining business continuity. Poor implementation of new features, outdated applications, or inadequate product communication can negatively affect customer satisfaction, retention, and acquisition. Failures in regulatory APIs, governance gaps, or delays in adapting to regulatory changes can result in operational halts, legal scrutiny, and reputational damage. Scalability and capacity constraints, driven by high demand on systems and resource limitations, can result in performance degradation, outages, and delays in delivering critical projects.

Regulatory and Compliance Risks

Compliance with regulatory requirements is critical to maintaining the Group's licenses, protecting customers, and ensuring business continuity. With the majority of revenue generated from licensed jurisdictions and an increasing number of countries introducing regulations, the importance of adhering to these requirements continues to grow.

The complexity of the regulatory landscape, including jurisdictional nuances, evolving requirements, and heightened scrutiny, pose significant risks. These include the potential for financial penalties, reputational damage, and operational disruptions.

The risk of non-compliance extends to areas such as inadequate data governance, failure to meet reporting deadlines, and breaches of safer gambling or marketing regulations. Additionally, changes in legislation, such as amendments to the UK Gambling Act or new jurisdictional requirements, could restrict product offerings, impose stricter customer checks, or limit marketing activities, leading to reduced revenue, and customer attrition.

Reputational damage is a critical concern, as regulatory breaches can erode customer trust and stakeholder confidence. High-profile fines or license suspensions could also attract negative media attention, further impacting the Group's standing in the market.

The growing complexity of the Group's regulatory footprint, legacy systems, and operational challenges, increases the likelihood of non-compliance. This risk is amplified by jurisdictional differences, frequent regulatory changes, and the need for robust relationships with regulators to navigate these challenges effectively.

Anti-Money Laundering Risks

Ensuring compliance with Anti-Money Laundering (AML) and Counter-Terrorist Financing (CTF) regulations is critical to maintaining our licenses and protecting the business from financial crime. The nature of online gambling, as highlighted by the EU Supranational Risk Assessment 2022, presents a very high risk for money laundering and terrorist financing in the absence of effective controls. This risk is exacerbated by the complexity of jurisdictional regulations, evolving criminal techniques, and inconsistencies in processes and systems across brands.

Key risks include failures in customer due diligence (CDD), inadequate monitoring of transactions, ineffective reporting mechanisms, and gaps in staff training and competence. Jurisdictional nuances, such as differing thresholds and regulatory requirements, create further challenges in aligning policies and processes, potentially leading to operational inefficiencies and regulatory breaches.

The potential impacts of these risks are severe, including regulatory sanctions, significant financial penalties, license suspensions or revocations, and legal action against the company or its executives. Reputational damage is also a critical concern, as regulatory failings can erode trust with customers, stakeholders, and regulators. These risks underscore the importance of maintaining robust governance and oversight to mitigate the threat of financial crime and ensure compliance with AML regulations.

CONDENSED CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2024

All figures in £ millions (unaudited)	Note	**2024**	2023 (restated)
Revenue	2	**1,754.5**	1,710.9
Gaming duties		**(400.5)**	(380.8)
Other cost of sales		**(203.4)**	(198.0)
Cost of sales		**(603.9)**	(578.8)
Gross profit		**1,150.6**	1,132.1
Marketing expenses		**(268.1)**	(237.6)
Operating expenses		**(802.4)**	(819.1)
Share of post-tax (loss)/profit of equity accounted associate		**(1.0)**	1.4
Exceptional items – operating expenses	3	**(79.3)**	(52.6)
Operating (loss)/profit		**(0.2)**	24.2
Adjusted EBITDA[1]		**312.5**	299.5
Exceptional items — operating expenses	3	**(79.3)**	(52.6)
Fair value gain on financial assets		**-**	4.1
Foreign exchange gains		**0.1**	1.0
Share benefit (charge)/gain		**(2.7)**	0.5
Depreciation and amortisation		**(230.8)**	(228.3)
Operating (loss)/profit		**(0.2)**	24.2
Finance income		**34.1**	41.0
Finance expenses		**(202.7)**	(195.3)
Loss before tax		**(168.8)**	(130.1)
Taxation (charge)/credit	4	**(22.6)**	64.9
Loss after tax		**(191.4)**	(65.2)
Attributable to:			
Equity holders of the Parent		**(192.0)**	(65.2)
Non-controlling interests		**0.6**	—
Loss for the period		**(191.4)**	(65.2)
Loss per share			
Basic (pence)	5	**(42.7)**	(14.5)
Diluted (pence)	5	**(42.7)**	(14.5)

The 2023 comparative totals have been restated to reflect a Remote Gaming Duty prior period adjustment (see note 1).

1. Adjusted EBITDA is an Alternative Performance Measure ("APM") which does not have an IFRS standardised meaning. Refer to Appendix 1 — Alternative performance measures for further detail.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

All figures in £ millions (unaudited)	**2024**	2023 (restated)
Loss for the year	**(191.4)**	(65.2)
Items that may be reclassified subsequently to profit or loss (net of tax)		
Exchange differences on translation of foreign operations	**(5.0)**	(22.8)
Movement in hedging reserves	**10.3**	(1.2)
Items that will not be reclassified to profit or loss (net of tax)		
Remeasurement of severance pay liability	**(0.2)**	(0.2)
Actuarial remeasurement in defined benefit pension scheme	**0.7**	1.8
Total other comprehensive income/(loss) for the year	**5.8**	(22.4)
Total comprehensive loss for the year	**(185.6)**	(87.6)
Total comprehensive loss for the year attributable to equity holders of the Parent	**(186.2)**	(87.6)
Total comprehensive profit for the year attributable to non-controlling interests	**0.6**	—

The 2023 comparative totals have been restated to reflect a Remote Gaming Duty prior period adjustment (see note 1).

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

All figures in £ millions (unaudited)	Note	**2024**	2023 (restated)
Assets			
Non-current assets			
Goodwill and other intangible assets	6	**1,989.3**	2,038.3
Right-of-use assets		**84.5**	78.0
Property, plant and equipment		**78.9**	91.7
Investment in sublease		**1.2**	1.0
Investments in associates		**32.3**	33.9
Non-current prepayments		**2.4**	2.8
Derivative financial instruments		**13.1**	15.8
Deferred tax assets		**36.3**	37.0
		2,238.0	2,298.5
Current assets			
Cash and cash equivalents[1]		**265.4**	256.2
Trade and other receivables		**132.6**	138.0
Income tax receivable		**33.6**	53.3
Derivative financial instruments		-	1.6
Assets held for sale		**0.9**	-
		432.5	449.1
Total assets		**2,670.5**	2,747.6
Equity and liabilities			
Share capital		**2.2**	2.2
Share premium		**160.7**	160.7
Treasury shares		**(0.6)**	(0.6)
Foreign currency translation reserve		**(3.2)**	1.8
Hedging reserves		**(4.3)**	(14.6)
Retained earnings		**(271.2)**	(82.4)
Total equity attributable to equity holders of the parent		**(116.4)**	67.1
Non-controlling interests		**20.6**	-
Total equity		**(95.8)**	67.1
Liabilities			
Non-current liabilities			
Borrowings	9	**1,733.1**	1,657.2
Severance pay liability		**0.4**	0.6
Provisions	8	**129.5**	104.8
Deferred tax liability		**150.1**	156.9
Derivative financial instruments		**15.8**	29.9
Lease liabilities		**68.4**	64.2
		2,097.3	2,013.6
Current liabilities			
Borrowings	9	**4.6**	3.9
Trade and other payables		**391.1**	387.5
Provisions	8	**72.0**	78.5
Derivative financial instruments		**31.3**	23.5
Income tax payable		**25.1**	22.3
Lease liabilities		**26.6**	23.4
Customer deposits		**118.3**	127.8
		669.0	666.9
Total equity and liabilities		**2,670.5**	2,747.6

The 2023 comparative totals have been restated to reflect a Remote Gaming Duty prior period adjustment (see note 1).

