Alpha Group International plc

Annual Report 2024

Highlights
FY2024

GROUP REVENUE (+23%)	ADJUSTED NET CASH (+£38.7M)	PROFIT BEFORE TAX (+6%)
£135.6M	£217.5M	£123.1M
TOTAL INCOME (+19%)	UNDERLYING[2] PBT (+10%)	BASIC EARNINGS PER SHARE (+5%)
£220.9M	£47.4M	215.7p

GROUP HIGHLIGHTS[1]

- Group revenue increased 23% to £135.6m (2023: £110.4m) and increased organically (excluding Cobase[1]) by 20% to £132.7m (2023: £110.2m)
- Private Markets (formerly "Institutional") revenue increased 20% to £69.0m (2023: £57.4m)
- Corporate revenue increased 21% to £63.8m (2023: £52.8m)
- Cobase revenue increased to £2.9m (2023: £0.2m[2])
- Total income, including Net Treasury Income, increased 19% to £220.9m (2023: £186.0m)
- Profit before tax increased 6% to £123.1m (2023: £115.9m)
- Underlying[3] profit before tax grew 10% to £47.4m (2023: £43.0m)
- Underlying[3] profit before tax margins of 35% (2023: 39%), and excluding Cobase 37% (2023: 39%)
- Client balances from Accounts & Payments solution (formerly "Alternative Banking" solution) increased by 10% to £2.3bn in Q4 (2023 Q4: £2.1bn)
- Net treasury income from interest on client balances, NTI – client funds, increased by 14% to £84.0m (2023: £73.7m)
- Adjusted net cash[4] increasing by £38.7m to £217.5m (2023: £178.8m) reflecting our strong cash generation and debt-free position (and on a statutory basis increasing by £55m to £252.5m)
- Basic earnings per share up 5% to 215.7p (2023: 206.2p), and underlying basic earnings per share up 13% to 86.4p (2023: 76.7p)
- Final dividend of 14.0 pence per share, payable on 23 May 2025 to shareholders on the register at 25 April 2025, making a total final dividend for 2024 of 18.2 pence per share (2024: 16.0p)
- Inclusion in the FTSE 250 index in June 2024, following a successful listing on the Premium Segment of the Main Market in May 2024
- Appointment of Dame Jayne-Anne Gadhia to the Board as Chair
- Clive Kahn succeeded Morgan Tillbrook as Chief Executive Officer on 1 January 2025
- Trading momentum in H2 2024 has continued into the year to date, and we remain confident in the outlook for FY25 and beyond
- Change of division name from "Institutional" to "Private Markets" (aka "Private Capital Markets") in order to improve understanding of our target market both internally and externally with clients

1. Financial Transaction Services B.V. (trading as Cobase).
2. Cobase was acquired on 1 December 2023, and during the month generated revenue of £0.2m, EBITDA of £0.0m, and a PBT loss of £0.2m.
3. Underlying excludes the impact of non-cash shared-based payments expense, net treasury income on client balances, one-off listing-related and M&A costs.
4. Excluding collateral received from clients, collateral paid to banking counterparties, early settlement of trades and the unrealised mark-to-market profit or loss from client swaps and rolls.

At a Glance

Alpha is an award-winning global provider of financial solutions, empowering some of the world's most respected organisations.

For the last fifteen years, we've been challenging traditional broker and banking models, through our high-tech, high-touch approach and relentless focus on maximising efficiency, certainty and long-term value for our corporate and private market clients.

Leveraging deep expertise and cutting-edge technology, we provide clients across more than 50 countries with more effective and efficient ways to manage their banking activities and financial market risk.

Our success is driven by a team of over 500 talented professionals across 11 international offices – united by a high-performance culture that fosters growth, innovation, and exceptional shared rewards.

Despite recently establishing ourselves as a FTSE 250 company, we remain true to the entrepreneurial agility and client-centric focus that has defined us since our founding in 2010. This unique combination of dynamism and dedication has enabled us to deliver meaningful, lasting value for our clients whilst forging an exciting growth story to match.

DIVISION	Corporate	Private Markets	Cobase
PRODUCTS	Risk Management	Risk Management, Accounts & Payments, Fund Finance	Bank Connectivity (Cobase)
MONETISATION	– Margins on spot, forward and options contracts across FX, interest rate and commodity trades – Payment fees	– Margins on spot, forward and options contracts across FX and interest rate trades – Account, Platform and Advisory fees – Net treasury income – Payment fees – Margins on spot transactions	– SaaS fees
CLIENTS	974 clients	311 Risk Management Clients 7,103 Currency Accounts 37 Fund Finance Mandates	214 clients
COUNTRIES	58 countries	61 countries	20 countries
OFFICES	UK, Canada, Netherlands, Italy, Australia, Spain, Germany, Malta	UK, Luxembourg, Malta	Netherlands
HEADCOUNT	199	267	21
	Central Services (Offices: UK & Malta) Headcount: 58		
FY24 REVENUE	£63.8m (2023: £52.8m)	£69.0m (2023: £57.4m)	£2.9m (2023: £0.2m)

Our History

Our past performance is the result of being relentlessly focused on the future.

2024

Company completes premium listing and becomes a constituent of the FTSE 250.

Clive Kahn succeeds Morgan Tillbrook as CEO (1 Jan 2025).

2023

Company opens Corporate offices in Madrid and Munich, launches a new fund finance offering for the private markets and acquires bank-connectivity fintech, Cobase.

2022

Company rebrands to Alpha Group International, whilst opening Corporate offices in Milan, Sydney and a Private Markets office in Luxembourg.

2021

Launch of accounts & payments offering to the private markets and opening of second Private Markets office in Malta.

2020

Opening of second international office in Amsterdam for Corporate division.

2019

Alpha joins AIM-100 list of the London Stock Exchange.

2018

Launch of Private Markets division and first international office opened in Canada for Corporate division.

2017

Company IPOs on AIM market of the London Stock Exchange with an initial market cap of £65m.

2016

Clive Kahn joins as Chairman.

2010

Alpha FX incorporated by Morgan Tillbrook as a currency risk management specialist to UK corporates.

Chairman's Statement
Dame Jayne-Anne Gadhia (DBE, CVO)

I feel privileged to deliver my first statement as Chair, reflecting on such a pivotal year for the Group. The entrepreneurial mindset and culture ingrained throughout Alpha, which has been the bedrock of its success, resonates with my own professional background and attracted me to the role of NED in March 2024. Having assumed the role of Chair in November, I hope to be able to leverage my experience and build on the strong foundations in place at Alpha to maintain and enhance its cultural integrity.

The strength of those foundations is highlighted by an impressive financial performance in a difficult market. Our double-digit revenue growth and profit performance reflect the success of the investments made to expand and diversify the Group's offering and reach, and the endeavours of the entire team. As at 31 December, the Group's cash position was a record £218m, providing us with flexibility for continued investment in growing our teams and enhancing our proposition to maximise our growth potential.

During the year the Group transitioned from its listing on the AIM market of the London Stock Exchange to the Main Market and subsequently joined the FTSE 250 index. AIM was the right market at the right time and provided a very young company with the access to capital and support needed to grow, and I hope that Alpha's journey can inspire more entrepreneurs and businesses to take advantage of London's capital markets. The Group's listing on the Main Market was a milestone achievement, one which has further enhanced our reputation, demonstrates a signal of intent for our ambitions going forward and brings a greater focus on corporate governance, which we welcome.

BOARD CHANGES

On behalf of Alpha, I would like to reiterate my sincere thanks and appreciation to Morgan Tillbrook for everything he has contributed to the Group since founding the Company in 2010. Morgan stepped down from the Board on 31 December 2024 but remains the Company's largest shareholder and I would also like to thank him for his decision in February 2025 to gift 1,103,555 of his own shares via a growth share scheme, which at the time of being granted already had a valuation of circa £28m – a rare gesture, but one that ultimately speaks to the type of leader Morgan has become and the belief he continues to have in the Company and its team.

Morgan's vision, hunger and ability to inspire people to reach new heights have been instrumental in creating Alpha's high-performance culture and driving the business to the strong position it is in now. We wish him every success and happiness for the future and look forward to building upon the strong legacy he has built.

I would also like to thank Clive Kahn for assuming the role of Chief Executive. Clive joined Alpha as Chair prior to its IPO in 2016, and his extensive time leading Alpha's Board over the past eight years has ensured seamless continuity in our strategy and culture.

At the same time, his expertise in developing and leading fintech businesses of significant scale will benefit us greatly. Clive's deep understanding of the financial markets, the powerful role that technology can play in scaling businesses, and the critical importance of maintaining Alpha's high-performance culture, gives us the confidence that he has the right balance to drive the business forward.

We also recognise the need to appoint an additional independent Non-Executive Director in order to be fully compliant with the UK Corporate Governance Code. The process to identify the right individual is well underway and I look forward to updating shareholders in due course.

PEOPLE AND CULTURE

Alpha's entrepreneurial culture has been the foundation of its success over the past decade. As we scale further, I will support and encourage the management team to maintain and develop this strong culture, striving to strike the right balance between continued innovation and robust processes that will support our long-term strategy.

Our share ownership scheme enables every employee to work towards earning an equity stake in the business. With circa 150 employees currently shareholders, this scheme not only aligns each individual with the Group's success but also fosters a collective sense of ownership and long-term commitment, as reflected by the outstanding performance of our teams.

In light of this year's excellent performance and the market backdrop against which it is set, I would like to thank all of our employees for their continued dedication, endeavours and commitment.

FINAL DIVIDEND

Following the full-year performance and associated cash generation, the Board is pleased to declare a final dividend of 14.0p per share (2023: 12.3p). Subject to shareholder approval, the final dividend will be payable to Shareholders on the register at 25 April 2025 and will be paid on 23 May 2025. This represents a total dividend for the year of 18.2p per share (2023: 16.0p).

We were also pleased to be able to initiate two £20m share buy-back programmes during the year, full details of which can be found in our regulatory announcement dated 29 January 2024. Following our 2024 Annual General Meeting, we instated a new £20m share buy-back programme, which is currently ongoing. Full details of the programme can be found in our regulatory news announcement dated 1 May 2024.

YEAR AHEAD

Alpha has achieved great success to date, yet it is important to remember that it remains a relatively young business, and one with a significant runway ahead to scale. The Group's trading momentum in H2 2024 has continued into 2025. This strong start to the year, alongside our track record of delivering growth in similarly challenging conditions in 2024, gives us confidence in our ability to deliver on market expectations in the year ahead.

Dame Jayne-Anne Gadhia (DBE, CVO)
Non-Executive Chairman

Chief Executive's Statement
Clive Kahn

At the time of drafting this report, I have completed two months as CEO of Alpha and spent a total of four months as an executive director, enough time to assess the main merits and de-merits of an organisation, and to develop views on the strategy required.

This assessment was also helped by my previous eight years as Chairman of the Group. During this time as Chair, I was continually impressed by the quality of Alpha's offering, the calibre of the Alpha management team and the scale of the future opportunities in front of them. Following my time working even more closely within the business, that admiration has only deepened. It is even clearer than before that Alpha's founder, Morgan Tillbrook, who I have the honour to succeed, has created a remarkable business based on a tremendous culture and admirable values. I feel extremely fortunate to have inherited a strong foundation of talented people and a business offering with exceptional potential. Therefore, I have resisted the natural tendency of incoming CEOs to establish their authority by instituting major change. Strategically, little needs to be changed; my primary objective is to help Alpha fulfil its growth potential through continued focus on those factors that drove our success in the past, plus thoughtful, incremental value-adding adjustments rather than major overhauls.

Alpha's strategy remains focused on sustained top-line growth across our three divisions, driven by continued investment that improves the quality and effectiveness of our customer offerings. This organic growth strategy requires the correct balance between investing in systems and people to drive future revenue growth, whilst ensuring that we continue to achieve meaningful growth in the current year. We strive to prioritise quality, increased competitiveness, and efficiency to ensure that every investment drives meaningful value. We will continue to recruit, coach, and inspire a motivated team, upholding the high-performing but humble Alpha culture that has defined the past growth of our business. Alpha is built on exceptional talent, and I have no doubt that together, we will continue to deliver outstanding results. To strengthen alignment across our divisions, I have also established an Executive Committee which is also designed to enhance collaboration, accelerate decision-making and foster a shared vision. The table below shows Alpha's Executive Committee members.

NAME	ROLE	JOINED
Clive Kahn	Chief Executive Officer	2016
Tim Powell	Chief Financial Officer	2022
Tim Butters	Chief Risk Officer	2019
Alex Howorth	CEO, Corporate	2014
Sam Marsh	CEO, Private Markets	2018
David Christie	COO, Private Markets	2024
Jorge Schafraad	CEO, Cobase	2023
Matt Knowles	Strategic Advisor	2018

The impressive top-line growth reflected in our 2024 financial performance is driven by initial returns on the investments made over the last three years to improve our customer offering and market coverage.

I am excited by the number of product and market opportunities, the majority of which remain in relatively nascent stages, and I am confident in the scale of untapped demand for our products and services and our ability to execute effectively and deliver sustainable growth for all stakeholders. I believe the future belongs to companies that think smart, move fast and execute with precision. My role is focused on ensuring that Alpha masters these attributes and is therefore built to win.

REPORTING

In line with the Group's decentralised structure, as previously set out, the Group now reports its performance against its two markets: the Corporate market and the Private Markets (previously "Institutional"). We also continue to separate out the performance of our recent acquisition, Cobase. This move from a product-centric reporting focus to a client-centric reporting focus was undertaken to align with Alpha's revised organisational structure. Our Institutional division has also been renamed to our Private Markets division, in order to better reflect the types of clients that we serve. Additionally, our "alternative banking" product now becomes our "accounts & payments" product. We have changed this label as we believe that the whole of Alpha's Private Markets offering can be categorised as a "banking alternative", whilst "accounts and payments" is a more specific description of the individual products being provided in this segment.

THE NEXT CHAPTER OF GROWTH

Alpha's growth capabilities derive from over a decade of continuous investment, and are further driven by significant opportunities for expansion, spanning geographies, industries, product lines, and business cycles. Our Alpha teams continue to work closely to identify and develop new products that address emerging client needs and market demands. Our strong, long-standing client relationships with C-suite decision-makers of some of the world's most respected companies have established Alpha as a leading banking alternative and expert in financial risk management globally.

All the above factors combine to produce a substantial runway for future growth.

The resilience of Alpha's performance is aided by an increasingly diverse portfolio of products, client types and geographies, reducing exposure to specific market cycles. This diversified approach also ensures we have the market reach, expertise and talent to capitalise on a wide range of new opportunities, helping to deliver sustainable, long-term success.

We will continue to analyse and manage risk, balanced with commercial opportunity. In 2023 Alpha (and our clients) had to quickly adapt to a new higher interest rate environment. Mindful of this, we chose to reduce our credit appetite in these years, which prevented us from working with some existing clients, whilst reducing the pool of new clients we were willing to work with. However, more than a year on, our teams have significantly more insight into clients' business models and end markets within this environment, allowing them to make more informed client credit decisions, increasing our appetite in some areas, without compromising on our standards.

Chief Executive's Statement
Continued

CORPORATE HIGHLIGHTS

- Revenue growth of 21% to £63.8m (2023: £52.8m)
- Client numbers increased 16% to 974 (2023: 838)
- Average revenue per client increased by 12%
- Headcount increased to 199, 65% of which were Front Office (2023: 171, 59% of which were Front Office)
- Underlying profit before tax margin[1] of 49% (2023: 47%) as a result of increasing operational gearing and front office productivity

ABOUT

Alpha's Corporate division operates from its own UK HQ (consisting of sales and operations), and six additional international sales offices in the Netherlands, Spain, Italy, Germany, Australia and Canada.

This increasing global coverage allows Alpha to provide a 24-hour financial risk management service to our client base, driven by native speakers in every office. Our risk management offerings seek to protect our clients against volatility in FX and interest rates. We have also begun helping some clients with their exposures to changes in lower-volatility commodity prices, primarily fuel. Revenues are derived primarily from the provision of FX risk management services to corporates across more than 50 countries.

BUSINESS ENVIRONMENT

Corporate macroeconomic conditions were largely unchanged from the previous year, with clients continuing to face challenges such as high borrowing costs, reduced cash flow, and limited access to credit. However, we observed a gradual normalisation of financial forecasting and risk hedging in the second half of 2024, as corporates acclimatised to this new reality and felt more prepared to plan for the future.

PERFORMANCE

I am pleased to report a strong performance for 2024 in our Corporate division, particularly given the challenging conditions. Overall, the division grew revenues by 21% to £64m (2023: £53m), with client numbers increasing 16% to 974 (2023: 838). Average revenue per client grew 12%, reflecting our continued ability to work with larger businesses, as well as increase our wallet share with existing clients as we grow. The underlying profit before tax margin increased from 47% to 49%, reflecting the improved operational gearing filtering through from our overseas offices, as these earlier investments begin to scale.

Delivering such growth is a testament to the strength of our offering in these markets, the quality of talent we have available, and the fruits of our investments, both in London and overseas.

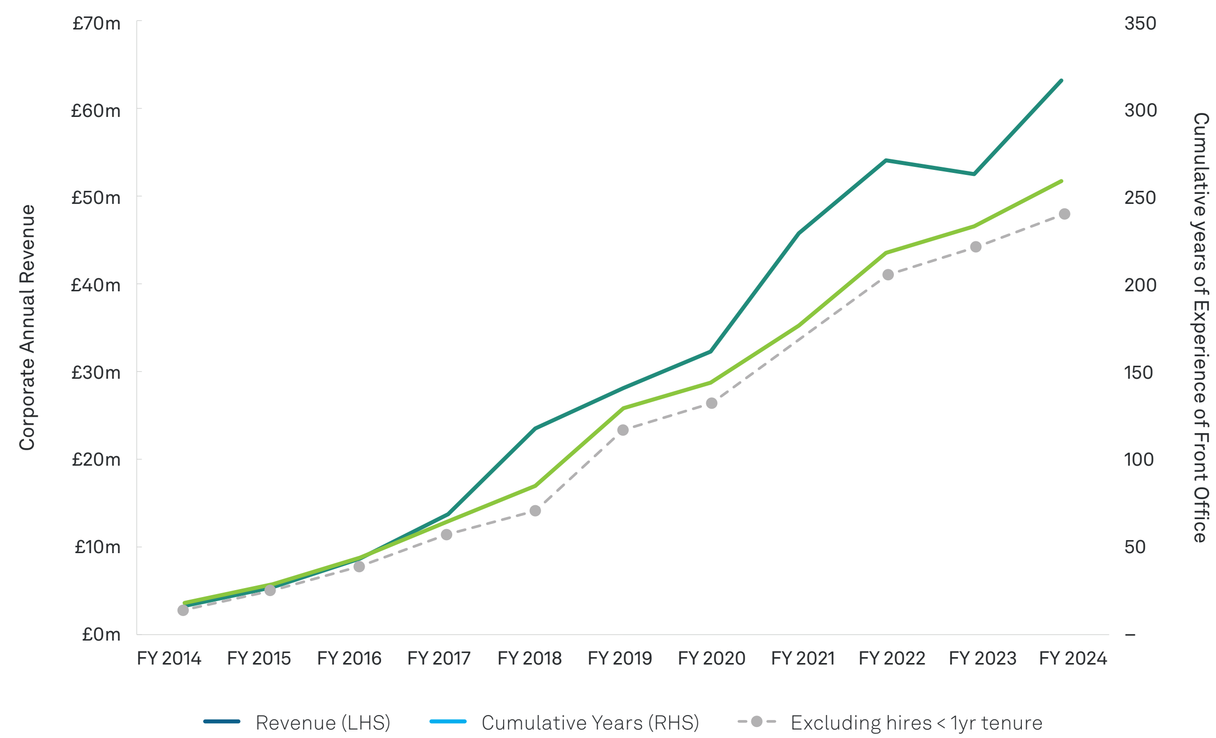
As planned, we made a significant investment into our front office operations in 2024, growing our headcount by 28% during the year to 129 people (2023: 101) across all seven of our Corporate offices.

As we expand our Front office headcount, productivity remains a key focus for us. We measure this by comparing the total cumulative tenure of our front office teams against our revenues.

The widening gap between revenue and cumulative years of experience shown overleaf illustrates that we have increased productivity levels, despite both the market headwinds and experienced salespeople moving into roles focused on leading international expansion and/or the growth and development of our front office teams. When excluding new joiners, whose contribution in their first year is naturally lower than more seasoned colleagues, the growth in productivity is even more pronounced.

[1] The Group does not report a statutory profit before tax measure for its divisions, therefore no statutory comparator is presented.

CORPORATE RISK MANAGEMENT FRONT OFFICE PRODUCTIVITY



We believe the increase in productivity ultimately stems from the growth in our capabilities, cash position, reputation, experience and training over the years. In short – our proposition has never been more compelling and our people have never been better equipped to sell it.

Our Corporate London office delivered a return to growth in FY24, reporting revenues up 7% to £36.6m (2023: £34.0m) and an increasing momentum in H2 with revenue up 9% against the first half. Following a decline in revenues in 2023, our growth was driven by new talent and investments in the team, having previously been impacted by the necessary exporting of talent to launch the overseas offices in the prior years. The 2024 Corporate performance demonstrates our ability to regrow the Corporate London team, whilst maintaining our high standards for talent and cultural fit, positioning London more strongly than ever to continue driving growth.

Having invested significantly into our overseas offices over the past few years, we are now seeing a real return on our initial investments, with the businesses beginning to scale. It is important to note that London now represents 57% of our Corporate revenues compared to 64% last year, reflecting the diversification of our revenues and the increasing value of our overseas offices as a contributor to the Group. Indeed, overseas offices reported revenue growth of 44% collectively in 2024, with excellent contributions from all offices, except Canada, which was flat. As previously reported, we took the decision to change the leadership within our Canada office at the back end of 2023. Encouragingly, revenue performance in the second half of 2024 was stronger than the first and we will look to support its continued growth into 2025.

The strong foundations of Alpha's model and culture, as well as highly knowledgeable and incentivised management teams based across all our overseas offices, fuels confidence that these offices can, over time, scale to mirror the success of our Corporate London operation.

Chief Executive's Statement
Continued

CORPORATE GROWTH STRATEGY

This year will see continued investment across our Corporate division to drive further sustainable growth, while not sacrificing our unwavering focus on our high-quality, client-centric service. We will expand our front-office headcount and invest in our technology to produce further improvements in the quality and efficiency of service to our Corporate clients. This will include improving integration and connectivity into their systems via APIs, which strengthens our relationships.

Above all else, we will continue to uphold Alpha's reputation for integrity by always acting in the long-term interests of our clients. In an industry often driven by short-term sales targets, and where clients frequently fall victim to poor advice, having a provider that prioritises their interests above all else – even if it means walking away from a deal – is a real differentiator for Alpha, and a rare quality that is increasingly recognised and appreciated by the market.

PRIVATE MARKETS DIVISION (FORMERLY "INSTITUTIONAL")
HIGHLIGHTS

- Revenue increased by c. 20% to c. £69.0m (2023: £57.4m)
- Account numbers increased 10% to 7,103 (2023: 6,467)
- Risk management client numbers increased by 33% to 311 (2023: 233)
- 37 fund finance mandates signed
- Average revenue per RM client decreased by 2% following significant increase in new clients, combined with continued macro headwinds
- Headcount increased to 267, 18% of which were Front Office (2023: 251, 14% of which were Front Office)
- Underlying profit before tax margin of 27% (2023: 32%)

ABOUT

Our Private Markets division, headquartered in the UK, and with operations in Luxembourg and Malta, is becoming a leading banking alternative for the private capital markets sector, covering: private equity, private credit, venture capital, real estate, infrastructure, and fund of funds.

Aligned with our high-tech, high-touch approach, we offer financial solutions, traditionally provided by banks, but designed to address the complexities and specific needs of private markets. Our services include:

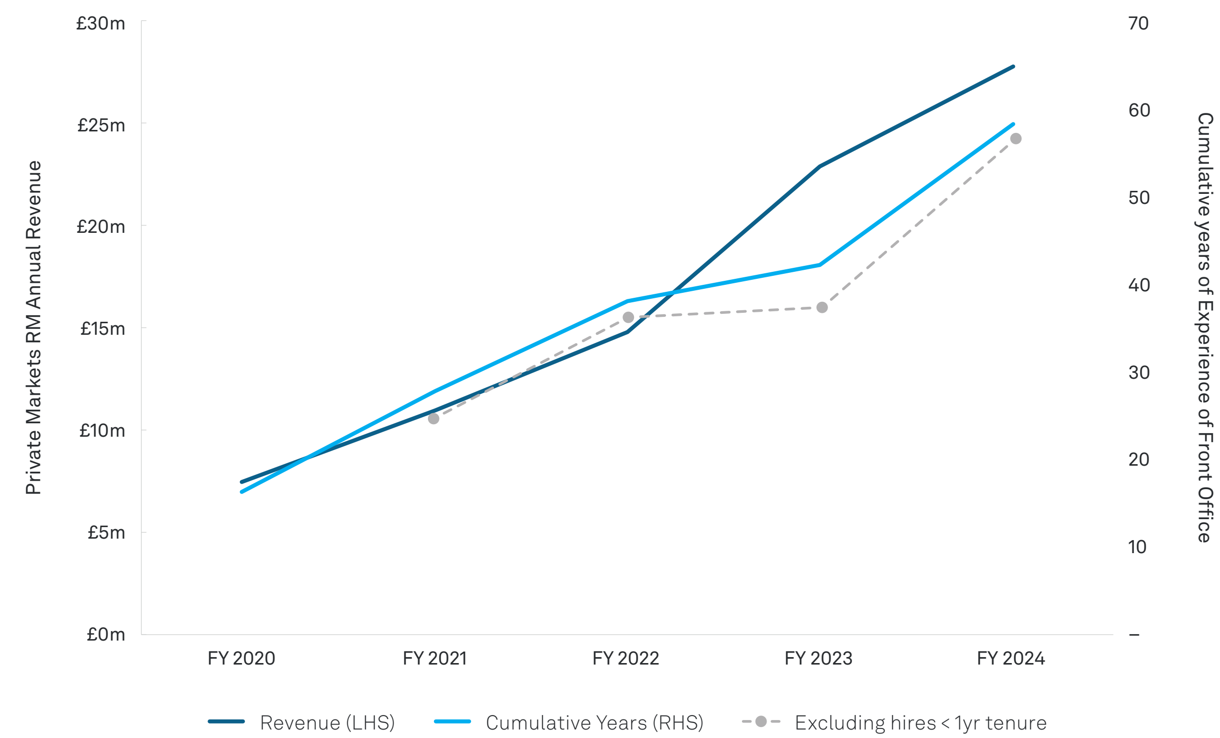
- **Accounts & payments:** simplified formation and management of accounts, coupled with efficient and reliable multi-currency payments with a global reach.
- **Risk management:** strategic advisory and execution services for managing currency exposures, with an emerging focus on interest rate risk management.
- **Fund finance:** streamlined debt-sourcing and expert advisory around the structuring of fund finance facilities.

BUSINESS ENVIRONMENT

The macroeconomic environment in 2024 remained challenging, with subdued deal and transaction volumes persisting across private markets. Data provider Preqin showed total deal value up 0.1% year-on-year, whilst deal volumes remained significantly below historic norms, largely due to relatively high interest rates. The growth in total deal value relative to deal volume reflects the fact that fewer but larger transactions are being made, highlighting a preference for larger investments in more established companies – known within the industry as 'mega-deals'.

In response, we expanded our focus upstream to encompass the larger end of the market. Whilst larger funds typically require a higher level of stature and financial standing from their suppliers, with our enhanced balance sheet and FTSE 250 reputation, this approach has begun to yield results, providing a foundation to pursue even more opportunities as macro conditions improve.

PRIVATE MARKETS RISK MANAGEMENT FRONT OFFICE PRODUCTIVITY



While we are not relying on any material change in the macro backdrop in 2025 to deliver on our ambitions, there is nonetheless an encouraging view within the market that we will see an increase in activity. Private equity firms face growing pressure to generate returns and exit long-held assets, as easing inflation and falling interest rates also drive an improvement in valuation multiples. As a result, more funds are expected to take advantage of acquisition opportunities and deploy new capital in 2025 than in previous years.[2]

PERFORMANCE

Despite the challenging environment, 2024 was a year of very encouraging progress for Alpha's Private Markets division, with revenues increasing by 20% to £69m. Alpha's growing product portfolio, solid demand for these products, and the team's cross-selling capabilities are key drivers in this outperformance. A detailed breakdown of performance across our core offerings is provided below.

Risk Management (RM)

The Private Markets RM team delivered another strong performance. Revenue increased 20% in the period to £28.3m (2023: £23.5m) with client numbers increasing 33% to 311 (2023: 233). This strong performance reflects the rewards of investing in our sales team, their high levels of productivity (see chart above), and our growing reputation, helped by the inclusion in the FTSE 250 and the expansion of our product offerings. In addition, we see continued success in the cross-selling between these product offerings, with Accounts & Payments, and Fund Finance facilitating introductions to our RM offering (and vice versa). Average revenue per client decreased by 2%, but this is a natural by-product of the record number of new clients we have onboarded, many of which are in the earlier stages of us growing wallet share. For context, client numbers increased by 33% from 233 to 311 between 2023 and 2024, whereas between 2022 and 2023 they increased by 10%, from 211 to 233.

[2] S&P Global 2024.

Chief Executive's Statement
Continued

The narrowing gap between revenue and cumulative years of front office experience reflects a small reduction in productivity in the year. This was not unexpected given private market deal volumes continued to decline across our core markets. As the market unwinds and our teams continue to mature and scale, we expect to see productivity increase, much like we have seen in our Corporate division.

Accounts & Payments (formerly alternative banking)[3]

Accounts & Payments revenues increased by 20% to £40.6m (2023: £33.9m) and account numbers increased to 7,103 (2023: 6,467), despite the subdued levels of deal activity within the market and the knock-on effect this had on the need for accounts.

Our market outperformance reflects the investments in the efficiency and capabilities of our purpose-built technology, the increasing automation of sophisticated client onboarding, the growing penetration into larger asset managers, increasing levels of cross-selling between our products, and the expansion of our sales teams, which we began to build in 2023.

The interest rate environment contributed an additional £84m in net treasury income from client balances. This income stream serves as a natural hedge against the adverse impact that high interest rates have on private markets deal activity, which is the main factor impacting demand for our services. 2024 client balances averaged £2.15bn, which earned an average interest rate of 3.8% across the year, as the table below shows in more detail.

We will continue to disclose this income stream separately from our underlying revenues, to reflect the fact that interest rates are a variable we cannot control. Nonetheless, as interest rates are likely to remain "higher-for-longer", this provides a significant income stream that we will continue to benefit from, particularly as the aggregate balances we hold for our clients are likely to continue to increase as the number of accounts grows. Alpha is able to obtain an attractive interest rate return on these client balances through our ability to aggregate numerous individual balances, most of which are transitory in nature and individually low in value. In addition to the interest income received on these balances, Alpha is investing in a new offering designed to allow customers to gain access to a wider variety of interest rate products in return for an arrangement fee.

QUARTER	BLENDED AVERAGE CLIENT BALANCE, ACCOUNTS & PAYMENTS	BLENDED AVERAGE INTEREST RATE
Q4 2024	£2.3bn	3.5%
Q3 2024	£2.2bn	3.8%
Q2 2024	£2.1bn	3.9%
Q1 2024	£2.0bn	4.0%
Q4 2023	£2.1bn	3.8%
Q3 2023	£1.9bn	3.8%
Q2 2023	£1.9bn	3.8%
Q1 2023	£1.6bn	2.8%

[3] Our "alternative banking" product has been renamed to our "accounts & payments" product. We have changed this label as we believe that the whole of Alpha's offering can be categorised as a "banking alternative", whilst "accounts and payments" is a more specific description of the individual products being provided in this segment.

The previous years' investments into the operational scalability of our accounts & payments offering continue to drive increasing levels of operational gearing. The number of accounts per staff member continues to increase, driven by increasing levels of automation and process optimisation.

Fund Finance

The Fund Finance team continues to make very pleasing progress in both adding new clients and winning increasingly larger-value mandates, which has resulted in revenues increasing by over 130% to £1.7m (2023: £0.7m). This is against the backdrop of a quiet market and highlights the quality of the team and the modular client proposition they have built, as well as the potential of the business as the market recovers.

Work is also underway to continue upgrading our digital debt-sourcing platform, Alpha Match. These upgrades will represent another industry-first within the private markets, and we look forward to providing more details once publicly launched.

PRIVATE MARKETS GROWTH STRATEGY

Alpha's Private Markets division has demonstrated impressive recent profit growth, supported by a favourable working capital profile, despite a period of low deal activity within its market. Given the investments we have made in people and technology over the last three years, we view the division as still very much in a build-out stage, highlighting the significant future opportunity, and potential operational gearing as the division scales. Although we place no reliance on it, any increase in deal activity in 2025 will naturally lead to more demand for our services. Beyond the anticipated market recovery, we have identified several long-term levers that can drive growth beyond volume increases.

First, alongside our channel partnerships with various service providers, there is significant potential to establish deeper, more direct client relationships with investment managers across all of our product lines. Historically, our direct interactions with investment managers have primarily focused on managing their FX exposures, with accounts & payments services largely managed through channel partners. By fostering more direct relationships across all of our product lines, we expect to enhance client loyalty, increase our stickiness, improve our ability to cross-sell, and expand our share of wallet.

> "Alpha's Private Markets division has demonstrated impressive recent profit growth, supported by a favourable working capital profile, despite a period of low deal activity within its market."

Second, we see a potential long-term opportunity to extend our offering, in a measured way, beyond Europe, unlocking new markets and revenue streams in the US and Singapore. Many of our existing European clients already operate in these jurisdictions and have expressed an appetite for us to service their needs in North America and South East Asia, creating an exciting opportunity to quickly increase wallet share with firms that already know and trust us.

Finally, as we solidify our role as a trusted advisor to these fund clients, we have the chance to innovate and not only upgrade our existing solutions but also deliver new solutions in adjacent product areas that are cost-effective for Alpha to launch and support more of our clients' banking and financial risk management needs.

Chief Executive's Statement Continued

COBASE
HIGHLIGHTS (PROFORMA) [4]

- Revenue growth of 70% to €3m (2023: €2m)
- Client numbers increased 59% to 214 (2023: 135)
- Annual recurring revenue ("ARR") at the end of the year at €5m
- Headcount remained at 21, with 6 Front Office and 15 Back Office (2023: 21)

ABOUT

Amsterdam-based Cobase is the Group's treasury-focused technology platform providing bank connectivity technologies that enable corporates and private market companies to manage all their banking relationships, accounts and transaction activity through one portal.

Operating under a SaaS-based subscription fee model with its own brand and team, Cobase has performed strongly during its first full year with the Group, following its acquisition in December 2023.

PERFORMANCE

On a pro-forma basis, client numbers increased 59% to 214 (2023: 135), and revenues grew by 70% to €3m (2023: €2m), with increasing momentum seen in H2. During the year, Cobase achieved particular success with larger clients and saw some encouraging signs of cross-selling across our existing Corporate and Private Markets client base.

Cobase's simplicity of use, cost-effectiveness and ease of implementation, along with its flexible commercial terms with no onerous long-term contracts, represent a tangible competitive advantage in the treasury technology market.

We have seen first-hand how CFOs and Treasurers managing multiple bank relationships value the ability to view and manage all their banking information and transactions in one place.

During the last year, the focus was allowing Cobase to optimise its treasury platform, over driving operational integration. We now feel the business is better prepared to work more closely with our Corporate and Private Markets teams to cross-sell to the Group's clients, as well as continuing to capture new clients of their own. This year we will therefore continue to invest in Cobase's existing sales teams, technology and integrations.

We expect further financial growth and increased client numbers in 2025 and, over the long term, expect this to deliver an increasingly meaningful contribution to Alpha as it integrates across the wider Group.

[4] Cobase was acquired on 1 December 2023, and during that month generated revenue of £0.2m, EBITDA of £0.0m, and a PBT loss of £0.2m, which was included in the Group's 2023 results.

CAPITAL ALLOCATION AND SHARE BUYBACK

The Group generated significant levels of cash in 2024. As at 31 December 2024 we had net assets of £279m (2023: £223m), with adjusted net cash increasing by c. £40m to £218m (2023: £179m).

We review our cash position on a regular basis, and if we feel our cash position becomes greater than we require, will look to reassess our capital allocation.

During the year, we were pleased to initiate two Share Buyback programmes, totalling £40m. The first £20m buyback programme was announced on 29 January and completed in full on 27 June. Our second buyback, announced on 1 May, commenced on 28 June. We have completed roughly half of this second buyback programme and expect it to conclude in the first half of 2025.

Our overarching preference remains to allocate capital into high-confidence organic growth initiatives, within both existing and potential new business units. Such initiatives include extending and improving product lines and tech solutions, expanding our territories when appropriate, or any other moat-widening opportunities that differentiate us from competitors. Although we are not actively seeking them out, we will consider complementary acquisitions that could further amplify revenue growth and enhance our proposition.

In view of the Group's confidence in the sizable and exciting market opportunities presented to us, the Board believes that, after maintaining our progressive dividend policy and executing value-capped share buybacks, retaining and deploying our remaining cash to grow the business will deliver the best value for shareholders long-term.

In addition to providing cash for investment, a strong balance sheet is also important to our counterparties. A healthy cash profile also provides our clients with confidence.

OUTLOOK

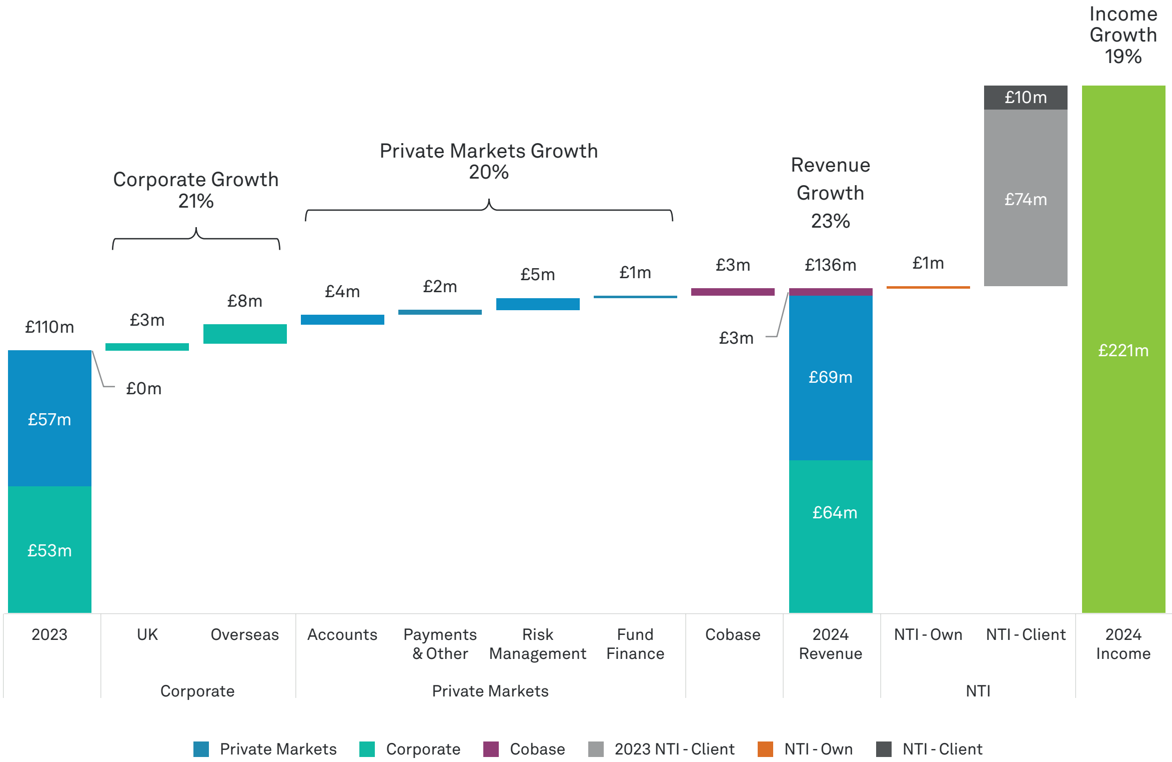
The Group's positive trading momentum in H2 2024 has continued into 2025, which combined with the increasing benefits of our investments to date, means we remain confident in the outlook for FY25 and beyond.

We remain very excited to see the progress of our Corporate overseas offices and fully believe each has significant potential to scale and recreate the successes of our UK team, which has itself had a strong start to the year. At the same time, our Private Markets division now has four highly compelling product offerings, each still scratching the surface of its addressable market. This focus on innovation and diversification has subsequently enabled it to deliver strong underlying growth, even in a suppressed market, while also generating significant levels of interest income. Cobase, meanwhile, continues to impress, and we are confident it will make increasingly significant contributions to the Group as time goes on.

Clive Kahn
Chief Executive Officer

Chief Financial Officer's Report
Tim Powell

2024 has seen strong growth across both divisions despite a challenging macroeconomic environment, with total revenue increasing 23% to £136m (2022: £110m). Corporate revenue grew 21% to £63.8m (2023: £52.8m), and Private Markets (formerly "Institutional") grew 20% to £69.0m (2023: £57.4m). Cobase, the group's first acquisition, contributed £2.9m of revenue in its first full year of ownership.



CORPORATE

The Corporate division focuses on supporting corporates in managing their business risks associated with foreign currency, interest rates and, most recently, commodities, through the Group's sales teams located in London, Toronto, Amsterdam, Milan, Madrid, Munich, and Sydney. Revenue grew by 21% over the prior year to £63.8m (2023: £52.8m).

The UK office returned to growth in 2024 following an investment in rebuilding the talent and experience in the team, having been impacted by the necessary exporting of talent to launch the overseas offices in the prior year. UK revenue growth in 2024 was c. 7% year on year, with momentum building in the second half.

All overseas offices showed excellent YoY growth except Canada, which was flat. A new Canadian leadership team was installed in late 2023 and Canada has begun to see the benefits of this change in 2024, with revenue growing sequentially in H2 over H1, giving confidence that the right structure is in place to return to growth in 2025. The collective growth rate of Alpha's remaining overseas offices meanwhile was nearly 60%, highlighting the merit of the Group's global expansion strategy.

Overall the division saw strong underlying profit margin growth to c. 49% (2023: c. 47%).

PRIVATE MARKETS (FORMERLY "INSTITUTIONAL")

Private Markets revenue grew 20% from £57.4m in the prior year to £69.0m in 2024, driven by an increased number of accounts, increased risk management revenue and a full year of revenue from our new Fund Finance offering which was launched in 2023.

Each of the division's core products showed strong growth despite the subdued levels of deal activity within the market:

- The Private Markets Risk Management team delivered another strong performance. Revenue increased 17% in the period, with client numbers increasing 33% to 311 (2023: 233).
- Accounts & Payments revenues increased by 20%, from £33.9m to £40.6m and account numbers increased to 7,103 (2023: 6,467). Revenue from annual account fees is recognised on a straight-line basis over the 12 months from the date the account was opened or renewed. At 31 December 2024 deferred revenue was £8.1m (2023: £7.1m), and this will be recognised as revenue in 2025.
- Fund Finance continued its encouraging growth with over £1.7m of revenue in its first full year of operations (143% growth).

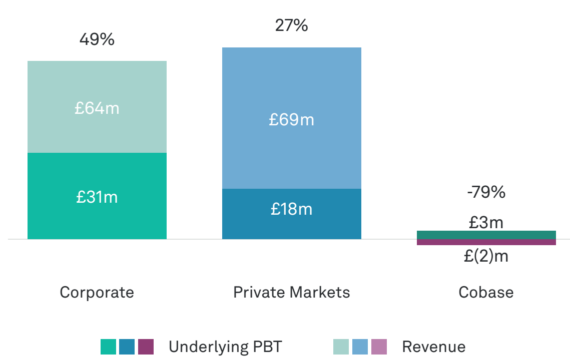
The underlying operating profit margin of the division was c. 27% (2023: c. 32%). The reduction against 2023 was predominately due to the timing mismatch of in-year investment, increased deferred account fees and the macro environment suppressing revenues.

COBASE

Momentum continues to build in Cobase following its acquisition in December 2023. Cobase operates a SaaS-based subscription fee model, and on a proforma basis, client numbers and revenue increased by 59% and 70% respectively in the year to 214 and €3m (2023: €2m). This growth in its first full year of ownership validates the acquisition rationale and supports confidence in Cobase's ability to make an increasingly meaningful contribution over time as it continues to integrate with the wider group.

GROUP PROFITABILITY

Statutory profit before tax increased by 6% to £123.1m (2023: £115.9m). Underlying profit is presented in the income statement to allow a better understanding of the Group's financial performance on a comparable basis from year to year. The underlying profit excludes the impact of the net treasury income on client balances (see below) and non-underlying items. On this basis, the underlying profit before tax increased by 10% to £47.4m (2023: £43.0m). The underlying organic profit before tax (excluding Cobase) growth was 15%.



Chief Financial Officer's Report
Continued

As previously highlighted, the Group continued to invest in the year, specifically in the Private Markets division as we build out our products and offerings. Investments included a full year of the new Private Markets HQ in London, and further technology improvements to increase scalability and digitisation. Overall headcount increased in the year from 480 to over 524 at 31 December 2024 to support future long-term growth. Importantly, the ratio of front office versus back office staff has increased in both divisions, laying the foundations for future growth. The underlying profit before tax margin, excluding Cobase, reduced slightly to 37% (2023: 39%) due to us continuing to invest in long-term growth, and the suppressed macro environment. The statutory profit before tax margin remained high at 56% reflecting the net treasury income from client balances.

TIM POWELL
Chief Financial Officer

NET TREASURY INCOME (NTI)

The current interest rate environment has allowed the Group to continue benefiting from interest income generated from client balances. 'Net treasury income – client funds' has contributed £84.0m of net treasury income in the year (2023: £73.7m), with the number and size of client balances growing to an average of £2.3bn in Q4 2024.

Whilst this interest income stream is a positive boost for the Group and a natural by-product of our increasingly diversified product offering, we are mindful that aspects of its dynamics are driven by macroeconomics beyond our control. As previously outlined, we recognise this income on client balances as 'net treasury income – client balances' and continue to exclude it from our underlying results.

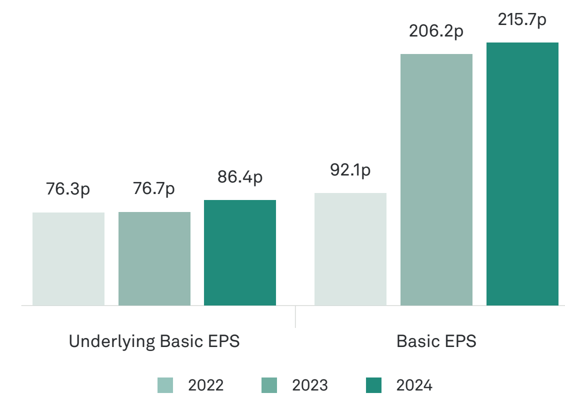
The Group has also generated net treasury income on the initial and variation margins it requires for its Risk Management client relationships. These balances contribute to the Group's cash and cash equivalent balances and directly relate to the business's operating activities. Therefore, we have decided to separately disclose these amounts within total income at the top of the Income Statement, as opposed to within finance income, 2024: £1.3m (2023: £1.8m).

TAXATION

The effective tax rate for the period was 24.7% (2023: 23.4%). The increase in effective rate is primarily due to the change in UK corporation tax from 19% to 25% in April 2023. The rate was lower than the pro rata UK headline rate of 25% due to the mix of profits across our global subsidiaries. There were no other material changes in underlying rates.

EARNINGS PER SHARE

Underlying basic earnings per share was up 13% at 86.4p (2023: 76.7p), whilst statutory basic earnings per share was up 5% at 215.7p (2023: 206.2p).



CASH FLOW AND BALANCE SHEET

In the year ended 31 December 2024, 53% of the revenue in the year was derived from products where the revenue is converted into cash within a few days of the trade date (2023: 53%). Including net treasury income, cash conversion was 72% in 2024 (2023: 72%). This has continued to have a positive impact on the Group's cash flow. On a statutory basis, net cash and cash equivalents increased in the year by £55m to £252.5m.

The Group's statutory cash position can fluctuate significantly from day to day due to the impact of changes in: collateral paid to banking partners, margin received from clients, early settlement of trades, or the unrealised mark-to-market profit or loss from client swaps. These movements result in an increase or decrease in cash with a corresponding change in other payables and trade receivables. Therefore, in addition to the statutory cash flow, the Group presents an adjusted net cash summary excluding these items, shown below. On this basis, adjusted net cash increased in the year by £39m to £217.5m.

The overall net assets of the Group increased in the year by £56m to £279m (2023: £223m).

	31 DECEMBER 2024 £'M	31 DECEMBER 2023 £'M
Net cash and cash equivalents	252.5	197.9
Variation margin (owed by)/paid to banking counterparties*	(13.1)	11.1
	239.4	209.0
Margin received from clients**	(35.3)	(51.1)
Net MTM timing of profit from client drawdowns and extensions within trade receivables	13.4	20.9
ADJUSTED NET CASH* **	**217.5**	**178.8**

* Includes MTM on Alpha's interest rate swaps.
** Included in 'other payables' within 'trade and other payables'.
*** Excluding collateral received from clients, collateral paid to banking counterparties, early settlement of trades and the unrealised mark-to-market profit or loss from client swaps and rolls.

Chief Financial Officer's Report
Continued

KEY PERFORMANCE INDICATORS

The Group monitors its performance using several key performance indicators which are reviewed at Executive Committee and Board level. The key financial performance indicators are revenue, total income, underlying profit before tax, profit before tax, PBT margin, adjusted free cash, number of Corporate clients, number of Private Markets Risk management clients, number of Accounts & Payments client accounts, and the front office to back office headcount ratios.

BUYBACK

During 2024 we announced two share buyback programmes of up to £20m each. The first programme completed in June 2024. As at 31 December, £10m of the second programme had also been completed. As at 18 March 2025, a further £4m of the second programme had been completed.

DIVIDEND

Following the strong full-year results, the Board is pleased to declare a final dividend of 14.0p per share (2023: 12.3p). Subject to shareholder approval, the final dividend will be payable to shareholders on the register at 25 April 2025, and will be paid on 23 May 2025. This represents a total dividend for the year of 18.2p per share (2023: 16.0p).

Despite having sufficient reserves across the Group, the Board recently became aware that the Company's reserves were insufficient, meaning certain dividends and share purchases were made other than in accordance with the Companies Act 2006. Details of the transactions which are affected by this issue (the "Relevant Purchases") are set out in note 27 to the Consolidated financial statements and note 8 to the Company financial statements. Resolutions will be proposed to shareholders at the forthcoming AGM to remedy this matter.

Tim Powell
Chief Financial Officer

Group Key Performance Indicators

The following KPIs are used to track the business's performances against the Group's strategy on page 33.

	GROUP	Corporate	Private Markets	Cobase[7]
Revenue[1]	2024: £135.6m 2023: £110.4m 2022: £98.3m 2021: £77.5m	2024: £63.8m 2023: £52.8m 2022: £54.3m 2021: £46.0m	2024: £69.0m 2023: £57.4m 2022: £44.0m 2021: £31.5m	2024: £2.9m 2023: £0.2m 2022: - 2021: -
Profit/(loss) before tax	2024: £123.1m 2023: £115.9m 2022: £46.8m 2021: £33.2m	N/A	N/A	N/A
Underlying[2] profit/(loss) before tax	2024: £47.4m 2023: £43.0m 2022: £38.6m 2021: £33.4m	2024: £31.4m 2023: £24.8m 2022: N/A 2021: N/A	2024: £18.3m 2023: £18.4m 2022: N/A 2021: N/A	2024: £ (2.3)m 2023: £ (0.2)m 2022: N/A 2021: N/A
Risk Management client numbers[3]	2024: 1,285 2023: 1,071 2022: 1,047 2021: 881	2024: 974 2023: 838 2022: 838 2021: 709	2024: 311 2023: 233 2022: 211 2021: 172	N/A
Accounts & Payments client accounts[4]	2024: 7,103 2023: 6,467 2022: 4,200 2021: 1,746	N/A	2024: 7,103 2023: 6,467 2022: 4,200 2021: 1,746	N/A
Front office headcount[5]	2024: 182 2023: 142 2022: 109	2024: 129 2023: 101 2022: 86	2024: 47 2023: 35 2022: 23	2024: 6 2023: 6 2022: N/A
Total headcount[6]	2024: 545 2023: 486 2022: 357	2024: 199 2023: 171 2022: 134	2024: 267 2023: 251 2022: 187	2024: 21 2023: 21 2022: N/A

1 The income from services and products provided to clients during the year.
2 Profit before interest, tax, exceptional items and share-based payments. Underlying excludes the impact of non-cash shared-based payments, net treasury income on client balances, one-off listing-related and M&A costs and amortisation of purchased intangibles.
3 The number of clients that have generated revenues in excess of £10k over the previous 12 months. The Group excludes Training Accounts (those that have generated less than £10,000 in revenue since being onboarded) in order to provide a clearer picture of client retention for the purpose of these figures.
4 The number of accounts opened by clients that were live at the period end.
5 The number of employees in Front Office employed by the Group at 31 December each year.
6 Group includes 58 people in Central Services, who support all divisions. (Central Services headcount was 43 in 2023 and 36 in 2022.)
7 Cobase was acquired in December 2023, and we have separated its performance from our Corporate and Private Markets divisions to provide greater clarity over its contributions at this early stage.

