

2024/2025

Annual Report



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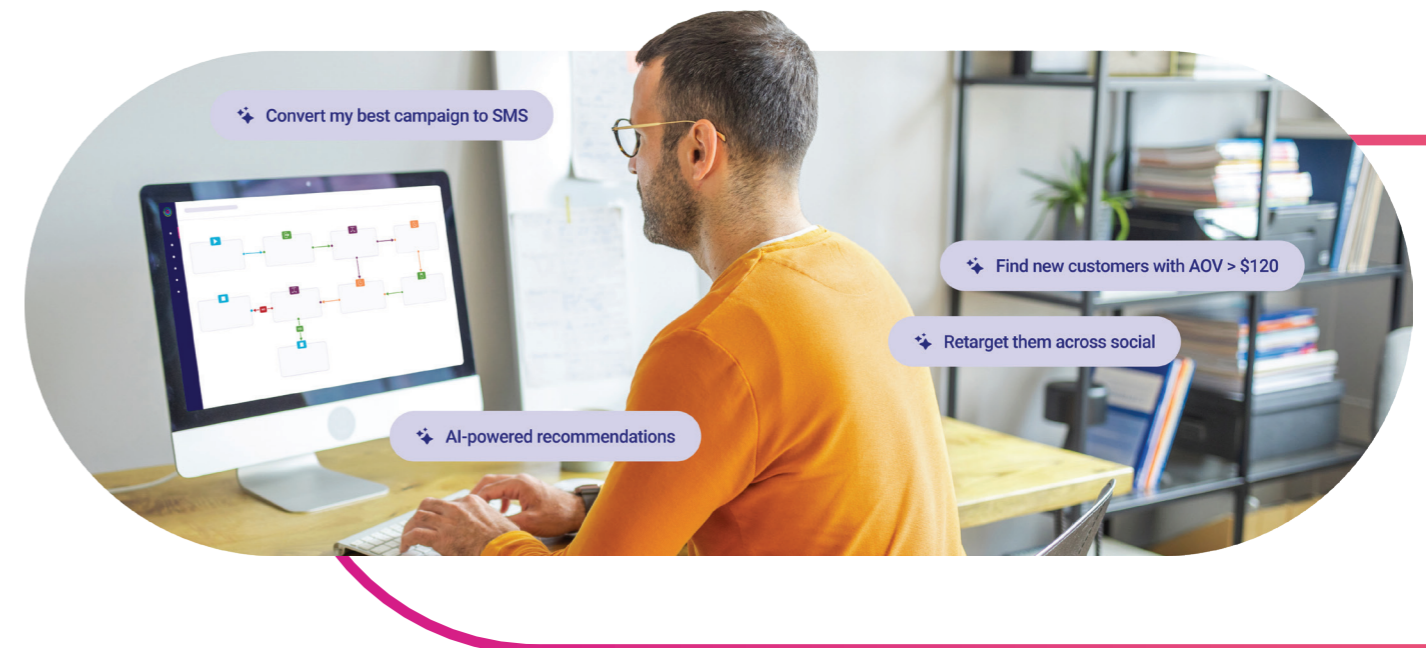
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Corporate statement

Dotdigital is an AI-powered customer experience and data platform for intelligent, personalised marketing engagement at scale that empowers marketing teams to exceed customer expectations with highly personalised cross-channel journeys. With powerful AI capabilities, Dotdigital makes it easy to automate deeply personalised experiences across web, email, SMS, WhatsApp, chat, push, social, ads, and more.



Revenue	Adjusted profit before tax	Adjusted EBITDA	*Cash position
Up 6% from £79.0m	Up 13% from £16.8m	Up 10% from £24.3m	Down 14% from £42.2m
£83.9m	£19.0m	£26.8m	£36.2m

* Reduction in cash due to the acquisition of Social Snowball Holdings Inc. in the year.

Chairman's statement



John Conoley
Non-Executive Chairman

Financial year 2025 (FY25) was a year of encouraging delivery against the strategy, combining solid financial performance with further strengthening of the platform and development of the organisation to prepare it for global scaling in the years to come.

Profitable growth and strategic progress

We delivered growth across all regions, with international markets the standout. North America was particularly strong, while APAC achieved sustained double-digit growth supported by continued investment in product and people on the ground. We also delivered a solid performance in EMEA, albeit at lower growth rates than previously experienced, pleasingly this was more than offset by the acceleration overseas. It was encouraging to broadly maintain Group-level growth across a period of softer conditions for much of the wider software sector, including for many of our significantly larger competitors, reflecting the strength and resilience of our model.

Selective acquisitions remain a core component of our strategy. The addition of Social Snowball at the end of our financial year is both strategically and financially important and broadens our capability into the influencer, affiliate and referral marketing space, and strengthens our presence in the Shopify ecosystem. This follows the integration of our acquisition of Fresh Relevance in financial year 2024 (FY24), which deepened our personalisation

offering and has contributed to higher-value customer wins. We will continue to assess opportunities that are earnings enhancing, strategically aligned and fairly valued, recognising the benefits that come from adding adjacent capabilities to an increasingly coherent platform.

Alongside this, we continued to build out our Customer Experience Data Platform (CXDP), unifying data, personalisation and communications into a connected suite that is easier to adopt and scale. Our investment in Winston AI continues to benefit our customers, with capabilities continuously being added and adopted. We will continue to invest in research and development (R&D) with spend being directed towards Winston AI, as well as driving AI adoption throughout our own operations. With over 250 integrations now in place and new channels such as WhatsApp launched, customers can access richer insights and deliver more tailored campaigns. These developments deepen adoption across our base, enhance retention and reinforce Dotdigital's position as a differentiated, future-ready platform.

High-quality financial model

Our financial model remains a key strength and differentiator. With 94% recurring or repeating revenue and c. 80% contracted, we enjoy high levels of visibility and resilience, supporting attractive margins and do not chase non-profitable business.

With strong cash generation and a robust balance sheet, we are committed to continuing to reinvest in innovation while funding selective acquisitions that bolster our product offering and enhance our long-term opportunity.

Strengthened executive

During the period, we strengthened our leadership with the appointment of Tom Mullan as Chief Financial Officer. Tom brings significant public tech company and international software sector experience that will support the Group's financial discipline, scalability and M&A ambitions.

We are in the process of appointing a Chief Revenue Officer, a new role designed to centralise and align our go-to-market activities across regions and with an emphasis on expansion, retention and enhancing lifetime value. Together, these appointments will deepen the expertise of the executive team, enhance operational execution and ensure the Group is well positioned to capture the opportunities ahead.

ESG in action

We continued to advance our sustainability agenda during the year, building upon strong foundations, and remain on track to achieve our Net Zero 2030 objective. From a social standpoint, we continue to focus on our people and their communities.



Our investment in WinstonAI continues to benefit our customers, with capabilities continuously being added and adopted.



Dotdigital hosts customers, prospects and partners at flagship marketing events such as The Summit and Dotties awards.

It's encouraging to see the increased uptake of the government-backed electric vehicle scheme from our UK employees as well as strong participation across our global teams in dotCommunity initiatives to give back to local communities.

Growing momentum and increasing opportunity

With each year that passes, the opportunity for Dotdigital increases. Organisations increasingly want the highest-quality products, cutting-edge capabilities and demonstrable ROI. At the same time, there is a growing trend towards rationalising their technology stack to fewer providers. With Fresh Relevance and now Social Snowball, alongside the stellar work of our R&D teams introducing new functionality and bolstering existing features, we are uniquely positioned to respond, with a broad, independent platform that meets the needs of marketers globally now and tomorrow.

On behalf of the Board, I would like to thank our employees for their commitment and energy this year amid a challenging macroeconomic backdrop, to our customers for choosing us and to our shareholders for their continued support. We are making steady progress as we move through the new financial year; our integrated platform has significant strategic value as the industry evolves, and we have a clear plan to enhance it further and increase penetration across marketers globally. We look to the future with confidence.

John Conoley
Non-Executive Chairman
4 November 2025

Dotdigital CXDP

Unlock unforgettable customer experiences with Dotdigital's integrated product suite



Marketing Automation

Unparalleled cross-channel reach with our AI-powered marketing automation platform

Dotdigital combines the power of automation with the benefits of a customer data platform (CDP) to help marketing teams deliver customer experiences driven by data, not by hunches. Deeper customer relationships that go beyond the expected are key to conversion and customer loyalty.

Web Personalisation

Personalised customer journeys from inbox to cart with Fresh Relevance by Dotdigital

Fresh Relevance by Dotdigital helps marketers personalise every channel and deliver consistent, relevant experiences that convert. From real-time, dynamic content on web, to product recommendations that turn browsers into buyers, ecommerce marketers won't miss a sale.



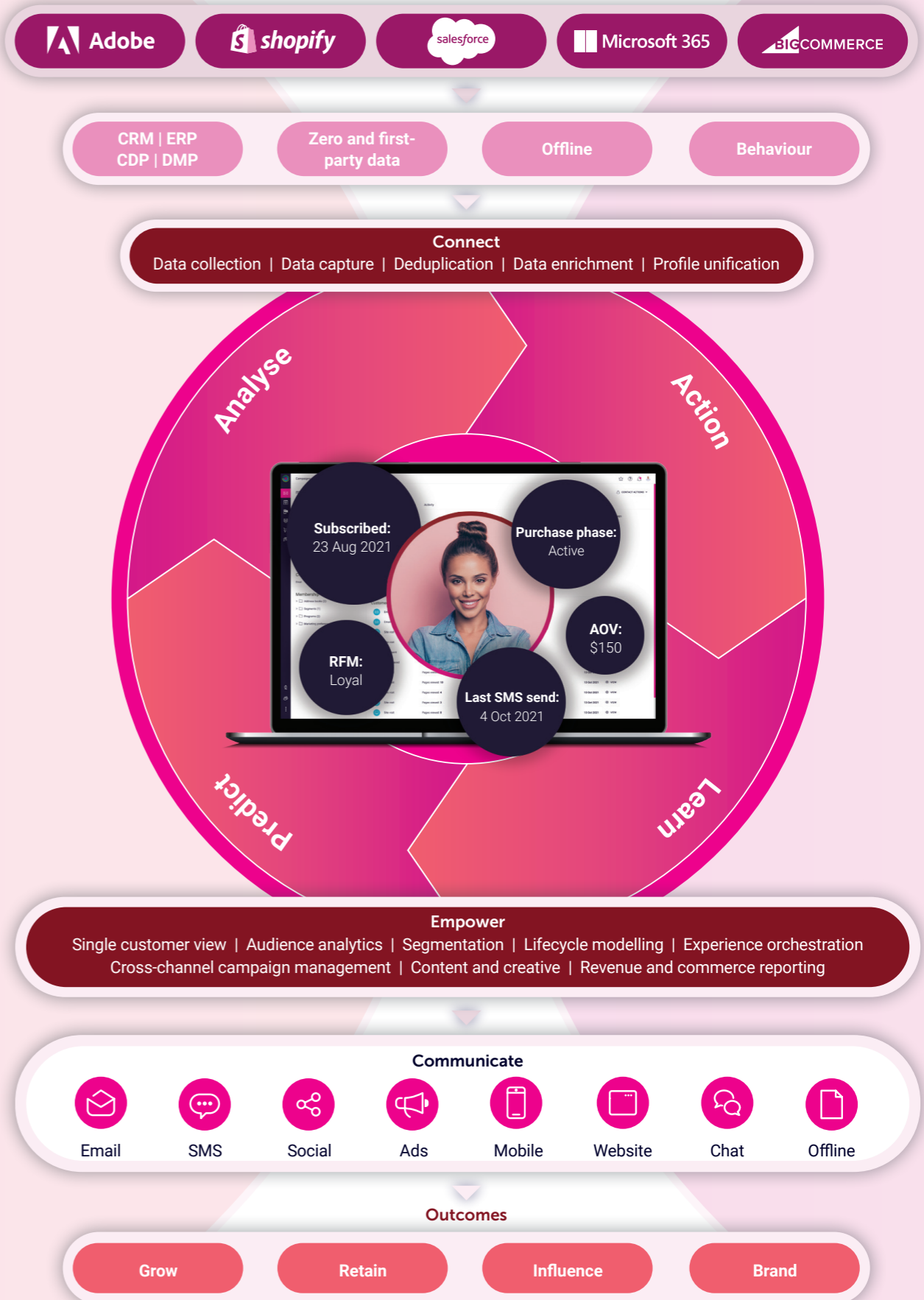
Influencer Marketing

Build and grow word-of-mouth marketing programs with Social Snowball by Dotdigital

Social Snowball by Dotdigital helps brands create engaging referral programmes that activate customers into affiliates and give them strong incentives to drive referrals and grow their brand. Paired with Dotdigital, brands can automate word-of-mouth marketing and scale profitable relationships with influencers anywhere.



The leading customer experience and data platform for marketers.



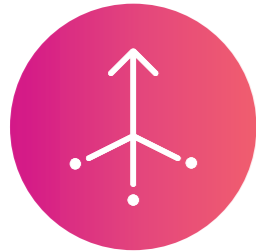
Investment case

Dotdigital is the leading software as a service (SaaS) provider of an AI-powered all-in-one customer experience and data platform that enables our clients to communicate with their customers at the right time, with the right message, to the right person through the right channel.



Dotdigital's insights have given us a deeper understanding of the differences between customers and highlighted the need for a new approach. The flexibility to build custom multifaceted variables and complex dynamic campaigns delivered a new customer-led strategy. The results speak for themselves and have changed the way we operate across all channels.

Natalie Fordham | CRM Manager, Goodwood Estate



Strategy

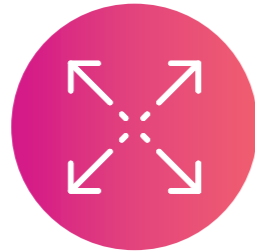
Clear and compelling strategy focused on organic growth complemented with M&A.

Focused across many industries for mid-market and enterprise companies.

Rapid product innovation supporting average revenue per customer expansion and driving ROI for our customers.

International growth based on proven blueprint.

A focused approach to brand success extended through global strategic partners.



Scalable

Highly scalable platform for all sizes of customers with a predictable financial model.

SaaS business model driving high margins.

Predictable and transparent financial model with over 90% recurring or repeating revenue.

Diverse customer base from size of business to industries customers operate within.

Profitable growth with strong cash generation and no debt.



Growth

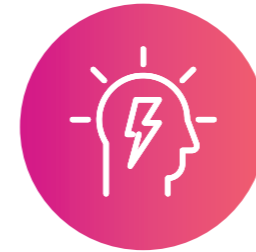
Attractive industry growth, accelerating in sub-sectors we serve such as influencer marketing.

Marketing automation has a proven superior ROI for marketers from all digital marketing channels.

Global marketing automation spend is, according to Precient & Strategic Intelligence, showing double-digit growth and is predicted to reach \$14.2bn by 2030.

Total addressable market continues to expand through bolt-on acquisitions.

Digital marketing as a proportion of overall marketing budgets continues to accelerate.



Independence

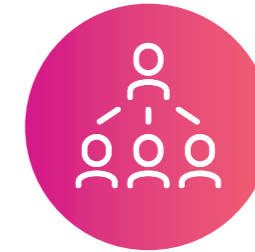
The successful Dotdigital culture.

Highly talented and motivated people focused on customer success.

A culture that is aligned to company objectives and vision.

Unique industry position and differentiated product with many competitors distracted.

Flexible, extendable and effective product that drives retention.



Leadership

Experienced management team.

Executive team with a proven track record of success.

Strong non-executive Board with experience of scaling businesses of this size.

Wider management team with the motivation to continue the profitable growth story.

All employees aligned to the strategic priorities of geographic expansion, product innovation and building strong strategic partnerships.



Outlook

Strong growth prospects.

Innovation to support marketing teams with their data challenges and move to omnichannel using personalisation and intelligence.

Ability to complement organic growth strategy with technology acquisitions to accelerate product expansion.

An expanding partner ecosystem to increase the addressable market.

Strong international growth amongst the international regions we operate.

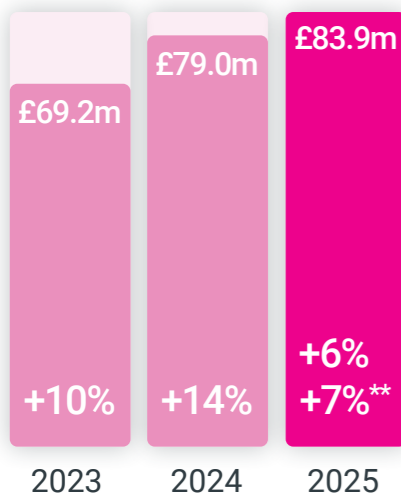
Key performance indicators

We use our key performance indicators (KPIs) to measure our business. These indicators provide us with the visibility of both our strategic and financial performance, which are set by the Board at the start of every year.

Financial KPIs

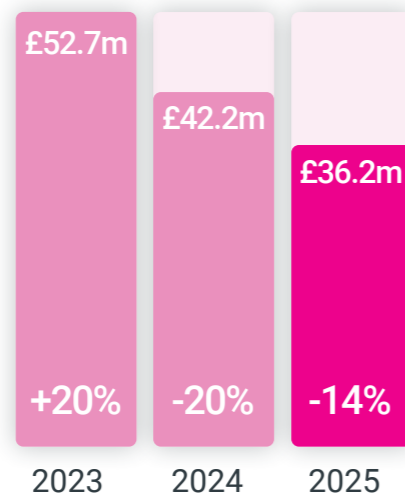
Revenue

We aim to deliver double-digit organic revenue growth from operations.



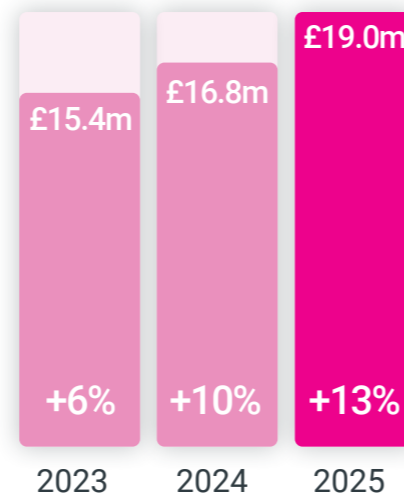
Cash position

We aim to have a strong cash position.



Adjusted profit before tax*

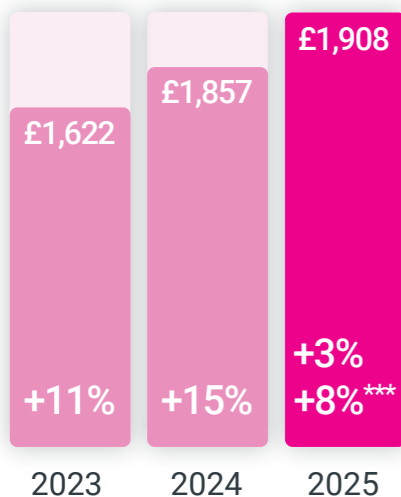
We aim to have strong adjusted profit growth from normal business.



Strategic KPIs

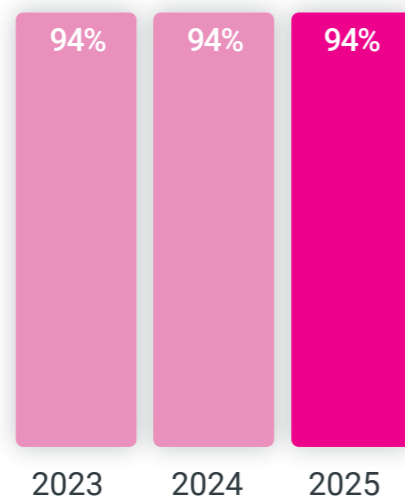
Average Revenue Per Customer (ARPC)

We aim to continue to grow ARPC.



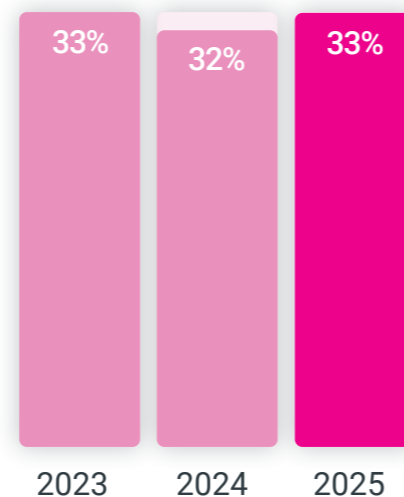
Recurring revenue

We aim to have recurring revenues of over 90%.



International

We aim to expand revenue from outside the UK.

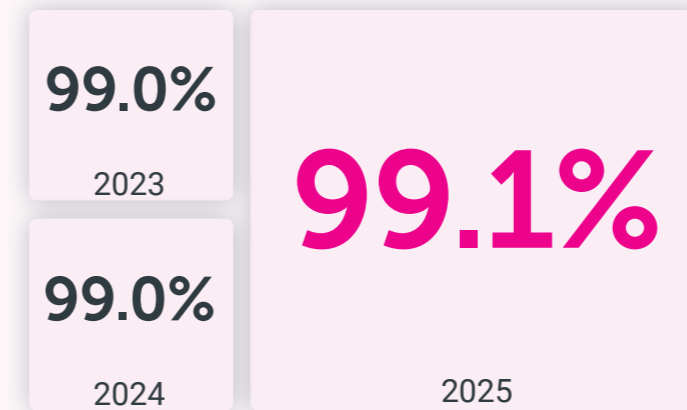


Our non-financial KPIs provide us with an indication of our platform's ability and a measurement of how successful we are in supporting our customers. Both elements are crucial to the success of our business. Employee remuneration is specifically linked to these KPIs.

Non-financial KPIs

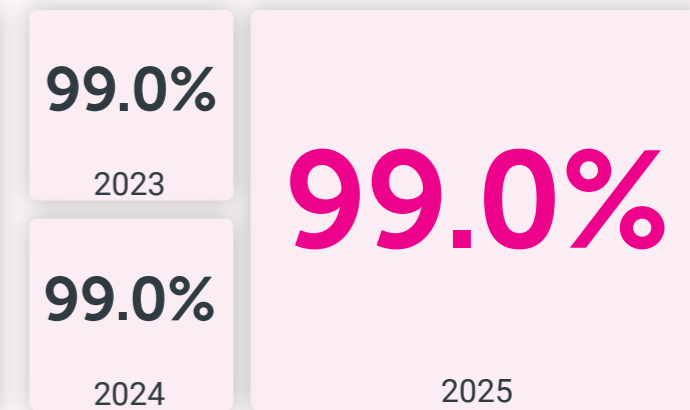
Customer satisfaction score (CSAT)

CSAT is our main measure of customer satisfaction after an interaction with our support team has taken place. It is derived by taking positive ratings/total ratings x 100. We receive over 1000+ customer ratings every month, and this metric provides a good and regular pulse on how satisfied customers are with the support services that we provide. We regard maintaining levels of 98%-99% month to month as being world-class.



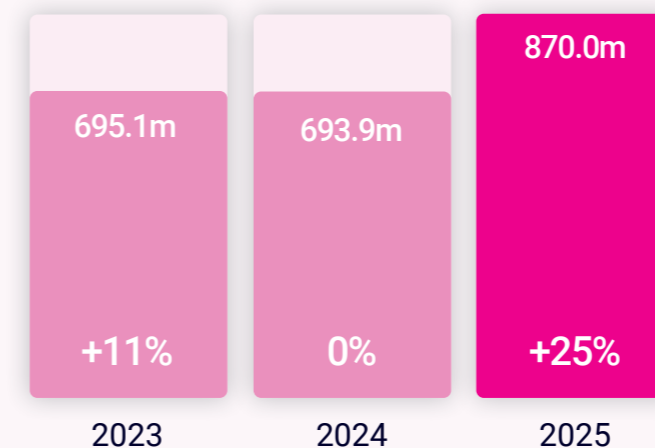
Email delivery rate

Our email delivery rate shows the rate at which the emails that we send are accepted by receivers. Emails can be rejected for numerous reasons, including being detected as spam. It is therefore important that we monitor our email delivery rate and this metric shows that our infrastructure is both well configured and optimised.



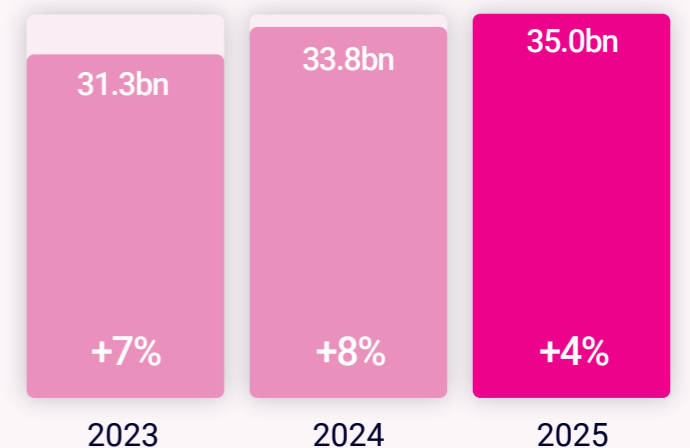
Message sending volume

This is the total number of other messages including SMS, Whatsapp, MMS etc. sent from our platform. These are increasingly prevalent engagement channels driving returns for our customers. Our recent investments in this functionality are generating increasing returns.



Email sending volume

This is the total number of emails sent from our platform. It is an important metric for us to show that our customers are getting great value and outcomes from using our technology. It indicates that our customers can successfully address their business challenges using the Dotdigital platform.



* Adjusted profit before tax excludes share-based payment (note 29), exceptional costs (note 5) and amortisation of acquired intangibles (note 13). ** At constant currency. *** At constant currency and normalised basis.

Case study



Automation, AI and Meta retargeting is a winning combination for Champion Europe

Champion Europe is a leading designer, marketer, and distributor of athletic apparel, footwear, and accessories across Europe, Africa, and the Middle East. It is headquartered in Italy and has a design, development, and sourcing centre there. The brand, born from sport, focuses on innovative design and product testing to ensure quality.

Challenge

A small team with big ambitions in a hugely competitive field

The market for sportswear in Europe is growing rapidly, driven by people focusing on their health and wellness and the fashion trend for athleisure. In 2024, the industry was estimated to be worth \$89bn and is expected to rise to \$163bn within the next 10 years.

Sport and competition go hand in hand. Standing out in a crowded market, dominated by huge global brands that might spend \$1bn in marketing in one quarter, is a big challenge. However, with an impressive history spanning over 100 years, Champion, with its iconic logoed hoodies and sweatshirts, is a heritage brand that remains a staple in stadiums and on the streets.

Irene Zaccarelli, Digital Content & CRM Manager at Champion Europe Group, explains: **“Compared to the huge brands we have a much smaller team. We need to be smart and use technology to enable us to be efficient, but also creative, engaging and innovative in our customer communications.”**

60%

open rates

37%

increase in revenue

Solution

Maximising abandoned cart recovery rates with Meta retargeting

To succeed in these goals, Champion Europe works with the team at Dotdigital and its marketing automation platform. Irene adds: **“With Dotdigital we have access to technology that levels the playing field when it comes to customer engagement, but also the support of a larger team that has a wealth of experience, not only in e-commerce but also in the clothing sector.”**

Champion Europe has worked with Dotdigital to introduce a new automated abandoned cart strategy, combining email and Meta retargeting. As well as via triggered emails, prospects are automatically targeted on their Facebook and Instagram feeds with items they left in their carts. Simona Paladini, Digital Content and CRM Specialist at Champion Europe, explained: **“This new cross-channel approach has boosted visibility and improved conversion rates.”**

Using generative AI for creative and compelling content

With Dotdigital, the team has been able to ensure consistent high-quality across its automated email campaigns, boasting a fresh design and dynamic content. This has been further enhanced by taking advantage of the platform’s generative AI capabilities, using WinstonAI to create email subject lines that resonate strongly with its audiences.

Simona adds: **“When you have a small team it can be a challenge to keep your content fresh. The subject line of an email is the first thing a customer sees, so it needs to be immediately engaging. With WinstonAI, we have a powerful tool that takes away the pressure by presenting us with the right message, tone and length.”**

Today, the Champion Europe team’s automated programmes include cart abandonment emails, new customer welcome messages, and updates for its loyalty scheme members in the UK and Italy. Through the introduction of a post-purchase survey created and automated through the Dotdigital platform, the team has also made it easier for customers to share their feedback and for these insights to be shared across the business.

Results

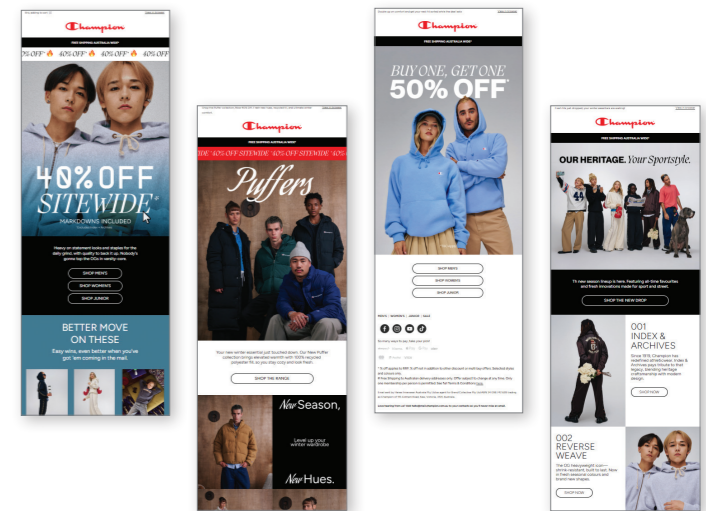
Increased email open rates and revenue growth

Since introducing Dotdigital over a year ago, the Champion Europe team has fully embraced the new functionality available to them, achieving impressive gains.

