The Future of Service

Ten Lifestyle Group Plc

Annual Report and Accounts for the Year Ended 31 August 2024

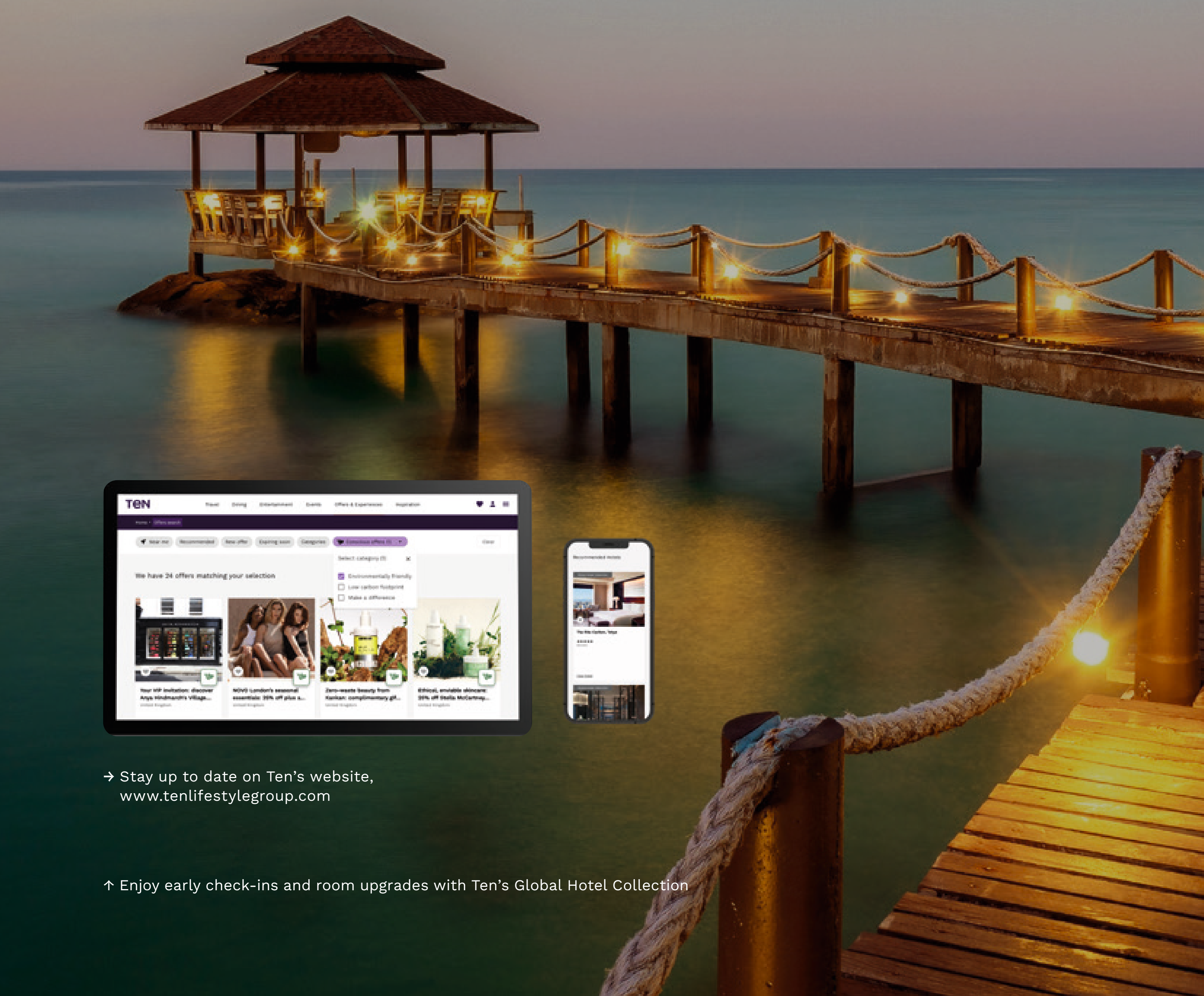
Our Mission

To become the world's most trusted service platform

Certified B Corporation

Ten partners with global financial institutions and other premium brands to attract, engage, and retain wealthy and mass affluent customers. This generates revenue through platform-as-a-service and technology service fees.

Millions of members have access to Ten's lifestyle, travel, dining, entertainment, and retail services. Ten leverages proprietary technology, a vast network of supplier relationships, and over 25 years of expertise from over 20 global service centres to deliver "better than the internet" results. As the first B Corp-certified company on the AIM market, Ten exemplifies commitment to sustainability, social responsibility, and ethical business practices.



→ Stay up to date on Ten's website, www.tenlifestylegroup.com

↑ Enjoy early check-ins and room upgrades with Ten's Global Hotel Collection

Our values in action:

Member focused
Launched Ten Box Office, a proprietary marketplace technology to aggregate Ten’s ticketing inventory.

→ Read more on page 15

Pioneering
Developing generative AI technology to improve member experience, aid automation and efficiencies throughout the business.

→ Read more on pages 8 and 21

Trustworthy
B Corp certified and committed to become carbon neutral for Scope 2 GHG emissions from business operations in 2025.

→ Read more on pages 24 and 30

Contents

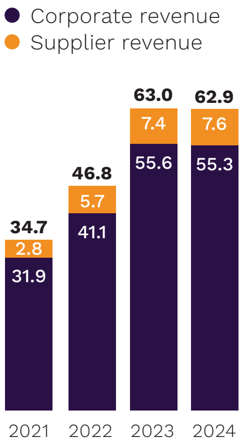
Highlights

Financial

- Net Revenue[1] of £62.9m (2023: £63.0m), £64.4m at constant currency
  - » corporate revenue[2] of £55.3m (2023: £55.6m)
  - » supplier revenue[3] of £7.6m (2023: £7.4m)
- Adjusted EBITDA[4] up £0.8m to £12.8m (2023: £12.0m), £12.6m at constant currency
  - » Adjusted EBITDA margin[5] increased to 20.3% (2023: 19.1%)
- Second consecutive year of profit before tax of £0.5m (2023: £0.9m)
- Cash and cash equivalents of £9.3m (2023: £8.2m) and net cash of £3.9m (H1 2024: £1.9m; FY 2023: £3.7m)

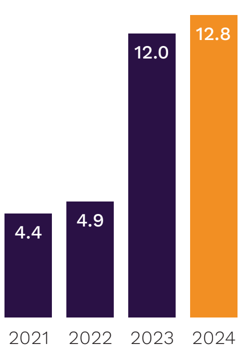
Net Revenue
(£m)

£62.9m



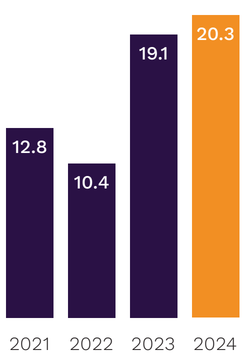
Adjusted EBITDA[6]
(£m)

£12.8m



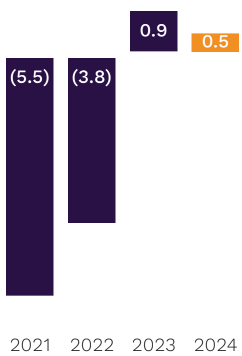
Adjusted EBITDA Margin
(%)

20.3%



Profit before tax
(£m)

£0.5m



1 Net Revenue includes the direct cost of sales relating to certain member transactions managed by the Group.

2 Net Revenue includes the direct cost of sales relating to certain member transactions managed by the Group and fees for the customisation of the Ten Digital Platform.

3 Supplier revenue is Net Revenue from Ten's supplier base, such as hotels, airlines, and event promoters which sometimes pay commission to Ten.

4 Adjusted EBITDA is operating profit/(loss) before interest, taxation, amortisation, depreciation, share-based payment expense, and exceptional items.

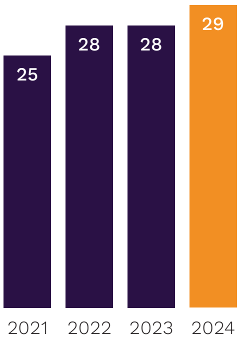
5 Adjusted EBITDA margin is Adjusted EBITDA as a percentage of Net Revenue.

Operational

- Material Contract[6] developments delivered Net Revenue growth at constant currency in H2 2024
- £12.8m (2023: £13.9m) investment in proprietary digital platforms, communications, and technologies, of which £6.7m (2023: £7.3m) was capitalised
  - launched "Ten Box Office"; a significant milestone in Ten's digital roadmap
  - launched and enhancing generative AI solutions to improve service quality and efficiency
- Number of Active Members[7] maintained: 349k (2023: 353k)
- Maintained high levels of member satisfaction[8], which drives repeat use and value to Ten's corporate clients
- Remained focused on cost and efficiency gains, supporting EBITDA margin growth

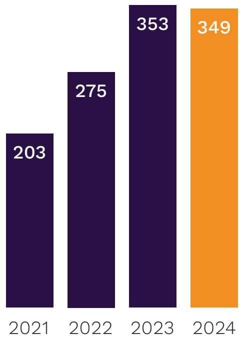
MATERIAL CONTRACTS
(M, L, XL)

29



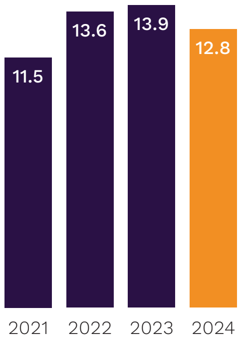
ACTIVE MEMBERS
('000)

349k



INVESTMENT IN TECHNOLOGY, CONTENT, AND COMMUNICATIONS
(£m pa)

£12.8m



6 Ten categorises its corporate client contracts based on the annualised value paid, or expected to be paid, by the corporate client for the provision of concierge and related services by Ten as: Small contracts (below £0.25m); Medium contracts (between £0.25m and £2m); Large contracts (between £2m and £5m); and Extra Large contracts (over £5m). This does not include the revenue generated from suppliers through the provision of concierge services. Medium, Large, and Extra Large contracts are collectively Ten's "Material Contracts".

7 Individuals holding an eligible product, employment, account or card with one of Ten's corporate clients are "Eligible Members", with access to Ten's platform, configured under the relevant corporate client's programme, with Eligible Members who have used the platform in the past twelve months becoming "Active Members".

8 Ten measures member satisfaction using the Net Promoter Score (NPS) management tool, which gauges the loyalty of a firm's member relationships (en.wikipedia.org/wiki/Net_Promoter).

Sustained levels of Net Revenue and record profitability provide foundation for growth

"After two years of exceptional growth, Ten has sustained levels of Net Revenue, whilst achieving record Adjusted EBITDA profit and margin."

Jules Pancholi
Non-Executive Chairman

Awards and recognition in 2024

Ten named "Travel Retail Business of the Year" at the TTG Luxury Travel Awards 2024. The judges commended Ten's pioneering approach and its use of AI to enhance its travel and dining recommendations and the exclusive experiences.

Ten named "Concierge Agency of the Year 2023" at the Aspire Awards 2023.

Ten named as one of the Top Recommended Concierge service for HNWIs at the Spear's Awards 2024.

Introduction

During my first year as Ten's Chairman, I have been pleased that the step-change in profitability achieved last year was sustained across this year and that Net Revenue remained at historically high levels. The global tailwinds expanding the number and value of the world's affluent individuals underpin our thesis that the "experience economy" will continue to grow. I am confident that the actions we have taken in the year to deliver value to our members, corporate clients, and partners will continue to demonstrate product-market fit, maintain our pre-eminent position versus competitors, and provide a platform for future growth and value realisation.

I am thankful to all my colleagues at Ten who have continued to take every opportunity to delight our members throughout the year. Ten assists our members to discover, organise, and buy travel, dining, entertainment, events, and luxury retail. We create value by saving our members time and money or providing access to in-demand tickets or bookings more efficiently than they could achieve on their own.

We are proud to be trusted and valued by our clients. Over 85% of our revenues are sourced from globally renowned banks, wealth managers, and credit card organisations. Through serving their customers, our "members", Ten demonstrates a return on investment (ROI) to our corporate clients by generating improved customer acquisition, retention, satisfaction, and profitability.

Members, clients, and partners benefit from improved service levels across the Ten Digital Platform (as described on pages 20 and 21), member proposition (as described on pages 14 to 16), and consistently high member Net Promoter Score (NPS) results. Specifically, our continued investment in digitisation, technology, and generative artificial intelligence (AI) drives up service quality and personalisation for members and operational efficiency and insight for our corporate clients and partners.

We are confident that the combination of significant global tailwinds and a relentless focus on value creation for our members and corporate clients, together with Ten's Growth Engine (as described on pages 11 to 13), creates ideal conditions for Ten to scale further.

The Board's focus in 2025 will continue to be on exceptional operational accountability and execution to achieve further digital transformation and efficiencies, demonstrating our value to all stakeholders and enhancing shareholder value and liquidity.

> "Ten's unique member proposition ensures access to benefits and experiences not generally available to the public."

Strategy

Our strategy is to provide preferred, premium access and seamless organisation of the travel, dining, entertainment, and other lifestyle needs of the customers of our corporate clients.

Central to our strategy is the creation of a tailored customer loyalty proposition for corporate clients, driving both new and existing corporates to invest in Ten's increasingly sophisticated personalisation platform. This investment enhances the profitability and loyalty of our most valuable customers and gives us the opportunity to fund our continuous advancements in technology, content, and service quality. This, in turn, fortifies our unique member proposition and propels the Growth Engine at the heart of Ten's business model.

Ten partners with corporate clients, primarily in the financial services sector, and has developed a strong track record of growing the value of these partnerships over time. We also work with premium brands in other sectors seeking to enhance engagement, retention and acquisition of their high-value customers.

Ten's unique member proposition ensures access to benefits and experiences not generally available to the public. The combined buying power of Ten's membership and operational scale enables members to achieve better outcomes than they could on their own. The member proposition is accessible for online search and booking through Ten's market-leading proprietary lifestyle and travel technology platform – the "Ten Digital Platform" – or by phone, email, live chat, and WhatsApp via our expert Lifestyle Managers.

We have continued to invest into Ten's proprietary customer relationship management platform (TenMAID) and the Ten Digital Platform. This investment, along with 26 years of expertise, enables our Lifestyle Managers to provide members with 24/7 services in 22 languages (2023: 18). Our exceptional service levels are reflected in a consistently high NPS, an indicator of positive member impact for our corporate clients.

Our technology platforms deliver superior corporate client outcomes, which in turn drives revenue from existing corporates by increasing ROI on our client's spend. These platforms also serve as a key differentiator for Ten, giving us a competitive edge when bidding for new contracts.

AI and Environmental, Social and Governance (ESG) considerations have been pivotal in shaping the Board's decision making and strategy and will remain so in the future. AI presents significant opportunities for operational efficiency and member experience. This year we launched Experiences x Ten to provide members with access to exclusive client-commissioned events sourced and hosted by Ten and Ten Box Office which gives members exclusive access to premium event tickets and packages on the Ten Digital Platform; a significant milestone in Ten's digital roadmap.

Strategy continued

Beyond supporting good governance and global climate change management, ESG offers a substantial opportunity to enhance our differentiation and value proposition to our stakeholders. The continuation of our B Corp status underscores our commitment to this strategy.

The ESG Working Group, established in 2021, remains under my Chairmanship, focusing on assessing material ESG risks and opportunities stemming from our business. Its ongoing efforts aim to deliver on our strategy by developing internal reporting and transparency, instigating behavioural change within the business, and ensuring that we offer our members ESG-friendly choices in their interactions with us.

Board composition and our people

The Group continues to benefit from a founder-led executive management team, showcasing strength in leadership, innovation, and resilience to develop the business over the long term in all regions.

During the year we welcomed Edward Knapp and Carolyn Jameson as Non-Executive Directors who bring significant growth, governance, and subject matter expertise to our ranks. I am confident that the Board's composition is well equipped to meet the evolving needs of our business.

Our commitment to developing our people is evident, in part, through the Ten Academy and Ten's Global Leadership Programme – a twelve-month internal development initiative shaping the Group's future leaders on a global scale. An employee culture rooted in Ten's principles of transparency, education, promotion, engagement, our Diversity, Equity, and Inclusion (DEI) Programme, underpinned by our B Corp certification, supports our diverse, global workforce and helps us attract, retain, and develop the best talent.

On behalf of the Board, I would like to thank the entire Ten team for its successes, professionalism, and commitment throughout the year. Their contributions are highly valued and we take great pride in the teams' dedication to our collective success.

Summary

After two years of exceptional growth, Ten has sustained levels of Net Revenue, whilst achieving record Adjusted EBITDA profit and margin. These results demonstrate the ability of our business model to drive efficiencies whilst delivering value our to corporate clients, as an integral component of their customer engagement strategies.

The expanding "experience economy" coupled with the desire of affluent individuals for convenient, technology-enabled access to travel, dining, and lifestyle experiences – something Ten excels in providing – offers our corporate clients a unique opportunity to forge deeper connections with their most valuable customers, indicating a significant potential for market growth. The initiatives we have undertaken this year, along with our plans for 2025, highlight our commitment to capitalising on these global opportunities.

Following the end of the period, Ten secured a significant multi-year Extra Large contract in the USA with an existing global corporate client initially worth c.£5.0m per year in corporate revenue and a Medium contract in AMEA with a new client, both of which are expected to transition from their respective incumbent providers in latter stages of H1 FY 2025. These contract wins underpin our belief in strong revenue and profit growth in the year ahead.

Given the significant volume of service requirements of these contracts from launch, operational and working capital investment will be necessary to support the transition and ongoing service delivery. To meet these short-term working capital needs for the launch of this and other new contract wins, as well as to strengthening our balance sheet, we successfully raised approximately £5.9m through a secondary placing with new and existing shareholders and a retail offer to existing shareholders.

I want to express my gratitude to our shareholders for their support throughout the year and beyond.

Jules Pancholi
Non-Executive Chairman
12 November 2024

Sustained the step-change profitability through a period of consolidation

"Our competitive moat is deeper than ever, led by Ten's technology, global reach and a market-leading proposition."

Alex Cheatle
Chief Executive Officer

NET REVENUE

£62.9m
(2023: £63.0m)

ADJUSTED EBITDA

£12.8m
(2023: £12.0m)

ADJUSTED EBITDA MARGIN

20.3%
(2023: 19.1%)

PROFIT BEFORE TAX

£0.5m
(2023: £0.9m)

INVESTMENT IN TECHNOLOGY, CONTENT, AND COMMUNICATIONS

£12.8m
(2023: £13.9m)

Overview

This year served as a period of consolidation, during which we reinforced Ten's foundations for future growth, continued profitability, and service improvements.

The "Growth Engine" at the heart of our business continues to demonstrate its effectiveness. Following two years of 35% growth, we maintained Net Revenue levels. We also sustained the step-change in profitability achieved in the prior year, whilst continuing to invest into our proprietary technology, including AI, which will drive our future growth and profitability.

By delivering high service levels across our high-touch and digital platforms and continuing to invest in our digitally enabled service platform, we have developed a deep competitive moat and a robust sales pipeline for future growth.

Consolidated Net Revenue and profitability

After two years of 35% growth, we maintained Net Revenue levels at £62.9m (2023: £63.0m), with a slight increase to £64.4m in constant currency.

Our pipeline of new business yielded five new Medium contract wins, including new partnerships with a Private Bank in AMEA, Emirates NBD and the Global Travel Collection.

We also achieved significant contractual developments with existing corporate clients, including a multi-year extension of an existing Large contract on renegotiated terms, with options to expand the scope of current services. However, the same corporate client decided to withdraw concierge services from its customer engagement strategy, leading to the loss of a Large contract in the last quarter of the year.

Chief Executive's Statement continued

Consolidated Net Revenue and profitability
continued

Since the end of the year, we have secured significant contract expansions and new business wins. We won a multi-year Extra Large contract in the USA with an existing global client, initially worth £5.0m per year in corporate revenue and a Medium contract in AMEA with a new client, both of which are expected to transition from their respective incumbent providers in latter stages of H1 FY 2025. Given that these contracts require us to take over from incumbent high-touch providers, they will have high service requirements from launch. We also secured significant multi-year renewals of two Extra Large contracts with existing global clients, underpinning our revenue outlook.

We sustained the 145% step-change in Adjusted EBITDA profitability achieved in the prior year (2023: £12.0m; 2022: £4.9m), increasing Adjusted EBITDA by 7% to £12.8m. Adjusted EBITDA margin increased to 20.3% (2023: 19.1%), fuelled by enhanced efficiencies, driven by advancements in our technology and growing professionalism of our operational staff. This also resulted in the second consecutive year of profit before tax of £0.5m (2023: £0.9m).

Cash generated from operations in the year increased. The Group ended the year with cash and cash equivalents totalling £9.3m (2023: £8.2m). Net cash continued to improve to £3.9m (H1 2024: £1.9m; FY 2023: £3.7m).

We continue to drive our market-leading digital capability

We invested £12.8m (2023: £13.9m) in technology, communications, and content in the year to develop the quality, operational, and competitive advantages of our digital capability, of which £6.7m (2023: £7.3m) was capitalised. Our focus on market-leading digital capability clearly differentiates us from our competitors and is intended to underpin our long-term "Growth Engine" strategy to become the world's most trusted service.

The investments across the year led to significant advances in our digital roadmap, detailed on pages 20 and 21. These advances include improved personalisation and automation, leading to an improved user experience. One of the key developments was the launch of Ten Box Office, our proprietary marketplace technology, which consolidates Ten's ticketing inventory. Clients have responded to this launch by promoting this functionality, stimulating new members to become active, driving our impact and revenues.

Additionally, we have expanded our service delivery channels to include WhatsApp and chat. These platforms now feature semi-automated conversations, which are seamlessly transferred to our Lifestyle Managers once the automated interaction runs its course. These improvements not only reduce the time to serve but also deliver a stronger ROI for our corporate clients' customer loyalty budgets, whilst improving the user/member experience. This unlocks additional budget to utilise Ten's full suite of services and increases the stickiness of our service.

> "We are committed to leveraging AI in 2025 and beyond."

Our early adoption of AI in recent years, and our plans to continue this into the future, underscores our commitment to harnessing its potential to turbo-charge our Growth Engine by using AI to improve operational efficiency and service quality. We are seeing material results in multiple areas of the business, from translations to coding and quality assurance for high-touch requests. We continue to develop an AI "co-pilot" for Lifestyle Managers, who make up the largest group of employees, to support more efficient and high-quality service. Further details on our AI initiatives can be found on page 21.

Our unique "not available on the internet" assets, such as exclusive tables at top restaurants, tickets for sold-out shows, exclusive events, and value-add benefits at hotels, empowered by our AI technology, delivers value for our members via our digital self-serve and high-touch channels. This advantage sets us apart from mass-market AI interfaces reliant on publicly available assets.

Enhanced member proposition, satisfaction, and engagement

Throughout the year, we have strengthened our core propositions, as set out on pages 14 to 16, to deliver a more compelling and accessible offering to serve existing members and attract new members.

The attractiveness and accessibility of our member proposition directly correlate with engagement, usage, and advocacy among our members. Member engagement and satisfaction are key to building value for corporate clients, who want to improve the engagement, retention, and acquisition of their most valued customers. This, in turn, justifies increased corporate spending with us and attracts new corporate clients and new supplier partners to work with us.

We are delighted to have maintained another strong year of member satisfaction, consistent with the prior year, as measured by NPS.

We believe that our high member satisfaction and strengthened member proposition have played a key role in broadly maintaining the number of Active Members using the service. These metrics not only highlight the success of our member-focused initiatives but also serve as compelling evidence of the ROI for corporate clients continuing to invest in our service.

Summary

We believe our competitive moat is deeper than ever, backed by Ten's global reach, market-leading member proposition and leading technology platforms, which delivers a strong ROI for our corporate clients. This has been achieved through our commitment to innovation and continuing to invest in our technology, AI, content and market expertise and better pricing, access, benefits, and integration with our supplier partners, which has enhanced the service to members and corporate clients.

This strategy recognises the importance of innovation in building our market position and improving service levels, whilst continuing to progress from last year's step-change in Adjusted EBITDA profitability at £12.8m (2023: £12.0m) and growing Adjusted EBITDA margin up to 20.3% (2023: 19.1%).

I am proud of how our people across our offices globally continue to professionally deliver and innovate high-quality service to our members, paid for by our corporate clients. I would like to express my thanks also to our outstanding management team, which continues to drive the business successfully towards our mission of becoming the world's most trusted service.

Current trading and outlook

We continue to generate revenue by serving existing Active Members and activating "first time users" from our existing Eligible Member base. In addition, we have a healthy pipeline of new partnership opportunities that will further increase our Eligible Member base.

Our corporate clients pay us to improve the engagement and retention of their most valuable customers, which drives their commercial success.

We expect to continue to convert our strong pipeline of contract opportunities with global financial institutions and premium brands, with new contract developments since the start of the financial year expected to deliver revenues from H2 2025. Since the end of the year, we won a multi-year Extra Large contract in the USA with an existing global client, initially worth £5.0m per year in corporate revenue and a Medium contract in AMEA with a new client. We believe our digital platform is highly competitive and was a major reason why we won these contracts.

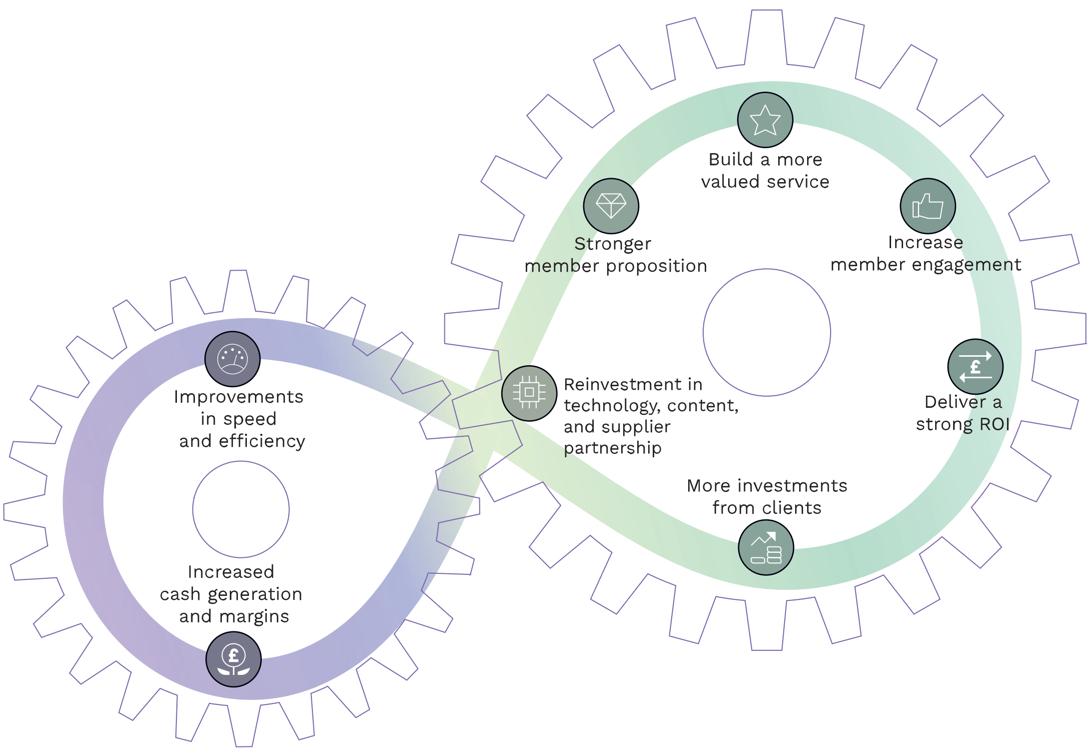
Since the end of the year, we successfully raised £5.9m through a secondary placing, to support growth from new business as well as to strengthen our balance sheet.

We remain focused on increasing both Net Revenue and Adjusted EBITDA profitability. We plan to maintain investment in our proprietary technology (including AI), communications, and content, which provide competitive advantage. Our technology roadmap is led by our new CTO, Jon Mullen, who brings a deep expertise in developing complex platforms and leveraging AI.

Given our positive trading to date, healthy sales pipeline producing new contract wins and contract developments, strengthened balance sheet, strong service levels, improving profitability, and continued investment to improve our technology and proposition, we are optimistic, even at this early stage of the year, that 2025 will be a year of Net Revenue and profitability growth.

Alex Cheatle
Chief Executive Officer
12 November 2024

The Growth Engine is at the heart of Ten's business model



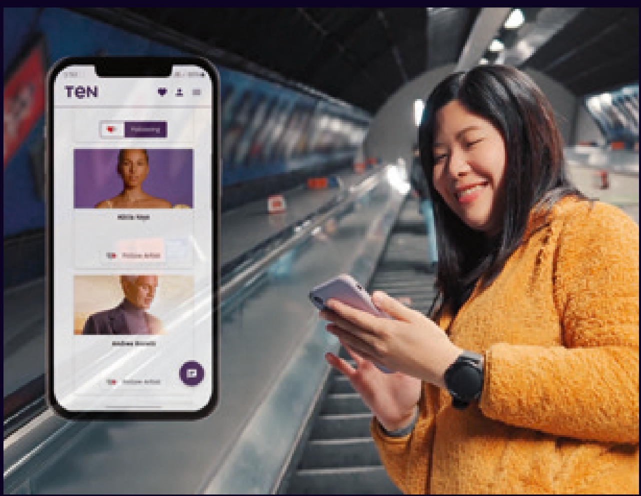
The global concierge platform is driving customer loyalty for global financial institutions and other premium brands

→ Watch Ten's investor presentation at **www.tenlifestylegroup.com/investors**

A lucrative, immediate market opportunity with huge growth potential

- A track record of growing revenue by driving loyalty among the most profitable customer segments of Ten's corporate clients, particularly in the financial services sector
- Ten's service becomes the best way for mass affluent and high-net-worth individual (HNWI) to access and organise dining, travel, entertainment, and premium shopping

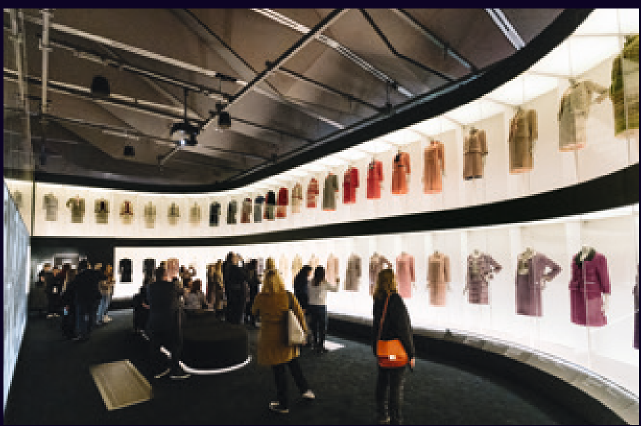
← Le Manoir aux Quat'Saisons, Oxfordshire, a Ten Dining partner



The established market leader for technology-enabled concierge services

- The leading global, lifestyle, and travel platform in 22 languages, 43 currencies, and 60 countries
- Stable corporate client base with long-term contracts
- A large, engaged HNWI member base

← The Follow function on Ten's Digital Platform



A proven Growth Engine at the heart of Ten's business model

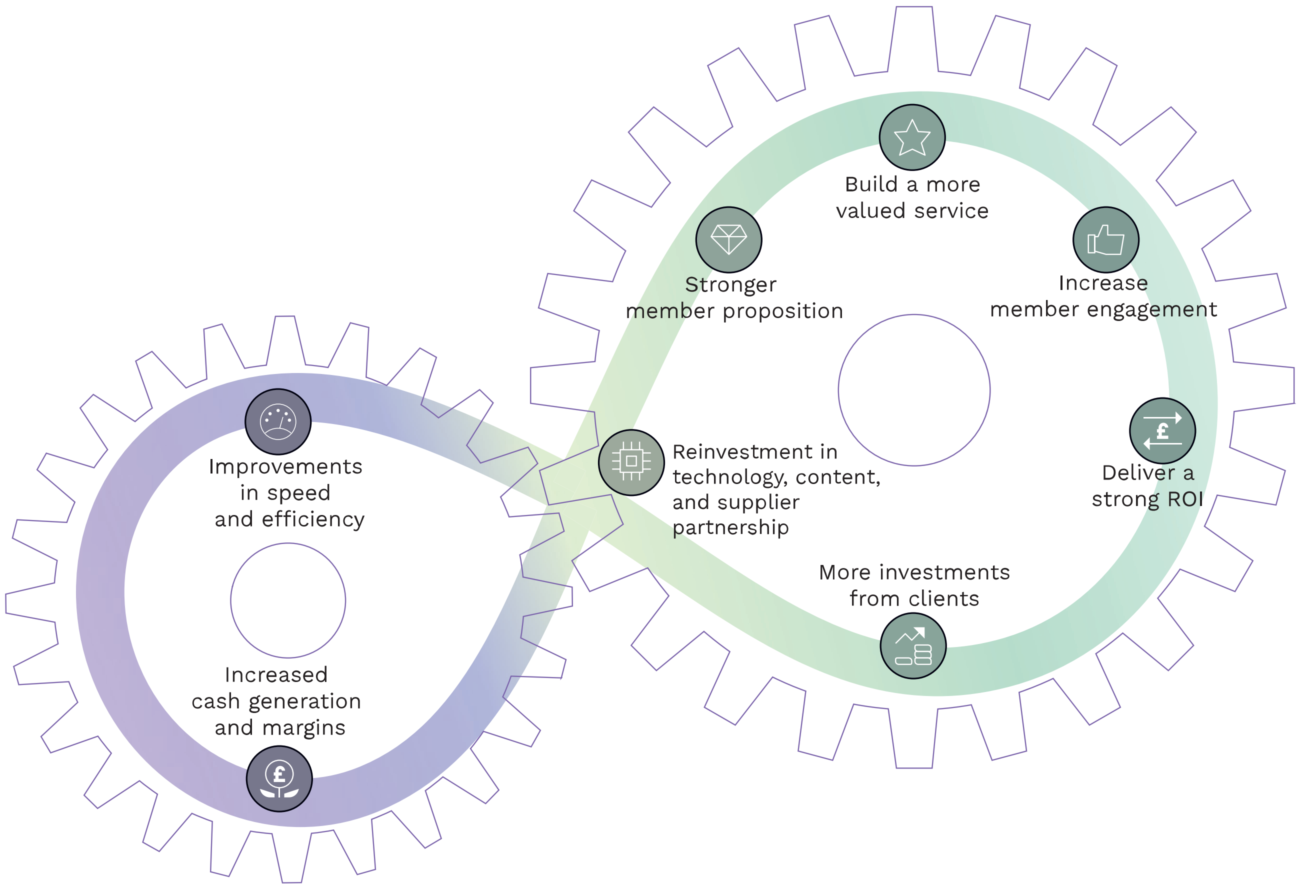
- Drives increasing profit and service levels with scale improving technology and proposition
- Drives ROI for Ten's corporate clients
- Revenue grows as existing corporate clients invest more and new clients are won
- Robust revenue model with contractual minimums, backed by multi-year terms

← Members only access to the Chanel Fashion Manifesto exhibit at the Victoria & Albert Museum, a Ten hosted

Business Model

Ten's Growth Engine – proposition, profitability, and scale

The Growth Engine is at the heart of Ten's business model, driving service quality improvements and generating cash flow over time. As Ten scales, it enhances shareholder value and strengthens Ten's competitive position.