Business Overviews
Markets & Offerings Explained

Corporate and private market organisations use Alpha to unlock significant and sustained value in areas where traditional banking providers fail. By combining expert advice with innovative technologies, we empower C-suite leaders at some of the world's most successful organisations to enhance their financial risk management strategies and manage their banking activities more efficiently than ever before. Our approach is always tailored to each client's unique needs, but our guiding principles remain the same: delivering meaningful impact, always putting our clients first, and prioritising long-term partnerships over short-term gains.

Before looking at our offerings, it's helpful to understand the two main client types we service: corporate companies and private market companies (previously referred to as "institutions").

CORPORATE

OUR CLIENTS

974
Corporate clients

58
Countries

20+
Sectors diversified across

£200bn+
Est. Global Market Opportunity [5]

[5] Commercial Cross Border Payments Revenues | Mckinsey Global Payments Report 2024

TARGET MARKET

Alpha's corporate division serves medium to large businesses with meaningful exposures to financial risk – typically organisations with turnovers between £20m and £2bn+. Our target market spans a wide range of industries, reflecting our sector-agnostic approach, but they all share a common need: effective solutions to manage currency volatility (and since 2024) interest rate and commodity price risks. These risks, if not managed properly, threaten profitability, competitiveness, and operational stability, making strategic financial risk management critical.

We currently service 974 corporate clients across more than 50 countries and 20 sectors, highlighting the global and diversified nature of our client base. These businesses value our ability to align financial risk management with their specific operational and commercial goals, providing both protection and a competitive edge versus their peers.

We specialise in working with businesses where there is strong and enduring mutual value to be gained. Our focus is on long-term partnerships, built on trust, tailored solutions and measurable outcomes.

Our solutions are particularly valuable for organisations that lack the resources of large treasury teams but still have meaningful exposures that can materially impact their operations. We bridge this gap, offering access to expertise, technology and strategies that have traditionally been reserved for the largest corporations. In doing so, we empower businesses of all sizes to mitigate financial uncertainty, protect their margins and achieve sustainable growth.

CORPORATE OFFERINGS
Financial Risk Management

The Challenge
Businesses face significant financial risks that can materially affect their performance. Exchange rates, interest rates, and commodity prices are dynamic and largely unpredictable. Even small changes can have outsized effects on costs, margins, financial stability and ultimately the ability to price competitively and profitably. To manage these risks, businesses will typically look to hedge their exposure, but this involves making critical decisions about when to hedge, how much to hedge and for how long – all in the face of uncertainty.

Traditional approaches often rely on forecasts or market commentary, but these are unreliable and can lead to costly mistakes driven by fear, greed, or misaligned advice. Furthermore, most traditional providers profit from transaction-based commissions, creating potential conflicts of interest that prioritise short-term business targets over clients' long-term stability. This model often results in clients being sold speculative or reactive hedging strategies that boost our competitors' profits but fail to protect the financial health of the client.

Our Solution
At Alpha, we take a fundamentally different approach. We focus on strategic, risk management-led solutions, helping clients align their hedging activities with formalised programmes that support their business objectives and minimise risk. Like a traditional broker, we then offer a full suite of transactional solutions to execute their strategies, from spot and forward contracts to more advanced hedging products.

Despite our consultative approach, we charge no upfront costs or retainer fees, instead monetising our services through a margin on trades. In doing so, we ensure expert financial risk management is accessible to all businesses, not just enterprises with large treasury teams or outsourced consultancies.

Our strategies are designed and led by experienced Senior Partners who have a proven track record of managing billions in exposures over the years. These strategies are rigorously stress-tested against historical and simulated scenarios to ensure they deliver effective, long-term outcomes. Unlike many in the industry, we also never place revenue targets on clients, prioritising client success over our own requirements to hit revenue targets. Our Partners also hold equity in Alpha and are rewarded for long-term client retention through lifetime commissions on their portfolios, ensuring their interests are fully aligned with those of our clients. Ultimately, integrity is everything at Alpha, and we would rather walk away from a deal than provide advice that we know is not in our clients' interests.

In addition to expert, client-centric advice, Alpha's robust capital position enables us to finance our clients' hedge positions with favourable collateral terms, improving their working capital while effectively managing their financial risks. This combination of expertise, integrity, and financial strength ensures our clients can manage financial risk confidently and cash-efficiently, and sets Alpha apart as a trusted partner in navigating financial market uncertainty.

CORPORATE – FINANCIAL RISK MANAGEMENT AT A GLANCE

THE TRADITIONAL WAY	THE ALPHA WAY
Financial market "experts"	Risk management experts
Sales & financial market conversations	Business & risk management conversations
Publish market predictions and commentary	Avoid the noise and distraction of the markets
Recurring client revenue targets	No recurring client revenue targets since inception
Promote complex products	Promote simple products
Sell clients what they want	Sell clients what they need
High volumes of low-value clients	Low volumes of high-value clients
Legacy technology, built for the mass market	Cutting-edge technology, purpose-built for financial risk management

Business Overviews
Continued

PRIVATE MARKETS
(FORMERLY "INSTITUTIONAL")

OUR CLIENTS

311
RM Clients

7,103
Accounts in issue

1,975
Investment Managers

ESTIMATED GLOBAL MARKET OPPORTUNITY[6]

60,000+
Fund managers

200,000+
Investment funds

$17tn
Assets under management

[6] Preqin Global Data Coverage 2024

TARGET MARKET

Our Private Markets division is principally involved in providing banking and risk management financial solutions to investment management funds working in the private capital markets industry. These funds can require our services to support them across all stages of their investment lifecycle, as the diagram opposite illustrates.

Asset classes typically include: private equity, venture capital, private debt, infrastructure, real estate and fund of funds. Our clients invest globally, with their funds domiciled in key investment jurisdictions, in particular Europe, Singapore (Asia) and the USA (Americas). Our existing regulatory scope means we can currently service each fund's European business, with an application in Singapore underway to expand our global reach.

As our reputation and capabilities have grown, we have also garnered interest from service providers who wish to partner with us. These organisations act as channel partners for our services and are responsible for managing a number of back-office activities on behalf of investment managers, including opening and managing accounts, sending payments, and FX execution. Such service providers can range significantly in size, with our existing partners estimated to be managing up to 400 funds, each of which will have multiple investment entities.[7] Each of these investment entities will typically require their own local account, therefore representing a significant undertaking for these service providers.

Data company Preqin[8] covers 200,000 investment funds globally. Each asset held by these funds will require accounts at the start of their lifecycle, but many are likely to go on to require FX, fund finance and payment services, depending on the nature of their underlying activity. Fund lifecycles typically span a period of seven years.

[7] Preqin, Service Providers in Alternatives 2024
[8] https://www.preqin.com/data/our-data

	Fund Formation Establishing the legal and operating foundations of the fund.	Raising Capital Calling for capital from investors.	Investment Managing the capital and monitoring of the fund's performance.	Divestment Selling of assets to maximise the fund's portfolio.	Liquidation Distribution of returns to investors.
Market Risk Management		Define FX / IR risk management policy.	Execute FX/IR strategy.	FX & IR strategy.	FX/IR final considerations.
Accounts & Payments	Bank account required for fund.		Bank accounts required for SPV/Holdco. Large but infrequent payments e.g. for investment.		Wind up accounts. Payments to distribute returns.
Fund Finance		Secure GP financing.		Secure NAV facility.	
Multi-bank connectivity			Centralised cash management of multiple investments.		

TIME > (~ 3-7 YEARS)

PRIVATE MARKETS OFFERINGS
Currency & Interest Rate Risk Management

The Challenge
As private market firms expand their portfolios across an increasingly globalised landscape, they face heightened exposure to currency and interest rate volatility. With investment cycles typically ranging between 3-7 years, movements in currency and interest rates can have a significant impact not only on the returns of individual investments but also the fund at large, whilst also having an operational impact on areas such as management fees.

Traditional banks and brokers struggle to meet the unique needs of private market firms. They lack the specialised expertise to design bespoke risk management strategies for sophisticated investment structures, often defaulting to generic, product-driven solutions that fail to account for the unique complexities of the sector. As a result, private market firms are left underserved, navigating critical risks with tools and strategies that are ill-suited to their unique requirements. This gap creates inefficiencies in managing exposures, leading to potential losses and missed opportunities throughout their investment lifecycles.

Our Solution
Alpha offers a specialised market risk management service, designed specifically for private market companies. We go beyond generic transactional services, acting as a strategic partner to help private market firms navigate the challenges of a globalised investment environment. We believe that an understanding of private markets is just as important as our expertise in managing financial risk to maximise value for clients – an area in which most generalist providers struggle. Our approach

Business Overviews
Continued

combines an intimate understanding of the private markets landscape with deep expertise in currency and interest rate risk management, unlocking value where traditional providers fall short. By looking at our clients' investment profiles, what stage they are at in their lifecycles, and their investment objectives, we help our clients mitigate the impact of market fluctuations on their investments, and enhance portfolio stability. Our experience spans both fund-level and investment-level market risk management strategies across a range of needs, including: portfolio risk, transaction risk, closing risk and operational risk.

Like our Corporate offering, our approach is then underpinned by our client-first philosophy and ability to provide more attractive execution terms through our superior financial standing.

Accounts & Payments

The Challenge

Opening and managing investment vehicle bank accounts is often a time-consuming and uncertain process for private market firms. Traditional banks are generalists, designed to service large numbers of corporate and retail clients at scale. They operate using one-size-fits-all processes, legacy technologies, and generalist teams. This means they are not equipped to handle the highly specialised nature of alternative investment structures, and the significant pressures that come with the private markets industry.

As a result, providing accounts for these structures is often time-consuming and unprofitable for banks. This also means that when they do provide an account, it typically comes at a price: not only will clients need to put up with a slow and uncertain service, but they're also expected to commit to ancillary products. If they don't, they risk having their account closed further down the line. It's an uneasy trade-off.

Whilst this can be a significant headache for individual investment managers, these problems are magnified considerably for the service providers tasked with managing many thousands of accounts on their behalf, day-in, day-out. The sheer number of interactions across all these bank accounts for workstreams such as onboarding KYC, payments, FX, and reporting, is a staggering workload for these service providers. Furthermore, if the quality of these interactions is poor or inefficient, it leads to significant pain and cost for the service provider.

Our Solution

Alpha provides a specialist service designed to provide accounts to the elements of investment structures traditional banks struggle with. Our teams, processes and technologies are designed specifically to make opening and managing bank accounts as fast and simple as possible for investment managers. By digitalising KYC workflows and underpinning bespoke technologies with a dedicated team of specialists, we've engineered out the frustrations and uncertainty experienced when using a traditional bank. As a result, investment managers can rely on us to provide them with accounts when they need them, where they need them, and for as long as they need them – and without any obligation to maintain minimum balances or use our ancillary services just to keep the account open.

Furthermore, once accounts are opened, clients enjoy an intuitive digital platform that can mirror their investment structure and is designed for their own workflows, and (if applicable) those of their service provider. As a result, whether they are an investment manager responsible for managing a dozen accounts, or a service provider managing 1,000s, doing so is quicker and easier than ever before.

PRIVATE MARKETS – ACCOUNTS AND PAYMENTS AT A GLANCE

THE TRADITIONAL WAY	THE ALPHA WAY
One-size-fits-all approach, servicing mass volumes of corporate and retail clients	People, processes and technology dedicated to the private markets industry
Low-touch reactive service delivered by generalist teams	High-quality proactive service delivered by specialist teams
Generic compliance processes and manual, resource-intensive onboarding	Bespoke compliance processes and streamlined, digitalised onboarding
Slow and unreliable account opening times	Fast and reliable account opening times
Inability to access local accounts in key investment jurisdictions	Local accounts available across key investment jurisdictions
Ancillary revenue obligations and minimum spends required to keep accounts opened	Fixed and transparent annual fee, with no ancillary obligations or minimum spends
Accounts managed via multiple banks, platforms and logins	All accounts managed through a single platform, built for managing multiple investment entities
Legacy technology, built for the mass market	Cutting-edge technology, purpose-built for the private markets industry

Fund Finance

The Challenge

With over 300 lenders in the marketplace, each with their own lending appetite, accessing fund finance has traditionally been a time-consuming and resource-intensive process for investment managers. Even once the right lender has been identified, the process of structuring a loan, agreeing and underwriting terms, engaging legal teams, and onboarding, creates large and complex manual workstreams. This would be the case if a borrower was only engaging with one lender; however, if a borrower wants to validate the competitiveness of the terms they receive, they will typically need to engage with multiple. Given the sheer size and ever-changing nature of the market, screening even just a handful of lenders (let alone 300) becomes internally very time-intensive or requires expensive outsourcing to traditional debt advisers. This leaves investment managers with an unsatisfactory trade-off between their time, money and the competitiveness of the terms they receive.

Our Solution

Through Alpha's fund finance platform, Alpha Match, clients can screen their borrowing requirements across a database of over 300 lenders in minutes. This enables them to validate that they have the best provider for them, and at a fraction of the time and cost of traditional methods.

After using our screening platform, borrowers receive a custom-built report covering their most relevant lender matches. From here, we offer a modular advisory offering that enables clients to pick the level of support that best meets their requirements – from simply matching them with a lender, through to negotiating, structuring and executing their facility.

Business Overviews
Continued

PRIVATE MARKETS – FUND FINANCE AT A GLANCE

THE TRADITIONAL WAY	THE ALPHA WAY
Manually screen requirements against a handful of lenders over a series of months.	Automatically screen requirements against 300+ lenders in a matter of minutes.
Lender sourcing is restricted to pre-existing relationships, reducing market-testing.	Lender sourcing is entirely objective and carried out across 300+ lenders.
"All-or-nothing" service offering, resulting in high fees for work that may not always be needed.	Modular service offering, with the flexibility to pick and choose from five different advisory offerings, based on specific requirements.
Resource-intensive or expensive depending on whether the process is managed internally or outsourced.	Significantly more cost-effective than using outsourced consultants.

COBASE

OUR CLIENTS

214
Clients

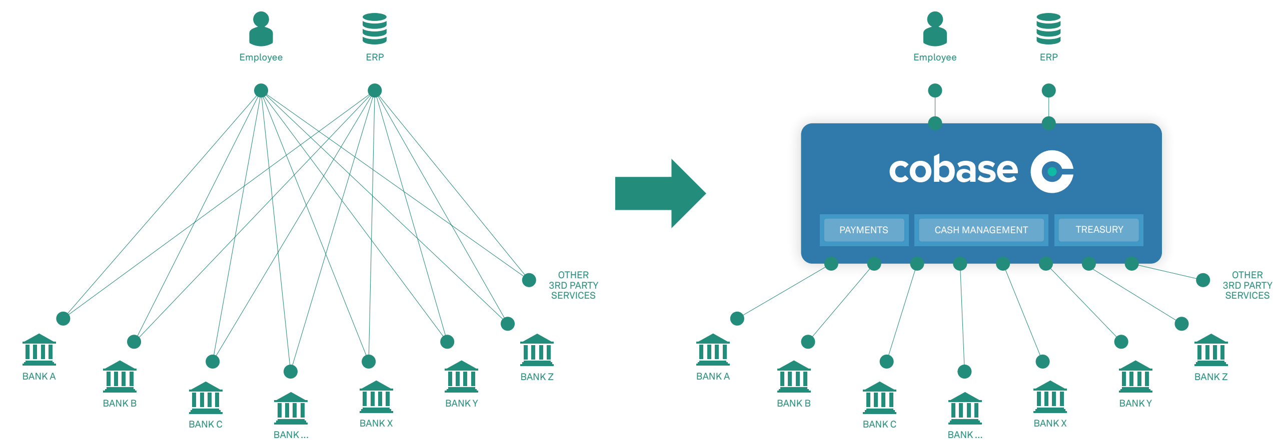
19
Countries

2023
Acquired by Alpha

The Challenge
Effective cash management begins with achieving cash visibility. However, as businesses expand, this becomes increasingly complex. Companies often need to gather data from multiple bank accounts and platforms, each using different file formats, and then consolidate this information into a centralised source to create a daily cash position. This process is inherently time-consuming, labour-intensive, and prone to errors.

Without streamlined systems, finance teams are forced to perform manual banking tasks outside their ERP or accounting systems, which introduces inefficiencies, security risks, and potential inaccuracies. The complexity multiplies as companies work with more banks, making it difficult to execute payments, track receivables, and monitor cash positions effectively. To overcome this, businesses would ideally look to build connections via API, however, most companies do not have the capacity to configure these connections, let alone maintain them.

THE WORLD PRIOR TO COBASE AND POST ITS IMPLEMENTATION



Our Solution
Cobase provides clients with a single interface with all their banks so that they can centralise their banking activities via their own ERP or accounting system, or through Cobase's online platform. In doing so, the client unlocks significant operational and financial efficiencies.

Companies can utilise Cobase's solution either directly through its platform or via its off-the-shelf ERP connections, which support widely used systems such as Oracle Netsuite and Microsoft Dynamics. The ease and simplicity with which this connectivity can be offered is a key differentiator in a marketplace where it is typically only achieved through enterprise-grade Treasury Management Systems ("TMS"). Such systems require expensive and resource-intensive manual integrations with separate banking and payment providers, as well as separate memberships with networks such as SWIFT. Cobase however enables companies to leapfrog these barriers through its unique approach of being a software business, whilst also holding its own regulatory statuses and SWIFT membership.

Alongside its bank connectivity, key features include a Central Payments Hub as well as a Cash Management and Treasury Management module. This makes Cobase a flexible and accessible option for organisations that would benefit from many of the features of a TMS, but lack the time, costs and expertise traditionally required to implement and maintain one. Cobase empowers businesses to simplify cash management, streamline processes, and reduce reliance on manual workflows, ensuring an efficient and secure financial ecosystem.

Our Strategy

CORE STRATEGY

ACQUIRE MORE CLIENTS

We continue to grow our client base by penetrating further into existing and new markets, whilst developing our products and services to cater for a broader range of client needs.

RETAIN EXISTING CLIENTS AND GROW WALLET SHARE

We aim to retain our existing clients whilst increasing our wallet share by increasing the value that we add to them and evolving our services.

CORPORATE

PROGRESS IN 2024

- Our corporate client base grew by 16% during the year.
- Sales headcount grew by 28% during the year to 129, which will enable us to accelerate client acquisition moving forward.
- Avg. revenue per client increased by 4% to £65k.
- Three new product offerings launched: interest rates, commodities and connectivity solutions.

FUTURE FOCUS

- **Sales engine:** Growing, developing and inspiring our global sales team across all of our product lines and locations.
- **Product development:** Enhance our product offerings to increase the value that we add to our clients and boost wallet share and retention.
- **Ease & integration:** Innovation focused on streamlining our operations and service offering and making it easier to work with and embed with us.
- **Product diversification:** Broaden our product offerings to enhance our value proposition, attract more customers, and boost cross-selling opportunities, with the launch of commodity and interest rate offerings in 2025, alongside our acquisition of Cobase.

PRIVATE MARKETS

PROGRESS IN 2024

- Our private markets client base grew by 33% during the year.
- Sales headcount grew by 34%.
- Avg. revenue per client decreased by 10%.
- Two new products launched: interest rate risk management and connectivity solutions.

FUTURE FOCUS

- **Sales engine:** Growing, developing and inspiring our sales team across all of our product lines and locations.
- **Cross-selling:** Maximise cross-selling opportunities between our four complementary product lines.
- **Ease & Integration:** Deepening our relationships and technical integrations with service providers and investment managers.
- **Scalability:** Increase operational scalability, whilst maintaining our highly specialised service offerings.
- **Global expansion:** Increasing our presence and brand awareness in key investment jurisdictions across Europe, Asia and America.

Our Business Model
Business can be complicated. We strive to make it less so.

OUR RESOURCES ▼

PEOPLE	PROCESSES	TECHNOLOGY	PARTNERS	CAPABILITIES
500+ people speaking 20+ languages, brought together by a high-performance culture, and led by an experienced leadership team.	Streamlined but robust systems and processes, enabling quick and controlled decision making, with increasingly high levels of automation.	Low-legacy, modular technologies, that are regularly evolving, in order to more effectively and efficiently meet the needs of our team and clients.	Working in partnership with leading suppliers and channel partners enhances our business model and enables us to reach a wider audience.	Well-capitalised, debt-free and profitable, with a high-quality and diverse product offering, and a strong reputation as a FTSE 250 business.

OUR STRATEGY ▼

Our overarching objective is to grow our business by executing on our strategy outlined on pg 33. And delivering on our KPIs on pg 23.

GUIDED BY OUR BEHAVIOURS ▼

ACT AS ONE | BE HUMBLE | SEEK REALITY | EXPECT MORE | MAKE MOVES

THE VALUE WE CREATE ▼

EMPLOYEES	CLIENTS	SHAREHOLDERS	PARTNERS	COMMUNITIES
Providing outstanding earning and learning potential for everyone who works with us.	Solutions that make a substantial and enduring difference to our clients.	Delivering sustainable long-term returns to our shareholders.	As our business grows, so do the opportunities for our partners that work with us.	Fundraising and volunteering for our chosen charities and environmental causes.
~150 Employee shareholders	1,285 Clients	>10X Share price growth since IPO.	10 FX counterparties	100% Carbon Neutral company

OUR PURPOSE ▼

To create an exceptional community, full of opportunity, that works hard and lives well.

COMMUNITY
All of the above stakeholders we work with: employees, clients, shareholders, partners and communities.

OPPORTUNITY
The growth and rewards that come from playing a part in our community's success

Principal Risks & Uncertainties
Tim Butters, Chief Risk Officer

Our risk management framework is key to growing the business sustainably. We continue to ensure that our framework keeps pace with the growth of the Group, whilst enabling a consistent approach to risk management, essential to our financial strength, resiliency, and delivery of strategy.

THE RISK ENVIRONMENT IN 2024

Key areas of focus across non-financial risk have included the implementation of the new Consumer Duty requirements, ongoing assessment and improvements in operational resilience, and continued strengthening of our financial crime controls. The 2024 external environment presented several areas for the Group to consider as opportunities and threats. The US dollar continued to show strength, bolstered by the Federal Reserve's hawkish stance on interest rates, whilst geopolitical tensions continued to move markets with the impact of the war in Ukraine continuing and China-Taiwan tensions, as well as new conflict in the Middle East and US Presidential changes.

OUR APPROACH TO ENTERPRISE RISK MANAGEMENT

We continue to adopt an industry-recognised 'three lines of defence' model to manage our principal risks, in line with enterprise risk management best practices.

First line of defence

Primary responsibility for managing risk through the design and implementation of appropriate controls. This sits with operational management who own and manage their risks.

Second line of defence

Comprised of the teams in Risk, second-line Compliance, Cyber Security, and Legal, who are responsible for building and embedding the risk framework. At Alpha, the second line works closely with the first line to challenge, but also to advise on and monitor our controls. The second line ensures that levels of risk against risk appetite are reported to the Board and escalated when exceeded.

Third line of defence

Internal Audit, along with other third-party reviewers (including the annual External Audit), provide independent assurance to the Board on the effectiveness of the risk management framework and the operation of the first and second lines of defence.

Alpha has independent external audits across (i) Compliance & AML (including safeguarding) (ii) Information Security, (iii) Finance (including Settlements), and (iv) Technology. The Governance, Risk and Compliance Committee, together with the Audit Committee, decides quarterly whether any additional external audits should be scoped. Where appropriate, insurance policies are used to further reduce the impact of risks manifesting as losses.

ENTERPRISE RISK MANAGEMENT FRAMEWORK

The environment we operate within inherently exposes the Group to a number of risks. Our Enterprise Risk Management ("ERM") framework provides assurance to the Board on the sound management of existing and emerging risks and the effectiveness of our internal controls.

GROUP STRATEGY

Risk is a core consideration when setting strategy and business plans. Risks that can impact the delivery of the strategy are proactively identified to ensure we can manage them accordingly.

RISK APPETITE

Set by the Board, the risk appetite defines how much risk we are willing to take in pursuit of our strategic objectives. The appetite categories are reviewed by the Governance, Risk and Compliance Committee ("GRC"), approved by the Board, and set acceptable boundaries. Our risk appetite ensures the ongoing monitoring and management of prudent levels of operational, compliance, financial, strategic, and information risk whilst enhancing shareholder value. Our risk appetite is established by qualitative risk appetite statements and measured through quantitative key risk indicators ("KRI") metrics. To stay within our appetite, we always observe a compliant legal and regulatory regime whilst applying best practices, including:

- Creating a clear framework of accountability and responsibility that is transparent and allows for better decision-making;
- Recognising that our two divisions face different and common risks, and will therefore set policies, procedures, and the necessary reporting mechanics to ensure and validate that risks are understood, monitored, managed, and controlled; and
- Recruiting, retaining, and developing our people to embed a culture that reflects the risk appetite.

The appetite statements provide clarity on the scale and type of activities we wish to undertake, and the Board has set a two-tiered limit approach to the quantitative metrics (KRIs) through amber and red thresholds. The amber thresholds allow for early identification of risks that are regularly occurring, picking up velocity or approaching appetite limits. The red thresholds are set to appetite; a level of risk more than the red limit is seen as 'out of appetite' and reportable to the Board.

Principal Risks & Uncertainties
Continued

RISK PROFILE

This is the current measure of the level of risk the business is exposed to. Key risk indicators and risk limits determine the Group's risk profile and indicate whether we are operating within appetite. We continue to invest in risk infrastructure to provide better insight into our risk profile.

RISK CULTURE AND GOVERNANCE

The board has ultimate responsibility for the risk strategy, especially in regard to the principal risks. The group prides itself on its strong and embedded risk culture. The executive team are full-standing members and regular attendees of the monthly Governance, Risk and Compliance Committees. Oversight of the risk management framework is governed by the Governance, Risk and Compliance Committees under delegated authority from the Board. Risk management is the responsibility of everyone at Alpha, and we promote a risk culture that embodies ownership and accountability, including a strong 'tone from the top'.

RISK POLICIES

Policies are used to clearly define the approach to risk management across the group and to assign accountability. The policy framework includes a centralised register of policies which are approved at least annually by the GRC.

TIM BUTTERS
Chief Risk Officer

IDENTIFICATION AND ASSESSMENT – PRINCIPAL RISKS

To be managed, risks need to be identified and understood. Alpha utilises several approaches to do so, from risk and control self-assessments (RCSA), top-down risk assessments (TDRA), and workshops, ensuring risk has a 'seat at the table' in operational and strategic decisions. The RCSA process ensures regular review of risk across the group and enables the risk and control owners to identify any new or emerging risks. Risks are assessed at an inherent (without control) and a residual (with control) level. Where risks are outside of tolerance, risk treatment plans are implemented and monitored through the Governance, Risk and Compliance Committee (GRC). In total, we have over a hundred risks in our risk register, which we monitor closely.

CONTROLS TESTING

We continuously work towards strengthening our control framework, with key controls frequently tested to assess their design and operational effectiveness. This gives us a more proactive approach to risk management, with the results of the assessments reported to the Governance, Risk and Compliance Committee ensuring clear accountability for the firm's key controls. This is complemented by ad-hoc 'deep dives' where, in response to internal or external developments, specific areas of the business may be targeted for a more in-depth review. In addition to internal controls testing, Alpha undergoes several internal and external audits per annum, whereby our controls are independently reviewed. Any findings are tracked by the Internal Audit function through to closure via the GRC.

RISK REPORTING AND MONITORING

Reporting provides oversight of the firm's risk profile against appetite and identifies new risks or increasing exposures that may become out of appetite. We continue to enhance our risk reporting, ensuring key risks are presented in a way that decisions can be made. Daily scenario testing ensures appropriate management of liquidity and credit risk. In addition to our regular reporting, the Group conducts an internal capital adequacy and risk assessment (ICARA) to ensure it has systems and controls in place to identify and monitor material risks of harm that may result from business operations. The ICARA is subject to robust challenge.

Tim Butters
Chief Risk Officer

> "The group prides itself on its strong and embedded risk culture. The executive team are full-standing members and regular attendees of the monthly Governance, Risk and Compliance Committees."

Principal Risks FY2024

We assess, manage, and mitigate risks to deliver on our purpose and strategy. The risks below have been grouped as per Alpha's risk taxonomy.

Operational & Compliance Risks Legal & Regulatory Risk

The Group faces the risk of failing to adhere to its regulatory and legal requirements. Failure could see the Group exposed to significant penalties and reputational damage. Additionally, any new regulation and legislation, or changes to existing, may require the Group to increase its spending and/or change business practices.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– The Group maintains robust policies, procedures, systems and controls, monitoring, and assurance programs. These ensure continued compliance with our regulatory obligations. – We have integrated with several RegTech providers to ensure we have the best and most innovative tools at our disposal. – The Compliance team continues to appropriately increase its headcount to accommodate regulatory and business needs, including hiring resources to ensure local expertise and compliance in newly licensed jurisdictions. – The governance of compliance risk via Governance, Risk and Compliance Committee forums reflects the prioritisation of compliance within Alpha's long-term objectives and goals. Working groups, including horizon scanning, have been cultivated to ensure focus time to detect and highlight key compliance topics. – Our dedicated quality assurance and compliance monitoring functions have been enhanced further this year, showing our commitment to high levels of oversight and accountability. – We have strong relationships with best-in-class regulatory compliance consultancies which we utilise to provide independent advice and assurance on our compliance processes. – Independent external audits are conducted on our AML and safeguarding processes and controls.	INCREASED REASON FOR MOVEMENT: The regulatory risk environment is increasingly complex. There remains ongoing focus by regulators to improve outcomes for customers and further enhancement of e-money regulation to align more to investment license regulatory oversight.

Operational & Compliance Risks Financial Crime Risk

The Group faces the risks of being used as a conduit to commit financial crime involving fraud or dishonesty; misconduct in, or misuse of information; or handling the proceeds of crime.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– Alpha is committed to safeguarding both itself and its clients from financial crime. – We have conducted annual reviews of our Financial Crime Risk Assessment and internal policies and procedures to ensure these are appropriate to counter the financial crime threats posed. – We establish and maintain risk-based Know Your Customer procedures, including Enhanced Due Diligence for those customers presenting higher risk. – We have tailored risk methodologies for different client typologies. – After integrating with two industry-leading transaction monitoring and screening systems, we are continually fine-tuning these systems to ensure they are capturing risks effectively. – We continue to develop quality assurance programmes to ensure high standards are maintained across the Group. – We are continually upgrading our suite of internal training modules to ensure strong knowledge and understanding of risks posed to Alpha.	UNCHANGED

Principal Risks FY2024
Continued

Operational & Compliance Risks
Operational Risk

The Group is subject to the risk of financial and reputational loss resulting from inadequate or failed internal processes, human error, system failures, or external events. This may arise from, but is not limited to, events such as incorrect process execution, fraud, technical roll-outs and changes in the regulatory environment, inputting or execution of a trade or settlement, internal fraud, and financial reporting delays or errors.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– We continue to invest in, and focus on, retaining a scalable operating model, with a particular ongoing focus on automation and straight-through processing. – We promote a positive speak-up culture to enable proactive identification of risks and risk events. – The Risk team oversees the operational risk framework, working closely with risk champions in each first-line team to ensure risks and risk events are proactively identified and reported. – Firmwide risk and control self-assessments are conducted in each department at least twice a year to identify risks and controls at an inherent and residual level. – We have a well-defined control framework in place, with key controls regularly tested for effectiveness by the risk team. – We maintain a strict division between Front and Back Office functions to ensure independence, risk reduction, and financial control. – Our Operational Resiliency Framework has been implemented. – We are establishing a standalone Internal Controls function with a focus on key control activities.	DECREASED REASON FOR MOVEMENT: Process optimisation including an increase of straight-through processing and increased controls mapping and testing.

Operational & Compliance Risks
Dispute Risk

Whilst a client may not default on a contract, they may dispute its validity. With the challenging macro backdrop, there is a risk clients may try to renege on trades that have gone against them.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– Our thematic deep dive on dispute risk is frequently revisited and reviewed. – All trades have evidence recorded against them of the trade instruction. – All derivative trades are reviewed by the compliance team, ensuring trades are booked in line with regulation and policy. – All credit facilities are reviewed by the credit team, ensuring credit agreements are executed correctly. – Our Compliance Monitoring team samples a percentage of all trades to ensure all documents are correct and present and evidence is attached to trades. – Controls regarding the disclosure of complex derivative products to our clients are in place, including compulsory monthly valuation reports sent to all authorised signatories and trade confirmations sent to the director(s) in addition to authorised contacts. – Although we continued to reduce the offering of complex FX derivatives, Alpha has started offering interest rates and commodities products to its customers. Alpha's existing derivatives controls framework has been applied to new products to minimise risk exposure. – The Risk team controls tests the above processes to ensure they are operating effectively.	UNCHANGED

Principal Risks FY2024
Continued

Operational & Compliance Risks
Technology Risk

Technology underpins most businesses, and Alpha is no different. We rely on the uptime and availability of in-house and third-party systems. A failure in this technology could disrupt both our own and our clients' businesses.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– We are cloud-first, giving us the ability to host our services with resilience built in and scale our platform according to our clients' demands and needs. – We continue to invest in our technology platform informed by regular architectural, infrastructure, and application-level reviews. – We have further invested in enhancing our systematic monitoring tools for identification of system downtime and performance issues. – We have enhanced our incident management, from initial visibility through to resolution, streamlining core processes by utilising automation and reviews of existing tooling and processes. – Working with leading cloud providers such as Amazon and Azure gives us the ability to utilise evolving technologies with minimal effort. – We understand that our clients expect that their data is handled with care and utmost confidentiality. Alpha's accounts & payments solutions and all central supporting services are certified to internationally recognised security certification, namely ISO27001. – Alpha continues to invest in world-leading security technologies, adopting a defence-in-depth approach to provide both protection and the ability to react to cyber incidents.	➡ UNCHANGED

Financial Risks
Credit Risk

Credit risk is inherent in Alpha's business model. The Board accepts that credit losses are a function of our trading, and we take a risk-based approach to balance revenue opportunities against the risk of default. We are exposed to credit risk if a client fails to deliver currency at maturity of the contract and/or fails to deposit margin when a margin call is made. Alpha's credit risk is equal to the negative fair value of the contract minus any deposit held at the time of cancellation.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– The Group's credit exposures are to a select target market of corporate and private markets clients. We have a dedicated Credit team with significant experience who review all credit requests and conduct ongoing reviews throughout the duration of the contract. The frequency of these reviews is driven by the risk level of each client, as well as any material macro event that may affect our client base. – Our internal credit platform allows for bespoke management and oversight of credit facilities, margin calls and reporting. – Our terms and conditions enable all future customer trades to be at our discretion. Therefore, we can react quickly to changes in the macro environment or individual client profiles, capping our exposure to past trades only. This significantly reduces our risk exposure and poses significantly less risk than providing traditional credit facilities. – We conduct ongoing stress testing of our credit book to simulate stressed market conditions. In 2024, particular emphasis has been put on clients' exposures to high interest rates and energy costs. – Second-line oversight of credit exposures and policy adherence is performed by the Risk team. – Top client concentrations are monitored closely and disclosed on our website by currency pair.	⬆ INCREASED REASON FOR MOVEMENT: Whilst our approach to credit has remained disciplined the macroeconomic backdrop has resulted in a net increase in risk.

Principal Risks FY2024
Continued

Financial Risks
Liquidity Risk

Alpha operates a matched-principal brokerage model, meaning that it immediately executes a matching trade with its banking counterparties on receipt of client orders. Liquidity risk arises if Alpha is unable to meet its financial obligations when they fall due. This could result from an overextension of credit facilities or a large move in a currency pair that Alpha has a large exposure to. If Alpha were unable or restricted to meet its trading capital requirements, this could result in its banking counterparties closing out positions or even terminating the trading facilities currently provided.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– Our terms of business enable us to collect margin from certain clients in response to adverse market moves (margin calls). Alpha benefits from netting where we are called to place margin from our banking counterparties on a netted currency pair basis, whereas we can call our clients for margin on an individual client basis. – Key risk indicators act as an early warning system to alert the Board to conditions that could potentially lead to a period of stretched liquidity. – Our cash position has increased significantly due to profitable trading and interest accrued on balances. – The Senior Management team reviews forecasts and cash flows regularly to determine whether the Group has sufficient cash reserves to meet future working capital requirements and to take advantage of business opportunities. – We perform liquidity analysis at a net currency and FX cross basis, including client margin call versus bank margin call, to identify any funding shortfall. – We conduct client and overall book stress testing with circuit breakers in place. – Top client concentrations are closely monitored and are disclosed on our website by currency pair. – We have multiple liquidity providers, reducing the concentration risk to our banking counterparties.	➡ UNCHANGED

Strategic Risks
Strategic Risk

Risk is inherent in any strategy. To ensure we execute effectively we need to understand and actively manage our strategic risks.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– We have a clearly defined strategy, which we continue to execute successfully, with key risks to delivery identified and reviewed regularly. – The Board is presented to, and signs off on, the strategy of the Group and receives updates from the Executive Directors throughout the year. – Alpha's Board has extensive experience in entering new markets and scaling businesses, which it applies when considering new opportunities. – We ensure new initiatives align with our strategy and assess the risks associated with strategic initiatives. – A succession plan is in place and approved by the Board for all key roles. Key management have contracts that provide notice periods for the Group's protection. – We hold strong, transparent relationships with multiple banking partners and remain aligned on risk appetite. – Strategic risk registers ensure risks are regularly assessed, with executive ownership assigned for each. – We monitor macroeconomic and geopolitical development to understand the implications.	➡ UNCHANGED

Reputational Risk

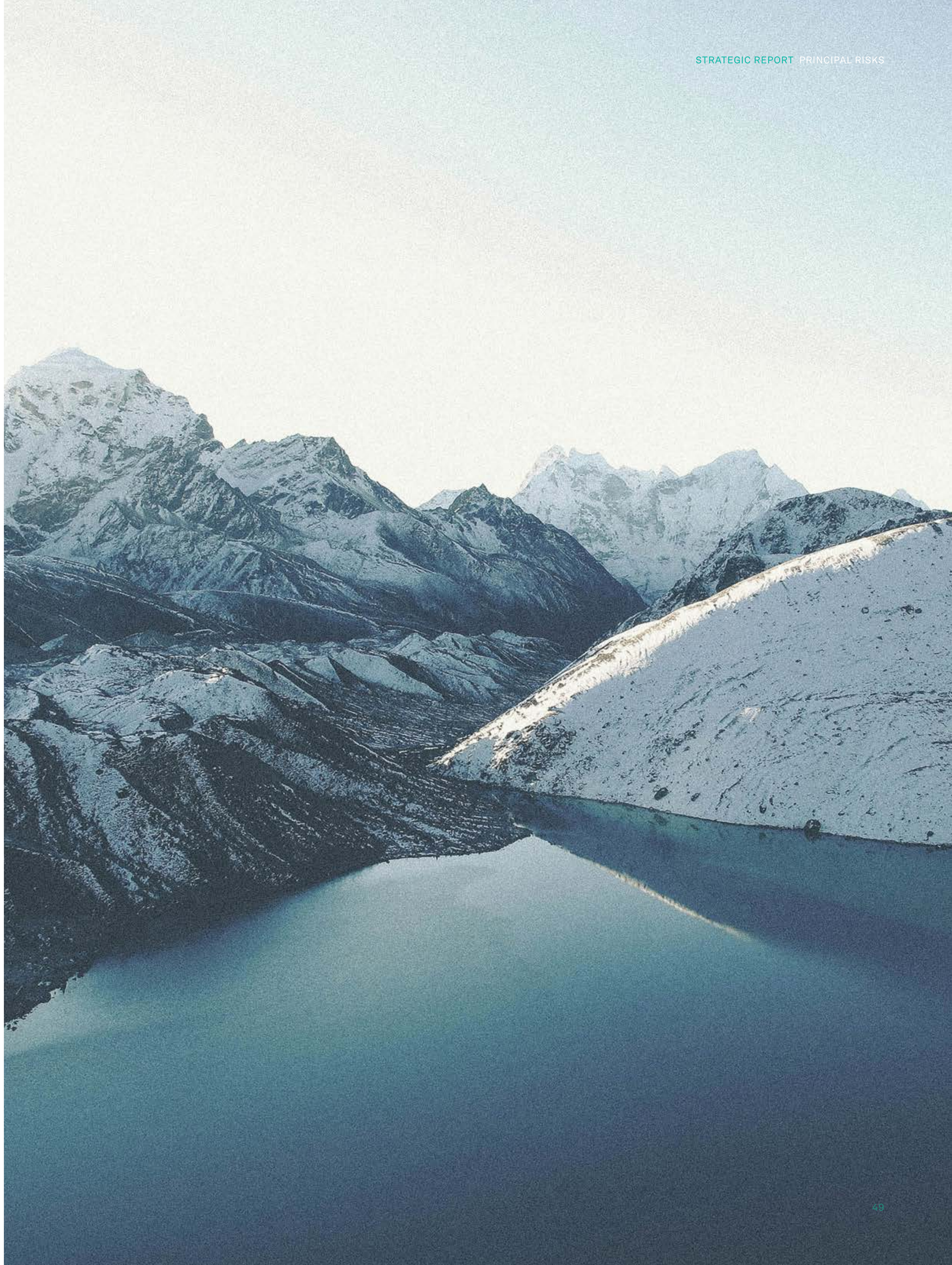
Alpha is highly regarded in our industry. Maintaining this reputation is important to retain our existing clients, expand our client base, and preserve our strong relationships with our banking partners, employees and wider stakeholders. There is a risk that an unforeseen event may adversely affect Alpha's reputation, impacting future profitability.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– We have a marketing and communications strategy that includes detailed and open public reporting. – We pride ourselves on strong cultural values and a positive risk and compliance culture. – We maintain an open and proactive dialogue with our banks and regulators to provide high levels of transparency and comfort. – We have a contract with a cyber security and reputation management company, which provides an online impersonation takedown service to minimise, where possible, brand impersonation.	➡ UNCHANGED

Information Risk
Cyber & Data Security

Security is a vital part of Alpha's fabric and is integral to ensuring the sensitive data and money that we process on behalf of our clients maintains confidentiality, integrity, and availability. The Group faces the risk of its operating systems failing and the failure to safeguard business-critical data and systems.

RISK MITIGATIONS AND UPDATE	MOVEMENT
– We regularly educate employees about security, data privacy and the importance of it across our business. – A comprehensive information security risk management process is well-defined and rolled out across the business, giving all stakeholders relevant updates on security focus areas, ensuring informed decisions can be made – Alpha continues to grow its incident response capabilities through onboarding managed service providers to perform 24/7 incident alert and management capabilities. – The Security Operations team has enhanced the usage of existing tooling and integrated more features to enable faster and automated responses to day-to-day security management, including phishing, malware and vulnerability management. – A security readiness is assessed through a comprehensive independent external testing schedule against all Alpha external facing and key internal systems, ensuring that the software and systems we build are free from vulnerabilities. – We continue to work with our engineering teams to build a culture of security good practice. Through revisiting the tooling we have in place, new security awareness training, and automated workflows, security is considered at the very beginning of the development journey, thereby reducing vulnerabilities being introduced and ultimately speeding up delivery. – Cyber insurance remains in place. However, we have enhanced coverage against cyber-related loss, whilst reducing the premium, demonstrating the maturity of controls Alpha have adopted and continues to enhance. – Security awareness and education remain a core focus, with comprehensive training in place for all employees, helping to identify security issues early and enable swift resolution. – Data loss prevention, which was initially introduced in 2023, is now fully in place across all users, providing full visibility of data movement outside of the group network, as well as the ability to pre-emptively block the movement of sensitive data. – Alpha continues to leverage top-tier cloud service providers. In line with the shared responsibility model, we ensure our responsibility regarding data security is fulfilled in line with best practices, a defence-in-depth approach, control testing, and training. – Alpha continues to invest in cloud technologies to leverage security 'built by design' and provide the Group with scalable services in preparation for expansion across new and existing regions. – Alpha continues to stay ahead of regulatory changes, and in particular, with DORA being a new regulation, Alpha has enhanced its third-party supplier due diligence process to capture all relevant requirements.	UNCHANGED



Viability Statement

In accordance with the UK Corporate Governance Code, the Directors have assessed the viability of the Group over a three-year period to 31 December 2027.

This assessment period remains appropriate given the timescale of the Group's annual strategic planning process, which evaluates the commercial and financial performance of the Group over the subsequent three years, including the impact on cash and liquidity.

The strategic planning process begins with input from the Group's Executive Leadership Team and the Board. The first year of this three-year forecast serves as the Group's budget, informed by detailed, bottom-up input derived from the strategic plan.

The second and third years are built on the same forecast methodology but also use top-down drivers and trends.

The Group's revenue has grown by a compound annual growth rate (CAGR) of 20% over the last three years. This has been driven by increasing the number of customers, expanding the products offerings, and growing our global presence via expansion through international offices. This growth has happened despite a backdrop of high inflation and increasing interest rates, which has put pressure on our customer base as they have had to manage incremental costs to service their debt, market uncertainty and changes to investment opportunities. However, this high-interest environment has enabled the group to earn interest on client balances (Net Treasury Income, "NTI"). When combining Revenue and NTI, the Group's Total Income has grown at a CAGR of 42% over the last three years.

The above growth is evidenced by an increase in profit before tax, a CAGR of 55% over the same period to £123m and adjusted cash CAGR of 35% to £218m, despite share buybacks of circa £30m.

VIABILITY SCENARIOS

The assessment of the Group's viability considers four severe, but plausible scenarios aligned to the principal risks and uncertainties set out on pages 36 - 48. The realisation of these risks, to the extent modelled, is considered highly unlikely. The degree of severity applied in the viability scenarios was based on management's experience and knowledge of the industry to determine plausible changes in assumptions.

The most relevant potential impact of the key risks on viability over the three-year plan are:

- a substantial and prolonged downturn in the economies of the regions we operate in, primarily the UK and Europe, resulting in a significant and sustained reduction in revenue compared to the budget and three-year business plan;
- a loss of, or severe reduction in, recurring revenue from our largest clients;
- a macro-economic downturn significantly increasing the credit risk of our current and/ or future clients, leading to increased levels of bad debt losses from a high number of client defaults; and
- a substantially quicker reduction in the global interest rate environment than we have modelled, coinciding with the quantum of client balances we hold materially decreasing.

The Group benefits from a high proportion of costs being variable costs, such as variable pay, travel & entertainment, bank charges, marketing, and recruitment costs. In the event of the above scenarios, these variable costs would naturally be reduced, as profitability decreases. Management could also take further actions to reduce the cost base of the business if necessary and consider ceasing the share buyback programme and/or dividend payments.

In all four of the severe but plausible scenarios, sufficient cash is retained within the business, the business remains profitable, regulatory capital requirements are comfortably maintained, and the business remains debt-free. The Group has also considered its reliance on strong relationships with our regulators and key partners and believe that while changes to either could impact the group, they would not impact its viability in a three-year period.

The Group has considered whether any longer-term trends, outside of the three-year period could impact the Group's viability and have not identified any such matters. Additionally, the Group conducted a reverse stress test scenario which demonstrated that the events that would need to simultaneously occur to exhaust the Group's liquidity were extremely unlikely.

We have also not identified any climate-related risks that could materially impact our financial performance, strategy, or business model over the three-year time horizon. Our customer base is highly diversified by industry, customer size, and geography, and we expect our operations to remain resilient to climate risks. The climate-related risks we have identified will likely arise over the long term and remain immaterial to the Group's business model. However, we acknowledge that climate change will likely intensify, so we shall continue monitoring and assessing the related risks.

> "In all four of the severe but plausible scenarios, sufficient cash is retained within the business, the business remains profitable, regulatory capital requirements are comfortably maintained, and the business remains debt-free."

CONFIRMATION OF VIABILITY

Significant free cash flow generation and the strength of the Group's balance sheet provide comfort around the ability to absorb the impact of the stress tests. As previously mentioned, the reverse stress analysis also demonstrated that the factors required to exhaust Group liquidity are considered an extreme remote likelihood. Based on the above assessments, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three-year period to 31 December 2027.

Sustainability

At Alpha, our ability to attract, develop, and retain the right talent is at the heart of our long-term success.

OUR PEOPLE

Creating an exceptional community full of opportunity.

Our purpose is simple but powerful: "to create an exceptional community full of opportunity that works hard but lives well." This vision drives every aspect of our operations and reflects our ambition to build a thriving workplace that delivers value for all stakeholders. The stronger our community, the more opportunities we can capture. And the more opportunities we create, the more we can invest back into our people and our business. This virtuous cycle underpins our approach to sustainable growth, ensuring that our success is both meaningful and enduring.

INITIATIVES AT A GLANCE

Exceptional Community

- Supporting working parents
- Personal development opportunities
- Volunteering in local communities
- Diversity & Inclusion
- Supporting charitable causes
- Employee Assistance Programme
- Sponsored training & qualifications
- Health & Wellbeing
- Award-winning office environments
- Cycle to work scheme
- Electric car scheme
- Private healthcare

Full of Opportunity

- Career progression
- Market-leading remuneration
- Unique experiences
- Global mobility
- Mentorship and leadership development
- International incentive trips

OUR COMMUNITY

DIVERSITY & INCLUSION

An inclusive workplace is essential to achieving our shared goals, and we are committed to ensuring every individual feels empowered to realise rewarding career opportunities. By recruiting and promoting people based on their attitude, skills, and experience, we have built a high-performance team that reflects our commitment to meritocracy and excellence.

We conduct an annual Diversity, Equity, and Inclusion (DEI) survey to gather anonymous feedback from our team members. This, alongside our DEI working group, provides us with insights to shape our DEI agenda for the year ahead, ensuring that our efforts align with the needs and experiences of our team. Additionally, the survey captures self-identified demographic data, enabling us to measure our progress and identify areas for improvement.

In 2024, we trialled an anonymised CV policy in our recruitment process to evaluate its impact on fostering diversity. While external opinions on the effectiveness of this method vary, our monitoring found that it did not significantly influence the diversity of candidates we engaged with. As a result, we shifted to a more proactive approach that better aligns with Alpha's goals.

This began with reinforcing expectations with our recruitment agencies to ensure we access a broad and representative talent pool. Internally, we also revamped our interview process by involving a more diverse group of team members across different backgrounds and seniority levels. This approach not only enhances our team's skills in conducting professional interviews and showcasing Alpha's culture but also provides candidates with a clearer view of the variety of people who thrive at Alpha.

Below, we present the gender and ethnic composition of our global team as of December 2024, reflecting our ongoing commitment to transparency and accountability.

HEADCOUNT BY GENDER AND ETHNICITY AS OF 31ST DECEMBER 2024 *

	DEFINITION	MALE	FEMALE	WHITE	ETHNIC
Board	Alpha Group International plc Board	5	1	4	2
Senior Leadership Team	Direct reports to the Executive, and senior staff members	24	6	23	7
Senior Manager	Individuals in senior level roles with managerial responsibilities	5	4	7	2
Manager	Individuals in junior – mid level roles with managerial responsibilities	18	15	25	8
Team Member	Junior team members or those with no managerial responsibilities	199	121	263	57

* The above ethnicity data is gathered via Alpha's annual Diversity, Equity, and Inclusion survey. The survey is confidential, and employees participate voluntarily. The participation rate was over 70%.

Sustainability
Continued

SUPPORTING WORKING PARENTS

2024 marked the introduction of childcare support for working parents in our London head office. We recognise that supporting parents goes beyond helping individual employees – it strengthens families and reinforces the cultural values we stand for as an organisation. Combined with enhanced maternity and paternity pay and leave policies, as well as flexible working opportunities upon return, our childcare support aims to create a more inclusive and supportive workplace. By fostering a healthy work-life balance, we are not just offering a benefit – we are making a long-term investment in our team and their wellbeing.