1. Cash and cash equivalents includes customer deposits of £118.3m (2023: £127.8m) which represent bank deposits matched by customer liabilities of an equal value. Cash and cash equivalents excludes restricted short-term deposits of £16.5m which are presented in Trade and other receivables (2023: £22.6m).

The condensed consolidated financial statements were approved by the Board of Directors on 25 March 2025.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

All figures in £ millions (unaudited)	Share capital	Share premium	Treasury shares	Foreign currency translation reserve	Hedging reserve	Retained earnings	Non-controlling interests	Total
Balance at 1 January 2023 (restated)	**2.2**	**160.7**	**(0.9)**	**24.6**	**(13.4)**	**(18.0)**	**-**	**155.2**
Loss after tax for the year	-	-	-	-	-	(65.2)	-	(65.2)
Other comprehensive (expense)/income for the year	-	-	-	(22.8)	(1.2)	1.6	-	(22.4)
Total comprehensive expense	**-**	**-**	**-**	**(22.8)**	**(1.2)**	**(63.6)**	**-**	**(87.6)**
Equity settled share benefit charges	-	-	-	-	-	(0.5)	-	(0.5)
Exercise of Deferred Share Bonus Plan	-	-	0.3	-	-	(0.3)	-	-
Balance at 31 December 2023 (restated)	**2.2**	**160.7**	**(0.6)**	**1.8**	**(14.6)**	**(82.4)**	**-**	**67.1**
(Loss)/profit after tax for the year	**-**	**-**	**-**	**-**	**-**	(192.0)	0.6	(191.4)
Other comprehensive (expense)/income for the year	-	-	-	(5.0)	10.3	0.5	-	5.8
Total comprehensive income/(expense)	**-**	**-**	**-**	**(5.0)**	**10.3**	**(191.5)**	**0.6**	**(185.6)**
Romania acquisition (note 7)	-	-	-	-	-	-	20.0	**20.0**
Equity settled share benefit credit	**-**	**-**	**-**	**-**	**-**	2.7	**-**	2.7
Balance at 31 December 2024	**2.2**	**160.7**	**(0.6)**	**(3.2)**	**(4.3)**	**(271.2)**	**20.6**	**(95.8)**

Retained earnings at 1 January 2023 have been restated to include a prior period adjustment of £4.0m in respect of Remote Gaming Duty (see note 1).
The 2023 comparative totals have been restated to reflect a Remote Gaming Duty prior period adjustment (see note 1).

The following describes the nature and purpose of each reserve within equity.

Share capital — represents the nominal value of shares allotted, called-up and fully paid.

Share premium — represents the amount subscribed for share capital in excess of nominal value.

Treasury shares — represents reacquired own equity instruments. Treasury shares are recognised at cost and deducted from equity.

Foreign currency translation reserve — represents exchange differences arising from the translation of all Group entities that have functional currency different from Pounds Sterling.

Hedging reserve — represents changes in the fair value of derivative financial instruments designed in a hedging relationship.

Retained earnings — represents the cumulative net gains and losses recognised in the Condensed Consolidated Statement of Comprehensive Income and other transactions with equity holders.

Non-controlling interests – represents the minority interests of other shareholders in the net assets of consolidated subsidiaries.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

All figures in £ millions (unaudited)	Note	**2024 £m**	2023 £m (restated)
Cash flows from operating activities			
Loss before income tax		**(168.8)**	(130.1)
Adjustments for:			
Depreciation of property, plant and equipment and right-of-use assets		**44.5**	46.3
Amortisation	6	**186.3**	182.0
Interest income		**(34.1)**	(41.0)
Interest expenses		**202.7**	195.3
Income tax paid		**(14.6)**	(30.1)
Fair value gain on financial assets		**-**	(4.1)
Share of post-tax loss/(profit) of equity accounted associate		**1.0**	(1.4)
Non-cash exceptional items		**(7.4)**	5.9
(Profit)/loss on sale of intangible assets		**(4.7)**	0.3
Movement on ante post and other financial derivatives		**(2.2)**	7.6
Profit on sale of freehold properties via sale and leaseback		**-**	(4.6)
Impairment of freehold properties held for sale		**0.5**	-
Impairment of intangible assets	6	**0.6**	-
Loss/(gain) on disposal of property, plant and equipment		**0.2**	(1.1)
Share benefit charge/(credit)		**2.7**	(0.5)
Cash generated from operating activities before working capital movement		**206.7**	224.5
Decrease/(increase) in receivables		**5.4**	(1.9)
Decrease in customer deposits		**(9.5)**	(13.4)
Increase/(decrease) in trade and other payables		**0.6**	(30.8)
Increase/(decrease) in provisions		**23.3**	(27.0)
Net cash generated from operating activities		**226.5**	151.4
Cash flows from investing activities			
Acquisition of intangible assets		**(90.9)**	(62.9)
Acquisition of property, plant and equipment		**(4.5)**	(7.4)
Acquisition of business	7	**(4.1)**	-
Proceeds from sale of businesses		**4.7**	19.2
Proceeds on sale and leaseback of freehold properties		**-**	22.6
Proceeds from sale of property, plant and equipment		**2.0**	1.9
Loans to related parties		**(4.2)**	(4.3)
Interest received		**2.7**	3.9
Dividend received from associate		**0.6**	5.9
Net cash used in investing activities		**(93.7)**	(21.1)
Cash flows from financing activities			
Payment of lease liabilities		**(36.2)**	(31.8)
Settlement of derivatives		-	(10.8)
Interest paid		**(163.6)**	(142.0)
Repayment of loans	9	**(388.7)**	(4.0)
Proceeds from loans	9	**485.0**	-
Net cash used in financing activities		**(103.5)**	(188.6)
Net Increase/(decrease) in cash and cash equivalents		**29.3**	(58.3)
Net foreign exchange difference		**(20.1)**	(3.1)
Cash and cash equivalents at the beginning of the year		**256.2**	317.6
Cash and cash equivalents at the end of the year		**265.4**	256.2

The 2023 comparative totals have been restated to reflect the Remote Gaming Duty prior period adjustment (see note 1)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

GENERAL INFORMATION

Company description

evoke plc (the 'Company') and its subsidiaries (together the 'Group') was founded in 1997 in the British Virgin Islands and since 17 December 2003 has been domiciled in Gibraltar (Company number 90099). On 4 October 2005, the Company listed on the London Stock Exchange.

Definitions

In these financial statements:

Subsidiaries	Companies over which the Company has control (as defined in IFRS 10 — Consolidated Financial Statements) and whose accounts are consolidated with those of the Company.
Related parties	As defined in IAS 24 'Related Party Disclosures'.
Associates	As defined in IAS 28 'Investments in Associates and Joint Ventures'.

1 BASIS OF PREPARATION

The financial information does not constitute the Group's statutory accounts for the year ended 31 December 2023 but is derived from those accounts. Statutory accounts for the year ended 31 December 2023 have been delivered to the Registrar of Companies in Gibraltar. The auditors have reported on the 2023 accounts and their report was unqualified, did not draw attention to any matters by way of emphasis and did not contain statements under sections 257(1), 258(2) and 258(2A) of the Gibraltar Companies Act 2014. This preliminary announcement does not constitute the Group's statutory accounts for the year ended 31 December 2024. The Group's full consolidated financial statements for the year ended 31 December 2024 will be approved by the Board of Directors and is expected to be reported on by the auditors in the coming weeks. Accordingly, the financial information for 2024 is presented unaudited in the preliminary announcement.