Ten's Three Pillar Growth Strategy fuelling its profitable Growth Engine

1
Building a strong member-led proposition

Ten remains committed to its mission to become the world's most trusted service provider. Its focus is anchored in delivering a "member-first" service and proposition that is reliable, relevant, and valued, with people and technology that act in the members' best interests throughout.

Members engage with a valued, trusted, and convenient lifestyle platform spanning travel, dining, premium shopping, live entertainment, and events. The platform provides unparalleled access, tailored benefits, and value across multiple consumer markets, adapting to individuals' evolving needs and preferences. This, in turn, organically strengthens and deepens the loyalty of Ten's members to its corporate clients' brands.

2
Growing the investment from corporate clients

Corporate clients engage Ten's services to improve engagement, retention, and acquisition of their premium customers. As a result of its track record and proven expertise, Ten is often chosen over other retention and acquisition tools. Partnering with Ten empowers corporate clients to achieve their objectives in digital transformation, customer advocacy, assets under management (AuM), and spend on related payment card products. Through innovative solutions and expert guidance, Ten helps clients navigate the complexities of the digital landscape, ensuring they not only meet their strategic objectives but also enhance overall customer satisfaction and loyalty.

Demonstrating quantifiable returns on investment (ROI) for Ten's corporate clients encourages them to further develop and invest into their travel and lifestyle proposition for their customers.

↘ Waterfront Restaurant, a Ten dining partner

↘ The Seville, New York, a Ten dining partner

3
Investing in Ten's service platform

Profits generated facilitate additional investment to further enhance and deepen Ten's proposition. Key strategic investment areas are technology, including AI, content development, and supplier partnerships. The collective purchasing power of Ten's members enables the negotiation of better access, value, and benefits.

Additional enhancements to the Ten Digital Platform and TenMAID, a growing content library, supplier partnerships, and automation improve service speed and efficiency. This, in turn, generates profit and cash, and continued investment ensures the member proposition is even more compelling over time.

↘ EXPLORE, a Ten digital magazine

Strategy in Action

1. Building a strong member-led proposition

Ten remains committed to becoming the premier choice for affluent and HNWIs seeking travel and lifestyle management services. A robust member proposition fuels member engagement and delivers results for Ten's corporate clients.

↑ Atlantis The Royal, Dubai, part of Ten's Global Hotel Collection

↑ The MAINE Land Brasserie, Business Bay Dubai, a Ten dining partner

Travel and tourism

Strategy

Comprehensive, personalised travel services, including tailored itineraries and bookings for flights, hotels, car rentals, and attractions – all accessible through the Ten Digital Platform at better value than standard internet options. Travel experts curate bespoke vacations and unique, premium travel experiences, ensuring every detail is expertly handled to create truly memorable journeys.

- Leverage the collective buying power of Ten's members to extend the range, value, and access of the core travel propositions, including Ten's Global Hotel Collection, Essential Hotel Collection, Direct Connections programme, and travel activities or attractions
- Produce captivating travel articles, engaging digital travel magazines, and insightful destination guides, highlighting the extensive range of global travel offerings, benefits, experiences, and expert knowledge
- Utilise the fully transactional travel module of the Ten Digital Platform, allowing members to find travel inspiration and conveniently search for and book flights, hotels, car rentals, and activities or attractions
- Provide impartial recommendations and superior value for money compared to other travel providers, as Ten is not dependent on commission fees for revenue generation
- Offer travel experts to plan tailor-made, once-in-a-lifetime holidays for HNWI members and their families
- Expand investment and go-to-market into the premium and luxury travel space including the onboarding of a new Private Travel leadership and ring-fenced travel sales team

Progress

- Expanded Ten's Global Hotel Collection, increasing the portfolio to over 4,900 luxury hotels (2023: >4,320) which offer additional benefits to members
- Grew Ten's hotel portfolio globally following the relaunch of its Essential Hotel in 2023, to over 655k 3* to 5* hotels (2023: 650k), available at prices on average 15% cheaper than online travel agents
- Maintained Ten's status as a preferred partner with global brands such as British Airways, allowing members to enjoy exceptional rates on all routes when they book their flights through Ten
- Enhanced the user experience and interface of Ten's online hotel proposition to improve booking conversions
- Provided members with seamless access to over 300k (2023: 250k) activities, tours, and day trips worldwide through API integration with Viator, a leading activities service provider
- Continued to develop Ten's suite of over 300 travel guides and itineraries that have proven most popular with members through editorial improvements and AI assisted translations, over 250 of which are in non-English languages, with Finnish and Dutch translations added
- Published 16 (2023: 21) new issues of "Explore" with versions for each of Ten's regions, moving to a quarterly schedule. The magazine includes inspirational content on destinations, features, new hotel partnerships, and benefits to encourage member service use

Dining

Strategy

Exclusive dining recommendations from Ten's expert Lifestyle Managers and access to the best restaurants in the world, including online reservations unavailable to the public, all through the Ten Digital Platform.

- Expand Held Tables programme, offering preferential access to the world's most popular restaurants
- Produce high-quality, editorial reviews and restaurant recommendations, shared with members via the dining module of the Ten Digital Platform, personalised emails, or direct from Lifestyle Managers
- Organise exclusive restaurant takeovers for members to create unique and memorable dining experiences
- Strengthen buying power, long-term relationships, in-house expertise, and reputation to secure access to the best restaurants globally, with even more premium experiences and offers at peak times

Progress

- Focused on improving and upgrading the dining module for members. Ten can now provide members with priority access to over 6,000 bookable restaurants across 2,200 cities
- Maintained the portfolio of curated and searchable reviews at c.11,000 of the world's top restaurants
- Published a total of 135 (2023: 45) issues of lifestyle magazines and guides including "Dine" and "Cook" with versions tailored for all regions. These magazines include a collection of articles and recipes contributed to by world-class chef partners

↑ Ten Suite, The O2, London

↑ Bond Street London Shopping Event, a Ten hosted event

Entertainment

Strategy

Member-only access and recommendations for expert sports, theatre, music, and at-home entertainment, along with face-value (or better) tickets with seamless online bookings through the Ten Digital Platform.

- Expand partnerships with ticketing platforms, venues, providers, and promoters to secure access, pre-sale tickets, offers, and face-value tickets for the most sought-after events
- Develop entertainment newsletters for members discovering entertainment, experiences, and events with advance, exclusive, or discounted access
- Develop a hyper-personalised approach, tailoring entertainment recommendations to individual member preferences and interests
- Leverage the power of Ten's membership base to negotiate special allocations, priority access, and VIP experiences for members
- Expand the inventory and distribution of tickets to members on Ten Digital Platform and encourage the uptake of self-serve purchases

Progress

- Launched Ten Box Office, a proprietary marketplace technology that aggregates top-tier ticketing inventory in one place. This allows HNWI and mass affluent members to access pre-sales, preferential pricing, and bespoke ticketing and VIP hospitality packages. On the Ten Digital Platform, members can fully digitally discover and book a wide range of curated premium live events, often not publicly available. Ten sources tickets through global partnerships with official rights holders and ticketing partners, ensuring legitimacy and direct delivery. This technology has streamlined ticket sales, allocations, and guest list management
- Engaged 12 (2023: 10) new entertainment partners, expanding Ten's access to the most sought-after shows and events, including:
  - Canada's MLSE, offering inventory for hockey and basketball games as well as music concerts
  - In Australia, through TEG and Venues Live, Ten offers top events and concerts including Billie Eilish and Ed Sheeran
  - Expanded Ten's Nordic offering with Stockholm Live, Unity Arena Oslo, Oslo Spektrum
- Booked over £2.9m in sales for special events tickets including, UK and European football league matches, O2 Arena VIP suites and Wimbledon hospitality packages

Premium retail

Strategy

Member-only benefits, exclusive access, and tailor-made events in collaboration with top-tier, luxury renowned or up-and-coming brands, retailers, and products, all redeemable online through the Ten Digital Platform.

- Expand Ten's portfolio by adding hundreds of premium and emerging retail brands, making them easily accessible for searching, redeeming, and purchasing through the Ten Digital Platform's offer and experience modules
- Leverage members' buying power to secure exclusive benefits, discounts, and access to high-end brands globally
- Use personalised email marketing campaigns to highlight relevant offers for members, including editorial guides, gift ideas, experiences, and events
- Host exclusive member-only in-person and virtual gatherings in collaboration with premium retailers, complimentary to members
- Source rare and desirable luxury products for members

Progress

- Sustained the offers available to buy or redeem on the Ten Digital Platform to over 1,700 (2023: >1,700)
- Held over 170 events for members, including hosted events, client exclusives, complimentary tickets to exhibitions, fairs and Ten's Book Club arranged for members featuring award-winning authors (2023: 190)
- Launched Experiences x Ten as a business unit, in response to the increase in demand for recurring and exclusive client-commissioned events sourced and hosted by Ten. These ranged from a private screening of the Olympic Opening Ceremony in Paris to a takeover of the Chanel exhibition at the V&A museum in London, a private preview and test drive with Lamborghini in Singapore, and a private tour of the Zona Maco Art exhibition in Mexico

1. Building a strong member-led proposition continued

↑ Enjoy early check-ins and room upgrades with Ten's Global Hotel Collection

Growing member engagement

The Eligible Member base mainly comes from the partnerships Ten has with corporate clients. The affluent and HNWI member base enhances Ten's ability to secure top-tier access, offers, and benefits from supplier partners, further enriching Ten's member proposition. This is reinforced by Ten's expert Lifestyle Managers, the Ten Digital Platform, captivating editorial content, and targeted email marketing, which drive member engagement, expand the Active Member base, and boost usage frequency.

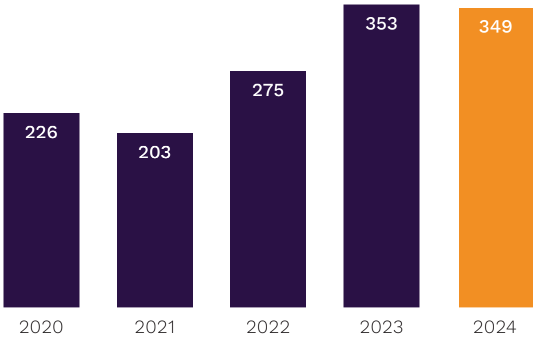
Individuals who possess an eligible product, employment, account, or card with one of Ten's corporate clients become "Eligible Members", with access to Ten's platform and service, registered to the relevant corporate client's programme. Those who have utilised the platform or service within the past twelve months are considered "Active Members".

Ten's acquisition of Eligible Members is underpinned by the existing corporate clients and launch of new corporate programmes, as further described on pages 18 and 19.

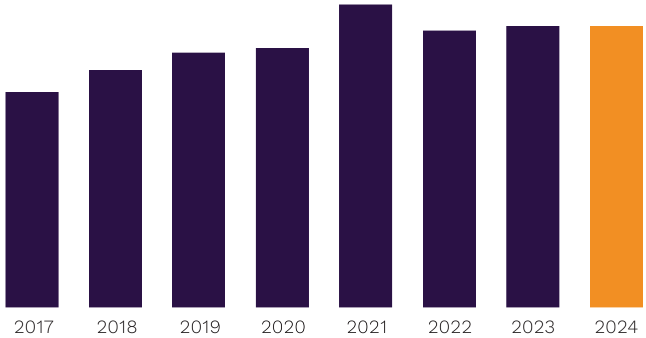
The number of the Active Members represents member engagement, which drives Net Revenue growth and is used by senior management to track performance. Accordingly, it is one of the Group's KPIs and is regularly reviewed by the Board alongside the key financial performance indicators set out in pages 22 and 23. While Ten experienced a 1% decrease in Active Members due to the loss of a Large contract, it also saw growth across most of its Active Member base, demonstrating Ten's ongoing commitment to member engagement and retention.

Total Active Members, all segments
('000)

349k



Net Promoter Score (NPS)



Member engagement strategies

Continuous refinement and enhancements to Ten's member engagement strategies have broadly maintained levels of member engagement, measured by the number of Active Members, through the following key strategies:

Corporate client platform integration

Ten's platform is increasingly being integrated with corporate client technology, delivering seamless access, including via self-registration and single sign-on, as well as Ten's Open Application programming interfaces (APIs) which interface modules of the Ten Digital Platform with the corporate client's branded digital applications.

Onboarding journey

Ten welcomes members who are new to the service through a series of eCRM communications to help them understand the service and how to get the most out of it. A bullseye routing feature on Ten's telephony systems help identify inbound calls from "first time" users and route those calls to Lifestyle Managers best skilled at welcoming new members.

Targeted member communications

Ten's editorial-led content and eCRM team tailors member communications, ensuring members have access to benefits relevant to their lifestyle and activities.

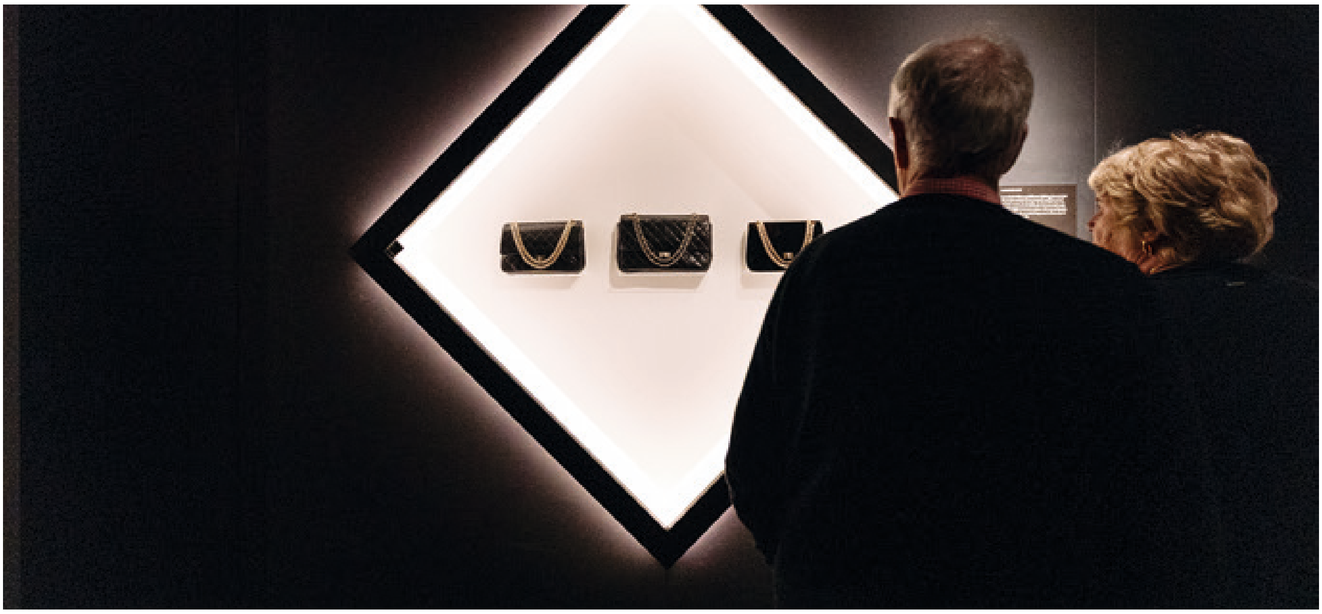
Net Promoter Score (NPS)

As a consequence of enhancements made to its member proposition, Ten has maintained high levels of NPS, the principal gauge of service quality and member satisfaction.

This metric serves as a KPI employed by senior management and is frequently observed by the Board in tandem with the key financial performance indicators detailed on pages 22 and 23. High satisfaction levels contribute member engagement, as satisfied users are more inclined to continue utilising the service.

In addition, Ten assesses service quality against its in-house quality assurance benchmarks to ensure optimal performance.

2. Growing the investment from corporate clients



↑ Members only access to the Chanel Fashion Manifesto exhibit at the Victoria & Albert Museum, a Ten hosted event

Global financial institutions and premium brands choose Ten to attract, engage, and retain their most valued customers. Ten continues to develop existing and new contracts as a result of the measurable impact of the service on their commercial and customer metrics.

Corporate client contract wins, renewals, and expansions

The Group has continued to secure significant contract developments during the year and successfully secured renewals as well as expansion of contracts with key corporate clients, despite the loss of one Large contract. Notably, Ten's corporate clients continued to invest in their digital proposition and differentiate their member experience by commissioning custom technology development projects with Ten. The Group maintains a strong sales pipeline of prospective corporate clients in the financial services sector as well as other premium brands.

Growing existing programmes

The Group reports a segmented analysis of its members to better reflect the growth potential of existing programmes. It categorises members by their perceived value to the corporate client programme to which they are attached. It then analyses the Active Member penetration rate[9].

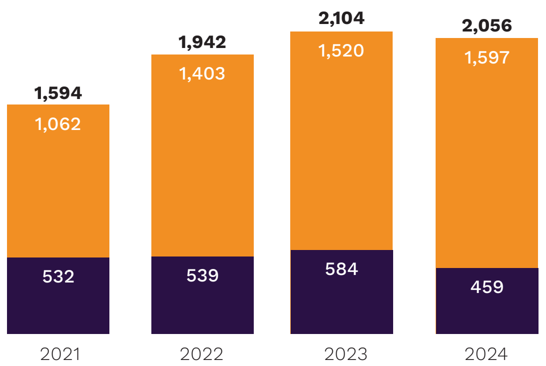
The **Very High Value** segment includes members attached to programmes with private banking corporate clients, which typically have a high level of investable assets under management and hold premium, high-fee products. The potential (and actual) customer loyalty budgets of private banking corporate clients for such individuals are typically higher due to the profitable nature of their accounts, especially in the current climate of high interest rates. Typically, the Active Member penetration rate in this segment is higher, as is the average corporate revenue per Active Member.

The **High Value** segment includes members attached to programmes with mass affluent retail banking corporate clients or credit card holders of an issuing bank programme.

The **Medium Value** segment includes members attached to programmes where the corporate client may hold or manage a relatively lower per capita value per annum. Most of these members have access to a programme via a specific type of card product and Ten acquires Eligible Members via contracts with the payment network provider. As such, the number of Eligible Members in this segment is very large and typically reports a lower Active Member penetration rate.

Eligible Members

ELIGIBLE MEMBERS IN HIGH AND VERY HIGH VALUE SEGMENTS
('000)



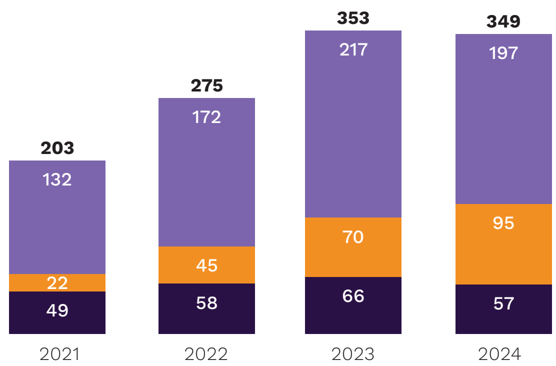
● Very High Value ● High Value

In the year, the Eligible Member base within the High Value and Very High Value segments slightly decreased by 2% (2023: increase of 8%) due to the loss of a Large contract in the High Value category. The world's population of High Value and Very High Value customers of corporate clients is substantially larger than Ten's current Eligible Member base, representing significant opportunities for growth. The global HNWI[10] population was estimated to be at 22.8m in 2023[11], which is used by the Board as an approximation of the total addressable population of Very High Value Eligible Members.

Active Members are members who have used the service at least once in the past twelve months. Ten saw a healthy growth in the number of Active Members across the retained contracts in the Very High Value and High Value segments, driven by increased demand from members as its proposition and activation methods improve, and some corporate clients supported increased marketing activities, subject to client budgets.

Active Members

TOTAL ACTIVE MEMBERS, ALL SEGMENTS
('000)



● Very High Value ● High Value ● Medium Value

The Active Member base of the Very High Value segment decreased to 57k (2023: 66k). The overall average Active Member penetration rate of the Very High Value segment is 12% (2023: 11%). Ten can influence the average Active Member penetration as a programme develops over time, using its unique and automated member engagement strategies. This allows Ten to grow revenues across its combined portfolio of Eligible Members over time.

The Active Member base of the High Value segment was 94k (2023: 70k), with an average Active Member penetration rate of 6% (2023: 5%). Growth in the segment was attributable to the:

- growth of Eligible Members from continued acquisition of customers by corporate clients
- increase in the number of Active Members as sponsoring brands driving marketing, member engagement, and demand for Ten's core services
- growing repeat use by Active Members as the proposition and service continue to strengthen, ensuring engaged members continue to stay active

9 Individuals holding an eligible product, employment, account or card with one of Ten's corporate clients are "Eligible Members", with access to Ten's platform, configured under the relevant corporate client's programme, with Eligible Members who have used the platform in the past twelve months becoming "Active Members". The Active Member penetration rate is the number of Eligible Members that become Active Members in the period.

10 CapGemini Research Institute's World Wealth Report (2023) defines a high-net-worth-individual (HNWI) as someone with investable assets over US$1m excluding primary residence, collectibles, consumables, and consumer durables.

11 CapGemini Research Institute's World Wealth Report (2023).

3. Investing in Ten's service platform

Ten uses technology and content to deliver on its members' experience and improve service efficiency as well as enable differentiation and commercial impact for Ten's corporate clients.

£12.8m
(2023: £13.9m)

INVESTED IN PROPRIETARY DIGITAL PLATFORMS, COMMUNICATIONS, AND TECHNOLOGY

↑ Ten's digital platform

Ten Digital Platform

Ten's proprietary digital platform (the "Ten Digital Platform") is established in all three global regions and is available to members in 60 countries, supporting 22 languages (2023: 18) and over 43 currencies (2023: 39). Management believe Ten is the only global, multi-category transactional lifestyle and travel platform, backed by expert Lifestyle Managers.

The Ten Digital Platform is live with the majority of Ten's corporate client brands globally. As customers continue to expect highly personalised services, management believe corporate clients are also interested in investing in customisation of the Ten Digital Platform to suit their specific needs and the preferences of their most valued customers, as well as integrating it with their own technology, supporting their brand and customer engagement strategy.

Customisation options include:

- modules and sub-modules turned on/off
- full white labelling/branding capabilities
- languages, currencies, and home markets
- customised content and assets
- payment controls to drive spend on cards
- design customisations and integrations, including SSO
- easy-to-integrate suite of Ten Open APIs

In addition to new platform launches for new and existing corporate clients, the team has also ensured that the Ten Digital Platform is well maintained for resilience and security. As part of Ten's product roadmap, key features have been designed and developed key features to add functionality to the Ten Digital Platform to meet members' needs, as well as improve the overall user experience and accessibility of the platform. Key improvements to the Ten Digital Platform include:

- launch of Ten Box Office, giving members the ability to self-serve and purchase Ten secured allocation to some of the most popular live concerts and shows from venues, promoters, and ticketing platforms
- the entertainment proposition was enhanced through partnerships with Ticketmaster and Ingresso, the world's largest theatre and box office ticketing provider. This, along with exclusive allocation of live events on the platform, improved the usability and user experience of the car hire booking experience
- various user experience optimisation across the flights, hotels, inspiration, and events categories
- upgraded the underlying content management system
- expanded Ten's "Conscious Collection" to include retail brands and restaurants

Ten retained its PCI DSS Level 1 accreditation and SOC Type 2 certification during the year. These require regular, in-depth audits of its payments handling and data procedures as well as its underlying technology, providing assurance to our corporate clients around Ten's security measures and compliance.

Artificial Intelligence (AI) and TenMAID

Ten's proprietary customer relationship management platform ("TenMAID") supports its expert Lifestyle Managers to deliver personalised, high-quality lifestyle and concierge services to members 24/7/365, wherever they are in the world. It enables Lifestyle Managers to securely access the member's profile and search Ten's entire inventory to fulfil the member's request efficiently, the success of which management believe is reflected in consistently high NPS.

TenMAID and the Ten Digital Platform are integrated with a communications platform to enable members to access expert Lifestyle Managers by phone, email, chat, and WhatsApp. In the year, we've continued to make improvements in TenMAID including faster member search, a more robust and efficient Identification and Verification process, further automation of operational tasks, and usability. These developments contribute to operational efficiencies and ultimately member satisfaction.

In the year, Ten has extended the capabilities of the Ten-specific enterprise variant of Microsoft Azure OpenAI for its workforce. With it, teams securely access and leverage the benefits of generative AI technology, whilst safeguarding data and compliance considerations which are paramount for Ten's corporate clients. Ten's CoPilot applications are trained and fine-tuned with access to Ten's hotel and dining partnership assets as well as tapping into operational knowledge bases, enabling broader and faster access. These tools ultimately help Lifestyle Managers and the wider workforce to work more efficiently and identify service improvement opportunities faster. These learnings are informing further developments and enabling member-facing chat experience powered by generative AI technology – extending further to more of Ten's proprietary knowledge bases and unique proposition assets sourced from supplier partners.

Support functions have embraced the adoption of automation and generative AI technology, addressing repeatable tasks such as journal postings and reconciliations through to identification of areas that require scrutiny and further review. Ten's product and technology teams have continued their use of GitHub Co-pilot, driving increased productivity.

135
(2023: 45)

LIFESTYLE MAGAZINE EDITIONS AND GUIDES

Over 18m
(2023: 14.4m)

MEMBER COMMUNICATION EMAILS SENT

Content

Ten's Content team combines creativity and data to reach, influence, and resonate with affluent and HNWI members. Staffed by award-winning journalists and creatives, the rich library of custom content is proving invaluable in driving engagement and is valued by members and corporate clients.

Member engagement continues to improve through better personalised and targeted proactive email marketing, meaning members have better access to the services, offers, and benefits that they are most interested in. In the year, selected corporate clients have also commissioned custom travel and lifestyle content briefs from Ten's content proposition.

This year, Ten has expanded its use of AI in the Content team beyond guide translations. It has developed and launched a translation focused large language model-powered application that enables translations of guides, magazines, articles, and site content and has driven efficiencies. In addition, it has developed an in-house AI-powered software to generate accurate, compelling restaurant reviews, plus cuisines and categories in Ten's tone of voice. With an experienced translation team overseeing these initiatives, Ten has increased efficiency and lowered costs without compromising on quality or accuracy.

In 2024 we:

- published 135 (2023: 45) lifestyle magazine editions and guides across the globe covering dining, travel, days out, home, and wine. In response to member demand and content relevance, a Sharia edition was added in the travel category, as well as wellness, home and interiors, and fashion publications
- sent over 18m member communications emails (2023: 14.4m), driven by new launches, automated communications to members based on lifecycle and event triggers
- used videos promoting events and supplier partners to increase engagement and expanded the use of social media channels including Instagram and YouTube to drive the visibility and attractiveness of key member propositions

↑ Ten's digital platform

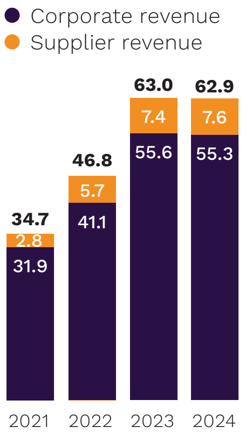
STRATEGIC REPORT

Key Performance Indicators

Each month, the Board assesses the performance of the Group based on the following financial and operational key performance indicators (KPIs):

NET REVENUE
(£m)

£62.9m



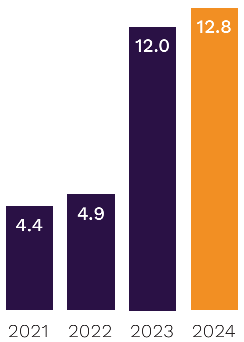
Description
Maintained Net Revenue from corporate clients and suppliers, despite the loss of a Large contract. At constant currency, Net Revenue increased by 2% year on year. This follows two years of 35% growth.

Definition
Net Revenue includes the direct cost of sales relating to member transactions managed by the Group, from corporate clients and supplier commission related to members' travel.

Link to the Growth Engine:

ADJUSTED EBITDA
(£m)

£12.8m



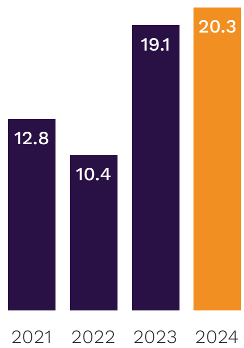
Description
Adjusted EBITDA increased by £0.8m to £12.8m. This follows an inflection point in the prior year where Adj. EBITDA increased by 145%.

Definition
Adjusted EBITDA is operating profit/(loss) before interest, taxation, amortisation, depreciation, share-based payment expense, and exceptional items.

Link to the Growth Engine:

ADJUSTED EBITDA MARGIN
(%)

20.3%



Description
Adjusted EBITDA margin increased from 19.1% to 20.3%. This follows an inflection point in 2023.

Definition
Adjusted EBITDA margin is Adjusted EBITDA as a percentage of Net Revenue.

Link to the Growth Engine:

PROFIT/(LOSS) BEFORE TAX
(£m)

£0.5m

Description
PBT decreased slightly from £0.5m to £0.4m. This follows an inflection point in 2023.

Definition
Profit/(loss) before tax is revenue less all operational and non-operational costs, excluding income tax expenses.

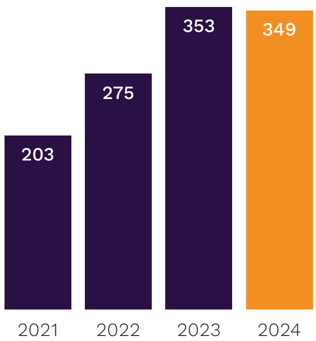
Link to the Growth Engine:

Key to the Growth Engine:

- More investment from corporate clients
- Reinvestment in technology, content, and supplier partnerships
- Increased cash generation and margins
- Improvement in speed and efficiency
- Building a strong member-led proposition

Active Members
('000)

349k



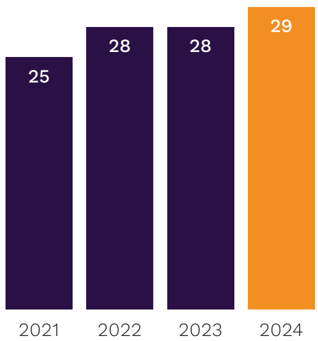
Description
Broadly maintained the number of Active Members despite the loss of a Large contract.

Definition
Individuals who possess an eligible product, employment, account, or card with one of Ten's corporate clients become "Eligible Members", with access to Ten's platform and service, registered to the relevant corporate client's programme. Those who have utilised the platform or service within the past twelve months are considered "Active Members".

Link to the Growth Engine:

Material Contracts
(M/L/XL)

29



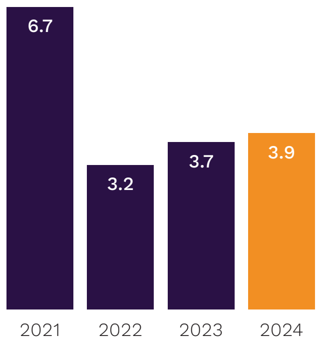
Description
Secured new Material Contracts while losing one Large contract.

Definition
Ten categorises its corporate client contracts based on the annualised value paid, or expected to be paid, by the corporate client for the provision of concierge and related services by Ten as: Small contracts (below £0.25m); Medium contracts (between £0.25m and £2m); Large contracts (between £2m and £5m); and Extra Large contracts (over £5m). This does not include the revenue generated from suppliers through the provision of concierge services.

Link to the Growth Engine:

Net Cash
(£m)

£3.9m



Description
Cash and cash equivalents increased by £0.9m to £9.3m and net cash increased by £0.2m to £3.9m.