CHARITABLE SUPPORT

At Alpha, giving back is an important part of who we are. Over the years, we have supported charitable causes as voted on by our team, with a focus on small or independent organisations where our contributions can make a meaningful impact. This approach has allowed us to make a positive difference for important causes while creating meaningful team-building opportunities through volunteering and sponsored events.

This year, Alpha raised over £10,000 for Boxing Futures, Movember, and Noah's Ark in Malta through activities like boxing fitness classes, golf tournaments, bake sales, and raffles. Beyond financial contributions, our team volunteered their skills, such as redesigning Noah's Ark's website and contributing marketing photography.

EVOLVING OUR APPROACH FOR 2025

As Alpha grows, we are expanding our charitable initiatives through three key pillars:

- **Alpha Community:** Trialling paid Corporate Social Responsibility days in London through The Paddington Partnership, with activities like canal clean-ups and school refurbishments.
- **Alpha Support:** Participating in external fundraising events with costs partially or fully covered by the company. We encourage suggestions from employees on events that align with important causes or provide valuable team-building experiences.
- **Alpha Endorsement:** Supporting employees' personal fundraising efforts through advocacy, resources, or direct donations.

These initiatives reflect our commitment to giving back and fostering a culture of giving as we grow globally.

EMPLOYEE WELLBEING & NON-PAY BENEFITS

Supporting our team both inside and outside the office is key to maintaining a high-performing culture. Our suite of health and wellbeing benefits includes private healthcare policies, an international Employee Assistance Program (EAP), and gym access.

Employee Assistance Program (EAP)

The EAP provides employees with access to confidential counselling and resources to navigate personal and professional challenges such as stress, family issues, or bereavement. By offering this benefit, we aim to foster an open and supportive environment, where conversations about mental health are encouraged, and individuals feel empowered to seek help when needed.

Promoting Physical and Mental Wellness

Our London HQ is equipped with an onsite gym managed by our Head of Wellness, while employees in smaller international offices receive access to local gyms. Recognising the connection between physical activity and mental wellbeing, we've introduced fitness challenges that unite our international teams, blending competitive spirit with camaraderie. Our Head of Wellness ensures that fitness is accessible to all, breaking down barriers to participation and encouraging a culture of inclusion.

PERSONAL DEVELOPMENT & TRAINING

Personal development is a cornerstone of our high-performance culture. We are deeply committed to providing every employee with the support and tools they need to maximise their potential, empowering both individual growth and the success of our company. As part of this, we are proud to support external training and qualifications that enhance employees' roles. Each year, many of our team members undertake company-sponsored programmes to develop their skills further. In 2024, we aim to formalise our professional development policy to encourage even more employees to pursue growth opportunities. This initiative will include a comprehensive strategy to improve awareness and visibility of professional development options across the business.

We are also committed to helping our team make the most of the rewards and benefits available to them. To support this, we host financial well-being sessions that offer practical guidance on maximising the use of their pensions and savings, and accessing resources to aid in financial planning for the future.

OFFICE ENVIRONMENT

At Alpha, we believe that the right environment has a positive impact on supporting our employees' well-being and enabling them to perform at their best. Our offices are designed to go beyond the traditional workspace, offering environments that prioritise health, creativity, and collaboration.

While our larger offices embody this vision fully, we recognise that not all of our international offices currently share the same design features. When establishing new overseas locations, we often start in temporary spaces that meet the immediate needs of our growing teams. This approach allows us to enter new markets quickly and flexibly. Even in these smaller or temporary offices, we ensure employees have access to high-quality equipment, such as ergonomic chairs, sit-stand desks, and other tools that support comfort and productivity. Wherever possible, we incorporate elements of our culture and values, creating spaces that foster connection, collaboration, and a sense of belonging.

By prioritising exceptional office environments and aspiring to expand this vision globally, we aim to create workplaces where our team feels supported and motivated to do their best work.

Sustainability
Continued

OUR OPPORTUNITIES
CAREER PROGRESSION

We are committed to providing our employees with clear paths for growth and development. By prioritising internal progression, we ensure that team members can explore new challenges, take on greater responsibilities, and achieve their career aspirations within Alpha.

Our rapid expansion continues to open doors for employees to work in new areas, gain diverse experiences, take on more responsibility and accelerate their development. Whether through upward progression or moves into new business areas, our goal is to empower every individual to grow in ways that align with their ambitions and our collective success.

Alpha conducts bi-annual employee appraisals during which promotion opportunities, pay rise and bonus conversations are confirmed. Additionally, in these sessions, while the performance of the previous six months is evaluated, Alpha's managers utilise the opportunity to discuss each employee's next level of performance and forward-looking expectations. Alpha places great emphasis on "feed-forward" rather than feedback. This can only be done by setting clear expectations of what "good" looks like in each role, which managers identify via their department-specific career development frameworks. These frameworks inform and motivate each team member to fulfil the potential of their role banding, with transparency around what is required to progress to the next stage of their career.

MARKET-LEADING REMUNERATION

At Alpha, we recognise the value of rewarding our employees in a way that reflects their contributions and aligns with our long-term vision. Our remuneration packages go beyond competitive salaries, offering equity ownership and long-term share schemes that foster a true sense of partnership. Close to 150 team members currently hold an equity stake in the business, giving them not only a financial interest in Alpha's success but also a deeper sense of responsibility and long-term commitment.

These schemes ensure that employees are directly rewarded for their role in Alpha's sustained growth, creating alignment between individual performance and company goals. By providing meaningful, long-term remuneration, we empower our team to share in the success they help create and align them to building a long-term sustainable business.

UNIQUE EXPERIENCES

At Alpha, we believe in creating experiences that go beyond the ordinary. From once-in-a-lifetime incentive trips to quarterly team-building celebrations, these moments bring our people together in memorable ways.

These initiatives not only reward exceptional performance but also strengthen our sense of community and shared purpose by fostering team spirit, strengthening connections, and celebrating successes. Additionally, we integrate team-building activities with charitable initiatives, enabling us to strengthen professional collaboration while giving back to the communities we serve.

GLOBAL MOBILITY OPPORTUNITIES

Alpha's growing international presence provides employees with the chance to work in diverse markets and cultures. From short-term secondments to longer-term relocations, we support global mobility to help our team members broaden their horizons, develop new skills, and bring fresh perspectives back to the business. These opportunities reflect our commitment to fostering a globally connected workforce.

MENTORSHIP AND LEADERSHIP DEVELOPMENT

Our mentorship programmes pair experienced leaders with team members who aspire to grow into leadership roles. These relationships provide guidance, knowledge-sharing, and tailored support to help employees navigate their career paths. Leadership development initiatives, such as workshops and coaching, further equip our team with the tools to take on senior roles and thrive in them.

RECOGNITION AND REWARDS

We celebrate our employees' achievements through comprehensive recognition programmes that highlight excellence, dedication, and the embodiment of Alpha's values. Initiatives such as "A Player" awards celebrate team members who consistently go above and beyond, while spot bonuses and personalised acknowledgements ensure exceptional contributions are never overlooked.

Regular townhalls and quarterly wrap-ups provide a platform for leaders to share their teams' successes, discuss challenges and how to overcome them, and celebrate key achievements. These moments not only spotlight individual and collective wins but also reinforce a culture of appreciation and motivation.

At Alpha, we also recognise that success is not always a straight path. We value resilience and view setbacks as opportunities to grow, ensuring that the ability to bounce back is celebrated just as much as getting it right the first time.

GRADUATE PLACEMENTS

Each year, Alpha welcomes a cohort of placement students, who are in the process of completing their higher education qualifications, to take on roles across the business. Each placement student joins a department aligned with their future career ambitions and is thoroughly embedded into the day-to-day operations of their teams.

Ethical Standards

We believe that strong ethics are key to maintaining a positive and sustainable business. The principle of "Doing what's right" forms the foundation of our company charter and is intrinsic to Alpha's culture. We are dedicated to upholding and advancing our ethical practices through a range of initiatives that reflect our commitment to integrity and responsibility.

INITIATIVE	DESCRIPTION
Sales Commissions	Banks and brokers need clients to transact to make revenue and meet sales targets; however, when managing market risk, it may not always be in a client's best interest to transact. We've eliminated this conflict of interest through a unique commission structure that removes recurring revenue targets and also pays lower commissions on more complex products. Instead, we pay lifetime commissions to all employees that incentivise them to retain clients for the long-term by always acting in their best interests, even if it means foregoing shorter-term opportunities for commissions.
Employee Handbook	Our Employee Handbook, which includes a robust Code of Conduct, sets out the ethical standards expected of our team. It is reviewed annually by our Head of HR to ensure compliance with evolving legislation and internal developments, fostering a workplace culture that aligns with the highest ethical standards.
Shared Ownership	We believe that equity provides employees with an enhanced sense of ownership, and that this comes with an enhanced sense of responsibility and long-term thinking. Close to 150 employees have an equity stake in the business, and we will continue to make new shareholders in the future.
Modern Slavery & Human Rights	Recognising the potential for human rights risks within any business and supply chain, we are unwavering in our efforts to prevent modern slavery and human trafficking. In line with Section 54 of the Modern Slavery Act 2015, we conduct thorough due diligence and meet all annual reporting requirements as a qualifying commercial organisation.

INITIATIVE	DESCRIPTION
Human resource-related grievance reporting and escalation procedures	Alpha is committed to creating a safe and enjoyable workplace where everyone feels empowered and comfortable. Alpha's Anti-Harassment and Misconduct policy explicitly outlines the kinds of behaviours or actions that are not tolerated, the escalation channels available if something needs to be raised, and Alpha's response and disciplinary process that employees can expect to be followed in these incidences. Employees are prompted to utilise their line manager or the HR team for escalation; in addition to this, all employees have access to raise misconduct concerns via Alpha's Whistleblowing software. Reporting can be done confidentially or anonymously, and whistleblowers can select which senior leader within the business they want to direct their report to.
Formal Policies	To reinforce our ethical framework, we maintain formal policies designed to ensure our employees (including part-time and contractors) and suppliers uphold our high ethical standards and comply with applicable laws. These include: – a detailed formal policy on bribery and anti-corruption for both employees and suppliers (see here); – a whistleblower policy and software platform that provides whistle-blowers with protection from retaliation; – an anti-money laundering policy with a clear implementation strategy; – Anti-harassment and Misconduct and Conduct Expectations policy.
Routine Internal Audits	Our Head of Internal Audit routinely conducts audit processes as part of a three year audit plan to assess our practices across all areas of our operations, to ensure we are meeting our own high standards and identifying areas for improvement. These assessments are compiled into reports which are shared with the Board.
Whistleblowing Software	We introduced Whistleblowing Software in 2024 to ensure our team feel they can safely raise concerns. We prioritise protections for whistleblowers, creating a supportive environment that empowers employees to report misconduct without fear of retaliation.
Employee Training on Ethical Standards	All employees participate in regular training on ethical standards, with mandatory modules and assessments to maintain awareness and accountability.

Environment

The Group is required to report scope 1 and 2 emissions from energy and gas consumption under the Streamlined Energy & Carbon Reporting (SECR) framework. We voluntarily disclose scope 3 emissions as shown below.

ENVIRONMENTAL STREAMLINED ENERGY & CARBON REPORTING (SECR)

The Group's operations produce inherently low scope 1 and scope 2 emissions with scope 3 emissions driving most of our footprint. We have accordingly expanded our collation of scope 3 emission data, which now includes the impact of our purchased goods and services, capital goods and employee commuting as well as business travel. We believe we are disclosing the most significant components of our overall emissions footprint. However, we expect further refinements in future years, principally because obtaining accurate information from new building offices typically lags the start of our occupancy.

We have selected an intensity metric based on the energy consumption per employee and of Alpha Group; this is 4,942 kgCO2e per employee for 2024, compared to 9,330 kgCO2e for 2023. Last year, consumption included a substantial component associated with the fit-out of our second London office which did not recur in 2024.

In addition to SECR, this year the Group qualified for an Energy Savings Opportunity Scheme (ESOS) assessment. This is a mandatory audit of the energy used by buildings, transport and any other energy purpose to identify cost-effective energy-saving measures. The audit highlighted our London-based Corporate HQ building to be "BREEAM excellent" as the building is highly energy efficient. The 2019 building was designed with sustainability at the forefront, with water recycling representing a 71% improvement in operational energy consumption over a standard office fit-out.

The key recommendations from the ESOS audit were on transport, as whilst our overall amount of business travel was relatively low, it was an area where we felt we could improve. A travel policy was launched in 2024 which encourages employees to prioritise sustainable travel options wherever possible, such as selecting airlines with carbon offset programs, using public transport, and walking instead of taxis.

The Group believes in further minimising its environmental impact where possible. We have a mostly paperless marketing model and our team endeavours to separate waste and recycle all office supplies where possible. Other steps we have taken include automating office lights to turn off when not being used, zero use of plastic cups, the Cycle to Work scheme and an electric vehicle lease scheme with Loveelectric. We also carefully consider suppliers and their values before onboarding them.

In the prior year we stated we would target a proportional reduction in the average emission generated by business travel. While our total emissions increased by 29% to 833 tCO2e, reflecting investment in overseas offices, our average emissions per head increased by 21%.

SECR METHODOLOGY

This year, we continued our partnership with 51-Carbon Zero, who we engaged in 2023 to help us calculate our carbon footprint in line with the GHG Protocol Corporate Accounting and Reporting standard. 51-Carbon Zero has specialised knowledge of GHG and SECR reporting standards, which have been able to improve the accuracy of our carbon footprint calculation whilst reducing the chance of bias.

		31 DECEMBER 2024	31 DECEMBER 2023
TOTAL ENERGY USE COVERING ELECTRICITY, GAS, OTHER FUELS AND TRANSPORT (KWH)	UK	407,086	450,590
	Rest of the world	431,504	213,535
	Total	**838,590**	**664,125**
Scope 1: Total emissions generated through combustion of gas (tCO2e)	UK	14	9
	Rest of the world	5	1
	Total	**19**	**10**
Scope 2: Total emissions generated through purchased electricity (tCO2e)	UK	67	66
	Rest of the world	109	77
	Total	**176**	**143**
Scope 3: Total emissions generated through business travel (tCO2e)		833	645
Total emissions generated through use of water and waste (tCO2e)		57	24
Sub-total: Emissions categories previously reported		**1,085**	**822**
Total emissions generated through purchase of capital goods (tCO2e)		60	1,643
Total emissions generated through purchased goods and services (tCO2e)		963	1,125
Total emissions generated through employee commuting (tCO2e)		501	439
Sub-total: Emissions categories not previously reported (tCO2e)		**1,524**	**3,207**
Total gross emissions (tCO2e)		**2,609**	**4,029**
INTENSITY RATIO (TOTAL GROSS EMISSIONS PER HEADCOUNT)	kgCO2e PER AVERAGE EMPLOYEE	4,942	9,330

Through the enhanced data collection capabilities of the platform, we are able to continuously evolve the accuracy of our carbon reporting in relation to prior periods. During 2024, we received additional gas, electricity and business travel data relating to 2023 enabling us to increase the accuracy of the emissions data previously reported.

The figures quoted in the table above have been presented in accordance with the SECR standards and reflect our carbon footprint for 2024 and 2023. Conversion factors used to calculate the data are BEIS, EPA, GHG Protocol, CE Delft, DCCEEW and Climate Transparency.

Environment
Continued

DIFFERENCES FROM PRIOR YEAR

As previously outlined, we received and added additional emission data in 2024, which was not available at the prior year-end, as well as expanding our scope 3 data to include emissions generated through capital goods, purchased goods and services, and employee commuting.

We have accordingly restated 2023 data to reflect this new information. Emissions for categories previously reported has increased from 560 tCO2e as disclosed last year to 822 tCO2e, shown above, due to additional information in respect of our new buildings, which was not available at the time of the last annual report.

The inclusion of new categories; emissions generated through the purchase of capital goods, emissions generated through the purchase of goods and services, and emissions generated through employee commuting, has also increased the Intensity Ratio. We have restated this figure from 1,297 kgCO2e per average employee, to 9,330 kgCO2e per average employee.

CARBON NEUTRAL

We are proud to help mobilise capital towards voluntary carbon credits that aim to reduce carbon emissions in the atmosphere. This year we once again worked with Citigroup to source Voluntary Carbon Credits for our 2024 emissions via the Verra standard-approved project in Vietnam. This project finances the distribution of water purifiers to provide clean water to households in Vietnam (Project 2557) [1]. These devices aim to prevent CO2 emissions and deforestation by reducing the use of wood fuel that would have been used by households to boil and purify water. The water purifiers also aim to reduce and prevent the spread of waterborne diseases by removing 99.99% of bacteria.

Alongside the distribution, education is given to households using the stoves, as well as maintenance or replacements which can be carried out for any broken devices. All purchases of Voluntary Carbon Credits from this project ensure the financing of the above operations, and without these proceeds, the project would not be viable. The project has been through external audit and has been certified by Verra Standard.

Alpha is pleased to hear that the project has been successful and delivered 364,000 water purifiers across Vietnam to rural, low-income households.

WHY WE CHOSE THIS PROJECT

We chose this project to recognise the role Alpha can play in reducing the World's carbon emissions, whilst also improving the livelihood of others. The project aligns with many of the United Nation's Sustainable Development Goals (SGDs), such as: No poverty (Goal 1); Good Health (Goal 2); Clean Water and Sanitation (Goal 6); and Climate action (Goal 13).

We take pride in being able to offset our emissions in a way that produces not only environmental benefits but also social and political benefits.

Alpha is alert to the fast-developing discourse on how capital markets can have a positive impact on improving the world's environmental situation through investing in carbon-offsetting projects. However, there is always the risk of greenwashing where projects are being produced without having been through a rigorous assessment of their quality and integrity. By being Verra standard approved we are confident that our carbon credits will have a genuine impact in reducing the world's emissions.

[1] https://registry.verra.org/app/projectDetail/VCS/2557

Task Force for Climate Related Disclosures

During the year, the Group has carefully considered the Task Force on Climate-related Financial Disclosures (TCFD) Recommendations. The Board has assessed the materiality of climate-related matters taking into consideration the extent to which climate change poses a material risk to the business, summarised as follows:

MATERIALITY CONSIDERATION POINT	ASSESSMENT OUTCOME
Size of environmental footprint.	Alpha is a service-based business with relatively low levels of scope 1, and 2 emissions. The main constituent of our scope 1 and 2 emissions relates to the costs of running our offices. Our scope 3 emissions principally comprise the purchase of goods and services and business travel. See environmental report on pages 60-62 for further information.
Whether any particular segments, or elements of the business model that could be significantly impacted.	No particular segment or element of the business has heightened exposure to climate risk. The customer base for both Corporate and Private Markets divisions is well diversified across sector and geography (see www.alphagroup.com/financial-information for sector concentration).
Complexity of supply chain and exposure to climate-related factors.	Alpha is an asset-light business. Its supply chain comprises primarily of financial institutions and a range of large SaaS providers, without undue concentration in any one area.
Possible impact of climate risks.	Based on analysis of the relevant risk factors, the Board considers the impact of climate change on the business as being low.
Whether likelihood of risks and associated financial impacts could significantly evolve over time.	The above conclusion considers risk over the short, medium and long term.

Following the assessment, the Board has concluded that climate-related risks are not material to Alpha. It has taken this into account when applying the TCFD framework to ensure the level of disclosure is commensurate to the level of risk. In the table overleaf we summarise our current approach against the disclosures set out in the TCFD framework.

TCFD RECOMMENDED DISCLOSURE AND COMPLIANCE	ACTIVITIES TO DATE AND ACTIONS TO ACHIEVE COMPLIANCE
Governance (a) Describe the Board's oversight of climate-related risks and opportunities. COMPLIANT	The Board has overall accountability for ESG, including oversight of climate-related risks and opportunities. This is supported by the Risk Committee, which provides strategic guidance. **Activities to Date:** The Directors evaluate climate-related risks annually as part of the Principal Risk Assessment, and are responsible for the Group maintaining its status as a Carbon Neutral company.
Governance (b) Describe management's role in assessing and managing climate-related risks and opportunities. COMPLIANT	The Executive Management team are responsible for identifying and reporting climate-related risks within their domains. **Activities to Date:** Climate risks have been embedded into the risk management framework. Specific risks have been linked to operational, compliance, and reputational impacts in line with enterprise-wide assessments. **Planned Actions:** Further training to improve climate-related risk assessment processes in annual risk review processes.
Strategy (a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term. COMPLIANT **Strategy** (b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning. PARTIALLY COMPLIANT **Strategy** (c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario. PARTIALLY COMPLIANT	The risks identified include risks around supply chain disruptions and energy cost volatility for the Group, its clients and suppliers, as well as increased frequency and severity of physical climate events. We see these risks emerging in the short term and may become more significant in the medium to longer term. **Activities to Date:** Enhanced climate risk identification has begun, focusing on operational, strategic, and financial exposures. **Planned Actions:** A more comprehensive climate risk assessment will be conducted to refine short-, medium-, and long-term climate-related opportunities and risks. The business is considered resilient in the near term to climate change impacts. Our client base is well-diversified across all sectors, our market penetration is low, and so is our concentration of exposure to individual counterparties and geographies. To the extent individual entity or specific sectoral or geographical issues arise, we believe the overall market opportunity will remain and the organisation's operations and strategy for growth to be resilient. **Planned Actions:** Keep this assessment under review in the current year.

Task Force for Climate Related Disclosures
Continued

TCFD RECOMMENDED DISCLOSURE AND COMPLIANCE	ACTIVITIES TO DATE AND ACTIONS TO ACHIEVE COMPLIANCE
Risk Management (a) Describe the processes for identifying and assessing climate-related risks. COMPLIANT Risk Management (b) Describe the processes for managing climate-related risks. COMPLIANT Risk Management (c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into overall risk management. COMPLIANT	Climate-related risks are assessed within the existing enterprise risk management framework. Planned Actions: Continue to refine the risk register to ensure consistent identification of climate-specific risks if appropriate. Consider embedding climate risk management deeper into large scale procurement and material investment decisions – where appropriate.
Metrics and Targets (a) Describe the metrics used to assess climate-related risks and opportunities in line with the strategy and risk management process. PARTIALLY COMPLIANT Metrics and Targets (b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 GHG emissions and related risks. PARTIALLY COMPLIANT Metrics and Targets (c) Describe the targets used to manage climate-related risks and opportunities and performance against targets. NON-COMPLIANT	In assessing the materiality and impact of climate-related risks and opportunities we consider our greenhouse gas emissions data to be the key metric. We are currently disclosing Scope 1 and Scope 2 emissions, and certain elements of our Scope 3 emissions in our environment report on page 61. We do not have specific targets or metrics against which we are managing climate-related risks or opportunities. We have now engaged external providers to support our collation and assessment of our emissions data, and consider 2023 to be a baseline reference for consideration when assessing our emissions. We will assess whether it is appropriate to set targets for our emissions over the coming year.

Engaging with our Stakeholders (s172)

Our Directors are aware of their responsibilities under Section 172 (1) of the Companies Act 2006 and take their responsibilities seriously. In making its decisions throughout the year, the Board considers it has acted in a way that would promote the success of the Company for the benefit of its members as a whole, whilst having regard to stakeholders and matters set out in Section 172(1) (a-f) of the Act.

In 2024, we identified six key stakeholder Groups, whose interests the Board considers and balances when making their decisions. The table below outlines how we engaged with them throughout 2024, and how their interests have influenced some of the decisions that have been made.

Clients

Understanding the needs and challenges of our clients remains central to our growth strategy and commitment to excellence.

HOW WE ENGAGED	KEY TOPICS	KEY OUTCOMES
– Client surveys to gauge satisfaction and capture insights, with results reviewed by senior leadership. – Participation in multiple industry events in 2024. – Active memberships with key industry associations to ensure we stay ahead of client needs and sector trends. – Personalised engagement by Directors with key clients. – Feedback from frontline employees is escalated to senior management, and the Board where appropriate. – The Board reviews key client data and trends, such as growth in client numbers, retention, and sector concentration. – Proactive communication via email updates on upcoming product developments and releases, encouraging two-way dialogue.	– Customer experience and key challenges they face. – Regulations and compliance. – New products and features. – Reasons for choosing Alpha. – Alpha's business model. – Technology propositions.	– Enhanced product offerings, both online and offline to provide a better client experience. – Client feedback implemented into our product development roadmap, resulting in improved features and service delivery. – Approval of the annual budget, which includes investment to ensure we continue to improve the quality and efficiency of interactions with clients. – Investment in improved interaction channels on our platform, ensuring clients enjoy an efficient and seamless experience.

Our Shareholders

We value our shareholders' perspectives and the critical role their investments play in supporting our growth.

HOW WE ENGAGED	KEY TOPICS	KEY OUTCOMES
– CEO and CFO meetings with major shareholders after interim and full-year results, supplemented by site visits and attendance at investor conferences. – Quarterly shareholder analysis presented to the Board to identify key trends and concerns. – Anonymous feedback from investors via Nomads during roadshows. – Invitation for all shareholders to pose questions at the Annual General Meeting.	– Operational and financial performance. – Alpha's business model, strategy and vision. – Impact of macro-environment. – The Alpha culture. – Capital allocation. – Market opportunities. – Key risks and governance. – Dividend strategy. – Sustainability initiatives and goals. – Board remuneration policy and founder-incentive initiative.	– Enhanced reporting detail in trading updates and annual reports to address shareholder interests. – Feedback from investors presented back to the Board. – Continued focus on ESG initiatives.

Our Business Partners & Suppliers

Our partners and suppliers (for example banking counterparties or third-party software vendors) are instrumental in delivering a leading service to clients, amplifying our capabilities and operational efficiencies.

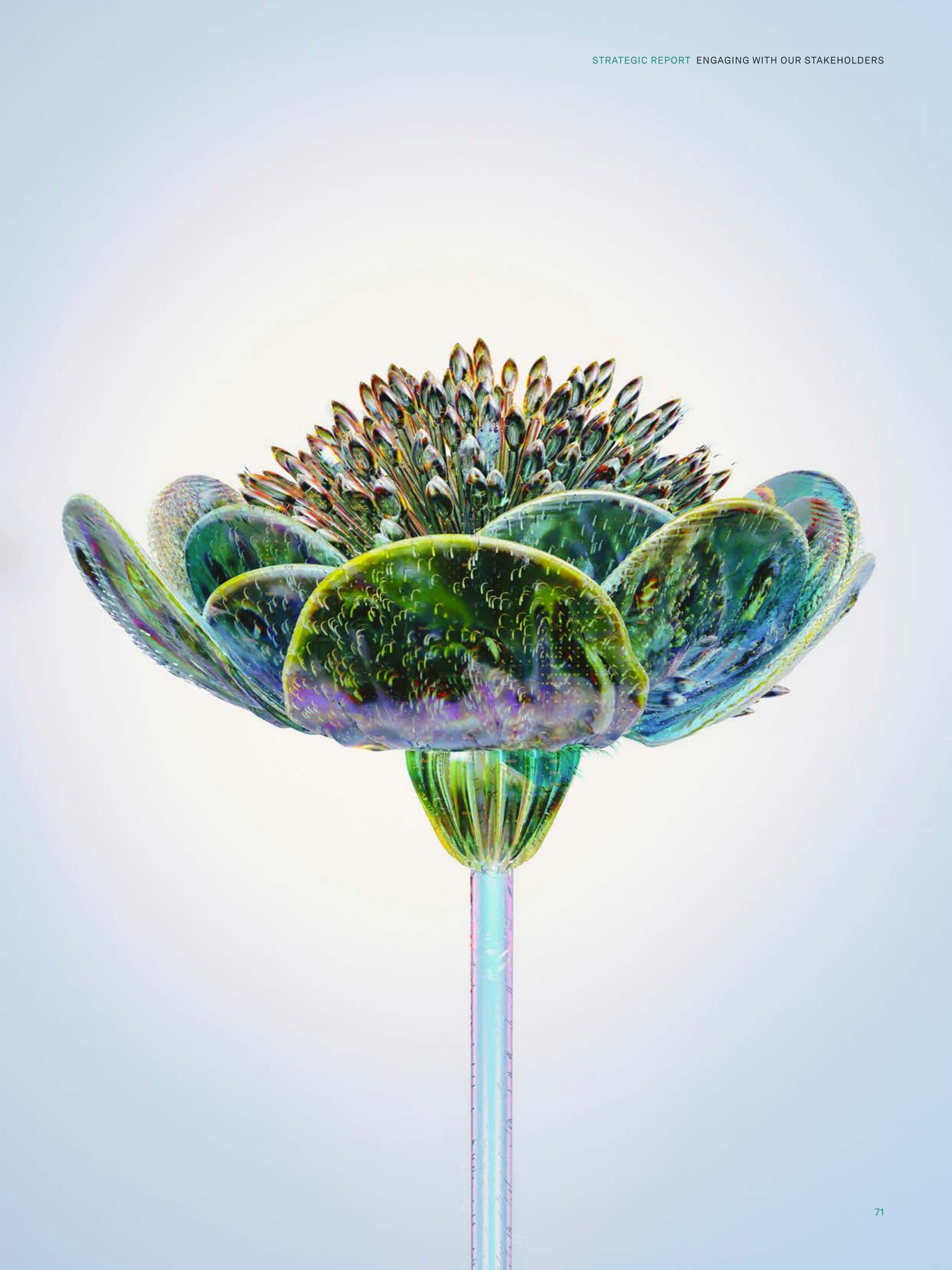
HOW WE ENGAGED	KEY TOPICS	KEY OUTCOMES
– Sharing of key regulatory announcements, face-to-face meetings, site visits and telephone contact. – Senior management engagement to nurture long-term relationships with key suppliers and service providers. – Collaboration with private market channel partners to expand Alpha's reach and strengthen solution recommendations. – Collaboration with Citigroup on carbon offsetting initiatives.	– Financial and operational performance. – Strategic direction. – Key challenges we face. – Business referrals and promotional support. – Risk, governance and compliance. – Innovation and knowledge sharing. – Diversity & inclusion. – Employee wellbeing.	– Leveraging suppliers' capabilities has enhanced our service offerings and business operations. – We continue to partner with a selection of high-quality businesses that understand our company and the part they play in our long-term success. – Increased emphasis on diversity and inclusion with our recruitment partners. – Continued focus on transparency around compliance, governance, and strategic goals with our partners, enhancing trust. – We are a carbon neutral company through our collaboration with Citigroup.

Engaging with our Stakeholders (s172)
Continued

Employees

Our people are the lifeblood of our business. Their skills, values, and commitment enable us to provide a leading level of service to our clients and grow our business.

HOW WE ENGAGED	KEY TOPICS	KEY OUTCOMES
– Bi-annual employee engagement surveys, with results reviewed by the Board and Heads of Department and distilled into actionable insights. – Company-wide monthly newsletters from CEO. – Regular 360 feedback exercises carried out on Senior Management and those in leadership roles. – Quarterly townhalls from divisional MDs to update and inspire teams. – International incentive trips and team-building events. – Weekly executive committee meetings to align and share knowledge across Group leaders. – Exit surveys and interviews to capture feedback from departing employees.	– Reward, recognition and appreciation. – Vision, strategy and progress for the Group and each division. – Strategic workforce planning and effective resourcing. – Fostering an inclusive and collaborative Company culture. – Creating an office environment which team members enjoy coming to work at. – Compliance, Anti-money laundering & Cyber Security responsibilities. – Charity and fundraising initiatives. – Learning, development and career progression.	– A high-performing and energised team. – Transparency of key objectives and strategy, aligning individual goals to business goals. – Bi-annual remuneration reviews to ensure remuneration is competitive and fair. – 'Working from home' budget to support remote work performance and setup. – Robust employee handbook which ensures our team know what is expected of them and how the business will support them. – Personal development plans highlighting career progression opportunities. – Training and education initiatives equip employees with skills for professional growth.



Non-financial information and sustainability statement

The following table and the information throughout our 2024 Annual Report and Accounts and on our website that it refers to have been put together to comply with Sections 414CA and 414CB of the Companies Act 2006 and help our stakeholders understand our position on key non-financial and sustainability matters.

NON-FINANCIAL MATTER	RELEVANT STATEMENTS, POLICIES AND PROCEDURES THAT GOVERN OUR APPROACH	RISK MANAGEMENT AND ADDITIONAL INFORMATION	ASSOCIATED KPIS AND OTHER PUBLISHED METRICS
Business model	– N/A	– Business model | pg 35	– Key performance indicators | pg 23
Employees	– Employee handbook – Data protection policies – Health & safety policies – Equal opportunities policy – Whistleblowing policy – Shared ownership	– Principal risks | pg 36 – Stakeholder engagement | pg 68-70 & 93 – Directors' report | pg 142 – Corporate Governance Report | pg 82 – Directors' Remuneration Report | pg 108 – Ethical standards | pg 58	– Employee engagement score – Gender and ethnicity diversity | pg 53 – Workforce remuneration

NON-FINANCIAL MATTER	RELEVANT STATEMENTS, POLICIES AND PROCEDURES THAT GOVERN OUR APPROACH	RISK MANAGEMENT AND ADDITIONAL INFORMATION	ASSOCIATED KPIS AND OTHER PUBLISHED METRICS
Human rights	– Modern slavery and human trafficking policy	– Ethical standards | pg 58	– Modern slavery and human trafficking statement: alphagroup.com/modern-slavery/
Social matters	– Volunteering policy	– Stakeholder engagement | pg 68 – Ethical standards | pg 58 – Principal risks: Reputational risk | pg 47	– Employee engagement score – Employee survey outcomes – Gender and ethnicity diversity | pg 53 – Charitable donations | pg 54
Anti-corruption and bribery	– Annual ethics audit and regular online training – Bribery & anti-corruption policy – Whistleblower policy – Gift & Entertainment Policy	– Principal risks: Regulatory risk & Operational risk | pg 40,42 – Ethical standards | pg 58 – Audit Committee report | pg 94	– Whistleblowing policy: alphagroup.com/legal – Principal risk movement | pg 40-48
Environmental matters	– Streamlined Energy and Carbon Reporting – Carbon Neutral standard	– Sustainability: Environment | pg 60 – Task force on climate-related financial disclosures | pg 64	– Streamlined Energy & Carbon Reporting | pg 60

S172 – Board Decisions

This disclosure forms the Directors' statement under Section 414CZA of the Companies Act 2006. The Directors have had regard to the matters set out in Section 172(1) (a) to (f) of the Companies Act 2006 in their decision-making processes.

Both individually and collectively, the Directors believe that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in Section 172(1)(a) to (f) of the Companies Act 2006) in all decisions taken by the Board during the 53-week period ended 5 May 2024 (FY24).

Under Section 172(1) of the Companies Act 2006, a director of a company must act in the way he or she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- The likely consequence of any decision in the long term.
- The interests of the Company's employees.
- The need to foster the Company's business relationships with suppliers, customers and others.
- The impact of the Company's operations on the community and the environment.
- The desirability of the Company maintaining a reputation for high standards of business conduct.
- The need to act fairly as between members of the Company.

Further key Board decisions taken during the year can be found in the *'What the Board did during the year'* section of the Corporate Governance report on page 92.

DECISION IN FOCUS: CEO SUCCESSION

Following Morgan Tillbrook's decision to step down as CEO at the end of 2024, the Board (supported by the Nomination Committee) was required to make a decision on the appointment of his successor. Key factors considered by the Board in its decision to appoint Clive Kahn as CEO included:

- **Long-term consequences:** The need for a successor with the skills, experience and commitment to continue the Company's growth trajectory (to the benefit of shareholders and other stakeholders), and to provide leadership stability. Clive's suitability for the role also ultimately meant that a protracted search process and period of uncertainty could be avoided.
- **Interests of employees:** The need for a successor who would understand and embrace the positive culture of the business, and support employees in their roles to continue delivering strong performance across the business. Clive's deep understanding of the business, its staff and culture, through his period as its Chair, was again extremely beneficial in providing continuity and stability.
- **Relationships with suppliers and customers, and high standards of business conduct:** The need for a successor with credibility in the sector, and a deep understanding of the needs of our corporate and private market clients.

These considerations were set out in papers presented to the Nomination Committee and Board in support of their ultimate decision to appoint Clive Kahn as CEO.

The Board

DAME JAYNE-ANNE GADHIA (DBE, CVO)
NON-EXECUTIVE CHAIR

Skills & Experience

Dame Jayne-Anne has over 30 years of experience in financial services and technology. A chartered accountant, she co-founded Virgin Direct in 1995 and served as CEO of Virgin Money (2008–2018), leading its acquisition of Northern Rock and public listing in 2014. Following the sale of Virgin Money, she joined Salesforce (2019–2021) before founding the fintech, Snoop, and successfully completing its sale to Vanquis Bank in 2023.

Jayne-Anne is currently Lead Non-Executive Director at HMRC, Chair of Moneyfarm, Senior Independent Director at the Tate, and Senior Advisor at Vanquis Bank. She was the UK Government's Women in Finance Champion (2016–2021) and continues to support the Women in Finance Charter as an adviser. She also sits on the Mayor of London's Business Advisory Board and the Financial Inclusion Policy Forum. Jayne-Anne has been recognised with a number of honours, including CBE, Damehood and CVO.

Maintaining Skill Set

Jayne-Anne's skills and experience are kept up to date by the nature of her current roles, and her CPD as a Chartered Accountant. She also undertook further CPD in 2024 through a certified course in AI from the Said Business School in Oxford.

Nomination Committee Chair
Remuneration Committee member
Audit Committee member

Appointed: 2024

CLIVE KAHN
CHIEF EXECUTIVE OFFICER

Skills & Experience

Clive has over 40 years of experience in financial services, successfully scaling companies in FX and card payments. Joining Alpha Group as Chairman before its IPO in 2016, he held this role alongside his position as CEO of takepayments, a payments solution business he acquired with partners in 2015. Prior to this, Clive spent seven years as CEO of Cardsave, another card acceptance and payments solutions business, leaving in 2014 after managing its merger into Worldpay UK ltd. Before this, he was Chief Financial Officer and then Chief Executive Officer of Travelex, the global foreign exchange business from 1985-2006.

Maintaining Skill Set

As Chief Executive Officer of Alpha, Clive's skills and experience are kept up to date by the nature of his current role. He also attends a variety of skill-focused conferences.

None

Appointed: 2016

TIM POWELL
CHIEF FINANCIAL OFFICER

Skills & Experience

Tim brings over 20 years of experience working in high-quality fast-growing public companies. 17 of these years were at the FTSE 100 listed, London Stock Exchange Group ("LSEG"). He was CFO of the LSEG's largest subsidiary, London Stock Exchange, and was finance lead for the $27bn acquisition and integration of Refinitiv. Tim is a Chartered Accountant and graduated with an engineering degree from Birmingham University.

Maintaining Skill Set

As CFO of Alpha, Tim keeps his skills and experience up to date by nature of his day-to-day role. Furthermore, as a Chartered Accountant he undertakes Continuous Professional Development (CPD) training, alongside a variety of technical courses and subscriptions to professional publications.

None

Appointed: 2022

TIM BUTTERS
CHIEF RISK OFFICER

Skills & Experience

Tim joined Alpha in 2019 with over 15 years' experience in risk management, including as Head of Risk at World First, the global payments provider, and Mako Trading, a leading derivatives market maker. Beginning his career at Mitsubishi UFJ Securities, Tim has experience across both financial and non-financial risk and is Certified by the Global Association of Risk Professionals having achieved their FRM designation.

Maintaining Skill Set

Tim's experience is kept up to date by the nature of his day-to-day role. He is a member of the Global Association of Risk Professionals and undertakes regular CPD training.

None

Appointed: 2021

VIJAY THAKRAR
NON-EXECUTIVE DIRECTOR

Skills & Experience

Vijay is a Chartered Accountant with extensive strategic, commercial and governance experience with fast-growth listed companies, and was also previously a Partner at EY and Deloitte, chairing Deloitte's mid-cap listed companies' practice. He has served on various Boards as a Non-Executive, including The Quoted Companies Alliance and Quorn Foods. Vijay is currently a Non-Executive Chair at Treatt plc and Alumasc Group plc, and a Non-Executive Director at RSM Group.

Maintaining Skill Set

Vijay stays up to date by virtue of his roles and CPD training that he continues to undertake, including attendance on various update webinars and training events.

Remuneration Committee Chair
Audit Committee member
Nomination Committee member

Appointed: 2021

NICOLE COLL
NON-EXECUTIVE DIRECTOR

Skills & Experience

Nicole is a Chartered Accountant with over 25 years of global financial services experience. She has held a number of Executive Director, C-suite and leadership roles, including as CFO of a privately owned UK Bank, Chief Financial Accountant at the Bank of England and several senior finance roles at Société Générale.

Nicole maintains a diverse portfolio of independent non-executive director roles. Her more notable appointments include serving as a Non-Executive Director & Chair of the Remuneration Committee at Société Générale International Limited, as well as Senior Independent Non-Executive Director and Chair of both the Audit and Remuneration Committees at Atrium Underwriting Group Ltd. Additionally, she is a Non-Executive Director and Chair of the Audit Committee at DF Capital Bank Limited, and a Senior Independent Non-Executive Director, Deputy Chair, and Chair of the Audit Committee at Dudley Building Society.

Maintaining Skill Set

Nicole's skills and experience are kept up to date by the nature of her current roles, and a variety of continuous professional development (CPD) training, required annually as a Chartered Accountant. Additionally, Nicole also attends a variety of skills focused Non-Executive Director networking opportunities and financial service updates and seminars.

Audit Committee Chair
Nomination Committee member
Remuneration Committee member

Appointed: March 2025

Executive Committee

To strengthen collaboration and ensure agile decision-making across the business, the Group has established an Executive Committee. The Executive Committee is the most senior decision-making body beneath the PLC Board, and plays an important role in aligning our organisation, driving efficiency, and reinforcing a shared strategic direction.

Alpha's decentralised strategy brings significant advantages, including agility and entrepreneurial spirit. It is important to compliment these strengths with strong collaboration between divisions, a sharing of experiences and an underlying focus on Alpha as one unified business. The Executive Committee was created to enhance this cohesion, enabling faster, well-informed decisions while ensuring alignment across our two main divisions and Central Services.

The Executive Committee meets weekly to review and approve key strategic and operational matters, ensuring clarity, transparency, and coordination across the organisation. Above all, the Executive Committee exists to support every member of the Alpha team in performing their roles more effectively and efficiently, helping us all work towards our shared goals.

Its members are:

- Clive Kahn, CEO
- Tim Powell, CFO
- Tim Butters, CRO
- Sam Marsh, CEO, Private Markets
- David Christie, COO, Private Markets
- Alex Howorth, CEO, Corporate
- Jorge Schafraad, CEO, Cobase
- Matt Knowles, Strategic Adviser

Additional bios for those not already covered in the PLC Board are provided below.

MATT KNOWLES
STRATEGIC ADVISER

Matt joined Alpha in 2018 as an Independent Non-Executive Director before transitioning to a more active role as Strategic Adviser in 2022.

An accomplished entrepreneur, Matt co-founded HiFX, a leading international payment services provider, and spent 19 years driving its growth. Under his leadership, the company expanded to six international offices with 400 employees, completed multiple acquisitions, and was successfully sold to Nasdaq-listed Euronet Worldwide.

Beyond Alpha, Matt is a Venture Partner at TempoCap, a late-stage VC fund investing in disruptive technology companies. Tempocap investments include successful exits such as Currencycloud, Talentsoft, and Depop.

Executive Committee
Continued

ALEX HOWORTH
CEO, CORPORATE

Alex joined Alpha in 2014 as one of the original cohorts of Portfolio Managers. In the eleven years since then, he has been instrumental in instilling the unique performance culture and business philosophy that has grown Alpha into one of the leading global players in the Corporate FX Risk Management space.

As CEO of Alpha's Corporate division, today Alex leads a team of close to 200 people across seven countries and is responsible for setting the direction of the division, delivering on its growth strategy, and developing its future vision.

Alex graduated from Cambridge with a Masters degree in Politics and Philosophy.

SAM MARSH
CEO, PRIVATE MARKETS

Sam joined Alpha in 2018 to set up the company's private markets division and has over a decade's experience leading financial services companies within the private markets. Prior to joining Alpha, Sam was the founder and Head of Sales of the Institutional FX division at AFEX – a global foreign exchange company that went on to be acquired by Fleetcor in 2020.

Under Sam's leadership, Alpha's Private Markets division has evolved from being a specialist provider of foreign exchange solutions to the alternative investment industry, to a leading banking alternative, with over 250 employees.

As CEO of Alpha's Private Markets division, Sam is responsible for devising and leading the global growth strategy for the division across all of its product lines. Passionate about the private markets industry, he is also a regular guest speaker and contributor to various industry associations and publications.

DAVID CHRISTIE
COO, PRIVATE MARKETS

David has 30 years of experience delivering technology-enabled change and digital transformation in FX and payments across major global players, including ICAP, Barclays, Euronet (HIFX/XE/Ria), Vitesse, and Argentex. During this time, he has held a range of senior board-level and executive management roles, including CEO, COO, and CTO/CIO.

David has extensive expertise in strategic planning and execution, driving revenue growth through geographical expansion and product innovation, as well as improving operational efficiency through business process transformation and organisational redesign. He also has significant experience in leading large-scale programmes, including multiple competitor acquisitions and subsequent integrations.

JORGE SCHAFRAAD
CEO, COBASE

Jorge is the founder and CEO of Cobase. He has been working in the transaction services domain for more than 25 years with various positions at different banks, mostly in channel management but also working on complex IT and risk management systems and projects and products related to payments and cash management. He has a passion for innovation and is a firm believer in co-creation.

Corporate Governance Statement
Chairs Introduction

"I am pleased to present our Corporate Governance statement for the year-ended 31 December 2024, which is both our first as a Main Market listed business and FTSE 250 constituent, and my first since my appointment as Chair on 1 November 2024."

This section of the Annual Report describes how we have applied the principles of the 2018 version of the UK Corporate Governance Code (the Code), as well as setting out the key activities of the Board and its Committees during 2024.

Dame Jayne-Anne Gadhia, DBE, CVO
Chair

Dear Shareholders,

2024 has been a year of significant progress and change for Alpha Group, marked by strong financial and operational performance. Despite a challenging economic backdrop, we delivered record financial results, strengthened our balance sheet, and continued to invest in technology and talent to support future growth. These achievements underscore the resilience of our high-touch, high-tech business model and the dedication of our talented teams worldwide.

Following our admission to the Main Market on 2 May 2024, we were delighted to also be included in the FTSE 250 index from the end of June, a major milestone for the business less than eight years after its IPO on AIM, and reflecting the hard work of our management and team in growing the business over that period.

From a corporate governance perspective, and particularly in relation to the composition of the Board, 2024 has been very much a transitional year. As described in this report, and the Nomination Committee report, we recognise that as we currently stand we do not meet the independence requirements of the Code, but as described in the Nomination Committee report on page 105 we have recently appointed Nicole Coll as an additional Non-Executive Director and Audit Committee Chair, and have further Non-Executive Director recruitment plans in place to ensure that we address this, and Code requirements around Audit and Remuneration Committee composition, in the short to medium term, as a matter of urgency.

The Board, supported by the Nomination Committee, has overseen the process to agree and appoint Clive Kahn as Morgan Tillbrook's successor as CEO of the business. This accelerated my succession into the role as Board Chair (Clive having stepped down from that role when he was appointed as an Executive Director on 1 November 2024 to support a managed handover with Morgan). I would like to thank Clive for his leadership of the Board in his role prior to that date, and I look forward to working with him in his executive role moving forwards. I would also like to reiterate the Board's thanks to Morgan for his exceptional leadership of the business he founded, and for his continuing support as our largest shareholder, including through the gift of shares to key members of the team as described in the Remuneration Committee Report on page 112.

The Board is committed to upholding high standards of corporate governance and ensuring that all of its practices are conducted transparently, ethically and effectively. We have a robust corporate governance framework, and have agreed a detailed rolling schedule of activity for our Board and Committee meetings to ensure that we fulfil specific governance-related obligations at the appropriate time during the year. Our Executive Directors provide detailed and timely information in advance of our Board meetings, which supports constructive debate and challenge at our meetings, and we have a culture of openness and transparency around the Board table.

As set out in the following report, during 2024 the Board conducted an externally facilitated evaluation process. This was initiated prior to my appointment as a Director, but reported to the Board once I had joined, and I was pleased to note that the feedback reflects our open and transparent culture, indicating that while we are happy to acknowledge areas that work well, we are also willing to identify areas which can be developed or improved.

I would finally like to thank all of our shareholders for their continued support of the business.

Dame Jayne-Anne Gadhia, DBE, CVO
Chair
18 March 2025

Corporate Governance
Our UK Corporate Governance Code Compliance

Since its admission to the Main Market of the London Stock Exchange, the Company has been required under the UK Listing Rules to comply or explain against the principles and provisions of the 2018 version of the UK Corporate Governance Code (the Code) (a copy of which can be found on the website of the Financial Reporting Council, www.frc.org.uk). Prior to Main Market admission, the Company adopted the QCA Corporate Governance Code.

In the period from Main Market admission to 31 December 2024, the Company has applied all of the principles of the Code, and complied with all provisions of the Code, save as set out below:

CODE PROVISION	CONTEXT FOR NON-COMPLIANCE	LOCATION OF EXPLANATION FOR NON-COMPLIANCE
11 At least half the Board, excluding the Chair, should be Non-Executive Directors whom the board considers to be independent.	Change in independence requirements between QCA Code and the Code. To be addressed through NED recruitment in short to medium term.	Board Independence – page 89
12 The board should appoint one of the independent Non-Executive Directors to be the senior independent director.	No formally appointed SID from 1 November – Vijay Thakrar assumed the role of SID (as only Independent NED).	Division of Responsibilities – page 87
24 The Audit Committee should comprise a minimum of three independent Non-Executive Directors. The Chair should not be a member.	Current Board size does not support compliance. To be addressed through NED recruitment as a priority matter.	Audit Committee report – page 96 Nomination Committee report – page 104
32 The Remuneration Committee should comprise a minimum of three independent Non-Executive Directors.		

BOARD LEADERSHIP AND COMPANY PURPOSE

Governance Framework

The Board is collectively responsible for the effective oversight of the Company and the long-term success of its business, including overseeing the development of the Group's strategic aims and objectives and ensuring an appropriate system of governance (including systems of internal control and risk management) is in place. The Group's business model and strategy (as developed and approved by the Board) are set out on pages 33 and 35 respectively, and detail how the Group strategy generates value in the long term.

The Board is also responsible for establishing our purpose and values, and providing leadership in setting the desired culture of the business and ensuring that this is embedded throughout the Group. As noted below, Vijay Thakrar has been appointed as our Designated Workforce Engagement Non-Executive Director, and his work in that role will assist the Board in its assessment and monitoring of culture going forward.

The Board has approved a formal Schedule of Matters Reserved for the Board which describes its role and responsibilities. Some of the Board's responsibilities are delegated to the Audit, Nomination and Remuneration Committees, through agreed Terms of Reference, and the responsibilities of each Committee are described in the governance framework on page 86 and in the relevant Committee reports.

The Schedule of Matters Reserved for the Board, and the Committee Terms of Reference, are subject to annual review, and are available on the Company's website.

www.alphagroup.com/investors

Corporate Governance
The Board

THE BOARD

The Board is primarily responsible for setting the Group's strategy for delivering long-term value to our shareholders and other stakeholders, providing effective challenge to management concerning the execution of the strategy, setting the Group's risk appetite and ensuring the Group maintains effective risk management and internal control systems.

AUDIT COMMITTEE	REMUNERATION COMMITTEE	NOMINATION COMMITTEE
– Reviews integrity of annual and interim financial statements. – Reviews accounting policies, financial reporting and regulatory compliance. – Reviews internal financial controls and monitors effectiveness of risk management and internal control systems. – Maintains an appropriate relationship with the external Auditor and Internal Audit function. – Monitor's the Group's financial internal controls.	– Develops and monitors the ongoing appropriateness of the Group's policy on Executive remuneration. – Determines the levels of remuneration for the Board and leadership. – Monitors remuneration structures and recommends changes. – Reviews overall workforce remuneration and related policies.	– Reviews the structure, size and composition of the Board. – Recommends potential Board and senior management appointments to the Board. – Oversees succession planning for the Company's Directors and senior leadership team. – Promotes diversity, equity and inclusion.
Audit Committee report: Page 94	Remuneration Committee report: Page 108	Nomination Committee report: Page 103

EXECUTIVE COMMITTEE

Reporting to the CEO, the Executive Committee is responsible for the day-to-day operations of the Group, and implementing the Board approved strategy. The Executive Committee monitors Group performance against agreed financial and operational KPIs, and (supported by specific internal committees) manages risk and compliance through the implementation of controls, policies and procedures.

Composition: CEO, CFO, CRO, CEO Corporate, CEO Private Markets, COO Private Markets, CEO Cobase, Strategic Advisor.

