

This announcement contains inside information as stipulated under the UK Market Abuse Regulations ("MAR").

Audioboom Group plc
("Audioboom", the "Group" or the "Company")

Final audited results for the year ended 31 December 2025

Audioboom (AIM: BOOM), the leading global podcast company, is pleased to announce its final audited results for the year ended 31 December 2025.

Financial and operating highlights

- 2025 revenue of US\$80.4 million, up 10% on 2024 (US\$73.4 million)
- Total gross profit of US\$16.9 million, up 17% on 2024 (US\$14.4 million), representing the Company's continued focus on higher quality revenue
- Annual adjusted EBITDA¹ profit of US\$5.1 million, up 54% on 2024 (US\$3.4 million) and ahead of 2025 market expectations
- Record quarterly revenue of US\$24.9 million and record quarterly adjusted EBITDA profit of US\$2.2 million in Q4, reflecting a 9% adjusted EBITDA margin
- Continued significant growth of Showcase – our scalable, higher gross margin, tech-based, global advertising marketplace - with record revenue of US\$30.4 million, up 31% on 2024 (US\$23.1 million)
- Average global monthly distribution of 118 million downloads and video views, up 20% on 2024 (98 million) following the acquisition of Adelicious in July 2025 and the fast-paced growth of Audioboom's video podcasts
- 2025 RPM (average revenue per 1,000 downloads) of US\$56.46; as expected, lower than the prior year (2024: US\$62.41) due to the increase in lower-yield video views and UK downloads. This represents significant upside opportunity through medium-term value creation in video podcast monetisation and the expansion of the UK podcast market
- Group cash at 31 December 2025 of US\$4.2 million (31 December 2024: US\$3.9 million), with a further US\$3.4 million available via an overdraft facility
- Conclusion of the final onerous contract on 31 December 2025, which had been provided for on 30 June 2023, with the Board expecting adjusted EBITDA in 2026 to once again serve as a proxy for cash generation

Key commercial developments

- Completed the acquisition of Adelicious Limited on 22 July 2025 - in part funded by a significantly oversubscribed placing - creating the UK's second largest podcast network. The full integration of Adelicious was completed by 1 September 2025, two weeks ahead of the initial 60-day goal due to excellent collaboration between the Audioboom and Adelicious teams
- Established our leadership position in video podcasting, highlighted by our number 1 ranking on the Podscribe chart. Additionally, 12 podcasts from the Audioboom Creator Network earned spots in YouTube's Top 100 video podcasts, showcasing the strength and reach of our content across platforms
- Launched AI capabilities in Showcase through the integration of Sounder AI to provide brand suitability guidance and contextual ad targeting for advertisers who utilise the marketplace, and Adaptive Ads which uses AI to create high-engagement, high value bespoke ads at scale for podcasters

Post year-end highlights

- Record Q1 performance in 2026, with revenue of US\$22.5 million, up 30% on Q1 2025 (US\$17.3 million) and adjusted EBITDA profit of US\$1.4 million, up 118% on Q1 2025 (US\$0.6 million)
- Launch of a new commercial partnership with Spotify, which will support the development of Audioboom's video monetisation engine through expanded advertising and subscription opportunities
- Announced a technical integration with Apple to enhance video podcast distribution and monetisation through their podcast app
- Hosted the inaugural UK Audioboom Upfronts in London, showcasing top UK podcast talent to brands, agencies and advertisers
- Expansion of the Audioboom Creator Network through new tier one content partnerships, including *Crooked Media*, *RedHanded* and *Hear Me Out*. These shows are expected to contribute more than 20 million downloads and video views per month to the Audioboom Creator Network in 2026
- Renewed key contracts with leading podcasts in our creator network, including the official F1 podcasts, *Soder*, *Zane and Heath: Unfiltered*, *The Sabrina Zohar Show* and *Monsters Among Us*

¹Earnings before interest, tax, depreciation, amortisation, share based payments, non-cash foreign exchange movements, material one-off items, and onerous contract provisions and losses incurred

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About Audioboom

Audioboom is a global leader in podcasting - our shows are downloaded and viewed 170 million times each month by 50 million unique listeners around the world. Audioboom is ranked as the fifth largest podcast publisher in the US by Edison Research.

Audioboom's ad-tech and monetisation platform underpins a scalable content business that provides commercial, distribution, marketing and production services for a premium network of top tier podcasts. Key partners include the official Formula 1 podcasts 'F1: Beyond the Grid' and 'F1 Nation', 'True Crime Obsessed' (US), 'The Tim Dillon Show' (US), 'No Such Thing As A Fish' (UK) and 'The Cycling Podcast' (UK).

Audioboom operates internationally, with global partnerships across North America, Europe, Asia and Australia. The platform distributes content via Apple Podcasts, YouTube, Spotify, Pandora, Amazon Music, Google Podcasts, iHeartRadio, Facebook and Twitter as well as a partner's own websites and mobile apps.

For more information, visit audioboom.com.

CHAIRMAN'S STATEMENT

It is a pleasure to introduce these annual results, which reflect upon another year of record turnover and strong growth in profitability, with adjusted EBITDA once again ahead of market expectations. They also highlight a very strong start to 2026 which looks to set the Company up for what is anticipated to be another record year ahead.

It has been particularly pleasing to see the continuing strong growth in Showcase, our highest gross margin offering; the establishment of a leadership position within the growth space of video podcasting; and the conclusion of our two historic onerous contracts such that adjusted EBITDA should once again become a proxy for cash generation.

I was very pleased with the successful completion of the acquisition and integration of Adedicious during the year, significantly growing the footprint of our UK operations and management team. This demonstrates that management can identify and execute upon M&A opportunities within a sector that remains ripe for further consolidation, and that shareholders are willing to support the right acquisitions on the right terms.

The Board is confident that the business is very well placed to deliver across 2026 and looks forward to what the future may hold.

In his CEO Review, Stuart Last provides further detail around the Company's strategy and focus, component parts of the business, operational and financial performance, and the start to 2026.

I would like to take this opportunity to once again thank the entire Audioboom team for their continuing professionalism and commitment, and also to thank our shareholders and partners for their loyalty and vision in supporting Audioboom as it continues to cement and grow its position in the global podcasting industry.

Michael Tobin CBE

Chairman

15 April 2026

CHIEF EXECUTIVE OFFICER'S REVIEW

Introduction

2025 marked a defining year in Audioboom's evolution. We have transitioned our audio advertising network into a scalable, technology-driven platform business that is set to benefit further from the leading position we have created in video podcasting and the initiation of our acquisition strategy.

The performance impact of our platform model is starting to be reflected in our headline financial metrics. For 2025 topline revenue increased by 10% to US\$80.4 million, and our focus on revenue quality led to our gross profit increasing by 17% to US\$16.9 million. In turn, adjusted EBITDA increased by 54% - our platform operating efficiency ensuring incremental margin converted at a high rate to adjusted EBITDA.

Strategy

The Audioboom platform connects creators, audiences and advertisers at scale, globally – supporting more than 8,000 podcast channels and reaching more than 50 million unique users every month. We monetise content through three key advertising products:

- Premium, a high price-point ad placement in which leading podcast hosts endorse products natively within their shows
- Showcase, our higher-margin ad tech-driven marketplace which executes ad campaigns through Dynamic Ad Insertion at massive scale with targeting options for brands
- Sonic, our brand platform focused on providing tools and services directly to podcast advertisers

The continued scaling of Showcase was once again key to our success in 2025. Showcase carries a higher gross margin than our other advertising products and can be scaled efficiently through the tech-based execution of advertising and a network of demand-side brand partnerships globally. Key performance metrics for Showcase in 2025 include:

- Revenue of US \$30.4 million, up 31% on 2024 (US\$23.1 million)
- Contributed 38% of Group revenue (2024: 32%)
- More than 10 billion available ad impressions generated in 2025

As we have proven with our sustained revenue and adjusted EBITDA performance over the past few years, our platform delivers strong organic growth, but it is also primed for accelerated growth through acquisition. In July 2025 we initiated this strategy with the acquisition of Adedicious, a UK-focused podcast network – creating the UK's largest homegrown podcasting company and accelerating our position in the UK market by around 5 years. The acquisition and subsequent integration of Adedicious proved our scalable platform capabilities. Before the acquisition Adedicious generated revenue of approximately US\$0.6 million per month and, immediately post-transaction, once connected to the Audioboom platform and monetisation engine, revenue on the Adedicious podcast roster increased by 67% to approximately US\$1.0 million per month. The podcast market in the US and UK remains fragmented with more than 75% of industry revenue being controlled by 50+ independent networks and publishers – Audioboom can be at the centre of consolidation in the space, utilising our platform, as we successfully did with Adedicious, to expand our Group materially.

Video podcasting became a key growth driver for the Company in 2025. Our work with video-first creators established us as the number one network in the US for video and our Premium advertising product enabled us to generate more than 12% of our 2025 revenue through video. However, our yield from video podcasting is still significantly lower than our audio yield due to a) limitations on how Showcase can serve advertising into video consumption platforms such as YouTube, and b) our nascent video sales and monetisation operation. We will tackle these challenges head-on in 2026 as we believe video will provide a significant growth opportunity over the next five years. Already this year we have announced key partnerships with Spotify and Apple which will enhance our distribution and monetisation abilities in those platforms. We will also invest this year in video-specialists within our commercial team to ensure we are capitalising on these platform partnerships. Our medium-term goal is to improve our video monetisation engine to the point where the value we create for our podcasters in video is on a par with audio, ensuring we remain the go-to platform for creators whether they work in audio, video or both.