The condensed consolidated financial statements of the Group have been prepared in accordance with UK adopted international accounting standards and in accordance with the requirements of the Gibraltar Companies Act 2014. The condensed consolidated financial statements have been prepared on a historical cost basis, except where certain assets or liabilities are held at amortised cost or at fair value as described in the Group's accounting policies.

All values are rounded to the closest hundred thousand, except when otherwise indicated.

The significant accounting policies applied in the condensed consolidated financial statements in the prior year have been applied consistently in these condensed consolidated financial statements, except for the amendments to accounting standards effective for the annual periods beginning on 1 January 2024. These are described in more detail below.

2023 Restatement

Remote Gaming Duty

During the course of 2024, the Group performed a review of its Remote Gaming Duty obligation. It was found that the Group had understated its Remote Gaming Duty costs by £4.0m in 2022 and £8.8m in 2023. As a result, the Group has adjusted its previously reported financial statements to reflect the additional costs that should have been recognised at the time. The impact on the 2022 Condensed Consolidated Statement of Financial Position is deemed immaterial for re-presentation purposes.

The tables below show the impact of the restatement change on the previously reported financial results:

Impact on Condensed Consolidated Income Statement and Statement of Comprehensive Income

	As previously reported 31 December 2023 £m	**Impact of restatement £m**	**Restated 31 December 2023 £m**
Gaming duties	(372.0)	(8.8)	(380.8)
Other operating items	405.0	-	405.0
Operating profit	**33.0**	**(8.8)**	**24.2**
Adjusted EBITDA	308.3	(8.8)	299.5
Taxation	64.9	-	64.9

Loss after tax	(56.4)	(8.8)	(65.2)
Loss per share – Basic (pence)	(12.6)	(1.9)	(14.5)
Loss per share – Diluted (pence)	(12.6)	(1.9)	(14.5)

Impact on Condensed Consolidated Statement of Financial Position

	As previously reported 31 December 2023 £m	Impact of restatement £m	Restated 31 December 2023 £m
Total assets	**2,747.6**	**-**	**2,747.6**
Trade and other payables	(374.7)	(12.8)	(387.5)
Other liabilities	(2,293.0)	-	(2,293.0)
Total liabilities	**(2,667.7)**	**(12.8)**	**(2,680.5)**
Net assets	**79.9**	**(12.8)**	**67.1**

£4.0m relates to the year ended 31 December 2022 and has been included in the retained earnings balance as at 1 January 2023.

Going concern

Background

The financial statements have been prepared using the going concern basis of accounting. As the year end, the Group had net liabilities of £95.8m (2023: net assets of £61.7m) and incurred a statutory loss before tax of £168.8m for the year ended 31 December 2024 (2023: £130.1m loss). The Group also had net current liabilities of £236.5m (2023: £217.8m).

Business planning and performance management

The Group has robust forecasting and monitoring processes which consist of weekly monitoring and careful management of liquidity, an annual budget and a long-term plan, which generates income statement and cash flow projections for assessment by management and the Board. Forecasts are regularly compared with prior forecasts and current trading to identify variances and understand their future impact so management can act where appropriate. Analysis is undertaken to review both the appropriateness and completeness of the key assumptions, including the integration and transformation programmes, underpinning the forecasts on a rolling monthly basis.

Whilst there are risks to the Group's trading performance, as summarised earlier in this statement, the Group has established risk management processes to identify and mitigate risks, and such risks have been considered when undertaking the going concern evaluation for the period to 31 March 2026.

The Group's future prospects

The Group meets its day-to-day working capital requirements from the positive cash flows generated by its trading activities and its available cash resources. The Group holds cash and cash equivalents excluding customer balances and restricted cash of £147.1m as at 31 December 2024 (2023: £128.4m). In addition to this the Group has access, until January 2028, to a £150.0m Revolving Credit Facility, of which £85.0m is currently drawn down (2023: nil), and an additional £50.0m Revolving Credit Facility, added in May 2024, until December 2025 which is currently undrawn.

The Group has significant debt arrangements resulting from the funding of the acquisition of the William Hill business in 2022. There is an annual $5.8m repayment on the TLB facilities, as well as a final £10.5m repayment due on £350.0m Senior Unsecured Fixed Rate Notes due in 2026, which is a small portion of the Group's overall borrowings. The remaining borrowings, which constitute the majority of the Group's debt, are not due within the period of the going concern evaluation or in the period soon after it. The next due date on the Group's remaining debt is in 2027 and the majority is repayable in 2027-30. The Group's Revolving Credit Facility contains a Net Leverage covenant which is not restrictive in the base case, downside or reverse stress test scenarios. The remainder of the Group's debt does not contain any financial covenants.

The Group's forecasts, for the going concern evaluation period to 31 March 2026, based on reasonable assumptions including, in the base case, a 12% increase in revenue throughout the going concern period indicate that the Group will be able to operate within the level of its currently available and expected future facilities for this period to 31 March 2026. Under the base case forecast, the Group has sufficient cash reserves and available facilities to enable it to meet its obligations as they fall due, for this going concern evaluation period to 31 March 2026.

The Group has also assessed a range of downside scenarios to evaluate whether any material uncertainty exists relating to the Group's ability to continue as a going concern. The forecasts and scenarios consider severe but plausible downsides that could impact the Group, which are linked to the business risks identified by the Group. These scenarios, both individually and in combination, have enabled the Directors to conclude that the Group has adequate resources to continue to operate for the foreseeable future.

Specifically, the Directors have given careful consideration to the regulatory and legal environment in which the Group operates. Downside sensitivities have been run, individually and in aggregate, to assess the impact of the following scenarios:

- Reductions in profitability for the whole Group of 10% and 20% from the base case respectively to reflect potential regulatory, macroeconomic or competitive pressures;
- An increase in interest expense upon the revolving credit facility, which would be notably drawn down in the downside scenarios mentioned above;
- Reduction of cash inflows from failure to execute M&A projects;

Management has performed a separate reverse stress test to identify the conditions that would be required to compromise the Group's liquidity. Having done so, management has identified further actions to conserve or generate cash to mitigate any impact of such a scenario occurring. Following these actions, the Group could withstand a decrease in forecast adjusted EBITDA, including forecasted contingency, of 25%. The Board considers the likelihood of a decline of this magnitude to be remote. Other initiatives, not directly in the Group's control at the date of approval of these financial statements, could be considered including the disposal of non-core assets and investments.

Should an extreme downside scenario occur, or planned mitigations and initiatives not be achieved, further mitigating actions that can be executed in the necessary timeframe could be taken over and above the reverse stress test, such as a reduction of marketing expenditures and working capital management.

Conclusion
Based on the above considerations, the Directors continue to adopt the going concern basis in preparing these financial statements.

2 SEGMENT INFORMATION

The Board has reviewed and confirmed the Group's reportable segments in accordance with the requirements of IFRS 8 'Operating Segments'. The segments disclosed below are aligned with the reports that the Group's Chief Executive Officer and Chief Financial Officer as Chief Operating Decision Makers review to make strategic decisions.

The Retail segment comprises all activity undertaken in LBOs, including gaming machines. The UK&I Online segment comprises all online activity, including sports betting, casino, poker and other gaming products along with telephone betting services that are incurred within the UK and Ireland. The International segment comprises all online activity, including sports betting, casino, poker and other gaming products along with telephone betting services that are incurred within all territories excluding the UK and Ireland. Corporate relates to corporate costs, assets and liabilities that cannot reasonably be allocated to an operating segment. There are no inter-segmental sales within the Group.