Definition
Cash and cash equivalents, reduced by the aggregate of both current and non-current borrowings.

Link to the Growth Engine:

Committed to building a sustainable future

Ten continues to build on its efforts to become the world's most trusted service by growing a responsible business. It is dedicated to building a responsible business that aligns with Ten's core values of being member-focused, pioneering, and trustworthy. Ten's status as a certified B Corp bolsters this commitment, providing a robust framework that guides the ESG Strategy. This strategy emphasises transparency, supporting informed, data-driven decision-making processes. Ten is actively transforming its internal operations and behaviours to generate a positive impact. Furthermore, it is encouraging its supplier partners and members to make more sustainable choices.

Certified B Corporation

Our Sustainable Business Strategy has three priorities:

- Enhancing transparency to support informed, data-driven decision making
- Transforming internal operations and behaviours to create a positive impact
- Actively encouraging our suppliers and members to make more sustainable choices

Q&A with Jules Pancholi, Non-Executive Chairman and Chair of the ESG Working Group

Q In what way has ESG been integrated into Ten's business model?

A **J.P:** The Group's ESG strategies are closely integrated with Ten's broader business goals. The ESG Working Group is tasked with identifying and assessing various ESG risks and opportunities. The continuous monitoring enables the Board to adapt the Group's strategies in real-time, ensuring alignment with our overarching business objectives by making informed decisions.

Q What milestones has Ten achieved in its ESG initiatives and goals?

A **J.P:** One of our significant milestones in our ongoing ESG initiatives is maintaining the B Corp certification secured in 2023. Our certification underscores Ten's commitment to responsible business practices. Furthermore, our internship programme remains a cornerstone in our commitment to fostering new talent. This year alone, we welcomed 14 new interns from South Africa, Colombia, the United Kingdom, Brazil, Singapore, and Canada, and we are excited about building on this programme in the coming years.

Q How will Ten sustain and build on its ESG initiatives and goals?

A **J.P:** We consistently aim for year-on-year improvements in its governance, employment practices, social responsibilities, and environmental impact, as well as its obligations to corporate clients and members. One of our key strategies for the upcoming year is to achieve carbon neutrality (with offsetting) for our Scope 2 emissions. Setting clear goals and performance metrics for the Group reaffirms our dedication to creating a more sustainable future, and we are excited about the positive impact this will have on communities and the environment.

E

Minimising our environmental footprint

→ Read more on pages 30 to 37

Commitment

Ten is dedicated to minimising its carbon emissions through proactive strategies and initiatives that engage members in sustainable practices. By adhering to sustainable practices, it aims to foster a culture of environmental responsibility and transparency.

Targets

- Achieve carbon neutrality for Scope 2 emissions with offsetting by 2025
- Positively influence members by offering sustainable lifestyle choices and assisting them in achieving their personal carbon footprint goals

Progress

46%

reduction in Scope 2 emissions for UK electricity

18%

reduction in Scope 3 remote UK refunded mileage

S

Caring for our people and communities

→ Read more on pages 28 and 29

Commitment

Ten is dedicated to nurturing a diverse, equitable, and inclusive workplace, empowering leaders at all levels and consistently investing in a positive working environment. Ten prioritises ethical supply chains, uphold the highest data privacy and integrity standards, and support the communities it serves.

Targets

- Maintain Ten's commitment to gender representation by ensuring that women constitute 50% of the senior management team and 60% of the workforce
- Expand Ten's internship programme to cultivate and foster emerging talent

Progress

64%

female representation across the workforce

62%

female representation in senior management

14

new interns joined Ten's internship programme

G

Sustainable growth through strong governance

→ Read more on pages 26 and 27

Commitment

Ten is dedicated to implementing a sustainable business strategy in line with its B Corp certification. Its governance practices underscore the importance of an independent, diverse Board, committed to upholding the highest business ethics and compliance standards.

Targets

- Maintain or improve Ten's B Corp certification after new standards are released in 2025
- Maintain a culture of accountability and integrity through the implementation of Ten's whistleblowing, anti-bribery, corruption, and modern slavery policies

Progress

B Corp certified, achieving an overall score of

82.2

43%

of the Board are independent Directors

G

Governance Sustainable growth through strong governance

Sustainable Business Strategy

Developed by the ESG Working Group, Ten's Sustainable Business Strategy systematically assesses the most significant ESG issues, drawing insights from various functions within the Group, investors, and stakeholders – additional information regarding the Board's stakeholder interactions can be found on pages 38 and 39. The ESG Working Group regularly updates the Audit and Risk Committee and the Board on its initiatives and engages with the Executive Committee to ensure Ten fosters a culture of ESG awareness.

↑ Ten Lifestyle Group, the world's first B Corp-certified concierge company

B Corp certification

In May 2023 Ten proudly achieved B Corp certification, underscoring its dedication to responsible business practices. Ten is committed to fostering a positive social and environmental footprint, improving its governance, and refining its employment practices. Stakeholders, including corporate clients and members, are engaged to minimise environmental impacts and uphold social responsibilities. Ten holds an overall score of 82.2, compared to the median score for businesses which completed the assessment of 50.9.

Ten's B Corp certification has sharpened its focus on upholding the highest social and environmental performance standards, transparency, and legal accountability. Ten remains proactive in monitoring the latest B Corp standards, set to be finalised this year, and published in early 2025, and management are confident that Ten will maintain or improve its B Corp score.

OVERALL SCORE
82.2

Certified B Corporation

GOVERNANCE
22.7

COMMUNITY
19.6

CUSTOMER
3.3

WORKERS
27.4

ENVIRONMENT
8.9

Diversity of the Board:

INDEPENDENCE	FEMALE REPRESENTATION	ETHNIC DIVERSITY
43%	28%	13%

Board role, independence, and diversity

The Board comprises four Executive Directors, along with Jules Pancholi – who continues to serve as Non-Executive Chairman of the Board since his appointment in November 2023 – and two additional Non-Executive Directors, Edward Knapp and Carolyn Jameson.

Comprising a diverse array of skills and expertise, the Board brings together a wealth of industry, financial, and public market experience and is responsible for shaping the Group's strategy aimed at long-term success and overseeing management, governance, controls, risk management, direction, and performance, as outlined on pages 40 to 43.

Business ethics and compliance

Cultivating a culture rooted in responsibility, sustainability, and integrity is vital for the Group's long-term success. The Group's relevant policies undergo annual reviews and are integrated into periodic training and evaluation.

Whistleblowing Policy: The Group's Whistleblowing Policy outlines the confidential process for any Group employee to report concerns about potential wrongdoings in financial reporting or other matters to the Whistleblowing Officer.

Anti-bribery and Corruption Policy: The Group's Anti-bribery and Corruption Policy, applicable to all Group employees, sets out the Group's zero-tolerance stance on bribery and corruption, providing guidance on recognising and dealing with such issues and potential consequences.

Modern Slavery Policy: The Group adopts a zero-tolerance approach to modern slavery in its supply chain, and a full copy of its policy is available on its website.

↑ Charity Day at Ten Lifestyle Group, Mumbai

S Social
Caring for our people and communities

Ten aspires to be a market-leading employer, fostering a culture where its people feel valued and empowered to positively impact members' lives. It strives to generate value for its corporate clients while boosting the well-being of Ten's colleagues and communities. Ten's dedication to becoming a preferred employer is reflected in its diverse, inclusive workplace, which is a cornerstone in achieving its goals.

Diversity, equity, and inclusion (DEI) strategy

Diversity, equity, and inclusion (DEI) is integral to Ten's strategy and is essential to its enduring success. Ten continues to combat all forms of discrimination and ensure equal opportunity across the business. Ten takes pride in its diverse and talented team spanning 20+ countries, enriching its services with a myriad of perspectives and experiences. Ten's Global Council for DEI, functioning as an internal task force, operates through four strategic pillars which foster inclusivity and empower employees to have a genuine voice in business decisions:

Transparency
Enhance the visibility of Ten's commitment to DEI Initiatives

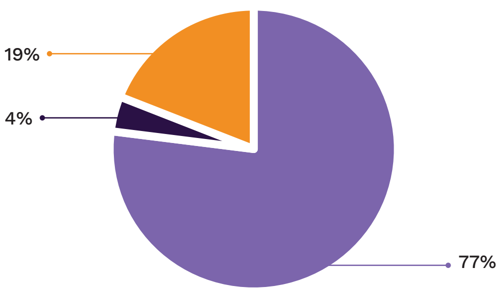
Education
Provide comprehensive training and support on DEI issues

Engagement
Foster greater engagement with DEI topics through events and content

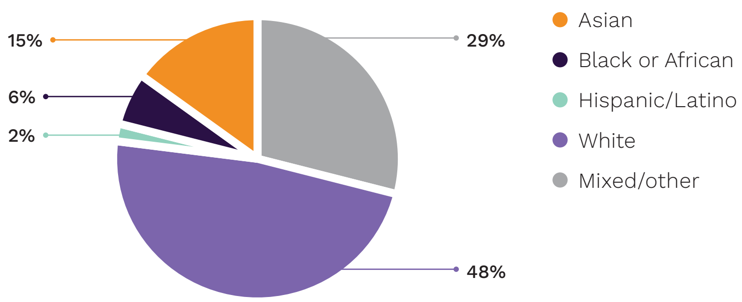
Promotion
Attract and retain a diverse workforce, focusing on management roles

Racial and ethnic diversity[12]

SENIOR MANAGEMENT



TOTAL WORKFORCE



Ten continued to progress in its DEI programming, emphasising gender diversity, religious inclusion, and ethnic representation. It has identified an opportunity to improve internal communication of Ten's educational programmes and employee support, enabling more effective engagement and a better understanding of its employees' evolving perspectives. Additionally, Ten continued its annual DEI survey, initiated in 2022, recognising feedback as a key engagement tool and a way to involve employees in these initiatives.

This survey provides valuable demographic data and a platform for employees to share insights into the DEI efforts voluntarily. Feedback from employees shape the DEI strategy, however, given the survey's voluntary and anonymous nature, it can result in sample set variations, making year-on-year comparisons challenging.

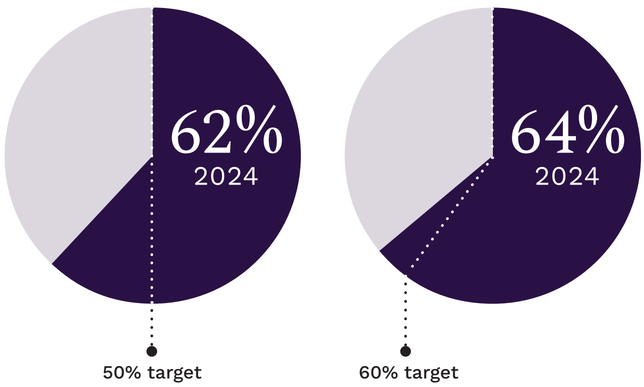
12 Comparative racial and ethnic diversity data from prior years can be found in the Annual Report and Accounts 2023, on Ten's website (www.tenlifestylegroup.com).

Gender diversity

Ten survey results highlight the strong representation of women across all regions and senior management within Ten's workforce. There was a significant increase in the representation of women in senior management, despite a slight dip in representation in the workforce from last year. Ten remains dedicated to supporting women in achieving senior roles throughout the business in all regions. The overall workforce target of 60% exceeds the 50% target for senior roles, accounting for the typically wider representation of women in entry and mid-level roles, while striving for balanced gender representation at senior levels, where women are often underrepresented.

Representation of women[13]

SENIOR MANAGEMENT | TOTAL WORKFORCE



Developing leaders

The Group takes immense pride in its robust talent development track record, bolstered by key programmes. Among these is the Global Leadership Programme, an intensive twelve-month internal initiative nurturing future leaders and enhancing personal development skills. Furthermore, Ten's global mentor network cultivates high-potential leaders through mentorship, while its coaching accelerator offers coaching opportunities for all staff, both virtually and in person. This network comprises Group leaders, equipping managers with vital coaching and leadership skills for daily work and team management. Management considers Ten's employees' specific needs, including any disabilities, during hiring, role assignment, and training and development.

Ten is delighted to report the continuation of its internship programme this year across South Africa, Colombia, the UK, Brazil, Singapore, and Canada, with 14 (2023: 8) new interns joining the business. This brings the total number of interns since the programme's inception to 55 (2023: 41), underlining Ten's commitment to nurturing new talent globally.

Investing in the working environment

Ten's policies and procedures are drafted to adhere to all pertinent local legislation concerning safety, health, and welfare in the workplace. It is dedicated to investing in top-tier office spaces in prime locations, guaranteeing the best possible global working environment. Ten continues to promote flexible working arrangements and remote work where suitable and has repositioned or restructured office spaces to better cater to local needs. For home-based employees, Ten conducts workstation assessments to ensure health standards compliance and support their well-being.

Ethical supply chains

Establishing trusted, sustainable partnerships with a robust supplier network is crucial to Ten's operations and member offerings. It remains dedicated to fair payment terms, practices, policies, and performance standards, implementing enhanced supplier due diligence and audit programmes to ensure our partners adhere to the needs of Ten's corporate clients and members.

Suppliers are asked to adhere to Ten's Supplier Code of Conduct, outlining the minimum standards and transparency expected from all partners. It mandates that partners establish processes to uphold these standards and provide evidence if needed. Ten is adopting a collaborative approach to implement and assess Code compliance, making these contractual requirements standard practice.

Treating data with respect

Data is pivotal to Ten's business, and it is trusted by members and corporate clients to handle their data with the utmost care and respect. Ten takes data privacy rights and protection seriously, implementing thorough procedures to comply with key regulations, including the UK and EU's General Data Protection Regulation (GDPR), the USA's California Consumer Privacy Act (CCPA), and Brazil's General Data Protection Law (LGPD). The Group has robust processes to ensure proper personal data handling and mitigate cybercrime risks. Furthermore, Ten's information security and compliance teams conduct regular audits and receive continuous training to stay updated with best practices.

Volunteer work programme

Ten's volunteering programme, offering employees paid leave to volunteer for their chosen charity, has seen a 14% increase, with 119 employees participating in its third year (2023: 104). Moreover, there has been a 7% increase in volunteer work hours, with employees dedicating 864 hours this year (2023: 808). The types of volunteering are broad, with individual and team activities ranging from food and essentials collection for a Mumbai refuge and UK environmental conservation projects and winter coat drive in San Francisco, to hands-on support at a Hong Kong animal adoption centre.

> "A huge thank you to you and your colleagues for volunteering today! We can see how much effort you all went to in making the event a success and we thoroughly appreciate it!"

The Social Impact Team at British Land on Ten's involvement with Young Readers, a National Literacy Trust Project

13 Comparative gender diversity data from prior years can be found in the Annual Report and Accounts 2023, on Ten's website (www.tenlifestylegroup.com).

E

Environment Minimising our impact on the environment

Ten's operations are designed for low impact and carbon intensity, and it is committed to consistently exploring ways to reduce the Group's environmental footprint.

As part of Ten's Sustainable Business Strategy, the Board, guided by the ESG Working Group, aims to become carbon neutral for Scope 2 greenhouse gas (GHG) emissions by 2025. This will be achieved by continuing to take opportunities to reduce emissions from operations and through offsetting any remaining emissions. Ten will use verified carbon offsetting projects that reduce or avoid equivalent CO_2 emissions.

Beyond setting targets for Scope 2 GHG emissions, Ten continuously encourages its supplier partners and members to adopt more sustainable practices, reinforcing its commitment to promoting environmental responsibility throughout its value chain.

Carbon emissions

As a digitally enabled service business, Ten's main environmental impact stems from the carbon footprint of its operations. 79% (2023: 82%) of our emissions are classified as Scope 3 GHG emissions, primarily from staff air travel and remote working. The remaining 21% (2023: 18%) arise from Scope 2 GHG emissions directly related to office electricity usage.

Ten uses intensity ratios based on tonnes of CO_2e and megawatt hours per £m of Net Revenue to monitor its global energy efficiency and carbon footprint effectively. A like-for-like data analysis reveals a slight increase in energy usage and GHG emissions per £m of Net Revenue, primarily as a function of increased serviced office space, as staff increasingly return to working from the office, and Net Revenue broadly remaining in line with the prior year.

Ten has continued to identify opportunities to reduce energy consumption by working with landlords and serviced office providers to assess energy providers, enhance energy efficiency, improve air quality and minimise waste. In 2024, Ten relocated its primary London office, prioritising energy-efficient buildings with green certifications in the selection process. The decrease in electricity usage in the United Kingdom, which falls under Scope 2, resulted in a 46% reduction in GHG emissions.

The Group leverages online collaboration tools to decrease regional meetings and promotes flexible working arrangements, reducing the carbon footprint associated with business travel and commuting. Where possible, Ten has increased the availability of bicycle parking spaces for its staff. These initiatives have contributed to a 23% reduction in GHG emissions pertaining to our Scope 3 remote working energy consumption, while global air travel increased GHG emissions by 79% as in-person opportunities to collaborate with corporate clients, suppliers and colleagues are carefully selected.

Ten continues to report on its energy consumption and greenhouse gas (GHG) emissions in line with the Streamlined Energy and Carbon Reporting (SECR) framework. The Scope 2 analysis includes all offices – both leased and serviced – and the Scope 3 analysis accounts for major data centres and cloud providers' energy consumption and the emissions generated by home working employees.

Total Scope 2 GHG emissions (tCO_2e)

270

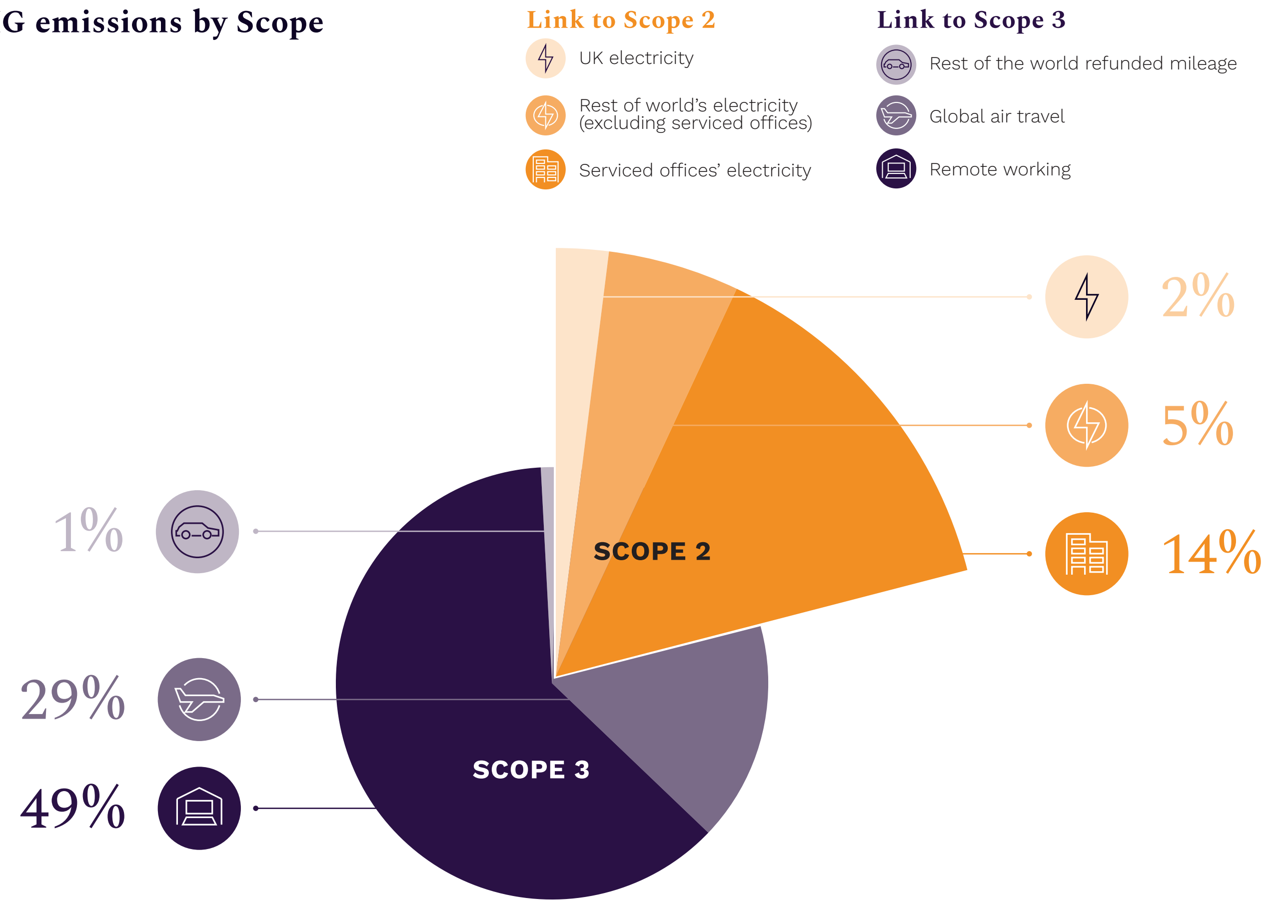
(2023: 149)

Total Scope 2 & 3 intensity ratio (tCO_2e/£m Net Revenue)

20

(2023: 19)

GHG emissions by Scope



Member activities

Ten remains dedicated to positively influencing its members by offering sustainable lifestyle choices and aiding them in achieving their personal carbon footprint goals. This is particularly vital among HNWI members, as reducing carbon-intensive travel and dietary habits of this demographic is key to mitigating global warming. The ESG Working Group collaborates closely with Ten's proposition, digital, and content teams to target the following three strategic areas to promote sustainable choices to members:

Strengthen Ten's sustainable proposition to deliver member choice
Enhance offerings to provide members with a broader array of sustainable choices.

Enhance visibility of choice across all channels
Increase awareness and visibility of sustainable choices through all communication channels.

Facilitate member philanthropic activities in partnership with corporate clients
Collaborate with corporate clients, working towards enabling and promoting philanthropic initiatives among members.

This collaborative endeavour has forged partnerships with sustainable retail brands, resorts, and events, championing diversity and fundraising initiatives. These collaborations feature prominently in Ten's editorial content and customised member communications, including the publication of over 53 (2023: 56) articles on sustainability topics. In addition, improvements to Ten's Digital Platform now provides members with an expanded "Conscious Collection" that includes retail brands and restaurants.

Climate-related Financial Disclosures Regulations 2022 Statement

In accordance with the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022, Ten presents its climate-related disclosures, underscoring its sustainability commitment. Ten is resolutely committed to progressing its transition towards net zero. By following CFD and TCFD recommendations, Ten aims to provide transparency about its climate risk exposure and its progress towards a sustainable, low-carbon future. This year, climate-related impacts and necessary disclosures have been evaluated at both Group and subsidiary levels to set achievable targets for the Group.

Category	Description
Governance	
a. Oversight of climate-related risks and opportunities	The Board oversees the Group's Sustainable Business Strategy. Based on feedback from the ESG Working Group, chaired by Jules Pancholi, Non-Executive Chair, the Board identifies climate-related risks and opportunities. Climate-specific risks are tracked in the risk register and consistently reviewed by both the Audit and Risk Committee and the Board. Additionally, the Committee receives periodic updates on ESG risks and mitigation plans from the ESG Working Group.
b. Management's role in assessing and managing climate-related risks and opportunities	The ESG Working Group assesses potential risks and opportunities at both the Group and subsidiary levels, considering the Group's geographical and functional areas. The Group meets quarterly to discuss emerging risks and opportunities and formulate agreed-upon action or mitigation plans. Climate considerations are integral to relevant strategic and operational risk management processes.
Strategy	
a. Identified risks and opportunities	The tables in the "Climate scenario analysis" section summarise the Group's analysis of key climate-related risks and opportunities across short-term (pre-2030), medium-term (2030 – 2040), and long-term (post-2040) timeframes. These risks and opportunities are reviewed and updated in response to evolving landscapes and developments.
b. Impact on the Group's business and strategy	As a low-impact, digitally enabled service business committed to reducing its carbon emissions, Ten incorporates climate considerations into its strategic and operational risk management processes. The tables in the "Climate scenario analysis" section outline how climate-related risks and opportunities impact the Group's business, strategy, and financial planning.
c. Resilience strategy	While climate-related factors present certain risks and uncertainties, Ten's adaptability to operational and market challenges instils confidence in its ability to adjust the business model and mitigate potential risks as needed. The tables in the "Climate scenario analysis" section demonstrate the Group's resilience to various climate-related scenarios, including a 2°C or lower scenario.
Risk management	
a. Identification and management	The Board and Audit and Risk Committee oversee the Group's risk management framework. The ESG Working Group identifies emerging climate-related risks and formulates mitigation plans. Material risks are documented in the Group's risk register, ensuring centralised review and management to establish suitable mitigating measures.
b. Integration into overall risk management	Climate-related risks are incorporated into all relevant business decisions. The ESG Working Group embeds the Group's Sustainable Business Strategy by engaging with the Executive Committee, thereby fostering a culture of environmental awareness.
Metrics and targets	
a. Metrics for assessment	The Group quantifies energy consumption and GHG emissions from all business activities, including office electricity use, mileage, air travel, data centres, and remote working. A detailed report of the Group's Scope 1, 2, and 3 GHG emissions are disclosed on pages 36 and 37.
b. Targets for management	The Group uses intensity ratios based on tonnes of CO_2e and megawatt hours per £m of Net Revenue to monitor energy efficiency and carbon footprint over time. It is committed identifying ways to reduce the carbon emissions ratio per £m of Net Revenue.

Climate scenario analysis

The Group recognises the critical need to identify and assess the potential implications of various future climate scenarios to effectively manage risk and seize opportunities associated with climate change.

The scenario analysis below highlights the risks and opportunities related to climate change across three timeframes; short-term (pre-2030), medium-term (2030–2040), and long-term (post-2040) across two climate scenarios.

- Scenario 1: High carbon (>3°C) – this "adverse scenario" anticipates significant GHG emissions leading to severe physical impacts from climate change
- Scenario 2: Low carbon (<2°C) – this "favourable scenario" involves aggressive mitigation of global temperature rise and GHG emissions, though transition risks remain

Table one: Climate change-related risks and opportunities

The tables below summarise the risks and opportunities identified as a result of the impacts of climate change on the business, as well as the maturity of the assessment (on a scale of 1 to 3, with 3 being the most mature):

Risk/opportunity	Maturity of assessment	Overview of risk/opportunity	Business response
Climate change regulations	2	**Risk:** Regulatory changes may result in penalties and higher operating costs due to stringent climate reporting requirements.	Monitor regulatory changes and seek legal expertise as required. The ESG Working Group addresses compliance obligations to prevent misstatements.
Product and service adaptation	2	**Risk:** Potential revenue loss if the Group fails to adapt to growing demand for climate-friendly products. **Opportunity:** Adapting could drive revenue growth.	Developing a climate-conscious product range to support members in the low-carbon transition and meet increasing corporate client enquiries, particularly in financial services.
Investor and corporate client sentiment	2	**Risk**: Investment loss if stakeholder expectations on climate action are not met. **Opportunity:** Improved investment prospects through a strong climate response.	Minimising climate impact and disclosing ESG performance transparently through the annual report and other assessments to sustain investor confidence.
Carbon taxation	2	**Risk:** External carbon pricing may raise operational costs, impacting supplier expenses. **Risk:** Member activity could decline due to carbon taxes, especially in travel.	Ten's Sustainable Business Strategy mitigates carbon pricing impacts. Supplier engagement and low-carbon alternatives reduce exposure to carbon taxes.
Rising temperatures and energy demand	1	**Risk:** Increased operational costs from higher energy demands for cooling data centres amid rising temperatures.	Implementing energy efficiency measures and transitioning to cloud services to lower cooling needs.
Extreme weather conditions	1	**Risk:** Disruption from extreme weather events and related property damage costs.	Robust business continuity plans ensure operations across 20 global locations and support remote work.
Climate migration	1	**Risk:** Market volatility from unpredictable climate changes.	Ten's global service model is designed to adapt to climate migration and changing conditions.

All assessments are still in progress. In the coming year Ten will continue to monitor and assess each risk as it is able to better observe them.

Climate-related Financial Disclosure Regulations 2022 Statement continued

Climate scenario analysis continued

Table two: Risks by climate scenario and time frame

The table below summarises the areas considered as part of the assessment of the potential risks of climate change on the business and the expected financial impact each may have, using the following definitions:

Low financial impact: Minor fluctuations in revenue or expenses that have a limited effect on the Group's overall financial stability and are easily manageable with existing resources.

Medium financial impact: Noticeable changes in revenue or expenses with a moderate impact on profit margins, requiring some adjustments and strategic management.

High financial impact: Substantial fluctuations in revenue or expenses leading to a significant impact on profit margins, demanding urgent and comprehensive financial strategies for recovery and sustainability.

Transition risks by climate scenario and time frame			Financial impact over time frame		
Risk	**Financial impact**	**Scenario**	**Pre-2030**	**2030-2040**	**Post-2040**
Climate change regulations	Potential penalties for non-compliance and rising operational costs to meet regulatory requirements	Low carbon	High	High	High
		High carbon	High	High	High
Product and service adaptation	Revenue loss if the Group fails to adapt to growing demand for climate-friendly services and products	Low carbon	Medium	High	High
		High carbon	High	High	High
Investor and corporate client sentiment	Investment losses if the Group does not meet escalating stakeholder and investor expectations regarding climate action and disclosures	Low carbon	Medium	Medium	High
		High carbon	Medium	High	High
Carbon taxation	Increased costs for products, services, and partnerships	Low carbon	Medium	Medium	Medium
		High carbon	High	High	High
Rising temperatures and energy demand	Higher resource costs to fulfil service demands	Low carbon	Low	Medium	Medium
		High carbon	High	High	High
Extreme weather events	Decreased demand for services due to adverse weather conditions	Low carbon	Low	Medium	Medium
		High carbon	Low	High	High
Climate migration	Shifts in consumer and market behaviour driven by climate change	Low carbon	Medium	High	High
		High carbon	High	High	High

Transition risks pose a substantial financial challenge if they are not adequately addressed in a timely manner. It will be critical for Ten to meet the climate action expectations of members, corporate clients, investors, and consumers with deft execution of its climate strategy.

Table three: Opportunities by climate scenario and time frame

The table below summarises the potential climate-related opportunities identified as part of the assessment of the potential impacts of climate change on the business.

Opportunities by climate scenario and time frame			Financial impact over time frame		
Opportunity	**Financial impact**	**Scenario**	**Pre-2030**	**2030-2040**	**Post-2040**
Product and service adaptation	If the Group adapts to meet a potential increase in climate-related demand, it could present an opportunity for revenue growth	Low carbon	Medium	High	High
		High carbon	Medium	Medium	Medium
Investor and corporate client sentiment	Greater investment from stakeholders and investors as a result of a robust response to the climate agenda	Low carbon	Medium	High	High
		High carbon	Medium	Medium	Medium
Carbon taxation	The member base is less sensitive to price increases than the wider population and our member engagement strategy seeks to provide low-carbon alternatives	Low carbon	Medium	Medium	Medium
		High carbon	Medium	Medium	Medium

Carbon emissions

The Group reports its Scope 1, 2, and 3 carbon emissions under the Streamlined Energy and Carbon Reporting (SECR). This includes energy and GHG emissions from global activities such as all offices' electricity purchases, business travel, data centres, key cloud service providers, and remote employee work.

Tables 1 and 2 display the energy consumption and GHG emissions from these activities in kilowatt hours and tonnes of CO_2e, along with percentage changes compared to previous years.

Table 3 details the Group's selected intensity ratios by year, based on tonnes of CO_2e per megawatt hour of Net Revenue. These ratios track Ten's global energy efficiency and carbon footprint over time, indicating a slight increase compared to the prior year.

Climate-related Financial Disclosure Regulations 2022 Statement continued

Carbon emissions continued

Table 1: Greenhouse gas (GHG) emissions and energy use (kWh) by Scope

	Kilowatt hours of energy (kWh)			Tonnes of carbon dioxide equivalent (tCO_2e)		
	2024	2023	2022	**2024**	2023	2022
Scope 1	**—**	—	—	**—**	—	—
Scope 2						
a) UK electricity	**136,101**	230,525	251,766	**28.18**	51.87	58.19
b) Rest of world electricity (excluding serviced offices)	**310,407**	242,302	248,589	**64.27**	49.67	56.66
c) Serviced offices electricity	**858,784**	189,477	205,689	**177.81**	47.95	49.23
Scope 3						
a) UK refunded mileage	**11,060**	14,509	3,408	**2.29**	2.81	0.66
b) Rest of world refunded mileage	**42,886**	37,017	26,915	**8.88**	7.16	5.20
c) Global air travel	**1,747,102**	1,043,520	542,744	**361.74**	201.80	104.96
d) Data centres and key cloud providers	**14,489**	12,829	12,145	**3.00**	2.48	2.35
e) Remote working	**3,020,640**	4,223,387	3,303,066	**625.42**	816.72	638.75
Total emissions (Scope 1, 2, and 3)	**6,141,469**	5,993,566	4,594,322	**1,271.59**	1,180.46	916.00

Table 2: Annual changes in greenhouse gas (GHG) emissions and energy use (kWh) by Scope

	Annual percentage change in kilowatt hours of energy (%)			Annual percentage change in tonnes of carbon dioxide equivalent (%)		
	2024	2023	2022	**2024**	2023	2022
Scope 1	**—**	—	—	**—**	—	—
Scope 2						
a) UK electricity	**(41%)**	(8%)	11%	**(46%)**	(11%)	20%
b) Rest of world electricity (excluding serviced offices)	**28%**	(3%)	31%	**29%**	(12%)	(36%)
c) Serviced offices electricity	**453%**	(8%)	—	**358%**	(3%)	—
Scope 3						
a) UK refunded mileage	**(24%)**	326%	216%	**(18%)**	326%	230%
b) Rest of world refunded mileage	**16%**	38%	171%	**24%**	38%	171%
c) Global air travel	**67%**	92%	—	**79%**	92%	—
d) Data centres and key cloud providers	**13%**	6%	—	**21%**	6%	—
e) Remote working	**(28%)**	28%	—	**(23%)**	28%	—

Table 3: Intensity ratio per £m of Net Revenue (tCO_2e/£m/MWh/£m)

	Megawatt hours of energy per £m of Net Revenue (MWh/£m)			Tonnes of carbon dioxide equivalent per £m of Net Revenue (tCO_2e/£m)		
	2024	2023	2022	**2024**	2023	2022
Scope 2 a) and Scope 3 a)	**2.34**	3.89	5.45	**0.48**	0.87	1.26
Scope 2 a) and b) and Scope 3 a) and b)	**7.94**	8.32	11.34	**1.64**	1.77	2.58
Scope 2 a) to c) and Scope 3 a) to e)	**97.64**	95.14	98.17	**20.22**	18.74	19.57

SECR methodology

The figures quoted in Scope 2 a) UK electricity include data from meter readings from the UK office only whereas Scope 2 b) Rest of world electricity (excluding serviced offices) includes data from meter readings or estimates from the Group's non-serviced offices and Scope 2 c) Serviced offices electricity is an estimate of electricity usage at the Group's serviced offices.