With strong organic platform growth - buoyed by recent announcements of major creator deals with *Crooked Media*, *RedHanded* and *History Daily*, which will add more than 20 million monthly downloads and views and more than 200 million monthly available ad impressions to the platform – combined with video growth and further acquisition opportunity, Audioboom is set for another record year in 2026.

Key Performance Indicators

1. *Average monthly global distribution in 2025 of 118 million, up 20% (98 million in 2024)*

Distribution is a measure for the scale of our platform in terms of audio downloads and video views. It enables accurate comparisons to be drawn with our competitors. Distribution drivers include organic audience growth of existing podcasts in our network, the expansion of our network through the signing of new creator partners, and acquisitions of podcast networks or publishers with strong show rosters. In 2025 our average monthly distribution increased by 20% due to the acceleration of

video consumption, most strikingly through YouTube, and following the acquisition of Adelicious in July 2025 which added approximately 25 million monthly downloads and views to our network in the second half of the year.

2. RPM (average revenue per 1,000 downloads) in 2025 of US\$56.46, down 9.5% (2024: US\$62.41)

RPM is a yield metric, a measure of the value we extract from every 1,000 downloads or video views on the Audioboom Creator Network. Growth drivers for this KPI include increasing fill rates, increasing pricing, and increasing available inventory per download. In 2025 our RPM decreased by 9.5% over the previous year due to a) the acquisition of Adelicious which added a material number of downloads and views to our network at a lower RPM due to the majority of that distribution being in the United Kingdom where advertiser investment in podcasting is currently 80% lower than in the US, and b) the fast growth of video podcast consumption with a lower RPM due to consumption platform limitations on dynamic advertising insertion technology being utilised. This represents a significant growth opportunity for Audioboom over the coming years, with the goal for both UK distribution and video distribution to be monetised at a higher RPM through the development of our UK monetisation engine and video platform partnerships - such as our recently announced alliance with Spotify that will provide increased advertising opportunity in video.

Overview of the Market

Podcasting continued to grow strongly in 2025 – people love podcasting, and this structural growth will underpin future value creation in the industry. Key data points include¹:

- 79% of Americans age 12+ have listened to a podcast
- 59% of those Americans age 12+ have watched a podcast
- 80% of Americans have consumed a podcast in either audio or video format, representing an estimated 230 million people

Audioboom has consolidated its position amongst the world's leading podcast businesses, highlighted by the trusted measurement services - Triton Digital's Podcast Reports, Podscribe's attribution-based ranker and Edison's Top Podcast Networks chart:

- In Triton Digital's US ranker, Audioboom ranks as the fourth largest publisher in terms of audio downloads
- In Podscribe's US ranker, Audioboom ranked as the number one network for video podcast views across 2025
- In Edison Research's Q4 2025 ranker of largest podcast networks, Audioboom was fifth, only beaten by Spotify, SiriusXM, The New York Times and iHeartMedia. Edison's ranker measures all podcast companies

On each measurement service, Audioboom ranks as the highest independent podcast publisher, as well as the highest ranking pure-play podcast publisher.

M&A activity in the sector picked up in 2025 with notable transactions including Fox's acquisition of podcast ad-representation business Red Seat Ventures, PodX taking a majority stake in podcast studio Lemonada, and Acast's acquisition of branded content producer Wonder Media. Audioboom's business model, structure and performance continues to provide strong optionality on our own future path, and as such we entered into a strategic review process in October 2025 to assess strategic options including the potential sale of the business, commercial partnerships, making further acquisitions, and several other strategic pathways.

¹Source: Edison Research Infinite Dial study 2026

Financial Review

Audioboom delivered continued growth in 2025, reporting record revenue of US\$80.4 million, up 10% on 2024 (US\$73.4 million). Adjusted EBITDA (earnings before interest, tax, depreciation, amortisation, share based payments, non-cash foreign exchange movements and before exceptional items, including the provision for, and losses on, two onerous contracts) profit increased 54% to US\$5.1 million (2024: US\$3.4 million), ahead of 2025 market expectations. Audioboom recorded a record quarterly adjusted EBITDA profit of US\$2.2 million in Q4 2025, reflecting a 9% adjusted EBITDA margin for that quarter.

2025 marked the successful acquisition and integration of Adelicious Limited, the first acquisition under the Group's disciplined M&A strategy. Acquired on 22 July 2025 for a performance-based consideration of up to £10 million, the acquisition created the UK's second largest podcast network. Full integration was completed by 1 September 2025, two weeks ahead of the original 60-day target, reflecting strong collaboration between the Audioboom and Adelicious teams. The acquisition accelerated the Group's UK position by approximately five years and was integrated efficiently due to the similarity of business models. From the date of acquisition, Adelicious contributed US\$4.3 million of revenue and US\$0.1 million of profit before tax. Upon acquisition, separately identifiable intangible assets comprising supplier relationships (US\$1.8 million), customer relationships (US\$0.8 million) and the Adelicious brand (US\$0.05 million) were recognised alongside goodwill of US\$6.7 million reflecting the value of expected synergies following integration, the assembled workforce, future growth opportunities and the strategic positioning of the acquired operations within the Group. A fair value movement gain on the estimated consideration due of US\$2.0 million was recognised in the year reflecting changes in the Group's estimates of the future amounts payable in relation

to the earn-out and contingent considerations due. Where revised expectations indicate lower future payments than previously estimated, this results in a corresponding gain recognised within the consolidated statement of income. This gain was offset by an impairment to goodwill of US\$3.9 million in the period, as revenue performance of Adelicious in 2025 was below the upper range of projections, resulting in the reduction in the expected total consideration payable. See note 22 for details of the acquisition.

In 2025, as in the prior year, the vast majority of Group revenue (92%) was generated in the United States - the largest and most developed podcasting market. The UK contribution increased to 8% (2024: 2%) following the Adelicious acquisition. In 2025, Premium revenue grew 4% year on year to US\$40.9 million (2024: US\$39.7 million), representing 51% of total revenue (2024: 54%). Showcase revenue increased 31% to US\$30.4 million (2024: US\$23.1 million), contributing 38% of Group revenue (2024: 32%) due to inventory growth of over 17%. Sonic Integrated Marketing revenue declined 17% to US\$8.7 million (2024: US\$10.5 million), reflecting a reduction in the average number of active brands to four (2024: five), and contributing 11% of Group revenue (2024: 14%). The Group continues to focus on higher quality revenue generating higher gross margins.

Gross margin improved to 22.4% (excluding onerous contracts) up from 21.5% in 2024, with the gross margin increasing as the year progressed. No new onerous contracts were recognised in 2025, and the two legacy onerous contracts provided for in 2023 expired on 31 January 2025 and 31 December 2025 respectively.

Operating costs remained well controlled with opex (excluding interest, tax, depreciation, amortisation, share based payments, non-cash foreign exchange movements and material one-off items) increasing by only 8% to US\$11.9 million (2024: US\$11.0 million) despite the enlarged business post-acquisition. Average monthly opex was US\$1.0 million before the Adelicious acquisition and only increased marginally to US\$1.1 million post-acquisition. Average headcount rose to 47 (2024: 40), with the Group ending the year with 53 employees following the acquisition. Importantly, the Company will recognise the benefits of operational gearing in the coming years as the relatively fixed operating cost base does not need to increase materially to support the Company's growth trajectory resulting in growth in adjusted EBITDA flowing to cash generation as the revenue scales.

Profit before tax increased to US\$1.0 million (2024: US\$0.9 million) with improved trading performance and a US\$0.9 million reduction in share based payment charges offset by the US\$3.9 million impairment to goodwill related to the acquisition of Adelicious. The impairment assessment at the year-end reflected revised forecasts following 2025 Adelicious revenue performance falling below the upper range of initial expectations. This resulted in lower projected cash flows and a reduction in the recoverable amount of the cash-generating unit, driving the impairment and reducing goodwill to US\$2.8 million. Consistent with this updated outlook, the expected total consideration payable for Adelicious has now decreased with the final purchase price expected to remain below the potential maximum consideration of £10 million.

Cash outflow from operating activities was US\$0.5 million (2024: US\$0.1 million cash inflow) mainly due to the strong performance of the business in the final quarter of 2025 where year-end aged receivables were higher than year-end aged payables reflecting the fact that top tier podcast partners are paid on 30 day terms versus the average debtor day collection total of 89 days. With the conclusion of the Group's two historic onerous contracts, management expect that adjusted EBITDA becomes a closer proxy for operating cash generation going forward.

The Group continues to operate an efficient working capital cycle. Debtor collections have averaged 96% of revenue recognised over the past five years. Debtor days increased slightly to 89 days (2024: 82 days) remaining below the target of 90 days, and reflecting record trading in Q4. Bad debt write-offs remained minimal at US\$0.1 million, consistent with the prior year. Payable days increased to 87 (2024: 82 days), also reflecting higher trading volumes at the end of the year.

The Company ended 2025 with cash of US\$4.2 million (31 December 2024: US\$3.9 million) and access to a US\$3.4 million overdraft facility with HSBC. Accordingly, the Group entered 2026 with access to approximately US\$7.6 million, with the Group being fully funded for its current growth trajectory.

Outlook

2026 is set to be another record year for Audioboom, and - as highlighted in our Q1 2026 Trading Update released today - we have made a positive start, delivering 118% adjusted EBITDA growth (US\$1.4 million vs. Q1 2025: US\$0.6 million) and 30% revenue growth (US\$22.5 million vs. Q1 2025: US\$17.3 million).

We began the year with the announcement of some new major podcaster partnerships including *Crooked Media*, *RedHanded*, *History Daily* and *Hear Me Out*. Combined, these podcasts are expected to contribute 20 million monthly downloads and views to the Audioboom Creator Network.