Segment performance is shown on an adjusted EBITDA basis, with a reconciliation from adjusted EBITDA to statutory results for clarity. Information for the year ended 31 December 2024 is as follows:

2024	Retail £m	UK&I Online £m	International £m	Corporate £m	Total £m
Revenue[1]	**506.1**	**693.2**	**555.2**	**-**	**1,754.5**
Gaming duties	(98.6)	(156.7)	(131.1)	-	**(386.4)**
Other cost of sales	(13.4)	(105.7)	(90.1)	-	**(209.2)**
Segmental gross profit	**394.1**	**430.8**	**334.0**	**-**	**1,158.9**
Marketing expenses	(7.8)	(167.0)	(93.1)	-	**(267.9)**
Operating expenses	(319.9)	(121.1)	(110.9)	(25.6)	**(577.5)**
Share of post-tax loss of equity accounted associate	-	-	-	(1.0)	**(1.0)**
Adjusted EBITDA	**66.4**	**142.7**	**130.0**	**(26.6)**	**312.5**
Depreciation					**(44.5)**
Amortisation (excluding acquired intangibles)					**(77.7)**
Amortisation of acquired intangibles					**(108.6)**
Exceptional items					**(79.3)**
Share benefit credit					**(2.7)**
Foreign exchange					**0.1**
Finance expenses					**(202.7)**
Finance income					**34.1**
Loss before tax					**(168.8)**

1. Revenue recognised under IFRS 9 is £506.1m in Retail, £693.2.m in UK&I Online and £527.1m in International. Revenue recognised under IFRS 15 is £nil in Retail, £nil in UK&I Online and £28.1m in International.

	Retail £m	UK&I Online £m	International £m	Corporate £m	Total £m
Total segment assets	**488.3**	**1,231.7**	**726.4**	**154.2**	**2,600.6**
Total segment liabilities	148.0	192.5	284.9	1,965.7	**2,591.1**
Included within total segment assets:					
Goodwill	99.4	357.9	306.0	-	**763.3**
Interests in associates	-	-	-	32.4	**32.4**
Capital additions	7.5	53.1	27.1	3.8	**91.5**

2023	Retail £m	UK&I Online £m	International £m	Corporate £m	Total £m
Revenue[1]	535.0	658.5	517.4	—	**1,710.9**
Gaming duties[2]	(94.0)	(151.0)	(114.4)	—	**(359.4)**
Other cost of sales[2]	(21.4)	(104.4)	(92.8)	—	**(218.6)**
Segmental gross profit	**419.6**	**403.1**	**310.2**	**—**	**1,132.9**
Marketing expenses	(6.5)	(134.5)	(96.8)	—	**(237.8)**
Operating expenses	(314.2)	(125.1)	(114.0)	(43.7)	**(597.0)**
Associate income	—	—	—	1.4	**1.4**
Adjusted EBITDA	**98.9**	**143.5**	**99.4**	**(42.3)**	**299.5**
Depreciation					**(46.3)**
Amortisation (excluding acquired intangibles)					**(67.7)**
Amortisation of acquired intangibles					**(114.3)**
Exceptional items					**(52.6)**
Fair value gain on financial assets					**4.1**
Share benefit credit					**0.5**
Foreign exchange					**1.0**
Finance expenses					**(195.3)**
Finance income					**41.0**
Loss before tax					**(130.1)**

The 2023 comparative totals have been restated to reflect the Remote Gaming Duty prior period adjustment (see note 1)

1. Revenue recognised under IFRS 9 is £535.0m in Retail, £658.5m in UK&I Online and £486.9m in International. Revenue recognised under IFRS 15 is £nil in Retail, £nil in UK&I Online and £30.5m in International.
2. In the prior year, both gaming duties and other cost of sales were shown as a single line item within this note. However, to comply with June 2024 IFRIC update relating to IFRS 8: Operating Segments we have split them into the two categories to match the line items in the Condensed Consolidated Income Statement.

	Retail £m	UK&I Online £m	International £m	Corporate £m	Total £m
Total segment assets	516.2	1,292.4	759.3	89.4	**2,657.3**
Total segment liabilities	173.3	278.5	219.6	1,829.9	**2,501.3**
Included within total segment assets:					
Goodwill	99.4	357.9	306.0	-	**763.3**
Interests in associates	-	-	-	33.9	**33.9**
Capital additions	4.6	11.2	66.3	2.2	**84.3**

The 2023 comparative totals have been restated to reflect the Remote Gaming Duty prior period adjustment (see note 1)

Geographical information

The Group's performance can also be reviewed by considering the geographical markets and geographical locations within which the Group operates. This information is outlined below:

Revenue by geographical market (based on location of customer)

	2024 **£m**	2023 £m
United Kingdom	**1,172.5**	1,165.8
Italy	**178.3**	149.9
Spain	**100.1**	92.9
Romania	**51.4**	28.4
Denmark	**48.3**	40.0
Rest of World	**203.9**	233.9
	1,754.5	1,710.9

Non-current assets by geographical location

	2024 **£m**	2023 £m

United Kingdom & Ireland	**519.4**	495.8
Gibraltar	**1,054.8**	1,130.5
Rest of World	**627.5**	635.2
	2,201.7	2,261.5

3 EXCEPTIONAL ITEMS AND ADJUSTMENTS

In determining the classification and presentation of exceptional items we have applied consistently the guidelines issued by the Financial Reporting Council ("FRC") that primarily addressed the following:

- Consistency and even-handedness in classification and presentation;
- Guidance on whether and when recurring items should be considered as part of underlying results; and
- Clarity in presentation, explanation and disclosure of exceptional items and their relevance.

In preparing the Annual Report and Accounts, we also note the European Securities and Markets Authority (ESMA) guidance on Alternative Performance Measures ("APM"), including:

- Clarity of presentation and explanation of the APM;
- Reconciliation of each APM to the most directly reconcilable financial statement caption;
- APMs should not be displayed with more prominence than statutory financials;
- APMs should be accompanied by comparatives; and
- The definition and calculation of APMs should be consistent over time.

We are satisfied that our policies and practice conform to the above guidelines.

The Group has restated net debt for the prior year following a change in definition to include the fair value of the derivative swaps held against the debt. Including the derivative balance more accurately reflects the fair value of the total amount repayable related to the borrowings. This is a change over time of the definition of the APM, however gives a better understanding of the true net debt position of the Group, and will be kept consistent going forward.

Adjusted results

The Group reports adjusted results, both internally and externally, that differ from statutory results prepared in accordance with IFRS. These adjusted results, which include our key metrics of adjusted EBITDA and adjusted EPS, are considered to be a useful reflection of the underlying performance of the Group and its businesses, since they exclude items which impair visibility of the underlying activity in each segment. More specifically, visibility can be impaired in one or both of the following instances:

- a transaction is of such a material or infrequent nature that it would obscure an understanding of underlying outcomes and trends in revenues, costs or other components of performance (for example, a significant impairment charge); or
- a transaction that results from a corporate activity that has neither a close relationship to the Group's underlying operations nor any associated operational cash flows (for example, the amortisation of intangibles recognised on acquisitions).

Adjusted results are used as the primary measures of business performance within the Group and align with the results shown in management accounts, with the key uses being:

- management and Board reviews of performance against expectations and over time, including assessments of segmental performance;
- in support of business decisions by the Board and by management, encompassing both strategic and operational levels of decision-making.

The Group's policies on adjusted measures are consistently applied over time, but they are not defined by IFRS and, therefore, may differ from adjusted measures as used by other companies.

The Condensed Consolidated Income Statement presents adjusted results alongside statutory measures, with the reconciling items being itemised in the statement and described below. We allocate these between exceptional items and adjusted items.

Exceptional items
Exceptional items are those items the Directors consider to be one-off or material in nature that should be brought to the reader's attention in understanding the Group's financial performance.