The open rate for its emails is also at an all-time high, exceeding 60%. This proves the look, feel and content of its communications are connecting with customers and creating stronger engagement with the brand.

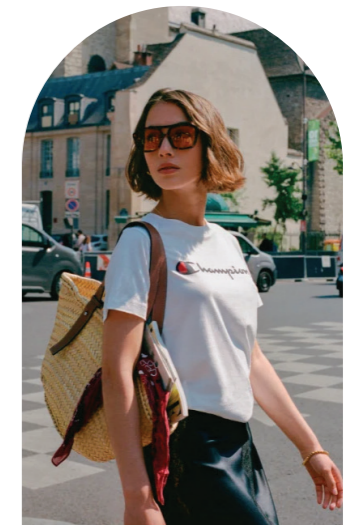
Looking to the near future, the Champion Europe team plans to extend its abandonment strategy to include abandoned browse triggers for customers who browse but do not cart items, as well as roll out its successful loyalty programme to other countries.

Irene concludes: **“Working with Dotdigital, we have been able to take our marketing automations to the next level, and their team has quickly become an integral part of Champion Europe. Together, we are representing the heritage of our brand and successfully competing against market leaders and the many new brands that have entered the market in recent years. We may be over 100 years old, but we are faster, more agile and innovative than ever.”**



Working with Dotdigital we have been able to take our marketing automations to the next level. We may be over 100 years old, but we are faster, more agile and innovative than ever.

Irene Zaccarelli, Digital Content & CRM Manager, Champion Europe Group



Chief Executive Officer's report and financial review



Milan Patel
Chief Executive Officer

Overview

Dotdigital delivered yet another year of resilient progress and strong cash generation. We grew in every region, with international revenue now accounting for 33% of Group revenue (FY24: 32%). North America delivered the strongest growth in absolute value terms, APAC continued to build as we ramped up localisation, and EMEA remained our anchor for scale and stability while delivering a solid performance. Our execution centred on expanding usage and retention through disciplined implementations and customer success, and a continued focus of driving new logo wins in international regions.

Our Customer Experience and Data Platform (CXDP) advanced at pace. We strengthened Winston AI, expanded data and reporting capabilities, and broadened connectivity across social and commerce ecosystems. WhatsApp moved from trial to full launch and is already in production with customers across regions, reinforcing our position in mobile messaging. These enhancements are being adopted steadily as customers look to augment their engagement strategies and seek measurable return on investment.

The acquisition of Social Snowball just before the end of the period adds high-growth influencer, affiliate and referral capability while bolstering the Group's presence in the Shopify ecosystem. Fresh Relevance, acquired in FY24, is now fully embedded and performing, deepening our personalisation

capability and helping us win and expand higher-value accounts. In the year we also expanded the go-to-market strategies for our personalisation capabilities into international markets. Together, these acquisitions broaden our addressable market and create clear opportunities to expand average revenue per customer, increase customer retention and win higher value customers.

Operational discipline remained a priority throughout, strengthening our long-term prospects. We focused on accelerating onboarding so customers realise value sooner, stepped away from a lower margin contract that would have become loss-making, and continued to invest selectively in product and go-to-market where we see the most attractive returns.

With a strong balance sheet, a comprehensive product suite and an expanding partner ecosystem, we enter the new financial year with measured confidence, underpinned by a highly recurring, contracted revenue base.

Results

Group revenue increased to £83.9m (FY24: £79.0m), up 6% on an actual currency basis and 7% on a constant currency basis, driven by organic growth. Recurring and repeating revenue represented 94% of total revenue, consistent with FY24, and 80% of Group revenue was high margin CXDP and related contracted recurring (FY24: 79%). Gross profit was £66.6m at a margin of 79%, consistent with the prior year.

Profitability was slightly ahead of market expectations. Adjusted EBITDA increased to £26.8m (FY24: 24.3m) and adjusted profit before tax to £19.0m (FY24: £16.8m). Adjusted diluted EPS was 4.80p (FY24: 4.71p) slightly ahead of market expectations.

Integration synergies from Fresh Relevance were delivered as planned, and the exit from competitor resellers improved revenue quality with a modest ARR impact already reflected in the year.

Cash generation remained strong. The cash balance at 30 June 2025 was £36.2m, after the \$20m initial cash payment for the Social Snowball acquisition and continued cash inflow. The Board intends to pay an increased final dividend in line with adjusted EBITDA growth. The balance sheet supports ongoing investment in product and go-to-market, together with selective, earnings-enhancing acquisitions.

Business review

Our product offering

Dotdigital's AI powered platform gives marketers a single suite of products based upon real-time data to connect with their customers more effectively. We help our customers create and manage automated personalised communications and understand customer behaviour across multiple channels. Key elements of the suite include:

Key highlights

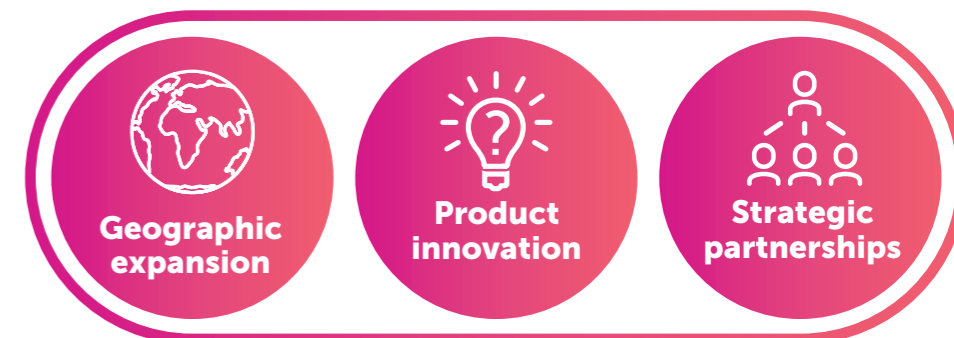
	Note	30.06.25 (£m)	30.06.24 (£m)	% change
Revenue	3	83.9	79.0	6%
Adjusted profit before tax*	32	19.0	16.8	13%
Adjusted EBITDA**	32	26.8	24.3	10%
Net assets	18/19	103.1	95.2	8%
Cash***	17	36.2	42.2	(14%)

* Adjusted profit before tax excludes share-based payment, exceptional costs and amortisation of acquired intangibles.

** Adjusted EBITDA excludes share-based payment, exceptional costs and amortisation of acquired intangibles.

*** Reduction in cash due to the acquisition of Social Snowball Holdings Inc. in the year.

Our core growth strategies



- **Core CXDP** – underpinned by unified data and analytics, our core offering provides marketers a single place to design, deliver and measure personalised end customer journeys.
- **Comms and channels** – technology delivering communications via email, SMS and MMS, WhatsApp, social media channels, app push, on-site personalisation, landing pages and forms, with unrivalled delivery success. These capabilities are all extensions, leveraging the power of our core CXDP platform.
- **Personalisation** – originally acquired with our acquisition of Fresh Relevance in FY24, this enables web personalisation capabilities for our customers to provide to their audience. Customers can either use this technology as an extension to our core CXDP or on a standalone basis.
- **Influencer and affiliate marketing** – acquired with our late June 2025 acquisition of Social Snowball, providing customers with the technology to seamlessly manage their influencer, affiliate and referral programmes so brands can move from single campaigns to orchestrated, data-led engagement that is easy to evidence and optimise.

Our WinstonAI offering is embedded within and underpins the suite, enabling our customers to amplify their results whilst driving efficiencies.

In addition to our core product offerings, we have a smaller number of heritage customers, using the originally acquired SMS communications offering on an API-only basis without the power of our CXDP. This CPaaS or transactional messaging business generates high-volume, largely repeatable revenues, albeit at lower margins.

Market opportunity

Marketing teams are operating with increased scrutiny on outcomes. Buyers want clear, defensible ROI, simpler stacks and faster time to value. That environment favours platforms that unify data and channels, reduce handoffs and make performance obvious. Dotdigital's CXDP is built for this shift: a single place to bring customer data together, orchestrate journeys across email, SMS, WhatsApp, app push and web, and evidence results in one view.

Rather than adding more tools, organisations are prioritising fewer, interoperable enterprise grade systems that plug into existing commerce and CRM platforms and can be rolled out across brands and regions without the risk of a single global 'rip and replace' implementation process. Our breadth of native channels and deep connector set – now extended with Fresh Relevance for web personalisation and Social Snowball for influencer, affiliate and referral programmes – positions the Group as a practical consolidation choice for mid-market and enterprise customers.

AI is now expected to make a tangible impact. Marketers expect measurable gains in speed, quality and return on investment, not gimmicks or window-dressing. Our 15+ years of investment into AI, culminating in the launch of WinstonAI in 2023, along with our reporting enhancements, meet that brief; assisting with content, imagery and analysis inside existing workflows, while the underlying platform enables predictive and real-time use cases as customers mature.

Chief Executive Officer's report and financial review CONTINUED



WhatsApp went from trial to launch and is already in production with customers across regions, reinforcing our position in mobile messaging.

Our AI functionality delivers both stronger ROI for our customers as well as creating efficiencies within the Marketing department.

Customer engagement continues to lean towards mobile-first, with messaging apps and social platforms becoming core to how brands reach and retain audiences. Our native WhatsApp, expanding mobile messaging and social integrations allow customers to meet users where they are, while keeping zero- and first-party data and attribution inside the CXDP.

Taken together, these trends play to Dotdigital's strengths: a unified, extensible platform, clear routes to value and an ecosystem that helps customers achieve more with less complexity.

M&A strategy: Social Snowball

Social Snowball provides influencer, affiliate and referral capability with an analytics-first design that attributes creator activity to revenue. This broadens the CXDP, expands our total addressable market and creates tangible opportunities to increase ARPC through targeted cross-sell.

Acquired in June 2025 for up to \$35m, being an initial cash payment of \$20m and maximum deferred consideration of \$15m (funded from existing cash resources), the business was immediately earnings-enhancing. It reported 200% revenue growth in FY24 to \$3m and entered 2025 cash-flow positive with run-rate revenues above \$5m at the time of acquisition. Since completion, ARR has risen to approximately \$6m, supported by strong merchant engagement across a base of 1,500+ Shopify brands including Crocs, G Fuel, Blume, Sharma Brands and True Classic.

As we have entered FY26, back- and middle-office functions have been onboarded, and product integration is progressing so that creator programmes can be planned and measured within Dotdigital alongside existing channels with unified reporting.

Go-to-market remains focused on Shopify through a dedicated team where there is a significant scope for further expansion across its brand network, complemented by a growing flow of referrals from Dotdigital customers.

Progress against organic and select acquisitive growth strategy

Our strategy is consistent and focused on three organic growth pillars: Geographic Expansion, Product Innovation and Partnerships. We target the mid-market while serving larger enterprises, across commerce and selected non-commerce verticals. A broad ecosystem of commerce, CRM and data integrations means quicker results and wider adoption. The business model is predominantly recurring subscription revenues, with multi-year contracts priced by selected modules, data volumes and messaging usage. Growth is driven by new customer wins and by increasing average revenue per customer through additional functionality and products, channels and integrations, supported by selective, earnings-enhancing acquisitions that strengthen the platform.

Geographic expansion

Regional revenue and growth are shown in local currency. Recurring revenue growth rates are on a constant-currency basis.

We delivered growth across all regions in the period. Performance reflected disciplined execution of our geographic plan, namely focusing on our core commerce target customer profile, expanding global brands across markets and driving platform adoption to support net retention. Headline growth also reflects the previously reported increase in customer administrations in the first half and our decision in the second half to exit a low-margin contract to strengthen revenue quality.

We expect solid double-digit international growth in FY26, driven by expansion with global brands and a continued focus on adoption and retention.

EMEA

Revenue grew 3% to £61.5m (FY24: £59.7m), in spite of headwinds incurred as a result of the planned exit from specific competitor resellers within Fresh Relevance and the previously announced Board's decision not to renew the low margin CPaaS contract due to unprofitable pricing requirements. Through the year we leaned into implementations and deeper CXDP adoption to improve retention as trading conditions remained mixed. Fresh Relevance continued to drive higher-value work across the region, with joint go-to-market activity converting both new logos and cross-sell. Procurement cycles increasingly favoured vendors that can break down data siloes and simplify stacks, a trend that played to our strengths and supported steady progress across enterprise and mid-market accounts.

North America

Revenue increased 19% to US\$18.2m (FY24: US\$15.2m). Growth was driven by expanded usage within existing accounts and wins with larger customers, consistent with the progress delivered in the first half. The region now has a clearer path to land-and-expand across mid and enterprise commerce, supported by strengthened customer success and solutions consulting. Fresh Relevance was brought to market in the region late in the year and added to our credibility in data-led personalisation, helping us compete for multi-brand and global mandates. We continue to view North America as a significant opportunity, with growth expected to track in the mid-teens over the medium term.

WinstonAI™ by Dotdigital

Dotdigital's AI journey started 15 years ago with advanced data practices and the early development of our recommender models. Best-of-breed cognitive AI services underpin proprietary models that are baked into the platform where users leverage WinstonAI™, Dotdigital's cutting-edge marketing agent.

Analyse customer records to uncover new insights

Curate campaigns that convert – from tone and length, to instant translations

Identify retargeting opportunities with real-time eRFM modelling

WinstonAI™ by Dotdigital

Great email! Here are a few ways to make it better...

Hi Emma, we have a special offer just for you!

Get discount now

I fixed a grammar error for you! Adapt now.

SMS

Emma, your favorite dress has 20% off...

30% Churn probability

27 October Predicted next order date

80% Product affinity

Extend your reach with one-click email to SMS campaign creation

Personalise with precision through product recommendations and dynamic content

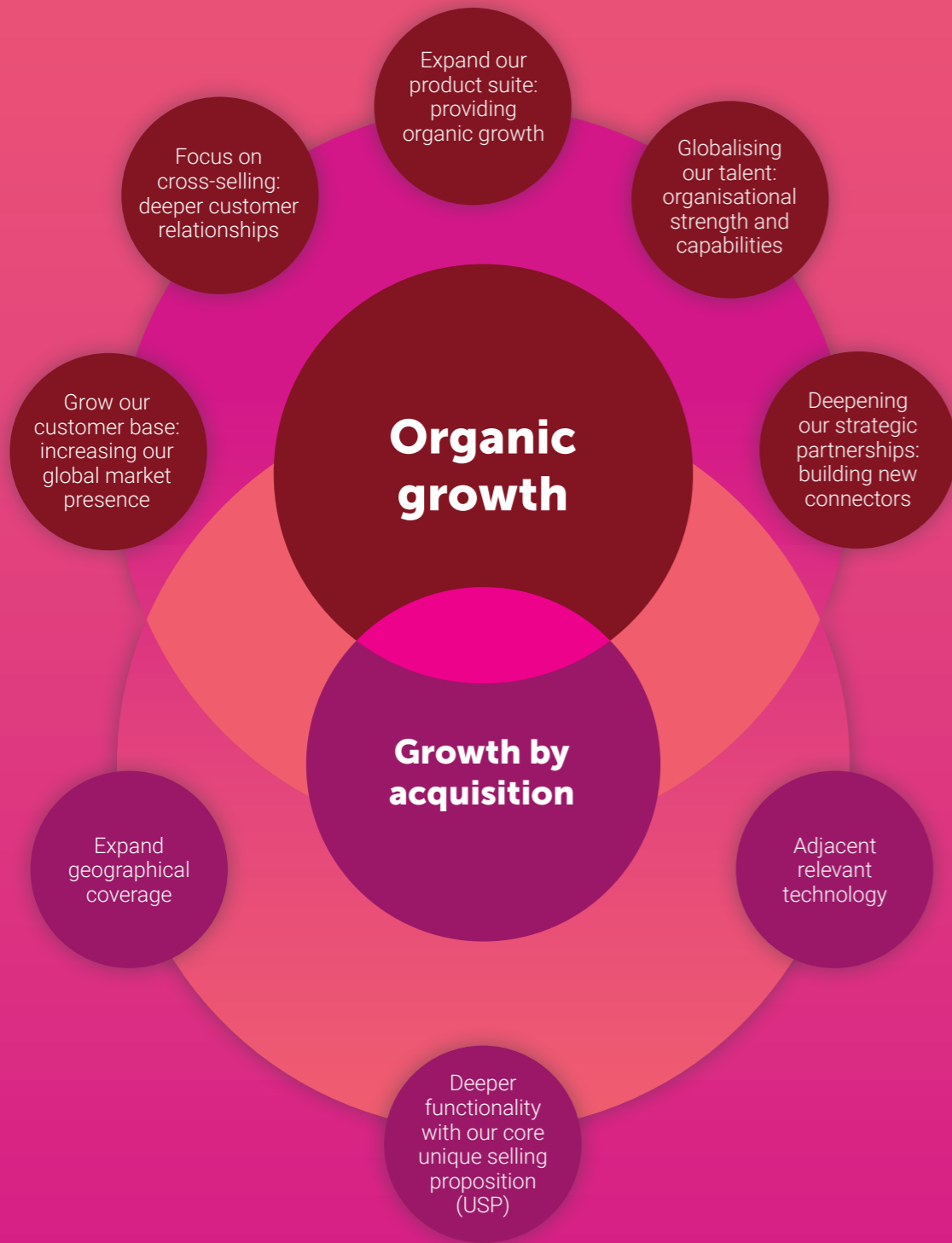
Predict lifetime value, next purchase date, churn probability, and act in 1-click

Auto-optimize your audience and campaigns to get it right every time

Chief Executive Officer's report and financial review CONTINUED

Growth strategy

Our strong financial position and management team mean we are ideally placed to add growth by acquisition.



By leveraging data and automating customer engagement through Dotdigital we have increased loyalty and seen customer lifetime value increase by 86%.

Pascale McBain, Head of Marketing, Wittner

APAC

Revenue rose 20% to A\$16.6m (FY24: A\$13.8m). APAC remains a largely mobile-first region. Localisation remained a differentiator: in Japan; we expanded in-app translation, introduced regional templates and added local delivery expertise, which shortened time to value and improved conversion. Fresh Relevance supported several wins and the pipeline continues to grow, while investments in people and R&D in Japan positioned us to capitalise on rising demand for WhatsApp, app push and social integrations such as TikTok.

Product Innovation

We strengthened the CXDP offering during the period with a series of high-impact releases.

We made significant additions and enhancements to WinstonAI in the year, including the release of in-campaign language translation and AI-powered image search. Adoption statistics across the AI platform have all increased significantly and, particularly of note, AI email campaign translation was responsible for £100k+ wins in Europe and Japan.

WhatsApp progressed from trial to wider revenue generating usage. More than 50 brands have trialled the channel, with retention of approximately 80% amongst adopters, while well-targeted campaigns have achieved open rates of up to 95%. WhatsApp functionality is currently only available on our premium packages, which we are encouraged to see is beginning to drive package upgrades to CXDP.

Further enhancements in our data capabilities have been released, including strengthening firehose capabilities to Amazon S3, SFTP and Snowflake (beta).

We also completed the Personalisation (Fresh Relevance) integration and launched joint roadmap items that simplify activation, including a unified script with Dotdigital, Shopify Marketplaces support and high-resolution image handling.

These improvements allow teams to run web personalisation alongside email and mobile with one set of data and reporting capabilities.

Connectivity broadened so that customers can activate data faster and reach audiences across more social channels, including TikTok and LinkedIn, building on existing connections to Facebook and Google.

Looking ahead to FY26, we will continue to strengthen the CXDP and extend our lead in AI. Priorities include deepening WinstonAI so that it operates as a truly agentic assistant, expanding the underlying Customer Data Platform to support broader audience types and more real-time experiences, and accelerating audience-growth tools that maximise reach. We are also progressing plans to broaden the CXDP with an in-house-developed Loyalty product which will launch early in calendar year 2026.

Strategic Partnerships

Revenue from customers using named technology connectors increased by 8% to £37.0m (FY24: £34.1m), highlighting the part our ecosystem plays in adoption and expansion on the CXDP. Revenue per connected customer increased by 19% in FY25, indicating deeper deployments and therefore stickier customers with higher revenue potential.

Within e-commerce, connector-attached revenue increased by 8% to £25.1m (FY24: £23.3m). Stand-out growth came from Shopify, up 25% to £6.5m. In addition, Adobe (Magento), BigCommerce, WooCommerce and Shopware all experienced increases.

In CRM and ERP, connector-attached revenue increased by 10% to £11.9m (FY24: £10.8m), led by Salesforce increasing 13%. Dynamics also saw strong growth and, pleasingly, we saw early momentum in NetSuite, indicating developing ERP momentum.

Personalisation (Fresh Relevance) remains a catalyst for connector adoption and is now native within our CXDP. This is helping customers activate data from commerce and

CRM connectors more quickly and at greater depth, which in turn supports higher average contract values.

Alongside this, we broadened the ecosystem with additions such as Blackbaud Raiser's Edge, Trustpilot service reviews, Segment and Bynder. We will continue to invest in enablement, co-marketing, certification and marketplace presence to extend our reach in priority regions and verticals.

Outlook

We enter FY26 with measured confidence, supported by a robust pipeline and sustained international momentum, further strengthened by a growing Social Snowball pipeline. International markets and Social Snowball are expected to be the main growth accelerators as they continue to build scale. We also expect EMEA growth rates to normalise following the previously mentioned one-off events which moderated growth in FY25. We are seeing the market converge around integrated platform offerings, driven by organisations' need for efficiency, simplicity, and measurable ROI; precisely the strengths of our secure, data-driven platform that enables seamless automation and AI integration.

Execution will continue to centre on expanding usage and retention. We are investing in customer success, implementations and onboarding to shorten time to value and to support durable net retention. The revenue mix remains highly recurring with a strong contracted component, which underpins visibility.

Our product priorities are clear. We will deepen WinstonAI, expand the underlying Customer Data Platform for broader audiences and real-time use cases, and progress our Loyalty product. Social Snowball is progressing to plan – ARR has increased since acquisition, operations are onboarded and product integration into the Dotdigital platform is advancing.

Chief Executive Officer's report and financial review CONTINUED

Capital allocation will remain disciplined. We will continue to fund organic growth and targeted M&A from free cash flow, with a proactive pipeline and intention to continue with our stated acquisition strategy to assess opportunities that broaden our proposition and where the asset, valuation and timing are right. Our focus is on adding bolt-on capabilities that can be rapidly integrated into the platform to extend workflow coverage across clients, unlock new revenue streams, and expand our total addressable market (TAM).

Overall, we expect FY26 to be another year of sustainable growth and strong cash generation.

Financial Review

Business Model

We sell access to our CXDP and messaging (email, SMS, MMS, WhatsApp, push) on 1–3 year contracts priced by modules taken, data volumes and message volumes. Revenue is recognised evenly over the contract life under IFRS 15, with customers able to upgrade during term as usage grows.

Fresh Relevance, acquired in FY24, added website-personalisation capability and an additional pricing lever via page-view volumes.

In late June 2025 we acquired Social Snowball, a subscription SaaS product for influencer, affiliate and referral programmes. Social Snowball's revenues are recognised in the same way as our other software revenues, albeit the vast majority of contracts are currently month-to-month. The product broadens our addressable market and increases cross-sell potential, with a margin profile consistent with the Group.

Professional services remain a small contributor (well under 5% of Group revenue) and are recognised as delivered.

Revenue and gross margin

Total revenue increased 6% on an actual currency basis or 7% on a constant currency basis to £83.9m (FY24: £79.0m), including a £0.7m in-year headwind from the previously

announced exit of a non-core, low margin contract. Growth was driven by the core SaaS and contracted messaging base and continued expansion in international markets.

Core CXDP (and related) recurring revenue rose by 8% on a constant currency basis to £67.8m (FY24: £62.7m), while repeating revenues from our low margin transactional messaging CPAAS business were £12.0m (FY24: £11.7m). Together with repeating revenue, ~94% of Group revenue was recurring or repeating.

By region (local currency): EMEA £61.5m (+3%); North America US\$18.2m (+19%); APAC A\$16.6m (+20%). International revenue represented 33% of Group revenue (FY24: 32%).

Gross profit was £66.6m (FY24: £62.8m), with a gross margin of 79%, consistent with the prior year. Core CXDP and related margins are at ~90%, with overall Group revenues being diluted by the standalone transactional CPaaS business which operates on gross margins of ~15%.

R&D credit presentation change & tax

From FY25, the UK R&D incentive is presented in Other income under the RDEC regime rather than as a tax credit, which amounted to £0.7m in FY25. When considered together with the tax expense of £3.9m (FY24: £2.1m), the net tax position has increased by £1.1m to £3.2m, equating to a like-for-like effective tax rate increase from 16% to 21%. This increase in effective tax rate is a result of the increase in the UK tax rate and the significant reductions to the UK R&D tax incentive scheme for FY25.

Operating expenses

Total operating expenses were £49.8m (FY24: £47.2m), up 5%, reflecting disciplined investment in go-to-market and product while managing inflationary pressure.

Profitability

Adjusted EBITDA increased 10% to £26.8m (FY24: £24.3m), a margin of 32% (FY24: 31%). Adjusted operating profit rose 13% to £17.5m (FY24: £15.6m). Adjusted PBT increased 13% to £19.0m (FY24: £16.8m).

The tax charge was £3.9m (FY24: £2.1m), reflecting the higher UK rate and the change to the RDEC presentation noted above. Statutory PAT was £11.2m (FY24: £11.1m), up 1%.

EPS

Adjusted diluted EPS growth of 2% to 4.80p (FY24: 4.71p), with underlying profit growth being partly offset by the higher effective tax rate.

Balance sheet and cash

The Group remained strongly cash-generative with a robust working-capital profile. The upfront cash consideration for the acquisition of Social Snowball in June 2025 was funded from existing cash resources. We continue to allocate cash with discipline across organic investment and selective, earnings-enhancing M&A.

Dividend policy

We remain committed to a progressive dividend policy aligned to earnings and cash generation. The Board are proposing a dividend for shareholder approval of 1.21p per share (FY24: 1.10p) an increase of 10% in line with adjusted EBITDA growth.



Milan Patel
Chief Executive Officer
4 November 2025



Tom Mullan
Chief Financial Officer
4 November 2025

The Dotdigital difference

A CXDP with a true single customer view

Dotdigital breaks down data siloes by collecting and unifying customer data. Combining campaign engagement with data pulled in from 200+ integrations with commerce platforms, CRMs, data warehouses and more. This is presented in an actionable customer profile, where segments and retargeting opportunities are activated in a click.

AI that champions marketing performance

Usable AI is embedded across every step of the marketer's workflow. From cross-channel activations (one click email-to SMS), to predictive analytics, and campaign optimization, WinstonAI is the results-driven agent that marketing teams can rely on.

Complex commerce made easy

Dotdigital supports customers with complex requirements such as multi-store, multi-brand and multi-currency. However brands choose to grow, Dotdigital's scalable marketing platform and expert team of onboarding specialists, solution consultants, and deliverability experts – just to name a few – are ready to make the complex easy.

Unparalleled channel reach

Marketers have the tools available to seamlessly personalise customer experiences across email, SMS, WhatsApp, web, mobile app push, social media and even ad networks. This allows for smart cross-channel orchestration, ensuring optimal channel and campaign ROI.

Industry-leading support

With Dotdigital you can speak to an AI-agent or human via live chat or phone in seconds. 75% of customer queries are now (as of June 2025) resolved by AI, reducing the need for human support agents to handle simple queries. The results speak for themselves; customers can self-serve support, resolve most queries instantly, all whilst customer satisfaction scores remain world-class.

Case study



Würth UK boosts sales by £800k with personalisation

Würth UK is a B2B company supplying essential products to the automotive, agriculture and construction industries. Its online store stocks more than 60,000 items.

Challenge

Taking a more personalised and customer-centric approach

Würth UK has consistently achieved year-on-year e-commerce growth, supported by Dotdigital's Fresh Relevance personalisation platform.

But it wanted to take its marketing to the next level.

Its current email marketing system was stifling its ambitions due to its lack of personalisation and triggered email capabilities. Würth also had plans to introduce a new website, and wanted to create a more joined up experience across their website and other channels.

13%

increase in average over value

72%

increase in revenue

Solution

A fully integrated e-commerce and marketing platform

The Dotdigital implementation was led by the Head of E-Business at Würth UK, Reece Smith. He explains: **"We've been using the Fresh Relevance platform for several years and it has made a massive impact on our customer experience."**

The team has used product recommendations, dynamic banners and data capture popovers to expand its database and deliver impressive results. Using Fresh Relevance, Würth UK has achieved a 72.4% increase in revenue and a 12.8% gain in average order value. In the past year, its abandoned cart emails have generated almost £800k in additional income.

The experience using the Fresh Relevance platform and the proven results instilled Reece and the team with confidence that Dotdigital's approach to marketing automation was the right fit for Würth UK. He adds: **"A big advantage of Dotdigital is the fact that it is a single centralised platform that is fully integrated with Fresh Relevance. It gives us full control to create effective, highly personalised and fully automated content and campaigns."**



Results

The sky is the limit!