The figures quoted in Scope 3 a) UK refunded mileage include refunded business mileage from the UK only whereas Scope 3 b) Rest of world refunded mileage includes data from the rest of the world. Refunded business mileage is classified as Scope 3 as Ten does not own the assets. The prior year emissions from refunded mileage has been restated using up-to-date conversion factors. Scope 3 c) Global air travel includes global air travel by employees during the period.

The figures quoted in Scope 3 d) Data centres and key cloud providers include data or estimates from three of the Group's global data centres and the use of Amazon Web Services.

The figure quoted in Scope 3 e) Remote working is an estimate of energy consumption by staff when working from home based on the government rates which is around 1.73kWh per FTE hour, which is a shift from the 2020 home emissions whitepaper which estimated hourly consumption to be 2.65kWh per FTE hour.

Conversion factors used to calculate 2023 emissions and recalculate the 2022 emissions were taken from the UK government's GHG Conversion Factors for Company Reporting (2021) to calculate emissions for Scope 2 and 3. An average CO_2e factor has been applied to the refunded business mileage as individual private vehicle details have not been provided.

Stakeholder Engagement (S. 172)

How the Board engages stakeholders

The Group has a number of stakeholders in the business with sometimes differing needs, all of which need to be understood by the Board and fairly considered when making decisions about the business that may have an impact on them.

Under Section 172(1) of the Companies Act 2006, the directors of a company have a duty to promote the success of the company for the benefit of its shareholders and wider stakeholders when making decisions. In doing so, the Board has regard (amongst other matters) to:

a) the likely consequences of any decision in the long term;
b) the interests of the Group's employees;
c) the need to foster the Group's business partnerships with suppliers, customers and others;
d) the impact of the Group's operations on the community and the environment;
e) the desirability of the Group maintaining a reputation for high standards of business conduct; and
f) the need to act fairly between members of the Group.

The Group is also B Corp certified, which further formalises the Board's commitment to growing a sustainable business and has significant positive effect on the Group and stakeholders, as further detailed on page 26.

Here is a summary of how the Board engages with some of the Group's main stakeholder groups:

Shareholders

- The Board is committed to fostering open and meaningful dialogue with all shareholders, ensuring fair and equal treatment.
- The CEO and CFO regularly engage with market analysts and institutional shareholders through individual meetings.
- Shareholder engagement updates, analyst commentary, and feedback from corporate brokers on investor perception are regularly received.
- In-person, virtual, and hybrid shareholder meetings and investor events are held with good attendance and positive feedback.
- The Group maintains an ongoing commitment to providing a range of attendance options and informative online content.

Members

- Prioritising member engagement influences almost every decision across the Group.
- Various channels, such as content, eCRM, Ten Digital Platform, and Lifestyle Managers, are utilised for member engagement.
- Member satisfaction and feedback are continuously assessed, including through NPS.
- The Group emphasises anticipating and influencing members' current and future lifestyle needs.

→ For more information about Ten's member proposition see pages 14 to 17

Corporate clients

- Engaging proactively with corporate clients is vital for the growth and revenue of the business.
- Regular communication with clients is maintained by the senior management and the corporate client services team.
- The Chief Operating Officer provides the Board with detailed updates on client engagement.
- The CEO and selected Board members regularly meet with existing and potential clients to fortify relationships.

→ For more information about Ten's corporate clients, see pages 18 and 19

Employees

- Employees, who are based globally, play a crucial role in providing high-quality and innovative services.
- Various methods, such as the OKR goal-setting framework, are used to ensure that employee feedback informs the business direction.
- Employee satisfaction is monitored annually, with actionable steps reported to the Board.
- The Group prioritises employee development and well-being, with programs and initiatives in place to support career growth.

→ For more information about Ten's commitment to responsible business, see pages 28 and 29

Strategic supplier partners

- Strong relationships with strategic supplier partners are key to delivering value to members.
- Engagement with IT, technology, payment services, and telephony providers boosts operational efficiencies.
- Proposition specialists leverage combined buying power to enhance service proposition.
- The Board receives updates on key strategic partners and approves capital expenditure through a procurement process.

→ For more information about Ten's supplier partnerships, see pages 14 and 15

The disclosures set out in the table below are some examples of how the Board has had regard to the matters set out in Section 172(1)(a) to (f) when discharging its Section 172 duties, the effect of that on certain decisions taken by it and how the Board seeks to ensure effective and continuous engagement with its stakeholders.

Board decision	Stakeholders affected	Strategic, operational, financial, and Section 172 considerations
Approval of the Group's budget, which included continued investment in the Group's proprietary technology, communications, and content.	Members Shareholders Corporate clients Employees Strategic supplier partners	■ Maintaining the Group's competitive advantage. ■ Improving the member proposition and increasing efficiencies through advancements in digitalisation, which drives profitability. ■ The Group's cash and working capital requirements. ■ Continuous collaboration with corporate clients and member feedback guide investment decisions. ■ Relevant employee input is considered in establishing operational budgets.
Approval of a targeted restructuring programme across various service and support functions within the Group, aimed at resetting the cost base and realigning management structures to better support the Group's future operations.	Members Shareholders Corporate clients Employees	■ Ensuring the restructuring aligned with the Group's long-term strategic objectives. ■ Assessing the potential disruptions to key functions and how they will be managed. ■ Weighing the short-term restructuring costs against expected long-term savings. ■ Considering the impact on leadership effectiveness, talent retention, and succession. ■ Evaluating how the restructuring will affect shareholders, employees, and client relationships.
Appointment of a new Chairperson and the appointment of new Non-Executive Directors.	Members Shareholders Corporate clients Employees Strategic supplier partners	■ Alignment with the Company's strategic goals. ■ The assessment of industry expertise and leadership qualities. ■ Past roles are assessed for operational expertise. ■ Collaboration and execution skills. ■ A history of contributing to revenue growth. ■ Alignment with succession planning and legal compliance. As part of the succession planning process, the Nomination Committee engages with shareholders and stakeholders to understand the Board's demands and determine the optimal skill mix needed.
The recommendations of the ESG Working Group, which include setting a carbon neutral target for 2025.	Members Shareholders Corporate clients Employees Strategic supplier partners Environment	■ Driving the Group towards its ambition to reduce its direct and indirect impacts on the environment. ■ Communicating to investors how the Group manages the challenges and opportunities of climate change. ■ Identifying risks and opportunities likely to arise as a result of global warming. ■ Regulatory and environmental compliance. The ESG Working Group engages institutional shareholders when assessing resources to monitor and plan for climate changes, considering potential effects on employees and other stakeholders.
Managed invoice financing facility and other debt.	Shareholders Corporate clients	■ The Group's cash and working capital requirements. ■ The operational requirements of expanding existing and launching new corporate client programmes. ■ Whether the terms of a related party's subscription for £250k of loan notes was fair and reasonable insofar as shareholders are concerned. The Audit and Risk Committee, along with the Board, closely oversees the Group's financial performance against forecasts and prudently manages working capital to ensure robust financial management for stakeholders' benefit.

Risk Management

Managing our risk

The Board identifies the following principal risks to the Group's operations. These risks are managed and mitigated through a risk management and internal control framework, detailed further on page 57 of the Corporate Governance Statement and page 59 of the Audit and Risk Committee Report. The Board acknowledges that the Group's risks and operating environment can evolve and the Group may encounter additional risks and mitigants over time, hence; the provided list is not exhaustive.

Description	Mitigation strategies	Change in 2024
Finance/macroeconomic		
Financial resources		
Future expansion could be impeded due to inadequate financial management. Reduced profitability and insufficient cash reserves could occur due to an increase in costs or a decrease in revenue. There could be insufficient cash to meet essential working capital requirements. Penalties could arise from incorrect tax payments. Potential losses could occur due to fluctuations in currency exchange rates. Financial losses could occur due to control failures or fraudulent activities.	The Group's finance team conducts a dynamic financial planning process to ensure precise liquidity forecasts. Prudent cash management strategies, including securing debt, are employed to maintain working capital requirements. External professional expertise in tax and other areas is utilised to ensure accuracy and compliance. Robust financial systems are deployed to strengthen controls and reporting, enabling continuous review. Active monitoring of foreign currency sensitivities and natural hedging strategies are employed to mitigate risks associated with currency fluctuations.	The Group raised additional debt in the year to fund working capital cash flow requirements, indicating an increase in borrowing to support working capital. Financial and other back-office functions were developed over the year, along with the implementation of advanced financial systems to augment capacity, marking an enhancement of back-office functions. Ongoing efforts to review and enhance the control framework, including the establishment of strengthened standard operating procedures, signifying a strengthened control framework.
Global events, global economic and political factors		
The resurgence of travel restrictions, the ongoing war in Ukraine, conflicts in the Middle East, and other geopolitical events present potential threats to member activity and revenue. A general economic downturn and the cost of living crisis, characterised by inflation, can pose challenges to the Group's financial health.	The Group is able to adapt its working practices and member propositions to lifestyle needs and corporate client demands, effectively managing demand and revenue in challenging scenarios. The Executive Committee, and the Board monitor regional macroeconomic changes, adjusting pricing structures to navigate the evolving economic environment and external cost pressures.	The Group maintained preparedness to adapt to potential effects of geopolitical events, despite minimal impact from global events in the year. Continuing regional inflation and cost of living pressures presented some operational cost increases, broadly offset by price adjustments with corporate clients. The Group demonstrated adaptability in response to economic challenges to maintain operational stability.

Description	Mitigation strategies	Change in 2024
Finance/macroeconomic continued		
Regulatory and compliance		
The Group faces potential risks related to non-compliance with a range of regulatory standards, including travel, data protection, privacy, employment law, tax, financial regulations, and consumer law. Non-compliance may result in potential fines, penalties, or legal proceedings, posing financial and operational risks. Failure to comply with internal policies and procedures poses a risk of financial losses and operational disruptions. Regulatory breaches carry the risk of adverse publicity, potentially impacting revenue growth and profitability as customers and stakeholders may react negatively to perceived non-compliance.	Legal, compliance, finance, and HR teams closely monitor industry-specific and local regulations, seeking external advice as needed. The Group maintains robust compliance procedures, ensuring the protection of personal data. Group policies are consistently upheld, with ongoing training to foster a culture of compliance. Regular internal, corporate client, Payment Card Industry Data Security Standard (PCI DSS) and System and Organisation Controls (SOC) Type 2 audits ensure business practices align with regulatory and contractual obligations.	The Group's global footprint remained largely unchanged throughout the period, indicating a stable global presence. No compliance breaches were identified in 2024, reflecting the Group's commitment to upholding regulatory standards. Data privacy arrangements were updated with revisions to the Group's Data Processing Agreements and International Data Transfer Agreements, demonstrating a proactive approach to data protection.
Environment, social and governance (ESG)		
Failure to meet ESG ambitions may impact the Group's growth and reputation. Losing B Corp certification could negatively affect the Group's standing and credibility. Misalignment with stakeholder goals, including corporate clients, investors, and employees, could reduce competitiveness. Climatic risks, such as natural disasters and changes in legal frameworks, pose challenges to supply chains and member behaviours.	The ESG Working Group, reporting to the Board and the Audit and Risk Committee, formulates and implements the Group's Sustainable Business Strategy, emphasising transparency and positive operational changes. Maintain the Group's B Corp certification, securing its commitment to sustainable business practices and align with rising ESG priorities.	The Group maintained its B Corp certification, affirming its commitment to sustainable business practices. The Global Diversity, Equity and Inclusion Council continued its DEI Programme, reflecting a commitment to fostering diversity, equity, and inclusion. The Group continued monitoring and disclosure of DEI and carbon emissions, showcasing a dedication to transparency and accountability. The Group set a carbon neutral target for 2025, demonstrating its commitment to environmental sustainability.

Risk Management continued

Description	Mitigation strategies	Change in 2024
Operational		
Recruitment and retention of talent		
Failure to manage people-related risks could potentially lead to a loss of organisational culture and cause operational or strategic disruptions. The Group's success is dependent on retaining talent, requiring ongoing efforts to attract, motivate, develop, and retain skilled employees.	Regular reviews are conducted to ensure fair compensation through salaries, bonuses, and share options. Flexible working arrangements are provided, and improved office spaces to encourage collaboration. Annual employee satisfaction is monitored with proactive measures to address concerns. The Group's Global Leadership Programme exemplifies a sustained focus on staff development.	Some salary pressures due to regional wage inflation and competitive recruitment markets. Emphasis on management succession planning, with development initiatives. Graduates from the Group's Global Leadership Programme achieved promotions and took on mentorship roles. The Group's DEI Programme continued to foster inclusion and ensure equality of opportunity.
Corporate clients and competition		
Most of the Group's Net Revenue is derived from contracts with corporate clients, and failure to secure, renew, or comply with contract terms could impact revenue and profitability. Operational inefficiencies or price misalignment may affect contract profitability and lead to client loss.	The Group maintains a robust sales pipeline to ensure a steady influx of new contracts. The corporate client services team engages with key contacts daily, delivering data-driven reporting to monitor compliance with service levels and demonstrate the return on investment. Ongoing reviews of pricing and other commercial terms are conducted to maintain competitiveness. The Group sustains a competitive edge through its market-leading Ten Digital Platform.	The Group successfully retained all but one Material Contracts and secured new Material Contracts. Confidence of both existing and new corporate clients is good, with existing clients engaging additional content and customisation services. Some agreed-upon price increases with corporate clients were driven by the perceived value of services and a robust competitive position.
Supplier partners		
Reliance on supplier partners can create risks such as managing cost pressures in the supply chain and potential service disruptions from underperforming suppliers. Dependence on supplier partners could lead to quality issues with goods or services, potentially impacting customer satisfaction and the Group's reputation.	The Group maintains strong commercial and contractual relations with critical supplier partners. The business understands alternative supplier options in the market, and a tested recovery protocol is in place for potential disruptions. Initial and regular due diligence checks are conducted on key supplier partners to assess creditworthiness and ensure compliance with contracts and regulations. The Supplier Code of Conduct is maintained to establish minimum standards and transparency expectations from key supplier partners.	New strategic partnerships were formed with hotel, ticketing, restaurant, and travel suppliers to enhance the Group's member proposition. Reviews were conducted on key technology, IT, and cloud providers to ensure their continued reliability and performance. The Supplier Code of Conduct was maintained, outlining updated standards and transparency expectations from key supplier partners.

Description	Mitigation strategies	Change in 2024
Technology		
Digital strategy management and changes		
The Group's market share and competitive advantage depend on its digital strategy, particularly the performance of the proprietary Ten Digital Platform, TenMAID, and other digital elements. Failure or underperformance of these digital elements could lead to operational disruption, regulatory fines, and contractual risks.	Sustained investment is made in the Group's digital strategy to ensure future business performance. The Board exhibits ongoing commitment to IT investment, reinforcing operational efficiency, data management, and enhancing cybersecurity defences. Robust back-up and recovery processes and procedures are implemented to minimise service disruption risks.	£12.8m (2023: £13.9m) was invested in proprietary digital platforms, communications, and technologies, of which £6.7m (2023: £7.3m) was capitalised; emphasising the Group's commitment to digital advancement. Key improvements were developed for the Ten Digital Platform, enhancing its capabilities and ensuring continued relevance in the market, including the launch of Ten Box Office technology for more efficient handling of ticket sale, allocations and guest list management. Generative AI solutions were launched and iterated to improve service quality and efficiency.
Data security and cybersecurity management		
Failure to provide a resilient platform or prevent data loss due to security threats poses significant operational and contractual risks, and the digitalisation of services requires robust safeguards to protect member data and comply with privacy regulations, including GDPR. Utilising new technologies, including AI, may introduce new risks, as the increased complexity and interconnectedness of AI systems may expose vulnerabilities, leading to potential data breaches, unauthorised access, and compromise of sensitive information.	Continuous investment is made in "best-in-class" security software and processes, including external penetration testing, endorsed by the Board. Regular security training is provided for employees to enhance awareness and response capabilities. The Group maintains Payment Card Industry Data Security Standard Level 1 (PCI DSS) certification and SOC Type 2 compliance. Annual PCI DSS and SOC Type 2 audits, along with penetration tests by independent external auditors, supplement internal checks and those conducted by corporate clients.	The evolving cybersecurity landscape means the general risk of cybersecurity attacks across companies has increased. No major cyber incidents were reported during the year, indicating the effectiveness of cybersecurity measures. The Group retained its PCI DSS Level 1 accreditation and SOC Type 2 certification, reinforcing its commitment to data security and compliance.

Financial Review

Strategic contract wins and efficiency gains drive consistent revenue and Adjusted EBITDA, positioning the Group for growth into FY 2025

"Net Revenue was maintained at £62.9m (2023: £63.0m) and up £1.4m (2.2%) at constant currency. Adjusted EBITDA of £12.8m (2023: £12.0m), £12.6m at constant currency increased by 7% as operational efficiencies delivered an improved Adjusted EBITDA margin of 20.3%. (2023: 19.1%)."

Alan Donald
Chief Financial Officer

NET REVENUE

£62.9m

(2023: £63.0m)

ADJUSTED EBITDA

£12.8m

(2023: £12.0m)

	2024 £m	2023 £m
Revenue	**67.3**	66.7
Corporate revenue	**55.3**	55.6
Supplier revenue	**7.6**	7.4
Net Revenue	**62.9**	63.0
Operating expenses and other income	**(50.1)**	(51.0)
Adjusted EBITDA	**12.8**	12.0
Adjusted EBITDA %	***20.3%***	*19.1%*
Depreciation	**(3.3)**	(2.9)
Amortisation	**(5.8)**	(5.3)
Share-based payments	**(0.9)**	(0.9)
Exceptional items charge	**(0.7)**	(1.1)
Operating profit before interest and tax	**2.1**	1.8
Net finance expense and foreign exchange	**(1.6)**	(0.9)
Profit before taxation	**0.5**	0.9
Taxation credit	**0.5**	3.6
Profit for the period	**1.0**	4.5
Net cash	**3.9**	3.7

Adjusted EBITDA

Adjusted EBITDA is not a statutory measure, however, the Board believes it is appropriate to include this as an additional metric as it is one of the main measures of performance used by the Board. It reflects the underlying profitability of our business operations, excluding amortisation of investment in platform infrastructures, exceptional charges and share-based payment expenses and related taxes.

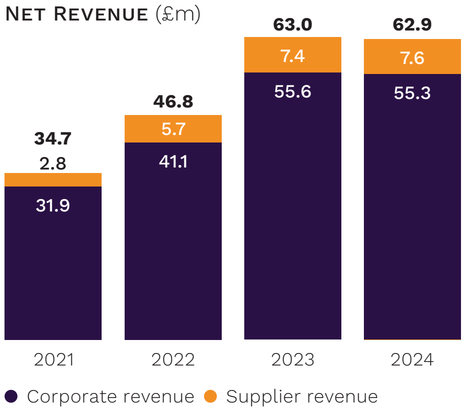
Revenue and Net Revenue

Revenue for the twelve months to 31 August 2024 was £67.3m, representing a modest increase from £66.7m in the prior year. Net Revenue remained consistent with the previous year at £62.9m (2023: £63.0m) (£64.4m at constant currency), in line with market expectations. Net Revenue includes the direct cost of sales related to member transactions where Ten acts as the principal service provider, capturing the full scope of member transactions managed by the Group.

Corporate Revenue was stable at £55.3m (2023: £55.6m), with underlying base business relatively flat overall. The loss of a Large contract in the last quarter of the year and FX headwinds were partially offset by new contract wins during the year. These included Medium contracts with key corporate clients, such as a private bank in AMEA and Emirates NBD, which began generating revenue in H2 2024, providing a foundation for growth in the coming year. Supplier Revenue increased to £7.6m from £7.4m, reflecting a consistent demand for supplier-driven offerings.

The graph below provides a four-year history of Net Revenue.

NET REVENUE (£m)



Contract analysis

The following tables set out an analysis of our contracts by size and by region. We have analysed only our Material Contracts. Note, the contract size is based on the annualised value paid or expected to be paid by the corporate client for the provision of concierge and related services by Ten. This does not include the revenue generated from supplier partners through the provision of these concierge services.

Contract by size	2024	2023	Change
Extra Large	**3**	3	—
Large	**6**	6	—
Medium	**20**	19	1
	29	28	1

Contract by region	2024	2023	Change
Europe	**8**	10	(2)
Americas	**10**	11	(1)
AMEA	**10**	6	4
Global	**1**	1	—
	29	28	1

During the year, the Group announced five new Medium contract wins as well as an expansion of an existing contract from a Medium to a Large and an expansion of an existing Large contract. Offsetting this, four Medium contracts did not renew or became Small contracts as well as the loss of a Large contract in the last quarter of the year. Within the regions, AMEA saw the most significant growth, adding two new contracts and growing two more into Material Contracts. Europe saw one Large contract and one Medium contract loss, whilst the Americas saw a net decrease of one Medium contract.

Post balance sheet we have announced a further two contract wins, an Extra Large in the Americas region and one Medium contract in AMEA as set out in tables below.

Contract by size	Nov 2024	Nov 2023	Change
Extra Large	**4**	3	1
Large	**6**	6	—
Medium	**21**	19	2
	31	28	3

Contract by region	Nov 2024	Nov 2023	Change
Europe	**8**	10	(2)
Americas	**11**	11	—
AMEA	**11**	6	5
Global	**1**	1	—
	31	28	3

Regional analysis

While there is a clear overlap between the geographic locations of our corporate clients and their members' requests, members use our concierge services across all the regions. Net Revenue by region reflects our servicing location, rather than the location of our corporate clients. This allows us to track the efficiency and profitability of our operations around the world and is therefore presented on this basis.

Net Revenue	2024 £m	2023 £m	% change
Europe	**26.4**	25.9	2%
Americas	**25.0**	25.8	(3%)
AMEA	**11.5**	11.3	2%
	62.9	63.0	(0%)

Net Revenue in Europe saw a modest 2% increase to £26.4m (2023: £25.9m) (£26.5m at constant currency), supported by sustained activity across key corporate contracts. This stability reflects strong member engagement and steady supplier revenue in the region.

Net Revenue in the Americas decreased slightly by 3% to £25.0m (2023: £25.8m) (£25.6m at constant currency), primarily due to shifts in contract sizes and member activity normalising after a high-growth period in prior years. Some of the slow-down in growth was due to corporate clients holding back on activity in anticipation of our digital roll out of Ten Box Office and other digital enhancements. Nonetheless, strong member demand and engagement remain across longstanding client relationships in the region.

Net Revenue in AMEA increased by 2% to £11.5m (2023: £11.3m) (£12.3m at constant currency). Growth in this region was supported by increased member demand and new business activity, particularly in key Middle Eastern markets, which continue to strengthen the Group's presence and market penetration across the region with the post period end Extra Large contract win expected to drive growth in the region in the coming year.

Operating expenses and other income

Operating expenses and other income totalled £50.1m (2023: £51.0m), reflecting a slight decrease of £0.9m. This was largely driven by efficiency gains across the Group, enabling effective cost management alongside stable revenue levels. Total full-time equivalent (FTE) employees was 1,145 at the year end (2023: 1,238), a reduction of 93 FTEs as the Group continues to invest in technology and infrastructure to optimise service delivery and enhance profitability.

Regional Adjusted EBITDA

The Group's Adjusted EBITDA increased to £12.8m (2023: £12.0m) resulting in an improved Adjusted EBITDA margin of 20.3% (2023: 19.1%) reflecting stable revenue and continued focus on operational efficiencies. This figure includes expenses aside from depreciation of £3.3m (2023: £2.9m), amortisation of £5.8m (2023: £5.3m), exceptional items of £0.7m (2023: £1.1m), and share-based payments of £0.9m (2023: £0.9m).

Following the allocation of central costs, including IT infrastructure, software development, property, senior management, and other central expenses, the Adjusted EBITDA by region is presented below:

Adjusted EBITDA	2024 £m	2023 £m	Change £m
Europe	**10.4**	9.2	1.2
Americas	**0.6**	1.9	(1.3)
AMEA	**1.8**	0.9	0.9
	12.8	12.0	0.8

Europe

Adjusted EBITDA for Europe increased to £10.4m (2023: £9.2m), growing by £1.2m during the year to £10.4m both at actual and constant currency. This growth was primarily driven by stable revenue performance combined with operational efficiencies, supporting strong regional profitability and continued growth in supplier revenue.

Americas

Adjusted EBITDA in the Americas decreased to £0.6m (2023: £1.9m) (£0.2m at constant currency), reflecting adjustments in contract sizes and cost structures aimed at maintaining long-term profitability whilst in addition investing in resources in advance of future contract launches.

AMEA

AMEA's Adjusted EBITDA increased to £1.8m (2023: £0.9m) (£1.9m at constant currency). with the region benefiting from enhanced member activity and new business activity across key markets as well as continuing operational efficiencies, supporting increased profitability.

Amortisation

Amortisation costs, relating to the internal platform (TenMAID) and the member-facing platforms, were £5.8m (2023: £5.3m), reflecting continued investment in technology to drive improvements in service levels, efficiency, and competitive advantage. The increase from the prior year is attributable in part to the realisation of a full year of amortisation of costs capitalised over the course of the previous financial year.

Net finance expense

Net finance expense in the year was £1.6m (2023: £0.9m); the expense included loan interest of £0.6m (2023: £0.4m), IFRS 16 lease interest expense of £0.4m (2023: £0.2m) as well as foreign exchange losses on the translation of inter-company balances in the year of £0.6m (2023: £0.2m).

Loan interest increased following an increase in total debt to £5.4m (2023: £4.6m). Since year end, the Group has repaid £1.45m of related party loans using the proceeds from the secondary placing.

The increase in IFRS 16 lease interest is as a result of leases having been renewed, modified or entered into over the course of the year.

Share-based payments

The share-based payments expense in the year was £0.9m (2023: £0.9m). These related to share-based payments expense reflecting share grants made under management incentive plans in the year (see note 28), including the extension of salary sacrifice share options of £0.4m (2023: £0.2m).

Exceptional items expense

The exceptional items expense was £0.7m (2023: £1.1m), The expenses incurred principally related to a specific restructuring programme across the Group. This impacted a number of functions, both service and support functions, as we reset our cost base and realigned some management structures to better support the Group going forward.

Profit before tax

The Group has a profit before tax for the second consecutive year, achieving a profit before tax of £0.5m (2023: £0.9m). The decrease from the prior year is primarily driven by non-cash items and foreign exchange losses on inter-company balances.

Taxation

The taxation expense for the year was a tax credit of £0.5m (2023: £3.6m). The tax credit for the year was the result of the recognition of deferred tax assets related to historical losses of £1.7m (2023: £5.3m). This was partially offset by tax expense in overseas operations and other deferred tax movements.

Earnings per share (basic, diluted and underlying)

The profit for the year was £1.0m (2023: £4.5m), resulting in a basic profit per share (excluding treasury shares) of 1.2p (2023: 5.4p) and diluted profit per share of 1.1p (2023: 5.2p).

Underlying earnings per share is calculated by adjusting the profit/(loss) attributable to equity shareholders for exceptional items of £0.7m (2023: £1.1m) along with deferred tax arising from the recognition of historical losses of £1.7m (2023: £5.3m), resulting in a basic and diluted underlying EPS of 0.0p (2023: 0.4p).

The Board does not recommend the payment of a dividend.

Group cash flow

Summary Group cash flow

	2024 £m	2023 £m
Profit before tax	**0.5**	0.9
Net finance expense	**1.5**	0.9
Working capital changes	**(1.0)**	0.4
Non-cash items (share-based payments, depreciation and amortisation charges, exceptional items)	**10.0**	9.3
Operating cash flow	**11.0**	11.5
Capital expenditure	**(0.3)**	(0.5)
Investment in intangibles	**(6.7)**	(7.3)
Taxation	**(1.2)**	(0.8)
Cash inflow	**2.8**	2.9
Cash flows from financing activities		
Sale of treasury shares	**—**	0.1
Receipts issue of shares	**1.1**	0.6
Loan receipts	**1.1**	1.2
Loan payments	**(0.3)**	—
Loan receipts – Invoice Discounting Facility	**(0.1)**	0.1
Repayment of leases and net interest	**(3.7)**	(3.2)
Net cash used in financing activities	**(1.9)**	(1.2)
Foreign currency movements	**0.2**	(0.1)
Net increase in cash and cash equivalents	**1.1**	1.6
Cash and cash equivalents	**9.3**	8.2
Net cash	**3.9**	3.7

Cash generated from operations was £11.0m (2023: £11.5m). Non-cash items in the year of £10.0m (2023: £9.3m) was substantially made up of depreciation of £3.3m and amortisation charges of £5.8m for the year.

The expenditure that was capitalised on IT equipment and infrastructure, the Ten Digital Platform and TenMAID totalled £7.0m (2023: £7.8m) as we continue to invest in our technology.

Net cash used in financing activities is primarily due to IFRS 16 lease payments and interest of £3.7m (2023: £3.2m). This was offset by loan receipts of £1.1m (2023: £1.2m) and receipts from the issuance of equity of £1.1m (2023: £0.6m).

This has led to an overall increase in cash of £1.1m during the year (2023: £1.6m), with net cash at £3.9m (2023: £3.7m).

Group balance sheet

Summary balance sheet

	2024 £m	2023 £m
Intangible assets	**16.3**	15.4
Property, plant and equipment	**0.6**	0.9
Right-of-use assets	**5.5**	1.9
Deferred tax assets	**5.0**	4.3
Cash	**9.3**	8.2
Other current assets	**12.5**	12.1
Current lease liabilities	**(1.2)**	(1.7)
Current liabilities	**(19.8)**	(20.9)
Short term borrowings	**(4.4)**	(1.6)
Non-current lease liabilities	**(4.4)**	(0.4)
Long-term borrowings	**(1.0)**	(3.0)
Net assets	**18.4**	15.2
Share capital/share premium	**32.5**	31.4
Reserves	**(14.1)**	(16.2)
Total equity	**18.4**	15.2

Net assets were £18.4m (2023: £15.2m). The growth in the year is driven by increased profitability in addition to the recognition of a deferred tax asset of £0.7m related to historical losses which the Group expects to be able to utilise against future profits. The Group has also continued to invest in its digital platforms driving the increase in intangible assets. This was offset by increases in borrowing arrangements.

Key financial performance indicators (KFPIs)

Management accounts are prepared on a monthly basis and include KPIs covering revenue, Adjusted EBITDA, cash balances and Material Contracts, and are measured against both the Group's budget and the previous years' actual results. The KFPIs for the year are:

	2024	2023	2022	2021
Net Revenue (£m)	**62.9**	63.0	46.8	34.7
Corporate (£m)	**55.3**	55.6	41.1	31.9
Supplier (£m)	**7.6**	7.4	5.7	2.8
Net Revenue growth %	**(0%)**	35%	35%	(21.6%)
Adjusted EBITDA	**12.8**	12.0	4.9	4.4
Adjusted EBITDA Margin %	**20.3%**	19.1%	10.4%	12.8%
Net cash (£m)	**3.9**	3.7	3.2	6.7
Material Contracts	**29**	28	28	24

Each month the Board assesses the performance of the Group based on these KFPIs, operational performance indicators including the number of Active Members, as described on page 17, sales performance, corporate client development and technology updates. The Group's performance has strengthened since being previously impacted by COVID-19, achieving records across several of its KFPIs.

Going concern

The impact of plausible adverse macroeconomic scenarios on the Group's business still warrants focus and ongoing management. The Group is particularly exposed to the adverse impact on variable revenues from these scenarios as well as the risk of corporate revenue contracts not being renewed.

The Group has set its budget for 2025 and forecast for the following year which includes the recently announced contract wins. We recognise that there are scenarios under which the Group could be impacted by reductions in the number of member engagements and by prospective corporate clients failing to renew contracts. From our budget base case, a stress scenario of 20% reduction in variable revenues was performed as well as a severe downside scenario of 90% reduction in variable revenues. In each of these scenarios, if revenue is not in line with cash flow forecasts, the Directors have identified cost savings associated with the reduction in revenue and can identify further cost savings if necessary.