SUPPORTING COMMITTEES

The executives operate a number of supporting committees that provide oversight on key business activities and risk, including:

- Corporate and Private Markets Governance, Risk and Compliance Committees
- Credit Committee
- Information Security Committee
- Private Markets Financial Crime Working Group

DIVISION OF RESPONSIBILITIES

There is a clear division of responsibilities between the Chair and Chief Executive Officer. The key responsibilities of members of the Board are set out below. Biographies of each Director, which describe the skills and experience he or she brings to the Board, can be found from page 76-78.

Chair Dame Jayne-Anne Gadhia	– Overall leadership of the Board – Chair and set agenda for Board meetings – Uphold high standards of corporate governance – Encourage open debate and interaction of the Board – Facilitate the effective contribution of NEDs – Promote effective engagement between the Board, its shareholders and other key stakeholders
CEO Clive Kahn	– Responsible for all executive matters and leading executive management in pursuing the Board agreed strategic and commercial objectives of the Group – Developing Group strategy (for Board approval), and implement decisions of the Board and its committees – Keep the Chair and Board appraised of important and strategic issues facing the Group – Promote high standards of integrity in the conduct of the Group's business, and manage Group operations in line with the agreed risk profile – Ensure that the culture, values and standards set by the Board are embedded across the Group – Investor relations activity, including communications with institutional and other major shareholders (alongside the CFO)
Non-Executive Director(s) Vijay Thakrar, Nicole Coll	– Provide objective and constructive challenge to management – Help to develop proposals on strategy – Scrutinise and monitor financial and operational performance – Support the executive leadership team, drawing on background and experience from previous roles

Corporate Governance
The Board Division of Responsibilities [continued]

Designated workforce engagement NED (DNED)[1] Vijay Thakrar	– Attendance at key employee and business events – Review messages through the 'Whistleblowing Policy' from the Group's employees – Monitor the effectiveness of employee engagement programme – Monitor the outcome of employee surveys and provide input on their design – Report to the Board on DNED activities
Chief Financial Officer Tim Powell	– Support CEO in development of Group Strategy – Lead finance strategy, and development of annual budget and business plans – Internal and external financial reporting – Managing the capital structure of the Group – Investor relations activity, including communications with institutional and other major shareholders (alongside the CEO)
Chief Risk Officer Tim Butters	– Oversees Group risk identification, measurement, management and mitigation – Supports the business with the production of risk analyses and the development of operational policies in line with agreed risk appetite – Reports regularly to the Board on the efficacy of the Group's Enterprise Risk Management framework and underlying controls
Senior Independent Director Dame Jayne-Anne Gadhia (until 1 November 2024). Currently Vijay Thakrar on an interim basis.	– Provide a 'sounding board' for the Chair in matters of governance or the performance of the Board – Available to shareholders if they have concerns which have not been resolved through the normal channels of communication – Lead (at least annually) a meeting of the Non-Executive Directors without the Chairman present to appraise the performance of the Chairman – Act as an intermediary for Non-Executive Directors when necessary and act as Chairman if the Chairman is conflicted

[1] Vijay Thakrar was appointed at the end of 2024, and therefore these are planned activities for 2025.

Senior Independent Director

Provision 12 of the Code recommends that companies should appoint a Senior Independent Director (SID), with responsibilities including those listed in the table above. Dame Jayne-Anne Gadhia was appointed as the Company's SID on 1 May 2024 and served in that role until she succeeded Clive Kahn as Chair on 1 November 2024. Although from that point Vijay Thakrar, as the only remaining Non-Executive Director, has effectively assumed the SID role on an interim basis until we have appointed a further independent Non-Executive Director, he was not formally designated with that role. The Company therefore technically has not complied with provision 12 for the period since 1 November 2024. The SID role will be reviewed once the current NED recruitment process is complete.

Board Independence

The Company met the minimum independence requirements of the QCA Corporate Governance Code in the period up to its admission to the Main Market in May 2024, but has not met the stricter requirement under provision 11 of the Code that at least half the Board (excluding the Chair) be independent Non-Executive Directors. The composition of the Board at the time of Main Market admission reflected the Company's status as a founder-led AIM business continuing in a growth phase, and although the Board's intention is to address the independence requirements as a matter of urgency, the succession planning activity in 2024 focussed on CEO and Chair succession, and Clive Kahn's move from being a Non-Executive Director to CEO has impacted on the overall balance of independence.

As described in the Nomination Committee report on page 105, a search process was initiated following the Main Market move to identify an additional Non-Executive Director, and has resulted in Nicole Coll's appointment with effect from 17 March 2025. However, the Board recognises that a further independent NED appointment will be required to meet the independence requirement of provision 11, with a search initiated in early 2025.

Notwithstanding that it has not complied with provision 11 during the period from Main Market admission to the year-end, the Board is of the view that Dame Jayne-Anne Gadhia and Vijay Thakrar are robustly independent in thought and judgement, and ensure that shareholder interests are taken into account and represented in Board discussions.

The split between independent and non-independent directors on the Board as at 17 March 2025 is shown in the table below. As noted above, although the independence calculation under provision 11 excludes the Chair, the Board continues to recognise Jayne-Anne Gadhia as independent.

INDEPENDENT	NON-INDEPENDENT
Dame Jayne-Anne Gadhia (Chair)	Clive Kahn (CEO)
Vijay Thakrar (Non-Executive Director)	Tim Powell (CFO)
Nicole Coll (Non-Executive Director)	Tim Butters (CRO)

Conflicts of interest and external appointments

In accordance with the Board-approved procedure relating to Directors' conflicts of interest, all Directors are required to notify the Company as soon as they become aware of a situation that could give rise to conflict or potential conflicts of interest. The declaration of any interests in the matters to be discussed is a standing item at the start of each Board meeting. In accordance with provision 15 of the Code, Board approval is required before any Director takes on a new external appointment.

Corporate Governance
The Board

COMPOSITION, SUCCESSION AND EVALUATION

While recognising the need to address the independence of the Board (as noted above) the Board is satisfied that the existing Directors bring a desirable and diverse range of skills, experience, personal qualities and capabilities, and as such, the composition of the Board with respect to skills and experience is strong.

The Board is committed to enhancing diversity of all types across the business, including at Board level. More detail on Board diversity is included in the Nomination Committee report on page 105.

Appointment and election

Board succession planning is overseen by the Nomination Committee (see its report on page 103 for more information on Board recruitment and succession planning activity during 2024). Each Non-Executive Director is expected to devote sufficient time to the Group's affairs to fulfil his or her duties. Their letter of appointment anticipates that they will need to commit a minimum of 20 days per annum to the Group, specifying that more time may be required. This time commitment was reviewed and confirmed as appropriate by the Nomination Committee during the year, and each of the Non-Executive Directors has confirmed that they continue to be able to devote sufficient time to discharge their duties effectively as a Director of the Company.

The Board is satisfied that each of the Directors continues to contribute effectively and is committed to their role. The Board is therefore pleased to recommend the election of Dame Jayne-Anne Gadhia and Nicole Coll, who have been appointed as Directors since the last AGM, and the re-election of all other Directors at the Company's AGM on 15 May 2025. All of the Directors have a service agreement or a letter of appointment, with details of their notice periods and unexpired terms of office set out on page 128.

Induction and ongoing development

All new Directors appointed to the Board are provided with a formal induction, the purpose of which is to help new Directors develop a sound understanding and awareness of the Group, focusing on its culture, operations and governance structure. The induction takes the form of meetings with other Board members and senior management, and the provision of an induction pack containing key documentation and information about the Group, including relevant policies and procedures.

Our Non-Executive Directors are expected to keep abreast of issues that may impact the Group and its markets, and the Company Secretary provides regular updates to the Board on forthcoming legal and regulatory matters that may impact the Group.

Board evaluation

In February 2024, the Board instructed Independent Audit (an external board evaluation facilitator) to conduct a review of the performance of the Board and its Committees, focused on the key areas of:

- Strategy;
- Risk Management;
- Financial Oversight;
- Management Team;
- People & Culture; and
- Stakeholders.

The evaluation was conducted using questionnaires prepared by the external facilitator, and were completed by all Board members. The responses were then analysed, and a detailed report summarising the responses, themes arising, and recommendations was presented at the Board's meeting in July 2024. Other than in relation to the 2024 Board performance review, *Independent Audit* has no other connection with the Company or its Directors.

Overall, the responses indicated that the Board operates effectively. Key strengths identified included the spirit of trust and openness around the Board table which supports constructive debate and challenge in Board discussions, the Board's understanding and oversight of key risks and opportunities and the underlying financial health of the business, and the Board's willingness to recognise the need to continue to develop its processes to support continued effectiveness in the Main Market environment.

The report identified a number of areas for consideration/development during the year, and examples of these are set out in the table below along with progress to date:

DEVELOPMENT AREA	PROGRESS TO DATE
Strategy - Increase time allocated to strategic oversight, in particular integrating ESG considerations into strategic decision making, and ensuring KPIs support the Board's monitoring of performance against strategy	– Full Board strategy session held in December 2024 – Rolling schedule of Board activity established, supporting appropriate time allocation on agendas
Culture - Enhance the Board's assessment and monitoring of culture across the business	– Vijay Thakrar appointed as Designated Non-Executive Director for workforce engagement
Board process, dynamics and meetings – Allocate sufficient time in Board meetings for full discussion on material topics, and strengthen Company Secretarial function	– Engaged experienced outsourced Company Secretary, and agendas structured to maximise time for discussion on strategic and material matters

A summary of the review of the performance of the Board Committees is set out in each of their following reports. It is intended that the next evaluation of the Board and its Committees will be internally facilitated and conducted in 2025.

ACTIVITY DURING THE YEAR

Board and Committee meeting attendance

The table below shows the attendance of the members of the Board and its Committees during the year against the number of meetings that they were eligible to attend.

DIRECTOR	BOARD	AUDIT COMMITTEE	REMUNERATION COMMITTEE	NOMINATION COMMITTEE
DAME JAYNE-ANNE GADHIA (appointed 01/05/2024)	6/6	2/2	3/3	2/2
CLIVE KAHN[1] (NED until 01/11/2024)	8/8	2/2	2/3	0/2
TIM POWELL	8/8			
TIM BUTTERS	7/8			
VIJAY THAKRAR	8/8	3/3	3/3	2/2
MORGAN TILLBROOK	8/8			
LISA GORDON (stepped down 01/05/2024)	2/2	1/1		

[1] In accordance with principles of good governance, although a member of the committees at the time, Clive Kahn recused himself from the meetings of the Nomination Committee and Remuneration Committee at which his appointment (and remuneration package) as CEO was discussed. This is reflected in the attendance figures above.

Corporate Governance
The Board

WHAT THE BOARD DID DURING THE YEAR

The Board meets regularly during the year, with the schedule of meetings aligning around key financial reporting events and the AGM. Standing agenda items include updates from the CEO and CFO on the operational and financial performance of the business, including tracking of performance against key metrics and KPIs, updates from the CRO on risk management activity and control effectiveness, and corporate governance updates (including the Company Secretary's report).

Specific areas of focus for the Board during 2024 included:

Strategy	Financial performance and reporting	Risk
– Divisional and regional strategy & performance – Cobase integration – Full annual Board strategy – Review of current strategy by incoming CEO	– Approval of full-year results, annual report and investor presentation – Approval of interim results – Approval of dividends – Approval of share buyback programme – Approval of 2025 budget – Regular monitoring of financial performance against KPIs	– Annual risk deep dive, with presentations on credit, operational, liquidity, compliance and IT security risks – Approval of risk appetite statements, including decision to include a risk appetite statement on the use of AI in the business – Anti-money laundering and sanctions reviews – Cyber security and resilience
Board appointments / succession	**Main Market move**	**Corporate governance**
– Appointment of Dame Jayne-Anne Gadhia as NED and Chair designate – Approval of appointment of Clive Kahn as CEO (to succeed Morgan Tillbrook) – Appointment of Vijay Thakrar as designated workforce NED – Appointment of Nicole Coll as NED and Audit Committee Chair with effect from 17 March 2025 (approved in February 2025)	– Decision to proceed – Review/briefing on ongoing Listing Rule and UK Corporate Governance Code obligations – Approval of updated terms of reference and policies to reflect Main Market status – Approval of Prospectus and other listing related documentation	– Approval of a formal annual Board and Committee activity schedule – Board and Committee performance evaluation – Review of content of Executive reports to the Board – Review and approval of the actions required to mitigate the impact of historic unlawful dividends and share buybacks (in March 2025)

Corporate Governance
Stakeholder Engagement

ENGAGEMENT WITH THE WORKFORCE

During the year, the Board's primary methods for engaging with the workforce have been through individual director's face-to-face interactions with senior leadership and other members of the team, supported by regular reporting to the Board by the Executive Directors on people-related matters, including employee engagement survey scores.

In 2024, the Board approved the appointment of Vijay Thakrar as our designated Non-Executive Director for workforce engagement (DNED), and agreed the scope of that role which includes:

- bringing the views and experiences of the workforce into the boardroom;
- working with the Board, as a whole, and particularly the executive directors, to take appropriate steps to evaluate the impacts of Board proposals and developments on the workforce, particularly on steps which may be needed to mitigate any adverse impact;
- challenging the Executive Directors as needed as to the way in which workforce engagement is undertaken and steps to be taken to address workforce concerns arising out of business-as-usual activities; and
- feeding back to employee engagement forums on steps taken to address their concerns or explain why particular steps have not been taken.

It is intended that from 2025 onwards, Vijay will attend staff town hall meetings and other employee engagement events to ensure that employee views are understood by the Board and taken into account (where appropriate) in its decision-making. We will report in more detail on Vijay's activity in the DNED role in our 2025 annual report.

SHAREHOLDER RELATIONS

As part of its ongoing investor relations programme, the Board aims to maintain an active dialogue with its shareholders, including institutional investors, to discuss issues relating to the performance of the Group. This ensures that the Board can express clearly its strategy and performance and receive regular feedback from investors. It also gives the Board the opportunity to respond to questions and suggestions. Our engagement with investors is primarily through the CEO and CFO who conduct investor and analyst presentations following the announcement of our full-year and interim results announcements. During 2024, Clive Kahn also held a number of meetings with shareholders following the announcement that he would succeed Morgan Tillbrook as CEO.

During 2024, and into 2025, the Remuneration Committee Chair (Vijay Thakrar) has also engaged directly with our major shareholders in connection with our proposed Remuneration Policy. This is disclosed in more detail in the Directors' Remuneration Report on page 130.

The Non-Executive Directors are available to discuss any matter shareholders might wish to raise and to attend meetings with investors and analysts, as required. Ensuring a satisfactory dialogue with shareholders, and receiving reports on their views, is a matter reserved to the Board.

The Company's AGM will be held on Thursday 15 May 2025 at the offices of Bird & Bird LLP, 12 New Fetter Lane, London EC4A 1JP. Electronic proxy voting will be available to shareholders through both our registrar's website and the CREST service. Voting at the AGM will be conducted by way of a poll and the results will be announced through the Regulatory News Service and made available on the Group's website.

More information on AGM arrangements is included in the AGM Notice which will be distributed to shareholders and made available on the Group's website.

Audit Committee Report
Vijay Thakrar
Non-Executive Director

On behalf of the Board, I am pleased to present the Audit Committee report for the year ended 31 December 2024.

The Committee's activity during 2024 has broadly focussed on its key responsibilities around reviewing financial reporting statements (and in particular the significant financial reporting judgements made in connection with their preparation), monitoring the effectiveness of our internal control and risk management systems (supported by assurance gained through the activities and reporting of our Internal Audit function, as well as those of the Chief Risk Officer and his team) and overseeing the relationship with BDO LLP, our external auditor.

The significant judgements and estimates in connection with the production and audit of the financial statements for the 2024 year-end are set out in the table in the following report. In addition to those points, key accounting policy areas discussed by the Committee during the year included:

- The change of reporting segments (adopted from the 2024 half-year end) from our two core service offerings (FX risk management and alternative banking), to the two key markets we operate in (Corporate and Private Markets[1]). This more closely aligns with our organisational structure, and provides better clarity around our business model;
- Reviewing the Credit Value Adjustment (CVA) model and methodology. The Committee reviewed with management and BDO the methodology adopted by management at the year-end, which was consistent with prior years, and noted that BDO considered the CVA provision was appropriate;
- The treatment of non-recurring costs incurred during the year that are not part of underlying profits (including costs linked to the Main Market listing); and
- The scenario analysis and assumptions underpinning the going concern assessment and the Long-Term Viability statement, which are set out on page 50.

We have reviewed the effectiveness of the external audit process (as described on page 101, and concluded that BDO LLP remains effective, independent and objective. The Committee has therefore recommended to the Board that a resolution to reappoint BDO LLP as the Company's external auditor for the 2025 financial year be proposed at our 2025 AGM.

BDO LLP was appointed as the Group's external auditor in 2016. In accordance with the Competition and Markets Authority order, the Committee will conduct a comprehensive audit tender during 2025. The Committee has been preparing for the tender and has outlined its proposed timetable on page 102. The Committee extends an invitation to all interested shareholders to engage with us on the tender if they wish to do so. Shareholders can contact me via our Company Secretary.

[1] Private Markets was previously referred to as "Institutional"

Key Responsibilities

- Monitoring the integrity of the Group's financial reporting statements and other formal announcements relating to financial performance, and reviewing the significant financial reporting judgments made in connection with their preparation.
- Monitoring and reviewing the effectiveness of the Company's internal controls (including financial controls) and risk management systems.
- Overseeing and maintaining the relationship with the Company's external auditor, including assessing the effectiveness of the audit process and reviewing the independence and objectivity of the external auditor.
- Agreeing the annual Internal Audit plan, receiving and reviewing reports from the Internal Audit function on its activities, and monitoring the effectiveness of the Internal Audit function.
- Ensuring that appropriate fraud prevention and whistleblowing arrangements are in place and operate effectively to minimise the risk of fraud and financial impropriety.

The Committee also discussed the forthcoming requirements under provisions 28 and 29 of the 2024 version of the UK Corporate Governance Code in relation to the monitoring and review of material controls. Although Alpha already has a robust risk framework, and the Committee and Board are involved in regular monitoring of controls effectiveness, we are conscious that further planning is required during 2025 to ensure that we are in a position to report compliance against provisions 28 and 29 as they become effective. An update on these matters will be provided in our report in the 2025 annual report.

The Audit Committee's performance and effectiveness was evaluated as part of the wider Board evaluation process described on page 90. I'm pleased to report that the findings indicate that the Committee continues to operate effectively.

I am pleased that Nicole Coll has joined the Board and will chair the Audit Committee going forward. I look forward to working with Nicole and supporting her.

Vijay Thakar
Audit Committee Chair
18 March 2025

Audit Committee Report
Continued

ROLE OF THE COMMITTEE

The Audit Committee's duties and responsibilities are set out in full in its terms of reference, which are available on the Company's website. The terms of reference were updated during the year to reflect the Company's move from AIM to the Main Market.

The principal role of the Committee is to provide independent challenge and oversight of the accounting, financial and narrative reporting and internal control processes, risk management, the Internal Audit function and the relationship with our external auditor.

COMMITTEE MEMBERSHIP AND COMPOSITION

From 1 January to 1 November 2024, the Committee comprised three members (two independent Non-Executive Directors, and Clive Kahn in his role as independent Non-Executive Chair of the Board during that period). Since 1 November 2024, when Clive was appointed as an Executive Director and CEO Designate, the Committee has been comprised of two members (Vijay Thakrar and Dame Jayne-Anne Gadhia). We recognise that this composition is not in line with provision 24 of the UK Corporate Governance Code which recommends that audit committees of FTSE 250 companies comprise a minimum of three independent members, and that the Chair of the Board should not be a member of the Audit Committee.

As noted in the Nomination Committee report on page 105, following a search process, Nicole Coll has been appointed as a Non-Executive Director and Audit Committee chair with effect from 17 March 2025, and therefore the membership of the Committee has increased to three from that date. However, we currently intend that Dame Jayne-Anne Gadhia will remain as a member of the Committee and we will therefore continue to not comply fully with provision 24 until a further additional Non-Executive Director is recruited. As noted in the Nomination Committee report, we are satisfied that Dame Jayne-Anne was independent on her appointment to the role as Board Chair, and that the independence and objectivity of the Audit Committee are not impacted by its current composition. Once an additional Non-Executive Director is appointed, it is intended that they will join the Audit Committee and Dame Jayne-Anne will step down from the Committee.

The members of the Committee and their attendance at meetings during the year are set out in the table below, with their attendance at meetings of the Committee in 2024 set out in the table on page 103. Representatives from the external auditor (BDO LLP) are invited to attend each meeting, together with the Chief Executive Officer, the Chief Financial Officer, the Chief Risk Officer and the Head of Internal Audit. This means that a majority of Board members are present at all Committee meetings. At the end of each Committee meeting the Committee meets with the external auditor without management present.

COMMITTEE MEMBER	MEMBER SINCE	MEETINGS ATTENDED/ ELIGIBLE TO ATTEND
Vijay Thakrar (Chair)	19 May 2021	3/3
Dame Jayne-Anne Gadhia	1 May 2024	2/2
Clive Kahn	16 December 2016 to 1 November 2024	2/2
Lisa Gordon	1 February 2017 to 1 May 2024	1/1

The Board has confirmed that it is satisfied that Vijay Thakrar has recent and relevant financial experience as recommended under the Code by virtue of his qualification as a Chartered Accountant, his executive background in finance roles, and his experience as an audit committee chair in other non-executive positions. The Board is also satisfied that the Audit Committee continues to have competence relevant to the sector in which the Group operates, given Vijay and Dame Jayne-Anne Gadhia's experience in financial services businesses.

The skills and experience each member contributes can be found on pages 76 to 78.

FINANCIAL AND NARRATIVE REPORTING

A key element of the Committee's role is to assist the Board in its oversight of the quality and integrity of the Company's financial and narrative reporting, and its accounting policies and practices. In discharging this duty, during 2024, the Committee reviewed both this 2024 Annual Report (and financial statements) and the half-year results and financial statements prior to their publication in September 2024.

The Committee monitored the Group's year-end and half-year reporting processes to ensure that Alpha provided accurate and timely financial results, and that, where accounting judgements and estimates were required, these were both appropriate and in line with agreed accounting policies, including appropriate reconciliations between statutory profit and adjusted profit measures reported in the Company's financial statements. This monitoring was supported by the receipt and discussion of reports from the CFO and other relevant members of the leadership team, including on the application of accounting policies, the management of risk and internal controls, long-term viability, and going concern. It also received and discussed regular reports from the external auditor.

Significant issues considered in relation to the financial statements

Significant issues and accounting judgements are identified by the finance team and the external audit process, and are reviewed by the Audit Committee. The significant issues considered by the Committee in respect of the year ended 31 December 2024 are set out in the table below:

MATTER CONSIDERED	HOW THE COMMITTEE ADDRESSED THE MATTER
Revenue recognition: The Group generates revenue from a variety of sources many of which are associated to front office staff who are incentivised on a commission basis. There is therefore a risk that the recognition of revenue could be influenced or overridden by management.	Based on discussions with management and the external auditors, the Committee was satisfied that sufficient analysis and controls had been performed in this area to conclude that revenue has been recognised appropriately and that there is no evidence that manipulation of revenues has taken place.
Measurement of acquired intangible assets, including goodwill: Following its acquisition of Cobase in December 2023, the Group has recognised goodwill and acquired intangible assets on its balance sheet. In line with IAS 36 Impairment of assets, goodwill is assessed for impairment.	The Committee considered the approach and methodology to performing the annual impairment assessment including reviewing key assumptions. See note 3 to the financial statements on page 176 for more details.

Audit Committee Report
Continued

MATTER CONSIDERED	HOW THE COMMITTEE ADDRESSED THE MATTER
Move from the AIM to Main Market: As part of the move from AIM to the Main Market, a listing prospectus was produced with relevant supporting documentation and analysis, including a working capital report.	The Committee considered and was satisfied with the content of the listing prospectus and associated documentation after reviewing the internal work performed and the comforts from advisors.
TCFD and Viability statement: 2024 was the first year in scope for both TCFD reporting and the disclosure of a viability report.	The Committee discussed the underlying assumptions and supporting scenario analysis and the basis for determining that the three year period is appropriate and the associated risk disclosures, agreeing both disclosures.
Accounting and disclosures concerning unlawful dividends and share buybacks: As described in the Directors report on page 144, £21.1m of distributions in 2024 (comprising £19.3m of share buybacks and £1.8m related to the 2024 interim dividend payment) was made otherwise than in accordance with the 2006 Companies Act. On further investigation the Company has also identified further issues in historic interim dividends periods totalling £0.7m. Management has sought legal advice regarding the appropriate actions to take, and considered the related accounting and disclosure impacts.	The Committee reviewed legal advice from the Company's legal counsel regarding the necessary steps to mitigate the impact of these transactions, and reviewed and challenged management's accounting analysis and related disclosures set out in the financial statements. Particular attention was focused on information in the following areas: 1. The treatment of the share buyback in the Consolidated Financial Statements (see the Statement of Changes in Equity and note 21 – Capital and Reserves); 2. The basis on which statutory and underlying earnings per share had been determined (note 4 – Alternative Performance Measures and note 10 – Earnings per Share); 3. The Company only Statement of Financial Position and disclosures around distributable reserves (note 8 – Share Capital); and Disclosures of transactions subsequent to the year-end (note 27 – Events after the Reporting Period). Based on the above and discussions with the external auditors, the Committee concluded the accounting and disclosures were appropriate to the Company's circumstances.

MATTER CONSIDERED	HOW THE COMMITTEE ADDRESSED THE MATTER
Non-underlying items/alternative performance measures: The Group separately identifies results before non-underlying items (these are referred to as "underlying" and "adjusted"). The Group uses its judgement to classify items as non-underlying.	The Committee discussed and agreed on the classification of non-underlying items in the financial statements for the year, including the reconciliation from statutory to Alternative performance measures. See note 4 to the financial statements on page 177.

FAIR, BALANCED AND UNDERSTANDABLE

At the request of the Board, the Committee has considered whether, in its opinion, the 2024 Annual Report and Financial Statements are fair, balanced and understandable, and whether they provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy. In carrying out its review, the Committee had regard to the following:

Fair and balanced:

- Does the annual report present a complete picture of the performance of the business during the year, including reporting on weaknesses, difficulties and challenges alongside successes and opportunities?
- Are the key business segments described in the narrative reporting consistent with those used for financial reporting in the financial statements?
- Are clear explanations of KPIs provided, and is there a strong linkage between KPIs and strategy?
- Is there an appropriate balance between statutory and adjusted measures, and are adjustments explained clearly and with appropriate prominence?

Understandable:

- Is there a clear framework for the annual report, and are important messages highlighted and appropriately referenced throughout the document?
- Is there a consistent tone across the Annual Report and financial statements?
- Are there clear signposts to where additional information can be found?

The Committee (and Board) reviewed early drafts of the Strategic Report and Governance section to allow feedback and guidance to management on the messaging and overall tone. The Committee then considered the close-to-final Annual Report in full as part of its final year-end meeting, including cross-referencing to the findings of BDO's external audit report.

Following its review, the Committee was unanimous in its opinion that it was appropriate to recommend to the Board that the 2024 Annual Report and Financial Statements are fair, balanced and understandable.

Audit Committee Report
Continued

GOING CONCERN AND LONG-TERM VIABILITY

The Committee reviewed the Group's going concern and long-term viability disclosures included in this Annual Report, together with associated papers prepared by the Finance team in support of each statement. The review included considering the Group's future prospects with reference to forward-looking views on risk, viability and planning, and the assumptions underlying the scenarios modelled by management to assess the strength of the Group's financing arrangements and liquidity requirements.

The going concern and long-term viability statements were also reviewed by the external auditor and their findings reported back to the Committee.

Following the review, the Committee was comfortable to recommend to the Board that the going concern and long-term viability disclosures included on page 50, are appropriate.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has overall responsibility for setting the Group's risk appetite and ensuring that there is an effective risk management framework to maintain appropriate levels of risk. The Group's Enterprise Risk Management Framework is described in detail on page 37.

The Group's system of internal controls has been developed and implemented in line with the Board-approved risk appetite. Each business within the Group faces different and common risks and has therefore established risk management policies, procedures, internal controls and reporting mechanics necessary to ensure and validate that those risks are understood, monitored, managed, and controlled. Financial control policies are designed to ensure the accuracy and reliability of financial reporting and govern the preparation of the financial statements.

The process by which the Board has monitored and reviewed the effectiveness of the system of internal controls and risk management during the year has included:

- regular review of detailed reporting from the Chief Risk Officer which is structured in line with the Board-approved risk appetite categories, applies a RAG status in respect of specific risks within those categories in the reporting period, and describes mitigating actions to be taken where necessary;
- receiving regular updates from the Group's Internal Audit function on progress against the agreed Internal Audit plan, and detailed reports on specific internal audits and control testing;
- conducting an annual review of the Group's control systems and their effectiveness as part of the broader risk deep dive presented to the Board; and
- reporting and updating the Board on the risk and control culture within the Group.

The Committee is satisfied that the Group's framework of internal control systems has continued to operate effectively throughout 2024.

Following the identification of unlawful dividend payments and share buyback payments by management, the Committee took steps to augment the processes in place to ensure sufficient distributable reserves are available in the Parent Company to fund distributions. In particular, prior to the end of each half year reporting period, management will present analysis confirming the availability of distributable reserves sufficient to fund at least six months' worth of distributions for review and approval by the Committee.

INTERNAL AUDIT

The Group's Internal Audit function was established in 2022 and is led by James Pearman, Head of Internal Audit, who has a direct and open line of communication with the Audit Committee Chair.

The Internal Audit function presents an annual plan of activity to the Committee (and Board) for approval, with the plan identifying the specific business areas to be subject to Internal Audit review during the relevant year. The 2024 Internal Audit plan comprised risk-based reviews across a range of business areas. Specific Internal Audit reports are presented to the Committee on completion of these reviews, and the standing Internal Audit update report at each Committee meeting tracks progress against actions raised through the Internal Audit reviews. Internal Audit's plan for 2024 focused primarily on regulatory compliance and key operational processes. This included in-depth reviews of our compliance with financial crime regulations across multiple jurisdictions, safeguarding processes under the Electronic Money Regulations 2011, outsourcing obligations, and readiness for implementation of the Digital Operational Resilience Act affecting our EU business activity, in addition to risk-based operational assessments to ensure that key business processes and associated controls were designed adequately and operating effectively.

As part of its oversight of the Internal Audit function, the Committee monitors the responsiveness of management and the wider business in addressing Internal Audit findings. During 2024, this oversight contributed to increased accountability at the senior management level for progressing Internal Audit actions, which are discussed as a standing item at the internal Governance, Risk and Compliance Committee meetings, chaired by the Chief Risk Officer.

EXTERNAL AUDITOR

The Audit Committee is responsible for overseeing the Group's relationship with its external auditor, BDO LLP. During the year, the Audit Committee has discharged this responsibility by:

- agreeing the scope of the external audit and negotiating the remuneration of the external auditor;
- receiving regular reports from the external auditor, including with regard to audit strategy and year-end audits;
- regularly meeting the external auditor without management present; and
- assessing the auditor's independence and the effectiveness of the external audit process.

EXTERNAL AUDIT EFFECTIVENESS REVIEW

The Audit Committee monitors the effectiveness of the external auditor on an ongoing basis during the year, considering its independence, objectivity, and professional scepticism through its own interactions with the external auditor and through feedback from the Chief Financial Officer and Finance team. In doing so, the Committee has regard to the experience and expertise of the external audit team, the standards of integrity and objectivity displayed in the auditor's review of key accounting judgements, and the extent to which the agreed audit plan and strategy is fulfilled.

During 2024, this ongoing monitoring was also supplemented by an annual formal review of the effectiveness of the external audit process. This was conducted by way of the preparation of a report by the Chief Financial Officer which summarised the finance team's view of BDO's effectiveness based on interactions during the audit.

Audit Committee Report
Continued

This report, which was discussed at the Committee's meeting in August 2024, assessed BDO's performance and effectiveness in five focus areas, being: (i) independence, (ii) mindset and culture, (iii) skill, character and knowledge; (iv) quality control, and (v) judgement.

Having discussed the report, and taken account of its own ongoing consideration of audit effectiveness, the Committee agreed with management's conclusion that the 2023 external audit process had been effective, noting in particular that BDO continued to provide an independent and objective approach to the audit, had demonstrated an appropriate level of professional scepticism, had identified the key areas of audit risk and had made appropriate judgements around materiality.

NON-AUDIT SERVICES

The engagement of the external audit firm to provide non-audit services to the Group can impact on the independence assessment. The Company's policy is that the external auditor can only be engaged to provide non-audit services (which it is not restricted from providing under relevant regulations) with prior approval of the Audit Committee, and that the fee for any such services must not be of a size which may cause or be perceived to cause a conflict of interest.

During the year ended 31 December 2024, BDO LLP was engaged to provide permitted non-audit services relating to its role as reporting accountant in connection with the prospectus for the Company's move to the Main Market, and the Limited Assurance CASS audit for Alpha FX Limited required under FCA rules. Total non-audit fees for 31 December 2024 were £0.5m, representing 36% of the total audit fee. This is shown in further detail in note 6 to the Financial Statements. The Committee is satisfied that the level of non-audit fees paid to BDO LLP during 2024 does not impact on its independence.

APPOINTMENT AND TENURE

BDO LLP was first appointed as the Group's external auditor in 2016. Justin Chait was appointed as lead audit partner for the 2021 audit, and in line with BDO's policy on lead partner rotation (and absent any change in auditor as a result of a tender process) would be required to rotate off the Group's audit after the 2025 audit.

The Company is required to undertake a mandatory tender process at least every ten years. Therefore, the Committee intends to conduct a tender process during the summer of 2025, with the new audit contract to be in place for the 2026 year-end. The Committee is satisfied that conducting an external audit tender during 2025 is in the best interests of the Company and its members, as the timetable will support continuity through our first full year as a Main Market listed business (and FTSE 250 constituent) and will align the audit tender process with the planned mandatory rotation of the current lead audit partner.

Following the assessment of the independence, objectivity and effectiveness of BDO as external auditor summarised above, and the conclusion that the Committee remains satisfied with BDO's capabilities in delivering a quality and effective audit, the Committee is therefore pleased to recommend that BDO be reappointed as the Group's auditor at the 2025 AGM.

Having entered the FTSE 250 during the year, the Committee confirms its compliance for the period since it became a FTSE 250 constituent to the financial year ended 31 December 2024 with The Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014.

Nomination Committee Report
Dame Jayne-Anne Gadhia (DBE, CVO)

Key Responsibilities:

- regularly reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and making recommendations to the Board with regard to any changes;
- leading the process for the appointment of new Board Directors;
- reviewing the leadership needs of the organisation, both Executive and Non-Executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- reviewing annually the time commitment required of Non-Executive Directors;
- Board and senior leadership succession planning.

MEMBERSHIP

All Non-Executive Directors are members of the Nomination Committee. Until 1 November 2024, the Committee was chaired by Clive Kahn and comprised of three members. Since Clive's appointment as an Executive Director and CEO Designate on 1 November 2024, the Committee has been chaired by Dame Jayne-Anne Gadhia and has comprised of only two members given Vijay Thakrar was the only other non-executive director between 1 November 2024 and the year-end. The Group announced on 27 February 2025 that Nicole Coll would be appointed to the Board as an independent Non-Executive Director with effect from 17 March 2025, and become a member of the Nomination committee on her appointment. A search for another new Non-Executive Director is ongoing, and that director will also join the Nomination Committee on appointment.

COMMITTEE MEMBER	MEMBER SINCE	MEETINGS ATTENDED / ELIGIBLE TO ATTEND
Dame Jayne-Anne Gadhia (Chair)	1 May 2024	2/2
Vijay Thakrar	19 May 2021	2/2
Clive Kahn	16 December 2016 to 1 November 2024	0/2
Lisa Gordon	1 February 2017 to 1 May 2024	N/A

[1] Clive Kahn did not attend any meetings of the Committee in relation to his appointment as an Executive Director and CEO Designate.

Nomination Committee Report
Continued

ACTIVITY DURING THE YEAR

The Nomination Committee met formally on two occasions during 2024, and has met once since the year end with its activity at those meetings including:

- CEO succession, and recommending the appointment of Clive Kahn as CEO
- Appointment of an additional Non-Executive Director
- Reviewing the independence, and time commitment, of Non-Executive Directors
- Reviewing its own terms of reference

BOARD COMPOSITION & SUCCESSION PLANNING

As highlighted in our 2023 Annual Report, Dame Jayne-Anne Gadhia was appointed as a Non-Executive Director and Chair designate on 1 May 2024, and Lisa Gordon stepped down as a Non-Executive Director on that date. It was originally intended that Dame Jayne-Anne would succeed Clive Kahn as Chair of the Board following the 2025 AGM, however this was accelerated to 1 November 2024 given the decision (described in more detail below) to appoint Clive to succeed Morgan Tillbrook as CEO and the desire for a managed handover between Morgan and Clive during November and December 2024.

We also noted in our 2023 Annual Report the intention to initiate a search for an additional Non-Executive Director during 2024. After discussion, it was agreed that the search should focus on identifying a candidate who could take on the role as Audit Committee Chair to ensure an appropriate distribution of roles across the NEDs. The process leading to the appointment of Nicole Coll is set out in more detail below.

As noted in the section on Board Independence in the Corporate Governance statement on page 89, the Committee and Board recognise that a further additional Non-Executive Director appointment will need to be made in order for the Board to meet the formal independence requirements of the Code. A search process for that additional Non-Executive Director has been initiated in early 2025, and details about the process will be disclosed in the 2025 Annual Report.

COMMITTEE COMPOSITION

The Nomination Committee is also responsible for monitoring the composition of the Board's principal committees to ensure that they comprise appropriately skilled, experienced and independent members. Under the Code, the Audit Committee should comprise a minimum of three independent Non-Executive Directors and the Chair should not be a member of the committee (Code provision 24), and the Remuneration Committee should comprise a minimum of three independent Non-Executive Directors one of whom can be the Chair if they were independent on appointment (Code provision 32).

The composition of Alpha's Audit and Remuneration Committees complied with QCA Corporate Governance Code requirements up to its admission to the Main Market in April 2024, however from that date the small number of Non-Executive Directors on the Board (coupled with Clive Kahn's change from being an independent Non-Executive Director to an Executive Director during the year) has meant that:

- The Audit Committee did not meet the Code provision 24 independence requirements from Main Market Admission as the Board Chair has been a member of the committee throughout that period, and the committee has comprised only two members since 1 November 2024; and
- The Remuneration Committee did not meet the Code provision 32 requirement from 1 November 2024 as it has only comprised two members since that date.

Nicole Coll will become Chair of the Audit Committee and a member of the Remuneration Committee when appointed. From that date, the composition of the Remuneration Committee will comply with provision 32, however the Audit Committee composition will not be in full compliance with provision 24 until an additional Non-Executive Director is appointed (anticipated to be during 2025).

APPOINTMENT OF NICOLE COLL

During the year, the Committee has overseen the process leading to its recommendation to the Board that Nicole Coll be appointed as a Non-Executive Director of the Company with effect from 17 March 2025. The key elements of the process can be summarised as follows:

Candidate profile: Members of the Nomination Committee and the Board agreed that the search should be for a Non-Executive Director who would take on the role of Audit Committee Chair, with key elements of the candidate profile therefore being around financial qualifications and experience.

Engage Search firm: Various executive search firms were considered, with Halsey Keetch (which has no other connection with the Company or its Directors) ultimately engaged to support the search for the new Non-Executive Director. Halsey Keetch was briefed on the desired candidate skills and experience, as well as the need to ensure a diverse pool of candidates.

Review Long List: Halsey Keetch provided a long list of potential candidates. This was reviewed by members of the Nomination Committee and the Board, and a shortlist of candidates to interview agreed.

Interviews: Shortlisted candidates were interviewed initially by the Executive Directors, prior to being met by the Audit Committee Chair and Board Chair.

Recommendation: Following the interview process, members of the Nomination Committee, taking feedback from the Executive Directors, discussed and ultimately unanimously agreed to recommend to the Board the appointment of Nicole Coll as a Non-Executive Director and Audit Committee Chair with effect from 17 March 2025.

DIVERSITY

Alpha is committed to promoting a diverse and inclusive workplace in all its global jurisdictions, and the Board recognises that successful businesses flourish most when embracing diversity and developing and empowering talented people at every organisational level.

Since the year-end, the Board has approved a Board Diversity Policy which documents our established approach of ensuring that diversity considerations (including diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, amongst other relevant factors) are included in the process for Board appointments. The Board Diversity Policy, which will be monitored by the Nomination Committee, does not set out any specific targets in terms of either gender or ethnic diversity for the Board or its Committees, however we are mindful of the fact that Alpha, as a FTSE 250 business, is subject to the recommendations of the Women Leaders Review and Parker Review, and the comply or explain requirements in relation to Board diversity set out in UK Listing Rule 6.6.6(9).

Nomination Committee Report
Continued

Our compliance with the diversity targets set out in UK Listing Rule 6.6.6(9) as at 31 December 2024 was as follows:

TARGET	COMPLIED	EXPLANATION
At least 40% of the board are women	✕	16.6% of the Board were women at the year end. This increased to 20% on 1 January 2025 and to 33.3% on the appointment of Nicole Coll on 17 March 2025.
At least one of the senior board positions (Chair, CEO, Senior Independent Director or CFO) is held by a woman	✓	Dame Jayne-Anne Gadhia is Chair
At least one member of the board is from a minority ethnic background (defined by reference to categories recommended by the Office for National Statistics and excluding those from a white ethnic background).	✓	See table below

As required under UK Listing Rule 6.6.6(10), the breakdown of the gender identity and ethnic background of the Company's Directors and executive management (the Executive Committee) as at 31 December 2024 is set out in the tables below and overleaf. Each Director and Executive Committee member was asked to complete a survey in order to compile this data. Any new appointees to the Board or Executive Committee in the future will be asked to provide this information.

GENDER IDENTITY	BOARD MEMBERS	% OF BOARD	SENIOR POSITIONS ON BOARD*	EXECUTIVE MANAGEMENT	% OF EXECUTIVE MANAGEMENT
Men	5	83.3%	3	8	100%
Women	1	16.7%	1	0	0%
Not specified/ prefer not to say	N/A	N/A	N/A	N/A	N/A

ETHNIC BACKGROUND:	BOARD MEMBERS	% OF BOARD	SENIOR POSITIONS ON BOARD*	EXECUTIVE MANAGEMENT	% OF EXECUTIVE MANAGEMENT
White British or other white	4	66.7%	3	7	87.5%
Mixed/multiple ethnic groups	0	0%		0	0%
Asian/Asian British	1	16.7%	1	0	0%
Black/African/ Caribbean/Black British	0	0%		0	0%
Other ethnic group	1	16.7%	0	1	12.5%
Not specified/prefer not to say	0	0		0	0%

* Includes CEO, CFO, Chair and SID.

PERFORMANCE EVALUATION

The performance of the Nomination Committee was reviewed as part of the externally facilitated Board evaluation process described in the Corporate Governance section on page 90. Overall, the responses in relation to the Committee found it to be operating effectively, but with a need to increase its oversight of talent development to support Board and senior management succession planning activity.

Dame Jayne-Anne Gadhia (DBE, CVO)
Chair
18 March 2025

Remuneration Committee Report
Vijay Thakrar

Dear shareholder,

2024 represented a significant milestone for Alpha as we celebrated the Company's move from AIM to a Main Market listing and admission to the FTSE 250 Index.

Being a member of AIM served us well over the previous seven-year period providing valuable growth capital initially as well as allowing the Company to build its corporate governance and investor relations capability. However, as our business continued to grow and became more global, the Board felt that a Main Market listing would further enhance our reputation and better support our continued expansion, as well as attract a wider range of investors. At the same time, Main Market standards align with our ongoing commitment to the provision of higher levels of governance and disclosure which we hope will continue to be well-received by our stakeholders, including our investors.

As a Main Market company, for the first time, we are required to have a binding shareholder vote on our Directors' Remuneration Policy (the 'Policy'). In addition, we are required to provide further disclosures in our Annual Report on Remuneration which will build on the enhancements introduced voluntarily in recent years and will continue to be subject to an advisory shareholder vote.

This report comprises three parts:

- Annual Statement – here we outline the key items considered by the Committee during the year, including pay outcomes, the conclusions of the review of the Policy undertaken by the Committee and how we will pay directors for 2025.
- 2025 Directors' Remuneration Policy – sets out the parameters within which we operate and implement our remuneration arrangements for directors (subject to a binding shareholder vote at the 2025 AGM).
- Annual Report on Remuneration – details the pay outcomes for 2024, the context in which pay has been set and awarded, and how we propose to implement our Policy in 2025 (subject, together with the Annual Statement, to a single advisory shareholder vote at the 2025 AGM).

BUSINESS PERFORMANCE

The Group performed strongly in 2024, with revenue growth of 23% despite a challenging macroeconomic backdrop. The growth was delivered across the business with both Corporate and Private Markets divisions up by c. 20% year on year, driven by increasing contributions from overseas offices and new product offerings. Cobase also contributed strongly in its first year with the Group, following its acquisition in December 2023.

Underlying profit before tax (UPBT) grew by 10% to £47.4m (2023: £43.0m), notwithstanding the cost of investments in Cobase, increased operational headcount and further investment in technology across the Group, all of which will support future growth.

Balance sheet strength increased throughout the year, with year-end net cash increasing by nearly £40m to £218m. This increase in cash balance was fuelled by strong operating profit and c. £85m net treasury income, primarily from client balances. It was also achieved despite outflows from two separate £20m buyback programmes, of which £30m was completed by the year-end.

2024 REMUNERATION OUTCOMES

Annual Bonus

Participants in the 2024 annual bonus scheme included our former CEO (Morgan Tillbrook), CFO (Tim Powell) and our CRO (Tim Butters) with maximum opportunities of 150%, 171% and 16.7% of salary respectively.

The bonus award for the year was based on achievement against a sliding scale of Underlying PBT targets for the former CEO and CFO and, for the CFO and CRO only, objectives related to a successful move from AIM to the Main Market.

The Group delivered a UPBT of £47.4m which was above target but below the stretch target set by the Committee.

The CFO and CRO's non-financial objectives were set in early 2024 and prior to the move to the Main Market and would be payable based on (i) achievement of personal objectives relating to a successful transition from AIM to the Main Market, and (ii) achieving the move to the Main Market during 2024, in recognition of the significant amount of extra work associated with this move.

All objectives were achieved, and this part of the bonus was awarded in full.

This resulted in bonuses of 124% of salary for Morgan Tillbrook, 158% of salary for Tim Powell and 16.7% for Tim Butters.

In line with our previous practice, the 2024 bonuses will be payable in cash. From next year, part of the bonus will be deferred in shares (for those bonus opportunities of 100% of salary or higher) as per the terms of our proposed Policy.

Growth Shares

Prior to listing on the Main Market, Alpha operated a number of arrangements under which employees subscribed for special classes of shares in different subsidiaries of the Company ('growth shares'). The 20% revenue growth hurdle for 2024 was achieved and the associated number of ordinary shares will vest in March 2025 for Tim Butters and Tim Powell. Further information is provided in the Annual Report on Remuneration. Morgan Tillbrook did not participate in the growth share scheme.

Going forward, no new growth shares will be awarded to executive directors and instead, annual awards of performance shares will be granted – see overleaf.

Overall, the Committee believes the remuneration outcomes for 2024 are appropriate and reflect the strong performance of the Group and individuals. No discretion has been applied to amend the formulaic outcomes.

BOARD CHANGES

On 9 September 2024 Alpha's founder, Morgan Tillbrook, announced his intention to step down as CEO and Executive Director at the end of 2024. Morgan was replaced by Clive Kahn, who moved from Non-Executive Chair to become CEO Designate and an Executive Director on 1 November 2024. Jayne-Anne Gadhia took on the role of Non-Executive Chair on the same date, following her initial tenure as Non-Executive Chair Designate.

The Remuneration Committee agreed that Morgan would be treated as a good leaver and remain eligible for his 2024 performance bonus. Further, it was agreed that his service agreement would cease from 1 January 2025 and he would not be eligible for any salary or performance bonus payments from this date. Clive Kahn's remuneration arrangements were considered as part of the new Policy and are set out below.

Lisa Gordon stepped down as a Non-Executive Director from the Board on 1 May 2024. She received her fee until the date of cessation.

Remuneration Committee Report
Continued

REVIEW OF EXECUTIVE DIRECTORS' REMUNERATION

Given the move from AIM to the FTSE 250, our re-shaped Board, and the significant and sustained increase in size and scale of the business over recent years, the Committee took this opportunity to thoroughly review and reset pay with two overarching objectives in mind: firstly, to ensure executives are paid fairly (though not excessively) for the roles that are being undertaken; and, secondly, to ensure that our pay structure is better aligned with expected and good Main Market practices. We consulted with 15 of our largest shareholders and received feedback from nearly all of them. The feedback was generally very positive with shareholders appreciative of our move to more standard pay arrangements. The feedback received was critical in helping the Remuneration Committee to shape its final proposals and we are grateful for the input. I set out the key changes below and a summary of the views heard.

Structure of pay – no further growth shares

Senior executive pay at Alpha has comprised a base salary, modest benefits and pension, and participation in an annual bonus scheme. In addition, to date, selected individuals have also received ad hoc allocations of growth shares which entitle participants to a share of the growth in value of Alpha's market capitalisation (subject to a cap) if revenue targets are achieved.

The Committee recognises that growth shares are an unusual structure in some regards (for example, the use of different classes of shares and annual tranched vesting). Accordingly, no further awards of growth shares will be made to executive directors and, instead, executives will participate in a more conventional Long-Term Incentive Plan (LTIP) under which performance shares will be granted (in the form of nominal - or nil- cost options or conditional awards). Performance shares will vest after three years subject to service and performance conditions and a two-year post-vesting holding period will also apply.

Investors were supportive of a move to a more standard FTSE 250-style package and, in particular, the move to a more conventional LTIP structure.

Base salary

When Alpha first listed on the AIM Market in 2017, we had a team of ~30 people operating from one UK office, annual revenues of £8.5m (FY 2016), and a market cap of ~£60m. Since then, the business has grown to a team of over 500 people across ten global offices with annual revenues of £136m (FY 2024) and a market cap of over £1bn. Our business is now far more complex as we have diversified our operations to provide banking and risk management products to the private markets sector, as well as significantly growing our original corporate risk management activities. We have also expanded into overseas markets and made our first acquisition. Revenue and profit before tax have grown substantially year-on-year (2017-2024 CAGR, 47% p.a. and 61% p.a. respectively) and market expectations are for continued growth in the years ahead.

As is common in cases of exceptional growth, salaries have not been able to keep up with the Committee's desire to pay market rates in all cases. The Committee feels that it is important to remunerate our executive directors fairly to appropriately reward and retain them, and to incentivise further growth for the benefit of our stakeholders. Over the last few years, we have sought to increase the CFO's and CRO's salaries which have tended to lag the market.

We believe the Main Market FTSE 250 listing is the appropriate juncture at which to review salaries so that they reflect the performance of the executives and their experience, the current size of the business and the increase in its scale and complexity (including the extent of its international operations) as well as the increased compliance, reporting and governance responsibilities that come with being a FTSE 250 company.

- The CEO's base salary (£650,000) has been set at the mid-market rate for a company of Alpha's size in the FTSE 250.
- It is proposed to increase the CFO's base salary from £325,000 to £400,000, being the mid-market rate for a company of our size.
- The CRO's salary has increased steadily over time (it increased by 20% in 2024) and his salary will increase by the workforce rate in 2025, from £300,000 to £306,000 (2% increase).

The Committee is cognisant that the CFO's increase is material and therefore has decided to phase the increase over two years – to £365,000 in 2025 and to £400,000 in 2026. The phasing and ultimate salary positioning were supported by the shareholders we engaged with. Shareholders were also comforted by the general intent at this stage to align increases from 2026 to the workforce increase.

Annual bonus

The CEO's bonus opportunity has been set at the mid-market rate for a company of this size at 150% of salary. The CFO's bonus will remain unchanged at 125% of salary, which is also market-aligned. The 2025 measures will comprise underlying PBT (40%), revenue growth (40%) and strategic objectives (20%). The bonus targets will be challenging and focused on delivery of market leading growth. One third of any bonus earned by the CEO and CFO will be deferred in shares.

It is proposed that, from 2025, the CRO also participates in a bonus scheme, albeit at a lower opportunity of 50% of base salary and with different measures set to reflect his risk responsibilities and to exclude financial targets. This mitigates any potential conflicts and should provide an incentive for continuing to deliver sound risk management.