"The more we can automate, the more we can focus on the things that matter to us and our customers. We see the sky as the limit with marketing automation!" adds Reece. The team is now rolling out new automated emails, including:

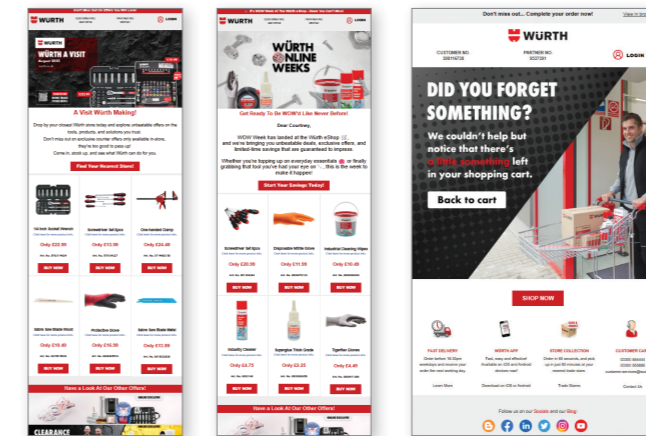
Price drop alerts – letting customers know when products they're interested in go on sale.

Back-in-stock notifications – to ensure customers never miss out.

Browse abandonment emails – helpful reminders about products customers were interested in but have not yet purchased.

They're also using A/B testing to fine-tune campaigns and ensure every message hits the mark.

By combining Dotdigital's marketing automation and personalisation platforms, Würth UK will take the company's philosophy of operating as a truly multi-channel organisation to the next level. **"We want to help our customers throughout their lifecycle. By ensuring our core systems talk to each other and automating wherever we can, it means we can go further and do even more,"** concludes Reece.



Dotdigital and Fresh Relevance are vital components in our e-commerce and marketing ecosystem.

Reece Smith, Head of E-Business, Würth UK

Principal risks, impact and mitigations

Our risk management framework ensures a consistent, global approach to identifying, assessing, and mitigating risks. This enables meaningful comparisons and supports strategic objectives. Departments assess risks to their plans, which are consolidated into a group-wide register. Risks are scored by impact and likelihood, with principal risks reviewed by the Operational Risk Committee. Committee members are assigned as executive owners to ensure controls and actions are in place. The Chair (Steve Shaw, Chief Product & Technology Officer) reports principal risks to the Group Audit & Risk Committee.

Strategic	Financial	Technological	Operational
The influence of stakeholders and industry on our business	Our financial status, standing and continued growth	Our platform, technology, business systems and the data they hold	The ability to achieve our optimal business model

Risk area	Impact	Mitigation of risk
<p>Information security and cyber risks</p> <p>Technological & operational</p> <p>Movement: <i>Increased</i></p>	<p>The cyber threat landscape has evolved into a highly complex environment characterised by targeted, sophisticated attacks from organised cybercrime groups and state-sponsored actors. The use of AI-powered tools by adversaries is accelerating the scale and effectiveness of social engineering and malware campaigns.</p> <p>The organisation's reliance on an extensive digital ecosystem, including cloud infrastructure and third-party software, further expands its attack surface and introduces supply chain vulnerabilities. A successful attack on internal systems or a critical vendor could result in severe operational disruptions, theft of intellectual property, data breaches, and significant financial losses. This risk is compounded by increasing regulatory scrutiny, which amplifies potential reputational damage and legal consequences.</p>	<ul style="list-style-type: none"> Strengthened the Information Security & Privacy function by prioritising team continuity, professional development, and advanced certifications to ensure capabilities evolve in line with the threat landscape. Maintained ISO 27001 certification, ensuring a consistent and robust information security management standard across the organisation. Successfully renewed the Cyber Essentials Plus certification, providing independent, hands-on technical validation of the organisation's defences against common cyberattack vectors. Engaged independent third-party experts to conduct comprehensive security assessments, including penetration testing and audits of policies and procedures. Enhanced the security awareness and attack simulation programme by introducing training on emerging threats such as AI-generated phishing and social engineering tactics. Maintained a comprehensive cyber insurance policy as a key component of the overall risk management strategy.
<p>Competitive environment</p> <p>Strategic</p> <p>Movement: <i>Increased</i></p>	<p>Operating within a highly competitive sector exposes the organisation to risks from competitors offering superior features, innovative solutions, stronger financial backing, lower pricing, greater brand recognition, and broader global coverage. As the number of competitors continues to increase, differentiation becomes more challenging, heightening the overall competitive risk.</p>	<ul style="list-style-type: none"> Continuous assessment of market maturity to maintain a competitive edge and develop differentiated products for emerging markets. Targeted approach focusing on specific verticals – such as retail, commerce, government, higher education, nonprofits, charities, and D2C – to reduce competitive pressures. Investment in product resources and community programs to gather feedback from customers, partners, and internal stakeholders, ensuring the development of a customer-led roadmap. Strategic investment in differentiated features, best-in-class 24/7 support, enhanced brand recognition, and improved service delivery. Regular review of product pricing and packaging to align with evolving customer needs. Pursuit of strategic technology acquisitions to strengthen differentiation and develop unique selling propositions (USPs) in high-value niches that attract new customers. Expansion of the partner ecosystem and resources for both service and technology partners.

Risk area	Impact	Mitigation of risk
<p>Internet service providers (ISPs), reputation, internet browser-related & device risks</p> <p>Strategic & technological</p> <p>Movement: <i>Stable</i></p>	<p>Revenue streams from charging customers for sending emails, mobile messages (SMS/MMS/WhatsApp) can be affected if there are industry changes, or delivery issues.</p> <p>Factors that may affect this include campaign links flagged as threats by browsers, blocked, filtered or throttled messages by mailbox providers (MBPs), receivers, mobile messaging providers or mobile network carriers, and blocked domains and IP addresses. Global changes to mobile messaging legislation, changes to mobile messaging technology (RCS), changes in relationships or supplier price changes, upstream mobile messaging supplier outages, and infrastructure problems causing service disruptions can also lead to potential revenue loss.</p> <p>Industry changes ranging from consumer privacy updates in devices, browsers, or operating systems along with networks or mailbox providers changing the way they deliver mail and measure senders add risk. This risk could negatively affect our products, causing them to not achieve their intended results.</p>	<ul style="list-style-type: none"> Monitored technology landscape changes, continued risk mitigation, and educated customers on necessary adjustments such as the continued increase in weighting of individual brand reputation and the expansion of US state data privacy legislation. Continued investment in platform functionality to assist customer compliance with best practices, global anti-spam regulations, and counter-abuse attempts. Continued risk-based vetting of prospective customers and data acquisition practices across messaging channels. Demonstrated anti-abuse commitment through membership in industry groups such as the Messaging, Malware and Mobile Anti-Abuse Working Group (M3AAWG) and the Email Sender and Provider Coalition (ESPC), as well as working with key customers on reducing high risk behaviours. Maintained mobile messaging industry presence, partnerships with Tier 1 providers and carriers, and involvement in groups such as the Cellular Telephone Industries Association (CTIA) and Mobile Ecosystem Forum (MEF). Enhanced inter-team collaboration and communication, streamlined our change request process, and optimised supplier interactions to achieve faster issue resolution for mobile messaging. Maintained multiple connections with upstream messaging providers, assessed routing options based on cost, reliability, and quality, and negotiated contracts accounting for both volume forecasts and support requirements. Regular executive team monitoring of messaging financial and operational metrics.
<p>Data privacy</p> <p>Operational & technological</p> <p>Movement: <i>Stable</i></p>	<p>As a global business, the organisation operates within an increasingly fragmented and complex data protection landscape. The proliferation of new regulations at both country and state levels, combined with the emergence of technologies such as artificial intelligence, introduces novel compliance challenges and elevates public expectations for data privacy.</p> <p>Failure to adapt to these evolving regulatory requirements or the occurrence of a significant data breach could result in substantial financial penalties, litigation, and reputational damage. Furthermore, the organisation's success is closely tied to customer trust; an inability to deliver product features that enable customers to meet their own compliance obligations, particularly in areas such as data residency and AI governance, could create a competitive disadvantage.</p>	<ul style="list-style-type: none"> Continue to enhance controls and procedures in alignment with ISO 27701 requirements, maintaining certification to ensure a consistent and robust privacy management framework across all operations. Provisioned global instances of the Fresh Relevance Personalisation platform to support customer data sovereignty and meet performance requirements. Sustained self-certification under the EU-US Data Privacy Framework, including the UK Extension and Swiss-US frameworks, reaffirming commitment to lawful international data transfers. Expanded the Security & Privacy awareness programme, achieving a 100% global completion rate for annual Data Protection training. Enhanced the publicly accessible Trust Centre with comprehensive support documentation to communicate key compliance information to prospective and existing customers, as well as partners. Expanded internal and customer facing AI support to include Security & Privacy information to enable self-serve at scale.

Principal risks, impact and mitigations CONTINUED

Risk area	Impact	Mitigation of risk
Global economic disruption or uncertainty Financial & operational Movement: <i>Increased</i>	<p>Global external events such as pandemics, economic downturns, or wars can have a significant impact on our financial performance.</p>	<ul style="list-style-type: none"> Sustained growth in recurring, contracted revenue streams. Robust liquidity reserves to withstand extended periods without reliance on capital markets. Continued strategic investment in Business Continuity Planning (BCP) to safeguard staff availability, facility access, and resilience against hardware failures or energy supply disruptions. Continued review of go-to-market (GTM) and pricing strategies within a competitive landscape to ensure alignment with customers' value expectations. Diverse customer base providing natural hedging against downturns in specific segments of that customer base.
Loss of a strategic partnership Strategic Movement: <i>Stable</i>	<p>Revenue may be adversely affected if a strategic technology partner is acquired, modifies contractual terms, experiences a decline in market share, or undergoes significant customer attrition. In such circumstances, customers may migrate to an alternative technology partner with which the organisation does not maintain integration.</p> <p>Additionally, if a strategic partner substantially alters partnership terms, restricts access, or discontinues connectivity with the organisation's products, there is a risk that customers will choose a competitor that retains the integration rather than re-platforming away from the technology partner.</p>	<ul style="list-style-type: none"> Maintained agreements with key strategic partners while continuously evaluating potential new partnerships. Broadened the service and technology partner programme to reinforce a partner-first approach. Allocated dedicated resources to strengthen strategic partnerships and refine the overall partner strategy and programme. Diversified integrations to include a wider range of e-commerce and CRM platforms beyond market-share leaders. Continued investing in product development and integrations across the marketing and e-commerce technology ecosystem to ensure relevance for customers. Developed frameworks, extensibility options, and dedicated resources to encourage partners to integrate with the organisation's products.
Geography specific market and political environments Financial & operational Movement: <i>Stable</i>	<p>Dependence on a single region for revenue and resources increases the vulnerability of financial performance to adverse events such as economic downturns, geopolitical instability, or armed conflict within that region.</p>	<ul style="list-style-type: none"> Diversifying revenue streams beyond EMEA, North America, and Australia/New Zealand by expanding into Singapore, and Japan. Executive leadership actively identifying and pursuing new territorial growth opportunities. Ongoing assessment of market conditions and political environments in regions where staff, offices, prospects, and customers are located. Strategic distribution of critical staff and engineering teams across multiple regions to strengthen operational resilience.
Acquisitions Strategic & operational Movement: <i>Stable</i>	<p>The organisation maintains a strategic focus on pursuing acquisitions that offer significant opportunities to extend product reach and expand market presence. However, such activities carry inherent risks, including integration challenges, cultural differences, unforeseen liabilities, and potential impacts on financial performance.</p>	<ul style="list-style-type: none"> Thorough financial, legal, privacy, security, technology and commercial due diligence through internal and external resources. Allocated integration planning and execution resources for enhanced management capacity. Comprehensive pre-acquisition integration plans covering communication, people, go-to-market, change management, product, engineering, business operations, and synergies, ready for post-transaction implementation. Warranty and indemnity insurance based on risk levels.

Risk area	Impact	Mitigation of risk
Evolving technology and customer requirements Operational & technological Movement: <i>Increased</i>	<p>Failure to adequately anticipate or address evolving customer needs, introduce competitive enhancements, or maintain existing products may adversely impact growth and customer retention.</p>	<ul style="list-style-type: none"> Ongoing investment in R&D by expanding engineering and product teams, including the creation of new innovative product lines for cross-sell revenue expansion. Acquisitions of synergy marketing technology that introduce new product lines, technological improvements or market opportunities, increasing the value provided to customers. Growth of regional account and customer success teams, launch of a customer and partner academy, and utilisation of feature usage data to drive product adoption and deliver additional value. Investment in future-proof architecture, data platform, and modern API for evolving data needs. Customer acquisition, expansion, and retention-led roadmap that anticipates customer needs and incorporates the latest cutting-edge technologies such as Agentic AI, and balances enhancements with maintaining high quality. Quarterly marketing-led releases showcasing product evolution. Increased focus on building integrations with technology partners to enable new growth opportunities.
Use of public cloud service suppliers Technological Movement: <i>Reduced</i>	<p>The organisation relies on public cloud providers to host its platforms and products. Multiple data centre failures, prolonged service disruptions, or termination of services by a cloud provider could negatively impact business operations and financial performance.</p> <p>Additionally, the shared infrastructure inherent in public cloud computing increases the likelihood of targeted cyberattacks on the provider or its underlying infrastructure.</p>	<ul style="list-style-type: none"> Selected top-tier cloud computing providers offering high-availability service-level agreements (SLAs) and rapid recovery capabilities following data centre failures. Deployed global, resilient platform instances to localise service delivery and minimise the impact of regional outages. Conducted frequent disaster recovery simulations to validate Recovery Time Objectives (RTO) and Recovery Point Objectives (RPO). Utilised platform-agnostic technologies to enable seamless migration to alternative cloud providers if required.
Advancement of Artificial Intelligence (AI) technology Technological and operational Movement: <i>Increased</i>	<p>The potential risks and impacts associated with artificial intelligence span multiple areas, including job displacement, privacy concerns, ethical challenges, and unintended consequences. AI-driven data collection, content generation and analysis can raise significant privacy, accessibility and surveillance issues.</p> <p>Furthermore, the development and deployment of AI systems present ethical challenges, as biased algorithms or the concentration of decision-making power may result in harmful outcomes or reinforce existing social inequalities.</p>	<ul style="list-style-type: none"> Established a comprehensive, organisation-wide AI policy. Monitored and applied emerging AI legislation to ensure compliance. Integrated product-level controls that allow customers to disable Generative AI features, addressing privacy concerns. Provided transparent resources to partners and customers regarding AI usage and governance. Applied rigorous procurement procedures to assess AI-enabled software and its applications. Internal education around the risks around open, shared AI platforms to reduce the likelihood of company data from being used in training public AI models. Provided trusted Generative AI tooling for staff use encompassing enterprise security and privacy controls.
Key messaging & social channel integrations Strategic Movement: <i>Stable</i>	<p>The organisation continues to invest in integrations with third-party platforms such as Meta, Google, LinkedIn, and TikTok to enhance its feature set. While access requirements are carefully observed, any future changes to these terms could impact the ability to maintain these integrations.</p>	<ul style="list-style-type: none"> Maintain strong, strategic relationships with key third-party platforms. Ensure alignment of organisational policies with those of integrated third-party platforms. Continue investing in critical integrations to preserve relevance for customers and maintain compliance with evolving third-party and statutory requirements.

Principal risks, impact and mitigations CONTINUED

Risk area	Impact	Mitigation of risk
<p>Optimising and growing high-performance teams</p> <p>Operational</p> <p>Movement: <i>Stable</i></p>	<p>The inability to effectively attract, hire, develop, support, and retain high-performing talent may significantly limit the organisation's ability to achieve its strategic objectives</p>	<ul style="list-style-type: none"> Expanded resources to provide localised support, partnership, and talent development across international regions, with a particular focus on growth markets. Invested in resources and technology to strengthen global Talent Acquisition, including the integration of AI capabilities within the Applicant Tracking System. Continued investment in company-wide employee learning and development programmes, supported by an advanced learning platform. Increased investment in the employee engagement platform, ensuring integration with core business tools such as talent acquisition systems. Ongoing monitoring of employee turnover, quarterly engagement surveys, and maintenance of an organisational health score. Implemented measures to reduce employee churn, including benefits reviews, performance bonuses, manager training and support, and career development initiatives. Sustained company-wide initiatives aligned with organisational values to foster engagement, development, and retention. Proactively monitored and addressed emerging global employment legislation and compliance requirements. Investment into operational AI, based on good quality company information, that can enhance service delivery at scale for both internal and customer-facing use.
<p>Environmental</p> <p>Strategic & operational</p> <p>Movement: <i>Reduced</i></p>	<p>The transition to a low-carbon economy presents a complex set of risks for the organisation. Its environmental footprint is primarily driven by energy consumption within digital infrastructure (Scope 3) and corporate operations, including office energy use, business travel, and employee commuting (Scopes 1 and 2).</p> <p>While the direct operational impact is modest compared to traditional industries, the primary risks are reputational, commercial, and regulatory. These are driven by rising stakeholder expectations, with customers and partners increasingly applying ESG criteria in procurement decisions, alongside expanding regulatory requirements mandating detailed disclosures.</p> <p>Failure to accurately measure emissions, comply with evolving disclosure obligations, and demonstrate a credible commitment to sustainability could result in competitive disadvantage, reputational harm, and reduced ability to attract customers, talent, and investment.</p>	<ul style="list-style-type: none"> Successfully maintained ISO 14001 certification, ensuring a consistent environmental management standard across the organisation. Achieved full compliance with UK environmental regulations, including publication of the annual Streamlined Energy and Carbon Reporting (SECR) disclosure and submission of the Energy Saving Opportunities Scheme (ESOS) Action Plan. Continued to operate as a carbon-neutral business by offsetting residual greenhouse gas emissions across Scopes 1, 2, and 3 (including business travel, data centres, major cloud vendors, remote workers, transmission and distribution losses for office electricity, and well-to-tank emissions for fuels). Completed migration of the Fresh Relevance infrastructure to primary cloud partners, ensuring the entire platform is hosted in data centres powered by 100% renewable energy. Fostered a culture of environmental responsibility through the employee-led "Dotgreen" group, which drove engagement and successfully launched initiatives such as an Electric Vehicle (EV) salary sacrifice scheme. Maintained a dedicated Sustainability page highlighting environmental credentials (https://dotdigital.com/sustainability/).

Streamlined energy and carbon reporting

The Group is committed to reducing its environmental impact. The Streamlined Energy and Carbon Reporting (SECR) regulations requires reporting on energy use and Scope 1 & 2 Greenhouse Gas (GHG) emissions. The Group goes further by voluntarily reporting on, and offsetting Scope 3 emissions related to the following impacts and aspects:

- Major computer and infrastructure cloud providers
- Business travel (rail, air and road)
- Employee remote working
- Transmission and distribution losses (T&D)
- Well-to-tank for fuels plus electricity generation

The Group's Scope 1 and 2 GHG emission sources are from global office building energy use as the Group has no business fleet vehicles.

An independent third-party is used to help collate the report in line with the requirements under SECR highlighted by the UK Department for Environment, Food & Rural Affairs (DEFRA) and the Department for Business, Energy and Industrial Strategy (DBEIS) and uses the GHG Protocol methodology for GHG emissions reporting.

Energy use and GHG emissions

	Current reporting year 1 July 2024 – 30 June 2025 Energy usage (kWh)	Previous reporting year 1 July 2023 – 30 June 2024 Energy usage (kWh)
Natural gas	36,004	39,848
Electricity	81,431	189,329
Other fuels (stationary)	0	0
Other fuels (mobile)	0	23,442
Total energy	117,435	252,619
of which in the UK	62%	68%

	GHG emissions (tonnes of CO2e)	GHG emissions (tonnes of CO2e)
Scope 1&2 gross CO2e	33.9 (-49%)	66.4
of which in the UK	24%	54%
Scope 3 gross CO2e	723.1 (+73.9%)	415.8
Total gross CO2e	757 (+56%)	482.2
Scope 1&2 net CO2e	22.8(-24.3%)	30.1
Scope 3 net CO2e	714.4(+86.2%)	383.7
Total net CO2e (before carbon offsets)	737.2(+78.2%)	413.8
Purchased carbon offsets	738	500
Total net CO2e	-0.8	-86.2

	Intensity ratios (kilograms of CO2e)	Intensity ratios (kilograms of CO2e)
Per turnover*		
Scope 1&2 CO2e gross figure	0.40 (-52.4%)	0.84
Per turnover*		
Total CO2e gross figure	9.0(+47.5%)	6.10
Per employee**		
Scope 1&2 CO2e gross figure	69.8 (-50.5%)	141
Per employee**		
Total CO2e gross figure	1,561(+52.1%)	1,026

Baseline and previous year comparison

The baseline year (2019/20) and previous year (2023/24) energy consumption and carbon emissions are reported from the Dotdigital SECR 2023/24 report.

Intensity measurement

* Scope 1 and 2 emissions in tonnes of CO2e per thousand £ of turnover, was chosen as a reference for intensity measurement. Turnover at the end of June 2025 was 83,900 thousand £.

** Additionally, the Group also report Scope 1 and 2 emissions in tonnes of CO2e per FTEE. FTEE at the end of June 2025 was 485.

Energy and emissions summary

The Group's total energy usage decreased by 54% from the previous year (78% compared to the baseline year). This was due to:

- The closure of the Group's largest office.
- More accurate calculations due to the availability of better energy data.
- Changes to the office HVAC system following on from the Energy Savings Opportunity Scheme (ESOS) recommendations.
- Shutdown and consolidation of IT equipment.

The total gross GHG emissions have increased by 57% from the previous year (102% on the baseline year). This was due to:

- A significant increase in business travel.

Initiatives during the reporting period

Dotdigital recognises the urgency of energy and climate action and has put in place some initiatives to reduce its energy usage and environmental footprint. Among these, Dotdigital has:

- Successfully maintained ISO 14001 certification; ensuring we continue to implement an Environmental Management System which continues to drive continual improvement.
- Continued to promote a UK employee salary sacrifice EV scheme, with the uptake resulting in savings of 17 tCO2e since its launch.
- Changes to HVAC systems to reduce energy usage of offices.
- Shutdown and consolidation of IT equipment reducing energy usage in offices.
- Closure of our largest office space, removing one of our largest Scope 1 & 2 aspects.
- The migration of infrastructure from a recent acquisition (Fresh Relevance) to the same cloud service providers already used by Dotdigital ensures our entire SaaS platform offerings are hosted in data centres powered by 100% renewable energy.
- Made significant progress with global landlords meaning we now have energy usage data for all global offices, negating the need for estimates in environmental reporting.
- Introduced a new expense system, resulting in improved data quality related to business travel; allowing for more accurate carbon reporting and offsetting.
- Grown the Dotforest (<https://ecologi.com/dotdigital>) to 34,000+ trees.
- Maintained the long-standing corporate membership of the Woodland Trust.
- Embraced the changes brought in by the Simpler Recycling regulations, further improving and promoting the use of waste streams within our offices.
- Purchased Gold Standard issued carbon credits covering net greenhouse gas emissions produced from Dotdigital's business operations.

Section 172 report

The Board of Directors of Dotdigital Group Plc consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Group for the benefit of its members and shareholders as a whole and, in doing so have regard (amongst other matters) to:

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

As part of a Director's induction they are briefed on their duties and they can access professional advice on these, either from the Company Secretary, the NOMAD or any other independent advisor if necessary. The Directors fulfil their duties partly through a governance framework that delegates day-to-day decision-making within authority levels to senior employees of the Group.

The following paragraphs summarise how the Directors fulfil their duties:

Risk management

We provide business critical technology for our clients across many industries and sectors. As we grow, our business and our risk environment also become more complex. It is therefore vital that we effectively identify, evaluate, manage and mitigate the risks we face, and that we continue to evolve our approach to risk management. An Operational Risk committee exists within the business that meets bi-monthly to make sure all aspects of risks are registered and mitigations or solutions are found and executed where possible. They also report to and present their findings to the Audit and Risk Committee on a regular basis.

For details of our principal risks and uncertainties, and how we manage our risk environment, please see pages 22 to 26.

Our people

The Group is committed to being a responsible business. Our behaviour is aligned with the expectations of our people, clients, investors, communities and society as a whole. People are the heart of our business.

The Group seeks to create a balanced culture whereby development of our people drives our success and ensures we operate as efficiently as possible.

For further details on our people, please see page 29 to 31.

Business relationships

Our strategy prioritises organic growth, driven by cross-selling and upselling our services to our existing customers, as well as recommending our partners, to help our customers to drive a better return on investment from their digital marketing and attracting new customer sign-ups. To do this, we develop strong relationships with both the customers and the wider partner ecosystem of agency and technology partnerships across the globe. We value our suppliers and have multi-year contracts with our key suppliers to minimise volatility in our operations and cost base. We aim to pay all suppliers within their credit terms to help develop a healthy relationship.

For further details on how we work with our clients, please see page 4.

Community and environment

We use our position of strength to create positive change for the people and communities with which we interact. The Group has maintained its ISO 14001 certificate and has continued to operate as a carbon neutral business. We have also continued to meet the criteria of ESOS phase 3 which enables us to complete energy audits for the UK environment agency.

As part of our DotCommunity initiative we aim to raise money and awareness for many charitable causes, for both local and international efforts. During the year, we have strengthened our partnership with The Girl's Network, who work to create mentorship programmes that empower and inspire.

CSAT ("Customer satisfaction score") is our main measure of customer satisfaction after an interaction with our support team has taken place. It is derived by taking positive ratings/total ratings x 100. We receive over 1000+ customer ratings every month, and this metric provides a good and regular pulse on how happy customers are with the support services that we provide. We regard maintaining levels of 98%-99% month to month as being world-class.

For further details on how we interact with communities and the environment, please see pages 29 to 31.

Shareholders

The Board is committed to openly engaging with our shareholders, as we recognise the importance of a continuing effective dialogue, whether with institutional investors, private or employee shareholders. It is important to us that our stakeholders understand our strategy and objectives, so these must be explained clearly, feedback heard, and any issues or questions raised, properly considered.

For further details on how we engage with our shareholders, please see page 34.

Environmental, Social and Governance (ESG) statement

Dotdigital has a proud foundation of support and interest in many key areas. This year we have built upon those strong foundations to deliver numerous projects, initiatives and change across all Dotvoice pillars.

Gender pay gap

This year, we achieved our highest percentage of female representation at management level as a result of internal promotions and new external hires. This is a strong reflection of our leadership team's commitment to encouraging and supporting initiatives that eliminate gender imbalance. The passion of our Senior Leadership, our DotDEI employee group, our People Team and all Dotdigital employees has been instrumental to this journey and the key to our success.

While we are happy to celebrate the steps we're taking towards a more equitable workplace, we are also driven to launch even more initiatives for parity in support of our continued commitment to DEI, as we remain aware there is still work to be done. Our DEI plan includes continuous improvement of our inclusive hiring strategy, building our employer brand to attract a diverse range of candidates, alongside support and opportunity for employees through development and progression.

We remain focused on promoting inclusivity through awareness, education and training. Dotdigital is an employer that believes in fair treatment, recognition and compensation for every individual – regardless of gender, race, or ethnicity.

We see our gender balance continuing to improve and many of our initiatives seek to further develop our employee value proposition to encourage women to join and progress at Dotdigital.

The core areas for us to address to improve our gender pay gap are at senior leadership level, within our technical teams and within our revenue generating team. There is a focus and commitment across Dotdigital to continue with this work.

To support our progress we remain focused on:

- Strengthening policies and practices to ensure fair representation.
- Building and maintaining a truly inclusive workplace culture.
- Promoting complete transparency in hiring and promotion processes.

Dotvoice

Dotvoice, our employee voice group has continued to drive innovative and meaningful initiatives over the past year, further enhancing education, advocacy, support, and promotion of key areas that matter most to our employees.



Dotwellbeing

Mission: To implement wellbeing initiatives and encourage open discussion, provide support and education, and to provide employees with the tools to manage their own wellbeing.

Dotwellbeing is our employee-led group that seeks to raise awareness, educate and provide support to employees across the following key wellbeing pillars; physical, mental, financial, emotional, and social.

The team has been actively working on initiatives to support employee wellbeing, with a focus on emotional, social, and mental health. For Mental Health Awareness Week, some Slack posts were shared to remind colleagues of available wellbeing resources in Bob and MyPossibleSelf. Discussions within the team have emphasised the importance of face-to-face interactions in the office to foster collaboration, productivity, and a stronger sense of community which are feeding into the 2025/2026 plans. Recruitment efforts are also underway to bring in new team members from the US and South Africa.

Several initiatives have been launched to enhance social wellbeing, including Slack campaigns around financial support, loneliness, and interactive team activities like online games and virtual book clubs. The team has also been organising charity events such as "On Your Feet," with regional donations and participation tracking. On Your Feet successfully ran and coordinated charity donations across regions for the following charities:

- EMEA: Mermaids UK, PSFA.
- US: United Way NC.
- APAC: Survivor Hub.

Efforts to make company events more inclusive – like buddy systems for socially anxious employees at social events – are being explored. Allergy awareness in the office has been raised, with improvements in communications and safety measures.