Since the year end, the completion of the secondary placing of new Ordinary Shares which raised gross proceeds of £5.9m provided further liquidity to ensure the Group can meet its obligations as they come due.

The Directors have no reason to believe that corporate revenue and receipts will decline to the point that the Group no longer has sufficient resources to fund its operations. However, in the unlikely event this should occur, the Group will continue to manage its working capital position, as well as making significant reductions in its fixed costs.

Post-year-end events

Since the end of the year, the Group has:

- won a significant multi-year Extra Large contract in the USA with an existing global corporate client. Ten will transition service from the incumbent high-touch provider in late H1 FY 2025, with the launch of its digitally enabled concierge platform scheduled for H2 FY 2025;
- won a Medium contract in AMEA with a new corporate client, which is expected to transition from the incumbent provider in late H1 FY 2025; and
- raised gross proceeds of £5.9m through the secondary placing of 9,332,853 new Ordinary Shares at 63 pence per share. The funds raised will support the Group's short-term working capital requirements for the launch of the two contract wins, as well as having repaid £1.45m of related party loans, in addition to strengthening its balance sheet.

Alan Donald
Chief Financial Officer
12 November 2024

Chairman's Introduction to Governance

Chairman renews Commitment to Corporate Governance and Mission

Dear Shareholders

As Chairman, I am honoured to guide the Board in reaffirming our unwavering dedication to a solid corporate governance model. This commitment extends beyond our esteemed shareholders, aiming to deliver tangible benefits to all stakeholders within our vibrant business.

My key role is to steer the Board in embracing and executing a governance model that suits the scale and intricacy of our business. Effective governance is crucial, ensuring clear communication of the business's performance to shareholders and other stakeholders. We have chosen to align with the Quoted Companies Alliance's (QCA's) Corporate Governance Code for Small and Mid-Size Quoted Companies (the "QCA Code"), with our compliance to this framework detailed on pages 54 and 55.

Our shared ambition as a Board is to make Ten the world's most trusted service platform. We strive to build a sustainable, member-centric, and innovative business that distinguishes itself globally.

This year, we were pleased to welcome Edward Knapp and Carolyn Jameson as Non-Executive Directors. Their vast expertise in technology, finance, and capital markets has undoubtedly strengthened our Board's governance, reinforcing our dedication to effective leadership and oversight.

I am also pleased that we have retained our B Corp certification, showcasing our strong commitment to social and environmental responsibility, transparency, and accountability. This accomplishment, a tribute to our committed team, is set to benefit all stakeholders.

Jules Pancholi
Non-Executive Chairman
12 November 2024

Governance at a glance

Governance is essential to building a successful business that is sustainable for the longer term. Ten is committed to ensuring and maintaining high standards of corporate governance to enhance performance and strengthen stakeholder confidence.

Major decisions taken by the Board

Budget approval and strategic investments
Approval of the Group's budget, which included headcount adjustments and investment in proprietary technology.

Targeted restructuring
Approved a targeted programme to restructure service and support functions, aiming to reduce costs and realign management structures to better support future operations.

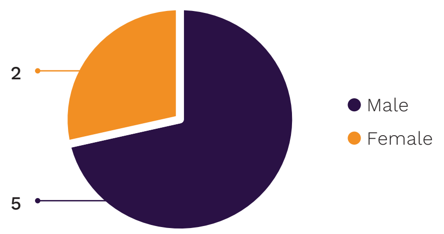
Board changes
Appointment of a new Chairman and the appointment of new Non-Executive Directors.

ESG strategy
The recommendations of the ESG Working Group, which include setting a carbon neutral target for 2025.

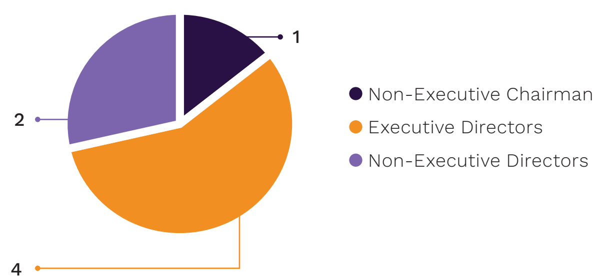
Working capital requirements
Managed invoice financing facility and other debt.

Board structure

GENDER



COMPOSITION



CORPORATE GOVERNANCE

Board changes

8 November 2023
After announcing his intention to step down in July 2023, Bruce Weatherill, former Non-Executive Chairman, stepped down from the Board and Jules was appointed Chairman of the Board and Chair of the Nomination Committee. Edward Knapp and Carolyn Jameson were appointed as Non-Executive Directors. Edward was appointed to the Audit and Risk Committee and Carolyn was appointed to the Remuneration Committee. Gillian Davies, Non-Executive Director, Chair of the Audit and Risk Committee, and member of the Remuneration Committee and Nomination Committee, indicated her intention to step down from the Board at the conclusion of the AGM in February 2024.

6 February 2024
Gillian stepped step down from the Board at the conclusion of the AGM. Edward was appointed Chair of the Audit and Risk Committee and Carolyn was appointed as a member of the Nomination Committee.

24 April 2024
Carolyn was appointed Chair of the Remuneration Committee.

Board of Directors

Experienced leadership

Jules Pancholi
Non-Executive Chairman

Career
Julian ("Jules") Pancholi joined Ten in October 2017. Jules is an experienced technology and marketing services entrepreneur, which includes serving as a Non-Executive Director of Skyscanner Limited, the travel fare comparison website, until its sale to C TRIP for over £1.4bn in 2016. Jules holds or has retired in the year from Non-Executive and Chairman positions with a number of innovative growth companies, including Oritain (forensic supply chain traceability and ESG), Simple Online Healthcare (e-commerce automation), Nitro Digital (Life Sciences marketing), Easy Storage (storage innovation), Borrow My Doggy (two-sided marketplace), and Lumity Life (wellness e-commerce). His other ventures include Nixxie Ltd (a US-focused advertising technology business), Socius Technologies Group Limited (a B2B Fintech workflow solution) and Nitro Property Ltd (a syndicate-based property portfolio business). He serves on the Investment Committee of Love Ventures.

Jules joined Ten as a Non-Executive Director in October 2017, serving as Chair of the Remuneration and Nomination Committees, and as a member of the Audit and Risk Committee. On 8 November 2023, Jules was appointed as Non-Executive Chairman and also took on the role of Chair of the Nomination Committee. On 22 April 2024, Jules stepped down from the position of Chair of the Remuneration Committee but continues to serve as a member.

A R N

Alex Cheatle
CEO and Co-Founder

Career
Alex co-founded Ten in 1998 and currently serves as the Chief Executive Officer (CEO) of the Group. Prior to founding Ten, Alex was a marketing manager at Procter & Gamble and holds a degree in Philosophy, Politics, and Economics from Oxford University. He guides the Group's strategy, emphasising a continual focus on service improvement. Based in London, Alex oversees the Group's global operations and is dedicated to implementing and executing its overarching strategy. This includes day-to-day operations and the strategic mission that drives Ten's commitment to being the world's most trusted service platform. His leadership sets the tone for the Group's mission and global impact.

N

Andrew Long
COO and Co-Founder

Career
Andrew co-founded Ten in 1998 and currently serves as the Chief Operating Officer (COO) of the Group, overseeing key facets of the Company's operations. His responsibilities span corporate client and account strategy, legal and compliance, programme management, as well as the management of global real estate and capital projects, including the development of operational and technological infrastructure. He is also a member of Ten's ESG Working Group.

With a background in leading a UK market-leading event production business, Andrew has been based in Singapore since 2012, where he has assumed leadership responsibilities for the AMEA region, contributing significantly to Ten's global presence and strategic growth.

Alan Donald
CFO

Career
Alan Donald brought his 30+ years of experience working in the insurance, healthcare, aviation, business travel, and leisure sectors to Ten in June 2019. Prior to joining Ten, Alan was UK Finance Director at Thomas Cook Group plc for nine months. Previous to this, Alan was Finance Director of the Travel Division of Saga Group plc, EMEA CFO at Carlson Wagonlit Travel, and CFO at Menzies Aviation, part of the John Menzies Group plc. Alan also held senior finance positions at Willis Corroon plc, BUPA, and Cigna Healthcare. Alan qualified as a Chartered Accountant with Deloitte Haskins & Sells.

Victoria Carvalho
Chief Proposition Officer

Career
Victoria joined Ten's Executive Committee in April 2018 as Managing Director and was appointed Chief Proposition Officer in November 2022. She is responsible for Ten's Strategic Partnerships across Travel, Entertainment, Dining, Retail and Events, Ten's Content & Communications agency, as well as Design, UX/UI.

Victoria is a results-orientated C-suite leader with 20+ years' experience in global and growing dual-listed businesses, including Dow Jones, Thomson Reuters, and latterly Nasdaq, where she was also Company Director of their International Corporate Solutions business. She has extensive experience servicing the world's leading companies in multiple sectors, including Financial Services, Technology, Legal, Consumer Services, and Healthcare. Victoria has lived and worked in the financial centres of London and New York.

Victoria's expertise is in leading high-performing teams, complex global transformational programmes, M&A/joint ventures, business development, product and commercial management, and business process re-engineering.

Victoria was appointed as Executive Director of the Board on 22 February 2023. She is also a member of Ten's ESG Working Group.

Edward Knapp
Non-Executive Director

Career
Edward is a trusted global business leader, FTSE 100 Non-Executive Director, and PLC Board Chairman with extensive experience in technology, growth strategy, risk management, and transformation. He has held executive roles in consultancy, high-growth technology companies, and major regulated financial institutions, including McKinsey & Company, Barclays, Revolut, and HSBC where he was a global Managing Director.

Edward's expertise spans various sectors, including financial and professional services, consumer, and technology. Edward was appointed as Non-Executive Director on 8 November 2023. He was appointed Chair of the Audit and Risk Committee on 6 February 2024.

A

Carolyn Jameson
Non-Executive Director

Career
Carolyn has executive and non-executive international experience in technology, travel, and customer experience environments. She has a proven track record as a strong business leader and is adept at simplifying complexity and maintaining clarity in fast-growth and dynamic settings, including in executive roles at Skyscanner and Trustpilot Group Plc. Her expertise extends to building trusted relationships across cultures at stakeholder, board, and investor levels and she possesses skills in strategic thinking and change management in emerging and evolving areas. Carolyn was appointed as Non-Executive Director and member of the Remuneration Committee on 8 November 2023. She was appointed as a member of the Nomination Committee on 6 February 2024 and Chair of the Remuneration Committee on 22 April 2024.

N R

A Audit and Risk Committee

N Nomination Committee

R Remuneration Committee

Chairperson

How We Comply with the QCA Code

Principle		Compliant	Explanation
DELIVER GROWTH			
1	Establish a strategy and business model which promote long-term value for shareholders	✓	The Group's strategy and business model are designed to deliver long-term shareholder value by focusing on efficiency, service quality, and value for members and corporate clients. This commitment enables smooth operations even under challenging conditions. The strategy continually improves service quality and efficiency, strengthening the business's long-term resilience. → For more information see pages 11 to 13.
2	Seek to understand and meet shareholder needs and expectations	✓	The Board is committed to understanding and fulfilling shareholder needs and expectations. Through regular meetings with investors, analysts, and potential investors, the Board maintains an ongoing dialogue to understand the impact of the Group's strategy and Board decisions on the investor community. The AGM also provides an opportunity for all shareholders to interact with Directors and ask questions, promoting transparency and engagement. → For more information see pages 38 and 39.
3	Take into account wider stakeholder and social responsibilities and their implications for long-term success	✓	The Board is committed to considering wider stakeholder and social responsibilities for long-term success. Regular discussions are conducted to assess the potential impacts of decisions and developments on the Group's key stakeholders, including members, shareholders, corporate clients, employees, strategic partners, and the environment. To ensure a strategic and comprehensive approach, the ESG Working Group, chaired by Non-Executive Chairman Jules Pancholi, actively oversees the implementation of a Sustainable Business Strategy. → For more information see pages 24 and 25.
4	Embed effective risk management, considering both opportunities and threats, throughout the organisation	✓	The Group is committed to embedding effective risk management, considering both opportunities and threats across the organisation. This involves the Board and the Audit and Risk Committee conducting regular reviews of existing and new risks. Communication of these risks is facilitated through reporting lines from the Executive Committee. Furthermore, the Group ensures that processes and control systems, managed by the Executive Committee, are integrated into relevant business functions. → For more information see pages 32 and 33.
MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK			
5	Maintain the Board as a well-functioning, balanced team led by the Chairman	✓	The Group is committed to maintaining a well-functioning, balanced Board under the leadership of the Chairman. The Board, comprised of three Non-Executive and four Executive Directors, continually refines its operational approach to optimise the use of Directors with extensive experience in business, travel, finance, and technology. Board meetings are characterised by vibrant debate and active exchange of ideas, reflecting a dynamic environment where management is rigorously challenged and held accountable. → For more information see pages 50 to 57.
6	Ensure that between them the Directors have the necessary up-to-date experience, skills, and capabilities	✓	The Board's collective skills and experience are evaluated through an annual effectiveness review. The Nomination Committee plays an active role in assessing and recommending re-appointments and succession plans, ensuring that the Directors collectively possess the necessary and current expertise for effective governance. Furthermore, individual development needs of Directors are addressed through annual discussions with the Chairman, promoting continuous improvement and skill enhancement. → For more information see pages 57, 66 and 67.

Principle		Compliant	Explanation
7	Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement	✓	The Chairman leads an annual evaluation of the Board's effectiveness, using clear and relevant objectives to thoroughly assess performance. This evaluation process identifies areas for improvement and subsequently formulates a strategic action plan to address these areas, promoting continuous enhancement. The Board tracks improvements year on year, demonstrating a commitment to evolving and refining its performance. → For more information see pages 57, 66 and 67.
8	Promote a corporate culture that is based on ethical values and behaviours	✓	The Group's cultural foundation is anchored in the values of being member-focused, pioneering, and trustworthy, which align seamlessly with the Group's overarching objectives and strategy. The Board actively promotes ethical values and behaviours through its decision-making processes and is dedicated to enhancing the Group's environmental performance. To reinforce these values, the Executive Committee meets twice a year to refocus on the Group's core values, holding itself accountable for ensuring that ethical values and behaviours are deeply embedded throughout the organisation. → For more information see pages 28 and 29.
9	Maintain governance structures and processes that are fit for purpose and support good decision making by the Board	✓	The Board utilises a strategic governance structure where specific matters are retained for direct consideration, while specialised tasks are delegated to Committees and/or members of the Executive Committee. This approach ensures that the Board is provided with relevant and up-to-date information, facilitating informed decision making on behalf of the business. The governance structure is carefully designed to align with the size and complexity of the Group, taking into account its capacity, appetite, and tolerance for risk. → For more information see pages 26 and 27.
BUILD TRUST			
10	Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders	✓	The Group seeks transparent communication with shareholders, holding regular virtual meetings with investors, analysts, and potential investors. Investor-focused information, including CEO-presented videos, is published on the Group's website. Executive Directors actively engage with the Group's employees, providing regular updates on the Group's strategy. The Executive Committee, which is spread globally, plays a crucial role in reinforcing the Group's values through ongoing communication. → For more information see pages 38 and 39.

How we comply with the QCA Code continued

Board composition and independence

The Board, responsible to shareholders, formulates the long-term success strategy and supervises the Group's management, governance, controls, risk management, direction, and performance. The Nomination Committee monitors the Board to ensure a dynamic mix of financial expertise, public market experience, diversity, and varied skillsets. The Board is satisfied with its composition and confident in its ability to lead the Group. The independent Non-Executive Chairman and Non-Executive Directors maintain their independence from management, adhering to QCA Code provisions that require at least two independent Non-Executive Directors on the Board.

Jules Pancholi, a serving Non-Executive Director, succeeded Bruce Weatherill as Chairman on 8 November 2023. Jules brings extensive experience in driving value creation through growth, technology, and product-market fit, along with experience as a non-executive director of Skyscanner and Chairman of Oritain, among other executive and non-executive positions.

Simultaneously, Edward Knapp and Carolyn Jameson were appointed as independent Non-Executive Directors. Edward is a seasoned global business leader with a background in technology, growth strategy, risk management, and transformation, having held executive roles at McKinsey & Company, Barclays, HSBC, and Revolut, and currently serving as a non-executive director of FTSE 100 F&C Investment Trust Plc. Carolyn brings substantial international executive and non-executive expertise in technology, travel, and customer experience sectors. She has a strong track record as a business leader capable of simplifying complexity and maintaining clarity in fast-growing environments, including executive roles at Skyscanner and Trustpilot Group Plc.

Board operation

The Board is responsible for formulating, reviewing, and endorsing the Group's strategy, budgets, and corporate initiatives, as described in the Strategic Report on pages 4 to 23. A formal schedule of matters reserved for the Board's approval guides its operations. Regular Board meetings, held at least twelve times a year, along with additional sessions as needed, ensure vigilant oversight. An annual agenda and reports from the Executive Committee keep the Board well informed.

The Board has established three Committees: the Audit and Risk Committee, the Remuneration Committee, and the Nomination Committee, each with written terms of reference available on the Group's website. Separate reports by Committee Chairs are presented on pages 58 and 59 (Audit and Risk Committee), 60 and 65 (Remuneration Committee), and 66 and 67 (Nomination Committee).

The ESG Working Group, chaired by Non-Executive Director Jules Pancholi and including Executive Directors Andrew Long, Victoria Carvalho, and senior staff, reports to both the Audit and Risk Committee and the Board.

Executive Directors are full-time employees. The Non-Executive Chairman and Directors manage their duties to the Board and their external commitments, detailed in Board biographies on pages 52 and 53, within a two to three-day monthly commitment. All members, including Non-Executive Directors, dedicate sufficient time to their Group responsibilities.

Board meetings

The Board convened for eight scheduled meetings during the year, along with six additional meetings to address specific issues. Beyond formal Board meetings, Directors, including Non-Executive Directors, maintain regular, informal communication to ensure all Board members are well informed.

Directors are expected to attend all Board meetings and those of the Committees they belong to, dedicating enough time to the Group's affairs to fulfil their directorial duties. If Directors cannot attend a meeting, their input on discussion papers is shared with the Chairman beforehand, ensuring their contribution is incorporated into the broader Board discussion.

The following table shows Directors' attendance at scheduled Board and Committee meetings during the year:

	Board	Audit and Risk Committee	Remuneration Committee	Nomination Committee
Scheduled meetings				
Jules Pancholi	8/8	5/5	3/3	3/3
Alex Cheatle	8/8	—	—	3/3
Andrew Long	8/8	—	—	—
Alan Donald	7/8	—	—	—
Victoria Carvalho	7/8	—	—	—
Edward Knapp*	6/6	4/4	—	—
Carolyn Jameson*	6/6	—	2/2	1/1
Bruce Weatherill**	2/2	1/1	—	2/2
Gillian Davies***	4/4	2/2	1/1	2/2

* Edward Knapp and Carolyn Jameson were appointed on 8 November 2023.

** Bruce Weatherill ceased being a Director on 8 November 2023.

*** Gillian Davies ceased being a Director on 6 February 2024.

In addition to the Board meetings, the Board attended two strategy days during the year to focus on strategic planning to achieve the Group's medium and long-term objectives.

Board effectiveness

As Chairman, Jules Pancholi carried out an assessment of the Board's effectiveness, using key indicators throughout the year. The evaluation included elements like clear objectives and strong leadership, a balanced mix of skills, experience, and independence among Directors, effective teamwork, comprehension of the business and its strategy, and successful stakeholder engagement.

Jules concluded that the Board functioned effectively, highlighting that the diverse skills of each Director enhanced the overall efficiency of the Board. The evaluation resulted in specific actions, such as increasing the frequency of presentations from the Executive Committee to provide detailed insights into particular business areas.

Jules found it unnecessary to seek external advice or a third-party facilitator to revamp the performance evaluation process for the current year. However, he is open to revisiting this approach in the next year if required.

Board development

Directors stay updated on legal, regulatory, and governance matters through regular briefings from the Group's Nomad, Company Secretary, independent external auditor, and external advisers. This ensures the Directors' awareness and the Board's compliance with current governance procedures. The Company Secretary, a crucial part of the Board, attends all meetings, providing advice on corporate governance and facilitating information flow to and from the Board.

Each Director actively pursues both formal and informal methods to keep their skills and knowledge current. This may involve continuing professional development, memberships in leadership communities, and participation in knowledge-sharing activities. This dedication to continuous learning ensures that Directors are prepared to tackle the changing challenges and opportunities in the business environment.

Engagement with stakeholders

The Board is unwavering in its commitment to meet the responsibilities to diverse stakeholders, including shareholders, employees, corporate clients, members, supplier partners, local communities, and the environment. This commitment, underpinned by the Group's B Corp certification, involves active engagement and participation from all stakeholders. The certification solidifies the Board's commitment to building a sustainable business, with positive impacts detailed on pages 26 to 31.

Directors consistently consider stakeholder needs in their decision-making process. A detailed account of the Board's engagement with various stakeholder groups is provided in the Companies Act 2006 Section 172 Statement on pages 38 and 39.

Risk management and internal controls

The Board bears ultimate responsibility for the Group's risk management and internal controls, delegating the oversight of the Group's risk and control management system framework to the Audit and Risk Committee. The Board determines the adequacy of internal controls based on the Committee's recommendations. The risk and control management system framework includes managing daily activities, regular risk register reviews, annual budgeting, detailed monthly performance reporting, and central control over key areas like capital expenditure and banking facilities.

The Executive Committee is responsible for effectively implementing the risk and control management system framework within their respective business areas, promoting a risk-aware culture. The Audit and Risk Committee, informed by the ESG Working Group, is tasked with identifying, assessing, and managing climate-related risks, ensuring the Group's awareness and mitigation of ESG-related risks. Regular reviews of the internal control system align with best practices, considering the Group's size and resources. The Board currently considers the introduction of an internal audit function unnecessary but commits to regular reviews of this decision.

Annual General Meeting (AGM)

The Annual General Meeting of the Group will take place on 4 February 2025. Full details will be included in the Notice of Meeting which will be published on our website in due course (www.tenlifestylegroup.com/investors).

Audit and Risk Committee Report

> "I am pleased to present the report on behalf of the Group's Audit and Risk Committee for the year ended 31 August 2024."

Edward Knapp
Chair of the Audit and Risk Committee

The Audit and Risk Committee provides challenge, oversight, and independent review of the Group's internal financial controls and the audit process, sustains an appropriate relationship with the Group's external auditor, and ensures accurate reporting and review of the business's financial performance.

The Committee examines reports from the Executive on interim and annual accounts, financial announcements, the Group's accounting and financial control systems, changes to accounting policies, the extent of non-audit services undertaken by the external auditor, and the appointment of the external auditor.

The Committee also monitors the adequacy and effectiveness of the Group's risk management system, including financial, non-financial, and ESG-related risks and opportunities, and makes recommendations to the Board as appropriate.

Members of the Committee

I was appointed to the Committee on 8 November 2023 and became Chair on 6 February 2024, succeeding Gillian Davies, a former Non-Executive Director. Bruce Weatherill, former Non-Executive Chairman, served as a member of the Committee until his departure from the Board on 8 November 2023. Jules Pancholi, Non-Executive Chairman, is also a member of the Committee. I extend my gratitude to both Gillian and Bruce for their invaluable contributions to the Committee and for ensuring a smooth transition.

I bring a broad range of relevant financial and regulatory experience from executive and non-executive roles within main market and AIM listed and privately backed companies. Jules Pancholi adds extensive non-executive and executive experience and expertise.

Additionally, Alex Cheatle, Group CEO, Alan Donald, CFO, and other members of the finance team attend the Committee by invitation.

Over the year, the Committee conducted five scheduled meetings. The Chair of the Committee engages with the CFO outside of meetings and invites members of the Finance team to present relevant information, reports and recommendations to the Committee for independent review, challenge, and support.

Business of the Committee

The main duties of the Committee are set out in its terms of reference, which are available on the Group's website (www.tenlifestylegroup.com/investors). The main items of business considered by the Committee during the period included:

- consideration and approval of the half year results announcement
- consideration and approval of the full year results announcement and the Annual Report and Accounts
- consideration of the principal judgemental accounting matters for Ten based on reports from executive management
- consideration of ESG risks, strategies, and reporting
- consideration of going concern, business model, and strategy
- consideration of debt and cash flow forecasting
- consideration of the impact of exchange rates
- the review of the structure of the Finance team
- the review of financial improvements
- the review of whistleblowing, modern slavery, and anti-bribery arrangements
- the review and approval of the 2024 audit plan and audit engagement letter
- the review of suitability of the external auditor
- the review of the Committee's terms of reference
- meeting with the external auditor without management present
- consideration of the external audit report and management representation letter
- the review of the risk management and internal control framework

Results and financial reporting

During the year the Committee reviewed draft half and full year results announcements and the Annual Report and Accounts. The Committee reviewed whether suitable accounting policies had been adopted and whether management had made appropriate judgements and estimates. The Committee reviewed accounting papers prepared by management providing details on the main financial reporting judgements. The Committee also reviewed reports provided by the external auditor on the annual results which highlighted any observations from the work it has undertaken.

Changes in accounting policies/application of IFRSs

The Committee is satisfied that there are no changes in accounting policies which impact the current year.

There are no significant IFRS requirements yet to be adopted that the Committee expects to have a significant impact on the financial statements.

Risk management, internal controls and internal audit

As outlined on page 57 of the Corporate Governance Statement, the Committee monitors the Group's risk management and internal control framework. This framework is designed to manage and mitigate, not eliminate, the risk of failure to meet the Group's strategic objectives. During the period, the Committee reviewed reports from management on internal controls and comments made by the external auditor in its management letters.

The Committee is satisfied that the internal control systems in place are sufficient and currently operating effectively for a business of this size. The principal risks facing the business are detailed in the risk management section of this report on pages 40 to 43.

The Group does not have an internal audit function and this is not currently considered to be necessary due to the size of the business and the adequacy of internal controls. This will be kept under review as the business evolves.

Going concern

In preparation for the publication of the Group's financial statements, the Audit and Risk Committee conducted a comprehensive review of the going concern position. Management prepared a paper setting out the methodology and assumptions used for the assessment of going concern, based upon the Group's approved budget and forecast for the following year together with sensitivity analysis. The Committee discussed the assumptions and results, including:

- base case
- results of severe but plausible downside scenarios
- stress tests undertaken
- mitigating actions including reducing elements of the cost base
- financing facilities available

Following this review the Committee confirmed to the Board that it was satisfied that the Group should adopt the going concern basis of accounting in preparing the financial information for the year ended 31 August 2024 and that there is a reasonable expectation that the Group had adequate resources to continue in operational existence for the foreseeable future.

External auditor

The Committee is responsible for reviewing the suitability of the external auditor, BDO, to ensure that auditor independence and objectivity are maintained. The external auditor prepares a plan for its audit of the full year financial statements which is presented to the Committee before commencement of the audit. The Committee also met with the external auditor without management present during the period. BDO was appointed as auditor of Ten in 2017 and the Committee continues to be satisfied with its effectiveness.

The Committee is responsible for ensuring there is a suitable policy for ensuring that non-audit work undertaken by the auditor is reviewed to ensure it will not impact its independence and objectivity. The breakdown of fees between audit and non-audit services is provided in note 7 to the Group's financial statements.

Taking into account the auditor's knowledge of the business and its experience, the Committee has recommended to the Board that the auditor is re-appointed for the period ending 31 August 2025.

Edward Knapp
Chair of the Audit and Risk Committee
12 November 2024

Remuneration Committee Report

> "I am pleased to present this Remuneration Committee Report for the year ended 31 August 2024."
>
> **Carolyn Jameson**
> Chair of the Remuneration Committee

Our people are crucial in achieving the Group's mission to become the most trusted service globally, and our remuneration strategy is designed to inspire, retain, and acknowledge the contributions of our global workforce that drives the Group's success.

This report details the Committee's responsibilities, the policies in place, their implementation throughout the year, and specifics regarding Directors' remuneration arrangements.

Members of the Committee

I was appointed to the Committee on 8 November 2023 and later assumed the role of Chair on 22 April 2024, succeeding Jules Pancholi, Non-Executive Chairman, who remains a member of the Committee. Gillian Davies, former Non-Executive Director, served as a member of the Committee until her departure from the Board on 6 February 2024. I express my thanks to Gillian for her invaluable contribution to the Committee.

Additionally, Alex Cheatle, Group CEO, and Alan Donald, CFO, attend the Committee by invitation.

The Committee held three scheduled meetings during the period. Outside of meetings I engage with the CEO and CFO on matters relevant to the Committee. The Committee operates under the Group's agreed terms of reference which are available on the Group's website (www.tenlifestylegroup.com/investors).

Duties

The Committee formulates the Group's remuneration policy and applies it to make recommendations to the Board on Group-wide incentive plans, individual senior and executive remuneration packages, and new appointments to the Board or Executive Committee. The main duties and responsibilities of the Committee include:

- setting the remuneration policy for all Executives and other designated members of executive management
- recommending and monitoring the level and structure of remuneration for senior management
- obtaining reliable, up-to-date information about remuneration in other companies of comparable scale and complexity to review the ongoing appropriateness and relevance of the remuneration policy
- reviewing the design of all share incentive plans for Board approval
- reviewing the Committee's terms of reference
- approving the design of, and determining targets for, any performance-related pay schemes operated by the Group and approving the total annual payments made under such schemes
- ensuring that contractual terms on termination, and any payments made, are fair to the individual, and the Group, that failure is not rewarded, and that the duty to mitigate loss is fully recognised

Remuneration policy

The Group's remuneration policy is designed with the aim of attracting, motivating, retaining, and rewarding high-quality individuals whose expertise contributes to the Group's success. To achieve this, we have developed a remuneration strategy that focuses on the allocation of share options under Long Term Incentive Plans, supplemented by competitive salaries and pension-related benefits.

The majority of our Long Term Incentive Plans are closely linked to share price performance or vest upon meeting specific performance conditions, including total shareholder return (refer to page 64 for detailed information). We strongly believe that offering Executives and key employees long-term share options, rather than performance-related bonuses, aligns remuneration with the long-term interests of our shareholders.

Salaries and pension-related benefits form an appropriate part of fixed remuneration, providing the necessary stability to attract and retain individuals with the qualities, skills, and experience needed to achieve the Group's strategic objectives and generate value for our shareholders.

Executive Directors' service contracts and Non-Executive Directors' letters of appointment

Alex Cheatle and Andrew Long signed new service contracts with the Group on admission to AIM in November 2017. Alan Donald signed a service contract on his appointment in June 2019 and Victoria Carvalho signed a service contract on her appointment in February 2023. The service contracts are not of fixed duration. All of the Executives' contracts are terminable by either party giving six months' written notice.

The Non-Executive Directors have annual letters of appointment with the Group for the provision of the Non-Executives' services, which may be terminated by either party giving three months' written notice.

Directors' remuneration

The following table summarises the total gross remuneration for the qualifying services of the Directors who served during the year to 31 August 2024:

	Basic salary/fee £'000	Bonus £'000	Benefits in kind £'000	Pension £'000	Options exercised £'000	2024 Total £'000	2023 Total £ '000
Executive							
Alex Cheatle	**319**	**20**	**26**	**12**	**—**	**377**	316
Andrew Long*	**313**	**20**	**26**	**—**	**—**	**359**	298
Alan Donald	**228**	**—**	**1**	**—**	**—**	**229**	213
Victoria Carvalho**	**171**	**20**	**—**	**6**	**—**	**197**	101
Non-Executive							
Bruce Weatherill^	**11**	**—**	**—**	**—**	**—**	**11**	56
Julian Pancholi	**57**	**—**	**—**	**—**	**—**	**57**	42
Gillian Davies***	**19**	**—**	**—**	**—**	**—**	**19**	42
Edward Knapp****	**37**	**—**	**—**	**—**	**—**	**37**	—
Carolyn Jameson*****	**33**	**—**	**—**	**—**	**—**	**33**	—

* Andrew Long's gross basic salary is paid in Singapore dollars at an agreed foreign exchange rate.

** Victoria Carvalho was appointed on 22 February 2023 and this reflects her salary from this date.

*** Gillian Davies ceased being a Director on 6 February 2024 and this reflects her salary to this date.

**** Edward Knapp was appointed on 8 November 2023 and this reflects his fee from this date.

***** Carolyn Jameson was appointed on 8 November 2023 and this reflects her fee from this date.

^ Bruce Weatherill ceased being a Director on 8 November 2023 and this reflects his fee to this date.

Benefits in kind paid to Alex Cheatle and Andrew Long in 2024 relate to payments in lieu of sabbaticals earned but not taken.

The Group has not awarded remuneration to the Directors based on share price appreciation or depreciation.

The Executive Directors' remuneration for 2025 is set out in the table below, although this may be reviewed in the course of the year on the basis of Group performance and market comparisons. Annual bonus amounts for 2025 reflects the range of bonus achievable should the base requirements be met, up to a maximum; the actual amounts paid will be dependent on the Group's performance.

	Basic salary/fee £'000	Annual bonus £'000	Pension £'000	Total £'000
Alex Cheatle	319	40-130	12	371-461
Andrew Long*	313	40-100	—	353-413
Alan Donald	228	40-100	—	268-328
Victoria Carvalho	171	40-70	6	217-247

* Andrew Long's gross basic salary is based on an annual sum of £313k but paid in SGD at an agreed fixed rate.