New strategic partnerships recently announced with Spotify and Apple will enhance our capabilities in video podcasting. These partnerships will support the growth of our video monetisation engine, with the ultimate goal being to deliver best in class revenue generation for creators, whether their podcast audiences are consuming audio or video.

Audioboom is striving to build the world's leading creator platform for audio and video, and we have made a great start in 2026 as we focus on delivering a record year for the business. I would like to thank our creators, clients, customers and partners, as well as our incredibly talented Audioboom team and our supportive shareholders.

Stuart Last

Chief Executive Officer

15 April 2026

AUDIOBOOM GROUP PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2025

	Notes	Majority of business	Onerous contracts	2025 US\$'000	Majority of business	Onerous contracts	2024 US\$'000
Continuing operations							
Revenue	2	76,117	4,259	80,376	66,844	6,540	73,384
Cost of sales		(59,095)	(8,002)	(67,097)	(52,469)	(10,628)	(63,097)
Cost of sales – onerous contracts release	20	-	3,576	3,576	-	4,088	4,088
Gross profit		17,022	(167)	16,855	14,375	-	14,375
Administrative expenses				(15,468)			(13,329)
Adjusted EBITDA profit – Non-GAAP				5,143			3,389
- Share based payments	19			(439)			(1,369)
- Depreciation				(15)			(25)
- Depreciation – leases	16			(222)			(200)
- Amortisation and impairment of intangible assets	10			(4,018)			-
- Fair value movement on consideration	22			2,035			-
- Operating foreign exchange loss				(506)			(192)
- Onerous contracts net loss	21			(3,743)			(4,088)
- Onerous contracts release	21			3,576			4,088
- Contract settlement and costs	-			-			(548)
- Corporate transaction costs				(399)			-
- Restructuring costs				(25)			(9)
Operating profit	3			1,387			1,046
Finance income				23			26
Finance costs	6			(417)			(168)
Profit before tax				993			904
Taxation (charge) / credit on continuing operations	7			(27)			15
Profit for the financial period attributable to equity holders of the parent				966			919
Other comprehensive loss							
Foreign currency translation difference				(408)			(257)
Total comprehensive profit for the period				558			662
Profit per share							
from continuing operations							
Basic EPS	8			5.6 cents			5.6 cents
Diluted EPS	8			5.2 cents			5.0 cents

All results for both periods are derived from continuing operations.

AUDIOBOOM GROUP PLC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2025

	Notes	As at 31 December 2025 US\$'000	As at 31 December 2024 US\$'000
ASSETS			
Non-current assets			
Property, plant and equipment	9	29	20
Intangible assets	10	5,330	-
Right of use asset	16	717	917
Deferred tax asset	7	646	1,125
		<u>6,722</u>	<u>2,062</u>
Current assets			
Trade and other receivables	12	22,020	18,426
Cash and cash equivalents	13	5,025	3,858
Deferred tax asset	7	810	824
		<u>27,855</u>	<u>23,108</u>
TOTAL ASSETS		<u>34,577</u>	<u>25,170</u>
Current liabilities			
Trade and other payables	14	(19,686)	(16,505)
Onerous contract provision	21	-	(3,411)
Acquisition earn-out consideration	22	(1,998)	-
Lease liability	16	(199)	(148)
NET CURRENT ASSETS		<u>5,972</u>	<u>3,044</u>
Non-current liabilities			
Lease liability	16	(695)	(894)
NET ASSETS		<u>11,999</u>	<u>4,212</u>
EQUITY			
Share capital	15	-	-
Share premium	15	69,706	63,116
Issue cost reserve		(2,048)	(2,048)
Deferred equity reserve		198	-
Foreign exchange translation reserve		(2,090)	(1,683)
Reverse acquisition reserve		(3,380)	(3,380)
Retained earnings		(50,387)	(51,793)
TOTAL EQUITY		<u>11,999</u>	<u>4,212</u>

The accompanying accounting policies and notes form an integral part of these financial statements.

These financial statements for Audioboom Group plc (Jersey company registration number 85292), which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Cash Flow, the Consolidated Statement of Changes in Equity and related notes 1 to 24 were approved and authorised for issue by the Board of Directors on 15 April 2026 and were signed on its behalf by:

Brad Clarke
Chief Financial Officer

AUDIOBOOM GROUP PLC

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2025

	2025	2024
	US\$'000	US\$'000
Profit from continuing operations	966	919
Profit for the period	<u>966</u>	<u>919</u>
Adjustments for:		
Tax charge / (credit)	27	(15)
Interest payable	417	168
Interest received	(23)	(26)
Depreciation of fixed assets	15	25
Depreciation of right of use assets	222	200
Amortisation and impairment of intangible assets	4,018	-
Fair value gain on acquisition	(2,035)	-
Share based payments	439	1,369
Increase in trade and other receivables (net of those acquired via Adedicious acquisition)	(2,195)	(2,098)
Increase in trade and other payables (net of those acquired via Adedicious acquisition)	1,282	4,103
Principle lease payments	(269)	(199)
Decrease in onerous contract provision	(3,411)	(4,088)
Foreign exchange gain/(loss)	32	(223)
Cash flows from operating activities	<u>(514)</u>	<u>135</u>
Investing activities		
Purchase of property, plant and equipment	(22)	(16)
Acquisition of subsidiary, net of cash acquired	(2,463)	-
Net cash used in investing activities	<u>(2,485)</u>	<u>(16)</u>
Financing activities		
Proceeds from issue of ordinary share capital	4,166	13
Net cash generated from financing activities	<u>4,166</u>	<u>13</u>
Net increase in cash and cash equivalents	<u>1,167</u>	<u>132</u>
Cash and cash equivalents at beginning of period	3,858	3,726
Cash and cash equivalents at end of period	<u><u>5,025</u></u>	<u><u>3,858</u></u>

The Group had no borrowings at the end of either financial period and therefore no reconciliation of net debt has been provided.

AUDIOBOOM GROUP PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2025

	Share capital	Share premium	Issue cost reserve	Reverse acquisition reserve	Foreign exchange translation reserve	Earn-out consideration	Retained earnings	Total equity
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
At 31 December 2023	-	63,104	(2,048)	(3,380)	(1,426)	-	(54,081)	2,169
Profit for the period	-	-	-	-	-	-	919	919
Issue of shares	-	12	-	-	-	-	-	12
Equity-settled share-based payments	-	-	-	-	-	-	1,369	1,369
Foreign exchange loss on translation of overseas subsidiaries	-	-	-	-	(257)	-	-	(257)
At 31 December 2024	-	63,116	(2,048)	(3,380)	(1,683)	-	(51,793)	4,212
Profit for the period	-	-	-	-	-	-	967	967
Earn-out consideration	-	-	-	-	-	198	-	198
Issue of shares	-	6,590	-	-	-	-	-	6,590
Equity-settled share-based payments	-	-	-	-	-	-	439	439
Foreign exchange loss on translation of overseas subsidiaries	-	-	-	-	(407)	-	-	(407)
At 31 December 2025	-	69,706	(2,048)	(3,380)	(2,090)	198	(50,387)	11,999

Share premium

Share premium represents the consideration paid for shares in excess of par value (nil), less directly attributable costs.

Issue cost reserve

The issue cost reserve arose from expenses incurred on share issues.

Reverse acquisition reserve

The reverse acquisition reserve relates to the reverse acquisition of Audioboom Limited by Audioboom Group plc on 20 May 2014.

Foreign exchange translation reserve

The foreign exchange translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations.

Earn-out consideration

Includes potential earn-out consideration share issues in relation to acquisitions.

Retained earnings

Includes all current and prior period retained profits and losses and equity settled share-based payment charges.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

1. ACCOUNTING POLICIES

General information and basis of preparation

Audioboom Group plc is incorporated in Jersey under the Companies (Jersey) Law 1991. The Company's shares are traded on AIM, the market of that name, operated by the London Stock Exchange. The Company is required under rule 19 of the AIM Rules for Companies to provide shareholders with audited consolidated financial statements.

The Group prepares its consolidated financial statements in accordance with International Financial Reporting Standards and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRSs). The financial statements have been prepared on the historical cost basis. The consolidated financial statements have been prepared in accordance with and in compliance with the Companies (Jersey) Law 1991, an amendment to which (Amendment No. 4 s. 105(11) – 2009) means separate parent company financial statements are not required.

These results are audited, however the financial information set out in this announcement does not constitute the Group's statutory accounts for the period ended 31 December 2025 but is derived from the 2025 Annual Report & Accounts. The auditors have reported on those accounts; their report was unqualified.

The preparation of financial statements in accordance with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

New and amended IFRS Accounting Standards that are effective for the current year

In the current year, the Group has applied a number of amendments to IFRS Accounting Standards issued by the IASB that are mandatorily effective for an accounting period that begins on or after 1 January 2026. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements:

- IFRS 7 & 9: Amendments to the classification and measurement of financial instruments;
- IFRS 7 & 9: Contracts referencing Nature-dependent Electricity;
- Annual improvements to IFRS Accounting Standards - Volume 11;
- IFRS 1: Practice Statement 1 Management Commentary; and
- Disclosures about Uncertainties in the Financial Statements.

New and revised IFRS Accounting Standards in issue but not yet effective

Certain standards, amendments to, and interpretations of, published standards have been published that are mandatory for the Group's accounting years beginning on or after 1 January 2027 or later years and which the Group has decided not to adopt early:

- IFRS 18: Presentation and Disclosure in Financial Statements;
- IFRS 19: Subsidiaries without Public Accountability Disclosures; and
- Amendments to IAS 21: Translation to a Hyperinflationary Presentation Currency.

None of the above listed changes are anticipated to have a material impact on the Group's financial statements.