Exceptional items are as follows:

	2024 **£m**	2023 £m
Operating expenses		
Corporate transaction related costs/(income)	**32.1**	(0.1)
Integration and transformation costs	**47.2**	49.3
Regulatory provisions and other associated costs	**—**	3.4
Exceptional items — operating expenses	**79.3**	52.6
Finance expenses		
Interest expense on US exit provision	**0.5**	—
Exceptional items — finance expenses	**0.5**	—
Total exceptional items before tax	**79.8**	52.6
Tax credit on exceptional items	**(9.8)**	(9.0)
Total exceptional items after tax	**70.0**	43.6

Total exceptional items in the year were £70.0m in 2024 compared to £43.6m in 2023.

Exceptional items are defined as those items which are considered to be one-off or material in nature or size that should be brought to attention of the user to better understand the Group's financial performance. Comparatives are included even when not individually material to aid comparability.

Corporate transaction related costs
The Group has incurred £32.1m of corporate transaction costs in 2024.

The Group decided to conclude its partnership with Authentic Brands Group and has incurred £43.1m of fees in relation to the closure of the US B2C business in the year. These costs include £38.1m of termination fees, £4.6m of employment costs, £1.6m of costs for onerous contracts, £2.2m write off a capitalised license fee and £1.3m of other M&A fees including legal and professional costs. These costs have been offset by the profit earned on the sale of player databases of £4.7m.

As a part of the Romania acquisition, the Group recognised a gain on bargain purchase of £13.4m (see note 7). This is offset by exceptional costs relating to the acquisition of £1.0m.

The remaining £1.4m relates to various smaller M&A projects.

Integration and transformation costs
The Group has incurred a total of £47.2m of costs relating to the integration programme, including £17.6m of platform integration costs (2023: £23.3m), £2.4m of legal and professional costs (2023: £2.4m), £15.7m of redundancy costs (2023: £7.6m), £5.3m of relocation and HR related expenses (2023: £5.3m), £4.0m of employee incentives as part of the integration of William Hill and 888 (2023: £7.9m), £1.0m for corporate rebranding costs (2023: nil) and £1.2m of technology integration costs (2023: £2.8m). For more information on platform migration refer to the business and financial review in the Chief Financial Officer's Report.

Regulatory provisions and other associated costs
The Group paid £2.9m during the prior period related to a regulatory settlement with the Gibraltar regulator in relation to the previously disclosed failings that we identified in our Middle East business. Further to this there was £0.5m of legal and professional fees incurred relating to this settlement. This has been presented as an exceptional item given it is one-off in nature.

Interest expense on US exit provision
£0.5m has been recognised in finance expenses in relation to the unwinding of the discount on the US exit provision which is due for settlement across the period from 2027 to 2029. The US exit provision has been captured in corporate transaction related costs.

Adjusted items

Adjusted items are recurring items that are excluded from internal measures of underlying performance and which are not considered by the Directors to be exceptional. This relates to the amortisation of specific intangible assets recognised in acquisitions, amortisation of finance fees, fair value gain of financial assets, foreign exchange and share benefit charges. These items are defined as adjusted items as it is believed it would impair the visibility of the underlying activities across each segment as it is not closely related to the businesses' or any associated operational cash flows. Each of these items are recurring and occur in each reporting period and will be consistently adjusted in future periods. Adjusted items are all shown on the face of the Condensed Consolidated Income Statement in the reconciliations of adjusted EBITDA and note 5 in the reconciliation of adjusted profit after tax.

4 TAXATION

Corporate taxes

	2024	2023
	£m	£m
Current taxation		
UK corporation tax charge at 25% (2023: 23.5%)	**3.8**	0.7
Adjustments in respect of prior years	**1.2**	22.0
Other jurisdictions taxation	**32.2**	(21.0)
	37.2	1.7
Deferred taxation		
Origination and reversal of temporary differences	**(28.8)**	(37.7)
Effect of tax rate change on opening balance	**14.3**	-
Recognition of previously unrecognised deductible temporary differences	**-**	(30.2)
Adjustments in respect of prior years	**(0.1)**	1.3
	(14.6)	(66.6)
Taxation expense/(credit)	**22.6**	(64.9)

The UK tax rate increased from 19% to 25% on 1 April 2023. The tax rate for 2024 is 25%. An average rate for 2023 was used of 23.5%. The effective tax rate in respect of ordinary activities before exceptional items for the year ended 31 December 2024 is 282.2% (2023: 81.4%). The effective tax rate in respect of ordinary activities after exceptional items is -13.4% (2023: 53.5%).

The Group is subject to the OECD's Pillar Two model rules, which introduce a global minimum effective tax rate of 15% per jurisdiction starting with the year ended 31 December 2024. For this year, the Group has recognised Pillar Two top-up tax of £5.0m as a current year expense in respect of subsidiary jurisdictions whose tax rate falls below the 15% minimum.

The difference between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the (loss)/profit before tax is as follows:

	2024	2023
	£m	£m
Loss before taxation	**(168.8)**	(121.3)
Standard tax rate in UK 25% (2023:23.5%)	**(42.2)**	(28.5)
Difference in effective tax rate in other jurisdictions	**(12.1)**	(15.4)
Effect of tax rate change on opening balance	**14.3**	-
Difference in current and deferred tax rate	**(0.1)**	0.2
Expenses not allowed for taxation	**7.0**	13.6
Non-deductible interest expenses	**1.4**	-
Non-deductible expenses on transactional items	**8.8**	-
Deferred tax not recognised	**39.8**	26.5
Recognition of previously unrecognised deductible temporary differences	**-**	(30.3)
Adjustments to prior years' tax charges	**1.1**	(19.7)
Accrual of liabilities for uncertain tax positions	**1.4**	(1.8)
Tax on share of result of associate	**0.3**	(0.3)
Pillar 2 tax	**5.0**	-
Non-taxable income	**(2.1)**	(8.8)
Losses utilised previously not recognised for deferred tax	**-**	(0.4)
Total tax expense/(credit) for the year	**22.6**	(64.9)

The difference in effective tax rates in other jurisdictions primarily reflects the lower effective tax rate in Gibraltar, Spain and Malta. The

corporation tax rate in Gibraltar has increased to 15%, with effect from 1 July 2024. This results in a difference in current (13.75%) and deferred tax rate (15%); and also the opening balances of the deferred tax positions in Gibraltar have been re-calculated at the new rate.

Expenses not allowed for tax purposes mainly relate to reduced availability of tax relief arising on costs incurred in the period.
Tax differences on transactional items include the costs not deductible in relation to the sale of the US B2B business and business closure costs in Bulgaria and Israel.

Deferred tax not recognised mainly relates to restricted interest in the UK in respect of which no deferred tax asset can be recognised.

The accrual of liabilities for uncertain tax positions relates predominantly to provisions in respect of transfer pricing matters.

Non-taxable income relates to the accounting gain arising from the acquisition of a business in Romania.

Uncertain tax matters
The Group operates across multiple tax jurisdictions. We evaluate the tax treatment of our transactions in those jurisdictions in accordance with applicable tax laws and regulations, identify risks and uncertainties, and, where applicable, estimate outcomes. Given the complexity of tax law, uncertainties may arise in a number of circumstances, for example due to uncertainty of interpretation, changes in tax law, case law developments, and evolving areas of challenge by tax authorities. Where there is uncertainty regarding the tax treatment of certain items, we are required under IFRIC 23 to determine whether it is probable that future economic outflows will occur, and make provision for potential future liabilities accordingly. Given the group's profile, the majority of our risks and uncertainties relate to transfer pricing and interpretation of tax authorities in relation to tax laws, including gaming taxes.

5 EARNINGS PER SHARE

Basic earnings per share
Basic earnings per share ("EPS") has been calculated by dividing the profit attributable to ordinary shareholders by the weighted average number of shares in issue and outstanding during the year.