CORPORATE GOVERNANCE

Annual Bonus

A new discretionary Annual Bonus Scheme was introduced this year to incentivise the Executive Committee and other senior team members. Under the scheme, a percentage of a predetermined bonus is paid if Net Revenue and adjusted metrics meet or exceed targets set, calculated on a straight line basis. These financial KPIs are critical for driving growth and creating value for the business and its stakeholders. The scheme also includes robust malus and clawback provisions to ensure accountability. In December 2023, the Committee recommended a retention bonus of £20k for each Executive Committee member (with the exception of Alan Donald, who instead received an above inflation pay rise in January 2023) for FY 2023, which was disbursed in March 2024.

Management Incentive Plan

Shortly prior to listing, the Group adopted a Management Incentive Plan (MIP) on 9 November 2017. The MIP is designed to award senior management nil-cost share options on an annual basis following the announcement of the Group's annual results.

The options vest three years after the date on which the Company's annual results are announced, subject to performance conditions. This vesting period was selected in line with guidance from the QCA (the Group's adopted corporate governance code is the QCA Corporate Governance Code). Appropriate clawback provisions are available at the discretion of the Committee.

All MIP options awarded to Executives are subject to performance conditions based on the following ratcheted scale of growth of total shareholder return (TSR):

Total shareholder return CAGR	% of award vesting
Less than 10%	0%
10%	25%
Between 10% and 20%	Between 25% and 100% on a straight line basis
20% or more	100%

The growth in TSR is calculated by using the compound annual growth rate (CAGR) of the share performance from the closing share price on the date on which the Group's financial results for the relevant year were announced to the London Stock Exchange (the "Baseline TSR") until the date of the announcement of the Group's results three years later. There is no additional return on a share price increase over 20% CAGR. Once vested, the holder may exercise the options up until the tenth anniversary of the date of award.

Seven MIP awards have been made since IPO:

Annual MIP award	**2024**	2023	2022	2021	2020	2019	2018
Date of award	**22 Dec 2023**	8 Sept 2023	10 Aug 2022*	21 Dec 2020	7 Jan 2020	24 June 2019**	07 Dec 2017
Vesting period	**22 Dec 2023 – 7 Dec 2026**	8 Sept 2023 – 7 Dec 2025	10 Aug 2022 – 7 Dec 2024	21 Dec 2020 – 7 Dec 2023	7 Jan 2020 – 7 Dec 2022	24 June 2019 – 7 Dec 2021	07 Dec 2017 – 7 Dec 2020
Performance period	**3 years from 22 Nov 2023**	3 years from 23 Nov 2022	3 years from 24 Nov 2021	3 years from 24 Nov 2020	3 years from 26 Nov 2019	3 years from 28 Nov 2018	3 years from 27 Nov 2017
Baseline TSR (£)	**1.02**	0.47	1.08	0.91	1.27	0.69***	1.34
% of award vesting	**—**	—	—	80%	60%	100%	0%

* The award was delayed due to closed periods.

** The award was delayed due to financial targets not being met.

*** Calculated based on the average closing share price for the dealing days from 28 November 2018 until 28 February 2019, due to a low share price (£0.34) on 28 November 2018.

The Committee believes the MIP and aforementioned performance metrics appropriately incentivise and are aligned with the Group's strategic goals and the long-term interests of our shareholders. The Committee continues to review the MIP and the limits of the Company's share plans in consultation with institutional shareholders on any proposal.

During the 2021 performance period from 21 December 2020 to 7 December 2023, the Group's share price was significantly influenced by continuation of macroeconomic factors on global markets, resulting in a negative TSR for the period, which would have led to a vesting of MIP options at 0%. However, the Committee took into account the Group's performance over this period, which included retaining all Material Contracts, improving EBITDA profitability, and increasing Net Revenue, and considered the potential adverse impact of a 0% vesting on the motivation and retention of senior option holders. As a result, the Committee concluded that an 80% vesting would be appropriate, aligning with the Group's strategic objectives and the long-term interests of our shareholders.

Company Share Option Plan

Shortly prior to listing, the Group also adopted a Company Share Option Plan (CSOP) on 24 August 2017. CSOP options are generally granted to senior management and employees key to the future success of the Group up to a maximum grant of £60,000 of shares at an exercise price no lower than the mid-market share price the day before the date of grant.

CSOP options become exercisable after three years, subject to certain conditions, including appropriate bad leaver conditions. Any gain from the exercise of CSOP options is subject to the relative increase in the share price over the three-year period, incentivising and rewarding employees engaged in achieving the Group's long-term strategic goals.

Salary Sacrifice Scheme

In response to COVID-19, in 2020 the Group established four consecutive three-month salary sacrifice schemes as part of the Group's cost-saving initiatives. Over 100 employees, including certain Directors of the Company, and contractors agreed to forgo a percentage of their salary during this time in return for options over Ordinary Shares. Initially, the share options were exercisable for or up to two or three years from the date of grant at the prevailing share price at the time of their grant.

The salary sacrifice schemes generated a total cost saving of £2.2m and the exercise of these options to date has generated cash receipts of £2.5m.

Due to the prolonged impact of COVID-19 on business trading and the effects of macroeconomic factors on global markets, the exercise period of all the options under the four tranches of the salary sacrifice scheme was extended to four years from the respective date of grant on 14 October 2023. The options pursuant to the first tranche of the salary sacrifice scheme lapsed in March 2024, following the previous one-year extension and, therefore, three of the salary sacrifice scheme tranches remain outstanding.

On 9 July 2024, in response to the ongoing impact of macroeconomic factors on global markets and the fact that the price of the Ordinary Shares was below the exercise prices of the options, the Board chose to extend the exercise period for options granted under the remaining three salary sacrifice schemes to 24 March 2026. The Committee believes this decision will bolster employee retention, engagement, and alignment of interests with shareholders. All other terms of the options remain unchanged, including the exercise prices which range from £1.00 to £1.20.

Total Director share options

The following table summarises the total share options held by the Executive Directors who served during the year to 31 August 2024:

	Share option scheme	Date of grant	Number of Ordinary Shares under option	Exercise price	Vesting period
Alex Cheatle	MIP	24/06/2019	200,000	£0.001	24/06/2019 – 07/12/2021
	MIP	07/01/2020	200,000	£0.001	07/01/2020 – 07/12/2022
	MIP	21/12/2020	200,000	£0.001	21/12/2020 – 07/12/2023
	CSOP	24/06/2019	33,708	£0.89	24/06/2019 – 24/06/2022
	SSS	09/07/2020	149,500	£1.20	09/07/2020 – 09/07/2024
	SSS	24/11/2020	199,333	£1.00	01/04/2020 – 02/12/2024
	SSS	24/03/2021	199,333	£1.10	01/07/2021 – 24/03/2025
	MIP	10/08/2022	200,000	£0.001	10/08/2022 – 07/12/2024
	CSOP	13/10/2022	62,500	£0.48	13/10/2022 – 03/10/2025
	MIP	08/09/2023	200,000	£0.001	08/09/2023 – 07/12/2025
	MIP	22/12/2023	194,000	£0.001	22/12/2023 – 22/12/2026
	CSOP	22/12/2023	15,306	£0.92	22/12/2023 – 22/12/2026
	CSOP*	09/10/2024	15,000	£0.62	09/10/2024 – 09/10/2027
Andrew Long	MIP	24/06/2019	100,000	£0.001	24/06/2019 – 07/12/2021
	MIP	07/01/2020	100,000	£0.001	07/01/2020 – 07/12/2022
	MIP	21/12/2020	100,000	£0.001	21/12/2020 – 07/12/2023
	CSOP	24/06/2019	33,708	£0.89	24/06/2019 – 24/06/2022
	SSS	09/07/2020	135,787	£1.20	09/07/2020 – 09/07/2024
	SSS	24/11/2020	178,660	£1.00	01/04/2020 – 02/12/2024
	SSS	24/03/2021	173,380	£1.10	01/07/2021 – 24/03/2025
	MIP	10/08/2022	100,000	£0.001	10/08/2022 – 07/12/2024
	CSOP	13/10/2022	62,500	£0.48	13/10/2022 – 13/10/2025
	MIP	08/09/2023	100,000	£0.001	08/09/2023 – 07/12/2025
	MIP	22/12/2023	94,000	£0.001	22/12/2023 – 22/12/2026
	CSOP	22/12/2023	15,306	£0.92	22/12/2023 – 22/12/2026
	CSOP*	09/10/2024	15,000	£0.62	09/10/2024 – 09/10/2027
Alan Donald	MIP	07/01/2020	150,000	£0.001	07/01/2020 – 07/12/2022
	MIP	21/12/2020	75,000	£0.001	21/12/2020 – 07/12/2023
	CSOP	24/06/2019	33,708	£0.89	24/06/2019 – 24/06/2022
	SSS	09/07/2020	58,200	£1.20	09/07/2020 – 09/07/2024
	SSS	24/11/2020	77,600	£1.00	01/04/2020 – 02/12/2024
	SSS	24/03/2021	77,600	£1.10	01/07/2021 – 24/03/2025
	MIP	10/08/2022	80,000	£0.001	10/08/2022 – 07/12/2024
	CSOP	13/10/2022	62,500	£0.48	13/10/2022 – 13/10/2025
	MIP	08/09/2023	80,000	£0.001	08/09/2023 – 07/12/2025
	MIP	22/12/2023	94,000	£0.001	22/12/2023 – 22/12/2026
	CSOP	22/12/2023	15,306	£0.92	22/12/2023 – 22/12/2026
	CSOP*	09/10/2024	15,000	£0.62	09/10/2024 – 09/10/2027

	Share option scheme	Date of grant	Number of ordinary shares under option	Exercise price	Vesting period
Victoria Carvalho	MIP	07/01/2020	16,000	£0.001	07/01/2020 – 07/12/2022
	MIP	21/12/2020	16,000	£0.001	21/12/2020 – 07/12/2023
	CSOP	23/08/2019	25,210	£0.89	23/08/2019 – 23/08/2022
	SSS	09/07/2020	32,000	£1.20	09/07/2020 – 09/07/2024
	SSS	24/11/2020	42,667	£1.00	01/04/2020 – 02/12/2024
	SSS	24/03/2021	42,667	£1.10	01/07/2021 – 24/03/2025
	MIP	10/08/2022	16,000	£0.001	10/08/2022 – 07/12/2024
	CSOP	13/10/2022	62,500	£0.48	13/10/2022 – 13/10/2025
	MIP	08/09/2023	16,000	£0.001	08/09/2023 – 07/12/2025
	MIP	22/12/2023	94,000	£0.001	22/12/2023 – 22/12/2026
	CSOP	22/12/2023	15,306	£0.92	22/12/2023 – 22/12/2026
	CSOP*	09/10/2024	15,000	£0.62	09/10/2024 – 09/10/2027

* Granted post end of year.

Non-Executive Directors are not awarded share options.

Fees paid for remuneration-related services

The Group paid £nil in fees for remuneration-related services during the period.

Directors' interests

Directors who served on 31 August 2024 had interests in the shares of the Company as shown below:

Ordinary Shares of 0.01p	**31 August 2024**	**% shareholding**	31 August 2023	% shareholding
Executive				
Alex Cheatle	**11,085,808**	**12.81**	11,185,808	13.18
Andrew Long	**3,100,000**	**3.58**	3,100,000	3.67
Alan Donald	**125,009**	**0.14**	125,009	0.15
Victoria Carvalho	**88,493**	**0.10**	88,493	0.11
Non-Executive				
Jules Pancholi	**428,664**	**0.50**	428,664	0.51
Edward Knapp	**25,612**	**0.03**	0	0
Carolyn Jameson	**0**	**0**	0	0

If you have any comments or questions on anything contained within this Remuneration Report, It will be available at the AGM.

Carolyn Jameson
Chair of the Remuneration Committee
12 November 2024

Nomination Committee Report

> "I am pleased to present the report on behalf of the Nomination Committee for the year ended 31 August 2024."

Jules Pancholi
Chair of the Nomination Committee

As the newly appointed Chairman of the Nomination Committee, succeeding Bruce Weatherill on 8 November 2023, I express my sincere gratitude to Bruce for his dedicated service. Bruce, serving as Chairman of the Nomination Committee since IPO, established and maintained robust procedures to ensure an optimal balance of skills, experience, and independence on the Board and its Committees, aligning with the Group's evolving needs. Before stepping down, he oversaw orderly succession planning for the Board Chairmanship and the appointment of two new Non-Executive Directors, preparing the Board for the opportunities and challenges ahead.

The Nomination Committee's main role is to establish and maintain robust procedures for Board appointments, ensuring an optimal balance of skills, experience, and diversity. The Committee actively provides recommendations to the Board on new appointments, the re-election of Directors, succession planning, and the overall composition of the Board, with a specific emphasis on the benefits of promoting diversity within the Board.

This report outlines the Committee's responsibilities, the policies in place, their application throughout the year, and specifics regarding Directors' remuneration arrangements.

Members of the Committee

I assumed the role of Chairman on 8 November 2023, succeeding Bruce Weatherill, former Non-Executive Chairman. Before stepping down from the Board, Bruce oversaw orderly succession planning for the Board Chairmanship and the appointment of two new Non-Executive Directors, preparing the Board for the opportunities and challenges ahead. I express my sincere gratitude to Bruce for his invaluable contribution to the Committee and ensuring a smooth transition.

Carolyn Jameson, Non-Executive Director, was appointed to the Committee on 6 February 2024, succeeding Gillian Davies, former Non-Executive Director. Alex Cheatle, CEO, also serves as a member of the Committee. The composition of the Committee ensures a comprehensive and balanced perspective in the Committee's discussions.

The Committee held three scheduled meetings during the year. The main duties of the Committee are set out in its terms of reference, which are available on the Group's website (www.tenlifestylegroup.com/investors).

Business of the Committee

The Nomination Committee convened during the year to deliberate on succession planning for the Executive and Non-Executive Board, its Committees, and other senior managers. The discussions considered the challenges and opportunities facing the Group, evaluating the requisite skills and expertise needed for future Board dynamics. Additionally, the Committee engaged in a reflective assessment of Board and senior management diversity. Recognising the Group's strides in gender diversity, the Committee explored avenues to further enhance diversity and inclusion within the organisation.

Appointment of new Non-Executive Directors

In the previous year and the start of this year, the Nomination Committee launched an extensive search for Non-Executive Directors to complement the Board's skills and address the business's evolving needs.

With a search agency's help, we received over 300 applications and conducted several interview rounds. Edward Knapp and Carolyn Jameson emerged as suitable candidates and were recommended to the Board.

Edward, an experienced global business leader, brings a wealth of experience in technology, growth strategy, risk management, and transformation from his executive roles in renowned organisations such as McKinsey & Company, Barclays, HSBC, and Revolut.

Carolyn, with her extensive international executive and non-executive experience, excels in technology, travel, and customer experience sectors, demonstrating strong leadership skills in fast-paced growth environments.

The Board accepted the Committee's recommendations, appointing Edward to the Audit and Risk Committee and Carolyn to the Remuneration Committee on 8 November 2023.

Simultaneously, Gillian Davies, Non-Executive Director and Chair of the Audit and Risk Committee, announced her intention to step down after a tenure of over six years, effective at the conclusion of the AGM in February 2024.

Appointment of new Chairman

Upon learning of Bruce's intention to step down, the Nomination Committee launched a thorough process to select the most suitable candidate for the Chairman role, involving consultations with search agencies and stakeholders. After considering the benefits of searching for external candidates, the Nomination Committee, excluding Jules, recommended Jules Pancholi, a serving Non-Executive Director, as the incoming Chairman to the Board.

Jules brings extensive experience in driving value creation through growth, technology, and product-market fit from his various executive and non-executive roles, including as a non-executive director of Skyscanner and Chairman of Oritain. His expertise and track record made him the ideal choice for the position.

The Board (excluding Jules) accepted the Committee's recommendation, appointing Jules as Chairman of the Board and Nomination Committee on 8 November 2023.

Jules Pancholi
Chair of the Nomination Committee
12 November 2024

Directors' Report

The Directors present their annual report and financial statements for the year ended 31 August 2024.

Directors

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

Alex Cheatle

Andrew Long

Alan Donald

Bruce Weatherill (resigned 8 November 2023)

Jules Pancholi

Gillian Davies (resigned 6 February 2024)

Victoria Carvalho

Edward Knapp (appointed 8 November 2023)

Carolyn Jameson (appointed 8 November 2023)

Financial risk management objectives and policies

Further detailed commentary on financial risk management is included in note 31.

Liquidity risk

The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Short-term flexibility is achieved by holding significant cash balances in major currencies, notably UK Sterling and the US Dollar, as well as through short-term lending through the invoice financing facility.

Credit risk

The principal credit risk for the Group arises from its trade receivables. In order to manage credit risk corporate clients can be required to pay in advance of services being provided and credit controllers regularly review credit limits in conjunction with debt ageing and collection history.

As at 31 August 2024, a provision of £0.5m (2024: £0.4m) was recognised against balances with reasonable credit risk.

Foreign exchange risk

The Group has significant operations in both the UK and overseas. Profits are exposed to variations in exchange rates and therefore reported profits. There is some natural hedging of transactional foreign exchange risk; however, the Group remains subject to translation exchange risk.

Overseas branches

The Group has three branches outside the United Kingdom located in Dubai, Colombia, and Argentina.

Research and development

The Group continues to dedicate resources to further develop the bespoke TenMAID platform and the member-facing Ten Digital Platform offering to its partners. Expenses incurred are capitalised when it is probable that future economic benefits will be attributable to the asset and that these costs can be measured reliably (see note 17).

Trading review and future developments

The review of trading, future developments, and key performance indicators can be found in the Strategic Report.

Substantial shareholders

As of 31 August 2024, the shareholders listed below had notified the Company of a disclosable interest of 3% or more in the nominal value of the ordinary share capital of the Group.

	Number of Ordinary Shares	Percentage of Ordinary Shares %
Canaccord Genuity Wealth Management	11,150,000	12.88
Alex Cheatle	11,024,378	12.73
Credit Saison Co. Ltd.	8,009,000	9.25
Lombard Odier Investment Managers	7,188,598	8.30
Soros Fund Management	4,309,827	4.98
Andrew Long	3,100,000	3.58
Herald Investment Management	2,680,000	3.10
River Global (London)	2,650,000	3.06

Corporate governance

The Company has adopted and complies with the QCA Corporate Governance Code for Small and Mid-Size Quoted Companies (QCA Code) as set out on pages 54 and 55.

Dividends

No ordinary dividends were paid (2023: £nil). The Directors do not recommend payment of a final dividend.

Share option schemes

Details of employee share schemes are set out in note 29 to the financial statements.

Directors' responsibilities

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group and Company financial statements in accordance with UK adopted international accounting standards. 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 Company and of the profit or loss of the Group for that period. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on AIM. 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
- state whether they have been prepared in accordance with adopted international accounting standards 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 Company will continue in business

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

Post-year-end events

Since the end of the year, the Group has announced the following Material Contract expansions and new business wins:

- Ten won a significant multi-year Extra Large contract in the USA with an existing global corporate client. Ten will transition service from the incumbent high-touch provider in late H1 FY 2025, with the launch of its digitally enabled concierge platform scheduled for H2 FY 2025
- Ten won a Medium contract in AMEA with a new corporate client, which is expected to transition from the incumbent provider in late H1 FY 2025

In addition, the Group has:

- raised gross proceeds of £5.9m through the secondary placing of 9,332,853 new Ordinary Shares at 63 pence per share. The funds raised will support the Group's short-term working capital requirements for the launch of the two aforementioned contract wins, as well as having repaid related party loans outstanding of £1.45m in addition to strengthening its balance sheet.

Website publication

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

Disclosure of information to the auditor

Each of the Directors of the Company at the time when this report was approved confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware
- he or she has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information. This confirmation is given in accordance with Section 418(2) of the Act

Auditor

BDO LLP was appointed as auditor to the Company and, in accordance with Section 485 of the Companies Act 2006, a resolution proposing that it be re-appointed will be tabled at a general meeting.

Approval

This Directors' Report was approved on behalf of the Board on 12 November 2024.

Alan Donald
Chief Financial Officer
12 November 2024

Independent Auditor's Report
to the members of Ten Lifestyle Group 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 August 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 UK adopted international accounting standards 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 Ten Lifestyle Group Plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 August 2024 which statement of financial position, the company statement of financial position, the consolidated statement of changes in equity, the company statement of changes in equity, the consolidated statement of cash flows, the company statement of cash flows and notes to the financial statements, including a summary of material accounting policy information. 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.

Independence

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 entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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 reviewed management's assessment of going concern through analysis of the group's cash flow forecast for at least 12 months from the date of signing the annual report and accounts.
- We assessed the monthly cash flow forecast, with consideration of cash inflows, based on agreed customer contracts, and outflows based on contractual commitments for areas such as loan balances and payroll costs.
- Evaluating the suitability of the sensitivities applied, in the severe but plausible scenarios that were performed by the Directors.
- Determining whether under the severe but plausible scenarios the Group and Parent Company can remain within its current funding arrangements;
- We assessed and challenged the reasonableness of the key assumptions, such as margins used and cost inflation by management in preparing the forecasts and the mathematical accuracy of the forecasts looking at historical rates and detailed costs breakdowns.
- We reviewed post-balance sheet events, specifically the cash flow position against budgeted performance to identify any unusual cash movements or indicator of forecasts not being realistic. This includes testing the inflow of cash from the post year end from the equity raise.
- We reviewed the going concern disclosure in the basis of preparation of the accounts to check it gives a full and accurate description of the Directors assessment of going concern including the identified risks and corresponding assumptions.

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

Coverage	84% (2023: 88%) of Group Net revenue 85% (2023: 86%) of Group total assets		
		2024	2023
Key audit matters	Intangible Assets: Development costs and amortisation	✓	✓
	Recognition of deferred tax asset	✓	✓
	Going Concern		✓
	Going concern is no longer considered to be a Key Audit matter because of the equity fundraise by the Group.		
Materiality	£1.25m (2023: £941k) based on 2% (2023: 1.5%) of Group Net revenue		

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

The group consists of eighteen trading entities and three branches based around the world.

Based on our assessment of the group, we focused our group audit scope primarily over the significant components, being Ten Lifestyle Management Limited and Ten Lifestyle Management Switzerland GmbH. The significant components were subject to full scope audits.

To gain sufficient coverage over the cost base we scoped in a further four non-significant entities over which limited and specific audit procedures were performed. The entities subject to these procedures were, Ten Lifestyle Management USA Inc., Ten Lifestyle Management Africa (Pty) Ltd, Ten Servicos de Concierge do Brasil Ltd and Ten Lifestyle Management Limited S DE RL DE CV.

Desktop reviews were performed on the remaining non-significant group entities.

All work has been performed by the Group engagement team.

Climate change

Our work on the assessment of potential impacts of 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 meetings and other papers related to climate change and performed a risk assessment as to how the impact of the Group's commitment 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 the Directors' going concern assessment and in management's judgements and estimates.

We also assessed the consistency of managements disclosures included as 'Other Information' on pages 68 and 69 with 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.

An overview of the scope of our audit continued

Key audit matters continued

Key audit matter		How the scope of our audit addressed the key audit matter
Intangible Assets: Development costs and amortisation		
Details of the Group's accounting policies applied and related disclosures are given in notes 1.6 and 17 to the financial statements.	The Group capitalises costs in relation to the development of the software used in the delivery of services to its clients. We determined this to be a key audit matter as there is significant judgement and assumptions required in the determination of the costs to be capitalised, and their amortisation period.	We performed the following procedures: ■ We held discussions with the Group's technology team to understand the Group's processes, procedures, and projects in relation to development costs. ■ We considered whether the development costs capitalised met the criteria for capitalisation under the applicable accounting standards. ■ We checked the accuracy of the contractor and payroll data, on a sample basis, included in the calculations for capitalised costs to supporting documentation including employment contracts and agreements with contractors. ■ We considered the proportion of time allocations for employees and contractor roles and made enquiries of management in relation to any changes to the percentage of time capitalisation, which were outside of expectations (based on knowledge of the business), corroborating management's explanations to supporting evidence. ■ We reviewed the reasonableness of the estimated proportion of time allocations for a sample of employees and contractors by agreeing to underlying source data and making enquiries of individual employees and reviewing written responses to the audit team's questionnaires, which they completed in relation to their roles, duties and tasks performed in relation to developing the platform asset. ■ We assessed management's estimate of amortisation period applied to the asset by considering relevant industry benchmarks. **Key observations:** Based on the procedures performed, we consider the assumptions and judgements made in the capitalisation of development costs and the determination of amortisation period to be appropriate.
Deferred tax recognition		
See accounting policy in Note 1.13 and related disclosures in Note 16.	The group has recognised a deferred tax asset in respect of historic losses. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which to offset the deductible temporary differences. We determined this to be a key audit matter as there is significant estimation required in the determination of the future taxable profits that result in a deferred tax asset recognition.	We performed the following procedures: ■ We confirmed the groups initial forecasted revenue and related costs were in line with their going concern assessment. ■ We assessed the judgements and assumptions made by management in deciding what determines taxable profits were in the future against current year tax adjustments and future planned changes to confirm the reasonableness of the assumptions. ■ We considered whether the period over which the deferred tax asset will be recovered was reasonable based on the forecast prepared by management and the potential expiration dates of the losses **Key observations:** Based on the procedures performed, we consider the estimates made in the recognition of the deferred tax asset to be appropriate.

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 standalone financial statements	
	2024 £	2023 £	2024 £	2023 £
Materiality	1,250,000	941,000	933,000	906,000
Basis for determining materiality	2% of Net Revenue	1.5% of Net Revenue	2% of Net asset	1.75% of net assets
Rationale for the benchmark applied	We considered revenue to be the most appropriate benchmark as this is the primary key performance indicator, which is used to address the performance of the Group by the board and an important performance based metric to the users of the financial statements. The threshold change was due to stabilised performance to date, consistent year on year Net Revenue and knowledge of the group which led towards a higher materiality threshold.		As a holding company which principally holds the investments in the group a net asset benchmark was considered appropriate.	
Performance materiality	875,000	658,000	653,000	634,000
Basis for determining performance materiality	Performance materiality was set at 70% (2023: 70%) of overall materiality.			
Rationale for the percentage applied for performance materiality	In reaching our conclusion on the level of performance materiality to be applied for 2024 we considered a number of factors including the expected total value of known and likely misstatements (based on past experience), our knowledge of the group's internal controls and management's attitude towards proposed adjustments.			

Component materiality

For Group reporting purposes, we set materiality for each component of the Group, including the Parent Company, based on a percentage of between 18% and 80% (2023: 23% and 80%) of Group materiality dependent on the size and our assessment of the risk of material misstatement of that component. Component materiality ranged from £230,000 to £1,000,000 (2023: £216,000 to £752,000). In the audit of each component, we further applied performance materiality levels of 70% (2023:70%) of the component materiality to our testing to ensure that the risk of errors exceeding component materiality was appropriately mitigated. Where balances were noted within the Parent Company relevant to the Group consolidated results our work was performed based on materiality capped at 75% of the Group materiality.

Our application of materiality continued

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £62,000 (2023: £47,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

The directors are responsible for the other information. The other information comprises the information included in the Annual Report and Accounts 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.

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.

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:

Auditor's responsibilities for the audit of the financial statements continued

Extent to which the audit was capable of detecting irregularities, including fraud continued

Non-compliance with laws and regulations

Based on:

- Our understanding of the Group and the industry in which it operates;
- Discussion with management and those charged with governance and the Audit & Risk Committee, and inspection of written information from external legal counsel; and
- Obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations;

We considered the significant laws and regulations to be UK-adopted international accounting standards, UK and international direct, indirect and employment tax legislation, AIM Listing Rules, the Companies Act 2006, and the QCA code.

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 Health and Safety, General Data Protection Regulation (GDPR) and the Bribery Act 2010 and equivalent legislation and regulation where the Group has overseas operations. In addition, changes to legislation affecting all UK companies such as tax legislation and developments can give rise to contingent or actual liabilities in the event of non-compliance.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with regulatory and tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Review of legal expenditure accounts to understand the nature of expenditure incurred;
- Review of the SOC 2 Type 2 Report issued over the Concierge System (TenMAID) for any exceptions noted specifically around potential or possible GDPR breaches; and
- Evaluating recent developments in regulation for applicability to the Group's operations and determining whether any impact on the financial statements has been properly addressed by the Directors.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- 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 as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these; and

Based on our risk assessment, we considered the areas most susceptible to fraud to be inappropriate journal entries relating to revenue recognition and the exertion of bias in accounting estimates.

Our procedures in respect of the above included:

- In addition to the procedures in the key audit matters section above, we have challenged the assumptions and judgements made by the directors in their significant accounting estimates and judgements which are disclosed on page 80, through examination and assessment of contradictory as well as corroborative evidence that we researched independently as well as received from the Group;
- Testing a sample of journal entries throughout the year relating to EBITDA, which met a defined risk criteria, by agreeing to supporting documentation and;
- Testing a sample of journal entries throughout the year relating to revenue, which met a defined risk criteria, and checking the contra entry to check that it is in line with expectations and agreeing to supporting documentation including contracts.

Auditor's responsibilities for the audit of the financial statements continued

Extent to which the audit was capable of detecting irregularities, including fraud continued

Fraud continued

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

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.

Matthew Haverson (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, United Kingdom
12 November 2024

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 August 2024

	Note	2024 £'000	2023 £'000
Revenue	4	**67,264**	66,656
Cost of sales on principal member transactions		**(4,361)**	(3,653)
Net revenue	4	**62,903**	63,003
Other cost of sales		**(1,957)**	(2,032)
Gross profit		**60,946**	60,971
Administrative expenses		**(59,601)**	(60,012)
Other income		**731**	836
Operating profit before amortisation, depreciation, interest, share-based payments, exceptional items, and taxation ("Adjusted EBITDA")		**12,801**	12,004
Depreciation	18 & 19	**(3,332)**	(2,916)
Amortisation	17	**(5,770)**	(5,287)
Share-based payment expense	29	**(900)**	(908)
Exceptional items	5	**(723)**	(1,098)
Operating profit	6	**2,076**	1,795
Net finance expense	13	**(1,539)**	(871)
Profit before taxation		**537**	924
Taxation credit	14	**485**	3,623
Profit for the year		**1,022**	4,547
Other comprehensive income/(expense):			
Foreign currency translation differences		**170**	(564)
Total comprehensive profit for the year		**1,192**	3,983
Basic profit per ordinary share	15	**1.2p**	5.4p
Diluted profit per ordinary share	15	**1.1p**	5.2p
Basic underlying profit per ordinary share	15	**0.0p**	0.4p
Diluted underlying profit per ordinary share	15	**0.0p**	0.4p

The consolidated statement of comprehensive income has been prepared on the basis that all operations are continuous operations.