ACCOUNTING POLICIES (continued)

Key accounting policies

Going concern

The financial statements have been prepared on the going concern basis, which assumes that the Group will have sufficient funds to continue in operational existence for at least twelve months from the date of approval of the financial statements. The Group ended the year with access to US\$4.2 million of cash and a US\$3.4 million HSBC overdraft remaining available to draw down. The overdraft is subject to an annual renewal process and has a renewal date of 30 May 2026. At the date of this report, there is no indication that the HSBC overdraft will not be renewed, but should it not be renewed, then the Board believes that it would be able to obtain alternative financing options that can be called upon, if required. The Board's forecasts for the Group, including due consideration of the business forecasting an increase in adjusted EBITDA profit in 2026, projected increase in revenues and cash utilisation of the Group, and taking account of reasonably possible adverse changes in trading performance, including changes outside of expected trading performance, indicate that the Group will have sufficient cash and financing facilities available to continue in operational existence for the next 12 months from the date of approval of the financial statements and beyond. This includes considering those partner contracts that have minimum guarantees attached to them and assessing whether there will be any adverse effect should there be prolonged adverse trading performance. Based on the Board's forecasts, the Group considers that it will not require additional funding for the foreseeable future for the purposes of meeting its liabilities as and when they fall due. The Board believes that the Group is well placed to manage its business risks, and longer-term strategic objectives, successfully.

Management has carried out sensitivity analyses of the Group's cash flow models to assess the impact of a range of possible outcomes, including lower than anticipated revenues, and the mitigations that the Group has available to it, including a reduction in overhead costs, active working capital management and the availability of finance from HSBC. Accordingly, the Directors are satisfied that the Group will continue to be able to meet its ongoing liabilities as and when they fall due in reasonably foreseeable circumstances.

Therefore, the Directors consider the going concern basis of preparation of these financial statements appropriate.

Revenue

Revenue represents amounts receivable for services provided in the normal course of business, and excludes intra-group sales, Value Added Tax and trade discounts.

Revenue is recognised when the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity, the costs incurred or to be incurred can be measured reliably, and when the criteria for each of the Group's different activities has been met. Revenue comprises:

- Sale of advertising: the value of goods and services is recognised on broadcast of the podcast
- Sale of subscriptions: the value of goods and services is recognised across the period of subscription

The Directors have considered the requirements of IFRS 15 in respect of multiple performance obligations within one contract and have not identified any such instances. In relation to the Adedicious acquisition in July 2025 there is the potential for a contingent consideration to be paid depending on the performance of a particular contract between July 2025 and April 2027. See note 22 for further detail. There are no other contracts which incorporate variable or contingent considerations.

The Group entities, Audioboom Limited, Adedicious Limited and Austin Advertising Inc, are all considered to be the principal entity in terms of revenue recognition. The entities set or communicate the advertising pricing that is required to advertise on represented podcast content, contract directly with the brand or agency to secure the advertising and confirm the date at which that advertising will be allocated. The entities are also responsible for invoicing and collecting payment from customers who have booked advertising slots and furthermore bear inventory risk associated with advertising slots acquired but not sold. For those podcast partners who have minimum revenue guarantees as part of their contractual terms, should insufficient advertising be sold to cover the minimum guaranteed revenue to generate a profit on the contract, there is a risk that an onerous contract provision be required once a loss on the contract be deemed reasonably certain.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

ACCOUNTING POLICIES (continued)

Content partner minimum revenue guarantees

In order to attract and retain leading podcast partners, the Group offers certain partners minimum revenue guarantees (“MG”) over the life of the agreement between the parties. The MG offers guaranteed revenue over the life of the agreement in the form of monthly payments and/or an upfront advance payment, which is then recouped over the life of the agreement, thus reducing future expected payments proportionally. The MGs provided secure the right of access to future content and therefore the expenditure in relation to these guarantees is recognised over the term of the contract, as this is the period over which the content providers' obligations are discharged to the Group and accordingly the basis on which the Group consumes the benefit of these obligations. In accordance with IFRS 9, no liability is recognised at the date of the contract as the MG relates to future performance obligations of the content provider.

Should a contract be considered onerous (i.e., it is expected to give rise to an unavoidable loss) then that loss is provided for at the reporting date if the contract and conditions associated with it were in place at the year end.

Foreign currency

For the purpose of the consolidated financial statements, the results and financial position of each Group company are expressed in US Dollars, which is the presentational currency of the consolidated financial statements. The majority of trade in the Company is recognised in Audioboom Limited, whose functional currency is sterling, along with the Audioboom Group plc entity. These entities are consolidated at a Group level in US Dollars, along with Audioboom Inc and Austin Advertising Inc, whose functional currency is US Dollars.

In preparing the financial statements of the individual companies, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average monthly rate of exchange ruling at the date of the transaction, unless exchange rates fluctuate significantly during that month, in which case the exchange rates at the date of the transactions are used.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Depreciation is calculated under the straight-line method to write off the depreciable amount of the assets over their estimated useful lives. Depreciation of an asset does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated. The principal annual rates used for this purpose are between three and five years.

The depreciation method, useful lives and residual values are reviewed, and adjusted if appropriate, at the end of each reporting period to ensure that the amounts, method and years of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of the property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred, and it is probable that the future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred. Costs also comprise the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Group are obligated to incur when the asset is acquired, if applicable.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

ACCOUNTING POLICIES (continued)

Intangible assets

Intangible assets comprise brand, customer relationships, supplier relationships and goodwill, primarily arising through business combinations.

Identifiable intangible assets acquired as part of a business combination are recognised separately from goodwill where they are separable or arise from contractual or legal rights. Appropriate valuation methods were utilised to determine the fair value of these intangible assets.

Following initial recognition, intangible assets are carried at cost less accumulated amortisation and any accumulated impairment losses.

Intangible assets with finite useful lives are amortised on a straight-line basis over their estimated useful economic lives and assessed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Goodwill is considered to have an indefinite useful life, is not amortised, and is tested annually for impairment, or more frequently where indicators of impairment exist.

The estimated useful economic lives applied to the Group's intangible assets are as follows:

Brand	10 years
Customer relationships	13 years
Supplier relationships	6 years
Goodwill	Indefinite

The useful economic lives and residual values of intangible assets are reviewed at least annually and adjusted where appropriate.

Leases

Leases of property for periods longer than one year are capitalised at the fair value of the leased property (disclosed as a right of use asset on the face of the statement of financial position) with the corresponding rental obligations, net of finance charges, included in current and non-current liabilities. The fair value of the lease asset and corresponding liability is calculated as the present value of the minimum value of lease payments for which the Group will become liable, discounted at a rate considered appropriate.

Lease rental payments are split between a reduction in the lease liability and finance cost, with depreciation charges of the right of use asset over its useful economic life recognised as an expense in the Group's income statement. Payments made under operating leases, where the risks and rewards are not transferred to the Group, are recognised as an expense in the income statement.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term, highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of Audioboom Group plc and all its subsidiary undertakings up to 31 December 2025, with comparative information presented for the year ended 31 December 2024. No profit and loss account is presented for Audioboom Group plc as permitted by Companies (Jersey) Law 1991.

Subsidiaries are all entities over which the Group has the power to control the financial and operating policies and is exposed to or has rights over variable returns from its involvements with the investee and has the power to affect returns. Audioboom Group plc obtains and exercises control through more than half of the voting rights for all its subsidiaries. All subsidiaries have a reporting date of 31 December and are consolidated from the acquisition date, which is the date from which control passes to Audioboom Group plc.

The results of associate undertakings are consolidated under the equity method of accounting. The Group applies uniform accounting policies and all intra-group transactions, balances, income and expenses are eliminated on consolidation.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

ACCOUNTING POLICIES (continued)

Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive income on a straight-line basis over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of options expected to vest at each statement of financial position date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Warrants

Warrants issued to Directors, employees and third-party suppliers are measured at the fair value of the service provided with reference to comparable cash settled transactions or, where the value of the services provided is uncertain, with reference to an appropriate valuation methodology. Warrants are ascribed a value at the date of grant, with this value recognised as an expense in the statement of comprehensive income over the relevant vesting period.

Current and deferred taxation

Current tax is the expected tax payable on taxable income for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustments to tax payable in respect of previous periods.

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 profits ("temporary differences") and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised either for all taxable temporary differences or as a result of the recognition of intangible assets at fair value in accordance with IFRS 3 business combinations.

Deferred tax assets are generally recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Where there are deductible temporary differences arising in subsidiaries, deferred tax assets are recognised only where it is probable that they will reverse in the foreseeable future and taxable profits will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient tax 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 period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the statement of income.

Financial Instruments

Financial assets

Trade receivables and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivable financial assets, using the effective interest method less impairment. Interest is recognised by applying the effective interest method, except for short-term receivables when the recognition of interest would be immaterial.

Financial liabilities

All financial liabilities are initially measured at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method, other than those categorised as fair value through profit or loss. Financial liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Equity instruments

Instruments classified as equity are measured at cost and are not remeasured subsequently.

Adjusted EBITDA presentation

Certain costs incurred in the year have been excluded from the non-GAAP adjusted EBITDA calculation so as to present revenue and costs directly attributable to the normal course of business performance. Those costs excluded include interest, tax, depreciation, amortisation, share based payments, non-cash foreign exchange movements, material one-off items, and onerous contract provisions and losses incurred, all of which are not deemed to be in the normal course of business.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

ACCOUNTING POLICIES (continued)

Critical accounting judgements

Revenue

The Group entities, Audioboom Limited, Adedicious Limited and Austin Advertising Inc, are all considered to be the principal entity in terms of revenue recognition. The entities set or communicate the advertising pricing that is required to advertise on represented podcast content, contract directly with the brand or agency to secure the advertising and confirm the date at which that advertising will be allocated. The entities are also responsible for invoicing and collecting payment from customers who have booked advertising slots and furthermore bear inventory risk associated with advertising slots acquired but not sold. For those podcast partners who have minimum revenue guarantees as part of their contractual terms, should insufficient advertising be sold to cover the minimum guaranteed revenue to generate a profit on the contract, there is a risk that an onerous contract provision be required once a loss on the contract be deemed reasonably certain.