Environmental, Social and Governance (ESG) statement

CONTINUED



Dotcommunity: Driving belonging, social impact and collaboration

Dotcommunity, one of the key pillars of Dotvoice, continues to create a culture of belonging, support and empowerment across Dotdigital. Guided by our mission to organise internal events, champion corporate social responsibility and improve social mobility through fundraising, charity partnerships and volunteering, this year has seen meaningful progress and impact:

- **Renewed our partnership with The Girls' Network**, reinforcing our commitment to mentoring and empowering young women from disadvantaged backgrounds.
- **Hosted International Women's Week for the third consecutive year**, featuring a series of inspiring events and conversations that celebrated women's achievements and promoted gender equity.
- **Welcomed the Force Atlantic team to our London Bridge office** for a powerful presentation and Q&A. Force Atlantic is the British Army's first all-female team to row 3,000 miles across the Atlantic Ocean as part of the "World's Toughest Row". Their story of resilience, teamwork and courage deeply resonated with our community and aligned with Dotcommunity's values of promoting, inspiring and belonging.
- **Made a donation to ActionAid**, with the intention of exploring a future partnership to further our impact on global gender equality and social justice.
- **Restructured our UK employee events**, shifting the focus toward team building, cross-functional collaboration and creating positive shared experiences that strengthen our internal community.

Dotcommunity continues to be a driving force behind our inclusive culture and social impact efforts and we look forward to building on this momentum in the year ahead.

Dotgreen

Mission: To conduct our operations with minimal negative impact on the environment and to promote positive environmental behaviours. This is our part in mitigating the climate crisis and ecological emergency. With a target to hit Net Zero by 2030.

Our Dotgreen group have continued to educate customers, partners and staff to generate awareness around environmental issues and promote a culture of sustainability.

Looking ahead, we are working hard to complete the migration of the Social Snowball platform to the same carbon natural cloud service provider which has been used by Dotdigital for many years. Additionally, the Dotgreen group continue to look for more ways to further reduce Dotdigital's negative impact on the environment, whilst continuing to produce awareness information for staff, partners and customers.

We continue to operate as a carbon neutral business. For details of our streamlined energy and carbon reporting please see page 27.

DotDEI

Mission: To create a diverse, inclusive and respectful workplace through education, awareness and conversation.

DotDEI led a number of impactful initiatives in 2024/2025, focusing on education, celebration, and meaningful engagement across Dotdigital.

Pride initiatives

We were proud to visibly support the LGBTQ+ community, marching together at London Pride to celebrate inclusion and authenticity. During our second annual Pride Celebration Week, we provided global education on LGBTQ+ rights, held webinars and discussions around promoting allyship, and amplified employee stories, highlighting issues faced by transgender colleagues. These activities not only strengthened our internal sense of community but also deepened our understanding of the challenges and triumphs experienced by LGBTQ+ individuals worldwide.

ECHO week

This year saw the successful launch of Dotdigital's first ever ECHO Week, recognising the Ethnicity, Culture, Heritage, and Origin of Dotdigital. Employees shared compelling stories about their individual backgrounds, helping us all appreciate the richness of our diverse workplace. A standout moment was Global Food Day, where colleagues brought culturally significant dishes to the office, building connection through culinary traditions and sparking conversation about their heritage. Recipes were collected to create the inaugural ECHO Week Cookbook; a fantastic testament to our shared heritage and inclusivity.

Transgender support and advocacy

DotDEI actively consulted with leadership and stakeholders to enhance support for transgender employees. Working with the People Department we made inputs into resource development and advised on inclusive practices across Dotdigital to ensure the workplace is welcoming, safe, and supportive for all.

Looking ahead

Our ongoing focus will be on deepening education, broadening participation, and creating opportunities for all voices to be heard at Dotdigital. We believe that embracing our differences, through events, storytelling, and advocacy, not only enriches our company culture but helps us fulfil our commitment to equity and inclusion at every level.

We thank every employee who contributed to these initiatives and look forward to further building on our DEI journey together.

Governance

Our corporate governance framework is well established, with full details available on pages 34 to 37 of this report. We recognise the importance of maintaining high standards of governance across the organisation and have therefore implemented a comprehensive set of policies, supported by structured training and internal controls. This ensures our people consistently meet—and strive to exceed—the expectations of our customers and shareholders.

At Board level, we have strengthened our governance structure through the introduction of an updated Board authority matrix. We remain committed to ensuring that all decisions are subject to rigorous scrutiny and are made in the best interests of the Group and its shareholders.

Dotcommunity continues to be a driving force behind our inclusive culture and social impact efforts.

David Aldrich | Chief People Officer

As an AIM-listed company, we have chosen to adopt the Quoted Companies Alliance (QCA) Corporate Governance Code. During the financial year, we transitioned from the 2018 version to the updated 2023 version, reflecting our commitment to continuous improvement.

Training materials have been developed and improved and are now delivered to all employees as part of both onboarding and ongoing development. We have enhanced our annual compliance training for all staff, with certified modules covering Anti-Money Laundering, Anti-Corruption and Bribery, Anti-Facilitation of Tax Evasion, Anti-Slavery and Human Trafficking, and Insider Trading. This training is now more targeted and tailored to reflect the specific roles and responsibilities of our people.

We have also identified internal subject matter experts to support both compliance and enforcement efforts and aided them to continue to expand their knowledge and expertise.

We reaffirm our full support for the Modern Slavery Act 2015 and categorically do not engage in any form of slavery or human trafficking. We maintain a zero-tolerance approach to bribery and corruption and are committed to conducting all business activities with the highest levels of professionalism and integrity.

Dotdigital remains steadfast in its commitment to privacy and security for both employees and customers. We continue to hold ISO 27001, ISO 27701, and Cyber Essentials Plus certifications, and we invest continuously in strengthening our security operations to address evolving risks. In addition, we maintain appropriate cyber risk insurance and advisory arrangements. Our response and recovery playbooks are tested at least annually to ensure we are well-prepared to respond to cyber and other operational threats.

Strategic report

The Strategic report was approved by a duly authorised committee of the Board of Directors on 4 November 2025 and signed on its behalf by:

Milan Patel
Chief Executive Officer

Board of Directors



Milan Patel FCCA ACA BFP
Chief Executive Officer

Milan joined the Group in 2007 and was appointed Group Company Secretary in 2009, CFO in 2015 and CEO in 2016. Milan is a fellow member of the Association of Chartered Certified Accountants (ACCA) and a member of the Institute of Chartered Accountants in England and Wales (ICAEW). He has been responsible for the Group's admission to ISDX (now Aquis – AQSE) and the Group's listing onto the Alternative Investments Market (AIM).

Milan was responsible for the Group's functions in financial management and reporting, regulatory compliance, legal and corporate governance prior to being made permanent CEO of the Group over nine years ago. He brings substantial strategic financial and commercial experience to the Board. As well as financial acumen, he has developed a broad range of operational competencies, a grasp of and execution of strategic objectives, clear leadership, international business development and growth, mergers and acquisitions expertise, and strong decisive management skills.

Milan is responsible for leading the executive team, its vision, and the growth strategy for the business, which includes both organic and inorganic. More specifically Milan is leading the Group's global growth strategy, accelerated product innovation, developing strategic partnerships and executing on the acquisition strategy. He has a strong track record of delivery of strong performance against plan through the life of the company on the public markets.



Tom Mullan FCCA
Chief Financial Officer

Tom joined the Board on 30 April 2025 and brings extensive experience in both the global software industry and as a public company CFO.

Tom began his career in 2001 with EY, gaining ACCA qualification and working in UK, US and Australian practices throughout his seven years with them. Subsequent to this, Tom spent a further seven years with global insurtech leader, Guidewire Software Inc, leading finance and operations across EMEA as headcount in the region grew from less than five to over four hundred and the group listed on the NYSE. Tom's first Group CFO role was with another insurtech business, Fadata, where he spent two years with the private equity-backed business.

Most recently, Tom served for more than six years as CFO at Gresham Technologies PLC, a leading software and services company that specialises in providing solutions for data integrity, control and connectivity. During his time at Gresham, Tom played a leading role in driving the evolution of the legacy business to SaaS, overseeing international expansion and both bolt-on and transformational M&A activity. This culminated in the company's transition to private ownership in 2024.



John Conoley
Non-Executive Chairman

John was appointed as Non-Executive Chairman of the Board on 5 July 2022, following the resignation of the previous Non-Executive Chairman. He brings significant executive and non-executive Board-level experience of both fully-listed and AIM-quoted businesses.

He began his career in the IT industry with IBM in 1983, where he worked in a range of industries in technical, sales and marketing roles. Recent public company roles include Chief Executive Officer of Psion PLC, the fully-listed international mobile device company, from April 2008 to October 2012 when it was acquired by Motorola; Non-Executive Director of NetDimensions (Holdings) Limited, the AIM-quoted human capital management software company, from October 2016 to April 2017, when it was acquired by Learning Technologies plc. In addition he was Non-Executive Chairman of Wameja Limited, the AIM- and ASX-quoted innovative mobile financial services company that was acquired by Mastercard in 2021. He was Executive Chairman of the AIM-listed FireAngel Safety Technology Group PLC until June 2023. Since September 2023, John has been Chairman of private equity-backed company Aura Futures Ltd.



Boris Huard
Non-Executive Director

Boris joined the Board on 26 March 2019 and is the CEO of CitNOW Group, a Living Bridge and Tenzing portfolio company providing SaaS and data solutions to the automotive industry across 50 countries. Boris brings present day experience of running global software, big data and analytics businesses – topics of key importance to Dotdigital.

Boris joined CitNOW in 2024, having previously held roles in the technology industry for 20 years, ranging from Board Director with Maxima Plc, Chief Executive at Sword CT Space, UK & I Executive Board at Experian and Global ID&F MD for GBG Plc.

During those years, he delivered sustainable organic growth and executed bolt-on acquisitions. From turnaround to successful public to public exit transactions, Boris drove performance through hands-on P&L management, international business development, cross-continent operations, mergers and acquisitions and company restructurings and integrations.



Elizabeth (Liz) Richards FCA
Non-Executive Director

Liz joined the Board on 1 May 2020 and also chairs the Audit and Risk Committee. She is a highly experienced executive and Non-Executive Director with a career spanning the Financial Services, Data and Software sectors. After an early career with Lloyds Bank, Liz qualified as a Chartered Accountant with EY.

Liz was Chief Financial Officer for Callcredit (now Transunion), a successful consumer data business, where as a founder member, she oversaw its rapid growth from start-up to a £150m revenue business. During that period, she was instrumental in the purchase and integration of several successful acquisitions and has end-to-end experience of significant private equity and trade corporate transactions.

She is also a Trustee and Chair of Finance and Investment for Yorkshire Cancer Research and sits on the Council of the University of Leeds, where she is also a member of the Audit and Risk Committee.

Previous NED and Audit Chair roles have included Tracsis plc, an AIM-listed software business in the transportation sector, LINK Scheme, the ATM operator, and Leeds Trinity University.

She brings experience of high-growth acquisitive business, and financial, audit and governance expertise to the Board at Dotdigital.

Corporate governance report

Chairman's introduction to governance

The Board is fully committed to achieving high standards of governance in line or ahead of those expected for the size and stage of development of the Group and I believe this contributes to our ability to deliver long-term shareholder value. As an AIM-quoted company, the Board has elected to comply with the Quoted Companies Alliance (QCA) Corporate Governance Code, during this fiscal year adopting the 2023 version of the code as opposed to the 2018 version previously adopted. The Group will report annually on our compliance with the code and any exceptions. The QCA Code identifies ten principles to be followed to deliver growth in long-term shareholder value by ensuring that the management framework is efficient, effect and dynamic. This in turn is supported by good stakeholder communication to promote confidence and trust.

The sections that follow describe how the ten principles of the QCA Code are applied to deliver medium to long-term success without preventing innovation and entrepreneurial spirit, together with any areas on non-compliance.



John Conoley
Non-Executive Chairman

Compliance statement

1. Establish a purpose, strategy and business model which promotes long-term value for shareholders (fully complies)

Dotdigital's purpose is to enable our customers to provide intelligent, meaningful and personalised marketing or other communications to their customers, prospects, audiences and other communities seamlessly. Our technology enables customers to enhance revenue, whilst driving operational efficiencies in doing so. This is achieved through Dotdigital's AI powered platform, which gives marketers a single suite of products based upon real-time data to connect and communicate more effectively. We help our customers create and manage automated personalised communications and understand customer behaviour across multiple channels. The strategy and business operations of the Group are set out in the Strategic report on pages 2 to 31 of the Group's annual report. The risk section of the Annual Report is on pages 22 to 26 and deals with the challenges the business faces and how these challenges are mitigated/addressed.

The Chief Executive is responsible for the leadership and day-to-day management of the Group. This includes formulating and recommending the Group's strategy for Board approval and then executing the approved strategy. You can find a full description of the roles of the Board at www.dotdigitalgroup.com.

Our simple and transparent business model has consistently delivered value to our shareholders.

2. Promote a corporate culture that is based on ethical values and behaviours (fully complies)

We are committed to acting ethically and with integrity in all our business relationships and with all our people. The Group wants the myriad of benefits of a diverse workforce and is

committed to providing a working environment that is free from discrimination. The Group seeks to promote the principles of equality and diversity in all its dealings with employees, workers, job applicants, clients, customers, suppliers, contractors, agencies and the public.

Our people are the difference – hence we aim to hire, retain and train the best. We continue to encourage our unique and supportive culture, which we believe sets us apart from other companies both as a place to work and in the service we provide to our customers. Our comprehensive set of policies and procedures are regularly updated and communicated to employees to help us to be compliant with our ethical and cultural values.

As well as its formal employee policies and procedures, the Group's various employee committees (as referred to within the ESG section of this annual report on pages 29 to 31) play a pivotal role in developing an engaged and energised workforce, whose values and behaviours align to those of the Group. These Committees are involved in activities both within the Group's workforce and with external stakeholders, including select charities within the local communities in which we operate.

The Group's policies (including Whistleblowing and Anti-bribery) set out its zero tolerance approach towards any form of discrimination or unethical behaviour relating to bribery, corruption, or business conduct. The Group's Modern Slavery Act 2015 Statement is available on our website.

3. Seek to understand and meet shareholders' needs and expectations (fully complies)

The Group seeks regular dialogue with both existing and potential new shareholders, either through the management team, investor relations or through the company analysts, ensuring its strategy, business model and performance are clearly understood as well as to understand the needs and expectations of shareholders.

The Chief Executive and Chief Finance Officer meet regularly with investors and analysts via investor roadshows and attend investor conferences to provide them with updates on the Group's business and obtain feedback regarding the market's expectations of the Group through the brokers, other advisors or direct feedback to the management team. The Non-Executive Directors and other members of the leadership team also meet with shareholders, albeit on a less routine and frequent cadence.

The Board invites communication from its private investors and encourages participation by them at the Annual General Meeting (AGM) and through webinars offered during the semi-annual roadshows. All Board members are present at the AGM and are available to answer questions from shareholders. Notice of the AGM is at least 21 clear days and the business of the meeting is conducted with separate resolutions, voted by proxy and with the result of the voting being clearly indicated throughout the meeting. The results of the AGM are subsequently published on the Group's corporate website and are announced through a regulatory information service.

There is also a designated email address for Investor Relations, investorrelations@dotdigital.com, and all contact details are included on the Group's website.

All Non-Executive Directors are available to shareholders where concerns have not been resolved through the normal channels of communication with the Board and for when such contact would be inappropriate.

The Board believes that they have successfully engaged with their shareholders in the past and will continue to do so going forward.

4. Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success (fully complies)

We recognise that we are responsible not only to our shareholders and employees, but to a wider group of stakeholders (including our customers and suppliers) and the communities in which we operate. The Group is committed to the highest standards of corporate social responsibility. The Group's key relationships and stakeholder groups, identified by management, are:

- Employees
- Shareholders (both institutional and private)
- Customers
- Suppliers

Further details on the Group's key resources and relationships and how it engages with and obtains feedback from these key stakeholder groups are detailed in our Section 172 Statement on page 28. Responsibility for stakeholder engagement principally lies with the Executive Directors and other members of the management team, other than where remit has been specifically delegated to a Committee of the Board.

We are committed to meeting with customers to seek their regular feedback to ensure a high level of customer service and to improve our platform. We have various channels for customers and prospects to communicate with the Group, whether it be through the messaging channels or the customer success managers. The feedback is then reviewed on a regular basis by the senior management team of the Group.

The Group is mindful of its corporate social responsibilities and the need to build and maintain strong relationships across a range of stakeholder groups. As a Group, we regard this as a key principle in what we do. The Group has established Dotcommunity, which consists of employees across all departments and seniority levels to engage with stakeholders to help enrich communities. These policies and activities are described full in our ESG report, which can be found on page 29 to 31.

The Group is fully committed to encouraging the 'employee voice' and acting on the feedback we receive. Whether by informal discussion or via our quarterly employee satisfaction survey, the opinions and feedback provided by our employees are vital to shaping the business. Our employees are at the heart of our business and we consistently strive to train and develop them for career progression.

The Board closely monitors the results of the Group's Employee Engagement Survey to address where possible any concerns raised and ensure the alignment of interests between the Group and its employees. This alignment is vital to shaping the business.

5. Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation (fully complies)

The Group's system of internal controls, identification of significant risks and reviewing its effectiveness are the responsibility of the Board. A considered approach to risk management is adopted, balancing certain levels of strategic

risk in order to ensure that long term capital growth is achieved for shareholders. These systems are designed to mitigate the risk of failure to achieve the business objectives. These systems can only provide reasonable, but not absolute, assurance against material misstatement or loss.

A summary of the principal risks and uncertainties facing the Group, as well as mitigating actions, are set out on pages 22 to 26.

There is an ongoing process for identifying, evaluating and managing the Group's significant risks and this is regularly reviewed by the Operational Risk Committee and the Audit and Risk Committee. The Group also keeps an active risk register which is also formally reviewed by the Committees on a quarterly basis. This ongoing process ensures that the risks faced by the Group are maintained at an acceptable level, the process covers:

- The Board's appetite to risk,
- The responsibility for internal control,
- The Board process for the review of processes and controls,
- Risk responsibility, mitigating actions and monitoring processes in place.

The internal control procedures are delegated to Executive Directors and senior management in the Group, operating within clearly defined terms set by the Operational Risk Committee. At least twice annually, the Board reviews the internal control procedures in light of the ongoing assessment of the Group's significant risks, which is reviewed and updated by the Operational risk committee on a quarterly basis.

On a monthly basis, the management accounts, including a comprehensive financial report, are reviewed by the Board in order to provide effective monitoring of financial performance. Outside of the formal review cycles, where appropriate, any major control, risk, business or environment changes are discussed with the Board during monthly board meetings. These reviews also include any climate related risks and opportunities, details of which are further described in the Group's ESG standards and reporting set out at pages 29 to 31 of this report.

Financial and reporting risks are considered by the auditors and the Audit and Risk Committee. The Audit and Risk Committee has responsibility for the appointment and remuneration of the Group's external auditors and satisfying itself that they maintain their independence regardless of any non-audit work performed by them. The Audit and Risk Committee monitors in particular non-audit work by the auditors of which there has been none during the financial year. Each year the Audit and Risk Committee reviews and satisfies itself as to the independence of the auditor, and in the financial year the Audit and Risk Committee obtained written confirmation from the auditor that:

- It has obtained confirmation of independence from all specialists and experts involved in the audit and complies with relevant ethical requirements including, as a minimum, the FRC's Ethical Standard, and is independent of the Group;
- There were no non-audit services provided by the auditor to the Group during the period and up to the date of the confirmation; and
- It has not identified any other relationships or threats that may reasonably be thought to bear on the auditor's objectivity and independence.

Corporate governance report CONTINUED

	Board		Audit and Risk Committee		Remuneration Committee		Nomination Committee	
	Attended	Total	Attended	Total	Attended	Total	Attended	Total
Executive Directors								
Milan Patel	11	11	3	4	2	2	1	1
Alistair Gurney ¹	8	11	3	4	–	–	–	–
Tom Mullan ²	4	11	1	4	–	–	–	–
Non-Executive Directors								
Boris Huard	11	11	4	4	3	3	1	1
John Conoley	11	11	4	4	3	3	1	1
Elizabeth Richards	11	11	4	4	3	3	1	1

¹ Resigned 30 April 2025

² Appointed 30 April 2025

6. Establish and maintain the Board as a well-functioning, balanced team led by the Chair (fully complies)

The Group is managed by a Board of directors chaired by John Conoley. The Board is responsible for taking all major strategic decisions and also addressing any significant operational matters. In addition, the Board reviews the risk profile along with the Operational Risk Committee of the Group and ensures that an adequate system of internal control is in place. Management information systems are in place to enable the Board to make informed decisions to properly discharge their duties. A formal schedule of Matters Reserved for the Board was adopted by the Board on 11 March 2025 and is reviewed at least annually.

The Board currently consists of two Executive Directors and three Independent Non-Executive Directors. The Non-Executives spend a minimum of two days a month on Dotdigital Group business matters. The Independent Non-Executive Directors are considered by the Board to be independent of management and free from any business or other relationship that could materially interfere with the exercise of their independent judgement in accordance with the QCA Code.

The Board believes it is appropriate to have a Senior Independent Non-Executive Director and Boris Huard currently fulfils this role. Boris is available to shareholders where concerns have not been resolved through the normal channels of communication with the Board and for when such contact would be inappropriate.

The Board has sufficient members to contain the appropriate balance of skills and experience to effectively operate and control the business. The Board, and more specifically the Nominations Committee are responsible for the composition of the board, including giving appropriate consideration to succession planning and diversity.

The roles of the Chairman and the Chief Executive are separate, with their roles and responsibilities clearly defined and set out in writing and these can be found on the corporate website. The Chairman's main responsibility is the leadership and management of the Board and its governance. He meets regularly and separately with the Executive and Non-Executive Directors to discuss matters for the Board.

The Chief Executive is responsible for the leadership and day-to-day management of the Group. This includes formulating and recommending the Group's strategy for Board approval and executing the approved strategy.

The Board aims to meet monthly and more frequently if necessary. In addition to this the Board attends an annual strategy meeting which also includes senior managers outside of the Board. The table above shows attendance at formal meetings for the period July 2024 to June 2025.

7. Maintain appropriate governance structures and ensure that, individually and collectively the directors have the necessary up-to-date experience, skills and capabilities (fully complies)

The Board has a formal schedule of matters reserved for its attention, including approval of strategic plans and acquisitions and meets at least monthly.

The Board considers its current composition and overall size to be both appropriate and suitable with the adequate skills, experience and capabilities to make informed decisions, evaluate performance and constructively criticise strategy. The role of each member of the Board is clearly defined. The Chair is responsible for the operation of the Board. The Chief Executive Officer is responsible for proposing the strategic direction of the Board and implementing the strategy once approved. The Chief Financial Officer is responsible for all financial matters and, together with the CEO, engagement with shareholders. Board roles can be found on the Corporate Governance section of the website.

The Board is supported by the Audit and Risk, Remuneration and Nomination Committees in discharging its responsibilities. Each of the Committees, has access to information and external advice, as necessary, to enable the Committee to fulfil its duties.

The composition of the board is reviewed annually by the Nomination Committee. The Board is fully committed to the appointment of the right skillsets that are required to grow shareholder value. All of the Directors retire at the AGM, thereby providing shareholders with the ability to decide on the election of the Group's Board. Their biographical details can be found on pages 32 to 33.

The Board is represented by an appropriately diverse mix of individuals, given its size. Experiences are varied and contribute to maintaining a balanced board that has the appropriate level and range of skills. The Board is not dominated by any one individual and all Directors have the ability to challenge proposals put forward to the meeting and decisions are reached democratically.

The Nomination Committee, through a thorough evaluation of the skills, knowledge and experiences of a proposed new Director, makes recommendations to the Board who then make the final decision on the appointment of a new member.

Throughout the year, the Directors receive updates on corporate governance matters from either the Company Secretary or the Group's nominated advisors.

To ensure that the Board continue to develop their skills and keep up to date with market developments, they have access to independent professional advice, which will be at the expense of the company. In addition, all members of the Board have access to the support and advice of the Company Secretary who, along with the Executive Directors, is responsible for the induction programme of new members.

8. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement (fully complies)

Though regular meetings with all members of the Board, the Chairman continuously appraises the performance of each other Board member. The Group's corporate objectives were agreed early in the year, and from these objectives, the terms of reference, matters reserved and authority matrix documents, the objectives of each Board member are clear.

The Nominations Committee is responsible for formal Board evaluation. The Committee has previously carried out formal Board performance evaluations including the circulation of questionnaires to each Board member to assess whether the composition, capabilities, performance and operating structure of the Board remains appropriate and effective. The learnings from this process have been discussed by the Board and been addressed. The Committee's intention has been to continue to conduct an internal evaluation on an annual basis, with the same process being repeated for each of the Committees of the Board as normal. This internal evaluation has been completed and findings along with the recommendations have been discussed with the Board and where necessary been implemented.

9. Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture (fully complies)

The Remuneration Committee has responsibility for the oversight and implementation of an effective remuneration policy for the Group. The Remuneration Committee reports are set out in detail at pages 39 to 43 of this report.

The Committee receives independent advice from FIT Remuneration Consultants LLP when required.

The Remuneration Committee believes that the remuneration arrangements are in the best interests of the Group and are appropriately aligned to strategic goals and the long term creation of shareholder value. The Remuneration policy is designed to remunerate the Executive Directors competitively and appropriately and allows them to share in this success and the value delivered to shareholders. The policy is based on the following principles:

- Promote shareholder value creation and support the business growth strategy;
- Ensure that the interests of the Directors are aligned with the long-term interests of shareholders;
- Deliver a competitive level of pay for the Directors sufficient to attract, retain and motivate individuals; and
- Ensure that an appropriate proportion of the package is determined by targets linked to the Group's performance.

10. Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders (fully complies)

The Group is committed to open communication with all its shareholders, achieving this through:

- The Annual Report and Accounts;
- The Interim Report and Accounts;
- Regulatory News Service ("RNS") announcements;
- The Annual General Meeting ("AGM");
- One-to-one meetings with large existing or potential new shareholders;
- Group meetings, presentations and events through the broker and advisor network focussed on generation new institutional shareholders;
- Ongoing engagement with the investor press and other news distribution outlets focussed on private and retail investors

The Group's website www.dotdigitalgroup.com is regularly updated and users can register to be alerted via email when announcements or details of presentations and events are posted on the website. Annual Reports and notices of meetings for at least the last five years can be found on the Group's website.

As outlined in principle 3, There is also a designated email address for Investor Relations, investorrelations@dotdigital.com, and all contact details are included on the Group's website.

Details of specific issues and challenges arising during the year, and how they have been addressed and communicated by the Board with shareholders and other key stakeholders are set out in the Section 172 Statement at page 28 of this report. No material changes to the Board structure or process were made during the year.

For each AGM, the Group publishes detailed results of voting on each resolution, included votes for and against, noting that no significant proportion of votes have been cast against any resolution.

Audit and Risk Committee report

Responsibilities and scope of the Audit and Risk Committee

On behalf of the Board it is my pleasure to give my report as Chair of the Audit and Risk Committee.

The members of the Committee are Independent Non-Executive Directors. During the year the Committee comprised myself as Chair and Boris Huard, with John Conoley (Board Chair), Milan Patel (CEO), Tom Mullan (CFO), Alistair Gurney (previous CFO to 30 April 2025) and the external auditors attending as appropriate. The Committee also meets separately with the external auditors without management being present, in accordance with best practice.

The Secretary to the Committee is the Group Company Secretary George Kasparian.

Responsibilities and scope of the Audit and Risk Committee

The Audit and Risk Committee is a sub-committee of the Board. The responsibilities of the Committee include:

- Reviewing the half-year and full-year accounts and results announcements of the Group, any other formal announcements relating to the Group's financial performance and recommending them to the Board for approval;
- Reviewing the reports from the Group's auditors relating to the systems of internal financial control and risk management;
- Considering the appointment of the external auditors, overseeing the process for their selection and making recommendations to the Board in relation to their appointment;
- Monitoring and reviewing the effectiveness and independence of the external auditors, agreeing the nature and scope of their audit, agreeing their remuneration, and considering their reports on the Group's accounts;
- Assisting the Board in its assessment of the Group's principal and emerging risks and their disclosure in the Annual Report and accounts and;
- Monitoring developments in the Group's risk management processes by reviewing reports from the operational risk committee.

Main activities of the Committee during the year

- The Committee met four times during the financial year.
- At its meeting on 24 October 2025 the Committee reviewed the Group's preliminary announcement of its results for the financial year to 30 June 2025 and the draft report and accounts for that year.

- It received reports from the external auditors on the conduct of their audit, their review of the accounts, including accounting policies, going concern, and principal areas of judgement, and their comments on risk management and control matters.
- It oversaw the conclusion of the Financial Reporting Council (FRC) review on certain elements of disclosure in the financial statements, as mentioned in last year's report, and was pleased to note that the FRC was satisfied with the outcome.
- It has assisted the Board in its assessment of the Group's principal and emerging risks and their disclosure in the Annual Report and accounts. The meeting agendas included discussion of the output of the operational risk committee, informed and presented by the senior business leaders and reviewed in the context of the overall business strategy.

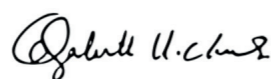
Independence of external auditors

Both the Board and the external auditors have safeguards in place to avoid the possibility that the auditors' objectivity and independence could be compromised. The Group's policy in respect of services provided by the external auditors is as follows:

- Audit-related services – the external auditors are invited to provide services which, in their position as auditors, they must or are best placed to undertake. This includes formalities relating to borrowings, shareholders and other circulars, various other regulatory reports and work in respect of acquisitions and disposals.
- General consulting – in recognition of public concern over the effect of consulting services on auditors' independence, the Group's policy is that the external auditors are not invited to tender for general consulting work.
- The audit of the financial statements for the year to 30 June 2025 will be the fifth undertaken by Moore Kingston Smith LLP. The Committee remains satisfied with their level of independence, professional judgement and with the oversight it gives to the financial statements.