Consolidated Statement of Financial Position
as at 31 August 2024

Company no: 08259177

	Note	2024 £'000	2023 £'000
Non-current assets			
Intangible assets	17	**16,349**	15,394
Property, plant, and equipment	18	**636**	912
Right-of-use assets	19	**5,489**	1,911
Deferred tax asset	16	**4,957**	4,297
Total non-current assets		**27,431**	22,514
Current assets			
Inventories		**55**	511
Trade and other receivables	21	**12,408**	11,608
Cash and cash equivalents	23	**9,267**	8,229
Total current assets		**21,730**	20,348
Total assets		**49,161**	42,862
Current liabilities			
Trade and other payables	24	**(19,231)**	(20,059)
Provisions	25	**(598)**	(931)
Lease liabilities	27	**(1,236)**	(1,738)
Borrowings	26	**(4,389)**	(1,622)
Total current liabilities		**(25,454)**	(24,350)
Net current liabilities		**(3,724)**	(4,002)
Non-current liabilities			
Borrowings	26	**(1,011)**	(2,950)
Lease liabilities	27	**(4,360)**	(399)
Total non-current liabilities		**(5,371)**	(3,349)
Total liabilities		**(30,825)**	(27,699)
Net assets		**18,336**	15,163
Equity			
Called up share capital	28	**87**	85
Share premium account		**32,389**	31,272
Merger relief reserve		**1,993**	1,993
Treasury reserve		**606**	606
Foreign exchange reserve		**(941)**	(1,111)
Retained deficit		**(15,798)**	(17,682)
Total equity		**18,336**	15,163

The financial statements were approved by the Board of Directors and authorised for issue on 12 November 2024 and are signed on its behalf by:

Alex Cheatle
Director

Alan Donald
Director

Consolidated Statement of Changes in Equity
for the year ended 31 August 2024

	Note	Called up share capital £'000	Share premium account £'000	Merger relief reserve £'000	Foreign exchange reserve £'000	Treasury reserve £'000	Retained deficit £'000	Total £'000
Balance at 31 August 2022		84	30,658	1,993	(547)	513	(22,858)	9,843
Profit for the year		—	—	—	—	—	4,547	4,547
Foreign exchange		—	—	—	(564)	—	—	(564)
Total comprehensive income for the year		—	—	—	(564)	—	4,547	3,983
Employee Benefit Trust (EBT) costs		—	—	—	—	93	—	93
Equity-settled share-based payments charge	29	—	—	—	—	—	629	629
Issue of new share capital		1	614	—	—	—	—	615
Balance at 31 August 2023		85	31,272	1,993	(1,111)	606	(17,682)	15,163
Profit for the year		—	—	—	—	—	1,022	1,022
Foreign exchange		—	—	—	170	—	—	170
Total comprehensive income for the year		—	—	—	170	—	1,022	1,192
Equity-settled share-based payments charge	29	—	—	—	—	—	862	862
Issue of new share capital		2	1,117	—	—	—	—	1,119
Balance at 31 August 2024		**87**	**32,389**	**1,993**	**(941)**	**606**	**(15,798)**	**18,336**

Consolidated Statement of Cash Flows

for the year ended 31 August 2024

	Note	2024 £'000	2023 £'000
Cash flows from operating activities			
Profit for the year, after tax		**1,022**	4,547
Adjustments for:			
Taxation credit	14	**(485)**	(3,623)
Net finance expense	13	**1,539**	871
Amortisation of intangible assets	17	**5,770**	5,287
Depreciation of property, plant, and equipment	18	**502**	511
Depreciation of right-of-use asset	19	**2,830**	2,405
Equity-settled share-based payment expense	29	**862**	629
Exceptional Items	5	**—**	427
Movement in working capital:			
Decrease/(increase) in inventories		**456**	(393)
Increase in trade and other receivables		**(801)**	(1,222)
(Decrease)/increase in trade and other payables		**(631)**	2,106
Cash generated from operations		**11,064**	11,545
Tax paid		**(1,175)**	(826)
Net cash from operating activities		**9,889**	10,719
Cash flows from investing activities			
Purchase of intangible assets	17	**(6,725)**	(7,284)
Purchase of property, plant, and equipment	18	**(294)**	(531)
Finance income	13	**6**	7
Net cash used by investing activities		**(7,013)**	(7,808)
Cash flows from financing activities			
Lease liability repayments	27	**(2,801)**	(2,538)
Sale of treasury shares		**—**	102
Net receipts from invoice discounting	26	**(109)**	122
Interest paid		**(577)**	(442)
Interest paid on IFRS 16 lease liabilities	27	**(408)**	(216)
Cash receipts from issue of share capital		**1,119**	615
Loan receipts – loan notes	26	**1,075**	1,185
Loan payments – loan notes	26	**(300)**	—
Net cash used by financing activities		**(2,001)**	(1,172)
Foreign currency cash and cash equivalents movements		**163**	(94)
Net increase in cash and cash equivalents		**1,038**	1,645
Cash and cash equivalents at beginning of period		**8,229**	6,584
Cash and cash equivalents at end of period			
Cash at bank and in hand		**9,267**	8,229
Cash and cash equivalents		**9,267**	8,229

Notes to the Financial Statements

1. Accounting policies

Company information

Ten Lifestyle Group Plc (registered company 08259177) is a public company, limited by shares and listed on the Alternative Investment Market (AIM) in November 2017. The Company is incorporated and domiciled in the UK. The registered office is 9th Floor, Regent's Place, 338 Euston Road, London NW1 3BG. The Company previously traded under the name Ten Lifestyle Holdings Limited until 2 November 2017.

1.1 Basis of preparation

The financial statements have been prepared in accordance with the international accounting standards in conformity with requirements of the Companies Act 2006 (IFRS) and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS (except as otherwise stated).

The financial information has been prepared on the historical cost basis.

The financial statements are prepared in Sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £'000.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all years presented in this financial information.

The preparation of financial statements in conformity with IFRS requires the use of certain critical 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.

There are no new standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods.

1.2 Consolidation

The financial information represents the consolidated financial information of the Company and its subsidiaries (the "Group") as if they formed a single entity. Inter-company transactions and balances between Group companies are therefore eliminated in full. The results of subsidiary undertakings are included in the consolidated statement of comprehensive income from the date that control commences until the date that control ceases. The Company controls a subsidiary/investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable.

In the year ended 31 August 2013, Ten Lifestyle Group Plc, formerly Ten Lifestyle Holdings Limited, a company under common control of the Ten Lifestyle Management Limited shareholders, acquired Ten Lifestyle Management Limited from its shareholders in return for an issue of shares. As a combination of entities under common control, the transaction falls outside the scope of the standard IFRS 3 "Business Combinations".

Paragraph 10 of IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" requires management to use its judgement in developing and applying a policy that is relevant and reliable, represents faithfully the transaction, reflects the economic substance of the transaction, is neutral, is prudent, and is complete in all material respects when selecting the appropriate methodology for consolidation accounting.

In accordance with merger accounting, consolidated accounts have been prepared for the reconstructed Group as if it had always been in existence. The carrying value of assets and liabilities has not been adjusted to fair value. The difference between the nominal value of the shares issued and the nominal value of the shares received has been recorded in the merger reserve.

The cost of the Company's shares held by the Employee Benefit Trust (EBT) is deducted from equity in the consolidated statement of financial position. Any cash received by the EBT on disposal of the shares it holds is also recognised directly in equity. Other assets and liabilities of the EBT are recognised as assets and liabilities of the Group other than when they relate to other Group companies and are therefore eliminated.

1.3 Segment reporting

The Group's operating segments are based on the management reporting used by the CEO (who is the chief operating decision maker) and reviewed by the Board of Directors to make strategic decisions and allocate resources.

1. Accounting policies continued

1.4 Going concern

The consolidated financial statements have been prepared on a going concern basis. The ability of the Company to continue as a going concern is contingent on the ongoing viability of the Group. The Group meets its day-to-day working capital requirements through its cash balances and wider working capital management.

The current economic conditions continue to create uncertainty, particularly over (a) corporate members' engagement; and (b) supplier revenue volumes. The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group expects to be able to operate within the level of its current cash resources. Having assessed the principal risks and the other matters discussed in connection with the going concern statement, the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the consolidated financial statements.

From our budget base case, a stress scenario of 20% reduction in variable revenues was performed as well as a severe downside scenario of 90% reduction in variable revenues. In each of these scenarios, if revenue is not in line with cash flow forecasts, the Directors have identified cost savings associated with the reduction in revenue and can identify further cost savings if necessary. Overall, the Directors have prepared cash flow forecasts covering a period of at least twelve months from the date of approval of the financial statements, which foresee that the Group will be able to operate within its existing working capital facilities.

The completion of a secondary placing of new Ordinary Shares after year end raised £5.9m of gross proceeds. This has provided further liquidity to ensure the Group is able to meet its obligations as they come due. The funds raised will support the Group's short-term working capital requirements for the launch of the two aforementioned contract wins, as well as having repaid the related party loans outstanding of £1.45m in addition to strengthening our balance sheet.

Having assessed the principal risks and other matters discussed in connection with the going concern statement, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis of accounting in preparing the financial statements.

1.5 Revenue

Revenue comprises concierge revenue (from corporate clients and the private membership base), supplier revenue, and other revenue generated from member transactions. An entity is a principal if it controls the specified good or service before that good or service is transferred to a customer. The Group is a principal in all services provided, other than in those transactions with members detailed below in the indirect concierge service revenue section. A typical concierge contract duration is 36 months. Revenue is stated exclusive of VAT, sales tax, and trade discounts.

Revenue is recognised when the Group has fulfilled its performance obligations under the relevant customer contract. To the extent that invoices are raised to a different pattern than the revenue recognition described below, appropriate adjustments are made through deferred and accrued income to account for revenue when the performance obligations have been met.

Furthermore, the Group receives payments from members for the concierge service which are invoiced on 30-day payment terms and commissions earned on agent transactions are generally received on booking dates or when deposits are due.

The Group primarily provides a concierge service (online and/or offline). Where goods and/or services are sold in one bundled transaction, the Group allocates the total arrangement's consideration to the different individual elements based on their relative fair values. Management determines the fair values of individual components based on actual amounts charged by the Group on a stand-alone basis given the lack of comparable pricing arrangements observable in the market.

The nature, timing of satisfaction of performance obligations, and significant payment terms of revenue obtained by the Group are considered below:

Direct concierge service revenue

The Group provides concierge services to its members (online and/or offline) and recognises concierge consideration at the point in time the performance obligation of managing a request is fulfilled. The Group uses the residual approach to determine the transaction price given the lack of observable market prices available as well as the niche nature of the services provided.

Where the Group's performance of its obligations exceeds amounts received, accrued income or a trade receivable is recognised depending on Group's billing rights. Where the Group's performance of its obligations under a contract is less than amounts received, a contract liability in deferred income is recognised. The amount of revenue recognised can be subject to contract structures including variable consideration and cap and collar thresholds. Where variable pricing structures are in place with predetermined service thresholds, price per service unit is therefore based on the expected entitlement (most likely method) earned up to the statement of financial position date under each customer agreement.

On implementing a customer contract, it is typical for the Group to charge concierge enabling fees. Where concierge enabling fees are capable of being separated out from an ongoing service contract, revenue will be recognised in full at the point in time of the launch of the service (high touch or online). When the service is not distinct, this cannot be separated from the contract and is recognised over the contract term. Where the service is invoiced in advance and is yet to be launched (i.e. the performance obligation is not fulfilled), a contract liability will be held on the statement of financial position in deferred income.

1. Accounting policies continued

1.5 Revenue continued

Indirect concierge service revenue

Acting as agent (supplier revenue)

The Group acts as an agent when it is not the primary party responsible for providing the components that make up the member's booking and does not control the components before they are transferred to members. Revenue comprises the fair value of the consideration received or receivable in the form of commission. Commissions are earned from the member through purchases of travel products such as hotel accommodation or flight tickets from third-party suppliers. Commission is recognised when the performance obligation of arranging and facilitating the member to enter into individual contracts with suppliers is satisfied, usually on delivery of the booking confirmation.

Cancellations are estimated at the reporting date based on the historical profile of cancellations. Revenue is stated net of cancellations and expected cancellations.

Acting as principal (supplier revenue)

The Group acts as a principal when it is the primary party responsible for providing the components that make up the member's booking and it controls the components before transferring to the member. Revenue represents amounts received or receivable for the sale of package holidays and other services supplied to members. Revenue is recognised when the performance obligation on delivering an integrated package holiday or service is satisfied, usually over the duration of the holiday.

Offers and benefits revenue

These are related to corporate clients (corporate revenue) and recognised over the year to which the fees or offer relate. Where invoiced in advance, the fees and offer income is deferred and released over the year of the service with the balance recorded within deferred income in the statement of financial position.

Digital platform revenue

The Group provides an optional digital platform (the "Ten Digital Platform") offering to its customers under corporate contracts (corporate revenue). Revenue generated from licensing digital products and software maintenance is recognised on a straight line basis over time attributed to the licence.

The nature of the Group's promise in granting a licence is a promise to provide a right to access the Group's intellectual property as the customer benefits from periodic upgrades to the platform.

Where such revenue is invoiced in advance, the revenue is deferred and released over the period of the licence with the contract liability recorded within deferred income in the statement of financial position.

Revenue generated from developing digital products specific to a customer is recognised at the point in time of the delivery of the service. Where revenue is based on time spent, rate cards are recognised at the contracted rates as labour hours are incurred. Where development income is invoiced in advance, the revenue is deferred as a contract liability with the balance recorded within deferred income in the statement of financial position and released on service delivery.

1.6 Intangible assets

Research expenditure is expensed to the income statement in the year in which it is incurred; expenditure on internal projects is capitalised if it can be demonstrated that:

- it is technically and commercially feasible to develop the asset for future economic benefit
- adequate resources are available to maintain and complete the development
- there is the intention to complete and develop the asset for future economic benefit
- the Group is able to use the asset
- use of the asset will generate future economic benefit
- expenditure on the development of the asset can be measured reliably

Other development expenditure is recognised in the income statement as an expense as it is incurred

Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

Amortisation is charged to the income statement on a straight line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

Capitalised development costs	2 to 5 years straight line
Website	3 years straight line

The basis for choosing these useful lives is with reference to the years over which they can continue to generate value for the Group.

1. Accounting policies continued

1.6 Intangible assets continued

The amortisation charges are included within administrative expenses in the consolidated statement of comprehensive income. The Group reviews the amortisation year and methodology when events and circumstances indicate that the useful lives may have changed since the last reporting date.

1.7 Property, plant, and equipment

Property, plant, and equipment are measured at historical cost, less accumulated depreciation, and accumulated impairment losses.

Depreciation is charged to the income statement on a straight line basis over the estimated useful lives of property, plant, and equipment. Property, plant, and equipment are depreciated from the date they are available for use. The estimated useful lives are as follows:

Leasehold improvements	Over the term of the lease
Fixtures and fittings	5 years straight line
Office equipment	3 to 5 years straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset and is recognised in the income statement.

1.8 Non-current investments

The Company's interests in subsidiaries are initially measured at cost, and subsequently measured at cost less any accumulated impairment losses.

1.9 Impairment of tangible and intangible assets

All tangible and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount might not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (CGUs).

1.10 Cash and cash equivalents

Cash and cash equivalents comprise bank balances, cash in transit, and restricted cash. Restricted cash includes balances held on deposit with financial institutions and amounts held as guarantees. These restricted funds are designated for specific purposes and are not available for general business operations until the restrictions are satisfied or the terms of the guarantees are fulfilled.

1.11 Financial assets

The Group reviews the amount of credit loss associated with its trade receivables based on a provision matrix and forward-looking estimates that consider current and forecast credit conditions as opposed to relying solely on past historical default rates.

In adopting IFRS 9, the Group has applied the simplified approach by applying a provision matrix based on the number of days past due to measure lifetime expected credit losses. This takes into account the applicable customer credit risk profile and current and forecast trading conditions.

All financial assets are held under the business model of holding the assets to collect the contractual cash flows arising from them, which are made up solely of payments of the principal and interest. Therefore, all financial assets are classified at amortised cost.

Except for trade receivables, financial assets are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Trade receivables do not contain significant financing components and therefore are initially recognised at their transaction price and subsequently treated in line with other financial assets. Except for trade receivables, impairment provisions are recognised as an expected credit loss provision under the general approach, being the expected credit loss over the next twelve months.

Where there is a credit risk on a financial asset that has increased significantly, the impairment provision is measured at the lifetime expected credit loss. Impairment for trade receivables will be measured under the simplified approach with an expected credit loss percentage applied to each ageing category. All financial assets will be reported net of impairment; when the Group has no reasonable expectation of recovering a financial asset, the portion that is not recoverable is derecognised.

These financial assets comprise trade and other receivables, accrued income, and cash and cash equivalents in the consolidated statement of financial position. Cash and cash equivalents include cash in hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less.

1. Accounting policies continued

1.12 Financial liabilities

Financial liabilities include trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

1.13 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

1.14 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Any tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Research and development tax credit

Companies within the Group may be entitled to claim special tax allowances in relation to qualifying research and development (R&D) expenditure (e.g. R&D tax credits). The Group accounts for such allowances as tax credits, which means that they are recognised when it is probable that the benefit will flow to the Group and that benefit can be reliably measured. They are claimed through the research and development expenditure credit (RDEC) tax credit scheme and recognised in the financial statements through other income on the income statement and other receivables on the balance sheet, until the cash is received.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is recorded in the income statement unless it relates to items in other comprehensive income, in which case the deferred tax is recorded in other comprehensive income. Deferred tax assets and liabilities are offset when the Company 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.

1.15 Provisions

Provisions are recognised when the Group has a legal or constructive present obligation as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the Group obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset. This is only the case if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

1. Accounting policies continued

1.16 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense unless those costs are required to be recognised as part of the cost of inventories or non-current assets. The cost of any unused holiday entitlement is recognised in the year in which the employee's services are received.

1.17 Share-based payments

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

The Group's schemes award shares in the parent entity and include recipients who are employees in certain subsidiaries. In the consolidated financial statements, the transaction is treated as an equity-settled share-based payment, as the Group has received services in consideration for the Group's equity instruments. An expense is recognised in the Group income statement for the grant date fair value of the share-based payment over the vesting year, with a credit recognised in equity.

In the subsidiaries' financial statements, the awards, in proportion to the recipients who are employees in said subsidiary, are treated as an equity-settled share-based payment, as the subsidiaries do not have an obligation to settle the award. An expense for the grant date fair value of the award is recognised over the vesting year, with a credit recognised in equity. The credit to equity is treated as a capital contribution, as the parent company is compensating the subsidiaries' employees with no cost to the subsidiaries as there is no expectation to recharge this cost. In the parent company's financial statements, there is no share-based payment charge where the recipients are employed by a subsidiary, with the parent company recognising an increase in the investment in the subsidiaries as a capital contribution from the parent and a credit to equity.

1.18 Foreign currency

Transactions in foreign currencies are translated at the exchange rate at the date of transaction. Monetary assets and liabilities in foreign currencies are translated at exchange rates at the statement of financial position date. Any gain or loss arising from a change in the exchange rates after the date of the transaction is included as a gain or loss in other comprehensive income.

Exchange differences arising on a monetary item that forms part of a Group entity's net investment in a foreign operation are recognised in profit or loss of the Group entity carrying the foreign exchange risk. In the financial statements that include the foreign operation and the reporting entity (e.g. the Group's consolidated financial statements) and where the monetary item is deemed as permanent as equity, such exchange differences shall be recognised in other comprehensive income and reclassified from equity to profit or loss on disposal of the net investment.

The statements of financial position of the foreign subsidiaries are translated into Sterling at the year-end rate. The results of the foreign subsidiaries are translated into Sterling at the average rate of exchange during the financial year. Exchange differences which arise from the translation of opening net assets of the foreign subsidiary undertakings are included in the consolidated statement of comprehensive income.

1.19 Descriptions of the nature of each component of equity

The components of the Group's equity can be described as follows:

- Share capital – the amount for the nominal value of shares issued
- Share premium – the amount subscribed for share capital in excess of nominal value, after deducting costs of issue
- Foreign exchange reserve – this reserve relates to exchange differences arising on the translation of the balance sheet of the Group's foreign operations at the closing rate and the translation of the income statement of those operations at the average rate
- Merger reserve – under the provisions of Section 612 of the Companies Act 2006, the merger reserve represents the difference between the consideration paid and the book value of the net assets acquired, as part of a legacy Group reconstruction
- Treasury reserve – the reserve relates to shares held in the Group's Employee Benefit Trust
- Retained deficit – the retained deficit reserve contains the net gains and losses recognised in the consolidated statement of comprehensive income

1. Accounting policies continued

1.20 Inventories

Inventories, which comprise tickets held for resale, are stated at the lower of cost or net realisable value. Consignment tickets are not included within stocks held by the Group. Inventories are valued using a first-in first-out (FIFO) method.

1.21 IFRS 16 "Leases"

The Group leases various properties for office space and events. Rental contracts are typically made for rolling periods of one month to five years but might have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight line basis.

The Group has not applied the expedient to not recognise all classes of operating leases with a remaining lease term of less than twelve months as short-term leases. The policy has been consistently applied to leases of underlying assets in the same class, whereas the transitional expedient can be applied on a lease-by-lease basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- amounts expected to be payable by the lessee under residual value guarantees
- payments of penalties for terminating the lease if the lease term reflects the lessee exercising that option

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate. Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs

Payments associated with leases of low-value assets are recognised on a straight line basis as an expense in the income statement. Low-value assets comprise IT equipment.

1.22 Invoice financing facility

The Group recognises an invoice financing facility as a financial liability on the balance sheet. It is initially measured at fair value, considering the expected future cash flows and transaction costs. Subsequently, it is measured at amortised cost using the effective interest method. The facility is presented as part of current borrowings in the balance sheet, and interest expense is recognised in the statement of comprehensive income.

1.23 Exceptional items

Exceptional items are non-recurring items that are outside the normal course of business and significant enough to merit separate disclosure. These items may include, but are not limited to, costs related to restructuring, impairments, disposal of assets, significant legal settlements, or other unusual events. Exceptional items are recognised in the statement of profit or loss when incurred and are reported separately to provide clarity regarding the entity's underlying performance.

Management applies judgement to determine whether an item is classified as exceptional based on its nature, frequency, and materiality. This judgement considers industry norms, regulatory guidance, and the item's potential to obscure underlying performance.

2. Adoption of new and revised standards

There are no new standards not yet effective or would be expected to have a material impact on the entity in the current or future reporting periods.

3. Critical accounting judgements and key sources of estimation uncertainty

IAS 1 requires disclosure of the judgements, apart from those involving estimations, that management has made in the process of applying the entity's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

In addition, IAS 1 requires disclosure of information about the assumptions the entity makes about the future, and other major sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year. In respect of those assets and liabilities, the notes to the financial statements include details of their nature and carrying amount at the end of the reporting period.

In the application of the Group and Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors considered to be relevant. Actual results may differ from these estimates. The Directors do believe there are four areas within the financial statements which constitute critical accounting judgements and estimates as follows:

Critical judgements

Capitalisation of development costs

Development costs are capitalised based on an assessment of whether they meet the criteria specified in IAS 38 for capitalisation. During each reporting period, an assessment is performed by management to determine the time spent developing the intangible assets (note 17) as a proportion of total time spent in the year. This represents an area of judgement and impacts the value of intangible costs capitalised: £6.7m (2023: £7.3m).

Critical estimates

Estimation of time spent on capitalisable activities

The determination of the value of capitalised development costs associated with employee salaries and related expenses is based on an estimation of the time allocated by employees to activities that fulfil the criteria specified in IAS 38 for capitalisation. These estimations are carried out considering the specific roles and departments of our employees and are considered critically important.

In the event of a 10% variation in the time allocated by employees within departments engaged in capitalisable activities, the cost attributed to intangible assets may experience corresponding fluctuations. Should there be a 10% increase in the estimated time spent, this would result in a £0.4m increment in the cost of the intangible asset, prompting an adjustment to be made to profit before tax. Conversely, a 10% decrease in the estimated time would lead to a £0.4m reduction in the cost of the intangible asset, with a corresponding adjustment reflected in profit before tax.

Estimation of deferred tax assets

The assessment of the probability of future taxable income in which deferred tax assets can be utilised is based on the Group's latest approved budget forecast, adjusted for any non-taxable income or expenses. The asset recognised has also been adjusted to incorporate limitations imposed by the tax rules in the jurisdictions of the Group's subsidiaries on the utilisation of tax losses to offset future taxable income. A reasonable change in business profit before tax of 10% would result in a £608k change in the deferred tax asset recognised.

The Group uses a five-year planning horizon to derive the recoverability of tax losses carried forward. If the forecast horizon were to change by one year this would result in a corresponding change in the deferred tax asset of £1,217k.

Useful economic lives

Capitalised development costs in respect of TenMAID, the Ten Digital Platform, and servicing infrastructure are amortised over their useful lives of two to five years. The useful life is based on management's judgement which reflects the period over which the asset is expected to generate future economic benefits and is annually reviewed for appropriateness.

Management has performed a sensitivity analysis of the impact of changes in the judgement associated with the useful economic life of TenMAID, the Ten Digital Platform, and servicing infrastructure. A reduction in the useful economic life of one year would result in an increase in the amortisation expense for the period of £2.8m (2023: £2.5m), while an increase of the same amount would reduce the amortisation expense by £2.6m (2023: £2.4m).

Material estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to material accounting estimates are recognised in the year in which the estimate is revised and future years as appropriate.

4. Segment reporting

The total revenue for the Group has been derived from its principal activity, the provision of concierge services. This has been disaggregated appropriately into operational segment and geographical location.

The Group has three reportable segments: Europe, Asia-Pacific, the Middle East, and Africa (AMEA); and North and South America (the "Americas"). Each segment is a strategic business unit and includes businesses with similar operating characteristics.

They are managed separately in similar time zones to reflect the geographical management structure.

	2024 £'000	2023 £'000
Europe	**26,379**	25,914
Americas	**25,006**	25,834
AMEA	**11,518**	11,255
Net Revenue	**62,903**	63,003
Add back: cost of sales on principal transactions	**4,361**	3,653
Revenue	**67,264**	66,656
Europe	**10,444**	9,207
Americas	**604**	1,943
AMEA	**1,753**	854
Adjusted EBITDA	**12,801**	12,004
Amortisation	**(5,770)**	(5,287)
Depreciation	**(3,332)**	(2,916)
Share-based payment expense	**(900)**	(908)
Exceptional items	**(723)**	(1,098)
Operating profit	**2,076**	1,795
Foreign exchange loss	**(507)**	(220)
Other net finance expense	**(1,032)**	(651)
Profit before taxation	**537**	924
Taxation credit	**485**	3,623
Profit for the year	**1,022**	4,547

Statutory revenue for the Americas and AMEA segments is the same as the Net Revenue amounts disclosed above. Statutory revenue for the Europe segment was £30,740k (2023: £29,567k).

The Group's statutory revenue from external corporate clients is generated from commercial relationships entered into by various Group companies, which, given the global nature of the Group's service delivery model, may not reflect the location where the services are delivered, as reflected in the Net Revenue segmentation noted below.

4. Segment reporting continued

The Group's statutory revenue is disaggregated into the following revenue streams as detailed in the revenue accounting policy (note 1.5). In addition, the Group disaggregates revenue into services where the Group is considered agent or principal as below:

	2024 £'000	2023 £'000
Direct concierge service revenue	**52,835**	52,257
Offers and benefits revenue	**949**	1,170
Indirect concierge service revenue	**11,982**	11,095
Digital platform revenue	**1,498**	2,134
Gross revenue	**67,264**	66,656

	2024 £'000	2023 £'000
Corporate revenue	**55,282**	55,561
Supplier revenue	**11,982**	11,095
Total revenue	**67,264**	66,656
Supplier revenue (cost of sales on principal member transactions)	**(4,361)**	(3,653)
Net Revenue	**62,903**	63,003

	2024 £'000	2023 £'000
Revenue from services as principal	**60,640**	61,416
Revenue from services as agent	**6,624**	5,240
	67,264	66,656

Net Revenue is a non-GAAP Company measure that includes the direct cost of sales relating to member transactions managed by the Group, such as the cost of airline tickets sold under the Group's ATOL licences. Net Revenue is the measure of the Group's income on which segmental performance is measured.

Adjusted EBITDA is a non-GAAP Company specific measure excluding interest, taxation, amortisation, depreciation, share-based payment, and exceptional costs. Adjusted EBITDA is the main measure of performance used by the CEO, who is considered to be the chief operating decision maker. Adjusted EBITDA is the principal operating metric for a segment.

The statement of financial position is not analysed between reporting segments. Management and the chief operating decision maker consider the statement of financial position at Group level.

Three corporate clients (2023: three) generated more than 10% of total revenue each during the year ended 31 August 2024. The total combined revenue of these corporate clients was £24.8m (2023: £23.9m) and was mainly included in the Europe and Americas segments.

5. Exceptional items

	2024 £'000	2023 £'000
Restructuring costs	**723**	995
Loss on disposal of subsidiary and restructuring	**—**	18
Provision for overseas tax authority costs	**—**	85
	723	1,098

The Group recognised an exceptional charge relating to restructuring costs of £723k (2023: £995k). The cost is made up of redundancy costs incurred during the year of £723k.

6. Operating profit

Operating profit for the year is stated after charging:

	2024 £'000	2023 £'000
Research and development costs not capitalised	**649**	1,114
Depreciation of property, plant, and equipment	**502**	511
Depreciation of right-of-use asset	**2,830**	2,405
Amortisation of intangible assets	**5,770**	5,287
Bad debt expense	**36**	103
Exceptional items	**723**	1,098

7. Auditor's remuneration

	2024 £'000	2023 £'000
For audit services		
Audit of the financial statements of the Company	**180**	170
Audit of the financial statements of the Company's subsidiaries	**62**	36
	242	206
For other services		
Tax services for the Company's subsidiaries	**32**	20
Other services	**13**	5
	45	25

8. Employees

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

	2024 Number	2023 Number
UK	**185**	189
International	**1,083**	1,055
	1,268	1,244

Their aggregate remuneration comprised:

	2024 £'000	2023 £'000
Wages and salaries	**34,915**	35,499
Social security costs	**5,083**	4,881
Pension costs	**1,113**	1,081
Share-based payments (note 29)	**900**	908
	42,011	42,369

9. Directors' remuneration

	2024 £'000	2023 £'000
Remuneration for qualifying services	**1,301**	1,100
Pension contributions to defined contribution schemes	**20**	14
	1,321	1,114

Full details of Directors' remuneration are presented in the Remuneration Committee Report on pages 61 to 65.

Remuneration disclosed above includes the following amounts paid to the highest paid Director:

	2024 £'000	2023 £'000
Remuneration for qualifying services	**362**	316
Share-based payments – expense	**19**	54
	381	370

The number of Directors for whom retirement benefits are accruing under defined contribution schemes amounted to two (2023: two).

10. Key management personnel

	2024 £'000	2023 £'000
Short-term employee benefits	**1,609**	1,573
Termination costs	**—**	142
Post-employment benefits	**28**	22
Share-based payments – gain on the exercise of share options during year	**370**	37
	2,007	1,774

Remuneration of key management personnel

The remuneration of key management personnel, including Directors, is set out above in aggregate for each of the categories specified in IAS 24 "Related Party Disclosures". Key management personnel comprise the Directors of the Company and senior staff with management responsibilities across the entire Group.

11. Related party transactions

In November 2023, the Group raised £250k of loan notes issued to Nitro Ventures Limited on 21 November 2023. Jules Pancholi, Non-Executive Chairman, is a shareholder and director of Nitro Ventures Limited. Interest is payable quarterly in arrears in cash at 2% per annum during the term of the loan, with a 1% administration fee payable in cash at drawdown repayable in November 2026. The £250k of loan notes were part of a larger loan note raise, the details of which are disclosed as part of note 26. This loan of £250k was repaid subsequent to year end.

Other than the related party transactions described above, there were no further related party transactions in the year to disclose.

12. Controlling party

In the opinion of the Directors, there is no one ultimate controlling party.

13. Net finance expense

	2024 £'000	2023 £'000
Losses on foreign exchange	**507**	220
Interest on bank overdrafts and loans	**53**	62
IFRS 16 interest charge	**408**	216
Loan interest	**577**	380
Interest Income	**(6)**	(7)
Total finance expense	**1,539**	871

14. Income tax credit

	2024 £'000	2023 £'000
Current tax		
Foreign taxes related to current year	**966**	843
Prior year adjustments	**(152)**	(169)
Deferred tax		
Original and reversal of timing differences	**439**	1,009
Historical losses recognised	**(1,738)**	(5,306)
Total tax credit	**(485)**	(3,623)

The tax credit for the year can be reconciled to the income statement as follows:

	2024 £'000	2023 £'000
Profit before taxation	**537**	924
Expected tax credit based on a corporation tax rate of 25.0% (2023: 21.5%*)	**134**	199
Effect of expenses not deductible in determining taxable profit	**133**	60
Effect of taxes related to previous years	**(152)**	(169)
Origination and reversal of timing differences	**439**	1,009
Recognition of historical tax losses	**(1,738)**	(5,306)
Overseas tax rate differences	**699**	584
Taxation credit for the year	**(485)**	(3,623)

* A blended rate of 21.5% was used in the prior period following the change in the corporate tax rate from 19% to 25% on 1 April 2023.

15. Earnings per share

Basic earnings per share	2024 £'000	2023 £'000
Profit attributable to equity shareholders of the parent	**1,022**	4,547
Weighted average number of ordinary shares in issue (net of treasury)	**85,850,877**	83,894,193
Basic profit (pence)	**1.2p**	5.4p

15. Earnings per share continued

Basic profit per ordinary share

Basic profit per ordinary share is calculated by dividing the net result for the year attributable to shareholders by the weighted number of ordinary shares outstanding during the year (2023: 5.2p).

Diluted earnings per share	**2024 £'000**	2023 £'000
Profit attributable to equity shareholders of the parent	**1,022**	4,547
Weighted average number of ordinary shares in issue (net of treasury)	**89,216,913**	86,986,163
Diluted profit per share (pence)	**1.1p**	5.2p

Diluted earnings per ordinary share

Diluted earnings per share is calculated as per IAS 33 by adjusting the weighted average number of ordinary shares outstanding for the dilutive effect of "in the money" share options, which are the only dilutive potential common shares for the Group. The net profit attributable to ordinary shareholders is divided by the adjusted weighted average number of shares. "Out of the money" share options are excluded from the calculation as they are non-dilutive. Where the Group has incurred a loss in the year, the diluted loss per share is the same as the basic loss per share as the loss has an anti-dilutive effect.

Underlying earnings per share	**2024 £'000**	2023 £'000
Profit attributable to equity shareholders of the parent	**1,022**	4,547
Excluding exceptional items and taxes		
Exceptional items	**723**	1,098
Recognition of historical tax losses	**(1,738)**	(5,306)
Underlying profit attributable to equity shareholders of the parent	**7**	339
Basic weighted average number of ordinary shares in issue (net of treasury)	**85,850,877**	83,894,193
Basic underlying profit per share (pence)	**0.0p**	0.4p
Diluted weighted average number of ordinary shares in issue (net of treasury)	**89,216,913**	86,986,163
Diluted underlying profit per share (pence)	**0.0p**	0.4p

Underlying earnings per ordinary share

Underlying earnings per share is calculated by adjusting the profit attributable to equity shareholders for exceptional items (note 5) and associated taxes along with non-underlying tax items such as deferred tax arising from the recognition of historical losses. No changes are made to the weighted average number of ordinary shares.