Diluted earnings per share
The weighted average number of shares for diluted earnings per share takes into account all potentially dilutive equity instruments granted, which are not included in the number of shares for basic earnings per share. Potential ordinary shares are excluded from the weighted average diluted number of shares when calculating IFRS diluted loss per share because they are anti-dilutive. The number of equity instruments included in the diluted EPS calculation consist of 8,049,597 Ordinary Shares (2023: 2,789,783) and nil market-value options (2023: nil).

The number of equity instruments excluded from the diluted EPS calculation is 4,575,605 (2023: 2,294,080).

	2024	2023 (restated)
Loss for the period attributable to equity holders of the Parent (£m)	**(192.0)**	(65.2)
Weighted average number of Ordinary Shares in issue and outstanding	**449,436,621**	448,166,792
Effect of dilutive Ordinary Shares and share options	**8,049,597**	2,789,783
Weighted average number of dilutive Ordinary Shares	**457,486,218**	450,956,575
Basic loss per share (pence)	**(42.7)**	(14.5)
Diluted loss per share (pence)	**(42.7)**	(14.5)

The 2023 comparative totals have been restated to reflect the Remote Gaming Duty prior period adjustment (see note 1)

The diluted loss per share in the current and prior year is the same as the basic loss per share as the potentially dilutive share options are considered anti-dilutive as they would reduce the loss per share and therefore, they are disregarded in the calculation.

Adjusted earnings per share
The Directors believe that EPS excluding exceptional and adjusted items, tax on exceptional and adjusted items ("Adjusted EPS") allows for a further understanding of the underlying performance of the business and assists in providing a clearer view of the performance of the Group.

	2024	2023 (restated)
Adjusted profit after tax (£m)	**(28.8)**	39.3
Weighted average number of Ordinary Shares in issue	**449,436,621**	448,166,792
Weighted average number of dilutive Ordinary Shares	**457,486,218**	450,956,575
Adjusted basic earnings per share (pence)	**(6.4)**	8.8
Adjusted diluted earnings per share (pence)	**(6.4)**	8.7

The 2023 comparative totals have been restated to reflect the Remote Gaming Duty prior period adjustment (see note 1)
An explanation of adjusted profit after tax is provided in Appendix 1.

The table below highlights the measures used to achieve Adjusted profit after tax:

	Note	**2024 £m**	2023 £m (restated)
Adjusted (loss)/profit after tax		**(28.8)**	39.3
Exceptional items — operating expenses	3	**(79.3)**	(52.6)
Exceptional items — finance expenses	3	**(0.5)**	—
Fair value gain on financial assets		**—**	4.1
Amortisation of finance fees		**(16.5)**	(17.2)
Amortisation of acquired intangibles		**(108.6)**	(114.3)
Tax on exceptional and adjusted items		**18.0**	37.4
Foreign exchange gains		**27.0**	37.6
Share benefit (charge)/credit		**(2.7)**	0.5
Profit attributable to non-controlling interests		**(0.6)**	—
Loss after tax		**(192.0)**	(65.2)

The 2023 comparative totals have been restated to reflect the Remote Gaming Duty prior period adjustment (see note 1)

6 GOODWILL AND OTHER INTANGIBLES

	Goodwill £m	**Brands, customer relationships and licences £m**	**Software £m**	**Total £m**
Cost or valuation				
At 31 December 2023	789.0	1,219.1	451.8	2,459.9
Additions via business combinations	-	52.2	-	52.2
Additions	-	4.1	86.0	90.1
Impairment	-	-	(1.8)	(1.8)
Disposals	-	-	(8.2)	(8.2)
Effect of foreign exchange rates	-	0.8	1.5	2.3
At 31 December 2024	**789.0**	**1,276.2**	**529.3**	**2,594.5**
Amortisation and impairments:				
At 31 December 2023	25.7	161.4	234.5	421.6
Amortisation charge for the year	-	87.0	99.3	186.3
Impairment charge for the year	-	-	(1.2)	(1.2)
Disposals	-	-	(2.4)	(2.4)
Effect of foreign exchange rates	-	0.5	0.4	0.9
At 31 December 2024	**25.7**	**248.9**	**330.6**	**605.2**
Carrying amounts				
At 31 December 2024	**763.3**	**1,027.3**	**198.7**	**1,989.3**
At 31 December 2023	763.3	1,057.7	217.3	2,038.3

7 ACQUISITIONS

Acquisitions
On 11 October 2024, the Group entered into a transaction to acquire 51% of the share capital in both New Gambling Solutions SRL ("NGS"), an entity incorporated in Romania, and Orion Sky Marketing Limited ("OSM"), an entity incorporated in Gibraltar, including the Winner brand. The Group has contributed the trade of its 100% owned subsidiary, 888 Romania Limited (including the 888 brand and customer database as a part of the transaction. This has been consolidated with NGS to form an enlarged Romania business of which the Group holds a 51% stake.

The transaction has been assessed as a single acquisition under *IFRS 10: Consolidated Financial Statements*, with the Group maintaining control over the enlarged business. Accordingly, it is accounted for as a business combination under *IFRS 3: Business Combinations*.

Total consideration for the transaction was £7.4m, £4.4m of which was transferred to the sellers pre-year end and the remainder being paid in January 2025. There is no further contingent or deferred consideration to be paid. The non-controlling interest ("NCI") of 49% in NGS and OSM has been measured based on the proportionate share of the acquiree's identifiable net assets.

Although the contribution of the 888 Romania Limited to the new enlarged Romania business was included in the transaction for commercial purposes, the transfer of the 888 brand and customer database has been excluded from the accounting for the business combination under IFRS 3. These assets were transferred for the benefit of the combined business post-acquisition and are not considered part of the acquisition consideration.

The transfer of the 888 Romania brand, the platform agreement between NGS and OSM, and the joint venture agreement between NGS and OSM are treated as intercompany transactions and do not impact the acquisition accounting.

Identifiable assets acquired and liabilities acquired

	Preliminary fair value
Intangible assets	52.2
Cash and cash equivalents	0.3
Trade and other receivables	3.2
Trade and other payables	(6.0)
Deferred tax liabilities	(8.3)
Long-term debt	(0.6)
Total net identifiable assets	**40.8**
Gain on bargain purchase	(13.4)
Non-controlling interest	(20.0)
Consideration transferred	**7.4**

Intangible assets

Acquired identifiable intangible assets include £29.8m in respect of customer relationships, £21.8m in respect of brands, and £0.6m in respect of licences. As noted above, given the 888 Romania assets are commercially included within the transaction but not included within the consideration under *IFRS 3: Business Combinations*, this leads to a gain on bargain purchase of £13.4m that has been recognised as an exceptional item in the Condensed Consolidated Income Statement.

The fair value of the brand assets was assessed by considering the benefit to the Group's future revenue of the acquired Winner brand and assessing the royalty costs that would be incurred in deriving the same benefit. The key assumptions in the assessments are the forecast revenue growth and royalty cost applied. A royalty cost of 4% of revenue was applied. The fair value of the customer relationships was assessed using the multi-period excess earnings methodology. The key assumption in the assessments is customer retention rates. A 2% increase/(decrease) in estimated customer churn rates would increase/(decrease) the fair value of customer relationships by £5m/(£4m) respectively. The fair value of the licences has been derived by calculating a replacement cost for each individual licence.

8 PROVISIONS

	Indirect tax provision £m	**Legal and regulatory £m**	**Shop closure provision £m**	**Other restructuring costs £m**	**Total £m**
At 31 December 2023	**62.8**	**116.4**	**3.6**	**0.5**	**183.3**
Charged/(credited) to income statement					
Additional provisions recognised	3.8	9.3	0.6	19.3	33.0
Provisions released to income statement	(1.3)	(3.5)	(0.1)	(0.5)	(5.4)
Utilised during the year	-	(1.3)	(2.7)	(0.3)	(4.3)
Foreign exchange differences	(2.9)	(2.2)	-	-	(5.1)
At 31 December 2024	**62.4**	**118.7**	**1.4**	**19.0**	**201.5**

Customer claims provisions of £112.9m (2023: £104.8m) within legal and regulatory, and £16.6m of US termination costs (31 December 2023: £nil) within other restructuring costs are classified as non-current. The remaining provisions are all classified as current.