Approval

This report was approved by the Board on 24 October 2025 and signed on its behalf by:



Elizabeth Richards
Chair of the Audit and Risk Committee

Remuneration Committee report

Introduction

On behalf of the Board, I am pleased to present the Directors' Remuneration Report for the year ended 30 June 2025. As the Company is listed on AIM, we are required to comply with AIM Rule 19 in respect of remuneration disclosures. However, we also provide additional disclosures to those required by AIM Rule 19 on a voluntary basis, in line with AIM best practice, to enable shareholders to better understand and consider our remuneration arrangements.

This report is divided into three sections, these being:

- This **Annual Statement**, which summarises the work of the Committee, remuneration outcomes in the year ended 30 June 2025 and how the Remuneration Policy will be operated for the year ending 30 June 2026;
- The **Remuneration Policy**, which summarises the Company's Remuneration Policy, which remains unchanged; and
- The **Annual Report on Remuneration**, which discloses how the Remuneration Policy was implemented in the year ended 30 June 2025 and how the policy will operate for the year ending 30 June 2026.

The items included in this report are unaudited unless otherwise stated.

Our approach

In keeping with last year's framework, we have ensured that incentives cover annual and longer-term targets, to deliver sustainable and profitable growth.

The Committee is primarily responsible for determining and recommending to the Board the policy for the Executive Directors' remuneration and employment terms. The Committee is also responsible for reviewing and making recommendations to the Board about share incentive plans and performance-related schemes across the Group. Finally, the Committee also considers the Chairman's fee level and the remuneration structure below Board level for key employees and potential hires.

The Committee's Terms of Reference, which are reviewed annually to ensure they reflect any changes in legislation, regulation, and best practice, can be found at www.dotdigitalgroup.com.

This report (i.e. Annual Statement, Remuneration Policy and Annual Report on Remuneration) will be subject to an advisory shareholder vote at the 2025 AGM. While the Committee notes Principle 9 application of the new QCA Code which suggests a separate advisory vote on the Remuneration Policy, this is not considered by the Committee to be necessary at the current time although this will be kept under review.

Review of the year ended 30 June 2025

As described earlier in the Annual Report, the Group has performed well during the year, delivering continuing operations revenue of £83.9m, continuing revenue growth and total profit before tax excluding exceptional costs, amortisation of acquired intangibles and share-based payments of £19m, a 13% increase on the prior year. Consequently, the CEO earned an annual cash bonus against sliding scale revenue and profit targets equivalent of 33.33% of maximum potential (while the threshold revenue target was missed, 66.66% was earned against the profit targets). No bonus awards were paid in respect of FY25 to (i) Alistair Gurney, who resigned in January 2025 and who stepped down from the Board at the end of April 2025; or (ii) our joining CFO Tom Mullan who was appointed to the Board on 30 April 2025.

Performance Share Plan (PSP) awards granted to Milan Patel on 8 December 2022 over 600,379 shares partially vested post year end at 78.16% of maximum potential. As Dotdigital performed strongly relative to the AIM100 in the past 3 years, the relative three-year total shareholder return target was between threshold and maximum target (79.55% of this part vests). Similarly, earnings per share was also between threshold and maximum against the targets (76.78% of this part vests).

In respect of PSP awards granted in the year ended 30 June 2025, the Chief Executive Officer was granted a PSP award over 688,389 shares on 6 November 2024. These become exercisable subject to continued service and the Company's relative three-year total shareholder return and earnings per share in respect of the year ending 30 June 2027.

Following his resignation, all PSP awards held by Alistair Gurney have lapsed.

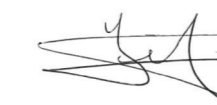
Outlook for 2026

The Committee remains committed to a fair and responsible approach to executive pay whilst ensuring it stays in line with best practice and appropriately incentivises Executive Directors over the longer term to deliver the Group's strategy. In respect of operating the Remuneration Policy for the year ending 30 June 2026:

- The Chief Executive Officer's base salary was increased by 5% from £400,000 to £420,000 from 1 July 2025, which is in line with the average workforce increase.
- The new Chief Financial Officer's base salary was set at £264,000 from joining and will first be reviewed in 2026.
- Pension provision will continue to be capped at 5% of salary.
- Annual bonus provision will be capped at 125% of salary for the Chief Executive Officer and 100% of salary for the Chief Financial Officer with sliding scale equally weighted targets based on revenue and profit before tax.
- The Committee intends to grant PSP awards to the Chief Executive Officer and Chief Finance Officer during 2025 with vesting based on stretching three-year performance targets based on Total Shareholder Return and Earnings Per Share.
- The Chairman's fee and Non-Executive Director fees were increased by 3% from 1 July 2025 to £107,000 and £53,500 respectively following a review of the relevant time commitments and market data.

Finally, an annual review of the effectiveness of the Committee by both the Board and the Committee itself is underway and any changes, to the extent appropriate, will be made as a result of feedback from the review.

On behalf of the Board



Boris Huard
Chairman of the Remuneration Committee
4 November 2025

Remuneration Committee report CONTINUED

Directors' Remuneration Policy

This section sets out the Directors' Remuneration Policy. The Remuneration Committee considers the Remuneration Policy annually to ensure that it continues to underpin the Group's strategy.

Key principles

The main aim of the Group's policy is to align the interests of Executive Directors with the Group's growth strategy and long-term creation of shareholder value. The policy is designed to remunerate the Executive Directors competitively and appropriately and allows them to share in this success and the value delivered to shareholders. The policy is based on the following principles:

- Promote shareholder value creation and support the business growth strategy;
- Ensure that the interests of the Directors are aligned with the long-term interests of shareholders;
- Deliver a competitive level of pay for the Directors sufficient to attract, retain and motivate individuals; and
- Ensure that an appropriate proportion of the package is determined by targets linked to the Group's performance.

Executive Directors' Remuneration Policy

Component	Purpose and link to strategy	Operation	Maximum	Performance measure
Base salary	To provide a competitive base salary to attract, motivate and retain Directors with the experience and capabilities to achieve the strategic aims.	Reviewed annually against salary surveys for market rate, Group performance, role and experience.	No overall maximum has been set, however they are reviewed in the wider context of the Group.	Not applicable
Benefits	To provide a market-competitive benefits package.	Receive benefits in line with market practice, these include company car/ allowance, private medical, income protection and death in service insurance.	Set a level deemed appropriate by the Remuneration Committee.	Not applicable
Pension	To provide an appropriate level of retirement benefit.	Executive Directors are eligible to participate in the Group's pension plan.	5% of base salary.	Not applicable
Annual bonus	To reward performance against annual targets which support the strategic direction of the Group.	Awards are based on annual performance and are normally paid in cash.	125% of salary for CEO 100% of salary for CFO	Sliding scale financial (e.g. revenue and/or profit) and/or personal/strategic targets.
PSP	To drive and reward the achievement of longer-term objectives, support retention and promote share ownership for Executive Directors.	Awards can be made over conditional shares and/or nil cost or nominal cost share options. Vesting will be subject to the achievement of specified performance conditions, normally over a period of three years. Awards may be subject to malus provisions at the discretion of the Committee.	150% of salary (or 450% of salary where end-to-end awards, rather than annual grants).	Performance metrics will be linked to financial and/or share price and/or strategic performance
Shareholding guidelines	To promote share ownership for Executive Directors.	Executive Directors are expected to build a shareholding in the Group over time.	200% of salary for the CEO and 100% of salary for other Executive Directors.	Not applicable

Explanation of performance measures

Performance measures are selected such that they align with the performance of the Group and the interests of shareholders. Stretching performance targets are set each year for the annual bonus and long-term incentive awards. When setting these performance targets, the Committee will consider several different reference points, which may include the Group's business plan and strategy and the economic environment.

The Committee retains the ability to adjust or set different performance measures if events occur which cause the Committee to determine that the measures are no longer appropriate, and that amendment is required so that they can achieve their original purpose. Awards and options may be adjusted in the event of a variation of share capital in accordance with the rules of the PSP.

Employee incentive schemes

The Company also operates a share option plan (CSOP). The Board considers the performance of staff in conjunction with the Group during the annual review process. Discretionary bonuses are awarded below Board based on individual and Group performance..

Non-Executive Directors' Remuneration Policy

The Remuneration Policy for the Non-Executive Directors is to pay fees necessary to attract an individual of the talent required, taking into consideration the size of the business and the time commitment of the role as follows:

Approach to setting fees	Basis of fees	Other Items
The fees of the Non-Executive Directors are agreed by the Chairman and Chief Executive. Fees are reviewed annually. Fees are set taking into account the level of responsibility, relevant experience and specialist knowledge of each Non-Executive Director.	Fees may include a basic fee and additional fees for further responsibilities. Fees are paid in cash.	Non-Executive Directors do not receive any benefits or pension contributions. Travel and other reasonable expenses incurred in the course of performing their duties are reimbursed.

Details of current Executive Directors' contracts

The Executive Directors each entered a service contract with the Group. Each appointment runs for one year from that date but the appointment automatically renews thereafter. It is also terminable by six months' notice by either party to expire at the end of that year or at any time thereafter. The agreement contains restrictive covenants. Upon termination, no benefits (other than those accruing during the notice period) are due to the Director. The Executive Directors are all put for re-election at each AGM.

Statement of consideration of shareholder views

The Committee considers shareholder feedback received on remuneration matters, including issues raised at the AGM as well as any additional comments received during any other meetings with shareholders.

Annual report on remuneration

The Directors' emoluments for the year ended 30 June 2025 were as per the following table. This information has been audited.

Executive Directors	Salary/Fees £'000	Benefits £'000	Bonus £'000	Pension £'000	Share-based payment* £'000	Total £'000	Number of outstanding options
A Gurney	200	13	–	11	(56)	168	–
T Mullan	44	1	–	2	–	47	–
M Patel	400	15	140	20	29	604	3,003,348
	644	29	140	33	(27)	819	3,003,348
Non-Executive Directors	Salary/Fees £'000	Benefits £'000	Bonus £'000	Pension £'000	Share-based payment* £'000	Total £'000	Number of outstanding options
B Huard	52	–	–	–	–	52	–
J Conoley	104	–	–	–	–	104	–
E Richards	52	–	–	–	–	52	–
	208	–	–	–	–	208	–

Following his resignation, Alistair Gurney stepped down from the Board on 30 April 2025. As such, he was not eligible for an annual bonus award for FY25 and his PSP awards lapsed in full.

* The share-based payment calculation is based on annual share option awards granted to Milan Patel in 2021, 2022, 2023 and 2024 which are assessed for vesting in the third year of the performance period. Under IFRS 2 Share-based payments, the Group must provide an estimate for the costs based on the valuation model called Monte Carlo each year, as if they fully paid out at the end of the performance period in 2024, 2025, 2026 and 2027 for Milan Patel. To be fully paid out, half the award is based on the Group achieving an annual compounded total shareholder return (TSR) in the upper quartile of AIM 100 and the other half is based on hitting an earnings per share (EPS) target set by the Remuneration Committee.

Remuneration Committee report CONTINUED

The Directors' emoluments for the year ended 30 June 2024 were as per the following table. This information has been audited.

Annual report on remuneration continued

Executive Directors	Salary/Fees £'000	Benefits £'000	Bonus £'000	Pension £'000	Share-based payment** £'000	Total £'000	Number of outstanding options
A Gurney	210	12	147	8	74	451	622,872
M Patel	380	5	334	19	239	977	2,444,907
	590	17	481	27	313	1,428	3,067,779

Non-Executive Directors	Salary/Fees £'000	Benefits £'000	Bonus £'000	Pension £'000	Share-based payment** £'000	Total £'000	Number of outstanding options
B Huard	50	–	–	–	–	50	–
J Conoley	100	–	–	–	–	100	–
E Richards	50	–	–	–	–	50	–
	200	–	–	–	–	200	–

** The share-based payment calculation is based on annual share option awards granted to Milan Patel in 2020, 2021, 2022 and 2023 and Alistair Gurney in 2022 and 2023, which are assessed for vesting in the third year of the performance period. Under IFRS 2 Share-based payments, the Group must provide an estimate for the costs based on the valuation model called Monte Carlo each year, as if they fully paid out at the end of the performance period in 2023, 2024, 2025 and 2026 respectively for Milan Patel and 2025 and 2026 for Alistair Gurney. To be fully paid out, half the award is based on the Group achieving an annual compounded total shareholder return (TSR) in the upper quartile of AIM 100 and the other half is based on hitting an earnings per share (EPS) target set by the Remuneration Committee.

Directors' interests

The respective interests, all of which are beneficial, in the shares of the Company for the members of the Board at the year-end are stated below:

	No of shares held	% Holding
M Patel	1,631,182	0.53
B Huard	95,084	0.01
E Richards	42,669	0.01
T Mullan	27,096	0.01
	1,796,031	0.56

Directors' interest in share options

Under the Group's executive share option scheme, the following Directors have the right to acquire ordinary shares:

Director	Grant date	No. of share options granted	No. of share options vested	Option price (pence)	Date first exercisable	Expiry date
M Patel	19/12/17 ¹	1,375,000	935,000	0.5	18/12/22	18/12/27
M Patel	21/12/20 ²	306,728	81,283	0.5	21/12/23	21/12/30
M Patel	23/09/21 ³	201,458	71,510	0.5	23/09/24	23/09/31
M Patel	08/12/22 ⁴	600,379	–	0.5	08/12/25	08/12/32
M Patel	05/12/23 ⁵	626,787	–	0.5	05/12/26	05/12/33
M Patel	06/11/24 ⁵	688,389	–	0.5	06/11/27	05/12/34

¹ Awards vested on 18 December 2022 at 68% of the maximum based on absolute TSR targets.

² Awards vested on 20 December 2023 at 26.5% of the maximum based on absolute TSR and EPS targets.

³ Awards vested on 26 September 2024 (being the date that the Remuneration Committee assessed and confirmed the performance targets) at 35.5% of the maximum based on absolute TSR and EPS targets.

⁴ Awards vested post year end on 23 October 2025 (being the date that the Remuneration Committee assessed and confirmed the performance targets) at 78.15% of the maximum based on absolute TSR and EPS targets.

⁵ Vesting is based on sliding scale relative TSR targets (50% of awards) and EPS targets (50% of awards) measured over three years.

Composition of the Remuneration Committee

For the period from 1 July 2024 to 30 June 2025, the Remuneration Committee comprised independent Non-Executive Directors, namely Boris Huard (Chairman), John Conoley and Elizabeth Richards.

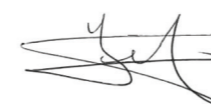
The Committee makes recommendations to the Board on Executive Directors' service agreements and remuneration. In doing so it has undertaken relevant research to ensure that remuneration levels are competitive with the industry average. The Committee met three times during the year. The Chief Executive attends meetings and provides information and support as requested. He is not present when his remuneration package is considered.

Advisors

The Committee receives independent advice from FIT Remuneration Consultants LLP when required.

Approval

This report was approved by the Board on 4 November 2025 and signed on its behalf by:



Boris Huard
Chairman of Remuneration Committee

Report of the Directors

The Directors present their report with the financial statements of the Company and the Group for the year ended 30 June 2025.

Information relating to principal risks and uncertainties, review of business, key performance indicators and future outlook is included within the Strategic report.

Principal activity

The principal activity of the Group in the year under review was that of providing intuitive software as a service (SaaS) via an AI-powered customer experience and data platform for intelligent, personalised marketing engagement at scale.

Review of business

During the year, the Group has shown stable growth from continuing operations in customer numbers, sales and profits. Continuing operations revenues grew from £79.0m in the year ended June 2024 to £83.9m for the year ended June 2025, an increase of 6%.

Adjusted profit before tax grew by 13% to £19.0m for the year ended June 2025 (2024: £16.8m).

Dividends

The Board proposes a dividend payment of £3,732,329 comprising an ordinary dividend of 1.21p per ordinary share (2024: £3,391,938, an ordinary dividend of 1.10p per ordinary share) to be distributed to shareholders in respect of the Group's reported performance.

The Board's dividend policy will be reviewed annually in line with the cash needs required for opportunities for growth to increase shareholder value and capital expenditure.

Highest paid Director

The Companies Act 2006 requires certain disclosures about the remuneration of the highest paid Director, taking into account emoluments, gains on exercise of share options and amounts receivable under long-term incentive schemes. On this basis, the highest paid Director in the year was Milan Patel and details of his remuneration are disclosed in the Remuneration Committee report and in note 27.

Strategic report

The Strategic report covers pages 2 to 31.

Supplier payment policy

The Group's policy is to settle the terms of payment with suppliers when agreeing the terms of each transaction and to ensure that suppliers are made aware of the terms of payment and to abide by the terms of payment. The average trade creditors for the Group, expressed as a number of days, was 41 days (2024: 31 days).

Directors' interests

The Directors who served during the period and their beneficial interests in the shares of the Group, as recorded in the Register of Directors' interests at 30 June 2025, are as follows:

Director	30.06.25		30.06.24	
	Number of shares held	Percentage shareholding %	Number of shares held	Percentage shareholding %
M Patel	1,631,182	0.53	1,631,182	0.55
B Huard	95,084	0.01	95,084	0.01
E Richards	42,669	0.01	42,669	0.01
A Gurney	–	–	27,000	0.01
T Mullan	27,096	0.01	–	–

The Directors who served during the period and their beneficial interests in share options in the Group, as recorded in the Register of Directors' interests as at 30 June 2025, are as follows:

Director	30.06.25		30.06.24	
	Number of options held	Percentage shareholding %	Number of options held	Percentage shareholding %
M Patel	3,003,348	–	2,444,907	–
A Gurney	–	–	622,872	–

The share options granted to Milan Patel can only be exercised at the end of a three-year vesting period, based on total shareholder return performance relative to the AIM 100 index and absolute EPS targets. Under IFRS 2 Share-based Payments, the Group must provide an estimate for the costs based on a Monte Carlo model valuation each year, as if they fully paid out at the end of the performance period in December 2024, 2025, 2026, 2027 for the respective options to Milan Patel.

Substantial interests

On 30 September 2025, the following parties had notified the Group of a beneficial interest that represents 3% or more of the Group's issued share capital at that date:

Shareholder	Number of shares held	Percentage shareholding %
Lion Trust Asset Management	46,311,280	15.01
Octopus Investments	44,902,786	14.56
Tink Taylor, Founder and President	29,776,667	9.65
Rathbones	21,220,377	6.88
Canaccord Genuity Wealth Management	18,330,698	5.94
Slater Investments Ltd	17,649,645	5.72
Chelverton Asset Management	12,056,202	3.91

Future outlook

The Group provides an AI-powered customer experience and data platform for intelligent, personalised marketing engagement at scale. This area has shown market growth significantly above that of the UK economy. The Board believes that our widespread brand recognition and strong product will continue to present opportunities to expand and diversify profitability in the coming year.

Directors

The Directors shown below have held office during the whole of the period from 1 July 2024 to the date of this report.

J Conoley
A Gurney (resigned 30 April 2025)
B Huard
T Mullan (appointed 30 April 2025)
M Patel
E Richards

Indemnity of officers

The Group purchases Directors' and Officers' insurance against their costs in defending themselves in legal proceedings taken against them in that capacity, and in respect of damages resulting from the unsuccessful defence of any proceedings.

Financial instruments

Details of the Group's risk management objectives and policies together with its exposure to financial risk are set out in note 22 to the financial statements.

The purpose of the policies is to ensure that adequate cost-effective funding is available to the Group and exposure to financial risk – interest rate, liquidity and credit risk is minimised.

Product development

In the markets in which the Group operates, effective development is vital to maintaining competitive advantage and securing future income streams.

Going concern

After making appropriate enquiries, the Directors consider that the Company and the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Events after the reporting period

There are no events after the date of this report or the date the financial statements were approved by the Board of Directors which impact on the figures as presented.

Listing

The Group's ordinary shares have been traded on the London Stock Exchange Alternative Investment Market (AIM) since 29 March 2011. Canaccord Genuity are the Group's nominated advisor and together with Cavendish and Singer are the joint brokers. The closing mid-market share price at 30 June 2025 was 75.4p (2024: 92.5p).

Related party transactions

Disclosures relating to related party transactions are set out in note 27 to the Consolidated financial statements.

Charitable and political donations

No political donations were made by the Company.

Charitable donations made by the Group in the year were £16,956 (2024: £23,678).

Employees

The number of employees and their remuneration is set out in note 4.

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

The Group complies with all applicable labour laws in the respective jurisdictions in which it operates.

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to

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

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- State whether the Group and Parent Company financial statements have been prepared in accordance with IFRS as adopted by the UK subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Parent Company will continue in business.

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

They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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


Statement as to disclosure of information to auditor

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Group's auditors are unaware, and each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

Auditors

The auditors, Moore Kingston Smith LLP, will be proposed for reappointment at the forthcoming AGM in accordance with section 489 of the Companies Act 2006.

The Directors' report was authorised for issue by the Board of Directors on 4 November 2025 and was signed on its behalf by:



Milan Patel
Chief Executive Director
4 November 2025

Independent Auditor's Report to the Members of Dotdigital Group Plc

Opinion

We have audited the financial statements of Dotdigital Group Plc (the 'Parent Company' and its subsidiaries (the 'Group') for the year ended 30 June 2025, which comprise the Consolidated income statement, the Consolidated statement of comprehensive income, the Consolidated statement of financial position, the Company statement of financial position, the Consolidated statement of changes in equity, the Company statement of changes in equity, the Consolidated statement of cash flows, the Company statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards and as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- The financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 June 2025 and of the Group's profit for the year then ended;
- The Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- The Parent Company financial statements have been properly prepared in accordance with UK adopted accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- The financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement. The components of the Group were evaluated by the Group audit team based on a measure of materiality, considering each component as a percentage of the Group's total assets, current assets, revenue, and gross profit, which allowed the Group audit team to assess the significance of each component and determine the planned audit response.

Components were evaluated and based on their relative materiality to the Group and our assessment of the Group audit risk, either a full scope or limited scope audit approach was adopted. For components requiring a full scope approach, we evaluated controls by performing walkthroughs over the financial reporting systems identified as part of our risk assessment, reviewed the accounts production process, and addressed critical accounting matters. We then undertook substantive testing on significant transactions and material account balances.

In order to address the audit risks identified during our planning procedures, we performed a full scope audit of the financial statements of the Parent Company and of the financial information of Dotdigital EMEA Limited. Dotdigital Inc, Dotdigital APAC Pty Limited and Fresh Relevance Limited were scoped in as limited scope components for revenue in the case of Dotdigital Inc and Dotdigital APAC Pty Limited and intangible assets in the case of Fresh Relevance Limited. We performed specific targeted audit procedures on the aforementioned transactions and balances for these components, including analytical review. For all other components listed in note 15 of the financial statements which were identified as out of scope, analytical review procedures only were performed. All work was carried out by the Group audit engagement team.

Key audit matters

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

Key audit matters

Incorrect revenue recognition

Revenue is a significant item in the consolidated income statement and impacts a number of management's key judgements, performance indicators and key strategic indicators.

The Group generated revenue of £83,921,000 in the financial year ended 30 June 2025 (2024: £78,973,000) (Note 3).

Of the above revenue, approximately £8,380,390 relates to manual billed revenue in EMEA, the largest trading entity.

There is a risk of incorrect revenue recognition due to fraud, arising from:

- Recognition of manually billed revenue in the incorrect period;
- Manually billed revenue not being recognised in accordance with IFRS 15 'Revenue from Contracts with Customers'; and
- Manipulation of manually billed revenue streams around the year-end through management override of internal controls.

The audit engagement team have rebutted the ISA 240 revenue recognition fraud risk for all revenue streams except for manual billed revenue streams due to their automated and routine nature.

Acquisition accounting

The Group acquired Social Snowball Holdings Inc during the year with the total consideration payable up to \$35m comprising an initial cash payment of \$20m and an earnout dependent on a two years performance of up to \$15m, consequently recognising goodwill of £13,114,000 and other intangible assets of £10,958,000 on the date of acquisition, as detailed in note 12.

The Directors are required to make an assessment of the applicable accounting treatment of the acquired entity.

Due to the complex nature of this process, we identified the accounting for the acquisition of Social Snowball Holdings Inc as a significant risk, particularly the determination of the fair values of intangibles in relation to technology, customer relationships and goodwill at acquisition date.

How our scope addressed this matter

Our audit work included, but was not restricted to:

Evaluating the Group's accounting policy in respect of revenue recognition to ensure it is compliant with International Financial Reporting Standards (IFRS) 15;

Performing substantive testing on a sample of individual revenue transactions throughout the year across the revenue streams, subjecting manual billed revenue to a higher risk level in order to address the fraud risk associated with this stream of revenue, to evaluate whether revenue is recognised in accordance with the contract terms, having considered the principles of IFRS 15 and the commercial substance of the contracts;

Obtaining a detailed understanding of the business process controls (automatic and manual) operating over the revenue cycle and ultimately concluded no tests of control approach will be undertaken;

Performing substantive audit procedures including agreeing revenue transactions selected for testing through to supporting evidence including sales invoice, SMS messaging (CPAAS) platform, rate cards, contracts and cash receipts;

Reviewing a sample of material credit notes, invoices and receipts post year end;

Performing sales cut off tests to ensure revenue has been recognised in the correct period, selecting a higher number of manual billed revenue items compared to other revenue streams to address the fraud risk associated with this stream;

Testing deferred and accrued revenue and the revenue on free services to ensure it has been correctly calculated;

Reviewing the adequacy of the disclosures under IFRS 15;

Engaged our IT audit team to perform a detailed review of the IT environment surrounding the sales process, and tests to provide reliance over the completeness and integrity of data flowing from the source system, Engagement Cloud, through to the accounting system. These were then reviewed by the audit team and challenged.

Key observations

From our audit testing, we did not identify any material misstatements of revenue. In addition, we confirm that all disclosures in the financial statements are adequate.

Our audit work included, but was not restricted to:

Obtaining and reviewing the Sale and Purchase Agreement and agreeing the relevant accounting entries;

Reviewing key estimates and judgments applied by the management to determine the fair value of intangibles in relation to technology, customer relationships and goodwill recognised as at acquisition date;

Reviewing the completion accounts of the entity acquired in the year;

Testing a sample of material and high risk balances on the completion accounts. This involved cut off testing on revenue and costs ensuring that they have been recognised correctly for the purposes of the completion accounts; and

Evaluating the accounting policy and detailed disclosures to check whether information provided in the financial statements is compliant with the requirements of IFRS 3 Business Combinations.

Key observations

Based on our audit work, we concluded that acquisition accounting has been correctly applied in accordance with the requirements of IFRS 3 and that management's fair value assessment at date of acquisition is appropriate.

We consider that the disclosures in the financial statements relating to this area are adequate.

Independent Auditor's Report to the Members of Dotdigital Group Plc CONTINUED

Key audit matters continued

Valuation of intangible assets and goodwill

The Directors are required to make an assessment to determine whether there are impairment indicators relating to the Group's intangible assets and goodwill.

The Group had intangible assets with a net book value of £43,232,000 as at 30 June 2025 (30 June 2024: £37,556,000). (note 13).

The Group had goodwill with a net book value of £35,392,000 as at 30 June 2025 (30 June 2024: £22,278,000). (note 12).

The process for assessing whether impairment exists under International Accounting Standard (IAS) 36 'Impairment of Assets' is complex. The process of determining the value in use, through forecasting cash flows related to each asset and the determination of the appropriate discount rate and other assumptions to be applied, can be highly judgemental and can significantly impact the results of the impairment review.

Based on the judgemental nature of an impairment review, we identified impairment of intangible assets and goodwill as a key audit matter.

Capitalisation of development costs

During the year, the Group capitalised development costs of £10,318,000 (2024: £9,709,000) within an internally generated development asset (note 13). These capitalised costs are being amortised over five years. The development cost additions represent resources the Group has invested in for the development of new innovative technology products for marketing professionals.

There is a significant degree of judgement and subjectivity involved in assessing whether the internally generated intangible asset qualifies for capitalisation in accordance with the requirements of IAS 38. We have therefore identified the capitalisation and valuation of development costs as a key audit matter

How our scope addressed this matter

Our audit work included, but was not restricted to:

Obtaining an understanding of management's capitalisation process and documented our walk through of it;

Obtaining management's analysis of their assessment of whether there were any indicators of impairment;

Critically assessing the impairment review performed by management. This included considering the life cycle, public perception through the share price of the company and the fair value of intangible assets held by the Group;

Critically assessing the key assumptions used in the impairment workings and performing sensitivity analysis through changing the assumptions and re-running the cash flow forecast;

Performing a detailed review of management's Weighted Average Cost of Capital (WACC) calculations;

Performed sensitivity analysis on and critically assessed key assumptions used in the impairment workings;

Evaluating the accounting policy and detailed disclosures to determine whether the information provided in the financial statements is compliant with the requirements of IAS 36 and consistent with the results of the impairment review;

Critically assessing and challenging management over the appropriateness of the useful economic life of the intangible assets;

Reviewing the amortisation accounting policy for intangible fixed assets and ensured it is reasonable and consistently applied

Key observations

Based on our audit work, we concluded that the intangible assets and goodwill held by the Group are not materially misstated at the reporting date and that management's impairment assessment and reassessment of the useful economic life of intangible assets is appropriate. In addition, we confirm that all disclosures in the financial statements are adequate.