16. Deferred tax

	2024 £'000	2023 £'000
Deferred Tax		
Credited/(charged) to the statement of comprehensive income		
Historical losses	**1,738**	4,999
Movement in other temporary differences	**(439)**	(702)

16. Deferred tax continued

Deferred tax	Intangible assets £'000	Capital allowances £'000	Losses £'000	Other temporary differences £'000	Total £'000
Opening balance as at 1 September 2022	—	—	—	—	—
Credited/(charged) to the statement of comprehensive income					
Movement in deferred tax balances	(1,672)	715	—	255	(702)
Utilisation of historical losses	—	—	(307)	—	(307)
Recognition of historical losses	—	—	5,306	—	5,306
Opening balance as at 1 September 2023	(1,672)	715	4,999	255	4,297
Credited/(charged) to the statement of comprehensive income					
Movement in deferred tax balances	(458)	9	—	10	(439)
Utilisation of historical losses	—	—	(639)	—	(639)
Recognition of historical losses	—	—	1,738	—	1,738
Closing balance as at 31 August 2024	**(2,130)**	**724**	**6,098**	**265**	**4,957**

As at 31 August 2024, the Group has unused tax losses of £54.8m (2023: £61.1m) that are available for offset against future taxable profits. During the year ended 31 August 2024, a deferred tax asset has been recognised in respect of £24.7m of such losses (2023: £21.0m). Due to uncertainty as to the level and timing of taxable profits in the future, no deferred tax asset has been recognised in respect of the remaining £30.1m (2023: £40.1m). The losses that remain unrecognised are not expected to expire. Further information about the recoverability of the recognised deferred tax asset is contained the "Critical Accounting Estimates and Judgements" section of these notes.

17. Intangible assets

	Capitalised development costs £'000	Website £'000	Total £'000
Cost			
At 31 August 2022	41,484	1,909	43,393
Additions	7,284	—	7,284
At 31 August 2023	48,768	1,909	50,677
Additions	6,725	—	6,725
At 31 August 2024	**55,493**	**1,909**	**57,402**
Accumulated amortisation			
At 31 August 2022	28,087	1,909	29,996
Charge for the year	5,287	—	5,287
At 31 August 2023	33,374	1,909	35,283
Charge for the year	5,770	—	5,770
At 31 August 2024	**39,144**	**1,909**	**41,053**
Carrying amount			
At 31 August 2023	15,394	—	15,394
At 31 August 2024	**16,349**	**—**	**16,349**

All additions are related to internal expenditure. The useful economic lives of the capitalised development platforms and website are assessed to be between two to five years.

18. Property, plant and equipment

	Leasehold improvements £'000	Fixtures and fittings £'000	Office equipment £'000	Total £'000
Cost				
At 31 August 2022	83	392	3,565	4,040
Additions	84	11	436	531
Disposals	(22)	—	—	(22)
Exchange movement	(18)	(9)	(174)	(201)
At 31 August 2023	127	394	3,827	4,348
Addition	25	5	264	294
Disposals	(73)	(85)	(523)	(681)
Reclassification	—	—	—	—
Exchange movements	(3)	(1)	(23)	(27)
At 31 August 2024	**76**	**313**	**3,545**	**3,934**
Accumulated depreciation				
At 31 August 2022	71	337	2,693	3,101
Charge for the year	21	45	445	511
Disposals	(20)	—	—	(20)
Exchange movements	(17)	(5)	(134)	(156)
At 31 August 2023	55	377	3,004	3,436
Charge for the year	27	6	469	502
Disposals	(60)	(83)	(523)	(666)
Exchange movements	(1)	—	27	26
At 31 August 2024	**21**	**300**	**2,977**	**3,298**
Carrying amount				
At 31 August 2023	72	17	823	912
At 31 August 2024	**55**	**13**	**568**	**636**

19. Right-of-use assets

	Land and buildings £'000
At 1 September 2022	2,274
Additions	1,573
Terminations	(88)
Lease modifications	605
Depreciation	(2,405)
Translation	(48)
At 31 August 2023	1,911
Additions	6,238
Terminations	(23)
Lease modifications	277
Depreciation	(2,830)
Translation differences	(84)
At 31 August 2024	**5,489**
Carrying amount	
At 31 August 2023	1,911
At 31 August 2024	**5,489**

Lease modifications relate to renegotiations on leases, agreed part way through the original lease term. Additions reflect the renewal of expired leases and further new office leases.

20. Subsidiaries

Details of the Company's subsidiaries at 31 August 2024 are as follows:

Name of undertaking	Country of incorporation	Ownership interest %	Voting power held %	Nature of business
Ten Lifestyle Management Limited[1]	UK	100	100	Concierge services
Ten Lifestyle Management (Asia) Limited	Hong Kong	100	100	Concierge services
Ten Lifestyle Management USA Inc.	USA	100	100	Concierge services
Ten Lifestyle Management (Canada) ULC	Canada	100	100	Concierge services
Ten Group Singapore PTE Limited	Singapore	100	100	Concierge services
Ten Group Japan K.K.	Japan	100	100	Concierge services
Ten Lifestyle Commercial Consulting (China)	China	100	100	Concierge services
Ten Lifestyle Management Limited S DE RL DE CV	Mexico	100	100	Concierge services
Ten Lifestyle Management Africa (Pty) Limited	South Africa	100	100	Concierge services
Ten Lifestyle Management India Private Limited	India	100	100	Technology and development
Ten Servicos de Concierge do Brasil Limited	Brazil	100	100	Concierge services
Ten Group Belgium BVBA	Belgium	100	100	Concierge services
Ten Group Australia Pty Limited	Australia	100	100	Concierge services
Ten Lifestyle Management Switzerland GmbH	Switzerland	100	100	Concierge services
Ten Group France SAS	France	100	100	Concierge services
Ten Group Norway AS	Norway	100	100	Concierge services
Ten Latin America Limited	UK	100	100	Dormant
Ten South America Limited	UK	100	100	Dormant
Ten Global Services Limited	UK	100	100	Dormant
Ten Travel Limited	UK	100	100	Dormant
Ten Professional Services Limited	UK	100	100	Dormant
Bailey Medical Support Limited	UK	100	100	Dormant

1 Shares held directly by Ten Lifestyle Group Plc.

20. Subsidiaries continued

The registered offices of the Company's subsidiaries are as follows:

Name of undertaking	Registered office
Ten Lifestyle Management Limited	9th floor, Regent's Place, 338 Euston Road, London NW1 3BG, United Kingdom
Ten Lifestyle Management (Asia) Limited	Unit 20-125 WeWork, City, Plaza Phase 3, Taikoo, Hong Kong
Ten Lifestyle Management USA Inc	10801 W Charleston Blvd, Unit 02 179, Las Vegas, NV 89135, United States of America
Ten Lifestyle Management (Canada) ULC	1200 Bay Street, Suite 202, Toronto, Ontario M5R 2A5, Canada
Ten Group Singapore PTE Limited	36 Robinson Road, City House #02-127, Singapore 068877
Ten Group Japan K.K.	7F Sumitomo Sasazuka Taiyo Building, 1-48-3 Sasazuka, Shibuya-ku, Tokyo 151-0073, Japan
Ten Lifestyle Commercial Consulting (China)	Floor 12 Platinum Building, 233 Tai Cang Road, Huangpu District, Shanghai 200020, China
Ten Lifestyle Management S DE RL DE CV	Torre Concreta Calz. Gral. Mariano Escobedo 526 Piso 8 Oficina 0811 Anzures, Miguel Hidalgo Ciudad de México 11590
Ten Lifestyle Management Africa (Pty) Limited	7th Floor, 19 Louis Gradner Street, Foreshore, Cape Town 8001, South Africa
Ten Servicos de Concierge do Brasil Limited	Rua Gomes De Carvalho 911– 3º andar – São Paulo SP 04547-003, Brazil
Ten Group Belgium BVBA	Brussels Airport Corporate Village, Leonardo Da Vin-cilaan, 91935 Zaventem, Belgium
Ten Group Norway AS	c/o Flattum Accounting St Olavs gate 25 0166, Oslo, Norway
Ten Lifestyle Management Switzerland GmbH	Red Tower, Floor F0 Limmatstrasse 250, 8005, Zurich, Switzerland
Ten Lifestyle Management India Private Limited	9SE, 9th Floor, The Ruby Tower, 29, Senapati Bapat Marg Dadar (West) Mumbai 400 028, India
Ten Group Australia Pty Limited	Level 11, 80 Mount Street, North Sydney NSW 2060, Australia
Ten Group France SAS	66 avenue des Champs-Élysées, 75008, Paris, France
Ten Lifestyle Argentina (Branch)	Corrientes 222, Piso 10 C1043 AAP, Buenos Aires, Argentina
Ten Lifestyle Management Ltd (DMCC) (Branch)	Reef Tower, Units 31-07 and 31-08, PO Box 115738, Dubai, United Arab Emirates

The registered office of the dormant subsidiaries incorporated in the UK is 9th floor, Regent's Place, 338 Euston Road, London NW1 3BG, United Kingdom.

21. Trade and other receivables

Trade receivables disclosed below are measured at fair value using the expected credit loss model.

	2024 £'000	2023 £'000
Trade receivables	**4,031**	5,982
Provision for bad and doubtful debts	**(488)**	(439)
	3,543	5,543
Other receivables	**2,008**	1,579
Prepayments and accrued income	**6,857**	4,486
	12,408	11,608

Movements in Group contract assets and liabilities were as follows:

	2024 £'000	2023 £'000
Accrued income (decreased)/increased	**(78)**	264

All accrued income recognised at 31 August 2023 was released during the year.

The fair value of trade and other receivables below is the same as the carrying value as credit risk has been addressed as part of impairment provisioning and, due to the short-term nature of the amounts receivable, they are not subject to other ongoing fluctuations in market rates.

22. Trade receivables – credit risk

Ageing of due and past due but not impaired debts	2024 £'000	2023 £'000
0–30 days	**2,426**	4,873
30–60 days	**556**	343
60–90 days	**98**	111
90–120 days	**41**	181
120+ days	**910**	474
	4,031	5,982
Provision for bad and doubtful debts	**(488)**	(439)
	3,543	5,543

The Group provides against trade receivables using the expected credit loss model as at the reporting date.

	Trade debtors £'000	Expected credit loss provision £'000	Expected credit loss provision %
0–30 days	**2,426**	**(52)**	**-2%**
30–60 days	**556**	**(27)**	**-5%**
60–90 days	**98**	**(23)**	**-23%**
90–120 days	**41**	**(24)**	**-59%**
120+ days	**910**	**(362)**	**-40%**
	4,031	**(488)**	

The provision is based on prior experience using a provision matrix whilst considering an assessment of the current and future expected economic climate, in addition to taking into account the length of time that the receivable has been overdue.

Movement in the allowances for doubtful debts

	2024 £'000	2023 £'000
Opening balance	**439**	336
Movement in provision	**49**	103
Closing balance	**488**	439

23. Cash and cash equivalents

	2024 £'000	2023 £'000
Cash at banks and on hand – unrestricted	**7,915**	6,982
Cash at banks and on hand – restricted	**992**	1,100
Cash in transit	**360**	147
Cash and cash equivalents	**9,267**	8,229

Cash at bank earns interest at floating rates based on daily bank deposit rates.

The Group holds cash in a restricted access account in respect of guarantees and reserves. These guarantees arise in the ordinary course of business and relate to the Group's travel operations while the reserves relate to restricted cash related to the Group's card intermediary. The guarantees are required under consumer protection schemes in certain markets and are provided by banks, which hold restricted cash to support the guarantee. As such, this guarantee will be required for the long term, unless local regulations are amended. In excess of cash held in restricted accounts, the Group has guarantees in place with local travel authorities of £196k (2023: £196k).

24. Trade and other payables

	2024 £'000	2023 £'000
Trade payables	**1,370**	1,550
Accruals and deferred income	**13,710**	14,845
Social security and other taxation	**2,760**	2,950
Other payables	**1,391**	714
	19,231	20,059

	2024 £'000	2023 £'000
Deferred (decrease)/increase	**(1,819)**	1,200

All deferred income recognised at 31 August 2023 was released during the year. The fair values of trade and other payables are the same as the carrying values.

25. Provision – overseas tax liabilities

	2024 £'000	2023 £'000
Provision for overseas liabilities	**931**	931
Movements on provisions:		
At beginning of period	**931**	846
Movement in provision	**(333)**	85
At end of period	**598**	931

The liabilities relate to overseas tax liabilities. The liabilities will reduce as overseas tax filings are finalised and paid.

26. Borrowings

	2024 £'000	2023 £'000
Current	**4,389**	1,622
Non-current	**1,011**	2,950
	5,400	4,572

Ten Lifestyle Management Limited has entered into additional loan notes of £1.1m (2023: £1.2m) during the year, of which £250k was a related party loan as per note 11. The loans are guaranteed by Ten Lifestyle Group Plc. Interest is payable quarterly in arrears in cash at 12% per annum during the term of the loan, with a 1% administration fee payable in cash at drawdown. The additional loans of £1.1m are repayable on the 25 November 2026. The loans have been recognised using the effective interest rate method, for which the average rate is 12.2% (2023: 8.3%).

On 25 January 2023 the Group entered an invoice financing facility available up to a maximum of £2.1m, of which £14k (2023: £0.1m) was used at the end of the period. The Group has invoice financing facilities in place relating to trade receivables due from large corporate clients of Ten Lifestyle Management Ltd that are denominated in US Dollars and Sterling. The trade receivables guaranteed under the arrangement totalled £223k (2023: £122k). The Group retains the credit risk associated to these trade receivables and therefore presents these trade receivables as gross within the reported current assets. The liability arising from the invoice financing is presented as borrowings within current liabilities. The invoice financing facility is guaranteed to the value of the debts advanced and accrues interest at a rate of 2% over the base rate.

The Group has repaid £0.3m (2023: £nil) of loans in the year.

27. Lease liabilities

	2024 £'000	2023 £'000
Lease liabilities		
In one year or less	**761**	1,967
Between one and five years	**3,853**	571
Over five years	**2,981**	—
Total undiscounted lease liabilities at 31 August 2024	**7,595**	2,538
Lease liabilities included in the statement of financial position at 31 August 2024		
Current	**1,236**	1,738
Non-current	**4,360**	399
	5,596	2,137
Lease liability payments allocation		
Lease liability repayments	**2,806**	2,538
Interest expense on lease liabilities	**403**	216

	Land and buildings £'000
At 31 August 2023	2,137
Additions	6,108
Payments	(3,209)
Interest	408
Terminations	(28)
Lease modifications	277
Translation differences	(97)
At 31 August 2024	**5,596**
Carrying amount	
At 31 August 2023	2,137
At 31 August 2024	**5,596**

Discount rate

The discount rate used is based on the Group's estimated cost of debt. The average discount rate applied is 9.11% (2023: 10.41%), which is the Group's incremental borrowing rate.

28. Share capital

	2024 £'000	2023 £'000
86,565,483 (2023: 84,738,773) Ordinary Shares of £0.001 each	**86,565**	84,739
	86,565	84,739

There were 1.827m shares issued during the financial year ended 31 August 2024 (2023: 997k). All shares are fully paid.

Own shares held

An Employee Benefit Trust (the "Ten Group Employee Benefit Trust") was established in February 2012. The Trust holds 42,186 shares (2023: 42,186). These shares held are treated as treasury shares and are included in the treasury reserve in the consolidated statement of financial position.

29. Share options

The Company Share Option Plan (CSOP) remains in place and the Management Incentive Plan (MIP) commenced on 9 November 2017. As part of the Group's COVID-19 cost-saving measures, a Salary Sacrifice Scheme (SSS) was first launched in March 2020, allowing employees to sacrifice a proportion of their salary over a four-month period in return for share options.

For CSOP and MIP schemes, the holder must be in continued employment of the Company for three years for the option to vest. All options unexercised after a period of ten years from the date of grant expire.

For the SSS, the holder must sacrifice the pre-agreed amount of salary to vest the options granted. All options unexercised after a period of three years from the date of grant expire. An extension was granted on certain salary sacrifices noted in the tables below.

The Group has no legal or constructive obligation to repurchase or settle options in cash.

Options are exercisable at a range of between £0.001 per share and £1.60 per share. The weighted average remaining contractual life of the share options outstanding at 31 August 2024 is 4.9 years.

The total expense recognised for year ended 31 August 2024 arising from equity-settled share-based payment transactions amounted to £0.9m (2023: £0.9m).

	Number	Weighted average exercise price £
Number of options outstanding at 31 August 2022	13,657,024	0.710
Granted in the year – CSOP	984,362	0.489
Exercised in the year – CSOP	(105,722)	0.739
Lapsed in the year – CSOP	(262,111)	0.801
Exercised in the year – MIP	(80,000)	0.001
Lapsed in the year – MIP	(609,990)	0.001
Exercised in the year – SSS	(319,722)	0.700
Extensions in the year – SSS	55,399	0.690
Lapsed in the year – SSS	(411,261)	0.711
Exercised in the year – EMI	(91,528)	0.389
Lapsed in the year – EMI	(53,336)	0.224
Number of options outstanding at 31 August 2023	12,763,115	0.734
Granted in the year – CSOP	738,543	0.804
Exercised in the year – CSOP	(559,650)	0.700
Lapsed in the year – CSOP	(460,564)	0.791
Granted in the year – MIP	1,095,000	0.014
Exercised in the year – MIP	(227,467)	—
Lapsed in the year – MIP	93,501	—
Exercised in the year – SSS	(1,049,593)	0.700
Lapsed in the year – SSS	(647,593)	1.010
Number of options outstanding at 31 August 2024	**11,745,292**	**0.670**

29. Share options continued

	As at 31 August 2024	As at 31 August 2023	Exercise price £	Remaining contractual life
EMI				
December 2015 to December 2025	**34,968**	34,968	0.563	1.29
MIP				
December 2017 to December 2027	**32,000**	124,000	0.001	3.29
April 2018 to April 2028	**—**	68,966	0.001	3.63
September 2018 to September 2028	**112,360**	112,360	0.001	4.05
November 2018 to November 2028	**344,828**	344,828	0.001	4.21
June 2019 to June 2029	**378,000**	426,000	0.001	4.79
December 2019 to December 2029	**401,200**	96,000	0.001	5.30
December 2020 to December 2030	**488,800**	655,000	0.001	6.30
August 2022 to August 2032	**612,000**	676,000	0.001	7.96
September 2023 to September 2033	**612,000**	—	0.001	9.03
December 2023 to December 2033	**483,000**	—	0.001	9.33
CSOP				
August 2017 to August 2027	**260,000**	440,000	0.750	2.96
March 2018 to March 2028	**9,375**	9,375	1.600	3.54
May 2018 to May 2028	**22,222**	22,222	1.350	3.71
September 2018 to September 2028	**34,483**	34,483	0.870	4.05
December 2018 to December 2028	**—**	33,857	0.350	4.30
January 2019 to January 2029	**—**	67,781	0.440	4.38
April 2019 to April 2029	**—**	45,802	0.660	4.63
June 2019 to June 2029	**134,832**	134,832	0.890	4.79
July 2019 to July 2029	**25,424**	25,424	1.180	4.88
August 2019 to August 2029	**226,890**	289,915	1.190	4.96
September 2019 to September 2029	**—**	18,987	0.790	5.05
October 2019 to October 2029	**12,295**	12,295	1.220	5.13
August 2020 to August 2030	**—**	18,987	0.790	5.96
September 2020 to September 2030	**851,399**	1,168,840	0.770	6.05
March 2021 to March 2031	**14,018**	14,018	1.070	6.54
June 2021 to June 2031	**15,600**	15,600	1.045	6.79
August 2021 to August 2031	**—**	14,218	1.060	6.96
December 2021 to December 2031	**376,877**	482,403	1.000	7.30
May 2022 to May 2032	**96,773**	121,363	0.620	7.71
October 2022 to October 2032	**1,000,000**	968,750	0.480	8.13
November 2023 to November 2033	**559,000**	—	0.920	9.23
February 2024 to February 2034	**18,293**	—	0.820	9.46
SSS				
March 2020 to March 2023	**—**	1,184,677	0.700	—
July 2020 to March 2026	**1,061,384**	1,241,679	1.200	0.67
November 2020 to March 2026	**1,866,010**	2,088,573	1.000	0.67
March 2021 to March 2026	**1,661,261**	1,770,912	1.100	0.67
	11,745,292	12,763,115		

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29. Share options continued

The periods noted in the table below reflect the month during which the options were awarded to the month of expiration. For the share options granted during the year, the weighted average fair value of the options is £0.45.

Management Incentive Plan

There were two grants during the period of MIP options, totalling 1,095,000 (2023: nil) of new options granted under the Management Incentive Plan. All share options granted under the MIP can be exercised at nominal ordinary share value (£0.001p).

Salary sacrifice scheme

Under the SSS, the Group offered its employees the opportunity to sacrifice salary over two four-month periods in exchange for share options; there were no options granted in this financial year. The sacrifices ranged from 5% to 50% of salary over the grants. An extension of the remaining 4,588,655 options outstanding was granted during the year, extending these options to March 2026.

Company share Option Plan

Under the CSOP, 738,543 (2023: 984,632) options were issued to eligible employees in the 2024 financial year. These shares were issued under a conditional three years of employment (non-market) from date of grant.

Valuation of share options

The fair value of options subject to non-market-based vesting conditions was measured using a Black Scholes model and those options with market-based conditions using a Monte Carlo simulation model.

The fair value of the outstanding options without performance conditions was measured using the Black Scholes option valuation model. The inputs to that model in respect of the share options outstanding under each issue as at 31 August 2023 and 31 August 2024 were as follows:

2023	CSOP
Grant month	Oct 22
Weighted average share price	£0.48
Weighted average exercise price	£0.48
Expected volatility	54%
Weighted average risk free rate	3.64%
Expected dividend yield	0
Weighted average option life (years)	5.0
Weighted average fair value at date of grant	£0.46

2024	CSOP	CSOP	MIP	MIP	MIP
Grant month	Oct 22	Nov 23	Sep 23	Sep 23	Dec 23
Weighted average share price	£0.48	£0.92	£0	£0	£0
Weighted average exercise price	£0.48	£0.92	£0	£0	£0
Expected volatility	54%	53%	40%	54%	40%
Weighted average risk free rate	3.64%	3.73%	3.55%	4.53%	3.55%
Expected dividend yield	0	0	0	0	0
Weighted average option life (years)	5.0	5.0	3.0	5.0	3.0
Weighted average fair value at date of grant	£0.22	£0.54	£0.40	£0.88	£0.40

2024	CSOP
Grant month	Feb 24
Weighted average share price	£0.82
Weighted average exercise price	£0.82
Expected volatility	44%
Weighted average risk free rate	4.24%
Expected dividend yield	0
Weighted average option life (years)	5.0
Weighted average fair value at date of grant	£0.36

The share price volatility fluctuated for the different share option schemes due to different years that apply to each of the schemes in existence. The risk free rate is based on the average Bank of England base rate in the year.

29. Share options continued

Company Share Option Plan continued

Valuation of share options continued

Expected share price volatility is based on similar listed entities and varies due to the different years that apply to each of the schemes in existence. For the Salary Sacrifice Scheme, expected share price volatility is based on the Group's share price volatility.

30. Capital commitments

At 31 August 2024 the Group had no material capital commitments (2023: £nil).

31. Financial instruments and financial risk management

Financial instruments

The Group's principal financial liabilities comprise trade and other payables and borrowings. The primary purpose of these financial liabilities is to finance the operations. The Group has trade and other receivables and cash that derive directly from its operations.

Financial assets

	2024 £'000	2023 £'000
Cash at banks and on hand – unrestricted	**8,275**	7,129
Cash at banks and on hand – restricted	**992**	1,100
Trade and other receivables	**6,039**	9,253

Financial liabilities

	2024 £'000	2023 £'000
Trade and other payables	**2,761**	2,410
Lease liabilities	**5,596**	2,137
Borrowings	**5,400**	4,572

The Directors consider that the carrying amounts for all financial assets and liabilities approximate to their fair value.

Financial risk management

The Company is exposed to market risk, which includes interest rate risk and currency risk, credit risk, and liquidity risk. The senior management oversees the management of these risks and ensures that the financial risk taken is governed by appropriate policies and procedures and that financial risks are identified, measured, and managed in accordance with the Group's policies and risk appetite.

The Board of Directors reviews and agrees the policies for managing each of these risks, which are summarised below:

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

Foreign currency risk management

The Group is exposed to transactional and translation exchange risk. Transactional foreign exchange risk arises from sales or purchases by a Group company in a currency other than that company's functional currency. Translation foreign exchange risk arises on the translation of profits earned in Euros, US Dollars, Swiss Francs, Brazilian Real, Australian Dollars, and Japanese Yen to Sterling and the translation of net assets denominated in Euros, US Dollars, Swiss Francs, Brazilian Real, Australian Dollars, and Japanese Yen to Sterling, the Group's functional currency.

Each of the companies in the Group trades almost exclusively in its functional currency, minimising transactional foreign exchange risk.

	GBP:EUR 1	GBP:USD 1	GBP:CHF 1	GBP:JPY 1	GBP:BRL 1	GBP:AUD 1
Year ended 31 August 2023						
Average rate	1.15	1.22	1.12	168.55	6.20	1.82
Year-end spot rate	1.17	1.27	1.12	185.62	6.22	1.96
Year ended 31 August 2024						
Average rate	**1.17**	**1.26**	**1.12**	**190.05**	**6.46**	**1.92**
Year-end spot rate	**1.19**	**1.31**	**1.12**	**191.89**	**7.37**	**1.94**

31. Financial instruments and financial risk management continued

Foreign currency sensitivity analysis

The following table details the Group's sensitivity to a 5% decrease in Great British Pounds against the relevant foreign currencies which the Directors believe could have the most significant impact on the performance of the Group. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

For a 5% strengthening of Great British Pounds against the relevant currency there would be a comparable impact on the profit and other equity in the opposite direction.

	Profit or loss	
	2024 £'000	2023 £'000
Euro	**76**	142
US Dollar	**(403)**	(396)
Swiss Franc	**(193)**	(119)
Japanese Yen	**13**	(28)
Brazilian Real	**36**	14
Australian Dollar	**(54)**	(55)
Other	**(363)**	(321)
	(888)	(763)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group accepts the risk of losing interest on deposits due to interest rate reductions. Any interest charged on outstanding loans is at fixed rates. The invoice discounting facility incurs interest at a rate of 2% above the base rate and is therefore impacted by changes in the underlying base rate.

The Directors do not believe the interest rate risk to be material and therefore no sensitivity analysis has been prepared.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities, including cash deposits with banks and financial institutions.

Trade receivables

Customer credit risk is managed subject to the Group's established policy, procedures, and control relating to customer credit risk management. Outstanding receivables are regularly monitored and discussed at executive management and Board level.

The requirement for impairment is analysed at each reporting date. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed above. The Company does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low as receivables are principally with large financial institutions.

Financial instruments and cash deposits

Credit risk from cash balances with banks and financial institutions is managed in accordance with the Company's policy. Credit risk with respect to cash is managed by carefully selecting the institutions with which cash is deposited.

Liquidity risk

The Group raised funds as part of the IPO in November 2017. A secondary additional placing after the year end raised a further £5.9m of gross proceeds. In addition, the funds generated by operating activities are managed to fund short-term working capital requirements. The Board carefully monitors the levels of cash and is comfortable that it has sufficient cash for normal operating requirements. The Group currently holds no committed lines of credit.

31. Financial instruments and financial risk management continued

Liquidity risk continued

The following table details the Group's remaining contractual maturity for its financial liabilities based on undiscounted contractual payments:

	Within 1 year £'000	1 to 2 years £'000	2 to 5 years £'000	Total £'000
At 31 August 2023				
Trade and other payables	2,410	—	—	2,410
Long-term loan	1,622	2,950	—	4,572
Lease liabilities	1,738	399	—	2,137
At 31 August 2024				
Trade and other payables	**2,761**	**—**	**—**	**2,761**
Long-term loan	**4,389**	**1,011**	**—**	**5,400**
Lease liabilities	**1,236**	**4,360**	**—**	**5,596**

Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern while also maximising the operating potential of the business. The capital structure of the Group consists of cash and cash equivalents, long-term loan, and equity attributable to equity holders of the Company, comprising issued capital, reserves, and retained earnings as disclosed in the consolidated statement of changes in equity. The Group is not subject to externally imposed capital requirements.

Financial instruments carried at fair value

Financial instruments carried at fair value are measured by reference to the following fair value hierarchy prescribed by IFRS 13:

- Level 1: quoted prices in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The Group carries no financial instruments that are carried at fair value and measured under the level 3 valuation method.

32. Events after the balance sheet date

Since the end of the financial year, the Group has:

- Won a significant multi-year Extra Large contract in the USA with an existing global corporate client. Ten will transition service from the incumbent high-touch provider in late H1 FY 2025, with the launch of its digitally enabled concierge platform scheduled for H2 FY 2025
- Won a Medium contract in AMEA with a new corporate client, which is expected to transition from the incumbent provider in late H1 FY 2025

In addition, the Group has:

- Raised gross proceeds of £5.9m through the secondary placing of 9,332,853 new Ordinary Shares at 63 pence per share. The funds raised will support the Group's short-term working capital requirements for the launch of the two contract wins, as well as having repaid related party loans outstanding of £1.45m in addition to strengthening its balance sheet.

There are no further subsequent events.

Company Statement of Financial Position
as at 31 August 2024

COMPANY NO: 08259177

	Note	2024 £'000	2023 £'000
Non-current assets			
Investments	33	**50,362**	49,500
Total non-current assets		**50,362**	49,500
Current assets			
Trade and other receivables	34	**9**	10
Cash and cash equivalents	36	**5**	6
Amounts due from Group undertakings	34	**2,408**	1,600
Total current assets		**2,422**	1,616
Total assets		**52,784**	51,116
Current liabilities			
Trade and other payables	35	**(195)**	(159)
Total current liabilities		**(195)**	(159)
Net current assets		**2,227**	1,457
Net assets		**52,589**	50,957
Equity			
Called up share capital	28	**87**	85
Share premium account		**32,389**	31,272
Retained earnings		**20,113**	19,600
Total equity		**52,589**	50,957

The Company has elected to take the exemption under Section 408 of the Companies Act 2006 from presenting the parent company profit and loss account and related notes. The Company's net loss after tax for the year was £349,000 (2023: £255,000 loss).

The financial statements were approved by the Board of Directors and authorised for issue on 12 November 2024 and are signed on its behalf by:

Alex Cheatle
Director

Alan Donald
Director

Company Statement of Changes in Equity
for the year ended 31 August 2024

	Note	Share capital £'000	Share premium account £'000	Retained earnings £'000	Total £'000
Balance at 1 September 2022		84	30,658	19,226	49,968
Loss for the period		—	—	(255)	(255)
Total comprehensive loss for the period		—	—	(255)	(255)
Equity-settled share-based payments charge	29	—	—	629	629
Issue of new share capital		1	614	—	615
Balance at 31 August 2023		85	31,272	19,600	50,957
Loss for the period		—	—	(349)	(349)
Total comprehensive loss for the period		—	—	(349)	(349)
Equity-settled share-based payments charge	29	—	—	862	862
Issue of new share capital		2	1,117	—	1,119
Balance at 31 August 2024		**87**	**32,389**	**20,113**	**52,589**

Company Statement of Cash Flows
for the year ended 31 August 2024

	Note	2024 £'000	2023 £'000
Cash flows from operating activities			
Loss for the year after tax		**(349)**	(255)
Movement in working capital:			
Increase in trade and other receivables		**(807)**	(405)
Increase in trade and other payables		**36**	45
Net cash used by operating activities		**(1,120)**	(615)
Cash flows from financing activities			
Proceeds from issue of shares		**1,119**	615
Net cash generated by financing activities		**1,119**	615
Net decrease in cash and cash equivalents		**(1)**	—
Cash and cash equivalents at beginning of year		**6**	6
Cash and cash equivalents at end of the period		**5**	6

33. Investments

All investments held by the Company are investments in subsidiaries which are held at cost.

	2024 £'000	2023 £'000
Investments in subsidiaries	**50,362**	49,500
Cost		
At 31 August 2023	**49,500**	48,870
Additions	**862**	630
At 31 August 2024	**50,362**	49,500
Carrying amount		
At 31 August 2023	**49,500**	
At 31 August 2024	**50,362**	

The addition in the year represents capital contributions of £0.86m made to the Company's subsidiaries in respect of the share option expense recognised on share options issued by the Company to employees of the appropriate subsidiaries.

Both of these transactions represent non-cash transactions during the year.

In the opinion of the Directors the value of the investment in the subsidiary undertakings is not less than the amount shown above. As a result, no impairment has been recorded in the year (2023: £nil).

34. Trade and other receivables

	2024 £'000	2023 £'000
Trade and other receivables	**9**	10
Amounts due from Group companies	**2,408**	1,600
	2,417	1,610

Amounts due from Group companies are unsecured, interest-free, have no fixed repayment terms, and are repayable on demand.

35. Trade and other payables

	2024 £'000	2023 £'000
Accruals	**195**	159
	195	159

36. Cash and cash equivalents

	2024 £'000	2023 £'000
Cash at banks and on hand – unrestricted	**5**	6
Cash and cash equivalents	**5**	6
Cash and cash equivalents in the statement of cash flows	**5**	6

37. Financial instruments and financial risk management

Financial instruments

The Company has limited financial liabilities as its primary purpose is to hold investments in other Group companies. The Company's receivables largely relate to its funding of the operations of the Group.

Financial assets

	2024 £'000	2023 £'000
Cash at bank and in hand – unrestricted	**5**	6
Amounts due from Group companies	**2,408**	1,600
Trade and other receivables	**9**	10

Financial liabilities

	2024 £'000	2023 £'000
Trade and other payables	**195**	160

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Produced by
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