Indirect tax provision

The Group has accrued for gaming duty liabilities which it expects to pay as a result of enquiries by the Austrian tax authorities in respect of amounts stakes by Austrian players, generally with our Maltese companies, for periods between January 2019 and December 2022. All

amounts for periods up to an including the year ended 31 December 2018 have been assessed and settled.

Legal and regulatory provisions
The Group has recorded a provision in respect of legal and regulatory matters, including customer claims, and updated it to reflect the Group's revised assessment of these risks in light of developments arising during 2024, such that this represents management's best estimate of probable cash outflows related to these matters.

The industry in which the Group operates is subject to continuing scrutiny by regulators and other governmental authorities, which may, in certain circumstances, lead to enforcement actions, sanctions, fines and penalties or the assertion of private litigations, claims and damages.

In common with other businesses in the gambling sector, the Group receives claims from consumers relating to the provision of gambling services. Claims have been received from consumers in a number of (principally European) jurisdictions and allege either failure to follow responsible gambling procedures, breach of licence conditions or that underlying contracts in question are null and void given local licencing regimes.

Consumers who have obtained judgement against the Group's entities in the Austrian courts have sought to enforce those judgements in Malta and Gibraltar. These are being defended on the basis of a public policy argument. The provisions held for the Group relating to these claims is £84.5m (2023: £86.2m), which includes a provision of £77.6m (2023: £80.6m) relating to the William Hill and Mr Green brands and £6.9m (2023: £5.6m) relating to 888.

The calculation of the customer claims liability includes provision for both legal fees and interest but does not include any gaming taxes that have already been paid on these revenues. Management have assessed that it is probable as opposed to virtually certain that the tax will be reclaimed and therefore a contingent asset of up to £27.3m (2023: £28.0m) has been disclosed but not recognised for the tax reclaims.

The timing and amount of the outflows is ultimately determined by the settlement reached with the relevant authority.

Following receipt of updated advice, the development of case law in Germany indicates that the courts may apply a more customer-friendly approach to the application of the three-year limitation period and link the commencement of the limitation period to the player's first positive knowledge of a claim to recover their gambling losses. The law permits a maximum limitation period of 10 years in this scenario. As such, during 2023 and within the purchase price accounting measurement period, we re-assessed the value of the provision for customer claims in Germany as at the acquisition date. This led to an increase in the provision of £15.7m to a total value on acquisition of £23.4m. This was recognised through the opening balance sheet on acquisition, leading to an equivalent increase in goodwill on acquisition.

During the year, the Group has utilised £1.3m (2023: £3.5m) of the overall provision as claims have been settled. In addition, a further charge of £4.3m (2023: £6.2m) has been recognised to reflect the receipt of new claims.

Shop closure provisions
As at 31 December 2024, the Group holds provisions relating to the associated costs of closure of 20 shops which ceased trading in 2019, and certain shops that ceased to trade as part of normal trading activities but where the properties were still leased by the Group. As at 31 December 2023, the Group held provisions for the costs related to the closure of 713 shops which closed in 2019, 119 shops which closed in 2020 and certain other shops that ceased trade as part of normal trading activities.

Other restructuring costs
The entirety of this provision relates to costs for the closure of the US B2C business. The majority of this balance relates to termination payments due across the period from 2027 to 2029. Refer to Note 3 for more information on the US B2C business closure. During the year, the Group released certain staff severance provisions to profit and loss resulting from restructuring initiatives announced in 2023 and 2022.Additionally, the Group recognised and settled another staff severance provision in full during the current year.

9 BORROWINGS

	Interest rate %	Maturity	**2024** **£m**	2023 £m
Borrowings at amortised cost				
Bank facilities				
€473.5m term loan facility	EURIBOR + 5.25	2028	**-**	385.6
$575.0m term loan facility	CME term SOFR + 5.35	2028	**410.4**	401.6
£150.0m Equivalent Multi-Currency RCF	SONIA + 3.75	2028	**85.0**	-
£50.0m Equivalent Multi-Currency RCF	SONIA + 3.75	2025	**-**	-

Loan Notes				
€582.0m Senior Secured Fixed Rate Notes	7.56	2027	**471.9**	489.6
€450.0m Senior Secured Floating Rate Notes	EURIBOR + 5.5	2028	**359.9**	373.8
£400.0m Senior Unsecured Notes	10.75	2030	**400.0**	-
£350.0m Senior Unsecured Notes	4.75	2026	**10.5**	10.5
Total Borrowings			**1,737.7**	1,661.1
Less: Borrowings as due for settlement in 12 months			**4.6**	3.9
Total Borrowings as due for settlement after 12 months			**1,733.1**	1,657.2

Bank facilities

Senior Facilities Agreement

The Group has a Senior Facilities Agreement under which the following facilities are made available:

- a £150.0m multicurrency revolving credit facility;
- a £50.0m multicurrency revolving credit facility; and
- a $575.0m 6-year US Dollar-denominated term loan due July 2028.

In May 2024, the group refinanced a euro denominated term loan of €473.5m (which had been provided under the Senior Facilities Agreement) by issuing a 10.75% £400.0m sterling-denominated senior secured fixed rate note with maturity in May 2030.

Loan Notes

Senior Secured Notes

(i) €582.0m 7.558% Senior Secured Fixed Rate Notes due July 2027

The Group has issued €582.0m of guaranteed senior secured fixed rate notes, which are guaranteed by certain members of the Group and certain of the Group's operating subsidiaries and mature in July 2027.

(ii) €450.0m Senior Secured Floating Rate Notes due July 2028

The Group has issued €450.0m of guaranteed senior secured floating rate notes. The notes, which are guaranteed by certain members of the Group and certain of the Group's operating subsidiaries, mature in July 2028.

(iii) £400.0m 10.75% Senior Secured Fixed Rate Notes due May 2030

In May 2024, the Group issued £400.0m of guaranteed senior secured fixed rate notes and used the net proceeds to fully repay a term loan of €473.5m, of which €467.1m remained outstanding at that date. The notes, which are guaranteed by certain members of the Group and certain of the Group's operating subsidiaries, mature in May 2030.

Senior Unsecured Notes

(iv) £350.0m 4.75% Senior Unsecured Fixed Rate Notes due 2026

The legacy William Hill notes have £10.5m outstanding at 31 December 2024 (2023: £10.5m).

(v) £200.0m Equivalent Multi-Currency Revolving Credit Facilities

In July 2022, as part of the William Hill Group acquisition, the Group arranged a new five-and-a-half-year maturity £150.0m multi-currency revolving credit facility (maturing in January 2028) to be included in its overall Senior Facilities Agreement. The drawn balance on this facility at 31 December 2024 was £85.0m (2023: nil).

In May 2024, the Group added a further £50.0m one-an-a-half-year multicurrency revolving credit facility to the Senior Facilities Agreement (maturing in December 2025).

Financial covenant

The Revolving Credit Facilities are subject to a Senior Facilities Agreement whereby any applicable revolving Incremental Senior Facilities (together the 'Financial Covenant Facilities') are tested at every reporting period to ensure that they do not exceed a pre-agreed threshold to be agreed with the Mandated Lead Arrangers prior to the entry into the Senior Facilities Agreement. There are no other covenants on the Group debt, therefore the Directors are satisfied that, at the year-end, the net leverage ratio has not exceeded the pre-agreed threshold and, as a consequence, the financial covenants have not been breached.