Our approach was focused on ensuring that the costs capitalised met the criteria for capitalisation and were directly attributable to development of the asset in line with IAS 38 and were not impaired at the year end, in accordance with IAS 36:

We obtained a detailed understanding of management's procedures over capitalisation of costs, including an understanding of their assessment that capitalisation criteria has been met;

Using substantive procedures, selected a sample of projects to ensure that they related to development costs by review of timesheet data, employee contracts, discussions with project leads and agreed to other supporting documentation;

Performed a review of whether any projects have had a research phase that should be considered separate from the development phase. Selected a sample of staff time on projects to review for any costs which should not have been capitalised;

Considered whether the criteria for capitalising certain administrative overhead expenditure is in accordance with IAS 38;

Performed substantive analytical review on internal staff costs capitalised by completing a proof in total including agreeing costs per the payroll reports to the amounts capitalised;

Tested a sample of third-party costs to supporting documentation;

Considered whether certain administrative overhead expenditure which had been capitalised was directly attributable to the development of the asset;

Key audit matters continued

Capitalisation of development costs continued

How our scope addressed this matter

Reviewed the Research & Development claim prepared by both internal and external experts and compared to the costs capitalised in the year. This work was conducted by our own R&D expert;

Evaluated the accounting policy and detailed disclosures in the notes to the financial statements to determine whether information provided in the financial statements is compliant with the requirements of IFRS and consistent with the results of the impairment review;

The audit team performed a standback assessment of the testing performed on the intangible asset as a whole taking into account the scoping and overall risk, worked performed on amounts capitalised in the year and overall evaluation of the audit evidence obtained, challenges to management and evaluation of the responses, collaboration with internal experts, assessment of R&D memo provided by client, controls and processes governing timesheets, ratios and comparable entities' metrics; errors identified and their resolution and ultimately concluding whether all criteria of IAS38 have been met

Key observations

Based on our audit work, we concluded that the development costs have been capitalised in accordance with the requirements of IAS 38. In addition, we confirm that all disclosures in the financial statements are adequate.

Impairment of investments

The Directors are required to make an assessment to determine whether the carrying value of the Parent Company's investments in subsidiaries is recoverable.

The Company had investments in subsidiaries of £44,291,000 as at 30 June 2025 (30 June 2024: £43,974,000) (note 15).

The process for assessing whether impairment exists under International Financial Reporting Standard (IFRS) is complex. The process of determining the value in use through forecasting cash flows and the determination of the appropriate discount rate and other assumptions to be applied can be highly judgemental and can significantly impact the results of the impairment review.

Due to the complex nature of this process, we identified impairment of investments as a key audit matter.

Our audit work included, but was not restricted to:

Obtaining management's cash flow forecasts utilised in management's impairment assessment and critically assessing these taking into account third party broker report data. We also critically assessed the baseline year (2024) for consistency with the financial statements being audited.

This included:

Testing additions in investments in relation to Social Snowball Holdings Inc during the year for impairment;

Reviewing the board minutes and holding discussions with management to understand the strategy for the subsidiaries and expectations going forward;

Challenging management's assumptions utilised in the impairment models, including cash flow forecasts, growth rates and discount rates;

Performing a sensitivity analysis to check whether management's forecasts would leave positive headroom if the assumptions of values increased or decreased;

Comparing the calculated value in use for the investments to the carrying value of each subsidiaries' net assets to check that they are not impaired;

Evaluating the accounting policy and detailed disclosures in the financial statements to check whether information provided in the financial statements is compliant with the requirements of IFRS and consistent with the results of the impairment review.

Key observations

Based on our audit work, we concluded that the carrying value of the Company's investments is not materially misstated at year-end and that management's impairment assessment is appropriate. In addition, we confirm that all disclosures in the financial statements are adequate.

Independent Auditor's Report to the Members of Dotdigital Group Plc CONTINUED

Our application of materiality

The scope and focus of our audit was influenced by our assessment and application of materiality. We define materiality as the magnitude of misstatement that could reasonably be expected to influence the readers and the economic decisions of the users of the financial statements. We use materiality to determine the scope of our audit and the nature, timing, and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

Due to the nature of the Group, we considered revenue to be the main focus for the readers of the financial statements, accordingly this consideration influenced our judgement of materiality. Based on our professional judgement, we determined overall materiality for the Group to be £830,000, based on one percent of revenue.

Due to the nature of the Parent Company, we considered gross assets to be the main focus for the readers of the financial statements, accordingly this consideration influenced our judgement of materiality. Based on our professional judgement, we determined overall materiality for the Parent Company to be £440,000, based on one percent of gross assets.

On the basis of our risk assessment, together with our assessment of the overall control environment, our judgement was that performance materiality (i.e., our tolerance for misstatement in an individual account or balance) for the Group and Parent Company was 50% of overall materiality, namely £415,000 and £220,000 respectively.

We agreed to report to the Audit Committee all audit differences in excess of £41,500 for the Group and £22,000 for the Parent Company, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also reported to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and Parent Company's ability to continue to adopt the going concern basis of accounting included a critical assessment of the detailed cash flow projections prepared by the Directors which are based on their current expectations of trading prospects and obtaining an understanding of all relevant uncertainties, including those arising as a result of increased cost of living and the energy crisis. We evaluated management's forecasting accuracy based on historical budgets versus actual performance.

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

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

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the Remuneration Committee report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

- The information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the Parent Company financial statements; and
- The Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

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

- Adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- The Parent Company financial statements and the part of the remuneration committee report to be audited are not in agreement with the accounting records and returns; or
- Certain disclosures of Directors' remuneration specified by law are not made; or
- We have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 45 the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the audit of the financial statements

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

A further description of our responsibilities is available on the FRC's website at <https://www.frc.org.uk/auditors/auditor-assurance/auditor-s-responsibilities-for-the-audit-of-the-fi/description-of-the-auditor-s-responsibilities-for>

This description forms part of our Auditor's report.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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

The objectives of our audit in respect of fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the Company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the Group and Parent Company and considered that the most significant are the Companies

Act 2006, UK adopted international accounting standards, the rules of the Alternative Investment Market, and UK taxation legislation.

- We obtained an understanding of how the Group and Parent Company complies with these requirements by discussions with management and those charged with governance.
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance.
- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations.
- Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Use of our report

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

Moore Kingston Smith LLP

Jonathan Russell
Senior Statutory Auditor
For and on behalf of

Moore Kingston Smith LLP
Chartered Accountants
Statutory Auditor
6th Floor, 9 Appold Street, London EC2A 2AP
4 November 2025

Financial statements

FINANCIAL STATEMENTS

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Consolidated income statement

FOR THE YEAR ENDED 30 JUNE 2025

	Notes	30.06.25 £'000	30.06.24 £'000
Continuing operations			
Revenue from contracts with customers	3	83,921	78,973
Cost of sales	7	(17,371)	(16,177)
Gross profit		66,550	62,796
Administrative expenses	7	(49,765)	(47,222)
Other operating income		736	-
Operating profit from continuing operations pre share-based payments, amortisation of acquired intangibles and exceptional costs		17,521	15,574
Share-based payments	29	(702)	(1,219)
Amortisation of acquired intangibles	13	(1,786)	(1,462)
Exceptional costs	5	(1,463)	(973)
Operating profit from continuing operations		13,570	11,920
Finance costs	6	(133)	(88)
Finance income	6	1,652	1,351
Profit before income tax from continuing operations	7	15,089	13,183
Income tax expense	8	(3,879)	(2,117)
Profit for the year from continuing operations		11,210	11,066
Profit for the period attributable to the owners of the parent		11,210	11,066
Earnings per share from all operations (pence per share)			
Basic	11	3.65	3.62
Diluted	11	3.55	3.54
Adjusted basic	11	4.93	4.82
Adjusted diluted	11	4.80	4.71

Consolidated statement of comprehensive income

FOR THE YEAR ENDED 30 JUNE 2025

	Notes	30.06.25 £'000	30.06.24 £'000
Profit for the year		11,210	11,066
Other comprehensive income			
Items that may be subsequently reclassified to profit or loss:			
Exchange differences on translating foreign operations		(682)	(27)
Total comprehensive income attributable to: Owners of the parent		10,528	11,039
Total comprehensive income for the year			
Comprehensive income from continuing operations		10,528	11,039

Consolidated statement of financial position

FOR THE YEAR ENDED 30 JUNE 2025

	Notes	30.06.25 £'000	30.06.24 £'000
Assets			
Non-current assets			
Goodwill	12	35,392	22,278
Intangible assets	13	48,356	37,556
Property, plant and equipment	14	2,350	3,568
		86,098	63,402
Current assets			
Trade and other receivables	16	17,320	18,011
Current tax recoverable		1,063	-
Cash and cash equivalents	17	36,211	42,160
		54,594	60,171
Total assets		140,692	123,573
Equity attributable to the owners of the parent			
Called up share capital	18	1,538	1,538
Share premium	19	12,786	12,786
Reverse acquisition reserve	19	(4,695)	(4,695)
Share-based payment reserve	19	3,263	2,835
Retranslation reserve	19	(451)	231
Retained earnings	19	90,669	82,505
Total equity		103,110	95,200
Liabilities			
Non-current liabilities			
Lease liabilities	21	1,249	2,334
Contingent consideration	20	6,786	-
Deferred tax	24	8,307	6,330
		16,342	8,664
Current liabilities			
Trade and other payables	20	20,709	18,348
Lease liabilities	21	531	746
Current tax payable		-	615
		21,240	19,709
Total liabilities		37,582	28,373
Total equity and liabilities		140,692	123,573

The financial statements were approved and authorised for issue by the Board of Directors on 4 November 2025 and were signed on its behalf by:



Milan Patel
Director

Company registration number: 06289659 (England and Wales)

Company statement of financial position

FOR THE YEAR ENDED 30 JUNE 2025

	Notes	30.06.25 £'000	30.06.24 £'000
Assets			
Non-current assets			
Intangible assets	13	2	3
Property, plant and equipment	14	6	9
Investments	15	44,211	43,794
		44,219	43,806
Current assets			
Trade and other receivables	16	14,450	11,321
Cash and cash equivalents	17	372	724
		14,822	12,045
Total assets		59,041	55,851
Equity attributable to the owners of the parent			
Called up share capital	18	1,538	1,538
Share premium	19	12,786	12,786
Share-based payment reserve	19	3,205	2,828
Retained earnings	19	7,217	7,057
Total equity		24,746	24,209
Liabilities			
Current liabilities			
Trade and other payables	20	34,295	31,642
Total liabilities		34,295	31,642
Total equity and liabilities		59,041	55,851

As permitted by section 408 of the Companies Act 2006, the Parent Company's income statement has not been included in these financial statements. The profit for the Company was £3,205,824 (2024: loss of £1,814,895).

The financial statements were approved and authorised for issue by the Board of Directors on 4 November 2025 and were signed on its behalf by:



Milan Patel
Director

Company registration number: 06289659 (England and Wales)

Consolidated statement of changes in equity

FOR THE YEAR ENDED 30 JUNE 2025

	Called up share capital £'000	Retained earnings £'000	Share premium £'000	Retranslation reserve £'000	Reverse acquisition reserve £'000	Share-based payment reserve £'000	Total equity £'000
Balance at 1 July 2023	1,496	73,536	7,124	258	(4,695)	2,591	80,310
Transactions with owners							
Issue of share capital	42	–	5,662	–	–	–	5,704
Dividends	–	(3,066)	–	–	–	–	(3,066)
Transfer in reserves	–	969	–	–	–	(969)	–
Deferred tax on share options	–	–	–	–	–	16	16
Share-based payments	–	–	–	–	–	1,197	1,197
Transactions with owners	42	(2,097)	5,662	–	–	244	3,851
Total comprehensive income							
Profit for the year	–	11,066	–	–	–	–	11,066
Other comprehensive income	–	–	–	(27)	–	–	(27)
Total comprehensive income	–	11,066	–	(27)	–	–	11,039
Balance as at 30 June 2024	1,538	82,505	12,786	231	(4,695)	2,835	95,200
Balance as at 1 July 2024	1,538	82,505	12,786	231	(4,695)	2,835	95,200
Transactions with owners							
Issue of share capital	–	–	–	–	–	–	–
Dividends	–	(3,375)	–	–	–	–	(3,375)
Transfer in reserves	–	329	–	–	–	(329)	–
Deferred tax on share options	–	–	–	–	–	51	51
Share-based payments	–	–	–	–	–	706	706
Transactions with owners	–	(3,046)	–	–	–	428	(2,618)
Profit for the year	–	11,210	–	–	–	–	11,210
Other comprehensive income	–	–	–	(682)	–	–	(682)
Total comprehensive income	–	11,210	–	(682)	–	–	10,528
Balance as at 30 June 2025	1,538	90,669	12,786	(451)	(4,695)	3,263	103,110

- Share capital is the amount subscribed for shares at nominal value.
- Retained earnings represents the cumulative earnings of the Group attributable to equity shareholders.
- Share premium represents the excess of the amount subscribed for share capital over the nominal value net of the share issue expenses.
- Retranslation reserve relates to the retranslation of foreign subsidiaries into the functional currency of the Group.
- The reverse acquisition reserve relates to the adjustment required to account for the reverse acquisition in accordance with UK adopted International Accounting Standards.
- Share-based payment reserve relates to the charge for the share-based payment in accordance with IFRS 2 and the transfer on the exercise or lapsing of share options.

Company statement of changes in equity

FOR THE YEAR ENDED 30 JUNE 2025

	Called up share capital £'000	Retained earnings £'000	Share premium £'000	Share-based payment reserve £'000	Total equity £'000
Balance as at 1 July 2023	1,496	10,969	7,124	2,600	22,189
Transactions with owners					
Issue of share capital	42	–	5,662	–	5,704
Dividends	–	(3,066)	–	–	(3,066)
Transfer in reserves	–	969	–	(969)	–
Share-based payments	–	–	–	1,197	1,197
Transactions with owners	42	(2,097)	5,662	228	3,835
Total comprehensive loss					
Loss for the year	–	(1,815)	–	–	(1,815)
Total comprehensive loss	–	(1,815)	–	–	(1,815)
Balance as at 30 June 2024	1,538	7,057	12,786	2,828	24,209
Balance as at 1 July 2024	1,538	7,057	12,786	2,828	24,209
Issue of share capital	–	–	–	–	–
Dividends	–	(3,375)	–	–	(3,375)
Transfer in reserves	–	329	–	(329)	–
Share-based payments	–	–	–	706	706
Transactions with owners	–	(3,046)	–	377	(2,669)
Total comprehensive income					
Profit for the year	–	3,206	–	–	3,206
Total comprehensive income	–	3,206	–	–	3,206
Balance as at 30 June 2025	1,538	7,217	12,786	3,205	24,746

- Share capital is the amount subscribed for shares at nominal value.
- Retained earnings represents the cumulative earnings of the Company attributable to equity shareholders.
- Share premium represents the excess of the amount subscribed for share capital over the nominal value net of the share issue expenses.
- Share-based payment reserve relates to the charge for the share-based payment in accordance with IFRS 2 and the transfer on the exercise or lapsing of share options.

Consolidated statement of cash flows

FOR THE YEAR ENDED 30 JUNE 2025

	Notes	30.06.25 £'000	30.06.24 £'000
Cash flows from operating activities			
Cash generated from operations	30	28,007	23,212
Interest paid	6	(133)	(88)
Tax paid		(5,533)	(2,057)
Net cash generated from operating activities		22,341	21,067
Cash flows from investing activities			
Acquisition of subsidiaries net of cash acquired	12	(14,469)	(18,325)
Additional consideration for repayment of debt at acquisition	12	–	(607)
Purchase of intangible fixed assets	13	(10,322)	(9,709)
Purchase of property, plant and equipment	14	(315)	(195)
Interest received	6	1,652	1,351
Net cash flows used in investing activities		(23,454)	(27,485)
Cash flows from financing activities			
Equity dividends paid	10	(3,375)	(3,066)
Payment of lease liabilities	21	(779)	(1,012)
Proceeds from share issues		–	7
Net cash flows used in financing activities		(4,154)	(4,071)
Decrease in cash and cash equivalents		(5,267)	(10,489)
Cash and cash equivalents at beginning of year	31	42,160	52,676
Effect of foreign exchange rate changes		(682)	(27)
Cash and cash equivalents at end of year	31	36,211	42,160

Company statement of cash flows

FOR THE YEAR ENDED 30 JUNE 2025

	Notes	30.06.25 £'000	30.06.24 £'000
Cash flows from operating activities			
Cash generated from operations	30	3,066	22,217
Net cash generated from operating activities		3,066	22,217
Cash used in investing activities			
Acquisition of subsidiaries net of cash acquired	12	–	(18,823)
Additional subsidiary investment		(40)	–
Purchase of intangible fixed assets	13	–	(3)
Purchase of property, plant and equipment	14	(3)	(4)
Net cash flows used in investing activities		(43)	(18,830)
Cash flows from financing activities			
Equity dividends paid		(3,375)	(3,066)
Proceeds from share issues		–	7
Net cash flows used in financing activities		(3,375)	(3,059)
(Decrease)/increase in cash and cash equivalents		(352)	328
Cash and cash equivalents at beginning of year	31	724	396
Cash and cash equivalents at end of year	31	372	724

Notes to the consolidated financial statements

FOR THE YEAR ENDED 30 JUNE 2025

1. General information

Dotdigital Group Plc ("Dotdigital") is a public limited company incorporated in England and Wales and quoted on the AIM market. The address of the registered office is disclosed on page 91.

2. Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with the accounting policies and presentation required by UK adopted International Accounting Standards, and International Financial Reporting Interpretations Committee (IFRIC) Interpretations as endorsed for use in the UK. The financial statements have also been prepared under the historical cost convention, with the exception of the valuation of investments, share-based payments, financial liabilities and initial valuation of assets and liabilities acquired in business combinations which are included on a fair value basis, and in accordance with those parts of Companies Act 2006 that are relevant to companies that prepare financial statements in accordance with UK adopted International Accounting Standards.

The Group has applied all accounting standards and interpretations issued by the International Accounting Standards Board and the International Financial Reporting Standards (IFRS) Interpretations Committee effective at the time of preparing the consolidated financial statements.

New and amended standards adopted by the Group

The Group adopted the following new and amended relevant IFRS in the year:

IFRS 16

Leases – amendments regarding lease liability in a sale and leaseback.

IAS 1

Presentation of Financial Statements – amendments regarding the classification of liabilities as current or non-current and non-current liabilities with covenants.

IFRS 7 & IAS 7

Financial Instruments – supplier finance arrangements.

The adoption of these accounting standards did not have any effect on the Group's statement of comprehensive income, statement of financial position or equity.

Accounting standards issued but not yet effective

The International Accounting Standards Board ("IASB") has issued/revised a number of relevant standards with an effective date after the date of these financial statements. Any standards that are not deemed relevant to the operations of the Group have been excluded. The Directors have chosen not to early adopt these standards. They do not anticipate that IFRS 19 will have a material impact on the Group's financial statements in the period of initial application. While IFRS 18 will not impact the recognition or measurement of items in the financial statements, it will likely result in changes to how Dotdigital presents certain information. The Group is in the process of assessing the impact that the application of this standard will have on the Group's financial statements.

		Effective for periods commencing on or after
IFRS 18	<i>Presentation and Disclosures in Financial Statements</i>	1 January 2027
IFRS 19	<i>Subsidiaries without Public Accountability: Disclosures</i>	1 January 2027

The financial statements are presented in sterling (£), rounded to the nearest thousand pounds.

Significant accounting policies

The Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise.

Basis of consolidation

The Group financial statements consolidate those of the Company and all its subsidiary undertakings drawn up to 30 June 2025.

A subsidiary is an entity whose operating and financing policies are controlled by the Group. Subsidiaries are consolidated from the date on which control was transferred to the Group. Subsidiaries cease to be consolidated from the date the Group no longer has control. Intercompany transactions, balances and unrealised gains on transactions between Group companies have been eliminated on consolidation.

The Group applies the acquisition method to account for business combinations. In the statement of financial position, the acquiree's identifiable assets and liabilities are initially recognised at their fair values at the acquisition date.

As a result of applying reverse acquisition accounting since 30 January 2009, the consolidated IFRS financial information of Dotdigital Group Plc is a continuation of the financial information of Dotdigital EMEA Limited.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Group's activities. Revenue is shown net of value added tax, returns, rebates and discounts after eliminating sales within the Group. All revenue is from contracts signed with new customers and upgrades and additional functional recurring revenue sold to existing contracted businesses.

The Group recognises revenue when the amount of revenue can be reliably measured, and it is probable that future economic benefits will flow to the entity. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. For most of our revenue streams, there is a low level of judgement applied in determining the transaction price or the timing of transfer of control.

Disaggregation of revenue from contracts with customers

The Group has disaggregated revenue recognised from contracts based on the geographical location of the customer and recurring revenue profile, as management believe that they best depict how the nature, amount, timing and uncertainty of the Group's revenue and cash flows are affected by economic factors. For disaggregation of revenue based on geographical location of customer please see the segmental reporting disclosure (note 3).

Revenue Profile

	2025 £'000	2024 £'000
Non-recurring revenue	4,646	4,590
Repeating revenue	12,028	11,665
Recurring revenue	67,247	62,718
Total	83,921	78,973

Licence fees

The Group provides an AI-powered customer experience and data platform for intelligent, personalised marketing engagement at scale to other businesses via a licence fee for the use of the Dotdigital platform. The licence fee is sold as a fixed price bespoke contract. The licence fee also scales to provide access to varying functionalities, including reporting and AI capabilities, within the platform. Management consider these functionalities to be indistinct from the licence fee. Revenue is recognised over time on the basis that access to an IP exists at any given time throughout the licence period. The contract price is recognised on a straight-line basis over the licence period. Variable consideration can be charged for extra capacity required under the licence. In these circumstances, the rules for usage-based royalties are applied and revenue is recognised when the performance obligation has been satisfied (charged in line with the contract as the usage occurred).

Message plans

Message plans allow businesses to send a fixed amount of messages for a fixed fee. The plans are considered to be a combined performance obligation with the Dotdigital licence as they are not distinct in the context of the contract. Revenue is therefore recognised in line with the licence fee. Management believe that if they were to apply an accounting policy in which the messages were considered to be a separate performance obligation, this would not have a material impact.

Overage fees can be incurred where message plans have been exceeded or have not been purchased in advance. In these circumstances the rules for usage-based royalties are applied and revenue is recognised when the performance obligation has been satisfied (charged in line with the contract as the usage occurred). For overages fees where management do not consider it possible to forecast and recognise revenue having regard to the variable consideration constraint, extra capacity not purchased in advance is charged in line with the contract as usage occurs.

Professional services

Professional services are considered to have a human element and can include training, design and build, support work and onboarding. Revenue is recognised over time on the basis that the customer benefits from the service as it is provided. The output method is used to assess the stage of completion of each service at the reporting date. Judgement is required to determine the stage of completion. A review of deliverables by management and the professional services team is undertaken at the reporting date and considered together with time elapsed. Management believes that this provides a faithful depiction of the transfer of goods based on prior experience. There are occasions when these services are provided at no cost as part of the contract sold. The services provided for no charge are recognised at the price stated within the latest price list

and accounted for as separate performance obligations when the service occurs. The amount allocated to the services is deducted from the contract value and the remainder of the contract value is spread evenly over the term of the contract.

Integration licence fees

A licence to access a strategic partner's platform through an integration with the Dotdigital platform. Revenue is recognised over time on the basis that access to an IP exists at any given time throughout the licence period. The contract price is recognised on a straight-line basis over the licence period.

Contract assets and contract liabilities

Costs to obtain a contract relate to sales commissions paid to staff and commissions paid to strategic partners for referrals or integrations to their platforms. The costs are deferred as contract assets and are amortised on a systematic basis consistent with the pattern or transfer of services to which the asset relates.

Where a customer prepays their contract in advance of commencement, the value of the consideration received is initially recognised as a contract liability. Revenue is subsequently recognised as the performance obligations are met.

Going concern

The Directors are required to satisfy themselves that it is reasonable for them to conclude whether it is appropriate to prepare the financial statements on a going concern basis, and as part of that process they have followed the Financial Reporting Council's guidelines ("Guidance on the Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risk", issued April 2016).

The Group's business activities together with factors that are likely to affect its future development and position are set out in the Chairman's report, the Chief Executive Officer's report and financial review and the Directors' report. Budgets and detailed profit and loss forecasts that look beyond 12 months from the date of these consolidated financial statements have been approved and used to ensure that the Group can meet its liabilities as they fall due.

The Directors have made various assumptions in preparing these forecasts, using their view of both the current and future economic conditions that may impact on the Group during the forecast period.

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

Operating profit

Operating profit is stated after charging operating expenses but before finance costs and finance income.

Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

2. Accounting policies continued

Goodwill

Goodwill represents the excess of the fair value of the consideration over the fair values of the identifiable net tangible and intangible assets acquired and is allocated to cash generating units.

Under IFRS 3 'Business Combinations', goodwill arising on acquisitions is not subject to amortisation but is subject to annual impairment testing. Any impairment is recognised immediately in the income statement and not subsequently reversed.

Investments in subsidiaries

Investments are held as non-current assets at cost less any provision for impairment. Where the recoverable amount of the investment is less than the carrying amount, impairment is recognised.

Intangible assets

Intangible assets are recorded as separately identifiable assets and recognised at historical cost less any accumulated amortisation. These assets are amortised over their useful economic lives of four to thirteen years, with the charge included in administrative expenses in the income statement.

Intangible assets are reviewed for impairment annually. Impairment is measured by determining the recoverable amount of an asset or cash generating unit (CGU) which is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

- **Domain names**
Acquired domain names are shown at historical cost. Domain names have a finite life and are carried at cost less accumulated amortisation. Amortisation is calculated using straight-line method to allocate the cost of domain names over their useful lives of four years.
- **Software**
Acquired software and websites are shown at historical cost. They have a finite life and are carried at cost less accumulated amortisation. Amortisation is calculated using straight-line method to allocate the cost of software and websites over their useful lives of four to five years.
- **Intellectual Property**
Acquired intellectual property is shown at historical cost. Intellectual property has a finite life and is carried at cost less accumulated amortisation. Amortisation is calculated using straight-line method to allocate the cost of intellectual property over its useful life of five years.
- **Product development**
Product development expenditure is capitalised when it is considered that there is a commercially and technically viable product, the related expenditure is separately identifiable and there is a reasonable expectation that the related expenditure will be exceeded by future revenues.

Following initial recognition, product developments are carried at cost less any accumulated amortisation and any accumulated impairment losses. The useful lives of these intangible assets are assessed to have a finite life of five years. Amortisation is charged on assets with finite lives, and until economic benefit can be received and recognised, this expense is taken to the income statement and useful lives are reviewed on an annual basis. Amortisation is charged from the point when the asset is available for use.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Capitalised development costs are recorded as intangible assets and amortised from the point at which they are ready for use on a straight-line basis over their useful life.

Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria as detailed in IAS 38 'Intangible Assets' are fulfilled:

- It is technically feasible to complete the intangible asset so that it will be available for use or resale;
- Management intends to complete the intangible asset and use or sell it;
- There is an ability to use or sell the intangible asset;
- It can be demonstrated how the intangible asset will generate possible future economic benefits;
- Adequate technical, financial and other resource to complete the development and to use or sell the intangible asset are available; and
- The expenditure attributable to the intangible asset during its development can be reliably measured.
- **Technology**
Technology represents the value of technology acquired in Fresh Relevance, Comapi and Social Snowball. The useful lives of the intangible assets are assessed to have a finite life of eight years, 10 years and 10 years respectively. Amortisation is charged on assets with finite lives, and until economic benefit can be received and recognised, this expense is taken to the income statement and useful lives are reviewed on an annual basis. Amortisation is charged from the point when the asset is available for use.
- **Customer relationships**
This represents the value of customer contracts within Fresh Relevance and Social Snowball. The useful lives of the intangible assets are assessed to have a finite life of 13 years and five years respectively. Amortisation is charged on assets with finite lives, and until economic benefit can be received and recognised, this expense is taken to the income statement and useful lives are reviewed on an annual basis. Amortisation is charged over the lifetime of the customer contracts.
- **Brand names**
This represents the value of the trade name of Social Snowball. The useful life of the intangible asset is assessed to have a finite life of 11 years. Amortisation is charged on assets with finite lives, and until economic benefit can be received and recognised, this expense is taken to the income statement and useful lives are reviewed on an annual basis. Amortisation is charged over the lifetime of the trade name.

Impairment of non-financial assets (excluding goodwill)

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. An intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

Property, plant and equipment

Tangible non-current assets are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits are associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred. Depreciation is provided at the following rates in order to write off each asset over its estimated useful life and is based on the cost of assets less residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Right of use assets:	over the term of the lease
Leasehold improvements:	over the term of the lease
Fixtures and fittings:	25% on cost
Computer equipment:	25%–33.3% on cost

The assets' residual values and useful economic lives are reviewed and adjusted, if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable value.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other (losses) or gains in the income statement.

Capital management

The Group manages its capital to ensure it is able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of cash equivalents and equity attributable to the owners of the parent as disclosed in the statement of changes in equity.

Taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Dotdigital EMEA Limited and Fresh Relevance Limited have prepared R&D tax credit claims under the merged RDEC scheme and have accounted for them under IAS 20. In the prior year the companies qualified to prepare R&D tax credits under the SME scheme and accounted for them under IAS 12.

Current tax

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the balance sheet date.

Deferred taxation

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

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

Deferred income tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income asset is realised or deferred income tax liability is settled.

Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

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

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payment that are based on an index or a rate;
- Amounts expected to be payable by the lessee under residual value guarantees;
- The exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and;
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs; and
- Restoration costs.