Shareholders were supportive of the maximum bonus opportunities provided the targets are challenging and the differentiated approach taken to the CRO's performance criteria.

Long-term incentives

The first LTIP award will be made in 2025 and will vest based on performance over the three-year period 2025-2027. The grant levels for the CEO and CFO have been based on market rates and are 200% and 175% of salary respectively. The CRO's award level of 100% of salary is lower to reflect the Committee's desire to provide a package with a bias towards fixed over variable pay for the CRO role, reflecting the importance that the Board places on effective risk management. The Committee feels, however, it is important that the CRO participates in the LTIP as it bolsters his link to the executive team's shared long-term objective of stewarding the share price, and ensures he is paid fairly without reducing the total value of his package as a result of his participation in growth shares ceasing.

The 2025 LTIP will be based on EPS growth and relative Total Shareholder Return, two key measures of longer-term success for Alpha. Full details of the metrics and targets are shown in the Annual Report on Remuneration on page 141.

Again, the shareholders we consulted were supportive of the approach to long-term incentives being taken.

FOUNDER INCENTIVE GRANTS

Earlier this year, Morgan Tillbrook, founder and former CEO of Alpha, pledged shares with a total value of around £28m to members of the Board and senior leadership team to thank them for historic performance and to help retain them and drive performance over the next three-year period.

This is clearly an unusual arrangement and a very generous gesture from Morgan. The Committee has been closely involved in the planning and design process which included various discussions with Morgan regarding his motivations, purpose and likely impact on participants. The Committee was not involved in any discussions or decisions regarding the transfer of shares to the non-executives, which

Remuneration Committee Report
Continued

were conducted by Morgan and the Executive Directors. The Committee concluded that the gifts and arrangements for the executive team were appropriate and approved them, taking into account the following factors:

- The gifts will help foster a founder mindset amongst our executives and support our entrepreneurial culture – a culture which has served us so well to date.
- Other than Morgan's personal shareholding, there will be no dilution of shareholders' interests, and participants will incur the associated employer's NIC charge.
- 15% annual growth revenue targets are attached to awards for the CFO, CRO and other senior executive participants (as well as continued service conditions), and these are supported by the Committee. The targets are aligned with our ambitious medium-term goals, are similar to the ones attached to previous growth shares, and provide retention over the next three years.
- Morgan's commitment to retain a shareholding of no less than 10%, for at least three years from September 2024, is not impacted by this arrangement.
- The Remuneration Committee is responsible for the operation of the founder incentive arrangement, and it is the Committee that will assess performance against the targets and the vesting outcomes.
- Morgan consulted the largest 15 shareholders (other than himself) and proxy advisors directly on this arrangement, and shareholders were generally supportive, with some personally thanking him for his generosity, which should incentivise management to enhance value for all shareholders. See Founder gifts section for further information on this and the rationale provided by Morgan.

FOUNDER GIFTS

In January 2025, shortly after stepping down from the Board, and with the support of the Alpha Board and Remuneration Committee, Morgan Tillbrook wrote to Alpha's largest shareholders and the leading proxy agencies regarding a proposed gift of shares to Board directors and members of senior management. Shareholders were supportive of the proposal and the Board and Remuneration Committee formally approved the grants on 12 February 2025.

In his letter to shareholders, Morgan wrote:

"I founded Alpha in 2009 and over the past 15 years, I have had the privilege of seeing it grow organically and profitably year on year into the FTSE 250 company it is today. As you know, in September I made the decision to step away from my day-to-day involvement in the company from 1 January 2025.

I am keen to pledge part of my personal shareholding to align the current Board and senior management team with investors' interests. I have given this considerable thought and believe it is in the best interests of all shareholders that the Board and the senior management team are more closely aligned with investors' goals.

I am incredibly privileged to have been part of Alpha's growth over the last 15 years and I would like to transfer some of my shareholding to the wider team for their successful efforts in getting us to this stage to foster a founder mindset and to incentivise them to further grow shareholder value, for the combined benefit of all shareholders.

Ultimately, whilst being a FTSE 250 Main Market company, it seems to me that Alpha has been, and needs to continue to be, an entrepreneurial growth company that looks to deliver exceptional returns to shareholders. By transferring some of my own shares without diluting other shareholders, I hope to further help foster an entrepreneurial founder's mindset amongst a number of key players within the business."

The structure of these gifts was as follows:

- Clive Kahn – a transfer of shares with a value of £5m. Clive has paid the related tax on this from his own personal money and in line with the agreement, has pledged to hold the total number of shares (together with the £2.6m purchase he made from his personal funds in September 2024) for the duration of his tenure as a Board Director. Being a founder-led business has been critical to Alpha's success and, therefore, Clive holding a significant stake in the business (like a founder) is a continuation of this approach.
- CFO, CRO and 15 members of senior management – a gift of shares in the form of nil-cost options with a value of £2.5m for the CFO and £1.5m for the CRO which will vest after three years subject to annual 15% revenue growth targets and continued service. The total value of awards to the CFO, CRO and senior management is £22m. Any vested awards will be satisfied by Morgan Tillbrook.
- Non-Executive Directors – a transfer of shares to the value of £500,000 each was made to Dame Jayne-Anne Gadhia and Vijay Thakrar, reflecting their significant contributions to Alpha – in particular the constructive yet robust challenges to management, and enhancements to Alpha's governance and risk management, which has enabled the Company to build the standards suitable to a successful move from AIM to the FTSE 250. Sufficient shares were sold upon the transfers to settle tax. Importantly, in line with the provisions of the UK Corporate Governance Code, there are no restrictions (service, performance or otherwise) on these shares which could be deemed to impair their independence. Furthermore, The Investment Association's Principles of Remuneration encourages independent NEDs to align their interests with those of shareholders by owning shares. Non-executives were not involved at any stage in discussions relating to the transfer of shares to them.

VIJAY THAKRAR
Chair of the Remuneration Committee

2024 has been a very busy year for Alpha and despite the significant workload involved in a new listing, the Company has continued to grow and deliver on its financial and non-financial goals. We undertook a comprehensive review of executive pay to ensure it is fit for purpose for a FTSE 250 company and I would like to thank all investors and proxy agencies who participated in the shareholder consultation on the changes to directors' pay, as well as the founder incentive grants, and I look forward to your support at the 2025 AGM.

Vijay Thakrar
Chair of the Remuneration Committee

Directors' Remuneration Policy

This part of the Directors' remuneration report sets out the Directors' Remuneration Policy (the 'Policy') for the Company, which will be put to a binding shareholder vote at the AGM on 15 May 2025 and take formal effect from that date, subject to shareholder approval.

The policy will formally apply for three years beginning on the date of approval unless a new Policy is presented to shareholders in the interim. Following approval, all payments to Directors will be consistent with the approved Policy.

CONSIDERATIONS WHEN DETERMINING THE DIRECTORS' REMUNERATION POLICY

The overarching objective of the Directors' remuneration policy is to promote the long-term success of the Group. In seeking to achieve this objective, the Remuneration Committee has taken account of the following guiding principles:

- remuneration packages should be clear and simple;
- remuneration should be set so that it attracts, retains and motivates high-calibre senior executives and focuses them on the delivery of the Group's strategic and business objectives;
- arrangements should encourage high levels of shareholding to align with the interests of shareholders and to promote a founder mindset;
- remuneration should align with, and support, our values and our culture;
- a significant proportion of remuneration should be based on performance-related components, with potential rewards subject to the achievement of challenging performance targets based on measures linked to the Group's KPIs and to the best interests of stakeholders; and
- salaries and the overall level of potential remuneration should be competitive but not excessive when compared with other companies of a similar size, scale and geographical reach.

While Alpha has been listed since April 2017, this is our first formal Policy as required by companies listed on the Main Market, following our move from AIM in 2024. The Policy has taken into account the remuneration provisions and principles as set out in the 2024 UK Corporate Governance Code and the guidance provided by the major proxy voting agencies. The Policy also takes into account the views and feedback received from our major shareholders who were consulted on the design of the Policy in advance.

POLICY TABLE FOR EXECUTIVE AND NON-EXECUTIVE DIRECTORS

The table overleaf sets out the main components of the proposed Directors' remuneration policy, together with further information on how these aspects of remuneration operate, subject to approval by shareholders at the 2025 AGM. The Remuneration Committee has discretion to amend remuneration to the extent described in the table and the written sections that follow it.

Directors' Remuneration Policy

Policy table for Executive and Non-Executive Directors

COMPONENT	PURPOSE AND LINK TO STRATEGY	OPERATION	MAXIMUM OPPORTUNITY	PERFORMANCE MEASURES
Base salary	To provide competitive fixed remuneration to attract and retain Executives of a high calibre.	Salaries are usually reviewed annually with changes normally effective from 1 January or where there is a significant change of responsibilities. Salaries are typically set after considering: – pay and conditions elsewhere in the Group; – overall Group performance including changes to the size and complexity of the Group; – individual performance and experience; – progression within the role and any changes to the role; – competitive salary levels in companies of a broadly similar size, scale and complexity; and – the underlying rate of inflation.	While there is no prescribed maximum salary or maximum increase, increases will normally be in line with the typical range of salary increases awarded (in percentage of salary terms) to the wider Alpha workforce. Larger salary increases may be awarded to take account of individual circumstances, such as: – where an Executive Director has been promoted or has had a change in scope or responsibility; – where the Committee has set the salary of a new hire at a discount to the market level initially, a series of planned increases can be implemented over the following few years to bring the salary to the appropriate market position, subject to individual performance; or – where the Committee considers it appropriate to adjust salaries to reflect the continuing development of the Company. Increases may be implemented over such time period as the Committee deems appropriate.	Although there are no formal performance conditions, any increase in base salary is only implemented after careful consideration of individual contribution and performance and having due regard to the factors set out in the Operation column of this table. No recovery or withholding provisions apply.
Pension	To provide employees with long-term savings to allow for retirement planning.	The Group may offer participation in a defined contribution pension plan for the jurisdiction in which they are based or may permit a cash supplement in lieu of pension up to the same value, or a mixture of both.	The maximum pension contribution or cash allowance in lieu of pension is limited to the contribution level available to colleagues in the jurisdiction in which the executive Director is based (in percentage of salary terms). For Executive Directors this is currently 5% on the first £75,000 of their base salary.	Not performance related and no recovery or withholding provisions apply.

Directors' Remuneration Policy

Policy table for Executive & Non-Executive Directors [continued]

COMPONENT	PURPOSE AND LINK TO STRATEGY	OPERATION	MAXIMUM OPPORTUNITY	PERFORMANCE MEASURES
Benefits	To provide market-competitive, cost-effective benefits to assist with retention and recruitment.	Executive Directors may be offered benefits that are in line with typical market practice including medical insurance, life assurance, income protection, health screening, a car allowance, gym membership, and travel insurance. Executive Directors will be eligible for any other benefits which are introduced for the wider workforce on broadly similar terms, and other benefits might be provided from time to time based on individual circumstances and if the Committee decides payment of such benefits is appropriate. Any reasonable business-related expenses can be reimbursed (and any tax thereon met if determined to be a taxable benefit). Executive Directors will also be provided with the opportunity to participate in any tax-approved all-employee share plan arrangements (such as the HMRC SAYE scheme) on the same basis as other employees, should such arrangements be established in the future. Under certain circumstances, the Group may offer relocation allowances or assistance. Expatriate benefits may be offered where required.	As it is not possible to calculate in advance. the cost of all benefits, a maximum benefits value is not pre-determined. Participation in all-employee schemes is subject to the limits set by HMRC from time to time.	Not performance related and no recovery or withholding provisions apply.
Annual bonus	Rewards achievement of annual financial and business targets aligned with the Group's corporate goals. Any payment is discretionary. Bonus deferral encourages long term shareholding and shareholder alignment.	Annual bonus is based on performance typically measured over one year. Outcomes are determined by the Committee after the year end based on performance against pre-set targets. From performance year 2025, for bonus opportunities in excess of 100% of salary, no more than two-thirds of the bonus will be paid in cash with the remainder deferred in shares. The deferred element will be issued as a share award (granted under the LTIP) which will vest in three equal tranches on the first, second and third anniversaries of grant. At the discretion of the Remuneration Committee, participants may also be entitled to receive the value of dividends paid between grant and vesting on vested deferred bonus awards. The payment may assume dividend reinvestment. Bonus payments, including deferred share awards, are subject to recovery and withholding provisions (see 'Recovery and withholding' in the Notes to the Policy table for further detail). Bonuses are not pensionable.	The overall maximum annual bonus opportunity under the Policy for all executive directors is 150% of salary. Operational levels may not exceed the overall 150% Policy limit. The normal operational limits for current directors are 150% of salary for the CEO, 125% of salary for the CFO and 50% of salary for the CRO. The typical on target level of payout is 50% of the maximum opportunity.	Targets are set annually with measures linked to the Group's strategy and aligned with key financial, strategic and or individual targets. The performance measures applied may be financial or non-financial, corporate, divisional, or individual and in such proportions as the remuneration committee considers appropriate. The measures and targets may take into account the role being performed, noting that the objectives for the CRO are likely to differ from those applying to the CEO and CFO. The Committee has discretion to amend the bonus outcome should the outcome not reflect the Committee's assessment of overall business performance, including consideration of shareholder experience. The Remuneration Committee considers that the detailed performance targets used for the annual bonus awards are commercially sensitive and that disclosing precise targets for the annual bonus plan in advance is commercially sensitive. Actual targets, performance achieved, and awards made will be disclosed at the end of the performance period so that shareholders can fully assess the basis for any payouts under the annual bonus plan.

Directors' Remuneration Policy

Policy table for Executive & Non-Executive Directors [continued]

COMPONENT	PURPOSE AND LINK TO STRATEGY	OPERATION	MAXIMUM OPPORTUNITY	PERFORMANCE MEASURES
Long-Term Incentive Plan (LTIP)	To incentivise Executive Directors and to deliver genuine long-term performance with a clear line of sight for executives and directors' alignment with shareholders' interests.	Awards will be in the form of nil or nominal-cost options, conditional share awards or forfeitable shares. Awards will be granted with vesting dependent on the achievement of the performance conditions set by the committee with performance normally measured over at least a three-year performance period. Awards will vest after no less than three years and vested awards will be subject to a subsequent two-year holding period. To the extent that awards vest they may accrue the benefit of dividends or dividend equivalents during the vesting and holding periods. LTIP awards are subject to recovery and withholding provisions (see 'Recovery and withholding' in the Notes to the policy table for further detail).	The overall maximum LTIP award level is 200% of salary in respect of a financial year Operational levels may not exceed the overall 200% Policy limit. The normal operational levels for current Directors are 200% of salary for the CEO, 175% of salary for the CFO and 100% of salary for the CRO. The number of shares for awards will be calculated using a three-month average price of the company's shares preceding the relevant award date (unless the committee believes this is inappropriate for any reason).	LTIP performance measures may include but are not limited to financial measures such as earnings per share, share price based metrics such as relative total shareholder return and strategic or ESG related objectives. The Remuneration Committee has the flexibility to vary the mix of measures or to introduce new measures for future awards, taking into account business priorities at the time of grant. The Committee has discretion to amend the vesting outcomes should any outcome not reflect the Committee's assessment of the overall business performance including consideration of shareholder experience.
Shareholding requirement	To support long-term commitment to the Company and the alignment of Executive Director interests with those of shareholders.	The Remuneration Committee has adopted formal guidelines that will encourage the Executive Directors to build up and maintain a significant shareholding. The shareholding guideline the CEO, CFO and CRO and future executive directors is 200% of base salary. Executive Directors must retain 50% of any shares they acquire under the LTIP (or deferred bonus), after allowing for the sale of shares to pay tax and other deductions, until such time as they have built up to the required level. Executive Directors must retain a shareholding on cessation of employment for two years equal to the lower of 200 per cent of base salary and the actual shareholding on cessation. For the purpose of the post cessation shareholding guideline, shareholding on cessation excludes shares purchased with own funds and any shares acquired from share plan awards granted prior to the approval of this Policy. In addition to the shareholding guidelines, outside of policy, the CEO has pledged to hold 335,000 shares, being the number of founder award shares received in February 2025 and the 125,000 shares he purchased after being announced as CEO Designate in September 2024. The Committee will take into account adherence to these guidelines when determining participation in future equity incentive arrangements.	Executive Directors: 200% of salary.	Not performance related and no recovery or withholding provisions apply.

Directors' Remuneration Policy

Policy table for Executive & Non-Executive Directors [continued]

COMPONENT	PURPOSE AND LINK TO STRATEGY	OPERATION	MAXIMUM OPPORTUNITY	PERFORMANCE MEASURES
Chair and Non-Executive Directors' fees	To attract Non-executive Directors who have a broad range of experience and skills. To provide the Group with access to independent judgement on issues of strategy, performance, resources and standards of conduct.	Fees are normally reviewed annually taking into account factors such as the time commitment and contribution of the role and market levels in companies of comparable size and complexity. The Chair of the Board is paid an all-inclusive fee for all Board responsibilities. Fees for the other Non-Executive Directors may include a basic fee and additional fees for further responsibilities (for example, chairing of Board committees or holding the office of Senior Independent Director). The Company repays any reasonable expenses that a Non-Executive Director incurs in carrying out their duties as a director, including travel, hospitality-related and other modest benefits and any tax liabilities thereon, if appropriate. In exceptional circumstances, if there is a temporary yet material increase in the time commitments for Non-Executive Directors, the board may pay extra fees on a pro rata basis to recognise the additional workload. Non-Executive Directors cannot receive any share awards which are contingent on continued service and/or the satisfaction of performance criteria.	No prescribed maximum fee or maximum fee increase. Increases will be informed by taking into account external and internal benchmarks, such as the salary increase for the general workforce and will have due regard to the factors set out in the 'Operation' column of this table.	Not applicable.

EXPLANATION OF PERFORMANCE MEASURES CHOSEN

Performance measures for the annual bonus are selected annually to align with the short-term financial priorities and prevailing strategic imperatives of the Group, and the interests of shareholders and other stakeholders.

Financial measures will normally be used for a substantial element of the bonus for the CEO and CFO with any remainder based on key strategic and/or personal objectives designed to ensure that Executive Directors are incentivised to deliver across a range of objectives. The CRO's bonus objectives will be largely based on objectives relating to the function being performed. 'Target' performance is typically set in line with the business plan for the year, with threshold to stretch targets set around this based on a sliding scale which takes account of relevant commercial factors. Only modest rewards are available for delivering threshold performance levels, with rewards at stretch requiring material outperformance of the business plan.

Performance measures for the LTIP are selected in order to provide a robust and transparent basis on which to measure the Group's performance, to demonstrably link remuneration outcomes to delivery of the business strategy over the longer term, and to provide strong alignment between senior management and shareholders. In achievement of these aims. Measures may include profit, revenue, return on capital, total shareholder return and ESG-related objectives. The Policy enables the Committee to alter the LTIP measures and weightings for each award cycle to ensure they can continue to facilitate an appropriate measurement of performance over the life of the policy, taking account of any evolution in the Group's strategic ambitions.

When setting performance targets for the bonus and LTIP, the Committee will take into account a number of different reference points, which may include the Group's business plans and strategy, external forecasts and the wider economic environment.

LEGACY ARRANGEMENTS

For the avoidance of doubt, the Committee may approve payments to satisfy commitments agreed prior to the approval of this Directors' Remuneration Policy, including any inflight growth share awards and incentives relating to gifts from the Founder which were made in February 2025. The Committee may also approve payments outside this Remuneration Policy in order to satisfy legacy arrangements made to an employee prior to (and not in contemplation of) promotion to the Board.

Directors' Remuneration Policy
Continued

RECOVERY AND WITHHOLDING PROVISIONS

Awards under the annual bonus scheme (cash and deferred) and the LTIP are subject to recovery and withholding provisions which permit the Remuneration Committee, at its discretion, to reduce the size of any future award or share award granted to the Director, to reduce the size of any granted but unvested share award held by the Director, impose additional conditions on an unvested award, or to require the Director to transfer shares or make a cash payment to the Company.

The circumstances in which the Company may apply the recovery or withholding provisions include:

- serious reputational damage to the Group's business;
- the participant's gross negligence, fraud, dishonesty or other misconduct that has caused or contributed to the Company or any other member of the Group having to restate all or a portion of its financial statements to a material degree;
- the participant's gross negligence, fraud, dishonesty or other misconduct or an act or omission which would entitle the Committee or another member of the Group to terminate the participant's employment summarily;
- a material error in calculating the number of shares or the amount of cash paid to the participant;
- reasonable evidence of fraud or material dishonesty by the participant;
- the participant has materially failed to meet appropriate standards of fitness and propriety and as a consequence the Group's business and/or the business unit in which the participant is engaged has incurred a significant loss of reputation;
- the participant is in breach of a fiduciary duty owed to any member of the Group;
- the Group has become aware of any material wrongdoing on the participant's part;
- results announced for any financial year before vesting of an award have subsequently appeared materially financially inaccurate or misleading;
- an exceptional event or events occurs that has had or may have a material effect on the value or reputation of any member of the Group (excluding an exceptional event or events which have a material adverse effect on global macroeconomic conditions);
- the Company or entities representing a material proportion of the Group becomes insolvent or otherwise suffers a corporate failure so that ordinary shares in the Company cease to have material value; or
- such other exceptional circumstances which, in the Company's absolute discretion, justify recovery or withholding being applied.

In respect of cash award payments under the annual bonus scheme, the recovery and withholding provisions apply for one year from the date of payment of the award (or, if later, the date of publication of the Company's financial results for the year following the relevant year over which the award was earned).

In respect of share awards under the LTIP (including any deferred share awards), the recovery and withholding provisions apply for a period of two years from vesting. The Committee may delay vesting of a share award to enable an investigation of the potential application of the recovery and withholding provisions.

FLEXIBILITY, DISCRETION AND JUDGEMENT

The Committee operates the annual bonus and LTIP according to the rules of each respective plan which, consistent with market practice, include discretion in a number of respects in relation to the operation of each plan. Discretions include:

- who participates in the plan, the quantum of an award and/or payment and the timing of awards and/or payments;
- determining the extent of vesting;
- treatment of awards and/or payments on a change of control or restructuring of the Group;
- whether an Executive Director is a good/bad leaver for incentive plan purposes and whether the proportion of awards that vest do so at the time of leaving or at the normal vesting date(s);
- how and whether an award may be adjusted in certain circumstances (e.g. for a rights issue, a corporate restructuring or for special dividends);
- what the weighting, measures and targets should be for the annual bonus plan and LTIP awards from year to year;
- the Committee also retains the ability, within the Directors' remuneration policy, if events occur that cause it to determine that the conditions set in relation to an annual bonus plan or a granted LTIP award are no longer appropriate or unable to fulfil their original intended purpose, to adjust targets and/or set different measures or weightings for the applicable annual bonus plan and LTIP awards. Any such changes would be explained in the subsequent Directors' remuneration report and, if appropriate, be the subject of consultation with the Company's major shareholders; and
- the ability to override formulaic outcomes in line with the Directors' remuneration policy.

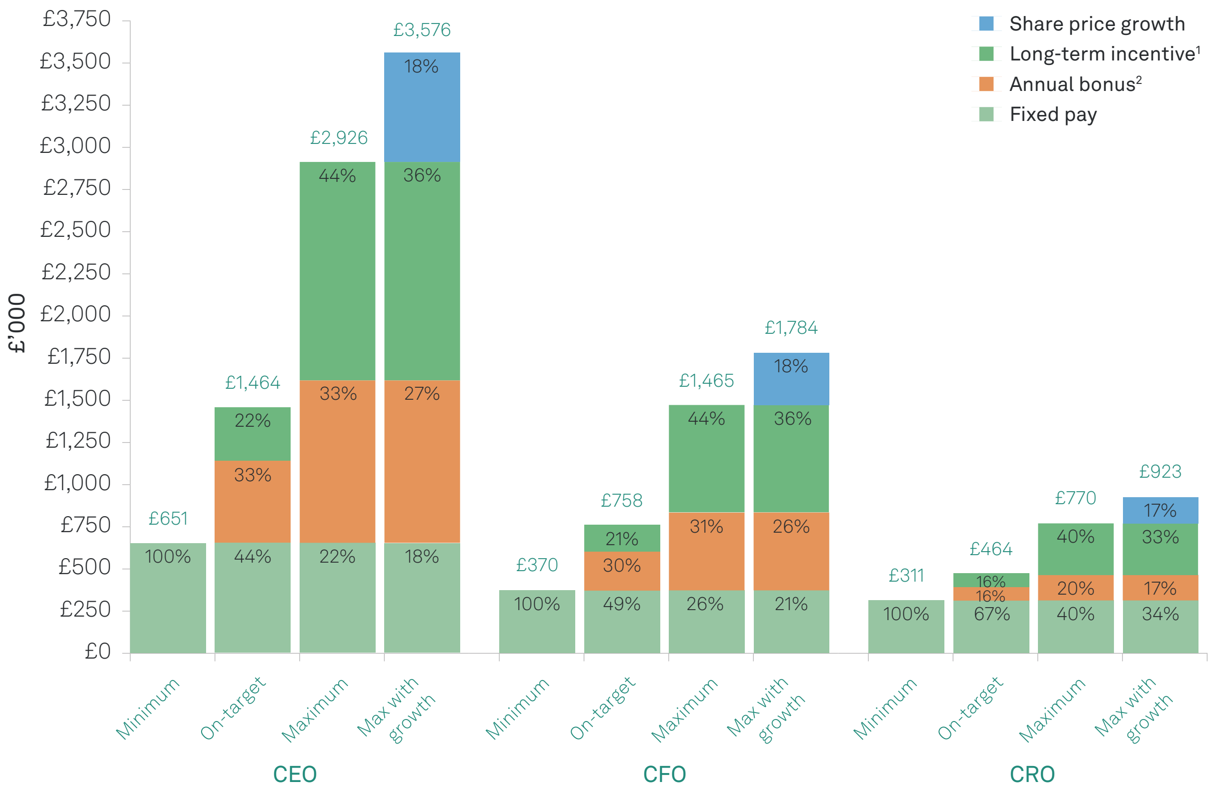
All assessments of performance are ultimately subject to the Committee's judgement. Any discretion exercised, and the rationale, will be disclosed in the annual remuneration report.

ILLUSTRATIONS OF APPLICATION OF THE DIRECTORS' REMUNERATION POLICY

The charts overleaf set out for the CEO, CFO and CRO an illustration of the application of the Directors' remuneration policy set out above. The chart shows the split of remuneration between fixed pay and annual bonus and LTIP on the basis of minimum remuneration, remuneration receivable for performance in line with the Group's expectations, maximum remuneration (not allowing for any share price appreciation) and maximum remuneration.

In illustrating the potential reward, the following assumptions have been made:

Directors' Remuneration Policy
Continued



	FIXED PAY	BONUS	LTIP
Minimum performance	Fixed elements of remuneration only – base salary (being the salary, estimated value of benefits payable for 2025 and pension contributions of 5% of the first £75,000 of salary (for the CFO and CRO only))	No annual bonus	No LTIP vesting
Target performance		50% of maximum bonus	25% of LTIP vesting
Maximum performance		CEO 150% of salary CFO 125% of salary CRO 50% of salary	CEO 200% of salary CFO 175% of salary CRO 100% of salary
Maximum performance plus 50% share price growth			As per Maximum plus a 50% share price increase over the three-year vesting period

1 LTIP is measured at face value, i.e. no assumption for dividends or share price growth (other than in the Maximum plus share price growth scenario).

2 Annual bonus includes amounts deferred into shares.

Recruitment remuneration

The Policy aims to facilitate the appointment of individuals of sufficient calibre to lead the business, to execute the Group's strategy effectively and to promote the long-term success of the Group for the benefit of shareholders and other stakeholders. When appointing a new Executive Director, the Committee seeks to ensure that arrangements are in the best interests of the Group and not to pay more than is appropriate.

The Committee will take into consideration a number of relevant factors, which may include the calibre and experience of the individual, the candidate's existing remuneration package, and the specific circumstances of the individual, including the jurisdiction from which the candidate was recruited.

When hiring a new Executive Director, the Committee will typically align the remuneration package with the above policy. The Committee may include other elements of pay which it considers are appropriate; however, this discretion is capped and is subject to the principles and the limits referred to below.

- New Executive Directors will be offered a basic salary which is appropriate and necessary to secure the candidate, taking into consideration a number of factors, including external market forces, the expertise, experience and calibre of the individual and their current level of pay. Where the Committee has set the salary of a new appointment at a discount to the market level initially until established in the role, they may receive an uplift or a series of planned increases to bring the salary to the appropriate market position over time.
- For external and internal appointments, the Committee may agree that the Company will meet appropriate relocation and/or incidental expenses as appropriate (for up to two years from recruitment).
- Annual bonus awards, LTIP awards and pension contributions would not be in excess of the levels stated in the policy table above.
- Depending on the timing of the appointment, the Committee may deem it appropriate to set different annual bonus performance conditions for the first performance year of appointment. An LTIP award can be made following an appointment (assuming the Company is not in a closed period).
- Where a position is filled internally, any ongoing remuneration obligations or outstanding variable pay elements shall be allowed to continue according to the original terms, adjusted as relevant to take into account the appointment.
- In addition, the Committee may offer additional cash and/or share-based buyout awards when it considers these to be in the best interests of the Company (and therefore shareholders) to take account of remuneration given up at the individual's former employer. Such awards would represent a reasonable estimate of the value foregone and would reflect, as far as possible, the delivery mechanism, time horizons and whether performance requirements are attached to the remuneration elements considered in formulating the buyout. Shareholders will be informed of any such payments at the time of appointment and/or in the next published annual report. However, for the avoidance of doubt, the value of buy-out awards is not capped.
- For the appointment of a new Chair of the Board or Non-Executive Director, the fee arrangements would be set in accordance with the approved Directors' remuneration policy.

Directors' Remuneration Policy
Continued

SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

The Company's policy is that Executive Directors should normally be employed under rolling service contracts with notice periods of either 12 months (from each party) or 6 months (from each party).

NAME	Position	Date of service agreement	Notice period by Company (months)	Notice period by Director (months)
Clive Kahn	CEO	9 September 2024	12 months	12 months
Tim Powell	CFO	1 December 2022	12 Months	12 Months
Tim Butters	CRO	24 June 2019	12 Months	12 Months

All Non-Executive Directors have letters of appointment for an initial term of three years which may be terminated earlier by the giving of three months' notice by either party. Chair of the Board and Non-Executive Director appointments are subject to Board approval and re-election by shareholders at each annual general meeting.

NAME	Date of appointment	Commencement date of current term	Unexpired term as at 19 March 2025
Dame Jayne-Anne Gadhia	1 May 2024	1 May 2024	2 years
Vijay Thakrar (Chair of the Remuneration Committee)	9 May 2021	1 May 2024	2 years
Nicole Coll	17 March 2025	17 March 2025	3 years

Copies of Executive Directors' service contracts and Non-Executive Directors' letters of appointment are available for inspection at the Company's registered office during normal hours of business and at the 2025 AGM.

PAYMENTS FOR LOSS OF OFFICE

The principles on which the determination of payments for loss of office will be approached are set out below:

- Payment in lieu of notice - The contracts of Executive Directors can be terminated with immediate effect with or without cause by making a payment in lieu of notice of salary and benefits, including pension contributions, and private medical insurance (or a payment equivalent to the cost of such benefits), but excluding any bonus.
- Annual bonus - Ordinarily, no annual bonus will be paid to an Executive Director who has either left the business or is under notice at the time of bonus payment. However, for a "good leaver", some bonus may be payable at the discretion of the Committee on an individual basis dependent on a number of factors, including the circumstances of the individual's departure and their contribution to the business during the annual bonus period in question. Any annual bonus award amounts paid will normally be pro-rated for time in service during the annual bonus period and will, subject to performance, be paid at the usual time (although the Committee retains discretion to pay the annual bonus award earlier in appropriate circumstances). Any bonus earned for the year of departure and, if relevant, will be paid wholly in cash or may be part deferred at the discretion of the Committee.

  On a change of control, annual bonuses will either continue for the full year or a pro-rata bonus may be paid out to the time of completion.
- Deferred bonus awards - The extent to which any unvested deferred bonus award will vest will be determined in accordance with the rules of the LTIP. If an Executive Director leaves Alpha for any reason (other than misconduct or circumstances in which their employment could have been terminated without notice, in which case the any outstanding awards will lapse), the award will usually continue until the normal vesting date. The Committee retains the discretion to release a good leaver's deferred bonus awards when the participant leaves.

  On a change of control, deferred bonus awards will generally vest on the date that control alters, unless the Committee permits (or requires) awards to roll over into an equivalent award over shares in the acquiror.
- LTIP - The extent to which any unvested award will vest will be determined in accordance with the rules of the LTIP. Any outstanding awards will ordinarily lapse, however in 'good leaver' cases the default treatment is that awards will vest at the normal vesting date subject to the original performance condition and time proration and the holding period will normally continue to apply. For added flexibility, the LTIP rules allow for the Committee to decide not to pro-rate (or pro-rate to a different extent) if it decides it is appropriate to do so, and to allow vesting to be triggered at the point of leaving by reference to performance to that date, rather than waiting until the end of the performance period if the Committee so decides.

  On a change of control, any vesting of awards will generally vest subject to assessment of performance against the performance conditions and will normally be pro-rated. The committee may permit the pro-rated be disapplied or may permit (or require) that LTIP awards are rolled over into an equivalent award over shares in the acquiror.
- Buy-out awards - Where a buy-out award is made, then the leaver provisions would be determined at the time of the award.
- Mitigation - The Remuneration Committee strongly endorses the principle of mitigating any loss on early termination and will seek to reduce the amount payable on termination where it is possible and appropriate to do so. The Committee will also take care to ensure that, while meeting its contractual obligations, poor performance is not rewarded.
- Other payments - The Group may pay outplacement and professional legal fees incurred by Executives in finalising their termination arrangements, where considered appropriate, and may pay any statutory entitlements or settle compromise claims in connection with a termination of employment, where considered in the best interests of the Company.

Where the Committee retains discretion, it will be used to provide flexibility in certain situations, taking into account the particular circumstances of the Director's departure and performance.

EXTERNAL APPOINTMENTS

The Company recognises that its Executive Directors may be invited to become non-executive directors of other companies and that such external appointments can broaden their experience and knowledge to the potential benefit of Alpha. Subject to approval by the Board, Executive Directors are allowed to accept non-executive appointments, provided that these appointments are not likely to lead to conflicts of interest. The Committee will consider its approach to the treatment of any fees received by Executive Directors in respect of external non-executive roles as they arise.

Directors' Remuneration Policy
Continued

CONSIDERATION OF SHAREHOLDERS' VIEWS

The Committee consulted with key shareholders on this Policy prior to finalisation and the Committee retains ongoing dialogue with shareholders, welcoming feedback on Directors' remuneration. The Committee will seek to engage appropriately with major shareholders and their representative bodies on changes to the Policy. The Committee will also consider shareholder feedback received in relation to the remuneration-related resolutions each year following the AGM. This, plus any additional feedback received from time to time (including any updates to shareholders' remuneration guidelines), will then be considered as part of the Committee's annual review of remuneration policy and its implementation.

The Committee also actively monitors developments in the expectations of institutional investors and considers good practice guidelines from institutional shareholders and shareholder bodies.

CONSIDERATION OF EMPLOYMENT CONDITIONS ELSEWHERE IN THE GROUP

The Committee monitors the pay and conditions of the wider workforce, and the design of the Directors' remuneration policy is informed by the policy for employees across the Group. The Chair of the Committee is appointed as the Company's designated Workforce Engagement Director pursuant to the UK Corporate Governance Code, and the Committee receives periodic updates on remuneration arrangements, work culture and employment conditions across the Group. It is proposed to engage going forward with employees on how executive remuneration aligns with wider company pay policy. The Board receives feedback on employee engagement, such as remuneration and job satisfaction, through broad-based internal surveys that are run annually through a dedicated third-party analytics and benchmarking tool.

DIFFERENCES IN PAY POLICY FOR EXECUTIVE DIRECTORS IN COMPARISON TO EMPLOYEES MORE GENERALLY

The overall approach to reward for employees across the workforce is a key reference point when setting the remuneration of the Executive Directors. As for the Executive Directors, general practice across the Group is to recruit employees at competitive market levels of remuneration, incentives and benefits to attract and retain employees, accounting for national and regional talent pools. When reviewing the salaries of the Executive Directors, the Committee pays close attention to pay and employment conditions across the wider workforce, and in normal circumstances any increases in salaries for Executive Directors will be no higher than the average increase for the general workforce. As is the case for our current CEO, CRO and CFO, the pension contributions for future Executive Directors will be aligned to those for employees in the locations where the individuals are based.

A culture of share ownership exists across the Group and over 150 employees being shareholders or holding interests share schemes at 31 December 2024.

The key difference between the remuneration of Executive Directors and that of our other employees is that, overall, at executive and senior management levels, remuneration is increasingly long term, and 'at risk' with an emphasis on performance-related pay linked to business performance and share-based remuneration. This ensures that remuneration at senior levels will increase or decrease in line with long term business performance and provides alignment between the interests of Executive Directors and shareholders. Senior executives have a greater percentage of their total remuneration based on long term business performance than more junior staff to align with shareholder experience.

Annual Report on Remuneration

This section of the report has been prepared in accordance with Part 3 of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) and Rule 9.8.6 of the Listing Rules.

The Annual Statement and Annual Report on Remuneration will be put to a single advisory shareholder vote at the AGM on 15 May 2025.

This part of the report comprises five sections:

A) Remuneration for 2024
B) Directors' share ownership and share interests
C) Pay comparison
D) Remuneration Committee membership, governance and voting
E) Implementation of Remuneration Policy in 2025

REMUNERATION FOR 2024
SINGLE TOTAL FIGURE OF DIRECTORS' REMUNERATION

The total remuneration of the Directors for the year ended 31 December 2024 and the prior year is shown in the table below:

Director		Salary/ fees £'000	Benefits[1] £'000	Pension[2] £'000	Fixed pay Sub-total £'000	Annual bonus[3] £'000	Growth share awards vesting[4] £'000	Other	Variable pay Sub-total £'000	Total £'000
EXECUTIVE DIRECTORS										
Morgan Tillbrook	2024	500	5	4	509	620	–	–	620	**1,129**
	2023	*500*	*6*	*4*	*510*	*0*	–	–	*0*	***510***
Tim Powell	2024	325	1	4	330	515	–	–	515	**845**
	2023	*225*	*1*	*4*	*230*	*0*	–	–	*0*	***230***
Tim Butters	2024	300	1	4	305	50	–	–	50	**355**
	2023	*250*	*1*	*4*	*255*	*0*	*403*	–	*403*	***658***
NON-EXECUTIVE DIRECTORS										
Clive Kahn[6]	2024	153	–	–	153	–	–	–	–	**153**
	2023	*53*	–	–	*53*	–	–	–	–	***53***
Vijay Thakrar	2024	53	–	–	53	–	–	–	–	**53**
	2023	*53*	–	–	*53*	–	–	–	–	***53***
Jayne-Anne Gadhia[5]	2024	79	–	2	81	–	–	–	–	**81**
	2023	–	–	–	–	–	–	–	–	**–**
Lisa Gordon[7]	2024	18	–	–	18	–	–	–	–	**18**
	2023	*53*	*1*	–	*54*	–	–	–	–	***54***

Notes:
1 Benefits paid to Clive Kahn, Tim Powell and Tim Butters comprised the provision of private medical insurance.
2 Executive Directors received a contribution to a defined contribution pension scheme.
3 Further information in relation to the bonuses payable is given on page 132. 2024 bonuses are payable in cash.
4 The values of the Growth share scheme are the vesting values of the share awards vesting in the year or where all performance criteria have been achieved to vest in the year. In March 2023, Tim Butters received share awards with a value of £402,921 in respect of the year-ended 31 December 2022.
5 Jayne-Anne Gadhia joined the Board as Chair Designate on 1 May 2024 and stepped up to Chair on 1 November 2024.
6 Clive Kahn stepped down from being the independent Chair of the Board on the 1 November 2024 before taking up the role of CEO on 1 January 2025. His salary reflects 10 months at £53,000 and two months at £650,000.
7 Lisa Gordon stepped down from the Board on 1 May 2024.

Annual Report on Remuneration
Continued

ANNUAL BONUS FOR THE YEAR ENDED 31 DECEMBER 2024

Participants in the 2024 annual bonus scheme included our former CEO (Morgan Tillbrook), CFO (Tim Powell) and our CRO (Tim Butters) with maximum opportunities of 150%, 171% and 16.7% of salary respectively.

The bonus award for the year was based on the achievement against a sliding scale of underlying PBT targets for the former CEO and CFO and, for the CFO and CRO only, objectives related to a successful move from AIM to the Main Market.

For 2024 only, in recognition of the work entailed with a move from AIM to the Main Market, the Committee agreed that an additional bonus of up to £150k for Tim Powell and £50k for Tim Butters would be payable based on (i) achievement of personal objectives relating to a successful move from AIM to the Main Market, and (ii) achieving the move to the Main Market during 2024.

Underlying PBT performance (CEO and CFO)

The bonus targets for 2024 were constructed so that nothing was payable for below Target or Maximum performance. Instead, the bonus would begin to accrue at Maximum performance and increase on a straight-line basis until Stretch or higher was achieved. For the CEO and CFO, 100% of salary was payable for achieving a maximum.

	Maximum £m (100% of salary payout)	Stretch £m 125% / 150% of salary payout	Actual PBT £m	Bonus earned %
Underlying PBT	£45.0	£49.5	£47.4	CEO: 124% of salary CFO: 112% of salary

The Group delivered underlying PBT of £47.4m which was approximately half-way between Maximum and Stretch targets. Accordingly, a bonus of 124% of salary became payable to the CEO and 112% of salary to the CFO.

Non-financial performance (CFO and CRO)

As set out above, the bonus for 2024 also included an amount payable, for the CFO and CRO only, based on individual objectives related to the successful and timely completion of a Main Market listing including the publication of the prospectus and all of the associated workstreams (Working Capital, regulatory, financial and legal due diligence, Key Risks and Uncertainties, advisor appointment, and the Financial Position and Prospects Procedures). This was achieved and a bonus of 46% of salary and 16.7% of salary became payable to the CFO and CRO respectively.

The total bonuses for the three Executive Directors are as follows:

- CEO - £620,000 (124% of salary or 82.7% of maximum)
- CFO - £515,000 (158% of salary or 92.6% of maximum)
- CRO - £50,000 (16.7% of salary or 100% of maximum)

The Remuneration Committee believes these outcomes fairly reflect the performance of the business over the 2024 financial year. Under the terms of the 2024 annual bonus scheme, bonuses will be paid in cash. Under the proposed Directors' Remuneration Policy, any bonuses earned in respect of 2025 and thereafter will be delivered in a combination of cash and deferred share awards where the bonus opportunity is above 100% of base salary. Further details are set out in the Policy table.

GROWTH SHARES VESTING IN RESPECT OF PERFORMANCE TO 31 DECEMBER 2024

Prior to listing on the Main Market, Alpha operated a number of arrangements under which employees subscribed for special classes for shares in different subsidiaries of the Company (Growth Shares).

Tim Butters is a participant in the E and F Growth Share Schemes and Tim Powell is a participant in the F Growth Share Scheme which was established prior to this appointment as a Director. The E Growth Shares and F Growth Shares contain a put option, such that, when and to the extent vested, they can be converted into ordinary shares in the Group.

The E Shares vest in four equal tranches, occurring annually, starting on 31 December 2021 until 31 December 2024. Vesting required Group revenue growth of 25% in 2021, 20% in 2022, 20% in 2023 and 20% in 2024; vesting of tranche 4 is shown in the table below.

The F Shares vest in four equal tranches, occurring annually, in respect of the Financial Years for 2023, 2024, 2025 and 2026. Vesting for each Financial Year requires Group revenue growth of 20% for each Financial Year, vesting of tranche 2 and the remaining tranches (3&4) are shown in the table below:

	Number of growth shares awarded	Vesting target	Target Hit	Number vested	Vesting date
TIM BUTTERS	E SHARES:				
	Tranche 4 – 25	20% revenue Growth	Yes	25	19/03/2025
	F SHARES:				
	Tranche 2 - 3	20% revenue Growth	Yes	3	19/03/2025
	Tranche 3 - 3	20% revenue Growth	n/a	n/a	March 26
	Tranche 4 - 4	20% revenue Growth	n/a	n/a	March 27
TIM POWELL	F SHARES:				
	Tranche 2 - 17	20% revenue Growth	Yes	17	19/03/2025
	Tranche 3 - 17	20% revenue Growth	n/a	n/a	March 26
	Tranche 4 - 18	20% revenue Growth	n/a	n/a	March 27

Following the revenue growth target for the year ended 31 December 2024 being met for the E Growth Shares and the F Growth Shares, the shares vested. As a result, 17,471 shares in Alpha Group International plc will be issued to Tim Butters as consideration for his E and F Growth Shares and 8,963 shares will be issued to Tim Powell as consideration for his F Growth Shares.

The revenue growth target for the year ended 31 December 2023 was not met for the E Growth Shares and the F Growth shares meaning those shares lapsed. As a result, no shares in Alpha Group International plc were issued as consideration for the lapsed E and F Growth Shares in March 2024.

Annual Report on Remuneration
Continued

PAYMENTS TO FORMER DIRECTORS AND LOSS OF OFFICE PAYMENTS

Lisa Gordon stepped down from the Board on 1 May 2024. She received her fee until the date of cessation and did not receive a payment in lieu of notice.

On the 9 September 2024 Morgan Tillbrook announced his intention to step down from CEO and executive director at the end of 2024. The Nominations Committee and Remuneration Committee agreed that he would be treated as a good leaver and remain eligible for his 2024 performance bonus. Further it was agreed that his service agreement would cease from 1 January 2025 and he would not be eligible for any salary or performance bonus payments from this date.

A. DIRECTORS' SHARE OWNERSHIP AND SHARE INTERESTS

Share awards granted during 2024

No share awards were granted to Executive Directors during 2024 or 2023.

Following the year end, as set out in the Annual Statement, Morgan Tillbrook gifted shares to directors to reflect their contribution to Alpha's successful growth during Morgan's tenure at Alpha. Morgan gifted shares to Clive Kahn, Jayne-Anne Gadhia and Vijay Thakrar on 11 February 2025. There are no service requirements or performance conditions attached to these gifts.

On the same date, Morgan Tillbrook also gifted shares to Tim Powell and Tim Butters. These were in the form of nil cost options which vest subject to continued service and revenue growth conditions.

The gifts are from Morgan Tillbrook's personal shareholding and are not dilutive to other shareholders. Furthermore, there are minimal cash cost to Alpha as the associated Employers' NIC costs are borne by recipients.

Details of the gifts made to Directors on 11 February 2025 are set out in the table below:

	Number of shares / awards gifted[2]	Performance condition	End of performance period	Earliest exercise date	Number of shares held post tax[3]
Clive Kahn[1]	210,202 nil cost options	n/a	n/a	11-Feb-25	210,202
Tim Powell	105,101 nil cost options	Vesting after three years based on delivering 15% growth in revenue over each year of the three-year performance period (2025-2027). If the target is achieved for a particular year, one third of the award will vest subject to continued service.	One third performance tested at end of FY2025, FY2026 and FY2027.	11/02/2028 With further two-year holding period.	n/a
Tim Butters	63,060 nil cost options				
Jayne-Anne Gadhia	21,020 nil cost options	n/a	n/a	11-Feb-25	9,516
Vijay Thakrar	21,020 nil cost options	n/a	n/a	11-Feb-25	9,516

1 Clive Kahn, Jayne-Anne Gadhia, and Vijay Thakrar exercised their awards immediately. Clive Kahn paid the tax on the gift using his own monies and therefore holds 210,202 shares following the gift. The non-executives sold shares to pay income tax, employees' NIC and employer's NIC and retained the net number of shares.

2 The number of awards were based on values of £5m, £2.5m, £1.5m for the CEO, CFO and CRO and £500,000 each for the two non-executive directors. The share price used was based on an assumption of a notional £1bn market capitalisation at the grant date (which is equivalent to a share price of 2,379 pence). The actual share price on the date of grant was 2,540 pence (11 February 2025).

3 The number of shares held post tax excludes any shareholding prior to the date of the gift.

B. BENEFICIAL INTERESTS

The share interests of each Director as at 31 December 2024 (together with interests held by connected persons) are set out in the table below. To align Executive Directors with the interests of shareholders, the Remuneration Committee has implemented shareholding guidelines for Executive Directors and key senior colleagues.

Shareholdings for Directors who have held office during the year ended 31 December 2024 are set out in the table below:

Director	No. of shares owned outright (including connected persons)[1] 31 December 2024	No. of shares owned outright (including connected persons) 31 December 2023	Vested but unexercised share awards	Unvested shares subject to performance conditions[2]	Shareholding as a % of salary as at 31 December 2024	Shareholding guidelines met?
EXECUTIVE DIRECTORS						
Morgan Tillbrook	5,958,489	5,934,168	–	–	27,886%	Y
Tim Powell	–	–	–	22,955	0%	N
Tim Butters	34,214	34,229	–	21,281	267%	Y
Clive Kahn	480,000	355,000	–	–	1,728%	Y
NON-EXECUTIVE DIRECTORS						
Jayne-Anne Gadhia	–	–	–	–	n/a	n/a
Vijay Thakrar	2,400	2,400	–	–	n/a	n/a
Lisa Gordon[3]	n/a	25,665	–	–	n/a	n/a

1. Includes beneficially owned shares.
2. These related to interests in the E and F growth shares and are shown as the estimated equivalent number of ordinary shares based on a share price average from 20 December to 31 December 2024 and share price as at 31 December 2024 for the outer years.
3. Lisa Gordon stepped down as a director on 1 May 2024

Annual Report on Remuneration
Continued

In the period between 31 December 2024 and 19 March 2025 the Directors' interests in shares of the Company have increased reflecting the founder share awards as follows:

Director	No. Shares acquired between 31/12/24 and 19/03/25	No. of shares owned outright (including connected persons)[1] 19 March 2025
Jayne-Anne Gadhia	9,516	9,516
Vijay Thakrar	9,516	11,916
Clive Kahn	210,202	690,202
Tim Butters	–	34,214
Tim Powell	–	–

1. Includes beneficially owned shares.

C. PAY COMPARISON

Percentage change in Directors' remuneration versus employee pay.

The table below shows the percentage change in salary, benefits and annual bonus earned between the 2023 financial year and the prior year for the Group Board compared to the average earnings of all of the Group's employees. This is a new disclosure for Alpha and will build up over time to show 5 years' worth of data over time.

	Salary / Fees	Benefits	Annual bonus[2]
Morgan Tillbrook	0%	0%	–
Tim Powell	44%	0%	–
Tim Butters	20%	0%	n/a
Clive Kahn	0%	n/a	n/a
Jayne-Anne Gadhia[1]	n/a	n/a	n/a
Vijay Thakrar	0%	n/a	n/a
Workforce average	6%	n/a	33%

1. Jayne-Anne Gadhia joined the Board as Chair Designate on 1 May 2024
2. No Bonus was paid in 2023 to Morgan Tillbrook or Tim Powell

CEO Pay ratio[1]

In line with the reporting regulations, set out below is the ratio of CEO pay compared to the pay of UK full-time equivalent colleagues of the Group for the financial year ended 31 December 2024. This is another new disclosure for Alpha and we will build up to five year's worth of data over time. We expect the pay ratio to vary from year to year, driven largely by variability in incentive outcomes for the CEO, which will significantly outweigh any other general employee pay changes at Alpha. The CEO single total figure remuneration of £1,129,000 for Morgan Tillbrook is used in the table below. The Remuneration Committee will monitor the CEO pay ratio over time to check that it appears reasonable and is consistent with the Company's wider policies on colleague pay, reward and progression.

	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2024	Option A	29:1	22:1	12:1

Alpha has calculated the pay ratio using Option A as it is the most accurate approach. The total remuneration for each employee was calculated in line with the methodology for calculating the CEO's remuneration.
The Remuneration Committee is satisfied that the resulting figures are reasonable and are appropriately representative for the purposes of the CEO pay ratio calculations. Set out in the table below is the base salary and total pay and benefits for each of the percentiles.