Borrowings reconciliation

2024:

Debt	**Opening £m**	**Inflows £m**	**Repayments £m**	**Non-cash £m**	**FX £m**	**Total £m**
2026 Senior Unsecured Notes	10.5	-	-	-	-	**10.5**

€473.5m term loan facility	385.7	-	(383.4)	0.6	(2.9)	**-**
$575.0m term loan facility	401.7	-	(5.3)	8.1	5.9	**410.4**
€450.0m Senior Secured Floating Rate Notes	374.0	-	-	3.1	(17.2)	**359.9**
£400.0m Senior Secured Fixed Rate Notes	-	400.0	-	-	-	**400.0**
€582.0m Senior Secured Fixed Rate Notes	489.2	-	-	3.7	(21.0)	**471.9**
£200.0m Revolving Credit Facility	-	85.0	-	-	-	**85.0**
	1,661.1	**485.0**	**(388.7)**	**15.5**	**(35.2)**	**1,737.7**

2023:

Debt	Opening £m	Repayments £m	Non-cash £m	FX £m	Total £m
2026 Senior Unsecured Notes	10.5	-	-	-	**10.5**
€473.5m term loan facility	392.6	-	2.9	(9.8)	**385.7**
$575.0m term loan facility	420.6	(4.0)	7.4	(22.3)	**401.7**
€582.0m Senior Secured Fixed Rate Notes	498.7	-	2.9	(12.4)	**489.2**
€450.0m Senior Secured Floating Rate Notes	379.9	-	3.6	(9.5)	**374.0**
	1,702.3	**(4.0)**	**16.8**	**(54.0)**	**1,661.1**

10 CONTINGENT ASSETS AND LIABILITIES

Legal claims

As at 31 December 2024, potential legal claims of £4.9m (2023: £4.5m) related to the Austria and Germany provisions (see note 8 for further details) are deemed to give rise to a possible future cash outflow, as such no further provision was required at the balance sheet date.

The calculation of the customer claims liability includes provision for both legal fees and interest but does not include any gaming taxes that have already been paid on these revenues. Management have assessed that it is probable as opposed to virtually certain that the tax will be reclaimed and therefore a contingent asset of up to £27.3m (2023: £28.0m) has been disclosed for the tax reclaims.

APPENDIX 1 — ALTERNATIVE PERFORMANCE MEASURES

In reporting financial information, the Board uses various alternative performance measures ("APMs") which it believes provide useful additional information for understanding the financial performance and financial health of the Group. These APMs should be considered in addition to IFRS measures and are not intended to be a substitute for them. Since IFRS does not define APMs, they may not be directly comparable to similar measures used by other companies.

The Board uses APMs to improve the comparability of information between reporting periods by adjusting for non-recurring or uncontrollable factors which affect IFRS measures, to aid users in understanding the Group's performance.

Consequently, the Board and management use APMs for performance analysis, planning, reporting and incentive-setting.

APM	CLOSEST EQUIVALENT IFRS MEASURE	DEFINITION/PURPOSE	RECONCILIATION/CALCULATION
ADJUSTED EBITDA	Operating profit/loss	Adjusted EBITDA is defined as operating profit or loss excluding share benefit charges, foreign exchange, depreciation and amortisation, fair value gains and any exceptional items which are typically non-recurring in nature.	A reconciliation of this measure is provided on the face of the Condensed Consolidated Income Statement.
ADJUSTED EBITDA MARGIN	No direct equivalent	Adjusted EBITDA margin is defined as adjusted EBITDA divided by revenue. It is a measure of the business's profitability, and also measures how much revenue the	See note A.

APM	CLOSEST EQUIVALENT IFRS MEASURE	DEFINITION/PURPOSE	RECONCILIATION/CALCULATION
		business converts into underlying profitability. Improving adjusted EBITDA margin is a key strategic priority for the Group.	
ADJUSTED BASIC AND DILUTED EPS	Earnings per share	Adjusted basic EPS is defined as adjusted profit after tax attributable to equity holders of parent divided by the weighted average number of ordinary shares in issue and outstanding during the year during the financial year. Adjusted diluted EPS is defined as adjusted profit after tax attributable to equity holders of parent divided by the Weighted average number of dilutive ordinary shares.	Reconciliations of these measures are provided in note 5 of the condensed financial statements.
ADJUSTED PROFIT AFTER TAX	Profit after tax	Adjusted profit after tax is defined as profit after tax before amortisation of acquired intangibles and finance fees, foreign exchange, share benefit charges, exceptional items and tax on exceptional items.	A reconciliation of this measure is disclosed in note 5 of the condensed financial statements.
EXCEPTIONAL AND ADJUSTED ITEMS	No direct equivalent	Exceptional items are those items the Directors consider to be one-off or material in nature or size that should be brought to the reader's attention in understanding the Group's financial performance. Adjusted items are recurring items that are excluded from internal measures of underlying performance, and which are not considered by the Directors to be exceptional. This relates to the amortisation of specific intangible assets recognised in acquisitions and finance fees, foreign exchange, fair value gains and share benefit charges.	Exceptional items and adjusted items are included on the face of the Consolidated Income Statement with further detail provided in note 3 of the condensed financial statements.
EFFECTIVE TAX RATE	Income tax expense	This measure is the tax charge for the year divided by profit before tax, expressed as a percentage.	Effective tax rate is disclosed in note 4 of the condensed financial statements.
EFFECTIVE TAX RATE ON ADJUSTED PROFIT	No direct equivalent	This measure is the tax charge for the year, adjusted for the tax effect of adjusted items, divided by adjusted profit before tax, expressed as a percentage.	Effective tax rate on Adjusted profit is disclosed in note 4 of the condensed financial statements.
LEVERAGE RATIO	No direct equivalent	Leverage ratio is calculated as net debt divided by the previous 12-months adjusted EBITDA. Net debt comprises the principal outstanding balance of borrowings, the fair value of the derivative swaps held against this debt, accrued interest on those borrowings and lease liabilities less cash and cash equivalents (excluding customer deposits).	See note B.
CONSTANT CURRENCY REVENUE GROWTH	No direct equivalent	Constant currency growth is calculated by translating both current and prior year performance at the 2024 exchange rates.	See note C.

APM	CLOSEST EQUIVALENT IFRS MEASURE	DEFINITION/PURPOSE	RECONCILIATION/CALCULATION

NOTE A

	Retail £m	UK&I Online £m	International £m	Corporate £m	Total £m
2024					
Revenue from continuing businesses	**506.1**	**693.2**	**555.2**	**-**	**1,754.5**
Adjusted EBITDA	**66.4**	**142.7**	**130.0**	**(26.6)**	**312.5**
Adjusted EBITDA margin %	**13.1%**	**20.6%**	**23.4%**	**N/A**	**17.8%**
2023					
Revenue from continuing businesses	535.0	658.5	517.4	—	1,710.9
Adjusted EBITDA	98.9	143.5	99.4	(42.3)	299.5
Adjusted EBITDA margin %	18.5%	21.8%	19.2%	N/A	17.5%

NOTE B

	2024 £m	2023 £m
Borrowings	**(1,737.7)**	(1,661.1)
Add back loan transaction fees	**(61.6)**	(96.6)
Add derivatives	**(40.5)**	(40.3)
Gross borrowings	**(1,839.8)**	(1,798.0)
Lease liability	**(95.0)**	(87.6)
Cash (excluding customer balances)	**147.1**	128.4
Net debt	**(1,787.7)**	(1,757.2)
Adjusted EBITDA	**312.5**	299.5
Financial leverage ratio	**5.7**	5.9

NOTE C

	2024 £m	2023 £m
Reported revenue	**1,754.7**	1,710.9
Impact of 2024 exchange rates	**-**	(15.5)
At constant currency	**1,754.7**	1,695.2
Constant currency revenue growth	**3.5%**	