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

2. Accounting policies continued

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in the income statement. Short-term leases are leases with a lease term of 12 months or less. Low-value assets, being less than £5,000, comprise IT equipment and small items of office furniture.

Extension and termination options

Extension and termination options are included in a number of property and equipment leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor. None of the total lease payments made in the period to 30 June 2025 were optional.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). Potential future cash outflows have not been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated), the amount of these cash flows is uncertain as several rounds of rent reviews are due before this extension date.

Financial instruments

Financial assets and financial liabilities are recognised on the statement of financial position when an entity becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the income statement.

Financial assets

The Group's accounting policies for financial assets are set out below.

Management determine the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and, where allowed and appropriate, reevaluate this designation at every reporting date.

All financial assets are recognised on a trade date when, and only when, the Group becomes a party to the contractual provisions of an instrument. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except for those finance assets classified as at fair value through profit or loss ('FVTPL'), which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets at FVPL, 'amortised cost' or 'fair value through other comprehensive income' ('FVOCI'). The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually, the Group recognises lifetime expected credit losses ('ECL') when there has been a significant increase in credit risk since initial recognition. The Group applies the simplified approach to measuring expected credit losses.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

- **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having a maturity period of 95 days or less at the date of acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Short-term highly liquid investments that have a maturity of up to 95 days are classified as cash equivalents. Management believe that both the financial position and liquidity of the Group are made clearer for the reader when all cash and cash equivalent items are analysed together.

- **Trade receivables**

Trade receivables are recognised initially at the lower of their original invoiced value and recoverable amount. A provision is made when it is likely that the balance will not be recovered in full. Terms on receivables range from 30 to 90 days.

- **Financial liabilities and equity**

Financial liabilities and equity are recognised on the Group's statement of financial position when the Group becomes a party to a contractual provision of an instrument. Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of transaction costs.

The Group's financial liabilities include trade payables, accrued liabilities and lease liabilities.

- **Trade payables**

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Terms on accounts payable range from 10 to 90 days.

- **Contingent consideration**

The acquisition of Social Snowball Holdings Inc included an element of consideration that was contingent on future sales milestones. The future payment liabilities are held at fair value on the consolidated statement of financial position. Further details of the current position, movement in the year and the maximum future milestones can be found in note 20.

Foreign currency risk

Currency risk is the risk that the holding of foreign currencies will affect the Group's position as a result of a change in foreign currency exchange rates. The Group has no significant foreign currency risk as most of the Group's financial assets and liabilities are denominated in functional currencies of relevant Group entities. Accordingly, no quantitative market risk disclosures or sensitivity analysis for currency risks have been prepared.

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- All resulting exchange differences are recognised in other comprehensive income.

Equity

Share capital is the amount subscribed for shares at their nominal value.

Share premium represents the excess of the amount subscribed for the share capital over the nominal value of the respective shares net of share issue expenses.

Retained earnings represent the cumulative earnings of the Group attributable to equity shareholders.

The reverse acquisition reserve relates to the adjustment required by accounting for the reverse acquisition in accordance with IFRS 3 'Business Combinations'.

The retranslation reserve represents the cumulative exchange differences on the retranslation of foreign subsidiaries into the functional currency.

The share-based payment reserve relates to the charge for share-based payments in accordance with IFRS 2 'Share-based Payments' plus the movement on the exercise or lapsing of share options.

Share-based payments

For equity-settled share-based payment transactions the Group, in accordance with IFRS 2 'Share-based Payments' measures their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted. The fair value of those equity instruments is measured at the grant date. For options granted after

2019, a Monte Carlo model is used to measure the fair use of options granted that are subject to a TSR performance condition. A Black-Scholes model is used to measure the fair use of all other options granted. The expense is apportioned over the vesting period of the financial instrument and is based on the number which is expected to vest and the fair value of those financial instruments at the date of grant. If the equity instruments granted vest immediately, the expense is recognised in full.

Functional currency translation

- **Functional and presentation currency**
Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (functional currency), which is mainly pounds sterling (£) and it is this currency the financial statements are presented in.
- **Transaction and balances**
Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Employee benefit costs

The Group operates a defined contribution pension scheme. Contributions payable by the Group's pension scheme are charged to the income statement in the period in which they relate.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments as identified by the Board of Directors.

Foreign currency exchange rate risk

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. As well as naturally mitigating this risk by offsetting its cost base in the same currencies where possible, currency exposure arising from the net assets of the Group's foreign operations is managed through cash balances denominated in the relevant foreign currencies.

The Group is mainly exposed to the US Dollar, Australian Dollar, Singaporean Dollar, Euro, Japanese Yen, South African Rand and Polish Zloty currencies.

The table below details the Group's sensitivity to a 10% increase or decrease in Sterling against the relevant foreign currencies. 10% is the sensitivity rate which represents management's assessment of the reasonable possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end of a 10% change in foreign currency rates. A positive number below indicates an increase in profit where Sterling strengthens 10% against the relevant currency. For a 10% weakening of Sterling against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative or positive.

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

2. Accounting policies continued

	30.06.25 £'000	30.06.24 £'000
US Dollar	88	66
Australian Dollar	17	15
Singaporean Dollar	8	(23)
Euro	9	6
Japanese Yen	(3)	–
South African Rand	15	9
Polish Zloty	21	17
	155	90

Accounting estimates and judgements

The Group makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Critical judgements

(a) Capitalisation of development costs – refer to note 13

Our business model is underpinned by our AI-powered customer experience and data platform for intelligent, personalised marketing engagement at scale. Internal activities are continually undertaken to enhance and maintain the product in a bid to stay ahead of our competition.

Management review the work of developers during the period and make the following judgements:

- Internal work relating to product development is reviewed against IAS 38 criteria and will be capitalised if management consider that the criteria have been met;
- Internal work relating to the maintenance of existing products is expensed to the income statement and accounted for in payroll costs.

(b) Business combinations – refer to note 12

When a member of the Group completes a business combination, the consideration transferred for the acquisition and the identifiable assets and liabilities are recognised at their fair values. The amount by which the consideration exceeds the net assets acquired is recognised as goodwill and if this is negative, it is recognised in the consolidated income statement. The application of accounting policies to business combinations involves judgement and the use of estimates, including expectations about future cash flows, discount rates and the lives of assets following purchase.

On 25 June 2025, Dotdigital Inc acquired a 100% controlling interest in Social Snowball Holdings Inc which constituted a significant business combination. The key areas of judgement include the identification and subsequent measurement of acquired intangible assets. However, in line with IFRS 3, the initial accounting for the acquisition of Social Snowball is provisional as at 30 June 2025. The residual excess of consideration over the net assets acquired has been provisionally recognised as goodwill.

Adjustments to provisional amounts will be made within the permitted measurement period where they reflect new information obtained about facts and circumstances that were in existence at the acquisition date. It is expected that the acquisition accounting will be finalised within 12 months.

Other estimates and assumptions

Estimates and assumptions used by the business that do not have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) Impairment of goodwill

The Directors have carried out a detailed impairment review in respect of goodwill. The Group assesses at each reporting date whether there is an indication that an asset may be impaired, by considering the net present value of discounted cash flow forecasts which have been discounted at 12.73% (2024: 15.08%). This has decreased as a result of the decrease in the cost equity which was impacted by the decrease in the share price at the year end compared to last year and the increase in dividend growth rate. The cash flow projections are based on the assumption that the Group can realise projected sales. A prudent approach has been applied with no residual value being factored.

Further details on the estimates and assumptions we make in our annual impairment testing of goodwill are included in note 12 to the financial statements. At the period end, based on the assumptions, there was no indication of impairment to the carrying value of goodwill.

(b) Share-based compensation

Key management believe that there will not be only one acceptable choice for estimating the fair value of share-based payment arrangements. The judgements and estimates that management apply in determination of the share-based compensation are summarised as follows:

Selection of a valuation model;

- Making assumptions used in determining the variables used in a valuation model:
 - expected life
 - expected volatility
 - expected dividend yield
 - interest rate

Further detail on the estimates and assumptions we make in our share-based compensation are included in note 29 to the financial statements. The charge made to income statement for period is also disclosed there.

(c) Depreciation and amortisation

The Group depreciates right of use assets, short leasehold, fixtures and fittings, computer equipment and amortises customer relationships, technology, computer software, internally generated development costs and domain names on a straight-line method over the estimated useful lives. The estimated useful lives reflect the Directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's right of use assets, short leasehold, fixtures and fittings, computer equipment, customer relationships, technology, computer software, internally generated development costs and domain names.

(d) Bad debt provision

The bad debt provision is maintained in accordance with IFRS 9. We perform ongoing credit evaluations of our customers and grant credit based upon past payment history, financial condition and anticipated industry conditions. Customer payments are regularly monitored and a provision for doubtful accounts is established based upon specific situations and overall industry conditions. Hence the provision is maintained for potential credit losses based upon management's assessment of the expected collectability of all accounts receivable. In making this assessment, management take into consideration (i) any circumstances of which we are aware regarding a customer's inability to meet its financial obligations and (ii) our judgements as to potential prevailing economic conditions in the industry and their potential impact on the Group's customers.

Exceptional items

Where items of income and expense are of such size, nature or incidence that their disclosure is relevant to explain the performance of the company for the period, the nature and amount of such items should be disclosed separately.

3. Segmental reporting

Dotdigital's single line of business is the provision of intuitive software as a service (SaaS) via an AI-powered customer experience and data platform for intelligent, personalised marketing engagement at scale. The chief operating decision-maker considers the Group's segments to be by geographical location, this being EMEA, US and APAC operations as shown in the tables that follow:

Geographical revenue and results (from all operations)

	30.06.25			
	EMEA £'000	US £'000	APAC £'000	Total £'000
Income statement				
Revenue	61,556	14,042	8,323	83,921
Gross profit	46,024	12,838	7,688	66,550
Profit before income tax	11,813	2,592	684	15,089
Total comprehensive income attributable to the owners of the parent	7,983	1,673	872	10,528
Financial position				
Total assets	122,272	15,873	2,547	140,692
Net current assets	26,939	4,820	1,595	33,354

Revenue from external customers is attributed to the geographical segments noted above based on the customers' location. There were no customers who account for more than 10% of revenue (2024: none).

All revenue is from contracts signed with new customers and upgrades and additional functional recurring revenue sold to existing contracted clients.

Where a general provision is set then specific rationale will be set against this which will be a combination of looking at historical data to ascertain the percentage of debt which goes bad. Plus set against debts within a specific business sector which might be facing financial difficulty, thereby leading to a deemed higher risk of defaulting on their debts.

(e) Lease accounting – incremental borrowing rate

IFRS 16 'Leases' requires lease payments to be discounted using the lessee's incremental borrowing rate. The Group's incremental borrowing rate, as at the date of adoption of IFRS 16, has been based on local commercial bank loans. Management have taken the view that specific costs of borrowing should be applied to each lease as this reflects the different economic conditions within each geography and hence is more representative of the funding facilities available in those countries.

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

3. Segmental reporting continued

	30.06.24			Total £'000
	EMEA £'000	US £'000	APAC £'000	
Income statement				
Revenue	59,731	12,082	7,160	78,973
Gross profit	45,576	10,737	6,483	62,796
Profit/(loss) before income tax	12,390	1,159	(366)	13,183
Total comprehensive income/(loss) attributable to the owners of the parent	10,690	991	(642)	11,039
Financial position				
Total assets	113,894	8,552	1,127	123,573
Net current assets	36,777	2,843	842	40,462

The Company is domiciled in the UK, its consolidated non-current assets, other than financial instruments and deferred tax assets are as follows:

	30.06.25 £'000	30.06.24 £'000
United Kingdom	63,944	62,867
Rest of the World	22,154	535
	86,098	63,402

4. Employees and Directors

	30.06.25 £'000	30.06.24 £'000
Wages and salaries	31,895	30,529
Social security costs	3,503	3,231
Other pension costs	831	824
	36,229	34,584

The average monthly number of employees during the year is as follows:

	30.06.25	30.06.24
Directors	5	5
Sales and marketing	217	226
Product development and system engineers	166	161
Administration	69	59
	457	451

Included in the total employees cost above, £7,221,108 (2024: £7,315,285) was capitalised in relation to internally generated development costs.

5. Exceptional costs

	30.06.25 £'000	30.06.24 £'000
Professional costs in relation to the acquisition	750	389
Surrender of Croydon office lease	264	–
Restructuring costs	166	430
Professional fees related to the valuation of share options	13	11
Adjustment to Useful Economic Life of CRM due to replacement	270	–
Employers NI paid on the exercise of LTIPs	–	143
	1,463	973

6. Net finance income

	30.06.25 £'000	30.06.24 £'000
Deposit account interest	1,652	1,351
Finance income	1,652	1,351
Interest on lease liabilities	(143)	(81)
Other net interest payable	–	(28)
Interest capitalised	10	21
Finance expense	(133)	(88)
Net finance income	1,519	1,263

7. Profit from continuing operations

Costs by nature

Profit from continuing operations has been arrived at after charge and crediting:

	30.06.25 £'000	30.06.24 £'000
Outsourcing and tech infrastructure	17,371	16,177
Total cost of sales	17,371	16,177
	30.6.25 £'000	30.6.24 £'000
Direct marketing	3,310	3,328
Partner commission	1,533	1,795
Staff-related costs (inc Directors' emoluments)	29,329	27,336
Auditor's remuneration	151	128
Amortisation of intangibles*	8,423	7,691
Depreciation charge*	842	974
Legal, professional and consultancy fees	857	977
Computer expenditure	1,637	1,432
Bad debts	370	459
Foreign exchange losses	198	90
Travel and subsistence costs	559	483
Office running	525	599
Insurance	206	274
Staff welfare	775	604
Bank and credit card charges	466	477
Telephone	96	122
Subscriptions	96	50
Recruitment fees	100	60
Other costs	272	343
Total administrative expenses	49,765	47,222

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

7. Profit from continuing operations continued

During the year the Group obtained the following services from the Group's auditor at costs detailed below:

	30.06.25 £'000	30.06.24 £'000
Fees payable to the Company's auditor for the audit of Parent Company and consolidated financial statements	23	20
Fees payable to the Company's auditor for other services		
– audit of Company subsidiaries	122	104
– review of interim accounts	4	4
– overrun of prior year audit services	2	–
	151	128

* Both amortisation of intangibles and depreciation charge will not agree to the relevant notes as these numbers exclude amounts capitalised as development expenditure, amounts included in exceptional costs and amounts in cost of sales.

8. Income tax expense

Analysis of the tax charge from continuing operations:

	30.06.25 £'000	30.06.24 £'000
Current tax on profits for the year	4,032	2,030
Foreign tax suffered	422	301
Changes in estimates related to prior years	137	48
Deferred tax on origination and reversal of timing differences	(712)	(262)
	3,879	2,117

Factors affecting the tax charge:

	30.06.25 £'000	30.06.24 £'000
Profit on ordinary activities from all operations before tax	15,089	13,183
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK: 25% (2024: 25%)	3,772	3,296
Effects of:		
Adjustment in respect of prior years	188	(67)
Expenses not deductible	95	300
Research and development enhanced claim	(51)	(1,469)
Income not taxable	(11)	(1)
Losses	(15)	–
Share options	185	55
Amounts not recognised and previously unrecognised	(285)	(4)
Tax rate changes	–	1
Effects of overseas tax rates	1	8
Other	–	(2)
Total tax charge for the year	3,879	2,117

Deferred tax was calculated using the rate 25% (2024: 25%). For further details on deferred tax see note 24.

Taxation for each region is calculated at the rates prevailing in the respective jurisdiction.

The effective tax rate in the period was 25.71% (2024: 16.06%).

9. Profit of Parent Company

The profit and loss account of the Parent Company is not presented as part of these financial statements. The Parent Company's profit for the financial year was £3,205,824 (2024: loss of £1,814,895).

10. Dividends

Amounts recognised as distributions to equity holders in the period.

	30.06.25 £'000	30.06.24 £'000
Paid dividend for year end 30 June 2024 of 1.10p (2024: 1.00p) per share	3,375	3,066
Proposed dividend for the year end 30 June 2025 of 1.21p (2024: 1.10p) per share	3,732	3,392

The proposed final dividend is subject to approval by the shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

11. Earnings per share

Earnings per share data is based on the consolidated profit and the weighted average number of shares in issue of the Parent Company. Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated using the weighted average number of shares adjusted to assume the conversion of all dilutive potential ordinary shares. Adjusted earnings per share is based on the consolidated profit deducting exceptional costs, share-based payment and amortisation of acquired intangibles.

A number of non-IFRS adjusted profit measures are used in this Annual Report and financial statements. Adjusting items are excluded from our headline performance measures by virtue of their size and nature, in order to reflect management's view of the performance of the Group. Summarised below is a reconciliation between statutory results to adjusted results. The Group believes that alternative performance measures such as adjusted EBITDA are commonly reported by companies in the markets in which it competes and are widely used by investors in comparing performance on a consistent basis without regard to factors such as depreciation and amortisation, which can vary significantly depending upon accounting methods (particularly when acquisitions have occurred), or are based on factors which do not reflect the underlying performance of the business. The adjusted profit after tax earnings measure is also used for the purpose of calculating adjusted earnings per share.

Reconciliations to earnings figures used in arriving at adjusted earnings per share are as follows:

	Notes	30.06.25 £'000	30.06.24 £'000
From all operations			
Profit for the year attributable to the owners of the parent		11,210	11,066
Amortisation of acquired intangibles fixed assets	13	1,786	1,462
Professional costs in relation to the acquisition	5	750	389
Other exceptional costs	5	713	584
Share-based payment	29	702	1,219
Adjusted profit for the year attributable to the owners of the parent		15,161	14,720

Management does not consider the above adjustments to reflect the underlying business performance.

		30.06.25	
	Earnings £'000	Weighted average number of shares	Per share Amount Pence
From all operations			
Basic EPS			
Profit for the year attributable to the owners of the parent	11,210	307,508,354	3.65
Adjusted basic EPS			
Adjusted profit for the year attributable to the owners of the parent	15,161	307,508,354	4.93
Options and warrants	–	8,609,979	–
Diluted EPS			
Profit for the year attributable to the owners of the parent	11,210	316,118,333	3.55
Adjusted diluted EPS			
Adjusted profit for the year attributable to the owners of the parent	15,161	316,118,333	4.80

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

11. Earnings per share continued

	30.06.24		
	Earnings £'000	Weighted average number of shares	Per share Amount Pence
From all operations			
Basic EPS			
Profit for the year attributable to the owners of the parent	11,066	305,472,095	3.62
Adjusted basic EPS			
Adjusted profit for the year attributable to the owners of the parent	14,720	305,472,095	4.82
Options and warrants	–	7,192,298	–
Diluted EPS			
Profit for the year attributable to the owners of the parent	11,066	312,664,393	3.54
Adjusted diluted EPS			
Adjusted profit for the year attributable to the owners of the parent	14,720	312,664,393	4.71

Weighted average number of shares

	30.06.25 Shares	30.06.24 Shares
Basic EPS	307,508,354	305,472,095
Diluted EPS	316,118,333	312,664,393

12. Goodwill Group

	30.06.25 £'000	30.06.24 £'000
Cost		
At 1 July	25,790	13,192
Additions	13,114	12,598
At 30 June	38,904	25,790
Impairment		
At 1 July	3,512	3,512
At 30 June	3,512	3,512
Net book value	35,392	22,278

On 25 June 2025, the Group acquired all the voting rights of Social Snowball Holdings, Inc (“Social Snowball”) a US-based influencer, affiliate and referral marketing platform for e-commerce brands. The total consideration is up to \$35m comprising an initial cash payment of \$20m and an earnout dependent on two-year performance of up to \$15m.

The Directors believe the acquisition:

- Adds complementary capability to Dotdigital in the fast-growing influencer, affiliate and referral marketing segments.
- Extends capability of Dotdigital’s AI-powered customer experience and data platform, strengthening the Group’s competitive positioning and increasing its total addressable market.
- Provides Dotdigital with an enhanced value proposition to enable Average Revenue Per Customer expansion through cross-sell and up-sell opportunities.
- Will be immediately earnings enhancing, with a complementary SaaS business model and an equivalent margin profile to the existing Group.

Goodwill of £13.1m was recognised on the acquisition, being the excess of the purchase consideration over the fair value of net assets acquired as set out below.

Fair value of assets acquired

	£'000
Assets	
Non-current assets	
Intangibles assets	10,958
	10,958
Current assets	
Trade and other receivables	1
Cash and cash equivalents	280
	281
Total assets	11,239
Liabilities	
Non-current liabilities	
Deferred tax	2,740
	2,740
Current liabilities	
Trade and other payables	17
	17
Total liabilities	2,757
Total fair value of assets acquired	8,482
Goodwill	13,114
Consideration in cash	14,749
Deferred consideration	6,847
Total consideration	21,596
Consideration transferred settled in cash	14,749
Cash and cash equivalents acquired	(280)
Net cash outflow on acquisition	14,469

Goodwill is allocated to the Group’s cash generating unit (CGUs) identified, being Dotdigital.

Goodwill arising on business combinations is not amortised but is reviewed for impairment on an annual basis, or more frequently if there are indications that goodwill may be impaired. Goodwill acquired in a business combination is allocated, at acquisition, to CGUs that are expected to benefit from that business combination.

The carrying amount of goodwill relates to the Group’s trading activity and business segment. This has been tested for impairment during the current period by comparison with the recoverable amounts of the CGU. Recoverable amounts for CGUs are based on the higher of value in use and fair value less costs to sell. The recoverable amounts of the CGU have been determined from value in use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rate for the continuing operations of the Group. These long-term growth rates are management’s estimates. The discount rates used are pre-tax and reflect specific risks relating to the continuing operations of the Group.

The key assumptions for the value in use calculations are those regarding discount rates, growth rates, and expected changes in margins.

Discount rate

Management estimates discount rates using pre-tax rates that reflect the current market assessment of the time value of money and the risks specific to the CGUs. The pre-tax discount rate used to calculate the value in use is 12.73% (2024: 15.08%). This has decreased because of the decrease in the cost of equity which was impacted by the decrease in the share price at the year end compared to last year and the increase in dividend growth rate.

Growth rates

The growth rate is stated as the compound annual growth rates in the initial five years for the continuing operations of the Group which are then used for impairment testing. These are performed using the projected cash flows based on budgets approved by management over a five-year period. Cash flow projections from the sixth year onwards are based on an estimated constant growth rate. The growth rate used to calculate the value in use is 9% (2024: 9%) and the same rate has been used as the long-term constant growth rate.

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

12. Goodwill continued

Gross profit margin

Changes in income and expenditure are based on experience and expectations of the future changes in the market. The impairment review is based on these estimated gross profit margins which were included with the budgets approved by management over a five-year period. From the sixth year onwards, an assumed constant margin is used. The gross profit margin used to calculate the value in use in 75% (2024: 80%).

The valuations indicate sufficient headroom such that a reasonably possible change in key assumptions would not result in impairment of goodwill.

Sensitivity analysis

The principal variables used, being both the discount rate and growth rates, these would need to change before an impairment is required, this being 88% (2024: 109%) discount rate and growth rate of -9% (2024: -4%).

13. Intangible assets Group

	Technology £'000	Customer relationships £'000	Brand names £'000	Intellectual property £'000	Computer software £'000	Internally generated development costs £'000	Domain names £'000	Totals £'000
Cost								
At 1 July 2024	8,451	11,083	–	58	1,096	60,049	51	80,788
Additions	–	–	–	–	4	10,318	–	10,322
Disposals	–	–	–	(6)	–	–	–	(6)
Acquisition	9,366	123	1,469	–	–	–	–	10,958
At 30 June 2025	17,817	11,206	1,469	52	1,100	70,367	51	102,062
Amortisation								
At 1 July 2024	1,520	1,817	–	48	1,029	38,780	38	43,232
Amortisation for the year	1,026	760	–	8	37	8,648	1	10,480
Disposals	–	–	–	(6)	–	–	–	(6)
At 30 June 2025	2,546	2,577	–	50	1,066	47,428	39	53,706
Net book value								
At 30 June 2025	15,271	8,629	1,469	2	34	22,939	12	48,356

	Technology £'000	Customer relationships £'000	Intellectual property £'000	Computer software £'000	Internally generated development costs £'000	Domain names £'000	Totals £'000
Cost							
At 1 July 2023	1,200	1,205	55	1,080	50,359	51	53,950
Additions	–	–	3	16	9,690	–	9,709
Acquisition	7,251	9,878	–	–	–	–	17,129
At 30 June 2024	8,451	11,083	58	1,096	60,049	51	80,788
Amortisation							
At 1 July 2023	670	1,205	47	980	31,151	37	34,090
Amortisation for the year	850	612	1	49	7,629	1	9,142
At 30 June 2024	1,520	1,817	48	1,029	38,780	38	43,232
Net book value							
At 30 June 2024	6,931	9,266	10	67	21,269	13	37,556

Development cost additions represent resources the Group has invested in the development of new, innovative and ground-breaking technology products for marketing professionals. This platform allows them to create, send and automate marketing campaigns. Following development of the products the Group licences the use of the platform.

Technology represents the cost that would be incurred to build the entire Comapi and Fresh Relevance platforms had the acquisitions not occurred plus the value of Social Snowball's technology based on future economic earnings. Customer relationships represent the value of customer contracts within Comapi, Fresh Relevance and Social Snowball. Brand names represent the value of the trade name of Social Snowball.

Company	Intellectual property £'000
Cost	
At 1 July 2024	3
Additions	–
At 30 June 2025	3
Depreciation	
As at 1 July 2024	–
Depreciation for the year	1
At 30 June 2025	1
Net book value	
At 30 June 2025	2

	Intellectual property £'000
Cost	
At 1 July 2023	–
Additions	3
At 30 June 2024	3
Depreciation	
As at 1 July 2023	–
Depreciation for the year	–
At 30 June 2024	–
Net book value	
At 30 June 2024	3

14. Property, plant and equipment Group

	Right of use assets £000	Leasehold improvements £'000	Fixtures & fittings £'000	Computer equipment £'000	Totals £'000
Cost					
At 1 July 2024	5,118	685	615	3,218	9,636
Additions	279	1	16	298	594
Re-measurement of existing lease liabilities	40	–	–	–	40
Disposals	(2,825)	(602)	(283)	(570)	(4,280)
Exchange differences	(15)	(2)	(9)	(38)	(64)
At 30 June 2025	2,597	82	339	2,908	5,926
Depreciation					
At 1 July 2024	2,155	641	569	2,703	6,068
Depreciation for the year	698	4	22	272	996
Re-measurement of existing lease liabilities	7	–	–	–	7
Disposals	(2,018)	(567)	(283)	(570)	(3,438)
Exchange differences	(15)	(2)	(9)	(31)	(57)
At 30 June 2025	827	76	299	2,374	3,576
Net book value					
At 30 June 2025	1,770	6	40	534	2,350

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14. Property, plant and equipment continued

	Right of use assets £'000	Leasehold improvements £'000	Fixtures & fittings £'000	Computer equipment £'000	Totals £'000
Cost					
At 1 July 2023	5,209	685	612	2,998	9,504
Additions	1,857	–	–	195	2,052
Acquisitions	–	–	2	20	22
Re-measurement of existing lease liabilities	8	–	–	–	8
Disposals	(1,959)	–	–	–	(1,959)
Exchange differences	3	–	1	5	9
At 30 June 2024	5,118	685	615	3,218	9,636
Depreciation					
At 1 July 2023	3,220	596	555	2,437	6,808
Depreciation for the year	894	45	14	265	1,218
Disposals	(1,959)	–	–	–	(1,959)
Exchange differences	–	–	–	1	1
At 30 June 2024	2,155	641	569	2,703	6,068
Net book value					
At 30 June 2024	2,963	44	46	515	3,568

Included in the net carrying amount of property, plant and equipment are the right-of-use assets as follows:

	Properties £'000	Motor vehicles £'000	Totals £'000
Cost			
As at 1 July 2024	4,838	280	5,118
Termination of leases	(2,629)	(196)	(2,825)
Additions	257	22	279
Re-measurement of existing lease liabilities	40	–	40
Foreign currency translation	(15)	–	(15)
At 30 June 2025	2,491	106	2,597
Depreciation			
As at 1 July 2024	1,927	228	2,155
Depreciation for the year	662	36	698
Termination of leases	(1,823)	(195)	(2,018)
Re-measurement of existing lease liabilities	29	(22)	7
Foreign currency translation	(15)	–	(15)
At 30 June 2025	780	47	827
Net book value			
At 30 June 2025	1,711	59	1,770

	Properties £'000	Motor vehicles £'000	Totals £'000
Cost			
As at 1 July 2023	5,014	195	5,209
Termination of leases	(1,959)	–	(1,959)
Additions	1,772	85	1,857
Re-measurement of existing lease liabilities	8	–	8
Foreign currency translation	3	–	3
At 30 June 2024	4,838	280	5,118
Depreciation			
As at 1 July 2023	3,034	186	3,220
Depreciation for the year	852	42	894
Termination of leases	(1,959)	–	(1,959)
At 30 June 2024	1,927	228	2,155
Net book value			
At 30 June 2024	2,911	52	2,963
Company			Computer equipment £'000
Cost			
As at 1 July 2024			21
Additions			3
Disposals			(5)
At 30 June 2025			19
Depreciation			
As at 1 July 2024			12
Depreciation for the year			6
Disposals			(5)
At 30 June 2025			13
Net book value			
At 30 June 2025			6
Cost			Computer equipment £'000
As at 1 July 2023			17
Additions			4
At 30 June 2024			21
Depreciation			
As at 1 July 2023			8
Depreciation for the year			4
At 30 June 2024			12
Net book value			
At 30 June 2024			9

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

15. Investments

Company

	Shares in Group undertakings 30.06.25 £'000	Shares in Group undertakings 30.06.24 £'000
Cost		
At 1 July	48,554	22,837
Additions	746	25,717
At 30 June	49,300	48,554
Impairment		
At 1 July	4,760	3,790
Impairment (lapsed share options)	329	970
At 30 June	5,089	4,760
Net book value		
At 30 June	44,211	43,794

All of the below subsidiaries have been included within the consolidated results. However, Dynmark International Limited and Fresh Relevance Limited were exempt from audit by virtue of s479A of Companies Act 2006. Dotdigital EMEA Limited, Dynmark International Limited and Fresh Relevance Limited were incorporated in England and Wales. Dotdigital Inc was incorporated in Delaware (US), Fresh Relevance Inc was incorporated in Delaware (US), Social Snowball Holdings Inc was incorporated in Florida (US), Dotdigital APAC Pty Limited was incorporated in New South Wales (Australia), Dotdigital B.V. was incorporated in the Netherlands, Dotdigital SG Pte Ltd was incorporated in Singapore, Dotdigital Development SA Pty was incorporated in South Africa, Dotdigital Japan Limited was incorporated in Japan and Dotdigital Poland S.p. z.o.o was incorporated in Poland.