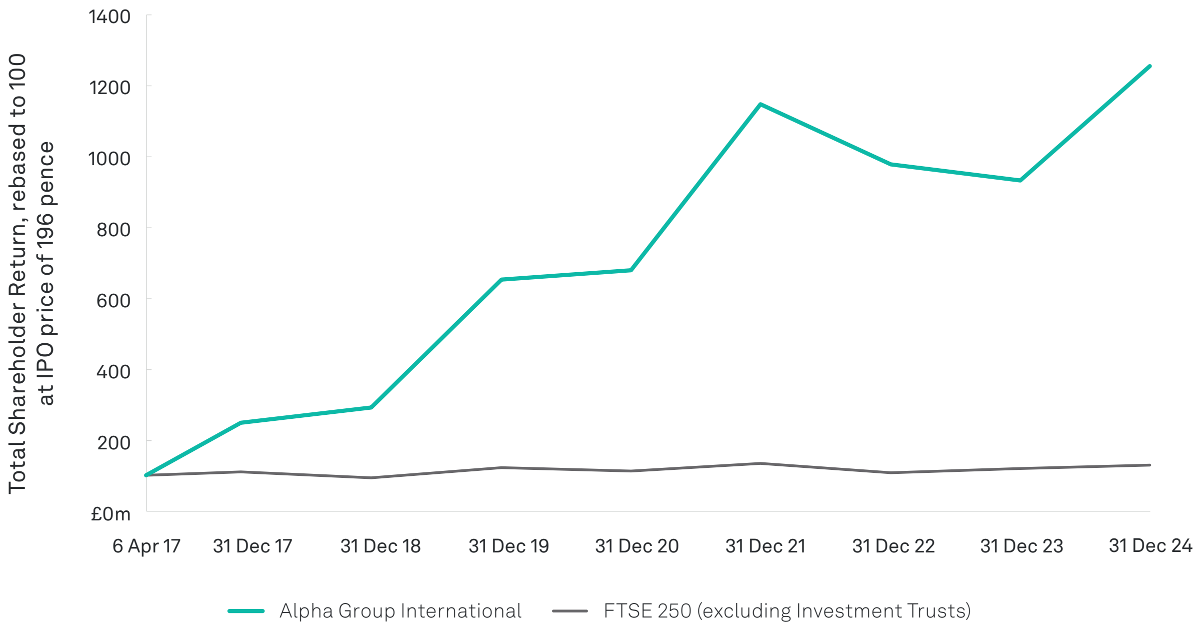
	25th percentile	Median	75th percentile
Salary	£36,000	£45,600	£70,000
Total pay and benefits	£38,900	£51,300	£92,500

1 The salaries and total pay and benefit are based on the prorated salaries and total pay and benefits for all employees at the balance sheet date as if they had been employed for the full year.

Annual Report on Remuneration
Continued

Total shareholder return performance graph and CEO total pay

The following graph illustrates the total return, in terms of share price growth and dividends on a notional investment of £100 in new Alpha since its admission to the AIM market in 2017 relative to the FTSE 250 Index (excluding investment trusts).



Source: Datastream (a LSEG product)

This index was chosen by the Committee as Alpha is now a constituent of the FTSE 250 and it provides an indicator of general UK market performance for companies of a broadly similar size.

The total remuneration figures, including annual bonus and vested PSP awards (shown as a percentage of the maximum that could have been achieved) for the CEO for each of the last five financial years are shown in the table below.

Year	CEO	CEO single figure of total remuneration £'000	Annual bonus payout against maximum opportunity %	Long Term incentive vesting rates[1] %
2024	Morgan Tillbrook	1,129	83%	n/a
2023	Morgan Tillbrook	510	0%	n/a
2022	Morgan Tillbrook	1,009	50%	n/a
2021	Morgan Tillbrook	694	75%	n/a
2020	Morgan Tillbrook	362	0%	n/a
2019	Morgan Tillbrook	403	71%	n/a
2018[2]	Morgan Tillbrook	314	67%	n/a
2017[2]	Morgan Tillbrook	250	11%	n/a

1 Morgan Tillbrook did not participate in any long-term share plans
2 Percentage shown represents the percentage of salary rather than percentage of max opportunities

Relative importance of the spend on pay

The following table shows the Company's actual spend on pay for all Group colleagues relative to dividends

Year	2024	2023	% change
Staff costs[1]	£56.6m	£37.7m	50%
Revenue	£135.6m	£110.4m	23%
Dividends[2]	£7.1m	£6.4m	11%

1 Note 8 of the Financial Statements
2 Note 11 of the Financial Statements

D. REMUNERATION COMMITTEE MEMBERSHIP, GOVERNANCE AND VOTING

Remuneration Committee membership

The Remuneration Committee in 2024 comprised Vijay Thakrar, who became Chair of the Committee when Lisa Gordon, the previous Committee Chair, stepped down from the Board on 1 May 2024. Jayne-Anne Gadhia became a member of the Committee upon joining the Board on the same date. Clive Kahn was a member of the Committee during the year until 1 November 2024 when he became an Executive Director, and did not participate in any discussions concerning his move to the role of CEO.

Selected members of management (including the CEO and the CFO) are invited to attend meetings where appropriate. The Company Secretary is the secretary to the Remuneration Committee. Attendees are not involved in any decisions and are not present for any discussions regarding their own remuneration.

Independent advisers

The Remuneration Committee takes account of information from both internal and independent sources. Following the move to the Main Market, FIT Remuneration Consultants LLP ("FIT") were appointed to act as the Remuneration Committee's independent adviser. FIT advised the Remuneration Committee on all aspects of Senior Executive remuneration, including changes to remuneration as a result of the move to the Main Market, advice on remuneration trends, corporate governance and shareholder views.

Annual Report on Remuneration
Continued

FIT is a founder member of the Remuneration Consultants' Group and complies with its Code of Conduct, which sets out guidelines to ensure that its advice is independent and free of undue influence. The Remuneration Committee reviews the performance and independence of its advisers on an annual basis. The Remuneration Committee was satisfied that FIT's advice was independent and objective. Alpha incurred fees of £59,000 excluding VAT during 2024 relating to Remuneration Committee advice. FIT billed on a time and materials basis and did not provide any other services to Alpha during 2024.

Shareholder voting

Alpha submitted the Directors' Remuneration report for a shareholder vote at the AGM held on 1 May 2024. The vote was advisory and received the following support.

	Directors' Remuneration report (2023)	
Year	Total number of votes	% of votes cast
For	32,529,264	91.88%
Against	2,874,838	8.12%
Total votes cast (for and against)	35,404,102	100%
Votes withheld	90,000	–

E. IMPLEMENTATION OF POLICY IN 2025

Base salaries

The Committee took the view that the Main Market listing was the appropriate juncture at which to review salaries so that they appropriately reflect the performance of the executives and their experience, the current size of the business and the increase in its scale and complexity.

The CEO's base salary has been set at £650,000 for 2025.

As set out in the Annual Statement, the CFO's base salary has been increased to £365,000 from 1 January 2025 and it is intended that this will increase to £400,000 from 1 January 2026 subject to continued strong performance.

The CRO's base salary will be £306,000 and this has increased by the general workforce increase of 2%.

Non-executive director' fees

Jayne-Anne Gadhia's fee in her role as Chair of the Board has been set at £250,000

The fees payable to non-executive directors for 2025 are:

- £65,000 base fee
- £10,000 additional fees for being the chair of the Audit Committee or Remuneration Committee or holding the position of SID

Annual bonus

For 2025, the maximum bonus opportunities will be 150% of salary, 125% and 50% of salary for the CEO, CFO and CRO respectively.

The CEO's and CFO's bonus will be subject to stretching performance conditions based 40% on underlying PBT, 40% on revenue and 20% on corporate and strategic objectives. The CRO's bonus will be based on objectives solely related to his role and is not based on revenue or profit targets.

The performance targets contain confidential information and so are not disclosed on a prospective basis. The Committee proposes to disclose the targets, and performance against them, in next year's report.

For those executive directors with bonus opportunities of 100% of salary or higher, one third of any bonus earned will be deferred in shares over 1, 2 and 3 years.

LTIP awards

For 2025, it is anticipated that the CEO will receive an award with a face value of 200% of base salary, the CFO will receive an award of 175% of salary and the CRO will receive an award of 100% of salary.

The awards will vest subject to the satisfaction of stretching performance conditions assessed over the three year period ending 31 December 2027. These measures and weightings will be underlying EPS (50%) and relative TSR (50%). The TSR measure will compare Alpha's TSR against the constituents of the FTSE 250 excluding investment trusts over the three-year performance period commencing on 1 January 2025. At a median ranking of 25% this part of the award will vest with full vesting for upper quartile ranking or better.

The underlying EPS targets relate to the 2027 financial year. No part of this award will vest if 2027 underlying EPS is less than 120 pence, 25% will vest for underlying EPS of 120p and will increase on a straight-line basis to full vesting for 150 pence or higher. The 120p to 150p range is equivalent to compound annual growth of 12% p.a. to 20% p.a. over the period 2024-2027.

Prior to the approval of the Remuneration policy and the 2025 awards certain Founder awards were made in February 2025, the details of these including performance criteria and amounts are set out earlier in the report.

We are grateful for the feedback provided by shareholders and proxy advisors during the consultation on remuneration matters. I hope that shareholders will support the resolutions on remuneration matters and would be pleased to engage further as appropriate.

Vijay Thakrar
Chair, Remuneration Committee
18 March 2025

Directors' Report

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

The corporate governance report on page 82 also forms part of this Directors' Report.

Additional information, which is incorporated by reference into this Directors' Report, including information required in accordance with the Companies Act 2006 and UKLR6.6.1 of the Financial Conduct Authority's UK Listing Rules (UKLR), can be located as follows:

DISCLOSURE	LOCATION
Future business developments	Strategy | pg 33
Greenhouse gas emissions	Environment | pg 61
People, culture and employee engagement	Our People | pg 52 Engaging with our stakeholders | pg 68
Financial risk management objectives and policies (including hedging policy and use of financial instruments)	Notes 17 and 18 of the Financial Statements | pgs 197-204
Exposure to price risk, credit risk, liquidity risk and cash flow risk	Principal Risks | pg 40
Details of long-term incentive schemes	Remuneration Committee Report | pg 111, 120, 129
Directors' responsibilities statements	pg 147
Directors' interests	Annual Report on Remuneration | pgs 134-136
S172 Statement	Engaging with our stakeholders | pg 68
Stakeholder engagement in key decisions	Board Decisions | pg 75

PRINCIPAL ACTIVITY

Alpha Group International plc (the "Company") is a public limited company incorporated and domiciled in England and Wales. The registered office of the Company is Brunel Building, 2 Canalside Walk, London W2 1DG. The registered company number is 07262416.

The Company's principal activity is the development of financial strategies and technologies for global corporates and organisations operating in the private markets covering: FX and interest risk management, mass payments and account opening requirements.

DIRECTORS

The Directors of the Company who held office during the year were as follows:

- Clive Kahn (served as Chair until 1 November 2024 and as an Executive Director from that date)
- Morgan Tillbrook
- Tim Powell
- Tim Butters
- Dame Jayne-Anne Gadhia (appointed 1 May 2024)
- Vijay Thakrar
- Lisa Gordon (stepped down 1 May 2024)

ARTICLES OF ASSOCIATION

The rules governing the appointment and replacement of Directors are set out in the Company's Articles of Association. The Articles of Association may be amended by a special resolution of the Company's shareholders. A copy of the Articles of Association can be found on the Company's website: www.alphagroup.com/investors/

RESULTS AND DIVIDEND

The results for the year are set out in the consolidated income statement on page 162. The Directors recommend the payment of a final dividend of 14.0 pence per share on 23 May 2025 (with a record date of 25 April 2025) subject to approval at the AGM on 15 May 2025.

SHARE CAPITAL

Details of the Company's share capital, including changes during the year, are set out in note 21 to the Financial Statements. As at 31 December 2024, the Company's share capital consisted of 43,031,668 Ordinary shares of 0.2 pence each, of which 290,145 shares were held in treasury. This disclosure should be considered in conjunction with the narrative concerning distributable reserves below.

Ordinary shareholders are entitled to receive notice of, and to attend and speak at, any general meeting of the Company. On a show of hands, every shareholder present in person or by proxy (or being a corporation represented by a duly authorised representative) shall have one vote, and on a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he or she is the holder. The Notice of Annual General Meeting specifies deadlines for exercising voting rights and appointing a proxy or proxies.

Other than the general provisions of the Articles of Association (and prevailing legislation), there are no specific restrictions on the size of a holding or on the transfer of the Ordinary shares.

The Directors are not aware of any agreements between holders of the Company's shares that may result in the restriction of the transfer of securities or of voting rights. No shareholder holds securities carrying any special rights or control over the Company's share capital. Shares held by the Company's Employee Benefit Trust rank pari passu with the shares in issue and have no special rights, but voting rights and rights of acceptance of any offer relating to the shares rest with the plan's Trustees and are not exercisable by employees.

AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

Subject to authorisation by shareholder resolution, the Company may purchase its own shares in accordance with the Companies Act 2006. Any shares which have been bought back may be held as treasury shares or cancelled immediately upon completion of the purchase.

At the Company's AGM held on 1 May 2024, the Company was generally and unconditionally authorised by its shareholders to make market purchases (within the meaning of section 693 of the Companies Act 2006) of up to a maximum of 4,315,401 of its Ordinary shares. As at the date of this report, the Company has repurchased a total of 989,701 of its Ordinary shares under this authority, which is due to expire at the AGM to be held on 15 May 2025, and accordingly has an unexpired authority to purchase up to 3,325,700 Ordinary shares with a nominal value of £6,651.40.

SHARE BUYBACK PROGRAMME

On 29 January 2024, the company announced its intention to commence a £20m share buyback programme, which was subsequently launched on 30 January 2024 and completed on 27 June 2024. On 28 June 2024 the Company announced the commencement of a new £20m share buyback programme. As at 31 December 2024, the Company had repurchased a total of 1,444,717 shares (with a nominal value of £2,889, and representing approximately 3% of called-up share capital) under these buyback programmes at a total cost of approximately £30.0m. The shares bought back are held in treasury.

Directors' Report
Continued

DISTRIBUTABLE RESERVES

Prior to paying any dividend or purchasing its own ordinary shares, the Company is required to ensure that at all times it has the requisite level of distributable profits and, in the case of any dividend payments, the requisite level of net assets by reference in each case to relevant accounts (as defined in the Companies Act 2006 ('the Act')).

From time to time, dividends are paid to the Company from its subsidiary undertakings to ensure sufficient reserves are available for payment of dividends to shareholders. Following a review of the position ahead of publication of the Group's results it became apparent that despite there being ample distributable reserves available in the Group, insufficient amounts had been transferred to the Company to support the entirety of the 2024 share buyback programme and the 2024 interim dividend payment. Regrettably £21.1m of the total distribution (comprising £19.3m of share buybacks and £1.8m related to the 2024 interim dividend payment) was made otherwise than in accordance with the Act. On further investigation the Company has also identified further issues in historic periods totalling £0.7m, concerning the interim dividends declared in 2017 (£387k) and 2021 (£359k), which were also paid out in the absence of sufficient distributable profits. In addition, during the period from 1 January 2025 to 12 March 2025, the Group similarly repurchased £3.5m of shares otherwise than in accordance with the Act.

The Directors took immediate action to remedy these technical oversights by paying a dividend of £50.0m to the Company from its subsidiary Alpha FX Limited in February 2025, and therefore as at 28 February 2025, the Company held distributable reserves in excess of the amount required in respect of both the historic payments noted above and the known future committed capital returns in FY25, including the dividend to be proposed at the forthcoming AGM and the remaining £6m from the current buyback programme.

As regards the £19.3m of unlawful share buybacks in 2024, in the absence of sufficient distributable reserves these purchases of some 919,945 shares (but not the entire programme) are considered to be void. A further 143,611 of purchases in 2025 are similarly considered void.

The Company has been advised that as a consequence of the historic distributions having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of the dividends and against persons who were Directors of the Company at the time the dividends were paid or treasury share purchases entered into.

Therefore resolutions will be proposed to shareholders at the earliest opportunity (i) confirming that profits will be set aside to cover the amount of the dividends that were paid from non-distributable items; and (ii) authorising the Directors to enter into deeds of release releasing all claims the Company has against (a) past and present shareholders of the Company who were in receipt of any of the dividends and (b) Directors of the company at the time the dividends were paid or the time of entry into each of the purchases of treasury shares.

As set out further in the Board Report and the Audit Committee Report within the Corporate Governance Report, the Directors and Audit Committee have reviewed and augmented the processes already in place to control the payment of dividends to provide additional assurance on the sufficiency of distributable reserves prior to a dividend payment being made.

POLITICAL DONATIONS

The Group has not made any political donations in the past, nor does it intend to make them in the future.

DIRECTORS' INTERESTS

The number of Ordinary shares of the Company in which the Directors were beneficially interested as at 31 December 2024 are set out in the Annual Report on Remuneration on page 135.

DIRECTORS' INDEMNITIES

The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for Directors and officers of the Company and the Group in respect of liabilities they may incur in the discharge of their duties or in the exercise of their powers.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Directors' and officers' liability insurance cover is maintained by the Company and is in place in respect of all the Company's Directors at the date of this report. The Company reviews its level of cover on an annual basis.

COMPENSATION FOR LOSS OF OFFICE

The Company does not have any agreements with any Executive Director or employee that would provide compensation for loss of office or employment resulting from a takeover, except that provisions of the Company bonus, LTIP and share schemes may cause options and awards outstanding under such schemes to vest on a takeover. Further information is provided in our Directors' Remuneration Policy on page 128.

SIGNIFICANT INTERESTS

The table below shows the interests in shares (whether directly or indirectly held) notified to the Company in accordance with the Disclosure Guidance and Transparency Rules as at 31 December 2024 and 18 March 2025 (being the latest practicable date prior to publication of the Annual Report):

	At 31 December 2024		At 18 March 2025	
Name of Shareholder	Number of Ordinary shares of 1 pence each held	Percentage of total voting rights held	Number of Ordinary shares of 1 pence each held	Percentage of total voting rights held
Morgan Tillbrook	5,958,489	14.15%	5,706,247	13.61%
Liontrust Asset Management	4,151,867	9.86%	4,151,867	9.90%
Fidelity International	2,674,190	6.35%	2,674,190	6.38%
BlackRock	2,486,881	5.91%	2,486,881	5.93%
JP Morgan Asset Management	1,901,659	4.52%	2,107,658	5.03%
The Aberdeen Group	2,094,214	4.97%	2,094,214	4.99%
Canaccord Genuity Wealth Mgt	1,568,500	3.72%	1,568,500	3.74%
Swedbank Robur	1,372,000	3.26%	1,249,000	2.98%
Clive Kahn (CEO of Alpha)	480,000	1.14%	690,202	1.14%

The above table should be read in conjunction with the disclosure in the Chief Financial Officer's review on page 22 concerning certain purchases of own shares in the period.

EMPLOYEE INVOLVEMENT AND POLICY REGARDING DISABLED PERSONS

The Group actively encourages employee involvement and consultation and places emphasis on keeping its employees informed of the Group's activities and financial performance. Further information about employees, including how they are incentivised, can be found in the Sustainability section on pages 52 to 57.

Directors' Report
Continued

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of a member of staff becoming disabled, every effort is made to ensure that their employment with the Group continues and that appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of a disabled member of staff should, as far as possible, be identical to that of other employees.

RESEARCH & DEVELOPMENT

The Company has a continuous programme of development expenditure as part of its focus on evolving its service offering through technological innovation. Capitalised internal development expenditure is disclosed in note 12 of the accounts. All other development expenditure is recognised in the Statement of Comprehensive Income.

BRANCHES OUTSIDE THE UK

The Group has a number of branches outside of the United Kingdom located in The Netherlands, Luxembourg, Italy, Spain, Germany, Malta, Canada and Australia.

CHANGE OF CONTROL – SIGNIFICANT AGREEMENTS

There are a number of agreements that may take effect after, or terminate upon, a change of control of the Company, such as commercial contracts, bank loan agreements and property lease arrangements. None of these are considered to be significant in terms of their likely impact on the business as a whole.

POST BALANCE SHEET EVENTS

On 27 February 2025, Nicole Coll was appointed to the Board. For details of other events after the balance sheet date see note 27 to the financial statements.

AUDIT INFORMATION

Each of the Directors at the date of the approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Director has taken all the reasonable steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of the information.

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

AUDITORS

BDO LLP has indicated its willingness to continue in office and a resolution seeking to re-appoint BDO LLP will be proposed at the forthcoming AGM.

ANNUAL GENERAL MEETING

The 2025 AGM of the Company will be held on 15 May 2025 at 9.30am. The notice convening the meeting, together with details of the business to be considered and explanatory notes for each resolution, will be published separately and will be available on the Company's website and distributed to shareholders who have elected to receive hard copies of shareholder information.

The Strategic Report on pages 6 to 81, the Corporate Governance Report on pages 82 to 161 and this Directors' Report have been drawn up and presented in accordance with, and in reliance upon, applicable English company law and any liability of the Directors in connection with these reports shall be subject to the limitations and restrictions provided by such law.

By order of the Board

Bernwood Cosec Limited
Company Secretary
18 March 2025

Directors' Responsibilities Statements

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with UK-adopted International Accounting Standards and applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law, the Directors are required to prepare the Group financial statements in accordance with UK-adopted International Accounting Standards and have elected to prepare the Parent Company financial statements in accordance with UK accounting standards and applicable law, including FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of the profit or loss for the Group for that period. The Directors are also required to prepare the Group financial statements in accordance with International Financial Reporting Standards as adopted by the UK. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted International Accounting Standards, subject to any material departures disclosed and explained in the financial statements;
- for the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group or Parent Company will continue in business; and
- prepare a Directors' report, a Strategic report and Directors' Remuneration report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions.

Directors' Responsibilities Statements
Continued

The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Each of the Directors, whose names and responsibilities are listed in the Corporate Governance report, confirms that, to the best of their knowledge:

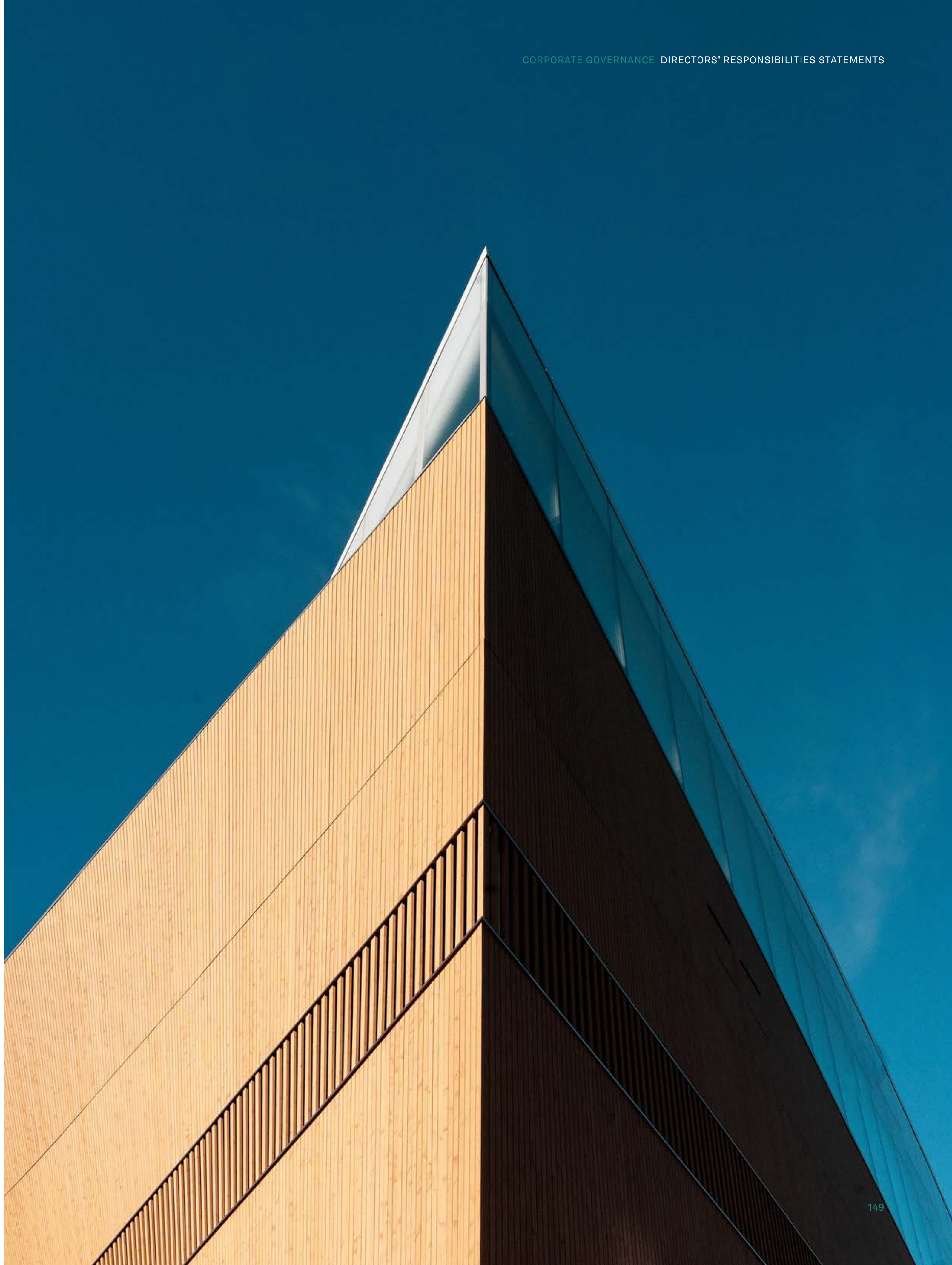
- the financial statements have been prepared in accordance with the applicable set of accounting standards and give a true and fair view of the assets, liabilities, financial position and profit and loss of the Group; and
- the Annual Report includes a fair review of the development and performance of the business and the financial position of the Group and Parent Company, together with a description of the principal risks and uncertainties that they face.

We consider that the Annual Report and Accounts, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

By order of the Board

Clive Kahn
Chief Executive Officer
18 March 2025

Tim Powell
Chief Financial Officer
18 March 2025



Independent Auditor's report
To the members of Alpha Group International Plc

OPINION ON THE FINANCIAL STATEMENTS

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2024 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practices and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Alpha Group International Plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity, the Company Statement of Financial Position, the Company Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards and as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the audit committee.

INDEPENDENCE

Following the recommendation of the audit committee, we were appointed by the board of directors on 7 December 2016 to audit the financial statements for the year ended 2017 and subsequent financial periods. The period of total uninterrupted engagement including retenders and reappointments is 8 years, covering the years ended 31 December 2017 to 31 December 2024. We remain independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Group or the Parent Company.

CONCLUSIONS RELATING TO GOING CONCERN

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- We considered the risks identified and judgements made by the Directors as most likely to adversely affect the Group's and Parent Company's available financial resources and challenged the Directors on their appropriateness based on our understanding of the business, results of our audit work and the relevant macro-economic factors.
- The risks and judgement the Directors considered as most likely to impact the business and where we challenged their assumptions were:
  - A major client default: In doing so, we considered the reduced client concentration risk in the forward and options business based on revenue.
  - Free cash position: We reviewed the Directors cash flow forecast for a period of at least 12 months from the date of signing these financial statements. We reviewed the Directors downside scenario considering the impact of interest rates, inflation and contraction in the UK economy on the operations and Group's internal forecast including related assumptions.
- Reliability of the forecasts prepared by the Directors were compared to relevant published data and obtained from reputable independent sources. We also performed retrospective testing to compare prior year's forecasts to current year actual results to evaluate the reliability and reasonableness of historic forecasts.
- Impact of climate risks on long-term strategy, financial projections, and viability of the business.
- We also considered the adequacy of the Group's capital regulatory requirements

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

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

OVERVIEW

		2024	2023
KEY AUDIT MATTERS	Existence and accuracy of revenue	✓	✓
	Accounting for growth share schemes	✗*	✓
	*This is no longer considered to be a KAM due to our understanding of the accounting treatment of growth shares schemes.		
MATERIALITY	Group financial statements as a whole £2.1 million (2023: £2.1 million) based on 5% of adjusted profit before tax, excluding the impact of one-off expenses and interest earned on the e-money balances (2023: 5% of Profit before tax excluding one-off expenses incurred for the business combination and interest earned on the e-money balance).		

Independent Auditor's report
Continued

AN OVERVIEW OF THE SCOPE OF OUR AUDIT

Our Group audit was scoped by obtaining an understanding of the Group and its environment, the applicable financial reporting framework and the Group's system of internal control. On the basis of this, we identified and assessed the risks of material misstatement of the Group financial statements including with respect to the consolidation process. We then applied professional judgement to focus our audit procedures on the areas that posed the greatest risks to the group financial statements. We continually assessed risks throughout our audit, revising the risks where necessary, with the aim of reducing the group risk of material misstatement to an acceptable level, in order to provide a basis for our opinion.

COMPONENTS IN SCOPE

The Group comprises the Parent Company and 9 subsidiaries, of which 8 are considered components.

Alpha Group International Plc, Alpha FX Limited (including the branch, Alpha FX Australia Pty), Alpha FX Institutional Limited, Alpha FX Netherlands Limited, Alpha Agency Solutions Limited, Alpha Foreign Exchange (Canada) Limited, Financial Transaction Services B.V. and Alpha FX Europe Limited have been determined to be components. However, AGI Financial PTE. Ltd is a non-trading entity with no financial impact on the financial statements and is not considered a component.

All components share the same centralised internal control environment as the rest of the Group.

Except for Alpha FX Europe Limited, the audits of all components were performed by the Group engagement team. The audit of Alpha FX Europe Limited was performed by our network firm in Malta, with the Group engagement team performing additional specific audit procedures on material financial statements areas.

As part of our Group audit, we identified the components in scope by assessing key factors such as the Group's organisational and functional structure, information systems, operating segments, nature of trading activities, common legal and regulatory frameworks, geographical locations, and the accessibility of financial information.

For components in scope, we used a combination of risk assessment procedures and further audit procedures to obtain sufficient appropriate evidence. These further audit procedures included:

- procedures on the entire financial information of the component, including performing substantive procedures and tests of operating effectiveness of controls
- procedures on one or more classes of transactions, account balances or disclosures
- specific audit procedures

PROCEDURES PERFORMED AT THE COMPONENT LEVEL

We performed procedures to respond to group risks of material misstatement at the component level that included the following:

Component	Component Name	Group Audit Scope
1	Alpha Group International Plc (Parent)	Statutory audit and procedures on the entire financial information of the component.
2	Alpha Agency Solutions Ltd	Statutory audit and procedures on the entire financial information of the component.
3	Alpha FX Limited (including the branch, Alpha FX Australia Pty)	Statutory audit and procedures on the entire financial information of the component.
4	Alpha FX Institutional Limited (Funds)	Statutory audit and procedures on the entire financial information of the component.
5	Alpha FX Netherlands Limited	Statutory audit and procedures on the entire financial information of the component.
6	Alpha FX Canada Limited	Specific audit procedures.
7	Alpha FX Europe	Statutory audit and procedures on the entire financial information of the component.
8	Financial Transaction Services B.V.	Specific audit procedures.

PROCEDURES PERFORMED CENTRALLY

We considered there to be a high degree of centralisation of financial reporting and similarity of the group's activities and business lines in relation to revenue and financial reporting close process. We therefore designed and performed procedures centrally in these areas.

The group operates a centralised IT function that supports IT processes for all components aside from Financial Transaction Services B.V which is currently managed locally. This IT function is subject to specified risk-focused audit procedures which was predominantly the testing of the relevant IT general controls.

CHANGES FROM THE PRIOR YEAR

There have been no significant changes on the Group audit scope from the prior year.

WORKING WITH OTHER AUDITORS

As Group auditor, we determined the components at which audit work was performed, together with the resources needed to perform this work. These resources included component auditors, who formed part of the group engagement team as reported above. As Group auditor we are solely responsible for expressing an opinion on the financial statements.

Independent Auditor's report
Continued

In working with these component auditors, we held discussions with component audit teams on the significant areas of the group audit relevant to the components based on our assessment of the group risks of material misstatement. We issued our group audit instructions to component auditors on the nature and extent of their participation and role in the group audit, and on the group risks of material misstatement.

We directed, supervised and reviewed the component auditors' work. This included holding virtual meetings during various phases of the audit, reviewing component auditor documentation remotely, evaluating the appropriateness of the audit procedures performed and the results thereof.

CLIMATE CHANGE

Our work on the assessment of potential impacts on climate-related risks on the Group's operations and financial statements included:

- Enquiries and challenge of management to understand the actions they have taken to identify climate-related risks and their potential impacts on the financial statements and adequately disclose climate-related risks within the annual report;
- Our own qualitative risk assessment taking into consideration the sector in which the Group operates and how climate change affects this particular sector; and
- Review of the minutes of Board and Audit Committee meeting and other papers related to climate change and performed a risk assessment as to how the impact of the Group's commitments may affect the financial statements and our audit.

We challenged the extent to which climate-related considerations, including the expected cash flows from the initiatives and commitments have been reflected, where appropriate, in management's going concern assessment and viability assessment.

We also assessed the consistency of managements disclosures included in Other Information within the financial statements and with our knowledge obtained from the audit.

Based on our risk assessment procedures, we did not identify there to be any Key Audit Matters materially impacted by climate-related risks.

KEY AUDIT MATTERS

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

KEY AUDIT MATTER		HOW THE SCOPE OF OUR AUDIT ADDRESSED THE KEY AUDIT MATTER
EXISTENCE AND ACCURACY OF FX HEDGING REVENUE The Group's revenue recognition policy is included with the accounting policies in note 2 and segment reporting on revenue is included in note 5.	The risk relating to the FX Hedging revenue stream revolves around the existence and accuracy of revenue recorded in the year. Existence refers to the risk that trades did not occur or were overstated, and accuracy refers to the risk that calculations of the revenue amounts to be recorded contain errors. The Group's reported FX Hedging revenue drives the level of sales commissions payable to front office staff, which further increases the risk over the existence of revenue recognised. For these reasons we considered the existence and accuracy of revenue to be a key audit matter.	We reviewed the revenue recognition policy applied by management to the FX Hedging revenue stream and considered its compliance with IFRS 9 'Financial Instruments' (FX hedging revenue) with a specific focus on existence and accuracy of revenue. We have followed a combined audit approach where we tested controls and performed substantive testing over the FX Hedging revenue. Test of controls We have performed operating effectiveness testing over the key revenue controls in the process. As part of our testing we have selected the appropriate sample size as per our methodology and assessed whether these controls have operated effectively during the year. Substantive testing Through the use of our statistical sampling tool we have selected a sample of matched principal spot, forward and option contracts to verify the existence and accuracy of revenue. Each revenue item in the sample selected has been recalculated and the trades upon which the revenue has been earned have been agreed to underlying supporting trade tickets and third-party information recorded with the relevant banking counterparty. We have also substantively tested a sample of commissions paid to front office staff to verify the existence and accuracy of commissions. This included verification of the key inputs. In addition, through the use of specialists, the commissions related to the FX hedging revenue was fully recalculated. KEY OBSERVATIONS: Based on the procedures performed we consider the recognition of revenue to be appropriate and in line with the requirements of the reporting framework.

Independent Auditor's report
Continued

OUR APPLICATION OF MATERIALITY

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Group financial statements		Parent company financial statements	
	2024 £ million	2023 £ million	2024 £ million	2023 £ million
Materiality	2.10	2.11	1.04	0.66
Basis for determining materiality	5% of Profit before tax excluding the impact of one-off expenses and interest earned on e-money balances.	5% of Profit before tax excluding the impact of one-off expenses incurred for business combination and interest earned on e-money balances.	1.5% of total assets	1% of total assets
Rationale for the benchmark applied	Investors are the principal stakeholders and are primarily interested in profitability. Due to rising interest rates, the Group has earned a significant amount of interest income which has been eliminated to arrive at a profit more reflective of investors' interest and core business profitability.	Investors are the principal stakeholders and are primarily interested in profitability. Due to rising interest rates, the Group has earned a significant amount of interest income which has been eliminated to arrive at a profit more reflective of investors' interest and core business profitability.	The entity is an asset-based entity and serves as a holding company for group. In the absence of any revenue total assets is used as a benchmark to calculate materiality. We increased the range by 0.5% to 1.5% (2023: 1%) because no material errors have been noted over the previous audits conducted by BDO.	The entity is an asset based entity and serves as a holding company for group. In the absence of any revenue total assets is used as a benchmark to calculate materiality.
Performance materiality	1.37	1.37	0.68	0.4
Basis for determining performance materiality	65% of Materiality	65% of Materiality	65% of Materiality	65% of Materiality
Rationale for the percentage applied for performance materiality	The Group has some complex estimates involved in the financial statements. As such, we have deemed it appropriate to set our threshold at 65%.	The Group has extended its geographical range and has some complex estimates involved in the financial statements. As such, we have deemed it appropriate to set our threshold at 65%.	This is based on our expected value of known and likely misstatements in the current year, and Management's attitude to proposed adjustments.	This is based on our expected value of known and likely misstatements in the current year, and Management's attitude to proposed adjustments.

COMPONENT PERFORMANCE MATERIALITY

For the purposes of our Group audit opinion, we set performance materiality for each component of the Group, based on a percentage of between 63% and 90% (2023: 21% and 90%) of Group performance materiality dependent on a number of factors including size, complexity, operations and our assessment of the risk of material misstatement of those components. Component performance materiality ranged from £0.86m to £1.2m (2023: £0.42m to £2.1m).

REPORTING THRESHOLD

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £42k (2023: £42k). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

OTHER INFORMATION

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

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

We have nothing to report in this regard.

CORPORATE GOVERNANCE STATEMENT

The UK Listing Rules require us to review the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the parent company's compliance with the provisions of the UK Corporate Governance Code specified for our review.

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

GOING CONCERN AND LONGER-TERM VIABILITY	The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified; The Directors' explanation as to their assessment of the Group's prospects, the period this assessment covers and why the period is appropriate; and The Directors' statement on whether they have a reasonable expectation that the group will be able to continue in operation and meet its liabilities.
OTHER CODE PROVISIONS	Directors' statement on fair, balanced and understandable; Board's confirmation that it has carried out a robust assessment of the emerging and principal risks; The section of the annual report that describes the review of effectiveness of risk management and internal control systems; and The section describing the work of the Audit Committee.

Independent Auditor's report
Continued

OTHER COMPANIES ACT 2006 REPORTING

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

STRATEGIC REPORT AND DIRECTORS' REPORT	In our opinion, based on the work undertaken in the course of the audit: the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements. In the light of the knowledge and understanding of the Group and Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.
DIRECTORS' REMUNERATION	In our opinion, the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.
CORPORATE GOVERNANCE STATEMENT	In our opinion, based on the work undertaken in the course of the audit the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Guidance and Transparency Rules sourcebook made by the Financial Conduct Authority (the FCA Rules), is consistent with the financial statements and has been prepared in accordance with applicable legal requirements. In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in this information. In our opinion, based on the work undertaken in the course of the audit information about the Parent Company's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the FCA Rules. We have nothing to report arising from our responsibility to report if a corporate governance statement has not been prepared by the Parent Company.
MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION	We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion: adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or the Parent Company financial statements are not in agreement with the accounting records and returns; or certain disclosures of Directors' remuneration specified by law are not made; or we have not received all the information and explanations we require for our audit.

RESPONSIBILITIES OF DIRECTORS

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

EXTENT TO WHICH THE AUDIT WAS CAPABLE OF DETECTING IRREGULARITIES, INCLUDING FRAUD

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

We gained an understanding of the legal and regulatory framework applicable to the Group and Parent Company, and the industry in which it operates and considered the risk of acts by the Group and Parent Company which would be contrary to applicable laws and regulations, including fraud.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be but not limited to compliance with the Companies Act 2006, Accounting standards, LSE Rules, Corporation Tax Act 2010 and the Financial Conduct Authority (FCA) regulations.

We assessed compliance with applicable laws and regulations and performed audit procedures on these areas as considered necessary.

As stated on page 144 of directors' report regarding the unlawful dividend, we have assessed the amount of dividends paid and the subsequent share buy-backs against the distributable reserves. We have reported this to the FCA and FRC in accordance with the requirements paragraph 14(a)(i), ISA 250 (UK) B.

Independent Auditor's report
Continued

OUR PROCEDURES INVOLVED:

- enquiry with the management and those charged with governance regarding how the Group and Parent Company is complying with those legal and regulatory frameworks and whether there were any known instances of non-compliance, or any actual, suspected or alleged fraud;
- assessment of the Group's compliance with applicable taxation regulations with the assistance of tax specialists;
- review of board and audit committee meeting minutes for any known instances of non-compliance, or any actual, suspected or alleged fraud; and review of legal correspondence and those from the regulator;
- review of legal correspondence and those from the regulator for any instances of non-compliance with laws and regulations; and
- Reviewed relevant internal and external documentation related to the identified unlawful dividends paid during the year and previous years as applicable and reviewed the disclosures included within the financial statements. In addition, we reviewed the post year end distributions to check if the reserves have returned to a positive position.

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included but not limited to:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team (including internal forensics experts) as to how and where fraud might occur in the financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.
- Based on the above, we identified the areas most susceptible to fraud to be management override of controls, FX Hedging revenue (existence and accuracy) and the related traders commission earned on the FX Hedging revenue.

OUR PROCEDURES IN RESPONSE TO THE ABOVE INCLUDED:

- The procedures set out in the key audit matters section of our report;
- In addressing the risk of fraud through management override of controls, we tested the appropriateness of a sample of journal entries, which met high-risk criteria, and other non-risky journal entries by agreeing to supporting documentation and testing of accounting estimates due to risk of management bias; and
- Incorporating unpredictability procedures into our journals audit approach which included testing a sample of non-risky journal entries.

We communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including component engagement teams and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit. We also reviewed the result of component audit teams procedures performed in this regard.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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

USE OF OUR REPORT

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

Justin Chait (Senior Statutory Auditor)
For and on behalf of BDO LLP,
Statutory Auditor, London, UK
19 March 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated Statement of Comprehensive Income
For the year ended 31 December 2024

	Note	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
REVENUE	5	135,600	110,442
Net treasury income – client funds	5	83,996	73,676
Net treasury income – own funds	5	1,307	1,843
TOTAL INCOME		220,903	185,961
Operating expenses		(102,608)	(73,809)
OPERATING PROFIT	6	118,295	112,152
Underlying operating profit		42,556	39,205
Net treasury income – client funds		83,996	73,676
Non-underlying items	4	(8,257)	(729)
Finance income	7	6,053	4,616
Finance expenses	7	(1,234)	(834)
PROFIT BEFORE TAXATION		123,114	115,934
Underlying profit before taxation		47,375	42,987
Net treasury income – client funds		83,996	73,676
Non-underlying items	4	(8,257)	(729)
Taxation	9	(30,389)	(27,142)
PROFIT FOR THE YEAR		92,725	88,792
Attributable to:			
Equity holders of the parent		93,019	88,825
Non-controlling interests		(294)	(33)
PROFIT FOR THE YEAR		**92,725**	**88,792**
OTHER COMPREHENSIVE (LOSS)/INCOME:			
Items that will or may be reclassified to the profit or loss:			
Exchange loss on translation of foreign operations		(2,485)	(679)
(Loss)/gain recognised on hedging instruments		(1,318)	3,193
Tax relating to items that may be reclassified		329	(798)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**89,251**	**90,508**
Attributable to:			
Equity holders of the parent		89,576	90,541
Non-controlling interests		(325)	(33)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**89,251**	**90,508**

Earnings per share (EPS) attributable to equity owners of the Parent (pence per share)

	Note	Year ended 31 December 2024	Year ended 31 December 2023
– basic	10	215.7p	206.2p
– diluted	10	211.7p	203.4p
– underlying basic	10	86.4p	*76.7p*
– underlying diluted	10	84.8p	*75.6p*

Consolidated Statement of Financial Position
As at 31 December 2024

Company number: 07262416

	Note	As at 31 December 2024 £'000	As at 31 December 2023 *Restated*[1] £'000
NON-CURRENT ASSETS			
Goodwill	12, 25	4,526	4,707
Intangible assets	12, 25	14,957	14,007
Property, plant and equipment	13	7,670	8,800
Right-of-use assets	14	18,993	20,894
Derivative financial assets	16	28,699	14,369
TOTAL NON-CURRENT ASSETS		74,845	62,777
CURRENT ASSETS			
Cash and cash equivalents	20	252,468	197,941
Derivative financial assets	16	132,446	90,966
Trade and other receivables	19	12,715	12,033
Fixed collateral	20	10,063	8,810
Current tax asset		-	73
TOTAL CURRENT ASSETS		407,692	309,823
TOTAL ASSETS		**482,537**	**372,600**
EQUITY			
Share capital	21	87	87
Share premium account	21	52,566	52,566
Treasury shares	21	(6,697)	-
Retained earnings	21	235,256	170,939
Other reserves	21	(3,086)	(632)
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT		278,126	222,960
Non-controlling interests		879	531
TOTAL EQUITY		279,005	223,491
CURRENT LIABILITIES			
Derivative financial liabilities	16	84,080	34,288
Other payables	22	45,747	59,750
Deferred income	22	8,059	7,072
Lease liability	14	2,180	1,028
Current tax liability	9	12,086	11,293
TOTAL CURRENT LIABILITIES		152,152	113,431
NON-CURRENT LIABILITIES			
Derivative financial liabilities	16	24,695	5,922
Other payables	22	885	875
Redemption liability	25	1,812	1,884
Deferred tax liability	9	3,661	5,305
Lease liability	14	20,327	21,692
TOTAL NON-CURRENT LIABILITIES		51,380	35,678
TOTAL LIABILITIES		203,532	149,109
TOTAL EQUITY AND LIABILITIES		**482,537**	**372,600**

The Consolidated Financial Statements of Alpha Group International plc were approved by the Board of Directors on 18 March 2025 and signed on its behalf by:

C Khan
Director

T Powell
Director

[1] See note 19 for details of the prior year restatement.

Consolidated Statement of Cash Flows
For the year ended 31 December 2024

	Note	Year ended 31 December 2024 £'000	Year ended 31 December 2023 Restated[1] £'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before taxation		123,114	115,934
Net treasury income – client funds		(83,996)	(73,676)
Net treasury income – own funds		(1,307)	(1,843)
Finance income	7	(6,053)	(4,616)
Finance expense	7	1,234	834
Amortisation and impairment of intangible assets	12	6,598	3,137
Depreciation of property, plant and equipment	13	1,782	1,325
Depreciation of right-of-use assets	14	2,793	1,939
Loss on disposal of property, plant and equipment	13	224	8
Gain on disposal of right-of-use asset		(93)	-
Share-based payment expense/(credit)		5,325	(58)
Increase in other receivables		(752)	(3,858)
Decrease in other payables		(13,670)	(15,550)
(Increase)/decrease in derivative financial assets		(53,712)	22,435
Increase/(decrease) in derivative financial liabilities		65,149	(9,232)
Increase in fixed collateral		(1,253)	(4,084)
CASH INFLOWS FROM OPERATING ACTIVITIES		45,383	32,695
Net treasury income received		85,598	73,975
Tax paid		(30,451)	(15,881)
NET CASH INFLOWS FROM OPERATING ACTIVITIES		100,530	90,789
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of subsidiary, net of cash acquired	25	-	(8,227)
Payments to acquire property, plant and equipment	13	(1,038)	(6,927)
Payments to acquire right-of-use assets		(25)	(235)
Proceeds from the disposal of right-of-use assets		20	-
Proceeds from sale of property, plant and equipment	13	4	5
Expenditure on intangible assets	12	(7,739)	(8,025)
Finance income received		6,053	4,616
NET CASH OUTFLOWS FROM INVESTING ACTIVITIES		(2,725)	(18,793)
CASH FLOWS FROM FINANCING ACTIVITIES			
Issue of ordinary shares by Parent Company		-	491
Issue of treasury shares by Parent Company		303	-
Purchase of treasury shares	21	(30,004)	-
Acquisition of non-controlling interest		(48)	-
Issue of share options		26	-
Dividends paid to equity holders of Parent Company	11	(7,084)	(6,368)
Dividends paid to subsidiary shareholders	11	(2,229)	(2,762)
Payment of lease liabilities – principal	14	(1,065)	(779)
Payment of lease liabilities – interest	14	(1,145)	(793)
NET CASH OUTFLOWS FROM FINANCING ACTIVITIES		(41,246)	(10,211)
INCREASE IN NET CASH AND CASH EQUIVALENTS IN THE YEAR		56,559	61,785
Net cash and cash equivalents at beginning of year		197,941	136,799
Net exchange loss		(2,032)	(643)
NET CASH AND CASH EQUIVALENTS AT END OF YEAR	20	252,468	197,941

[1] Prior year has been restated for the balance sheet reclassification outlined in note 19.

Consolidated Statement of Changes in Equity
For the year ended 31 December 2024

	Attributable to the owners of the Parent							
	Share capital £'000	Share premium account £'000	Treasury shares £'000	Retained earnings £'000	Other reserves £'000	Total £'000	Non-controlling interests £'000	Total £'000
BALANCE AT 1 JANUARY 2023	84	52,075	-	88,807	1,931	142,897	-	142,897
Profit/(loss) for the year	-	-	-	88,825	-	88,825	(33)	88,792
Other comprehensive income/(expense):								
Gains recognised on hedging instruments	-	-	-	2,395	-	2,395	-	2,395
Exchange differences arising on translation of foreign operations	-	-	-	-	(679)	(679)	-	(679)
Transactions with owners								
Acquisition of subsidiary	-	-	-	103	(1,884)	(1,781)	564	(1,217)
Shares issued on vesting of share option schemes	3	491	-	(3)	-	491	-	491
Share-based payments	-	-	-	(58)	-	(58)	-	(58)
Dividends paid (note 11)	-	-	-	(9,130)	-	(9,130)	-	(9,130)
BALANCE AT 31 DECEMBER 2023	87	52,566	-	170,939	(632)	222,960	531	223,491
Profit/(loss) for the year	-	-	-	93,019	-	93,019	(294)	92,725
Other comprehensive income:								
Losses recognised on hedging instruments	-	-	-	(989)	-	(989)	-	(989)
Exchange differences arising on translation of foreign operations	-	-	-	-	(2,454)	(2,454)	(31)	(2,485)
Transactions with owners								
Capital contribution to subsidiary with minority interest	-	-	-	(676)	-	(676)	676	-
Acquisition of non-controlling interest	-	-	-	(45)	-	(45)	(3)	(48)
Acquisition of treasury shares (note 21)	-	-	(10,721)	(19,283)	-	(30,004)	-	(30,004)
Treasury shares issued in relation to subsidiary earnout (note 21)	-	-	4,024	-	-	4,024	-	4,024
Issue of share options in subsidiary undertakings (note 21)	-	-	-	(3,721)	-	(3,721)	-	(3,721)
Share-based payments	-	-	-	5,325	-	5,325	-	5,325
Dividends paid (note 11)	-	-	-	(9,313)	-	(9,313)	-	(9,313)
BALANCE AT 31 DECEMBER 2024	87	52,566	(6,697)	235,256	(3,086)	278,126	879	279,005

Notes to the Consolidated Financial Statements
For the year ended 31 December 2024

1. GENERAL INFORMATION

Alpha Group International plc (the "Company") is a public limited company, with ordinary shares on the Main Market of The London Stock Exchange since 2 May 2024 (previously listed on AIM, since 7 April 2017). The Company is incorporated and domiciled in the UK (registered number 07262416) and its registered office is Brunel Building, 2 Canalside Walk, London, England, W2 1DG.

The Consolidated Financial Statements incorporate the results of the Company and its subsidiary undertakings.

Alpha provides organisations with a high-tech, high-touch suite of cash and risk management solutions. This includes accounts, foreign exchange, debt-sourcing, deposit solutions, and multi-bank connectivity technology, alongside expert advice on managing financial market risks.

2. MATERIAL ACCOUNTING POLICIES

Basis of preparation

The Consolidated Financial Statements have been prepared in accordance with International Accounting Standards as adopted by the United Kingdom using the measurement bases specified by UK IFRS for each type of asset, liability, revenue or expense.

The Consolidated Financial Statements are presented in Pounds Sterling ("£"), and all values are rounded to the nearest thousand ("£'000") except where otherwise indicated. The material accounting policies adopted are set out below and have been applied consistently throughout all periods presented, unless otherwise stated.

The preparation of Consolidated Financial Statements requires the use of certain key accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Consolidated Financial Statements are disclosed in note 3.

The Consolidated Financial Statements are prepared on the historical cost basis except as detailed below.

i. *Going concern*

The Board has concluded that it is appropriate to adopt the going concern basis, having undertaken a review of financial forecasts and available resources. The Group meets its day-to-day working capital requirements through its strong cash reserves. As at 31 December 2024, the Group had a healthy liquidity position with £252.5m of cash and cash equivalents (see note 20), with no debt financing commitments. The Group has net current assets of £255.5m at 31 December 2024 and net assets of £279.0m.