Minimum guarantees

The Group offers contracts of between one and three years to secure advertising representation of third-party podcast partners. The contracts can include commitments to pay Minimum Guarantee (MGs) revenue shares over the contractual period to the third party. Should the revenue share generated not be above the MG contractual amount, the Group will need to true up the revenue share payments to the MG level. The Group continually assesses its exposure to onerous contracts by assessing contractual MGs (see note 20 for further detail on MGs contracted at the year-end).

Onerous contract provisions

The Group continually assesses its exposure to onerous contracts by assessing contractual minimum guarantees versus future revenue and growth expectations. Should future revenue and growth expectations be lower than previously anticipated which take a partner contract into a loss-making scenario, a provision will be created using a range of growth scenarios to estimate the total estimated net loss of the contract.

Share based compensation

The Group issues equity settled share-based payments to certain Directors and employees, which have included grants of options in the current period. Equity settled share-based payments are measured at fair value at the date of grant, with the charge being recognised within the statement of comprehensive income over the period of service to which the grant relates.

The fair value of share options is measured using a Black-Scholes framework. The Directors have used judgement in the calculation of the fair values of the share-based compensation which has been granted during the period, and different assumptions in the model would change the financial result of the business. Certain share options include performance criteria and the charge will vary depending on whether that criteria is met; therefore it is an estimate and is uncertain.

Warrants

The Group has issued warrants to certain third parties. Warrants are measured at the fair value of the service provided with reference to comparable cash settled transactions or appropriate valuation methodologies at the date of grant, with the charge being recognised within the statement of comprehensive income over the period of service to which the grant relates.

IFRS 16: Leases

The Group recognises lease liabilities at the present value of future cash flows. The determination of present value involves judgements and estimates, in particular in relation to the discount factor to be applied to those cash flows. In determining an appropriate discount factor the Directors considered a range of factors including the Group's cost of capital together with the interest rate charged on the Group's external debt facilities. Having considered these factors the Directors have assessed that 8% is an appropriate discount factor to determine the value of the Group's lease liabilities.

Bad debt provision

The Group creates a specific bad debt provision for all debtors which are over 365 days old and reviews all debtors on a continual basis, providing for any under 365 days which are not deemed to be recoverable. The Group utilises the expected credit loss model to calculate an appropriate bad debt provision, which incorporates an assessment of historical losses in deriving a provision to be recognised against the likelihood of future bad debt. Such an assessment requires the application of judgement, and bad debts may materially exceed the amount provided for at the reporting date. Refer to note 12.

ACCOUNTING POLICIES (continued)

Recognition and measurement of deferred tax assets

The Group recognises deferred tax assets in relation to unutilised tax losses which can be utilised to offset tax arising on future taxable profits. Utilisation of these tax losses is dependent on the timing and extent of future taxable profits of the Group. Therefore the recognition and measurement of deferred tax assets is based on the judgement of the Directors as to this profitability and represents an area of material estimation uncertainty. Refer to note 7.

Key areas of estimation uncertainty

Minimum guarantees

The Group continually assesses its exposure to onerous contracts by assessing contractual MGs (see note 20 for further detail on MGs contracted at the year-end). There is an element of uncertainty with all contracts signed as they are based on future expected revenue generation and if the future performance does not meet expectations, it may result in a material cash outflow and the recognition of expected losses in the financial period in which the contract is considered to become onerous.

Onerous contract provisions

A weighted average of the different growth scenarios will be used as the performance of future advertising markets and the specific show under review can only be estimated at the balance sheet date. A weighted average cost of capital discount factor has been applied to future revenues to discount the provision to current value. The revenue, net loss and projected net loss of the contract are disaggregated within the consolidated statement of comprehensive income so that the specific impact of onerous contracts and provisions recognised in relation to them is clear to users of the financial statements. No other overheads or costs will be included in the provision assessment because the main cost of the contract is the revenue share owed to the partner. The onerous contract provision calculations are estimates and actual outcomes may be materially different to the value of provision estimated.

Business combinations and acquisition accounting

The Group applies the acquisition method of accounting in accordance with IFRS 3 Business Combinations. Judgement is required in determining whether an acquisition represents a business combination.

In respect of acquisitions completed during the period, significant judgement has been applied in identifying and measuring the fair value of acquired assets and liabilities at the acquisition date. This includes the recognition of separately identifiable intangible assets, principally supplier relationships, customer relationships and brand associated with the acquired podcast operations. Supplier relationships were valued using the Multi Period Excess Earning method, customer relationships were valued using the With or Without method and the brand was valued using the Relief from Royalty method. All of the valuation methodologies used required the use of key assumptions, estimates and forecasts, as well as appropriate discount rates.

Judgement is also required in determining the fair value of deferred and contingent consideration arrangements, including estimates of future performance against earn-out targets and the selection of an appropriate discount rate. Changes in the estimated fair value of contingent consideration are recognised in the income statement in line with applicable accounting standards.

Goodwill arising on acquisition, representing the excess of consideration over the fair value of identifiable net assets acquired, has been allocated in full to the Adedicious cash-generating unit (CGU), which represents a stand-alone component of the Group. The allocation of goodwill to a single CGU reflects management's judgement as to how the acquired business is monitored and how economic benefits are expected to be realised.

The subsequent assessment of goodwill for impairment requires further judgement, including the determination of value-in-use calculations for the Adedicious CGU. Key assumptions applied include forecast revenue growth, EBITDA margins, long-term growth rates and pre-tax discount rates. These assumptions are inherently uncertain and subject to change based on market conditions, including the development of the podcast advertising market.

Given the level of estimation uncertainty involved in acquisition accounting and subsequent impairment assessments, actual outcomes may differ from those assumed and could result in material adjustments to the carrying value of goodwill and other acquired intangible assets.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

ACCOUNTING POLICIES (continued)

Intangible assets recognition

The recognition and subsequent measurement of intangible assets require management to make a number of significant estimates and judgements including the fair value of intangible assets acquired in business combinations, the expected useful economic lives of intangible assets, the future revenue and cash flow generation attributable to acquired customer relationships, supplier relationships, the acquired brand, and the appropriate discount rates and long-term growth assumptions applied in impairment testing.

These estimates are based on historical performance and management's expectations of future economic conditions and require the Directors to make significant estimates and assumptions.

CGU assessment and impairment testing of goodwill

Goodwill is allocated to the Group's cash generating units (CGU) that are expected to benefit from the synergies of the relevant business combinations. The Group tests for impairment annually and whenever there are indicators that goodwill may have been impaired. The recoverable amount of each CGU is determined based on value-in-use calculations derived from discounted cash flow forecasts. Cash flow projections are based on approved forecasts covering a range of 3 years. Cash flows beyond the forecast period are extrapolated using a terminal growth rate.

The impairment tests are sensitive to the following key assumptions. Revenue growth is based on historic trends, contracted podcast contracts and anticipated business initiatives to grow revenue. Future business operational costs are based on anticipated headcount within the CGU and other required costs to deliver growth. The discount rate uses a pre-tax discount rate derived from the Group's weighted average cost of capital (WACC), reflecting current market assessments of the time value of money and the risks specific to the CGU. The WACC is calculated using market-based assumptions including the risk-free rate, beta, and market rate of return. The terminal growth rate reflects Directors' estimate of long-term growth for the markets in which the CGU operates.

The Directors are satisfied that there are no such indicators of impairment at the reporting date on the supplier relationships and customer relationships as these remain intact. An impairment has been applied to goodwill recognised in the year reflecting updated expectations of future revenues. Revenue performance of the acquired CGU in 2025 was below the upper range of initial projections, resulting in a reduction in the expected total consideration payable. In accordance with IAS 36 Impairment of Assets, the impairment is recognised in goodwill first.

Earn-out and contingent consideration

In 2025, the Company acquired Adelicious Limited which included an element of both deferred and contingent consideration. The Directors made their best estimate of amounts expected to be payable as at the year end and adjusted the carrying value; such estimates are based on the anticipated performance of Adelicious Limited in accordance with the terms of the acquisition contract. Details of the key inputs and accounting are provided in note 22.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

2. REVENUE	2025 US\$'000	2024 US\$'000
Premium advertising	40,906	39,346
Showcase advertising	30,382	23,128
Sonic Integrated Marketing advertising	8,699	10,510
Subscription fees	389	400
	<u>80,376</u>	<u>73,384</u>

The Directors consider the Group to operate within one operating segment, content related revenue, and consequently expenditure and balance sheet analysis is not presented between advertising and subscription services.

Premium, Showcase and Sonic Integrated Marketing advertising revenue are all recognised at a point in time, i.e. when the podcast episode is broadcast. Subscription fee revenue is recognised over time, i.e. when the subscription payment is made by the customer for the relevant subscription period.

Geographical information

The Group's operations are principally located in the UK and the USA. The main assets of the Group, cash and cash equivalents, are held in the UK and the USA.

The Group's revenue from external customers by geographical location is detailed below:

	2025 US\$'000	2024 US\$'000
United Kingdom	6,208	1,360
USA	74,168	72,024
	<u>80,376</u>	<u>73,384</u>

The Group invoiced one customer who represented more than 10% of the reported revenue (20% of the total invoiced). The customer is an advertising agency and represents a number of brands, thus reducing the customer concentration.