In assessing going concern, management have considered some down-side scenarios including decreases in revenue and Net treasury income – client funds and their impact on our profit and cash measures. These scenarios have been modelled on the basis that revenue targets are missed due to an economic downturn, and a fall in NTI due to the uncertain interest rate environment. This assessment considered the impact on the Group's operations, its 2025 budget and 2026 internal forecast to June 2026.

Even in these scenarios, the Group has strong liquidity, no external debt, and the availability of mitigating actions that would allow it to meet its financial liabilities as they fall due. These mitigating actions, should they be required, are all within management's control and could include limiting new recruitment, reducing variable compensation, and delaying or scaling back investment.

The Directors have a reasonable expectation that the Group therefore has adequate resources to continue in operational existence for the foreseeable future. The Group continues to adopt the going concern basis in preparing its Consolidated Financial Statements.

ii. *New standards, interpretations and amendments effective from 1 January 2024:*

There are no new standards, interpretations and amendments which became mandatorily effective for the current reporting period which have had any material effect on the financial statements of the Group.

iii. *New standards, interpretations and amendments not yet effective:*

There are no IFRS interpretations that are not yet effective that would be expected to have a material impact on the Group.

No new standards or interpretations have been early adopted.

Basis of consolidation

The Consolidated Financial Statements consist of the financial statements of the ultimate Parent Company (Alpha Group International plc) and all entities controlled by the Company (its subsidiaries).

i. Subsidiaries

Subsidiary undertakings are entities over which the Group has control. Control is defined as the power to direct the entity's relevant activities, exposure to variable returns from involvement with the entity and the ability to use this power to affect the amount of the returns. Subsidiary undertakings are fully consolidated from the date on which control is transferred to the Group. On consolidation intercompany transactions, balances and unrealised gains and losses on transactions between Group entities are eliminated.

ii. Acquisition accounting

Acquisitions are accounted for using the acquisition method, where the purchase price is allocated to the identifiable assets acquired and liabilities assumed on a fair value basis and the remainder recognised as goodwill. The cost of the business combination is measured as the aggregate of the consideration transferred and contingent consideration, measured at fair value on the date of the business combination, and the value of any non-controlling interests in the acquiree.

On an acquisition-by-acquisition basis, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Where there is an obligation to purchase the non-controlling interest at a future date, a financial liability will be recognised on the business combination.

2. MATERIAL ACCOUNTING POLICIES [CONT.]

Basis of consolidation [cont.]

The financial liability for the non-controlling interest is initially recognised at fair value. The liability is subsequently accounted for under IFRS 9 – Financial Instruments, with all changes in the carrying amount, including the non-controlling interest share of profit, recognised as a re-measurement in the income statement. When the obligation or "put liability" is exercised, the carrying amount of the financial liability at that date is extinguished by the payment of the exercise price. The redemption liability for the fair value of the consideration payable to the non-controlling interest of Financial Transaction Services B.V. (Cobase) is remeasured based on the movement of expected purchase price.

iii. Foreign exchange on consolidation

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group entities at the functional currency rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. All differences are taken to the Consolidated Statement of Comprehensive Income.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of the initial transaction.

Group companies

The results and financial position of Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities at each period end are translated at the prevailing closing rate at the date of the Consolidated Statement of Financial Position;
- Income and expenses for each period within the Consolidated Statement of Comprehensive Income are translated at the average rate for the period; and
- On consolidation, exchange differences arising from the translation of overseas operations are recognised in other comprehensive income and accumulated in the translation reserve as a separate component of equity. On disposal of a foreign operation, the cumulative translation differences are transferred to the Consolidated Statement of Comprehensive Income as part of the gain or loss on disposal.

Financial statement preparation

i. *Segmental reporting*

In accordance with IFRS 8- Operating Segments, an operating segment is defined as a business activity whose operating results are reviewed by the chief operating decision makers and for which discrete information is available.

Operating segments are reported in a manner consistent with the internal management reporting provided to the chief operating decision-makers. The chief operating decision-makers responsible for allocating resources and assessing performance of the operating segments are identified as the Group's Chief Executive Officer and Chief Financial Officer. More details on the Group's operating segments can be found in note 5.

ii. *Net treasury income*

'Net treasury income – client funds' (NTI – client funds) is made up of interest generated from client balances. Whilst the increased interest stream is a positive boost for the Group and a natural by-product of our increasingly diversified product offering, we are mindful that aspects of its dynamics are driven by macroeconomics beyond our control. We have therefore chosen to disclose interest income on client balances as 'net treasury income – client funds' separately on the face of the Consolidated Statement of Comprehensive Income.

'Net treasury income – own funds' (NTI – own funds) relates to interest generated within the Corporate division on initial and variation margin balances held by the Group on open trades. The Group has title over these funds and the associated interest earned. The balances on which this interest is earned directly arise from the operations of the business. NTI – own funds is therefore disclosed separately from NTI – client funds and included in underlying operating profit.

Interest rate hedging derivatives are taken out to fix the interest rate receivable on client funds and own funds and to hedge against interest rate volatility risk. Payments made to or received from the banking counterparties are shown within NTI – client funds and NTI – own funds respectively. These derivatives are designated as cash flow hedges.

Interest earned on Alpha's own, free cash is recognised within finance income in the Consolidated Statement of Comprehensive Income.

iii. *Underlying measures*

The Group reports underlying operating profit, underlying Profit before taxation, underlying EPS and adjusted cash. These measures are not measures of performance under IFRS and should be considered in addition to, and not as a substitute for, IFRS measures of financial performance and liquidity. The Group uses non-IFRS performance measures as key financial indicators as the Board believe these better reflect the underlying performance of the business.

Underlying items exclude NTI – client funds, non-cash share-based payments, M&A deal costs, amortisation of purchased intangibles and costs in relation to the move to the Main Market on the London Stock Exchange.

NTI- client funds is excluded from our underlying measures. Despite NTI-client funds and own funds interest being uncontrollable due to the interest rate environment, the Group only has control over where Alpha's own cash is kept and therefore, NTI – own funds is not excluded as it is a direct consequence of the operational business.

Other costs including one-off costs in relation to the move to the Main Market and acquisition-related costs are also excluded to aid comparability of financial performance between different years. Share-based payments charges are not considered to be representative of the underlying cost base of the business and have therefore been excluded from the underlying performance of the business.

Underlying operating profit is the measure of segment performance used by the chief operating decision makers as described in note 5.

Further details, along with reconciliations from IFRS measures of financial performance and liquidity to non-GAAP measures can be found in note 4.

2. MATERIAL ACCOUNTING POLICIES [CONT.]

Other material accounting policies

Revenue

The Group earns revenue from the provision of risk management and cash management services to clients, and facilitating the flow of payments.

Risk Management

When the Group enters into a Risk Management contract with a client, it immediately enters into a separate matched contract with its banking counterparty ("Matched Principle"). Both contracts are derivatives and carried at fair value through profit or loss.

Spot and forward revenue is recognised when a binding contract is entered into by a client and the rate is fixed and determined. Revenue represents the difference between the rate offered to clients and the rate the Group pays its banking counterparties.

Options revenue is recognised when a binding contract is entered into by a client and banking counterparty, and the revenue is fixed and determined. Revenue represents the difference between the premiums paid by clients and the premium the Group pays to its banking counterparties.

Payments and collections

Payment and collection services revenue represents the fees and margins generated from both banking and spot transactions. Account fees are generally charged for payments in and out of accounts and account implementation. Revenue in respect of transactional banking fees is recognised when a payment is executed, being the time at which the performance obligation is satisfied.

Annual account fees

Revenue from annual account fees is recognised on a straight-line basis over the 12 months from the date the account is opened to the subsequent annual renewal date. This reflects the ongoing access to the account and other ancillary services which are provided to the customer throughout the period the account is open.

Fund Finance

Fund Finance provides advisory services to a certain number of our institutional clients who require intermediary services to support their funding requirements. Revenue is recognised in the period in which the advisory work is performed.

Cobase

Cobase charge recurring monthly subscription fees for use of their multibank connectivity platform. They also charge implementation fees and costs per user. Revenue from subscription fees and costs per user are recognised monthly in line with the invoicing and platform usage.

Details of the Group's revenue by product can be found in note 5.

Financial instruments

Financial Assets

Initial measurement

All financial assets are measured initially at fair value less transaction costs. The Group's financial assets include derivatives not designated as hedging instruments (forward and option contracts with customers and banking counterparties), derivatives designated as hedging instruments (forward and swap contracts with customers and banking counterparties) and amortised cost assets (financial assets at amortised cost, other receivables, cash and cash equivalents and fixed collateral).

Subsequent measurement

IFRS 9 requires the classification of all financial assets to be measured at amortised cost or fair value. Where assets are measured at fair value, gains and losses are recognised in the Consolidated Statement of Comprehensive Income.

The classification of a financial asset is made at the time it is initially recognised, namely when the Group becomes a party to the contractual provisions of the instrument. Following initial measurement, the Group measures its financial assets at fair value through profit or loss or amortised cost, based on the business model for managing the financial instruments and the contractual cash flow characteristics of the instrument.

Fair value through profit or loss

This category comprises in-the-money derivatives and out-of-money derivatives where the time value offsets the negative intrinsic value (see "Financial liabilities" section for out-of-money derivatives classified as liabilities). Other than derivative financial instruments which are not designated as hedging instruments, the Group does not have any financial assets at fair value through profit or loss.

Amortised cost

The Group's financial assets measured at amortised cost comprise trade and other receivables, cash and cash equivalents and fixed collateral in the Consolidated Statement of Financial Position.

De-recognition of financial assets

Financial assets will be de-recognised when the contractual rights to the cash flows from the assets have expired, or when the Group transfers its contractual rights to receive the cash flows and substantially all of the risk and rewards of the assets have been transferred.

Impairment

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Impairment losses are recognised in the Consolidated Statement of Comprehensive Income. Impairment provisions are recognised under the general approach according to a three-stage expected credit loss impairment model. Financial assets that have not experienced a significant increase in credit risk are categorised as Stage 1 and 12-month expected credit losses are recognised; financial assets which are considered to have experienced a significant increase in credit risk since initial recognition are considered to be Stage 2; and financial assets which have defaulted or are otherwise considered to be credit impaired are allocated to Stage 3. In accordance with IFRS 9, the Group recognises lifetime expected credit losses in respect of trade receivables under the simplified approach.

2. MATERIAL ACCOUNTING POLICIES [CONT.]

Financial instruments [cont.]

Financial liabilities

Classification

The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and, in the case of other payables and accruals, subsequently measured at amortised cost. The Group's financial liabilities include derivative financial liabilities, other payables and accruals.

De-recognition of liabilities

A financial liability is de-recognised when the obligation under the liability is discharged, substantially modified, cancelled or expires.

Derivative financial instruments

The Group undertakes matched principal broking which involves undertaking immediate back-to-back derivative transactions with counterparties. These transactions are classified as financial instruments at fair value through profit or loss and are shown gross unless offset in accordance with the criteria set out below.

Offsetting financial instruments

When there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability immediately, financial assets and liabilities are offset, and the net amount reported in the Consolidated Statement of Financial Position.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and deposits held at call with banks. The same definition is used for the purposes of the Consolidated Statement of Cash Flows.

Cash held as collateral with banking counterparties for which the Group does not have immediate access, is shown as fixed collateral, on the face of the Consolidated Statement of Financial Position.

Client balances

Where client balances are held by the Group, as part of its E-Money obligations those funds must be held in segregated accounts, not available for use by the Group, and must comply with regulatory safeguarding compliance requirements. The Group is not a party to the contractual provisions nor a beneficial owner of the funds. As a result, the Group has determined that it does not have sufficient ownership or control over these balances to include them and their corresponding liability on the Groups Statement of Financial Position.

Derivative financial instruments and hedge accounting

The Group uses derivative financial instruments to hedge interest rate risk on treasury income receivable, and where denominated in foreign currency, exchange rate risk.

All derivative financial instruments are initially measured at fair value on the contract date and also at subsequent reporting dates.

Hedge accounting is applied to financial assets and financial liabilities only where all of the following criteria are met:

- The hedging relationship consists only of eligible hedging instruments and eligible hedged items.
- At the inception of a hedge there is formal designation and documentation of the hedging relationship, the Group's risk management objective and strategy for undertaking the hedge, the hedged item and hedging instrument, and how the hedge effectiveness will be assessed;
- An economic relationship exists between the hedged item and the hedging instrument;
- Credit risk does not dominate changes in value; and
- The hedge ratio is the same for both the hedging relationship and the quantity of the hedged item actually hedged and the quantity of the hedging instrument used to hedge it.

If derivatives do not qualify for hedge accounting, any changes in the fair value of the derivative financial instrument are recognised in the Consolidated Statement of Comprehensive Income as they arise.

Hedge relationships are classified as cash flow hedges where the derivative financial instruments hedge the Group's exposure to variability in cash flows resulting from a highly probable transaction.

Hedge effectiveness checks are carried out routinely. Changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows are recognised directly in other comprehensive income and any ineffective portion would be recognised immediately in the income statement. Hedge ineffectiveness can arise from changes in credit risk of the banking counterparty or from cash balances falling below the notional amounts hedged. If the hedging derivative expires or is sold, terminated, or exercised, or the hedge no longer meets the criteria for hedge accounting, or the hedge designation is revoked, hedge accounting is discontinued prospectively.

Fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group uses valuation techniques that are appropriate to the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities based on the nature, characteristics and risks of the inputs into the valuations and the level of the fair value hierarchy as explained above.

The Group performs an assessment of fair value on an ongoing basis by as assessing counterparty credit risk via the credit value adjustment model (see further details in note 3).

2. MATERIAL ACCOUNTING POLICIES [CONT.]

Share-based payments

The Group issues equity-settled share-based payments to Directors and employees of the Group through the Growth Share Schemes, Approved and Unapproved Options Schemes and Group Incentive Plan schemes.

Equity-settled share-based schemes are measured at fair value, excluding the effect of non-market-based vesting conditions, at the date of grant using an appropriate option pricing model. All share schemes are valued using a Monte Carlo simulation approach. The Growth Share Schemes and Group Incentive Plan schemes have market-based conditions and non-market-based conditions which exist over revenue-based targets, requiring management to estimate the probability of meeting these conditions. The Underlying Profit After Tax Share Schemes do not have market-based conditions. All schemes require the estimation of appropriate attrition rates to estimate the number of share options which are likely to vest.

The fair value of the shares or share options less the subscription price payable by the employees is recognised over the vesting period to reflect the value of the employee services received. The charge relating to grants to employees of the Company is recognised as an expense in the Consolidated Statement of Comprehensive Income.

Property, plant and equipment

Owned assets

Property, plant and equipment is stated at cost less accumulated depreciation and where applicable, impairment losses.

Depreciation

Depreciation is charged to the Consolidated Statement of Comprehensive Income on a straight-line basis over the estimated useful lives of each item of property, plant and equipment.

The estimated useful lives of property, plant and equipment are as follows:

Improvements to property	–	Period of lease, straight line
Fixtures and fittings	–	4 to 5 years straight line
Computer equipment	–	3 years straight line

Intangible assets

Intangible assets not acquired in a business combination consist of internally developed software and domain names.

Expenditure on internally developed software is capitalised if the costs can be reliably measured, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group has sufficient resources to complete the development and to use or sell the asset. The assets are initially recorded at cost including labour, directly attributable costs and any third-party expenses, and amortised over their useful economic lives of 3 years from the date of first use.

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses. The amortisation and impairment losses of intangible assets acquired in a business combination are classified as non-underlying in the income statement.

The estimated useful lives of intangible assets are as follows:

Internally generated software and Domain names	–	3 years straight line
Software obtained through acquisition	–	3 years straight line
Brand	–	10 years straight line
Customer relationships	–	14 years straight line

Leases

In accordance with IFRS 16 Leases, the Group recognises a right-of-use asset and corresponding liability at the date at which the leased asset is available for use.

Right-of-use assets are recorded initially at cost and amortised on a straight-line basis over the lease term. Cost is defined as the net present value of the lease liabilities, plus any initial costs and dilapidation provisions, less any lease incentives received. The right-of-use asset is tested for impairment if there are any indicators of impairment.

The lease liability is measured at the present value of the lease payments, discounted at the rate implicit in the lease, or if that cannot be readily determined, at the lessee's incremental borrowing rate specific to the term, country, currency and start date of the lease.

The finance cost is charged to the Consolidated Statement of Comprehensive Income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Sales commissions

Sales commissions are recognised as an expense in the period in which the revenue is generated and paid in arrears.

Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred income tax

Deferred income tax is provided on all temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on the tax rates that have been enacted or substantively enacted at the balance sheet date.

2. MATERIAL ACCOUNTING POLICIES [CONT.]

Taxes [cont.]

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Business combinations

Goodwill arising on the acquisition of subsidiaries represents the excess of the cost over the fair value of the identifiable net assets acquired at the date of the acquisition and is carried at cost less any accumulated impairment losses.

Goodwill is not subject to amortisation but is tested annually for impairment. Impairment is determined by assessing the recoverable amount of the cash generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units.

Fair value of acquired intangible assets – 2023 Cobase acquisition

The fair value of acquired intangible assets, and therefore the resulting goodwill recognised on acquisition is significantly affected by a number of factors. These include management's best estimates of future performance including forecast revenue, expected revenue attrition, forecast operating margin, any contributory assets changes, and estimates of the return required to determine an appropriate discount rate (in order to calculate the net present value of the assets at acquisition).

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Group's financial statements requires management to make estimates, judgements and assumptions about the carrying amounts of assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the assets or liability affected in the future.

The estimates and underlying assumptions are reviewed on an ongoing basis. In the process of applying the Group's accounting policies, management has made the following judgements and estimates which have the most significant effect on the amounts recognised in the Consolidated Financial Statements.

Significant estimates

Impairment of financial assets

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Impairment losses are recognised in the Consolidated Statement of Comprehensive Income. The Group performs an assessment of significant increase in credit risk on an annual basis, as well as assessing counterparty credit risk on an ongoing basis via the credit value adjustment model.

Fair value - Credit valuation adjustment

The credit value adjustment of £4.4m (2023: £3.0m) has been calculated by management based on the assumption that the Group will be unable to collect all the receivable amounts due under the contract terms, and therefore, is a method of counterparty credit risk management. In order to calculate expected future cash flows, management make an estimate using the latest real-time market information, forward-looking volatility, credit quality of the borrower, and experience.

Significant judgements

Development costs

Development costs that are directly attributable to the development of a project are capitalised based on management's assessment of the likelihood of a successful outcome for each project. This is based on management's judgement that the project is technologically, commercially and economically feasible in accordance with IAS 38 Intangible Assets. In determining the amount to be capitalised, management makes assumptions regarding the expected future cash generation of the project, i.e. Group revenue, and the expected period of benefits.

Share-based payments – Option fair values

As described in note 2, equity settled share awards are recognised as an expense based on their fair value at date of grant. The fair value of these share option schemes are estimated through the use of option valuation models which require an element of judgement in assessing the inputs. Judgement is also exercised in assessing the number of options subject to non-market vesting conditions that will vest. Further details are set out in note 24.

Carrying value of goodwill attributable to Cobase – estimation of recoverable amount

Goodwill of £4.7m arose on the acquisition of Financial Transaction Services B.V. (trading as "Cobase") (see note 25), and is tested for impairment annually. Recoverable amount has been assessed based on estimates of the fair value less cost to sell. In making this determination, management has estimated the appropriate range of market multiples to be applied to Cobase. Further details are set out in note 12.

4. ALTERNATIVE PERFORMANCE MEASURES

The Group uses alternative performance measures to monitor financial performance and cash flows (we refer to these results as 'adjusted' or 'underlying'). This is consistent with the way that financial performance is measured by management and reported to the Executive Committee and Board. These measures are not measures of performance under IFRS and should be considered in addition to, and not as a substitute for, IFRS measures of financial performance and liquidity. These measures may not be comparable across companies.

Financial performance

This note analyses non-underlying items, which are included in our results for the year but are excluded from underlying operating profit, underlying Profit before taxation and underlying EPS.

4. ALTERNATIVE PERFORMANCE MEASURES [CONT.]

Financial performance [cont.]

Non-underlying items in the year are made up of the below charges/ (credits):

	31 December 2024 £'000	31 December 2023 £'000
Acquisition costs in relation to business combinations	104	487
Other M&A related integration and transaction costs	-	62
Costs associated with the move from AIM to the Main Market	2,746	248
Amortisation of purchased intangible assets	82	(10)
Share-based payments charge/(credit)	5,325	(58)
TOTAL NON-UNDERLYING ITEMS	8,257	729

Share based payments and amortisation of intangible assets are non-cash underlying items, the cash flow impact of the other non-underlying items is not materially different from their impact on the Consolidated Statement of Comprehensive Income.

The following tables show the reconciliation of the Group's statutory financial performance measures to our underlying financial performance measures:

Year ended 31 December 2024	Operating profit £'000	Profit before tax £'000	Profit after tax £'000	Earnings attributable to equity holders £'000	Basic EPS Pence
STATUTORY MEASURE	118,295	123,114	92,725	93,019	215.7
(Deduct)/add back:					
NTI - client funds	(83,996)	(83,996)	(83,996)	(83,996)	(194.8)
Non-underlying items	8,257	8,257	8,257	8,257	19.2
Tax effect of above items*	-	-	19,971	19,971	46.3
UNDERLYING MEASURE	42,556	47,375	36,957	37,251	86.4

* The tax effect includes £20,999k on the NTI client funds, £876k of allowable share-based payment charges across the Group and £152k of allowable costs associated with the move from AIM to the Main Market.

Year ended 31 December 2023	Operating profit £'000	Profit before tax £'000	Profit after tax £'000	Earnings attributable to equity holders £'000	Basic EPS Pence
STATUTORY MEASURE	112,152	115,934	88,792	88,825	206.2
(Deduct)/add back:					
NTI - client funds	(73,676)	(73,676)	(73,676)	(73,676)	(171.0)
Non-underlying items	729	729	729	729	1.7
Tax effect of above items	-	-	17,143	17,143	39.8
UNDERLYING MEASURE	39,205	42,987	32,988	33,021	76.7

Cash flows

The Group's statutory cash position can fluctuate significantly from day to day due to the impact of changes in: collateral paid to banking partners, margin received from clients, early settlement of trades, or the unrealised mark-to-market profit or loss from client swaps. These movements result in an increase or decrease in cash with a corresponding change in other payables and trade receivables. Therefore, in addition to the statutory cash flow, the Group presents an adjusted net cash summary excluding these items, shown below. On this basis, adjusted net cash increased in the year by £39m to £217.5m.

	31 December 2024 £'000	31 December 2023 £'000
STATUTORY CASH AND CASH EQUIVALENTS	252,468	197,941
Variation margin (receivable from)/paid to banking counterparties*	(13,097)	11,125
	239,371	209,066
Margin received from clients**	(35,336)	(51,137)
Net MTM timing of profit from client drawdowns and extensions within trade receivables	13,503	20,897
ADJUSTED NET CASH***	217,538	178,826

* Includes MTM on Alpha's interest rate swaps
** Included in 'other payables' within 'trade and other payables'.
*** Excluding collateral received from clients, collateral paid to banking counterparties, early settlement of trades and the unrealised mark to market profit or loss from client swaps and rolls.

5. SEGMENTAL REPORTING

During the year the Group has evolved its organisational structure from a product centric structure to a client centric structure and as a result this structure has been mirrored within the presentation of the financial statements in accordance with IFRS. The Group now comprises three operating segments which are Corporate, Private Markets* and Cobase. These align with the management accountabilities for performance management and the basis for internal financial reporting and represent our reportable segments. These three segments are explained further as below:

- Corporate focuses on currency risk management to corporate clients, primarily for the purpose of hedging commercial foreign exchange exposures.
- Private Markets includes Accounts & Payments- simplified formation and management of currency accounts, coupled with efficient and reliable multi-currency payments across key investment jurisdictions. Currency management: strategic advisory and execution services for managing currency exposures, with a growing focus on interest rate risk management and Fund Finance: streamlined debt-sourcing and expert advisory around the structuring of facilities.
- Cobase, a Dutch based company that was acquired by the Group in December 2023. Cobase is a cloud-based provider of bank connectivity technology that enables corporates to manage their banking relationships and transactions.

* As described further in the Chief Executive's Statement, the Institutional division has been renamed to "Private Capital Markets" or "Private Markets" for short. This change has been made as it is a clearer description of the types of clients that Alpha service.

5. SEGMENTAL REPORTING [CONT.]

The chief operating decision makers, being the Group's Chief Executive Officer and the Chief Financial Officer, monitor the results of the three operating segments separately each month. Key measures of operating segments used to evaluate performance are revenue, and underlying profit before taxation. Management believe that these measures are the most relevant in evaluating the performance of the segment and for making resource allocation decisions.

The Group has disclosed revenue for each segment disaggregated between Risk Management, Accounts & Payments and Platform fees, to assist users in understanding the product mix. All costs are attributed to these segments.

As explained further in note 4, the Group excludes 'Net treasury income - client funds' from the definition of underlying profit. 'Net treasury income – own funds' relates to interest earned on client margin held by the Corporate division and is incorporated in the definition of underlying profit for that business as this income is a direct consequence of operational activities.

The Corporate division has overseas offices in Australia, Canada, Netherlands, Italy, Spain and Germany. In 2024, these offices contributed aggregate revenue of £27.2m and underlying profit before taxation of £6.6m (£18.7m and £3.8m underlying profit respectively in prior year). A small component of Private Markets costs arise in Luxembourg, and the profit related to the Malta office has been allocated between the various European entities it supports.

2024	Corporate £'000	Private Markets £'000	Cobase £'000	Total £'000
Risk Management*	63,759	28,344	-	92,103
Accounts & Payments**	-	40,610	-	40,610
Platform fees	-	-	2,887	2,887
TOTAL REVENUE	63,759	68,954	2,887	135,600
Net treasury income - own funds	1,307	-	-	1,307
SEGMENT INCOME	65,066	68,954	2,887	136,907
Operating costs***	(39,261)	(49,893)	(5,197)	(94,351)
UNDERLYING OPERATING PROFIT	25,805	19,061	(2,310)	42,556
Finance Income	6,016	37	-	6,053
Finance expensefunds	(457)	(777)	-	(1,234)
UNDERLYING PROFIT BEFORE TAXATION	31,364	18,321	(2,310)	47,375
Net treasury income - client funds	4,059	79,937	-	83,996
Non-underlying items				(8,257)
PROFIT BEFORE TAXATION				123,114

2023 Re-presented	Corporate £'000	Private Markets £'000	Cobase £'000	Total £'000
Risk Management*	52,811	23,518	-	76,329
Accounts & Payments**	-	33,927	-	33,927
Platform fees	-	-	186	186
TOTAL REVENUE	52,811	57,445	186	110,442
Net treasury income - own funds	1,843	-	-	1,843
SEGMENT INCOME	54,654	57,445	186	112,285
Operating costs***	(34,060)	(38,586)	(434)	(73,080)
UNDERLYING OPERATING PROFIT	20,594	18,859	(248)	39,205
Finance Income	4,611	-	5	4,616
Finance expensefunds	(399)	(435)	-	(834)
UNDERLYING PROFIT BEFORE TAXATION	24,806	18,424	(243)	42,987
Net treasury income - client funds	5,534	68,142	-	73,676
Non-underlying items				(729)
PROFIT BEFORE TAXATION				115,934

* Risk Management represents revenue derived from forward, spot, and option contracts provided to corporate and private market clients, primarily for the purpose of hedging commercial foreign exchange exposures.
** Accounts & Payments represents revenues derived from fees and foreign exchange spot contracts generated from the provision of cross border payments, collections and annual account fees to corporates and private markets, as well as Fund Finance advisory fees.
*** Operating costs excludes non-underlying items as set out in Note 4 above.

All revenue is from external customers and is based on the location of those customers.

No customer represents more than 10% of revenue and the Group does not believe there is undue reliance on any specific sub-set of customers.

Revenue by region of customer	31 December 2024 £'000	31 December 2023 £'000
United Kingdom	43,578	40,252
Europe	68,847	55,238
Canada	4,389	4,251
Rest of world	18,786	10,701
TOTAL	135,600	110,442

Revenue by product	31 December 2024 £'000	31 December 2023 £'000
Forward transactions	63,268	51,966
Spot transactions	32,590	31,791
Option contracts	11,650	7,823
Payments, accounts and advisory fees	25,205	18,676
Platform fees	2,887	186
TOTAL	135,600	110,442

5. SEGMENTAL REPORTING [CONT.]

Forward, spot and option revenues are accounted for under IFRS 9 - Financial Instruments, and the remaining revenue streams i.e. payments, accounts, advisory and platform fees fall under IFRS 15 - Revenue from Contracts with Customers.

The table below discloses non-current assets (excluding financial instruments and deferred tax) by location:

Non-current assets	31 December 2024 £'000	31 December 2023 £'000 Re-presented*
United Kingdom	26,879	29,911
Malta	6,068	5,287
The Netherlands	10,454	11,855
Canada	1,032	1,336
Other	1,713	19
TOTAL NON-CURRENT ASSETS	46,146	48,408

* The 2023 prior year re-presentation relates to the exclusion of derivative financial assets which has been disclosed separately in line with IFRS 9 (see note 16).

No information is provided for segment assets or segment liabilities as this measure is not reported to the chief operating decision makers.

6. OPERATING PROFIT

Operating profit is stated after charging/(crediting):

	31 December 2024 £'000	31 December 2023 £'000
Staff costs (note 8)	56,596	37,665
Depreciation of owned property, plant and equipment	1,782	1,325
Amortisation of intangible assets*	6,595	3,111
Depreciation of right-of-use assets	2,793	1,939
Rental costs for short-term leases	1,022	897
Loss on disposal of fixed assets	224	8
Gain on disposal of right-of-use asset	(93)	-
Impairment of intangible assets	3	26
Bad debt expense	508	135
Net foreign exchange (gains)/losses	(409)	372
Audit fees		
Audit fees in respect of the Group, Company and subsidiary financial	896	758
Non Audit fees		
Fees in respect of CASS Limited Assurance	10	10
Fees associated with the move from AIM to the Main Market	498	-

* Amortisation of intangible assets includes a charge of £6,513k (2023: charge of £3,121k) relating to internally generated software and a charge of £82k (2023: credit of £10k) relating to brand and customer relationships.

7. FINANCE INCOME AND EXPENSES

	31 December 2024 £'000	31 December 2023 £'000
FINANCE INCOME		
Interest on bank deposits	5,945	4,491
Other interest receivable	108	125
TOTAL	6,053	4,616

	31 December 2024 £'000	31 December 2023 £'000
FINANCE EXPENSES		
Finance expense on dilapidation provision	(34)	(41)
Finance expense on lease liabilities (note 14)	(1,200)	(793)
TOTAL	(1,234)	(834)

8. EMPLOYEE COSTS

Staff costs, including Directors' remuneration, were as follows:

	31 December 2024 £'000	31 December 2023 £'000
Wages and salaries	45,293	33,360
Social security costs	5,096	3,485
Share-based payment charge/(credit)	5,325	(58)
Other pension costs	882	878
EMPLOYEE BENEFIT EXPENSE INCLUDED IN OPERATING PROFIT	56,596	37,665

During the year 2024, the research and development expenditure credit (RDEC) of £393,503 (2023: £802,463) was offset against employee costs.

The average number of employees, including the Executive Directors, was as follows:

	31 December 2024 No.	31 December 2023 No.
Executive Directors	3	3
Sales, administration and support staff	521	431
TOTAL	524	434

Remuneration of key management personnel

Key management personnel represent those personnel who have authority and responsibility for planning, directing and controlling the activities of the Group, including Non-Executive Directors. There were 12 individuals classified as key management personnel in the Group in 2024 (2023: 15).

8. EMPLOYEE COSTS [CONT.]

Key management remuneration and benefits include:

	31 December 2024 £'000	31 December 2023 *Restated*[1] £'000
Wages and salaries	3,983	2,533
Social security costs	526	285
Share-based payments	1,085	5,550
Defined contribution scheme	32	46
TOTAL	5,626	8,414

[1] The prior year share-based payment amount has been restated. Previously the amount disclosed equated to the share-based payment charge included in the financial statements.

Share-based payments in the above table comprise the aggregate amount of gains by directors on the exercise of share options in the year, being the difference between the market price of the shares on the day on which the options exercised, and the price paid for the shares.

During 2024, retirement benefits in respect of defined contribution pension schemes accrued to 10 (2023: 10) individuals who are regarded as key management personnel.

9. TAXATION

Tax charge

	31 December 2024 £'000	31 December 2023 £'000
CURRENT TAX:		
UK Corporation tax on the profit for the year	31,172	24,536
Adjustments relating to prior years	(215)	(633)
Overseas corporation tax on the profit for the year	744	219
TOTAL CURRENT TAX	31,701	24,122
DEFERRED TAX		
Origination and reversal of temporary differences current year	(427)	3,020
Adjustment relating to prior year	(885)	-
TOTAL DEFERRED TAX	(1,312)	3,020
TOTAL TAX EXPENSE	30,389	27,142

Deferred tax has decreased due to the comparatively high level of prior year investments in assets and the acquisition of Cobase.

Factors affecting tax charge for the year

	31 December 2024 £'000	31 December 2023 £'000
Profit on ordinary activities before tax	123,114	115,934
Profit on ordinary activities multiplied by the effective standard rate of UK corporation tax of 25% (2023: 23.5%)	30,779	27,244
Effects of:		
Expenses not deductible for tax purposes	610	561
Unutilised trading losses different tax rates applied in overseas jurisdictions	44	93
Adjustments relating to prior years	(1,101)	(633)
Deferred tax not recognised on losses unutilised	57	-
Unutilised trading losses	-	(102)
Trading losses brought forward	-	(21)
TOTAL TAX CHARGE FOR THE YEAR	30,389	27,142

During the year, management identified that a £1.1m deferred tax liability recognised at 31 December 2023 in relation to the Cobase business had been overstated and the charge has been corrected in the current year. In addition, the Group has recognised a deferred tax asset of £0.4m in respect of future tax deductions for the amortisation of customer lists in Malta. This asset is expected to be amortised over the next two years.

Deferred tax

The deferred taxation liability is based on the expected future rate of corporation tax of 25% (2023: 25%) and comprises the following:

	31 December 2024 £'000	31 December 2023 £'000
LIABILITIES		
At 1 January	5,305	1,387
UK & overseas tax charge relating to current year from continuing operations	(343)	1,960
UK tax charge relating to current year from acquired operations	(971)	1,060
Fair market value at acquisition	-	102
Tax credit relating to foreign exchange rate movements	-	(2)
Tax (credit)/charge on other comprehensive income	(330)	798
TOTAL DEFERRED TAX LIABILITY	3,661	5,305

The UK deferred tax liability as at 31 December 2024 and as at 31 December 2023 principally relates to the tax effect of timing differences in respect of fixed assets.

9. TAXATION [CONT.]

Deferred tax [cont.]

Deferred tax - balance

	31 December 2024 £'000	31 December 2023 £'000
LIABILITIES		
Fixed asset differences	3,890	4,564
Fair market value at acquisition	-	102
Right-of-use assets	2	-
Losses	(115)	-
Foreign exchange rate movements	-	1
Future tax deductions for amortisation of customer lists in Malta	(405)	-
Gain recognised on hedging instruments	289	638
TOTAL DEFERRED TAX LIABILITY	3,661	5,305

Losses of €28m (tax effect €4.4m) arose for periods prior to the 2023 acquisition of Financial Transaction Services B.V. (Cobase). Under Dutch tax regulations these losses can be carried forward indefinitely but are only available for offset against a limited portion of profits in any given year. Based on the latest forecasts, no material losses are expected to be utilised in the near term and accordingly no deferred tax asset has been recognised. Losses in other jurisdictions carried forward for which no deferred tax asset has been recognised total £0.14m.

Deferred tax on each component of other comprehensive income/(expense) is as follows:

	31 December 2024			31 December 2023		
	Before tax £'000	Tax £'000	After tax £'000	Before tax £'000	Tax £'000	After tax £'000
CASH FLOW HEDGES						
(Losses)/gains recognised on hedging instruments	(1,318)	329	(989)	3,193	(798)	2,395
Exchange loss arising on translation of foreign operations	(2,485)	-	(2,485)	(679)	-	(679)
TOTAL TAX (CHARGE)/CREDIT ON OTHER COMPREHENSIVE INCOME/(EXPENSE)	(3,803)	329	(3,474)	2,514	(798)	1,716

10. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit for the year attributable to equity holders of the Parent, by the weighted average number of ordinary shares in issue during the financial year. Diluted earnings per share additionally includes in the calculation, the weighted average number of ordinary shares that would be issued on conversion of any dilutive potential ordinary shares. The dilutive effect is calculated on the full exercise of all potentially dilutive ordinary share options granted by the Group.

The underlying calculation excludes the impact of net treasury income on client funds and other non-underlying items and their tax effect. This better enables comparison of financial performance in the current year with comparative years.

	31 December 2024 Pence	31 December 2023 Pence
Basic earnings per share	215.7p	206.2p
Diluted earnings per share	211.7p	203.4p
Underlying – basic	86.4p	76.7p
Underlying – diluted	84.8p	75.6p

The calculation of basic and diluted earnings per share is based on the following number of shares:

	31 December 2024 No.	31 December 2023 No.
Basic weighted average shares	43,119,507	43,072,098
Contingently issuable shares	818,677	593,955
Diluted weighted average shares	43,938,184	43,666,053

As set out in note 24, the number of shares which are contingently issuable in respect of a number of employee incentive schemes will be determined based on the change in market capitalisation of the Group over a 60 business-day period running from 20 December 2024 to 18 March 2025. For the purposes of diluted EPS shown above the figure has been determined as if the market condition was finalised at the balance sheet date i.e. it has been based on the change in market capitalisation between 20 December 2024 and 31 December 2024.

As set out in note 21, £19.3m of purchases of shares by the Company during the year, and a further £3.5m post year end had been made otherwise than in accordance with the Companies Act 2006. The basic and diluted weighted average number of shares in issue shown above excludes these purchases. Had these been made in accordance with the legal requirements, the basic weighted average number of shares would have been 470,609 lower.

As at market close on 18 March 2025, excluding these purchases, the Group had 42,976,487 shares in issue. Had all purchases of shares been in accordance with the Act, this figure would have been 1,063,556 lower, or 41,912,931.

11. DIVIDENDS

	31 December 2024 £'000	31 December 2023 £'000
Final Plc dividend for the year ended 31 December 2022 of 11.0p per share	-	4,765
Interim Plc dividend for the year ended 31 December 2023 of 3.7p per share	-	1,603
Final Plc dividend for the year ended 31 December 2023 of 12.3p per share	5,308	-
Interim Plc dividend for the year ended 31 December 2024 of 4.2p per share	1,776	-
	7,084	6,368

All dividends paid by Alpha Group International plc are in respect of the ordinary shares of £0.002 each.

In addition to the dividends paid to ordinary shareholders of the Group shown above, the Consolidated Statement of Changes in Equity includes £2,229k (2023: £2,762k) of dividends paid to subsidiary shareholders. See note 15 for further details.

The Directors propose that a final dividend in respect of the year ended 31 December 2024 of 14.0p per share amounting to circa £5,870k will be paid on 23 May 2025 to all shareholders on the register of members on 25 April 2025. This dividend is subject to approval by shareholders at the AGM and has not been accrued as a liability in these Financial Statements in accordance with IAS 10 'Events after the reporting period'.

The Directors have proposed the final dividend having satisfied themselves as to the adequacy of distributable reserves of the Company as at 28 February 2025.

As noted in Chief Financial Officer's Report, the Company has discovered that the interim dividend for the year ended 31 December 2024 (£1.8m) and the interim dividends paid on 13 October 2017 and the FY21 interim dividend paid on 8 October 2021 (together £0.7m) were made otherwise than in accordance with the Companies Act 2006.

As a result, the Company and its Directors at the relevant time could have claims against the shareholders who received these dividends. The Company has no intention of pursuing any such claims and the financial statements have accordingly not been restated for the effect of the distributions made otherwise than in accordance with the Act.

Instead, the Company is proposing certain resolutions at its forthcoming AGM to put the Company, its current and former shareholders and its current and former directors in the position they would have been in, had the dividends fully complied with the Act. This includes resolutions to appropriate distributable profits to the dividends that have arisen subsequently. This also includes entering into deeds of release to release the shareholders who received these dividends, and the Directors of the Company at the time the dividends were made, from any liability to repay any amounts to the Company.

The Directors are related parties of the Company and therefore the entry by the Company into a deed of release in favour of the Directors will constitute a related party transaction for the purposes of the Listing Rules.

Subsequent to the reporting date, on 28 February 2025, the Company received a £50m dividend from its subsidiary, Alpha FX Limited. As at that date, the Company's distributable reserves were £26.9m. Interim Accounts for the Company have been drawn up to that date and have been lodged with Companies House as they comprise 'Relevant Accounts' for the purposes of the final dividend declaration.

12. INTANGIBLE ASSETS

	Goodwill* £'000	Software £'000	Domain names £'000	Brand £'000	Customer relationships £'000	Total £'000
COST						
At 1 January 2023	-	7,295	62	-	-	7,357
Additions	-	8,025	-	-	-	8,025
Impairment	-	(1,985)	-	-	-	(1,985)
On business combinations	4,707	3,292	-	542	438	8,979
Foreign exchange translation	-	33	-	-	-	33
AT 31 DECEMBER 2023	4,707	16,660	62	542	438	22,409
Additions	-	7,739	-	-	-	7,739
Impairment	-	(1,603)	(37)	-	-	(1,640)
Foreign exchange translation	(181)	(209)	-	(21)	(17)	(428)
AT 31 DECEMBER 2024	4,526	22,587	25	521	421	28,080
AMORTISATION						
At 1 January 2023	-	2,517	26	-	-	2,543
Charge for the year	-	3,083	21	5	2	3,111
Impairment	-	(1,959)	-	-	-	(1,959)
AT 31 DECEMBER 2023	-	3,641	47	5	2	3,695
Charge for year	-	6,502	11	52	30	6,595
Impairment	-	(1,600)	(37)	-	-	(1,637)
Foreign exchange translation	-	(56)	-	-	-	(56)
AT 31 DECEMBER 2024	-	8,487	21	57	32	8,597
NET BOOK VALUE						
At 1 January 2023	-	4,778	36	-	-	4,814
At 31 December 2023	4,707	13,019	15	537	436	18,714
AT 31 DECEMBER 2024	4,526	14,100	4	464	389	19,483

* Goodwill of £4.7m arose on the acquisition of Financial Transaction Services B.V. (trading as "Cobase") (see note 25), and has been fully allocated to the Cobase business unit. Management performed an impairment test by comparing the carrying value of the Cobase CGU against its recoverable amount, based on fair value less costs of disposal. The fair value less cost of disposal was determined with reference to a range of relevant market multiples for specific SAAS businesses in the banking technology sector comparable to Cobase, sourced from external market reports, and considering them in conjunction with Cobase's actual revenue realisation to date, budgeted revenue for 2025 and annual recurring revenue ("ARR") as at 31 December 2024. The model is categorised within Level 3 of the fair value hierarchy as set out in note 2. The review considered a range of scenarios, all of which indicate fair value less cost of disposal is comfortably in excess of the carrying amount.

13. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements £'000	Fixtures & fittings £'000	Computer equipment £'000	Total £'000
COST				
At 1 January 2023	2,767	986	1,152	4,905
Additions	4,675	1,403	849	6,927
On business combinations	-	-	11	11
Disposals	-	(6)	(12)	(18)
Foreign exchange translation	(41)	(7)	(5)	(53)
AT 1 JANUARY 2024	7,401	2,376	1,995	11,772
Additions	484	132	422	1,038
Disposals	(317)	(85)	(5)	(407)
Foreign exchange translation	(150)	(33)	(22)	(205)
AT 31 DECEMBER 2024	7,418	2,390	2,390	12,198
DEPRECIATION				
At 1 January 2023	554	501	602	1,657
Charge for the year	534	320	471	1,325
Disposals	-	(1)	(4)	(5)
Foreign exchange translation	(2)	(1)	(2)	(5)
AT 1 JANUARY 2024	1,086	819	1,067	2,972
Charge for the year	828	424	530	1,782
Disposals	(142)	(38)	(3)	(183)
Foreign exchange translation	(23)	(9)	(11)	(43)
AT 31 DECEMBER 2024	1,749	1,196	1,583	4,528
NET BOOK VALUE				
At 1 January 2023	2,213	485	550	3,248
At 31 December 2023	6,315	1,557	928	8,800
AT 31 DECEMBER 2024	5,669	1,194	807	7,670

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Leases where the Group is a lessee are accounted for by recognising a right-of-use asset and a lease liability except for leases of low value assets and leases with a term of 12 months or less. The Group has only property leases.

During the year, the Group signed two new leases for office premises in Italy and Australia. The Group exited a lease early in Bristol and recognised a gain on disposal of £92,822 (see note 6).

Right-of-use assets

	31 December 2024 £'000	31 December 2023 £'000
At 1 January	20,894	11,848
Additions	1,347	10,954
Additions in relation to business combination	-	182
Depreciation charge for the year	(2,793)	(1,939)
Disposals	(164)	-
Foreign exchange translation	(291)	(151)
AT 31 DECEMBER	18,993	20,894

Lease liabilities

	31 December 2024 £'000	31 December 2023 £'000
At 1 January	22,720	13,074
Additions	1,288	10,405
Additions in relation to business combination	-	182
Disposals	(194)	-
Finance cost (note 7)	1,200	793
Payments in the year	(2,210)	(1,572)
Foreign exchange translation	(297)	(162)
AT 31 DECEMBER	22,507	22,720

	31 December 2024 £'000	31 December 2023 £'000
Maturity analysis:		
Not later than 1 year	2,180	1,028
Later than 1 year and not later than 5 years	10,661	11,014
Later than 5 years	9,666	10,678
TOTAL LEASE LIABILITIES	22,507	22,720

	31 December 2024 £'000	31 December 2023 £'000
Analysis:		
Current	2,180	1,028
Non-current	20,327	21,692
TOTAL LEASE LIABILITIES	22,507	22,720

The total undiscounted payments committed to over the remaining useful life of the respective leases as of the end of 31 December 2024 amounted to £27,605,601.

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES [CONT.]

Amounts recognised in the Consolidated Statement of Comprehensive Income

	31 December 2024 £'000	31 December 2023 £'000
Depreciation charge on right-of-use assets (note 6)	2,793	1,939
Interest on lease liabilities (note 7)	1,200	793
Rental costs for short-term leases (note 6)	1,022	897
TOTAL	5,015	3,629

The rental costs for short-term leases amounting to £1,022,363 (2023: £897,069) relate to leases of less than one year for premises for a number of the Group's overseas offices.

15. SUBSIDIARIES

The Group's subsidiaries as at 31 December 2024 are as follows:

Name	Country of incorporation	Proportion of ordinary shares held	
DIRECT HOLDING			
Alpha FX Limited	England[1]	100%	Active
Alpha Agency Solutions Ltd	England[1]	100%	Active
Financial Transaction Services B.V.	Netherlands[6]	84.4%	Active
INDIRECT HOLDING			
Alpha FX Institutional Limited	England[1]	100%	Active
Alpha Foreign Exchange (Canada) Limited	Canada[2]	100%	Active
Alpha FX Netherlands Limited	England[1]	100%	Active
Alpha FX Europe Limited	Malta[3]	100%	Active
Alpha FX Australia Pty Ltd	Australia[4]	100%	Active
AGI Financial PTE. Ltd.	Singapore[5]	100%	Non-trading

Registered addresses:

1. Brunel Building, 2 Canalside Walk, London, UK, W2 1DG
2. Suite 2400, 745 Thurlow Street, Vancouver BC, V6E0C5, Canada
3. 171, Old Bakery Street, Valletta VLT1455, Malta
4. c/o Intertrust Australia Pty Ltd, Suite 2, Level 25, 100 Miller Street, North Sydney, NSW 2060
5. 14 Robinson Road #12-01/02, Far East Finance Building, Singapore (048545)
6. Haaksbergweg 75, 1101BR Amsterdam

The principal activity of the Group and its subsidiary undertakings is the development of financial strategies and technologies to assist corporates and private market organisations in their risk management, mass payments and account opening requirements. The accounting year-ends of all subsidiaries is 31 December.

Shares in all indirect subsidiary holdings are held by Alpha FX Limited. In addition, certain employees also own interests in indirect subsidiaries through shares of a separate class which were issued on granting of awards under certain share-based payment schemes as set out in note 24. These shares confer dividend rights over the duration of the share scheme performance period, but confer no other ownership interest, and on vesting will convert to shares in the parent company, to the extent vesting criteria are met at which point the subsidiary shares are paid for.

In accordance with IFRS 2 Share-Based Payment, share ownership schemes that grant employees shares or options in subsidiaries, with conversion rights to the holding company should be accounted for under IFRS 2, rather than a non-controlling interest in a subsidiary. Accordingly, we disclose the Group as holding 100% of the ordinary shares in these entities. Dividends paid to employees as a result of their share ownership under these arrangements are disclosed as dividends paid to subsidiary shareholders in the Consolidated Statement of Cash Flows.

In October 2024 Alpha FX Italy Limited was dissolved and transferred to a branch of Alpha FX Europe Limited.

In December 2023 86.36% of Financial Transaction Services B.V. (trading as Cobase) was acquired as part of a business combination (see note 25). In August 2024 Alpha acquired a further 0.51% for a consideration of €56,495 as a result of a non-controlling interest selling shares in the subsidiary bringing Alpha's holding to 86.87%.

16. DERIVATIVE FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Derivative financial assets not designated as hedging instruments

	31 December 2024		31 December 2023	
	Fair value £'000	Notional principal £'000	Fair value Restated[1] £'000	Notional principal Restated[2] £'000
Forward and option contracts with customers	156,570	4,332,514	99,738	1,939,848
Forward and option contracts with banking counterparties	1,634	140,240	3,043	2,013,748
Other forward contracts	842	54,074	-	-
	159,046	4,526,828	102,781	3,953,596

1 The prior year restatement is detailed further within note 19.
2 The prior year notional principal has been restated to reflect the correct GBP notional amounts.

16. DERIVATIVE FINANCIAL ASSETS AND FINANCIAL LIABILITIES [CONT.]

Derivative financial assets designated as hedging instruments

	31 December 2024 Fair value £'000	31 December 2024 Notional principal £'000	31 December 2023 Fair value £'000	31 December 2023 Notional principal £'000
Forward contracts	-	-	156	3,913
Swap contracts	2,099	699,831	2,398	825,546
	2,099	699,831	2,554	829,459

Total Derivative financial assets

	31 December 2024 Fair value £'000	31 December 2024 Notional principal £'000	31 December 2023 Fair value Restated[1] £'000	31 December 2023 Notional principal Restated[2] £'000
	161,145	5,226,659	105,335	4,783,055

	31 December 2024 Fair value £'000	31 December 2023 Fair value Restated £'000
Analysis:		
Current	132,446	90,966
Non-current	28,699	14,369
TOTAL DERIVATIVE FINANCIAL ASSETS	161,145	105,335

Derivative financial liabilities not designated as hedging instruments

	31 December 2024 Fair value £'000	31 December 2024 Notional principal £'000	31 December 2023 Fair value £'000	31 December 2023 Notional principal Restated[2] £'000
Forward and option contracts with customers	98,839	3,771,123	37,584	3,293,038
Forward and option contracts with banking counterparties	9,073	2,553,445	2,559	441,478
Other forward contracts	-	-	67	33,090
	107,912	6,324,568	40,210	3,767,606

[1] The prior year restatement is detailed further within note 19.

[2] The prior year notional principal has been restated to reflect the correct GBP notional amounts.

Derivative financial liabilities designated as hedging instruments

	31 December 2024 Fair value £'000	31 December 2024 Notional principal £'000	31 December 2023 Fair value £'000	31 December 2023 Notional principal £'000
Forward contracts	-	-	-	-
Swap contracts	863	355,000	-	-
	863	355,000	-	-

Total Derivative financial liabilities

	31 December 2024 Fair value £'000	31 December 2024 Notional principal £'000	31 December 2023 Fair value £'000	31 December 2023 Notional principal Restated[1] £'000
	108,775	6,679,568	40,210	3,767,606

	31 December 2024 Fair value £'000	31 December 2023 Fair value £'000
Analysis:		
Current	84,080	34,288
Non-current	24,695	5,922
TOTAL DERIVATIVE FINANCIAL LIABILITIES	108,775	40,210

Items that will or may be reclassified to the Consolidated Statement of Comprehensive Income:

Movement in year	31 December 2024 £'000	31 December 2023 £'000
Cash flow hedges		
(Losses)/gains recognised on hedging instruments	(1,318)	3,193
Tax relating to items that may be reclassified	329	(798)
	(989)	2,395

[1] The prior year notional principal has been restated to reflect the correct GBP notional amounts.

16. DERIVATIVE FINANCIAL ASSETS AND FINANCIAL LIABILITIES [CONT.]

Interest rate swap contracts

The Group has historically operated in a low interest rate environment. Since Q3 2022, when interest rates started to rise, the Group started to receive a large amount of interest on its own free cash balances as well as client cash balances. In line with the Group's treasury policy, we have entered into interest rate swap contracts to manage interest rate risk.

The interest rate swap contracts designated as hedging instruments relate to transactions entered into in 2022, 2023 and 2024 to fix the rate of interest receivable on cash balances held by the Group in respect of its own free cash balances as well as client cash balances. With the interest rate swap, the Group receives a fixed rate of interest and pays a floating interest rate based on SONIA.

The contracts have commencement dates between June 2023 and June 2025 with expiries between June 2025 and December 2025 for notional amounts of £650m and between January 2026 and December 2026 for notional amounts of £404m. Should the contracts no longer qualify for hedge accounting, the deferred gains/losses in other comprehensive income relating to the Group's own free cash balances will be reclassified within finance income and those relating to client cash balances will be reclassified within net treasury income – client funds. The hedge effectiveness is reassessed monthly and all hedges remained effective throughout 2024.

The following table analyses other comprehensive income in relation to hedge accounting:

	31 December 2024 £'000	31 December 2023 £'000
At 1 January	2,554	(639)
Net fair value (losses)/gains	(1,318)	3,193
AT 31 DECEMBER	1,236	2,554

The following table shows the effects of hedge accounting on the Statement of Financial Position and the year-to-date performance for cash flow hedges taken out to hedge interest rate risk:

		Hedging instrument Carrying amount			Hedged item
Hedged interest rate risk	Notional amount £'000	Assets £'000	Liabilities £'000	Balance sheet presentation	Change in fair value £'000
As at 31 Dec 2024	1,054,831	2,099	863	Derivatives	1,318
As at 31 Dec 2023	825,546	2,554	-	Derivatives	(3,193)

No changes in fair value have been taken to the income statement as there has been no hedge ineffectiveness to date.

Foreign currency forward contracts

The forward contracts designated as hedging instruments relate to hedges entered into in December 2022 and February 2023 to fix the exchange rate of interest receivable denominated in dollars and euros. The contracts had monthly expiries up to January 2024. Upon expiry of the contracts, the deferred gains/losses in comprehensive income relating to the hedges on the Group's free cash balances and client cash balances were reclassified to finance income and NTI – client funds respectively.

17. FINANCIAL INSTRUMENTS

Fair value measurement

Forward and option contracts fall into level 2 of the fair value hierarchy as set out in note 2. Level 2 comprises those financial instruments which can be valued using inputs other than quoted prices that are observable for the asset or liability either directly (i.e., prices) or indirectly (i.e., derived from prices). The fair value of forward foreign exchange contracts is measured using observable forward exchange rates for contracts with a similar maturity at the reporting date. The fair value of option foreign exchange contracts is measured using an industry standard external model that best presents the unpublished interbank valuations. The fair value of interest rate contracts is measured using observable interest rates for contracts with a similar maturity at the reporting date.

There were no transfers between level 1 and 2 during the current or prior year. The fair value of all other financial assets and financial liabilities is approximate to their carrying value.

The principal financial instruments of the Group, from which financial instrument risk arises, are as follows:

a) Financial assets per statement of financial position

	31 December 2024 £'000	31 December 2023 *Restated*[1] £'000
FAIR VALUE ASSETS		
Derivatives not designated as hedging instruments (note 16)	159,046	102,781
Derivatives designated as hedging instruments (note 16)	2,099	2,554
TOTAL FAIR VALUE ASSETS	161,145	105,335
AMORTISED COST FINANCIAL ASSETS		
Trade receivables	4,041	4,237
Other receivables excluding prepayments	4,926	4,538
Cash and cash equivalents	252,468	197,941
Fixed collateral	10,063	8,810
TOTAL AMORTISED COST ASSETS	271,498	215,526
TOTAL FINANCIAL ASSETS	432,643	320,861

[1] The prior year restatement is detailed further within note 19.

17. FINANCIAL INSTRUMENTS [CONT.]

b) Financial liabilities per statement of financial position

	31 December 2024 £'000	31 December 2023 £'000
FAIR VALUE LIABILITIES		
Derivatives not designated as hedging instruments (note 16)	107,912	40,210
Derivatives designated as hedging instruments (note 16)	863	-
TOTAL FAIR VALUE LIABILITIES	108,775	40,210
OTHER PAYABLES MEASURED AT AMORTISED COST		
Other payables and accruals	44,407	58,295
TOTAL OTHER PAYABLES	44,407	58,295
TOTAL FINANCIAL LIABILITIES	153,182	98,505

c) Offsetting financial assets and financial liabilities

Financial instruments at fair value through profit or loss represent immediate back-to-back derivative transactions with banking counterparties and are reported as financial assets and financial liabilities in the Consolidated Statement of Financial Position.

The transactions are subject to ISDA ("International Swaps and Derivatives Association") Master Agreements and similar master agreements which provide a legally enforceable right of offset in the normal course of business, the event of a default and the event of insolvency or bankruptcy. In accordance with the master agreements, contracts with banking counterparties are assessed daily on a net basis.

However, contracts with clients are assessed daily on a gross basis and therefore shown as separate financial assets and financial liabilities in the Consolidated Statement of Financial Position.

The following financial assets and liabilities have been offset and are subject to enforceable netting agreements.

2024	Gross fair value £'000	Variation margin offset £'000	Fair value offset £'000	Net derivative financial asset/(liability) (Note 16) £'000	Gross Amounts not offset: Financial Instruments £'000	Gross Amounts not offset: Fixed collateral £'000	Net Amounts subject to offsetting arrangements £'000
Derivative financial assets	226,627	14,333	(81,914)	159,046	-	10,063	169,109
Derivative financial liabilities	(189,826)	-	81,914	(107,912)	-	-	(107,912)

2023	Gross fair value £'000	Variation margin offset £'000	Fair value offset £'000	Net derivative financial asset/(liability) (Note 16) £'000	Gross Amounts not offset: Financial Instruments £'000	Gross Amounts not offset: Fixed collateral £'000	Net Amounts subject to offsetting arrangements £'000
Derivative financial assets	143,679	-	(40,898)	102,781	-	8,810	111,591
Derivative financial liabilities	(92,233)	11,125	40,898	(40,210)	-	-	(40,210)

18. FINANCIAL RISK MANAGEMENT

Objectives, policies and processes for managing and the methods used to measure risk

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods, unless otherwise stated in this note.

Financial assets principally comprise trade and other receivables, cash and cash equivalents, fixed collateral and derivative financial assets. Financial liabilities comprise trade and other payables, and derivative financial liabilities. The main risks arising from financial instruments are credit risk, liquidity risk, market risk, foreign currency risk, and interest rate risk, each of which are discussed in further detail below.

The Group monitors and mitigates financial risk on a consolidated basis. The Group has implemented a framework to ensure that risk management practices appropriate to a listed company are in place.

The Group operates under the Three Lines of Defence approach to risk management. This framework is overseen and enforced by the Risk Committee and Board.

1. First Line is risk management: Primary responsibility for strategy, performance and risk management lies with the Executive Team and the Heads of each department.
2. Second Line is risk oversight: The Risk, Compliance, Finance and Legal Teams provide risk oversight.
3. Third Line is independent assurance: Independent assurance on the effectiveness of the risk management systems. Specialist external reviews provide an additional line of defence.

18. FINANCIAL RISK MANAGEMENT [CONT.]

Credit risk

Credit risk is inherent in Alpha's business model. The Board accepts that credit losses are a function of our trading model, and the Group takes a risk-based approach to balance revenue opportunities against the risk of default. Credit risk is the risk that a client fails to deliver currency at maturity of a contract and/or fails to deposit margin when a margin call is made which could ultimately lead to a financial loss.

Where the Group provides credit to customers, this is subject to credit verification checks and where required an in-depth underwriting process by our Credit Team based on both quantitative and qualitative factors. Credit policies are aimed at reducing the impact of losses, credit terms will only be granted to customers who satisfy a creditworthiness assessment and demonstrate an appropriate payment history. The client terms and conditions and the credit facility confirmation letter highlight the client's margin terms and requirement to provide collateral. This provides further mitigation to the credit exposure and reduces the risk of potential disputes. The Group evaluated the concentration of risk as low with respect to derivative financial assets arising from contracts with counterparties. This is due to the fact that no single customer represents a significant proportion of the total value of customer contracts and the business has historically low levels of counterparty default.

Client credit exposures are monitored daily. Stress tests are carried out to assess and minimise client credit risk exposures under various market volatility scenarios.

Counterparty risk

The Group relies on third party institutions in order to trade with clients. To reduce counterparty credit risk, the Group only trades with private market counterparties with robust balance sheets, high credit ratings and strong capital resources. The Group monitors the creditworthiness of private market counterparties on an ongoing basis. As part of the Group's business continuity procedures settlement lines have been established with several private market counterparties in order to reduce the impact of business disruption as a result of counterparty risk.

The Group's maximum exposure to credit risk by class of financial asset is as follows:

Asset Category	31 December 2024 £'000	31 December 2023 £'000
Cash and cash equivalents	252,468	197,941
Derivative financial assets	161,145	105,335
Trade and other receivables	8,967	8,775
TOTAL ASSETS SUBJECT TO CREDIT RISK	422,580	312,051

Credit risk is mitigated as the majority of these financial assets are held with investment grade financial institutions with credit ratings assigned by reputable credit rating agencies such as Moody's, Standard & Poor's and Fitch Ratings.

The Group's financial assets breakdown by credit ratings is as follows:

Cash and cash equivalents	31 December 2024 £'000	31 December 2023 £'000
A+ to A-	246,829	188,217
BBB+ to BBB-	5,619	4,899
Unrated	20	4,825
TOTAL CASH AND CASH EQUIVALENTS SUBJECT TO CREDIT RISK	252,468	197,941

Derivative financial assets and trade and other receivables	31 December 2024 £'000	31 December 2023 £'000
A+ to A-	4,576	3,059
BBB+ to BBB-	-	2,537
Unrated	165,536	108,514
TOTAL DERIVATIVE FINANCIAL ASSETS AND TRADE AND OTHER RECEIVABLES SUBJECT TO CREDIT RISK	170,112	114,110

Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulty in meeting its financial obligations as they are due. Extensive controls are in place to ensure that liquidity risk is mitigated. The Group's liquidity requirements are reviewed daily, and the Group employs stress testing to model the sufficiency of its liquidity in stressed market scenarios. The ability of clients to pay margin and settle contracts is monitored with automated triggers and alerts configured into the Group's systems. The Group maintains cash reserves and continues to increase these reserves relative to its trading activity on an ongoing basis.

The Group attempts to ensure it maintains (as closely as possible) a balanced position in each currency, with regular stress testing of its net long/short position in a particular currency against sudden and unforeseen market movements.

The Group has sufficient cash resources to pay its debts and contractual liabilities as they fall due. Consequently, management does not believe that the Group has a material exposure to liquidity risk. The following table sets out the contractual maturities (representing undiscounted contractual cash flows) of financial liabilities:

At 31 December 2024	Total £'000	<1 year £'000	2-5 years £'000	>5 years £'000
Other payables and accruals	44,407	44,407	-	-
Lease liabilities	27,606	3,299	15,857	8,450
Derivative financial liabilities*	9,100,315	6,781,918	2,269,802	48,595
	9,172,328	6,829,624	2,285,659	57,045

18. FINANCIAL RISK MANAGEMENT [CONT.]

Liquidity risk [cont]

At 31 December 2023	Total £'000	<1 year £'000	2-5 years £'000	>5 years £'000
Other payables and accruals	58,295	58,295	-	-
Lease liabilities	28,133	1,991	14,720	11,422
Derivative financial liabilities*	6,027,137	4,700,015	1,327,122	-
	6,113,565	4,760,301	1,341,842	11,422

* The outflows disclosed in the above table represent the undiscounted contractual cash flows relating to derivative financial liabilities held for risk management purposes which are not typically closed out before contractual maturity. The disclosure shows gross cash flow amounts for derivatives held with banking counterparties.

Market risk

Market risk is also inherent in Alpha's business model, however this is minimised by operating a matched principle broker, whereby all derivatives sold to customers are matched on a back-to-back basis with an offsetting derivative from a banking counterparty. The Group is only exposed to the net position of its derivative assets and liabilities and this position is collateralised on a daily basis. The Group may from time to time buy treasury hedges from its banking counterparties, that are not matched with the client, to limit the tail risk of individual trades. The treasury hedges involve buying an option and therefore the Group has the right to trade rather than an obligation so there is no downside risk on these transactions.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. Interest rate risk arises from interest bearing financial assets and liabilities used by the Group. It is the Group's policy to settle derivative financial liabilities arising from contracts with customers (included within trade payables) and other payables within the credit terms allowed. Therefore, the Group generally does not incur interest on overdue balances.

Interest bearing assets comprise cash and cash equivalents which are considered short-term liquid assets. Furthermore, as detailed within note 2, the Group generates interest income (NTI – client funds) on our client balances and also on initial and variation margin balances (NTI – own funds). In 2024, we continued to manage the interest rate risk on interest receivable on our funds and client funds using interest rate swaps (note 16).

Interest rate sensitivity analysis has been performed by considering the impact of a 10% strengthening or weakening in the base rate that these balances' interest rates are linked to. The impact on the Group's profit after tax for the year would be an increase or decrease of £8.4m, respectively (2023: £7.4m).

Foreign currency risk

Foreign currency risk refers to the risk that non-sterling revenue earned on a transaction may fluctuate due to changes in foreign currency rates. The Group is exposed to foreign currency risk on revenue, expenses and net assets that are denominated in a currency other than sterling. The principal currencies giving rise to this risk vary from period to period depending on the currency of transactions undertaken by the Group. Details of the foreign currency cash balances can be found in note 20.

The Group manages its exposure to currency movements in line with its Treasury Policy. Client money received in a foreign currency is deposited in a bank account of the same currency, netting off to provide a natural hedge. The Group reduces its exposure to foreign exchange by retranslating excess cash in foreign currencies into sterling on a regular basis. The Group hedges a proportion of its unrealised profits through foreign exchange contracts designated as fair value through profit or loss.

The Group's policy is to reduce the risk associated with the revenue denominated in foreign currencies by using forward fixed rate currency hedges. The settlement of these forward foreign exchange contracts is expected to occur within the following twelve months. Changes in the fair values of forward foreign exchange contracts are recognised directly in the Consolidated Statement of Comprehensive Income.

Foreign currency risk – sensitivity analysis

The Group's principal recurring foreign currency transactions are in Euros, US Dollar and Canadian Dollar. The table below shows the impact on the Group's operating profit and equity, of a 10% change in the exchange rate of the principal currencies, euro, US dollar and Canadian dollar.

	Impact on profit after tax		Impact on equity	
Year ended 31 December	2024 £'000	2023 £'000	2024 £'000	2023 £'000
EURO:				
10% weakening in the £/€ exchange rate	8,783	6,570	1,521	4,827
10% strengthening in the £/€ exchange rate	(7,186)	(5,375)	(1,245)	(3,949)
US DOLLAR:				
10% weakening in the £/$ exchange rate	7,106	6,403	2,807	1,229
10% strengthening in the £/$ exchange rate	(5,814)	(5,239)	(2,297)	(1,005)
CANADIAN DOLLAR:				
10% weakening in the £/$ exchange rate	370	448	434	327
10% strengthening in the £/$ exchange rate	(302)	(366)	(355)	(267)

The sensitivities in the table above do not include the impact of foreign exchange hedges in place to optimise cash management across the Group. By including the impact of hedges in place throughout 2024, the impact of a 10% weakening of the pound on profit after tax would have been £6,878k, £6,128k and £184k (2023: £3,789k, £4,416k and £409k) for Euro, US dollar and Canadian dollar respectively. Similarly, the impact of a 10% strengthening of the pound on profit after tax would have been -£5,628k, -£5,014k and -£150k (2023: -£3,100k, -£3,613k and -£335k) for Euro, US dollar and Canadian dollar respectively.

18. FINANCIAL RISK MANAGEMENT [CONT.]

Foreign currency risk – sensitivity analysis [cont]

Exchange rates for financial year	2024	2023
EURO:		
Average rate	1.1814	1.1499
Closing rate	1.2098	1.1539
US DOLLAR:		
Average rate	1.2780	1.2436
Closing rate	1.2533	1.2747
CANADIAN DOLLAR:		
Average rate	1.7507	1.6780
Closing rate	1.8019	1.6810

The impact of a change of 10% has been selected as this is considered reasonable given the current level of exchange rates and the volatility observed both on a historical basis and market expectations for future movement.

Management of capital

The Group's objectives when managing capital are to maximise shareholder value whilst safeguarding the Group's ability to continue as a going concern. The Group's policy is to maintain a capital base and funding structure that retains creditor and market confidence, provides flexibility for business development, ensures adherence to regulatory requirements, whilst optimising returns to shareholders.

The Group monitors its total equity as shown in the Consolidated Statement of Financial Position. In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the dividends paid to shareholders or buy back shares.

19. TRADE AND OTHER RECEIVABLES

	31 December 2024 £'000	31 December 2023 *Restated** £'000
Trade receivables	4,041	4,237
Other receivables	4,926	4,538
Prepayments	3,748	3,258
TOTAL TRADE AND OTHER RECEIVABLES	12,715	12,033

Trade receivables consist of invoices owed from clients. Other receivables consist primarily of accrued interest, amounts held on account with the Group's broker available for share buybacks and rental deposits. Receivables are considered current assets and reported at their fair value.

* Current derivative financial assets and trade receivables have been restated due to several invoices' receivable being incorrectly classified as current derivative assets. The correction is made by reclassifying the related balance from derivatives financial assets to trade receivables. The amounts reclassified as of 1 January 2023 and 31 December 2023 were £1,722k and £4,237k respectively. There is no impact on net assets for the year.

20. CASH

Cash and cash equivalents comprise cash balances and deposits held at call with banks for which the Group has immediate access.

Fixed collateral comprises cash held as collateral with banking counterparties for which the Group does not have immediate access.

Cash balances included within derivative financial assets (see notes 16 and 17) relate to the variation margin called by banking counterparties for which the Group does not have immediate access.

	31 December 2024 £'000	31 December 2023 £'000
Cash & cash equivalents	252,468	197,941
Variation margin (note 17)	(14,333)	11,125
Fixed collateral	10,063	8,810
TOTAL CASH	248,198	217,876

Cash at bank is made up of the following currency balances:

	31 December 2024 £'000	31 December 2023 £'000
British pound	164,447	135,584
Euro	44,022	53,153
US Dollar	8,335	17,858
Canadian Dollar	3,709	4,754
Australian Dollar	12,981	2,224
Norwegian Krone	5,607	542
Polish Zloty	4,358	72
New Zealand Dollar	3,896	2
Other currencies	843	3,687
	248,198	217,876

The Directors consider that the carrying amount of cash and cash equivalents approximates to their fair value.

21. CAPITAL AND RESERVES

Share capital and Treasury shares

Authorised, issued and fully paid	Ordinary shares No.	Share capital £'000	Treasury shares £'000
At 1 January 2023 - shares of £0.002 each	42,196,554	84	-
Shares issued on vesting of share option schemes	1,125,259	3	-
AT 31 DECEMBER 2023	43,321,813	87	-
Acquisition of treasury shares*	(524,772)	-	(10,721)
Treasury shares issued on vesting of share option schemes**	234,627	-	4,024
AT 31 DECEMBER 2024	43,031,668	87	(6,697)

In January 2024, Alpha initiated a £20m share buyback programme. In June 2024, a second buyback programme of £20m was implemented which continued to run into 2025. At 31 December 2024, £10m of this second programme had been executed.

* During the year, in addition to the £10.7m of treasury share purchases shown above, £19.3m of purchases of shares by the Company were made otherwise than in accordance with Companies Act 2006. At 31 December 2024, this amount has been classified within retained earnings, rather than the Treasury share reserve. See note 10 for details of the impact of these purchases on the Company's ordinary shares in issue. Resolutions to release all claims the Company has against shareholders and Directors in respect of this matter will be presented to shareholders at the forthcoming AGM.

** In March 2024, the Company issued 234,627 shares from treasury totalling £4,024,051 following the vesting of shares under the Institutional, Canada, Alpha Pay and Netherlands share schemes.

On 27 March 2023, the Company issued 1,125,259 new shares following the vesting of shares under the B, C and E Growth Share Schemes, and the Institutional, Canada and Alpha Pay share schemes.

Share premium account

There were no movements in the share premium account in the year ended 31 December 2024. In the year ended 31 December 2023 the share premium account increased by £491,227 following the vesting of share option schemes.

Retained earnings

Represents accumulated profits and losses attributable to equity owners of the parent less accumulated dividends.

Other reserves

Other reserves are made up of the following balances:

	31 December 2024 £'000	31 December 2023 £'000
Capital redemption reserve	4	4
Merger reserve	667	667
Redemption reserve	(1,884)	(1,884)
Translation reserve	(1,873)	581
TOTAL	(3,086)	(632)

Capital redemption reserve

The capital redemption reserve of £3,701 arose following the buy-back of shares in prior years.

Merger reserve

The merger reserve of £666,529 was created in October 2016 as a result of a share for share exchange with non-controlling interests. The merger relief reserve represents the difference between the fair value and nominal value of shares issued on the acquisition of non-controlling interests, where the Company has taken advantage of merger relief.

Redemption reserve

The redemption reserve of £(1,884,165) comprises the fair value of the consideration payable to the non-controlling interest of Financial Transaction Services B.V. (Cobase) on the date that the agreement was entered into. The reserve is expected to be utilised over a four-year period between 31 December 2025 and 31 December 2028, with 25% of the non-controlling interest acquired each period over the four years. More details on the acquisition can be found in note 25.

Translation reserve

The translation reserve of £(1,873,148) (2023: £580,515) represents the foreign exchange differences arising from the translation of the net investment in foreign entities.

22. OTHER PAYABLES AND DEFERRED INCOME

	31 December 2024 £'000	31 December 2023 £'000
CURRENT:		
Other payables	35,735	51,243
Other taxation and social security	1,340	1,455
Accruals	8,672	7,052
	45,747	59,750
NON-CURRENT:		
Provisions	885	875
	885	875
TOTAL OTHER PAYABLES	46,632	60,625

Other payables consists of margin received from clients. The carrying value of other payables classified as financial liabilities measured at amortised cost, approximates fair value.

22. OTHER PAYABLES AND DEFERRED INCOME [CONT.]

Deferred income

The changes in the Group's deferred income during the year are as follows:

	31 December 2024 £'000	31 December 2023 £'000
At 1 January	7,072	4,924
Recognised as revenue during the year	(17,184)	(13,470)
Deferred during the year	18,171	15,618
AT 31 DECEMBER	8,059	7,072

23. RELATED PARTY TRANSACTIONS AND BALANCES

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions, or one other party controls both.

Subsidiaries

The Parent company of the Group is Alpha Group International plc. Note 15 provides information about the subsidiaries and the holding company. Details of the ultimate controlling party can be found in note 26.

Transactions between the Group and its subsidiaries have been eliminated on consolidation and are not disclosed in this note.

Key management personnel

The Group considers its key management personnel to be those personnel who have authority and responsibility for planning, directing and controlling the activities of the Group, including the Non-Executive Directors.

The compensation of the Directors of the Company, together with their shareholding, is included in the Remuneration Committee report on pages 108-141.

Transactions with key management personnel

During the year, Alpha FX Limited did not trade gross foreign currency contracts with any key management personnel. In 2023, Alpha FX Limited traded gross foreign currency contracts with; M J Tillbrook £1,424,473 and M E Stuart £47,690 on an arm's length basis.

Other related parties

During the year, Alpha FX Limited traded gross foreign currency contracts with individuals classified as related parties as follows; Martin Tillbrook £42,095 (2023: £26,000), being the father of M J Tillbrook, on an arm's length basis. Revenue of £204 was recognised on the contract.

Other entities

During the year, the Group purchased goods and services from entities classified as related parties as follows:

- Services totalling £223,311 (2023: £214,698) on an arms-length basis from Assured Cyber Limited, a cyber insurance broker in which M J Tillbrook owns a 28.8% (2023: 30%) beneficial ownership.
- During 2023 services totalling £121,793 on an arms-length basis from Klarify Group Limited, a multi-cloud and cyber security specialist in which M J Tillbrook owned a 42% beneficial ownership during 2023, however, in 2024 M J Tillbrook had no involvement or ownership of this company.

During the year, the Group traded gross foreign currency contracts with entities classified as related parties as follows:

- Gross foreign currency contracts of £700,000 (2023: £4,168) on an arms-length basis, with Zip Cap Limited, a financial services company in which M J Tillbrook owns 100% of the share capital. Revenue of £5 was recognised on the contract.

24. SHARE-BASED PAYMENTS

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The Group has three types of share option schemes for certain employees of the Group, all of which are equity-settled share-based payments.

The current share option schemes in place are grouped together as follows:

- Growth Share Schemes;
- Underlying Profit After Tax (UPAT) Share Schemes; and
- Group Incentive Plans.

External tax valuations for share schemes are obtained from an independent third party prior to issue. Indemnities are also obtained from all employees for any future tax liabilities that may arise.

Should any additional payroll tax liabilities arise, in the first instance, they would be paid by the subsidiary company, and the tax indemnities would ensure recovery of any additional tax liabilities from the growth shareholders.

The Group recognised a total charge related to all the above equity-settled share-based payment transactions in the year ended 31 December 2024 of £5,324,678 (2023: credit of £57,946).

24. SHARE-BASED PAYMENTS [CONT.]

24.1 Growth Share Schemes

The Group operates several growth share schemes where shares in subsidiary entities are awarded to employees and are converted into shares in the Company at a future date based on pre-determined vesting criteria.

Upon conversion, the number of ordinary shares in the Group a growth share scheme shareholder will receive is such number of ordinary shares whose value is equivalent to the Group's average closing share price over 60 business days prior to the announcement of the Group's results for the year. Conversion is only permitted to the extent that the shares have vested.

In April 2024, the Group issued shares under the J and L Share Growth Schemes. The shares contain a put option, such that, when and to the extent vested, they can be converted into ordinary shares in the Parent Company.

The Group recognised a share-based payment charge relating to the Growth Share Schemes of £3,182,410 in the year ended 31 December 2024 (2023: credit of £78,797).

Details of the general terms and conditions of the growth share schemes including vesting requirements are noted below:

	B Growth Share Scheme[1]	E Growth Share Scheme[2]	F Growth Share Scheme[2]	G Growth Share Scheme[2 3]	H Growth Share Scheme[2 3]	J Growth Share Scheme[2]	L Growth Share Scheme[2 3]
Launch year	2017	2020	2022	2022	2022	2024	2024
Vesting conditions							
No. of tranches*	5	4	4	5	5	5	5
Vesting start date	31 Dec 2017	31 Dec 2021	31 Dec 2023	31 Dec 2022	31 Dec 2022	31 Dec 2024	31 Dec 2024
Vesting end date**	31 Dec 2021	31 Dec 2024	31 Dec 2026	31 Dec 2026	31 Dec 2026	31 Dec 2028	31 Dec 2028
Revenue growth target							
Year 1	30%	25%	20%	5.5%	5.5% | 18.6%	20%	15%
Year 2	30%	20%	20%	15%	15% | 20%	20%	15%
Year 3	30%	20%	20%	15%	15% | 20%	20%	15%
Year 4	20%	20%	20%	15%	15% | 20%	15%	10%
Year 5	20%	n/a	n/a	15%	15% | 20%	15%	10%
*Market capitalisation****							
Minimum	£25m	£300m	£740m	£740m	£740m	£761m	£761m
Maximum	-	£650m	£1,867m	£1,867m	£1,867m	£1,694m	£1,694m

* The shares in the growth schemes vest in equal tranches, occurring annually, starting on the vesting start date until the end date specified above.

** The vesting end date is defined as the end period of the non-market performance conditions being met. The market condition that determines the number of shares to be issued is not confirmed until the full year results are announced the following year in March.

*** The rate of conversion of the shares for the year ended 31 December 2024 is a pro rata share of the market capitalisation gain of Alpha above a minimum hurdle price over a 60-business day period from 20th December 2024 to 18th March 2025. The gain is then capped through placing a ceiling on the maximum market capitalisation. The result in doing so is that the shareholders will be entitled to a pro rata share of the gain in market capitalisation of Alpha between the minimum and maximum market capitalisation.

[1] In March 2022, following the revenue growth target for the year being met in respect of the year ended 31 December 2021, B Growth Shares were exercised when the share price of the Company was 1909p. 88,015 shares will be issued as consideration to an ex-employee in March 2025 as part of a settlement agreement. This represents the final vesting of the B Growth Share Scheme.

[2] In respect of the year ending 31 December 2023, revenue growth targets for the Growth Share Schemes were not met, resulting in lapsed shares. Accordingly, no shares in the Parent Company were issued as consideration in March 2024. With respect to the year ending 31 December 2024, the revenue targets for the E, F, J and L Shares were met.

[3] On 26 April 2024, the Group announced that the L Share Growth Scheme would replace the existing G Growth Share Scheme and H Share Growth Scheme launched in 2022 to ensure that employees within the Corporate division were part of a unified scheme. Accordingly, the existing G Growth Share Scheme and H Share Growth Scheme were cancelled by way of a capital reduction on 12 March 2025. The revenue growth targets for the L Share Growth Scheme for each financial year are based on the London and Spain-based operations of the Corporation division, whereas revenue growth targets for schemes B, E, F and J are based on Group revenue.

Details of the outstanding share options in respect of the above schemes are as follows:

	Year ended 31 December 2024		Year ended 31 December 2023	
	Number	Weighted Average Exercise Price £	Number	Weighted Average Exercise Price £
Outstanding at beginning of year	1,524	1,178	1,889	1,134
Granted in the year	1,370	1,327	-	-
Exercised in the year	-	-	(333)	950
Forfeited in the year	(586)	1,365	(32)	955
Expired in the year	(583)	1,095	-	-
Outstanding at end of year	1,725	1,261	1,524	1,178
Number of options exercisable at end of year	481	1,195	-	-

	Year ended 31 December 2024	Year ended 31 December 2023
Weighted average fair value of options granted (£)	9,160	-
Weighted average share price at date of exercise (£)	-	950
Weighted average remaining contractual life (years)	3.6	2.5

24. SHARE-BASED PAYMENTS [CONT.]

24.1 Growth Share Schemes [cont]

The fair values of the Growth Share Schemes were calculated using a Monte Carlo simulation model due to the existence of market-based performance conditions (market capitalisation). The model considers historic and expected dividends, and the share price volatility of the Group relative to that of its competitors, to predict the share performance. When determining the grant date fair value of awards, service and non-market performance conditions are not considered. However, the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value.

The inputs used for fair valuing the awards at the date of grant were as follows:

	B Growth Share Scheme	E Growth Share Scheme	F, G & H Growth Share Schemes	J & L Growth Share Schemes
Date of grant	25 January 2017	11 May 2020	22 June 2022	26 April 2024
Expected volatility %	25.0%	45%-55%	40%	40%
Risk free interest rate %	0.09%	0.10%	2.30%	4.60%
Option life (years)	3	5	5	6
Starting equity value (£m)	£33.6m	£300.0m	£740.0m	£761.0m

24.2 UPAT Share Schemes

These share schemes award participants with the option to convert a percentage of their holding into Group shares based upon strict performance criteria. The value of which is determined by applying an 8x multiple to the underlying profit after tax (UPAT) achieved by the relevant division. Upon vesting, the subsidiary shares are exchanged for shares in the Parent Company, with the number of shares calculated based on an agreed valuation conversion ratio. This share scheme ensures that awards are directly tied to the financial success of the subsidiary divisions.

Select employees of these schemes have shares in the relevant subsidiaries which also have dividend rights. However, as the shares are not paid for until exercise, upon which they are immediately converted into shares of Alpha Group International plc., the shares are accounted for under IFRS 2 Share-Based Payment, rather than a non-controlling interest in a subsidiary.

In April 2024, the Group announced a new share scheme to incentivise key personnel of the Italian Branch of Alpha FX Europe Limited. Following the launch of the Fund Finance division in 2023, the Group announced in April 2024 a new share scheme to incentivise key personnel within the Fund Finance division. The shares will vest in equal tranches over the determined vesting period for each of the financial years.

Following leadership changes in late 2023, the Alpha Canada Employee Share Scheme in Alpha Foreign Exchange (Canada) Limited was cancelled on 30 December 2024 and replaced with a cash bonus model.

The Group recognised a share-based payment charge relating to the UPAT schemes of £314,353 in the year ended 31 December 2024 (2023: £20,852).

Share schemes are in place for the following subsidiaries:

Alpha FX Institutional Limited ('Institutional')

Alpha FX Limited ('Alpha Pay', 'Bristol' and 'Fund Finance')

Alpha FX Netherlands Limited ('Netherlands')

Alpha FX Europe Limited ('Italy')

Details of the general vesting conditions of the schemes are noted below:

		Launch year	No. of tranches	Vesting start date	Vesting end date
	Grant 1	2018	4	31 Dec 2021	31 Dec 2024
Institutional	Grant 2	2019	4	31 Dec 2022	31 Dec 2025
	Grant 3	2022	4	31 Dec 2024	31 Dec 2027
	Grant 1	2019	4	31 Dec 2022	31 Dec 2025
Alpha Pay	Grant 2	2021	4	31 Dec 2023	31 Dec 2026
	Grant 3	2021	4	31 Dec 2024	31 Dec 2027
Netherlands	Grant 1	2021	4	31 Dec 2023	31 Dec 2026
Bristol	Grant 1	2023	4	31 Dec 2024	31 Dec 2027
Fund Finance	Grant 1	2024	4	31 Dec 2025	31 Dec 2028
Italy	Grant 1	2024	4	31 Dec 2025	31 Dec 2028

The table below summarises the outstanding options for the UPAT schemes in aggregate, across the four subsidiaries listed above.

	Year ended 31 December 2024		Year ended 31 December 2023	
		Weighted Average Exercise Price		Weighted Average Exercise Price
	Number	£	Number	£
Outstanding at beginning of year	16,315	251	21,111	197
Granted in the year	395	3,222	210	1,200
Exercised in the year	(3,062)	99	(4,231)	38
Forfeited in the year	(6,671)	26	(775)	194
Outstanding at end of year	6,977	702	16,315	251
Number of options exercisable at end of year	2,474	423	3,062	99

24. SHARE-BASED PAYMENTS [CONT.]

24.2 UPAT Share Schemes [cont]

	Year ended 31 December 2024	Year ended 31 December 2023
Weighted average fair value of options granted (£)	4,813	1,200
Weighted average share price at date of exercise (£)	99	38
Weighted average remaining contractual life (years)	2.6	2.8

The UPAT share schemes do not have any market-based performance criteria. As the value of the shares is a function of the put option proceeds and dividend distributions during the holding period, they have been valued using the discounted cashflow method. A simulation of the equity value at the end of the vesting period is performed using a Monte Carlo simulation model.

The inputs used for fair valuing the awards at the date of grant were as follows:

	Institutional	Alpha Pay	Netherlands	Bristol	Fund Finance	Italy
Issuing entity	Alpha FX Institutional Limited	Alpha FX Limited	Alpha FX Netherlands Limited	Alpha FX Limited	Alpha FX Limited	Alpha FX Europe Limited
Date of grant	23 July 2018 20 November 2019 16 March 2022	20 November 2019 23 December 2021	28 May 2021	5 January 2023	26 April 2024	26 April 2024
Exercise price (£)	158-3,550	8.4-243	930	1,070-1,240	4,175-4,886	1,327-1,553
Expected volatility %	35%	35%-38%	39%	40%	50%	50%
Risk free interest rate %	-	0.50%-0.73%	0.36%	3.50%	4.19%	4.19%
Option life (years)	6-6.5	5-6	5.5	5	5	5

Expected volatility is based on historic volatility in the share price over the vesting period prior to the award.

24.3 Group Incentive Plans

In April 2024, the Group announced a new Group Incentive Plan that was put in place as part of the move to the Main Market. The options are being granted over shares in the Parent Company and the number of shares awarded are linked to the performance of key personnel within the German Branch of Alpha FX Europe Limited, Alpha FX Netherlands Limited and Cobase.

The value of the options upon conversion into shares for the schemes are based on multiples of either the operation's underlying profit after tax or the entity's revenue.

Awards under the Group Incentive Plans will vest in equal tranches, occurring annually.

The Group recognised a share-based payment charge relating to the Group Incentive Plans of £1,827,915 in the year ended 31 December 2024.

Details of the general terms and conditions of the Group Incentive Plans are noted below:

	Germany Scheme	Netherlands Scheme	Cobase Scheme
Launch year	2024	2024	2024
Vesting conditions			
No. of tranches	4	4	5
Vesting start date	31 Dec 2026	31 Dec 2025	31 Dec 2024
Vesting end date	31 Dec 2029	31 Dec 2028	31 Dec 2028

Details of the outstanding options in respect of the above schemes are as follows:

	Year ended 31 December 2024	
	Number	Weighted Average Exercise Price £
Outstanding at beginning of year	-	-
Granted in the year	9,091	0.1
Outstanding at end of year	9,091	0.1
Number of options exercisable at end of year	1,743	-

	Year ended 31 December 2024
Weighted average fair value of options granted (£)	1,564
Weighted average share price at date of exercise (£)	-
Weighted average remaining contractual life (years)	4.3

The inputs used for fair valuing the awards at the date of grant using a Monte Carlo simulation model were as follows:

	31 December 2024		
	Germany Scheme	Netherlands Scheme	Cobase Scheme
Date of grant	26 April 2024	26 April 2024	12 December 2024
Exercise price per share received (£)	2	2	nil
Expected volatility %	40%-50%	35%-40%	35%-40%
Risk free interest rate %	4.14%	4.14%	4%-4.38%
Option life (years)	5.3	4.3	4.3

The exercise price of the Germany and Netherlands options awarded under the Group Incentive Plan is £2 per share received for each option exercised, whilst the Cobase options have been issued at nil cost.

Volatility has been estimated by taking the historical volatility of Alpha's price and guideline companies over the vesting period.

25. BUSINESS COMBINATIONS

On 1 December 2023, Alpha Group International plc acquired 86.36% of Financial Transaction Services B.V. (trading as "Cobase"), a leading multibank connectivity platform. Cobase is an innovative, cloud-based provider of bank connectivity technology that enables corporates to manage their banking relationships, accounts, and transaction activity via one single interface. In doing so, the company unlocks significant operational and financial efficiencies, especially for international businesses with multiple banking counterparties across the world. Alpha believes there are opportunities to amplify one another's growth by leveraging and sharing each other's unique capabilities and experience.

The purchase price allocation (shown in the table below) has now been finalised and is unchanged from that disclosed in the prior year on a provisional basis in accordance with IFRS 3 Business Combinations. The initial consideration for the acquisition was €9.6m (£8.3m) in cash, with the remaining stake to be acquired via a performance-based earn-out between 2025 and 2028.

The fair value of the net assets acquired on 1 December 2023 is set out below:

	Book value £'000	Fair value adjustments £'000	Fair value £'000
Intangible assets	3,292	980	4,272
Property, plant and equipment	9	-	9
Right-of-use-asset	182	-	182
Trade and other receivables	1,322	-	1,322
Cash and cash equivalents	53	-	53
Trade and other payables	(1,354)	-	(1,354)
Lease liabilities	(182)	-	(182)
Dilapidation provision	(63)	-	(63)
Deferred tax liabilities	143	(245)	(102)
TOTAL IDENTIFIABLE NET ASSETS	3,402	735	4,137
NON-CONTROLLING INTEREST			(564)
Goodwill on the business combination			4,707
DISCHARGED BY:			
Cash consideration			8,280

Goodwill of £4,707k reflects certain intangible assets that cannot be individually separated and reliably measured due to their nature. These items include the value of expected synergies arising from the business combination and the experience and skill of the acquired workforce. The fair value of the acquired software, brand name and customer relationships identified are included in intangible assets.

Transaction costs relating to professional fees and integration costs associated with the business combination in the year ended 31 December 2024 were £486,633 and have been expensed within non-underlying items (note 4).

Included in the Consolidated Statement of Financial Position at 31 December 2023 was redemption liability of £1.9m. This represents the fair value of the consideration payable to the non-controlling interest of the subsidiary Cobase on the date that the agreement was entered into, based on the acquisition date fair value determination. The opposite entry was recognised on acquisition within the redemption reserve in equity. 25% of the non-controlling interest is to be acquired each period over a four-year period between 31 December 2025 and 31 December 2028.

During the year, the Group acquired a further 0.6% interest in Cobase, leaving a residual 13.13% outstanding. The consideration payable for each of the four tranches to be acquired will be determined based on actual revenue and/or profit realisation by the Cobase business in the relevant financial year ending 31 December. The carrying value of the liability has accordingly been re-assessed at the end of 2024 to be £1.8m, based on the latest budgeted and forecast revenue and profit estimates for the next four years, discounted at a rate commensurate with the risk around realisation and time value of money. The resulting gain of £0.1m has been reflected through operating expenses. As set out in note 4, this item has been excluded from the definition of underlying performance on the basis that excluding this amount is critical to understanding in year and year on year performance of the business.

26. ULTIMATE CONTROLLING PARTY

The Directors believe that there is no ultimate controlling party of the Group.

27. EVENTS AFTER THE REPORTING PERIOD

Distributable reserves

As set out in note 21, £19.3m of purchases of shares by the Company during the year were made otherwise than in accordance with the Companies Act 2006. In addition, during the period from 1 January 2025 to 12 March 2025, the Group similarly repurchased £3.5m of shares otherwise than in accordance with the Act.

Details of the transactions which are affected by this issue (the "Relevant Purchases") are set out in the below table.

Date range	Aggregate number of shares	Aggregate price paid (£)	Average price per share (£)
TOTAL FOR THE YEAR ENDED 31 DECEMBER 2024	919,945	19,283,343	20.96
1 Jan 2025 - 12 March 2025 (inclusive)	143,611	3,447,131	24.00
TOTAL FOR THE PERIOD TO 12 MARCH 2025	1,063,556	22,730,474	21.37

In addition, and as set out in Note 11, the Company has discovered that the interim dividend for the year ended 31 December 2024 (£1.8m) and the interim dividends paid on 13 October 2017 and the FY21 interim dividend paid on 8 October 2021 (together £0.7m) were made otherwise than in accordance with the Companies Act 2006.

As a result, the Company and its Directors at the relevant time could have claims against the shareholders who received these dividends. The Company has no intention of pursuing any such claims and the financial statements have accordingly not been restated for the effect of the distributions made otherwise than in accordance with the Act.

27. EVENTS AFTER THE REPORTING PERIOD [CONT.]

Distributable reserves [cont]

Instead, the Company is proposing certain resolutions at its forthcoming AGM to put the Company, its current and former shareholders and its current and former directors in the position they would have been in, had the dividends fully complied with the Act. This includes resolutions to appropriate distributable profits to the dividends that have arisen subsequently. This also includes entering into deeds of release to release the shareholders who received these dividends, and the Directors of the Company at the time the dividends were made, from any liability to repay any amounts to the Company.

The Directors are related parties of the Company and therefore the entry by the Company into a deed of release in favour of the Directors will constitute a related party transaction for the purposes of the Listing Rules.

Subsequent to the reporting date, on 28 February 2025, the Company received a £50m dividend from its subsidiary, Alpha FX Limited. As at that date, the Company's distributable reserves were £26.9m. Interim Accounts for the Company have been drawn up to that date and have been lodged with Companies House as they comprise 'Relevant Accounts' for the purposes of the final dividend declaration.

As at 18 March, the Company held distributable reserves in excess of the amount required in respect of both the historic payments noted above and the known future committed capital returns in FY25, including the 2024 Final dividend to be proposed at the forthcoming AGM and the remaining £6m from the current buyback programme.

Founder incentive grants

On 11 February 2025, as set out in the Directors' Remuneration Report on pages 111, Morgan Tillbrook, founder and former CEO of Alpha pledged 1,103,555 ordinary shares (delivered in the form of nil cost options) of 0.2p each from his personal holding with a total value of circa £28m based on the closing share price of £25.40 on 11 February 2025. These shares were awarded to Board directors and members of the senior leadership team to both thank them for historic performance and incentivise them for future performance. These shares meet the definition of Share based payments under IFRS 2, therefore will be treated accordingly moving forward within the financial statements. The group is in the process of assessing the value and the vesting period for these awards.

Company Statement of Financial Position

As at 31 December 2024

Company number: 07262416

	Note	As at 31 December 2024 £'000	As at 31 December 2023 £'000
NON-CURRENT ASSETS			
Investments	4	73,669	64,574
TOTAL NON-CURRENT ASSETS		73,669	64,574
CURRENT ASSETS			
Trade and other receivables	5	668	6,020
Current tax asset		-	75
TOTAL CURRENT ASSETS		668	6,095
TOTAL ASSETS		74,337	70,669
EQUITY			
Share capital	8	87	87
Share premium account		52,566	52,566
Treasury shares		(6,697)	-
Capital redemption reserve		4	4
Merger reserve		667	667
(Accumulated losses)/ Retained earnings		(4,877)	17,204
TOTAL EQUITY		41,750	70,528
CURRENT LIABILITIES			
Trade and other payables	6	32,587	141
TOTAL CURRENT LIABILITIES		32,587	141
TOTAL EQUITY AND LIABILITIES		74,337	70,669

The Company reported a profit for the year ended 31 December 2024 of £2,695,354 (2023: £11,814,708).

The financial statements of Alpha Group International plc were approved by the Board of Directors on 18 March 2025 and signed on its behalf by:

Clive Kahn
Director

Tim Powell
Director

Company Statement of Changes in Equity
For the year ended 31 December 2024

	Called up share capital £'000	Share premium account £'000	Treasury Shares £'000	Capital redemption reserve £'000	Merger reserve £'000	(Accumulated losses)/ Retained earnings £'000	Total equity £'000
BALANCE AT 1 JANUARY 2023	84	52,075	-	4	667	11,815	64,645
Profit for the year	-	-	-	-	-	11,815	11,815
Shares issued on vesting of share option scheme	3	491	-	-	-	-	494
Share-based payments	-	-	-	-	-	(58)	(58)
Dividends paid	-	-	-	-	-	(6,368)	(6,368)
BALANCE AT 31 DECEMBER 2023	87	52,566	-	4	667	17,204	70,528
Profit for the year	-	-	-	-	-	2,695	2,695
Acquisition of treasury shares	-	-	(10,721)	-	-	(19,283)	(30,004)
Treasury shares issued in relation to subsidiary earnout	-	-	4,024	-	-	(3,720)	304
Share-based payments	-	-	-	-	-	5,311	5,311
Dividends paid	-	-	-	-	-	(7,084)	(7,084)
BALANCE AT 31 DECEMBER 2024	87	52,566	(6,697)	4	667	(4,877)	41,750

Notes to the Company Financial Statements
For the year ended 31 December 2024

1. BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and with Financial Reporting Standard 100 Application of Financial Reporting Requirements ("FRS 100") and Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore, these financial statements do not include:

- certain comparative information as otherwise required by IFRS;
- certain disclosures regarding the Company's capital;
- a statement of cash flows;
- the effect of future accounting standards not yet adopted;
- the disclosure of the remuneration of key management personnel; and
- disclosures of related party transactions with other wholly owned members of Alpha Group International plc group of companies.

In addition, and in accordance with FRS 101 financial instrument disclosure exemptions have been adopted because equivalent disclosures are included in the Consolidated Financial Statements. These financial statements do not include certain disclosures in respect of:

- share-based payments; or
- financial instruments (other than certain disclosures required as a result of recording financial instruments at fair value); or
- fair value measurement other than certain disclosures required as a result of recording financial instruments at fair value.

The financial statements are prepared in pounds sterling ("£"), and all values are rounded to the nearest thousand ("£'000") except where otherwise indicated.

2. MATERIAL ACCOUNTING POLICIES

The material accounting policies adopted are the same as those set out in note 2 to the Consolidated Financial Statements except as noted below.

Investments in subsidiaries and associates are stated at cost less, where appropriate, provisions for impairment.

3. PROFIT FOR THE YEAR

As permitted in section 408 of the Companies Act 2006, the Company has elected not to present its own statement of comprehensive income for the year. The Company reported a profit for the financial year ended 31 December 2024 of £2,695,354 (2023: £11,814,708).

The auditor's remuneration for audit and other services is disclosed in note 6 to the Consolidated Financial Statements.

4. INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

The Company has investments in the share capital of Alpha FX Limited and Financial Transaction Services B.V. Details of the subsidiary companies are disclosed in note 15 to the Consolidated Financial Statements.

	31 December 2024 £'000	31 December 2023 £'000
Balance at 1 January	64,574	54,568
Share for share exchange	304	495
Share based payments	5,011	(58)
On business combinations	-	9,569
Acquisition of non-controlling interest	48	-
Capital contribution to subsidiary	3,732	-
BALANCE AT 31 DECEMBER	73,669	64,574

As set out in note 24 to the Consolidated Financial Statements, certain employees have been awarded options over shares in subsidiaries of the Company, which on vesting convert to shares in Alpha Group International plc.

The IFRS 2 share-based payment charge borne by subsidiaries is capitalised in most cases, other than where it is borne by the Company.

5. TRADE AND OTHER RECEIVABLES

	31 December 2024 £'000	31 December 2023 £'000
Amount owed by Group undertaking	-	6,018
Prepayments	12	2
Other debtors	656	-
	668	6,020

During the year, no impairment provisions have been made against any class of debtor.

6. TRADE AND OTHER PAYABLES

	31 December 2024 £'000	31 December 2023 £'000
Amount owed to subsidiaries	32,535	-
Accruals	52	141
	32,587	141

7. EMPLOYEE COSTS

Other than the Directors, the Company did not have any employees during the year (2023: nil).

8. SHARE CAPITAL

Details of the share capital of the Company are included in note 21 to the Consolidated Financial Statements.

As set out in note 14, £19.3m of purchases of shares by the Company during the year were made otherwise than in accordance with the Companies Act 2006. In addition, during the period from 1 January 2025 to 12 March 2025, the Group similarly repurchased £3.5m of shares otherwise than in accordance with the Act.

Details of the transactions which are affected by this issue (the "Relevant Purchases") are set out in the below table.

Date range	Aggregate number of shares	Aggregate price paid (£)	Average price per share (£)
TOTAL FOR THE YEAR ENDED 31 DECEMBER 2024	919,945	19,283,343	20.96
1 Jan 2025 - 12 March 2025 (inclusive)	143,611	3,447,131	24.00
TOTAL FOR THE PERIOD TO 12 MARCH 2025	1,063,556	22,730,474	21.37

In addition, and as set out in Note 9, the Company has discovered that the interim dividend for the year ended 31 December 2024 (£1.8m) and the interim dividends paid on 13 October 2017 and the FY21 interim dividend paid on 8 October 2021 (together £0.7m) were made otherwise than in accordance with the Companies Act 2006.

As a result, the Company and its Directors at the relevant time could have claims against the shareholders who received these dividends. The Company has no intention of pursuing any such claims and the financial statements have accordingly not been restated for the effect of the distributions made otherwise than in accordance with the Act.

Instead, the Company is proposing certain resolutions at its forthcoming AGM to put the Company, its current and former shareholders and its current and former directors in the position they would have been in, had the dividends fully complied with the Act. This includes resolutions to appropriate distributable profits to the dividends that have arisen subsequently. This also includes entering into deeds of release to release the shareholders who received these dividends, and the Directors of the Company at the time the dividends were made, from any liability to repay any amounts to the Company.

The Directors are related parties of the Company and therefore the entry by the Company into a deed of release in favour of the Directors will constitute a related party transaction for the purposes of the Listing Rules.

Subsequent to the reporting date, on 28 February 2025, the Company received a £50m dividend from its subsidiary, Alpha FX Limited. As at that date, the Company's distributable reserves were £26.9m. Interim Accounts for the Company have been drawn up to that date and have been lodged with Companies House as they comprise 'Relevant Accounts' for the purposes of the final dividend declaration.

As at 18 March, the Company held distributable reserves in excess of the amount required in respect of both the historic payments noted above and the known future committed capital returns in FY25, including the 2024 Final dividend to be proposed at the forthcoming AGM and the remaining £6m from the current buyback programme.

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