The Group currently has two material geographic revenue regions, however, as the Group's controlling operations are primarily based in the UK, there is no separation of income, expenditure and sections of the balance sheet for the purposes of segmental reporting.

3. OPERATING PROFIT	2025 US\$'000	2024 US\$'000
Operating profit for the period has been arrived at after charging / (crediting), the following:		
Depreciation of property, plant & equipment	15	25
Depreciation - leases	222	195
Operating foreign exchange loss	506	192
Fair value acquisition gain	(2,035)	-
Staff costs (refer to note 5 for detail)	8,509	8,666
	<u>8,509</u>	<u>8,666</u>

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

4. AUDITOR'S REMUNERATION	2025	2024
	US\$'000	US\$'000
Audit services		
Fees for the audit of the consolidated annual financial statements and the audit of the Company's subsidiaries pursuant to legislation	170	118
	<u>170</u>	<u>118</u>
5. STAFF COSTS	2025	2024
	Number	Number
Average number of production, editorial and sales staff	33	27
Average number of management and administrative staff	14	13
	<u>47</u>	<u>40</u>
	US\$'000	US\$'000
Wages and salaries	6,969	5,860
Social security costs	528	492
Pension costs (defined contribution scheme)	573	504
Share based payments	439	1,369
	<u>8,509</u>	<u>8,225</u>

Details of Directors' remuneration are set out in the Remuneration Committee Report in the 2025 Annual Report.

6. FINANCE COSTS	2025	2024
	US\$'000	US\$'000
Lease interest (see note 16)	121	131
Unwinding of earn-out consideration finance charge (see note 22)	248	-
Overdraft arrangement fees and interest	48	37
	<u>417</u>	<u>168</u>

The Company has a US\$3.4 million overdraft facility with HSBC. The overdraft is subject to an annual renewal process and has a renewal date of 30 May 2026.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

7. TAXATION

Tax reconciliation

The taxation charge on the profit for the period differs from the amount computed by applying the corporation tax rate to the profit before tax for the following reasons:

	2025	2024
	US\$'000	US\$'000
Profit on ordinary activities before tax	993	904
Tax at UK corporation tax rate of 25.00% (2024: 25.00%)	248	226
Expenses not deductible for tax purposes	980	1
Fair value adjustments	(439)	-
Foreign taxes at different rates	4	(15)
Acquisition stamp duty	64	-
Utilisation of tax losses brought forward	(1,030)	(704)
Unrelieved tax losses	145	374
Effect of share-based payments	55	103
Tax charge / (credit) and effective tax rate for the period	27	(15)
	2025	2024
	US\$'000	US\$'000
Current tax		
Foreign tax charge on profits in the year	3	7
Acquisition	64	-
Deferred tax credit	(40)	(22)
Tax charge / (credit) recognised in the consolidated statement of income	27	(15)

The Group has carried forward UK losses amounting to US\$36.4 million as of 31 December 2025 (2024: US\$39.1 million). The gross amount of losses upon which the deferred tax asset has been recognised amounts to US\$8.0 million (2024: US\$7.8 million). This is based on expected utilisation of future taxable profits as estimated by the Directors. The deferred tax asset is expected to be utilised within three years. Refer to the *Recognition and measurement of deferred tax assets* accounting judgement detail in the accounting policies section for further disclosure.

There was a deferred tax liability of US\$0.6 million recognised in relation to the acquisition of Adelicious Limited in July 2025 (2024: US\$nil).

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

7. TAXATION (continued)

	Deferred tax liability	Deferred tax asset	Total US\$'000
At 1 January 2024	-	1,976	1,976
Foreign exchange effect	-	(27)	(27)
	<u>-</u>	<u>1,949</u>	<u>1,949</u>
At 31 December 2024	-	1,949	1,949
Deferred tax liability recognised on acquisition	(676)	-	(676)
Release of deferred tax liability in the year	45	-	45
Utilisation of tax losses brought forward	-	(1,030)	(1,030)
Increase in deferred tax asset due to revised profit forecasts	-	1,030	1,030
Foreign exchange effect	-	138	138
	<u>(631)</u>	<u>2,087</u>	<u>1,456</u>
At 31 December 2025	(631)	2,087	1,456
	<u>(631)</u>	<u>2,087</u>	<u>1,456</u>
	Current	Non-current	Total
Deferred tax asset	810	1,277	2,087
Deferred tax liability	-	(631)	(631)
	<u>810</u>	<u>646</u>	<u>1,456</u>
Total net deferred tax asset	<u>810</u>	<u>646</u>	<u>1,456</u>

8. PROFIT PER SHARE

Basic earnings per share is calculated by dividing the profit or loss attributable to shareholders by the weighted average number of ordinary shares in issue during the period.

IAS 33 requires presentation of diluted EPS when a company could be called upon to issue shares that would decrease earnings per share, or increase the loss per share.

	Profit/(Loss)	Weighted average number of shares	Per share amount
		2025	
	US\$'000	Thousand	Cents
Basic EPS			
Profit attributable to equity holders	966	17,111	5.6
Diluted EPS			
Profit attributable to equity holders	966	18,765	5.2
	<u>966</u>	<u>18,765</u>	<u>5.2</u>
		2024	
	US\$'000	Thousand	Cents
Basic EPS			
Profit attributable to equity holders	919	16,377	5.6
Diluted EPS			
Profit attributable to equity holders	919	18,369	5.0
	<u>919</u>	<u>18,369</u>	<u>5.0</u>

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

9. PROPERTY, PLANT AND EQUIPMENT

	Computers US\$'000	Studio US\$'000	Total US\$'000
Cost			
At 31 December 2023	86	6	92
Additions	16	-	16
Disposals	(35)	(2)	(37)
Foreign exchange effect	(2)	-	(2)
	<hr/>	<hr/>	<hr/>
At 31 December 2024	65	4	69
	<hr/>	<hr/>	<hr/>
Additions	21	1	22
Additions on acquisition	5	-	5
Disposals	(33)	(3)	(36)
Foreign exchange effect	1	-	1
	<hr/>	<hr/>	<hr/>
At 31 December 2025	59	2	61
	<hr/>	<hr/>	<hr/>
Depreciation			
At 31 December 2023	57	5	62
Charge for the period	24	1	25
Disposals	(35)	(2)	(37)
Foreign exchange effect	-	(1)	(1)
	<hr/>	<hr/>	<hr/>
At 31 December 2024	46	3	49
	<hr/>	<hr/>	<hr/>
Charge for the period	14	1	15
Disposals	(29)	(3)	(32)
Foreign exchange effect	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 December 2025	31	1	32
	<hr/>	<hr/>	<hr/>
Net book value			
At 31 December 2023	29	1	30
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
At 31 December 2024	19	1	20
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
At 31 December 2025	28	1	29
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

10. INTANGIBLE ASSETS

	Brand	Customer	Supplier	Goodwill	Total
	US\$'000	relationships	relationships	US\$'000	US\$'000
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Cost					
At 31 December 2024	-	-	-	-	-
Additions on acquisition	47	809	1,829	6,663	9,348
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
At 31 December 2025	47	809	1,829	6,663	9,348
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Amortisation					
At 31 December 2024	-	-	-	-	-
Charge for the period	2	27	135	-	164
Impairment	-	-	-	3,854	3,854
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
At 31 December 2025	2	27	135	3,854	4,018
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net book value					
At 31 December 2024	-	-	-	-	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
At 31 December 2025	45	782	1,694	2,809	5,330
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Goodwill is allocated to Adelicious Limited (being the single cash-generating unit to which goodwill is allocated) which represents the lowest level within the Group at which goodwill is monitored for internal management purposes.

The Group tests goodwill for impairment annually, or more frequently where there are indicators of impairment, in accordance with IAS 36 Impairment of Assets. The most recent impairment assessment was performed as at 31 December 2025.

The recoverable amount of the CGU has been determined based on a value-in-use calculation, using cash flow projections derived from 3-year forecasts. Cash flows beyond this period are extrapolated using a terminal growth rate.

Key assumptions applied in the impairment review are as follows:

- Cash flow forecast period: 3 years
- Discount rate: 19.59% pre-tax, reflecting current market assessments of the time value of money and the risks specific to the CGU
- Terminal growth rate: 2.5%, reflecting the Directors' estimate of long-term growth prospects of the podcast market

The impairment assessment is sensitive to changes in the discount rate and terminal growth rate and the Directors have performed sensitivity analysis on these key assumptions. For there to be no headroom on the goodwill impairment assessment, the terminal growth rate would need to be less than 2.5%.

Based on the impairment assessment performed, the Directors have recognised an impairment charge of US\$3.9 million in the year, reducing the carrying value of goodwill to US\$2.8 million.

The impairment relates to the acquisition of Adelicious Limited and reflects updated expectations of future revenues. Revenue performance in 2025 was below the upper range of initial projections, resulting in a reduction in the expected total consideration payable - the final purchase price is expected to remain below the potential maximum consideration of £10 million.

Accordingly, the revised forecast cash flows for the CGU are lower than those assumed at acquisition, leading to a reduction in the recoverable amount and the recognition of an impairment charge.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

11. SUBSIDIARIES

As at 31 December 2025, Audioboom Group plc held more than 20% of the share capital of the following companies:

	Registered office	Class of shares	% held by parent
Audioboom Limited	2-6 Boundary Row, London, SE1 8HP	Ordinary	100%
Adelicious Limited	2-6 Boundary Row, London, SE1 8HP	Ordinary	100%
Audioboom Inc.	251 Little Falls Drive, Wilmington, Delaware 19808, USA	Ordinary	100%
Austin Advertising Inc.	1013 Centre Road, Suite 403S, Wilmington, Delaware 19805, USA	Ordinary	100%

Audioboom Inc is held through Audioboom Limited. Austin Advertising Inc is held through Audioboom Inc.

12. TRADE AND OTHER RECEIVABLES

	2025 US\$'000	2024 US\$'000
Amounts receivable for the sale of goods and services	20,167	16,460
Allowance for doubtful debts	(62)	(10)
Net receivables	20,105	16,450
Other receivables	151	144
Prepayments and accrued income	1,362	1,773
Taxes recoverable	402	59
	22,020	18,426

The average credit period taken on sales of goods and services is 89 days (2024: 82 days). No interest is charged on receivables. Trade receivables are provided for based on estimated irrecoverable amounts from the sale of goods and services, determined by reference to past default experience and likelihood of recovery as assessed by the Directors.

Included in the Group's trade receivable balance are debtors with a carrying amount of US\$2.0 million (2024: US\$1.1 million) which are past due at the reporting date.

Having considered the Group's exposure to bad debts and the probability of default by customers, no material adjustment has been identified between recognition of bad debts on a specific basis and expected credit losses outlined below in accordance with IFRS 9 (2024: US\$nil).

Accrued income carried forward into 2025, that will reverse fully in 2026, is US\$1.1 million (2024: US\$0.4 million).

As at 31 December 2025 the lifetime expected loss provision for trade receivables was:

US\$'000	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
Expected loss rate	0.28%	0.30%	0.34%	0.38%	
Gross carrying amount	8,526	6,406	3,281	1,954	20,167
Loss provision	24	19	11	8	62

As at 31 December 2024 the lifetime expected loss provision for trade receivables was:

US\$'000	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
Expected loss rate	0.05%	0.07%	0.07%	0.05%	
Gross carrying amount	6,977	5,442	2,957	1,084	16,460
Loss provision	3	4	2	1	10

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

13. CASH

	2025 US\$'000	2024 US\$'000
Group cash	4,219	3,858
Contingent consideration cash retention	806	-
Total	<u>5,025</u>	<u>3,858</u>

As per the purchase agreement for Adedicious Limited, the consideration terms allowed the Group to retain a total of US\$1.2 million from the consideration paid to offset potential adverse performance of a specific podcast partner contract. US\$0.8 million was withheld from the initial consideration and was retained by the Group in an escrow account which is controlled by the Group, but the Group cannot access this escrow account until the end of the first year of the partner contract on 30 April 2026. A further US\$0.4 million is due to be retained from the earn-out consideration relating to 2025 revenue performance by Adedicious Limited in 2026.

14. TRADE AND OTHER PAYABLES

	2025 US\$'000	2024 US\$'000
Current liabilities		
Trade payables	16,781	13,136
Other taxes and social security	77	49
Accruals	2,817	3,211
Other payables	11	109
Trade and other payables due within less than one year	<u>19,686</u>	<u>16,505</u>

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 87 days (2024: 82 days). The Group has financial risk management policies in place to ensure that all payables are paid within the credit time frame.

The Group records negligible deferred income and therefore no analysis of contract liabilities has been provided.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

15. STATED CAPITAL ACCOUNT

	No. of shares	Share capital US\$'000	Share premium US\$'000
At 31 December 2023	16,376,936	-	63,104
Shares issued in the period			
Share options exercised	6,672	-	12
At 31 December 2024	16,383,608	-	63,116
Shares issued in the period			
Shares issued at £2.70 each	1,111,112	-	3,855
Shares issued at £4.44 each	405,405	-	2,425
Warrants exercised	21,875	-	92
Share options exercised	62,655	-	218
At 31 December 2025	17,984,655	-	69,706

There is no authorised share capital and all shares rank *pari passu*. All issued share capital is fully paid up. All ordinary shares have no par value.

In July 2025, the Group acquired Adelicious Limited for an initial consideration of £4.5 million. 60% of the initial consideration totalling £2.7 million was settled in cash raised via a placing of 1,111,112 shares at £2.70 per share. 40% of the initial consideration totalling £1.8 million was settled by issuing 405,405 shares to the shareholders of Adelicious Limited at an agreed price of £4.44 per share, totalling £1.8 million.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

16. RIGHT OF USE ASSET LEASES

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Office Lease Total US\$'000
At 31 December 2023	1,117
Depreciation expense	(200)
	<hr/>
At 31 December 2024	917
	<hr/>
Depreciation expense	(222)
Foreign exchange effect	22
	<hr/>
At 31 December 2025	<u>717</u>

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	2025 US\$'000	2024 US\$'000
Balance at 1 January	1,042	1,110
Payment of lease liabilities	(269)	(199)
Imputed lease interest costs	121	131
	<hr/>	<hr/>
Balance at 31 December	<u>894</u>	<u>1,042</u>
Current	199	148
Non-current	695	894

The following are the amounts recognised in the statement of comprehensive income:

	2025 US\$'000	2024 US\$'000
Depreciation expense of right of use assets	222	200
Interest expense on lease liabilities	121	131
	<hr/>	<hr/>
Total amount recognised	<u>343</u>	<u>331</u>

The Company recorded total cash outflows for leases of US\$366,000 in 2025 (2024: US\$302,000).

The following are the total value of the commitments on an undiscounted basis:

	2025 US\$'000	2024 US\$'000
Under one year	297	269
One to five years	810	1,107
	<hr/>	<hr/>
Total value of commitments	<u>1,107</u>	<u>1,376</u>

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

17. OPERATING LEASE ARRANGEMENTS	2025	2024
	\$'000	\$'000
The Group as lessee		
Lease payments under operating leases recognised as an expense in the year	97	103
	<u> </u>	<u> </u>
At the balance sheet date, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:		
Under one year	75	77
	<u> </u>	<u> </u>
	<u> </u>	<u> </u>

The operating lease is not recognised as an asset or liability in the Statement of Financial Position under IFRS 16 due to its total length being less than one year.

18. RELATED PARTY TRANSACTIONS

Key management personnel remuneration

See the Remuneration Committee Report in the 2025 Annual Report for details relating to key management personnel remuneration during the year. Key management during the year being Stuart Last, CEO and Brad Clarke, CFO.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

19. SHARE-BASED PAYMENTS

The Company has share option schemes for employees of the Group. Options are exercisable at the price agreed at the time of the issue of the share option. The vesting period and/or any performance conditions vary between employees. If the options remain unexercised after a period of 10 years from date of grant the options expire. Options are typically forfeited if the employee leaves the Group before the options vest. Details of the share options granted during the period are as follows:

	2025	Weighted Average Exercise Price (£)	2024	Weighted Average Exercise Price (£)
	Number of Share options		Number of Share options	
Outstanding at beginning of period	1,687,444	2.600	1,684,451	5.932
Granted during the period	25,000	3.800	515,157	2.400
Forfeited/lapsed during the period	(6,000)	2.803	(505,491)	13.513
Exercised during the period	(62,655)	2.680	(6,672)	1.500
	<u>865,123</u>	<u>2.497</u>	<u>908,781</u>	<u>2.476</u>
Outstanding at end of period – time vesting based				
Outstanding at end of period – performance vesting based ¹	778,666	2.746	778,663	2.476
	<u>1,643,789</u>	<u>2.615</u>	<u>1,687,444</u>	<u>2.600</u>
Total outstanding at end of period				
Exercisable at end of period	<u>1,421,071</u>	<u>2.599</u>	<u>1,192,677</u>	<u>2.532</u>

¹Options with performance-based vesting will vest, subject to Remuneration Committee discretion, if the Company meets market expectations for revenue and adjusted EBITDA targets

The options outstanding at 31 December 2025 had a weighted average exercise price of £2.615, and an average remaining contractual life of 6 years. The inputs into the Black-Scholes model are as follows:

	2025	2024
Weighted average share price	£3.800	£2.400
Weighted average exercise price	£3.800	£2.400
Expected volatility	75%	85%
Expected life	10 years	10 years
Risk-free rate	4.59%	4.13%
Expected dividend yield	0%	0%

Expected volatility was determined by assessing the share price volatility from the current year. The Group recognised total expenses of US\$0.4 million related to equity-settled share-based payment transactions for the year ended 31 December 2025 (31 December 2024: US\$1.4 million).

	2025 US\$'000	2024 US\$'000
Share option charge	439	1,369
	<u>439</u>	<u>1,369</u>

At the period end, the Company had in issue outstanding share warrants for a total of 15,625 shares (2024: 37,500 shares) with a weighted average exercise price of £3.30 (2024: £3.30). All 15,625 (2024: 37,500) of the warrants were exercisable at the period end.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

20. CONTENT PARTNER MINIMUM GUARANTEES

In order to attract and retain leading podcast partners, the Group offers certain partners minimum revenue guarantees (“MG”) over the life of the agreement between the parties. The MG offers guaranteed revenue over the life of the agreement in the form of monthly payments and/or an upfront contracted advance payment, which is then recouped over the life of the agreement, thus reducing future expected payments proportionally. The MGs provided secure the right of access to future content and therefore the expenditure in relation to these guarantees is recognised over the term of the contract. The content providers' obligations are discharged to the Group over the term of the contract in line with when the Group consumes the benefit of these obligations.

As at 31 December 2025, of the US\$33.0 million (2024: US\$29.3 million) total minimum guarantee amount committed to expenditure, US\$nil million (2024: US\$8.0 million) relates to the two onerous contracts provided for detailed in note 21.

The amounts detailed below are undiscounted.

	2025 US\$'000	2024 US\$'000
MG expenditure committed in 12 months or less	22,286	23,838
MG expenditure committed in more than 12 months	10,730	5,486
Total MG amount committed to expenditure	<u>33,016</u>	<u>29,324</u>

21. ONEROUS CONTRACT PROVISION

A provision was recognised in 2023 in relation to two partner contracts. As advertising markets performed below the expectations previously modelled for these agreements, it was assumed that it was unavoidable that the contracts would generate a loss through to their conclusion on 31 January 2025 and 31 December 2025 respectively. The contracts, which were both negotiated in early 2022 during buoyant podcast advertising market conditions, recorded a net loss of US\$3.7 million in 2025 (2024 net loss: US\$4.1 million) and in light of revenue growth being lower than projected when negotiating the contracts, it was considered likely that they would continue to be loss making through to their conclusion.

Both contracts ended in 2025 and the Directors have performed an assessment of the other existing minimum guarantee contracts to confirm that there are no other contracts that meet the definition of an onerous contract as at the reporting date.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

21. ONEROUS CONTRACT PROVISION (continued)

The following are the amounts recognised in the statement of comprehensive income:

	2025 US\$'000	2024 US\$'000
Onerous contracts net loss incurred	3,743	4,088
Onerous contracts release for expected future net losses	(3,576)	(4,088)
Total	167	-

The following are the total value of the provision which has been calculated on a weighted average basis based on a range of scenarios then discounted to detail the net present value of the provision:

	2025 US\$'000	2024 US\$'000
Contract provision brought forward	3,411	7,499
Increase in current contract provision	-	-
Increase in non-current contract provision	-	-
Release of current contract provision	(3,411)	(1,635)
Release of non-current contract provision	-	(2,453)
Contract provision carried forward	-	3,411

22. BUSINESS COMBINATION

During the year, on 22 July 2025, the Group acquired 100% of the voting shares of Adelicious Limited, a non-listed UK focused podcast network in exchange for the Company's shares and cash. The acquisition was expected to create the second largest podcast network in the UK and positioned the enlarged Group to capture significant share of the UK market's untapped value. 100% of the Adelicious Limited share capital was acquired for a potential maximum consideration of £10.0 million.

The potential maximum consideration of £10.0 million consisted of £4.5 million initial consideration, £3.0 million earn-out consideration and £2.5 million contingent consideration:

- The £4.5 million initial consideration was split 60% cash (£2.7 million) and 40% shares in Audioboom Group PLC (£1.8 million) being 405,405 shares at an agreed price of £4.44 per share. Of the £2.7 million cash proportion, £0.6 million was retained by the Group in an escrow account, see further details below. The agreed share price of £4.44 was determined on 15 May 2025 based on a 90-day volume-weighted average price (VWAP) of Audioboom Group PLC shares. At the acquisition date, the market share price was £3.20, resulting in a fair value of £1.3 million for the shares issued. This represents a £0.5 million reduction compared to the contractual equity consideration, in line with IFRS 3, Business Combinations.
- The up to £3.0 million earn-out consideration relates to 2025 pro-rated revenue performance by Adelicious Limited and would be satisfied by 40% cash, 40% shares in Audioboom Group PLC at an agreed price of £4.44 per share, and 20% either cash or Audioboom Group PLC shares at the Group's discretion.
- The up to £2.5 million contingent consideration relates to performance of a specific podcast partner contract between May 2025 and April 2027 and would be satisfied by 40% cash, 40% shares in Audioboom Group PLC at an agreed price of £4.44 per share, and 20% either cash or Audioboom Group PLC shares at the Group's discretion. Should the specific partner contract not meet agreed target performance in year 1 and/or year 2, no contingent consideration would be payable.
- The consideration terms allowed the Group to retain a total of £0.875 million from the consideration paid to offset potential adverse performance of the specific podcast partner contract, which the contingent consideration of £2.5 million relates to. £0.6 million from the initial consideration was retained by the Group in an escrow account with a further £0.275 million due to be retained from the earn-out consideration relating to 2025 pro-rated revenue performance by Adelicious Limited.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

22. BUSINESS COMBINATION (continued)

Assets acquired and liabilities assumed

The fair values of the identified assets and liabilities of Adedicious Limited as at the date of acquisition were:

	At Acquisition US\$000
Tangible fixed assets	5
Cash acquired	377
Working capital	(650)
Deferred tax liability	(676)
Borrowings	(7)
Other net assets	180
	<hr/>
Net liabilities on acquisition	(771)
Separately identifiable intangible assets	2,685
Goodwill	6,663
	<hr/>
Total investment in subsidiary	8,577
Initial consideration - cash	2,840
Initial consideration – 405,405 Audioboom Group PLC shares	1,754
Earn-out consideration	2,500
Contingent consideration	1,265
Equity contingent consideration	198
Adjustment to purchase price	20
	<hr/>
Total investment in subsidiary	8,577

Separately identifiable intangible assets comprise supplier relationships (US\$1.8 million), customer relationships (US\$0.8 million) and the Adedicious brand (US\$0.05 million).

From the date of acquisition, Adedicious Limited contributed £3.270 million of revenue and £0.045 million to profit before tax from continuing operations of the Group.

Adedicious Limited revenue for the 17-month period to 31 December 2025 was £9.248 million and £0.159 million loss before tax.

The Group's goodwill balance arises from the acquisition of Adedicious Limited and reflects the value of expected synergies from integrating the acquired businesses, the assembled workforce, future growth opportunities and the strategic positioning of the acquired operations within the Group.

A deferred tax liability of US\$0.7 million has been recognised on the fair value adjustments made to identifiable intangible assets recognised on acquisition, primarily customer relationships, supplier relationships and the acquired brands, as the tax bases of these assets differ from their carrying values for accounting purposes.

Total costs incurred as part of the acquisition were US\$0.3 million.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

22. BUSINESS COMBINATION (continued)

The following are the total values of the Adedicious Limited acquisition earn-out consideration being the earn-out consideration, relating to 2025 revenue performance, and the contingent consideration, relating to the performance of a specific podcast partner contract:

	Earn-out consideration	Contingent consideration	Purchase price adjustment	Total
	US\$'000	US\$'000	US\$'000	US\$'000
Cost				
At 31 December 2024	-	-	-	-
Recognition	2,500	1,265	20	3,785
Unwinding	154	94	-	248
Fair value movement on consideration	(1,173)	(862)	-	(2,035)
At 31 December 2025	<u>1,481</u>	<u>497</u>	<u>20</u>	<u>1,998</u>

The earn-out and contingent considerations are recognised at fair value at the acquisition date and subsequently remeasured at each reporting date, with any changes in fair value recognised in the consolidated statement of income.

The fair value movement recognised in the period reflects changes in the Group's estimates of the future amounts payable, together with the unwinding of discounting applied to deferred amounts. The principal drivers of the movement include:

- Actual performance of the acquiree relative to the earn-out consideration targets, resulting in a revision to the estimated earn-out payment;
- updated forecasts of the specific partner contract relative to the contingent consideration targets, resulting in a revision to the estimated contingent consideration payment and the initial retention held; and
- the passage of time, including the unwinding of the discount applied to earn-out consideration.

Where revised expectations indicate lower future payments than previously estimated, this results in a corresponding gain recognised within the consolidated statement of income. The movement recognised in the period is non-cash in nature and reflects the reassessment of estimates rather than amounts settled during the year.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

23. FINANCIAL INSTRUMENTS

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to meet their financial obligations as they arise while maximising the return to stakeholders. The capital structure of the Group consists of cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in the consolidated statement of changes in equity. As at the period end, the Group did not have any external borrowings and was not subject to externally imposed capital requirements. On 14 April 2022, the Company secured a £1.5 million overdraft with HSBC and this was extended to £2.5 million on 29 November 2024.

Categories of financial instruments

	2025	2024
	US\$'000	US\$'000
Loans & receivables		
Trade and other receivables	20,257	16,594
Cash and cash equivalents	4,219	3,858
Financial liabilities at amortised cost		
Trade and other payables	16,793	13,245

The carrying amounts of financial assets and financial liabilities recorded at amortised cost approximates to their fair values.

Financial and market risk management objectives

It is, and has been throughout the period under review, the Group's policy not to use or trade in derivative financial instruments. The Group's financial instruments comprise its cash and cash equivalents and various items such as trade debtors and trade creditors that arise directly from its operations. The main purpose of the financial assets and liabilities is to provide finance for the Group's operations in the period.

Currency risk management

The Group has limited exposure to foreign currency risk as a result of matching local currency costs to local currency receipts; thus the main risks arising from the Group's financial instruments are interest rate risk and liquidity risk. The Board reviews and agrees policies for managing these risks and they are summarised below. These policies have remained unchanged throughout the period under review.

Interest rate risk management

The Group holds the majority of its cash and cash equivalents in corporate current accounts. These accounts offer a competitive interest rate with the advantage of quick access to the funds.

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Group only transacts with entities after assessing credit quality using independent rating agencies and, if not available, the Group uses other publicly available financial information and its own trading records to rate its major customers. The Group's exposure is continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits.

AUDIOBOOM GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2025

23. FINANCIAL INSTRUMENTS

Ongoing credit evaluation is performed on the financial condition of accounts receivable. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the Group's maximum exposure to credit risk. Please refer to note 12 for more detail on the trade receivables collection period.

The ageing of trade receivables (US\$'000s) as at 31 December 2025 was:

Current	Over 30 days	Over 60 days	90 days +	Total
US\$8,526	US\$6,406	US\$3,281	US\$1,954	US\$20,167
42%	32%	16%	10%	

Liquidity risk management

The Group's policy throughout the period has been to ensure continuity of funds. The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Please refer to note 14 for more detail on the trade payables payment period.

Fair value of financial instruments

The fair value of other non-derivative financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

24. POST BALANCE SHEET EVENTS

There are no post balance sheet events as at the date of this report.