The Group's or the Company's investments at the balance sheet date in the share capital of companies include the following:

Subsidiaries	Nature of business	Class of share	Proportion of voting power held directly %
Dotdigital EMEA Limited	All-in-one customer experience and data platform	Ordinary	100
Dotdigital Inc	All-in-one customer experience and data platform	Ordinary	100
Dotdigital APAC Pty Limited	All-in-one customer experience and data platform	Ordinary	100
Dotdigital B.V.	All-in-one customer experience and data platform	Ordinary	100
Dotdigital Development SA Pty	Development hub	Ordinary	100
Dotdigital SG Pte Limited	All-in-one customer experience and data platform	Ordinary	100
Dynmark International Limited	Non-trading	Ordinary	100
Dotdigital Poland S.p. z.o.o	Development hub	Ordinary	100
Dotdigital Japan Limited	All-in-one customer experience and data platform	Ordinary	100
Fresh Relevance Limited	Cross-channel personalisation platform	Ordinary	100
Fresh Relevance Inc	Cross-channel personalisation platform	Ordinary	100
Social Snowball Holdings Inc	Influencer, affiliate and referral marketing platform	Ordinary	100

Subsidiary	Registered office
Dotdigital EMEA Ltd	No.1 London Bridge, London SE1 9BG
Dynmark International Ltd	No.1 London Bridge, London SE1 9BG
Fresh Relevance Ltd	No.1 London Bridge, London SE1 9BG
Dotdigital Inc	16192 Coastal Highway, Lewes, Delaware 19958-9776, County of Sussex, USA
Fresh Relevance Inc	6 Liberty Square, Unit 248, Boston, MA 02109, USA
Social Snowball Holdings Inc	802 Mallard Drive, Delray Beach, Florida 33444, USA
Dotdigital APAC Pty Ltd	60/2 O'Connell Street, Parramatta, New South Wales 2150, Australia
Dotdigital SG Pte Ltd	6001 Beach Road, 11-06 Golden Mile Tower, 199589 Singapore
Dotdigital Japan Ltd	3-1-6 Motoazabu, Minato-ku, Tokyo, Japan
Dotdigital Development SA Pty Ltd	BDO Building, Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg 2196, South Africa
Dotdigital B.V.	Spaces Amstel, Mr. Treublaan 7, Amsterdam, 1097DP, Netherlands
Dotdigital Poland S.p. z.o.o	Al. Jana Pawla II 22, 00-133 Warsaw, Poland

16. Trade and other receivables

	Group		Company	
	30.06.25 £'000	30.06.24 £'000	30.06.25 £'000	30.06.24 £'000
Current:				
Trade receivables	13,665	14,026	–	181
Less: Provision for impairment of trade receivables	(1,596)	(1,621)	–	–
Trade receivables – net	12,096	12,405	–	181
Other receivables	54	61	–	–
Amounts owed by Group undertakings	–	–	14,371	10,944
VAT	–	–	10	150
Prepayments and contract assets	5,197	5,545	69	46
	17,320	18,011	14,450	11,321

Amounts owed by Group undertakings have been reviewed for impairment in accordance with IFRS 9. The Group undertaking has excess cash and is able to make full payment upon request. Management are therefore satisfied that an impairment is not required.

Included within Group prepayments is an amount of £309,722 (2024: £326,827) in relation to deferred commission which is considered to be long term.

The Group has applied the IFRS 9 simplified approach to measuring expected credit losses and the balances have been assessed based on each entity's ability to repay amounts owed.

On that basis, the loss allowance as at 30 June 2025 and 30 June 2024 was determined as follows for trade receivables:

	Current £'000	30-60 days £'000	60-90 days £'000	Over 90 days £'000	Total £'000
As at 30 June 2025					
Trade receivables	7,684	3,213	729	2,039	13,665
Provision for impairment	73	226	34	1,263	1,596
Expected loss rate	1%	7%	5%	62%	
	Current £'000	30-60 days £'000	60-90 days £'000	Over 90 days £'000	Total £'000
As at 30 June 2024					
Trade receivables	7,353	3,560	809	2,304	14,026
Provision for impairment	102	24	269	1,226	1,621
Expected loss rate	1%	1%	33%	53%	

No expected credit losses have been recognised on contract assets.

Further details on the above can be found in note 22.

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

17. Cash and cash equivalents

	Group		Company	
	30.06.25 £'000	30.06.24 £'000	30.06.25 £'000	30.06.24 £'000
Cash at bank	10,515	9,701	372	724
Short-term deposit accounts	25,696	32,459	–	–
	36,211	42,160	372	724

Further details on the above can be found in note 22.

18. Called up share capital

	Nominal value	30.06.25 £'000	30.06.24 £'000
Allotted, issued, fully paid number			
307,508,354 (2024: 307,508,354)	£0.005	1,538	1,538
		1,538	1,538

During the reporting period the Company did not issue any shares.

19. Reserves Group

	Retained earnings £'000	Share premium £'000	Reverse acquisition reserve £'000	Retranslation reserve £'000	Share-based payment reserve £'000	Totals £'000
As at 1 July 2024	82,505	12,786	(4,695)	231	2,835	93,662
Issue of share capital	–	–	–	–	–	–
Dividends	(3,375)	–	–	–	–	(3,375)
Profit for the year	11,210	–	–	–	–	11,210
Transfer of reserves	329	–	–	–	(329)	–
Deferred tax on share options	–	–	–	–	51	51
Other comprehensive income: Currency translation	–	–	–	(682)	–	(682)
Share-based payments	–	–	–	–	706	706
Balance as at 30 June 2025	90,669	12,786	(4,695)	(451)	3,263	101,572

	Retained earnings £'000	Share premium £'000	Reverse acquisition reserve £'000	Retranslation reserve £'000	Share-based payment reserve £'000	Totals £'000
As at 1 July 2023	73,536	7,124	(4,695)	258	2,591	78,814
Issue of share capital	–	5,662	–	–	–	5,662
Dividends	(3,066)	–	–	–	–	(3,066)
Profit for the year	11,066	–	–	–	–	11,066
Transfer of reserves	969	–	–	–	(969)	–
Deferred tax on share options	–	–	–	–	16	16
Other comprehensive income: Currency translation	–	–	–	(27)	–	(27)
Share-based payment	–	–	–	–	1,197	1,197
Balance as at 30 June 2024	82,505	12,786	(4,695)	231	2,835	93,662

Company

	Retained earnings £'000	Share premium £'000	Share-based payment reserve £'000	Totals £'000
As at 1 July 2024	7,057	12,786	2,828	22,671
Issue of share capital	–	–	–	–
Dividends	(3,375)	–	–	(3,375)
Profit for the year	3,206	–	–	3,206
Transfer in reserves	329	–	(329)	–
Share-based payments	–	–	706	706
As at 30 June 2025	7,217	12,786	3,205	23,208

	Retained earnings £'000	Share premium £'000	Share-based payment reserve £'000	Totals £'000
As at 1 July 2023	10,969	7,124	2,600	20,693
Issue of share capital	–	5,662	–	5,662
Dividends	(3,066)	–	–	(3,066)
Profit for the year	(1,815)	–	–	(1,815)
Transfer in reserves	969	–	(969)	–
Share-based payments	–	–	1,197	1,197
As at 30 June 2024	7,057	12,786	2,828	22,671

20. Trade and other payables

	Group		Company	
	30.06.25 £'000	30.06.24 £'000	30.06.25 £'000	30.06.24 £'000
Current:				
Trade payables	3,242	2,262	40	52
Social security and other taxes	549	688	–	–
Other payables	593	214	–	–
Amounts owed to Group undertakings	–	–	34,115	31,492
VAT	1,688	1,202	–	–
Accruals and contract liabilities	14,637	13,982	140	98
	20,709	18,348	34,295	31,642
Non-current:				
Contingent consideration	6,786	–	–	–
	6,786	–	–	–

Further details on liquidity and interest rate risk can be found in note 2.

Contract liabilities at 30 June 2025 were £8,675,000. Included within revenue is £3,361,000 relating to contract liabilities of £7,937,000 that had been recognised at 30 June 2024 (£1,751,000 related to contract liabilities recognised at 30 June 2023). Contract liabilities have continued to increase during the year due to an uplift in customers who have chosen to pay upfront on their contracts.

Contingent consideration

At the date of acquisition of Social Snowball Holdings Inc, contingent consideration was recognised of US\$ 9,311,000 within Dotdigital Inc. The Earnout is based on the Monthly Recurring Revenue in the previous calendar month multiplied by 12. The Earnout payment dates are 31 August 2026 and 2027. The discount period has been based on the payment dates with a discount factor of 28%.

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FOR THE YEAR ENDED 30 JUNE 2025

21. Leasing liabilities Group

	Properties £'000	Motor vehicles £'000	Totals £'000
As at July 2024	3,011	69	3,080
Additions	257	22	279
Principal repayments	(744)	(35)	(779)
Interest	138	5	143
Termination of leases	(879)	–	(879)
Re-measurement of existing lease liabilities	(74)	(5)	(79)
Foreign currency translation	15	–	15
At 30 June 2025	1,724	56	1,780
Current	499	32	531
Non-current	1,225	24	1,249
At 30 June 2025	1,724	56	1,780

	Properties £'000	Motor vehicles £'000	Totals £'000
As at July 2023	2,118	26	2,144
Additions	1,772	85	1,857
Principal repayments	(967)	(45)	(1,012)
Interest	78	3	81
Re-measurement of existing lease liabilities	8	–	8
Foreign currency translation	2	–	2
At 30 June 2024	3,011	69	3,080
Current	722	24	746
Non-current	2,289	45	2,334
At 30 June 2024	3,011	69	3,080

The properties are office leases located in various locations where the term ranges from one to ten years. The motor vehicles are company cars offered to senior staff, where the term is always three years.

22. Financial instruments and risk management

The Group's activities expose it to a number of financial risks that include credit risk, liquidity risk, currency risk and interest rate risk. These risks and the Group's policies for managing them have been applied consistently during the year and are set out below.

The Group holds no financial or other non-financial instruments other than those utilised in the working operations of the Group and that are listed in this note. It is the Group's policy not to trade in derivative contracts.

Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument rate risk arises, are as follows:

- Trade receivables
- Cash and cash equivalents
- Trade and other payables
- Lease liabilities

Financial instruments by category

The following table sets out the financial instruments as at the reporting date:

	Group		Company	
	30.06.25 £'000	30.06.24 £'000	30.06.25 £'000	30.06.24 £'000
Financial assets at amortised cost				
Trade and other receivables	12,122	12,466	–	181
Amounts owed to Group undertakings	–	–	14,337	10,944
Cash and cash equivalents	36,211	42,160	372	724
	48,333	54,626	14,709	11,849
	Group		Company	
	30.06.25 £'000	30.06.24 £'000	30.06.25 £'000	30.06.24 £'000
Financial liabilities at amortised cost				
Trade payables	3,242	2,262	40	52
Accrued liabilities and other payables	6,555	6,260	140	98
Amounts owed from Group undertakings	–	–	34,116	31,492
Lease liabilities	1,780	3,080	–	–
Contingent considerations	6,786	–	–	–
	18,363	11,602	34,296	31,642

General objectives, policies and processes

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Operational Risk Committee. The Audit and Risk Committee and in turn the Board receives quarterly reports from the Operational Risk Committee, through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below:

Interest rate risk

The Group's interest rate risk arises from interest-bearing assets and liabilities. The Group has in place a policy of maximising finance income by ensuring that cash balances earn a market rate of interest offsetting where possible cash balances, and by forecasting and financing its working capital requirements. As at the reporting date the Group was not exposed to any movement in interest rates as it has no external borrowings and therefore is not exposed to interest rate risk. No sensitivity analysis has been prepared.

The Group's working capital requirements are managed through regular monitoring of the overall cash position and regularly updated cash flow forecasts to ensure there are sufficient funds available for its operations.

Liquidity risk

The Group's working capital requirements are managed through regular monitoring of the overall position and regularly updated cash flow forecasts to ensure there are funds available for its operations. Management forecasts indicate no new borrowing facilities will be required in the upcoming financial period.

Trade and other payables of £10,327,923 (2024: £9,267,366) are expected to mature in less than a year.

Credit risk

Credit risk arises principally from the Group's trade receivables, as there are no trade receivables within the Company, which comprise amounts due from customers. Prior to accepting new customers, a credit check is obtained. As at 30 June 2025 there were no significant debts past their due period which had not been provided for. The maturity of the Group's trade receivables is as follows:

	30.06.25 £'000	30.06.24 £'000
0-30 days	979	146
30-60 days	843	578
More than 60 days	1,810	2,649
	3,632	3,373

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FOR THE YEAR ENDED 30 JUNE 2025

22. Financial instruments and risk management continued

The maturity of the Group's provision for impairment is as follows:

	30.06.25 £'000	30.06.24 £'000
0-30 days	93	126
30-60 days	206	269
More than 60 days	1,297	1,226
	1,596	1,621

The movement in the provision for the impairment is as follows:

	30.06.25 £'000	30.06.24 £'000
As at 1 July	1,621	1,305
Charged to the income statement	370	459
Utilisations and other movements	(395)	(143)
As at 30 June	1,596	1,621

As of 30 June 2025, no other receivables or contract assets were impaired (2024: Nil).

The Group minimises its credit risk by profiling all new customers and monitoring existing customers of the Group for changes in their initial profile. The level of trade receivables older than the average collection period of 45 days, consisted of a value of £3,223,674 (2024: £3,685,294) of which £1,284,130 (2024: £1,288,148) was provided for. The Group felt that the remainder would be collected post year-end as they were with long-standing relationships, and the risk of default is considered to be low and write-offs due to bad debts are low. The Group has no significant concentration of credit risk, with the exposure spread over a large number of customers.

The credit risk on liquid funds is low as the counterparts are banks with high credit ratings assigned by international credit rating bodies. The majority of the Group's cash holdings are held at NatWest Bank, Investec Bank Plc and HSBC Bank Plc, which have A+, BBB+ and A+ credit ratings respectively.

The carrying value of both financial assets and liabilities approximates to fair value.

Capital policy

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide optimal returns for shareholders and to maintain an efficient capital structure to reduce the cost of capital.

In doing so the Group's strategy is to maintain a capital structure commensurate with a strong credit rating and to retain appropriate levels of liquidity headroom to ensure financial stability and flexibility. To achieve this, the Group monitors key credit metrics, risk and fixed charge cover to maintain this position. In addition the Group ensures a combination of appropriate short-term and long-term liquidity headroom.

During the year the Group had a short-term loan balance of £nil (2024: £nil) and amounts payable over one year are £nil (2024: £nil). The Group had a strong cash reserve to utilise for any short-term capital requirements that were needed.

The Group has continued to look for further long-term investments or acquisitions and therefore, to maintain or re-align the capital structure, the Group may adjust when dividends are paid to shareholders, return capital to shareholders, issue new shares or borrow from lenders

Foreign currency exchange rate risk

Refer to foreign currency exchange rate risk under note 2 on page 65.

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities (the Group does not hold any derivative financial instruments in the current or prior financial year).

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of the discounting is not significant.

	<6 months £'000	6 to 12 months £'000	1 to 2 years £'000	2 to 5 years £'000	Total contractual cash flows carrying amounts £'000
Contractual maturities at 30 June 2025					
Trade and other payables	18,821	–	–	–	18,821
Lease liabilities	21	316	336	557	1,230
Total non-derivatives	18,842	316	336	557	20,051

	<6 months £'000	6 to 12 months £'000	1 to 2 years £'000	2 to 5 years £'000	Total contractual cash flows carrying amounts £'000
Contractual maturities at 30 June 2024					
Trade and other payables	11,400	–	–	–	11,400
Lease liabilities	467	442	862	1,704	3,475
Total non-derivatives	11,867	442	862	1,704	14,875

23. Reconciliation of liabilities arising from financing activities

	30.06.25 £'000	30.06.24 £'000
As at 1 July	3,080	2,144
Cash flows	(779)	(1,012)
Interest	143	81
Foreign exchange movement	15	2
Lease additions, terminations and re-measurements	(679)	1,865
As at 30 June	1,780	3,080

24. Deferred tax Deferred tax liability

	Acquired intangibles £'000	Accelerated capital allowances £'000	Short-term timing differences £'000	R&D relief in excess of amortisation £'000	Share-based payments £'000	Tax Losses £'000	Total £'000
As at 1 July 2023	133	60	(100)	3,531	(779)	(201)	2,644
Acquired	4,282	5	(14)	–	–	(309)	3,964
(Credit)/charge to the consolidated income statement	(366)	(20)	(7)	261	17	(147)	(262)
(Credit) to the consolidated statement of changes in equity	–	–	–	–	(16)	–	(16)
At 30 June 2024	4,049	45	(121)	3,792	(778)	(657)	6,330
Acquired	2,740	–	–	–	–	–	2,740
(Credit)/charge to the consolidated income statement	2,760	(12)	(22)	(3,792)	16	338	(712)
(Credit) to the consolidated statement of changes in equity	–	–	–	–	(51)	–	(51)
At 30 June 2025	9,549	33	(143)	–	(813)	(319)	8,307

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

24. Deferred tax continued

	30.06.25 £'000	30.06.24 £'000
As at 1 July	6,330	2,644
Acquired	2,740	3,964
Current year provision	(763)	(278)
	8,307	6,330

The following is the analysis of the deferred tax balances after any offset:

	30.06.25 £'000	30.06.24 £'000
Deferred tax assets	(1,275)	(1,556)
Deferred tax liabilities	9,582	7,886
	8,307	6,330

Deferred tax provision relates to taxes to be levied by the same authority on the same entity expected to be settled at the same time. As such deferred tax assets and liabilities have been offset.

25. Capital commitments

The Company and Group have no Capital commitments as at the year end. (2024: £nil).

26. Contingent liabilities

The Company has no contingent liabilities at the year end (2024: £nil). The Group has a contingent liability due to the acquisition of Social Snowball Holdings Inc by way of contingent cash consideration of up to US \$9.3m over two years (2024: £nil). This would be payable if Social Snowball Holdings Inc maintains its historical growth rate at a sufficiently accretive margin for the Group. See note 20 for further details.

27. Related party disclosures

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

Key management personnel

	30.06.25 £'000	30.06.24 £'000
Aggregate emoluments	1,021	1,288
Company contributions to money purchase pension scheme	33	27
Share-based payments from the LTIP options granted	(27)	313
	1,027	1,628

The Board of Directors are deemed to be key management personnel. Details of Directors' emoluments are provided in the Remuneration Committee report on page 41.

Information in relation to the highest paid Director is as follows:

	30.06.25 £'000	30.06.24 £'000
Salaries	540	714
Other benefits	15	5
Pension costs	20	19
Share-based payments on the LTIP options granted	29	239
	604	977

The number of Directors for whom retirement benefits are accruing under defined contribution pension schemes amounted to 2 (2024: 2).

Company

The following transactions were carried out with related parties

			30.06.25 £'000	30.06.24 £'000
Year end balances arising from sales/purchase of services				
Dotdigital EMEA Limited	Subsidiary	Receivables	14,365	10,337
Dotdigital EMEA Limited	Subsidiary	(Payables)	(34,116)	(31,491)
Fresh Relevance Limited	Subsidiary	Receivables	-	607
			(19,751)	(20,547)

The receivables and payables are unrestricted in nature and bear no interest. No provisions are held against receivables from related parties.

IAS 24 Related Party Disclosure (Revised) allows disclosure exemption of transactions between wholly-owned subsidiaries that are eliminated on consolidation.

28. Ultimate controlling party

There is no ultimate controlling party of the Group. Dotdigital Group Plc acts as the Parent Company to Dotdigital EMEA Limited, Dotdigital Inc, Dotdigital APAC Pty Limited, Dotdigital B.V., Dotdigital Development SA Pty Ltd, Dotdigital SG Pte. Limited, Dynmark International Limited, Dotdigital Poland S.p. z.o.o, Dotdigital Japan Limited, Fresh Relevance Limited and Fresh Relevance Inc. Dotdigital Inc acts as the Parent Company to Social Snowball Holdings Inc.

29. Share-based payment transactions

The measurement requirements of IFRS 2 have been implemented in respect of share options that were granted after 7 November 2002. The expense recognised for share-based payment made during the year is £702,095 (2024: £1,196,972) and £898 decrease in the provision of NI (2024: £22,248 increase).

Vesting conditions of the options dictate that employees must remain in the employment of the Group for the whole period to qualify.

Movement in issued share options during the year

The table below illustrates the number and weighted average exercise price (WAEP) of, and movements in, share options during the period. The options outstanding at 30 June 2025 had a WAEP of 39.26p (2024: 44.23p) and a weighted average contracted life of 7.96 years (2024: 8.86 years) and their exercise prices ranged from 0.5p to 181.2p. All share options are settled in form of equity issued.

	30.06.25		30.06.24	
	No of options	WAEP	No of options	WAEP
Outstanding at the beginning of the period	9,810,011	44.23p	7,512,423	36.91p
Granted during the year	2,016,648	0.5p	4,244,955	40.13p
Forfeited/cancelled during the period	(1,443,232)	10.6p	(544,474)	28.2p
Exchanged for shares	-	-	(1,402,893)	0.5p
Outstanding at the end of the period	10,383,427	39.26p	9,810,011	44.23p
Exercisable at the end of the period	-	-	-	-

The weighted average share price at the date of the exercise for share options exercised during the period was £nil (2024: 0.5p). For options granted after 2019, a Monte Carlo model was used in measuring the fair use of options granted that were subject to a TSR performance condition. A Black-Scholes model was used in measuring the fair use of all other options granted.

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

29. Share-based payment transactions continued

	22 December 2020		23 September 2021		24 December 2021	
	EPS (50%)	Relative TSR (50%)	EPS (50%)	Relative TSR (50%)	EPS (50%)	Relative TSR (50%)
Number of options granted	153,364	153,364	100,729	100,729	193,894	193,894
Share price at grant date	152.0p	152.0p	264.0p	264.0p	196.0p	196.0p
Exercise price	0.50p	0.50p	0.50p	0.50p	0.50p	0.50p
Option life in years	10 years	10 years	10 years	10 years	10 years	10 years
Risk-free rate	(0.08)%	(0.08)%	0.38%	0.38%	0.57%	0.57%
Expected volatility	40.40%	40.40%	39.00%	39.00%	43.00%	43.00%
Expected dividend yield	0%	0%	0%	0%	0%	0%
Fair value of options	152.0p	99.0p	264.0p	181.0p	196.0p	115.0p

	08 December 2022		24 December 2022		5 December 2023	
	EPS (50%)	Relative TSR (50%)	EPS (50%)	Relative TSR (50%)	EPS (50%)	Relative TSR (50%)
Number of options granted	438,435	438,434	283,157	283,156	1,018,371	1,018,370
Share price at grant date	93.0p	93.0p	83.9p	83.9p	96.0p	96.0p
Exercise price	0.50p	0.50p	0.50p	0.50p	0.50p	0.50p
Option life in years	10 years	10 years	10 years	10 years	10 years	10 years
Risk-free rate	3.10%	3.10%	3.50%	3.50%	4.30%	4.30%
Expected volatility	52.60%	52.60%	52.70%	52.70%	50.30%	50.30%
Expected dividend yield	0%	0%	0%	0%	0%	0%
Fair value of options	92.54p	71.0p	83.45p	60.0p	95.2p	68.0p

	06 November 2024	
	EPS (50%)	Relative TSR (50%)
Number of options granted	1,003,196	1,003,196
Share price at grant date	93.0p	93.0p
Exercise price	0.50p	0.50p
Option life in years	10 years	10 years
Risk-free rate	4.29%	4.29%
Expected volatility	44.50%	44.50%
Expected dividend yield	0%	0%
Fair value of options	92.56p	58.0p

	19 December 2017	24 October 2018	14 December 2020	15 December 2021	12 April 2022
Number of options granted	1,375,000	2,305,000	535,920	567,300	91,127
Share price at grant date	85.95p	77.5p	148.0p	181.0p	86.4p
Exercise price	0.50p	0.50p	147.5p	181.2p	0.50p
Option life in years	10 years	10 years	10 years	10 years	5 years
Risk-free rate	1.33%	1.23%	(0.01)%	0.54%	1.65%
Expected volatility	30.0%	30.0%	34.3%	35.5%	53.2%
Expected dividend yield	1%	1%	0.56%	0.46%	1%
Fair value of options	65.3p	52.7p	47.0p	62.0p	80.5p

	14 April 2022	22 December 2022	12 April 2023	21 March 2024	21 May 2024
Number of options granted	1,367,547	35,149	85,264	1,957,821	10,527
Share price at grant date	90.0p	83.9p	91.8p	87.3p	96.9p
Exercise price	86.5p	85.35p	0.50p	87.6p	97.5p
Option life in years	10 years	5 years	5 years	5 years	10 years
Risk-free rate	1.68%	3.55%	3.40%	3.78%	4.04%
Expected volatility	50.3%	60.7%	58.3%	57.9%	56.6%
Expected dividend yield	0.96%	1.03%	1.07%	1.15%	1.03%
Fair value of options	42.0p	46.56p	85.25p	46.8p	52.0p

Expected volatility was determined by calculating the historical volatility of the Group's share price over a 3-year/6.5-year period prior to the date of grant. The expected life used in the model is based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The share options granted from 2018 onwards were made following the approval of the LTIP scheme at the AGM on 19 December 2017 and the end-to-end awards that were granted to key personnel.

30. Group and Company reconciliation of profit before corporation tax to cash generated from operations

	Group		Company	
	30.06.25 £'000	30.06.24 £'000	30.06.25 £'000	30.06.24 £'000
Current:				
Profit/(loss) before tax from all operations	15,089	13,183	3,205	(1,815)
Amortisation	10,480	9,142	1	–
Depreciation	839	985	6	4
Finance lease non-cash movement	67	265	–	–
Loss on disposal of fixed assets	33	–	–	–
Share-based payments	702	1,197	–	–
Finance income	(1,652)	(1,351)	–	–
Impairment on investment	–	–	329	970
R&D tax credit	(736)	–	–	–
Finance expense	133	88	–	–
	24,955	23,509	3,541	(841)
Decrease/(increase) in trade receivables	691	(1,941)	(3,129)	4,088
Increase/(decrease) in trade payables	2,361	1,644	2,654	18,970
Cash generated from operations	28,007	23,212	3,066	22,217

Notes to the consolidated financial statements CONTINUED

FOR THE YEAR ENDED 30 JUNE 2025

31. Group cash and cash equivalents

The amounts disclosed in the statement of cash flow in respect of cash and cash equivalents are in respect of these statements of financial position amounts:

	Group £'000	Company £'000
As at 1 July 2023	52,676	396
As at 30 June 2024	42,160	724
As at 30 June 2025	36,211	372

32. Adjusted profit before tax

	Notes	30.06.25 £'000	30.06.24 £'000
Profit before income tax		15,089	13,183
Amortisation of acquired intangibles	13	1,786	1,462
Professional costs in relation to the acquisition	5	750	389
Other exceptional costs	5	713	584
Share-based payments	29	702	1,219
Adjusted profit before income tax		19,040	16,837
Amortisation charge*		8,424	7,680
Depreciation charge*		839	1,027
Finance income	6	(1,652)	(1,351)
Finance costs	6	133	88
Adjusted EBITDA		26,784	24,281

* Both amortisation of intangibles and depreciation charge will not agree to the relevant notes as these numbers include amounts in cost of sales but exclude amounts capitalised as development expenditure and amounts included in exceptional costs.

33. Project development

During the year the Group incurred £10,318,000 (2024: £9,690,000) in development investments. All resources utilised in development have been capitalised as outlined in the accounting policy governing this area. See note 13.

34. Events after the end of the reporting period

There are no events after the end of the reporting period which impact the Group's and Company's financial statements.

Company information

FOR THE YEAR ENDED 30 JUNE 2025

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J Conoley
A Gurney (resigned 30 April 2025)
B Huard
T Mullan (appointed 30 April 2025)
M Patel
E Richards

Company Secretary:

G Kasparian

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Registered number:

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Joint broker:

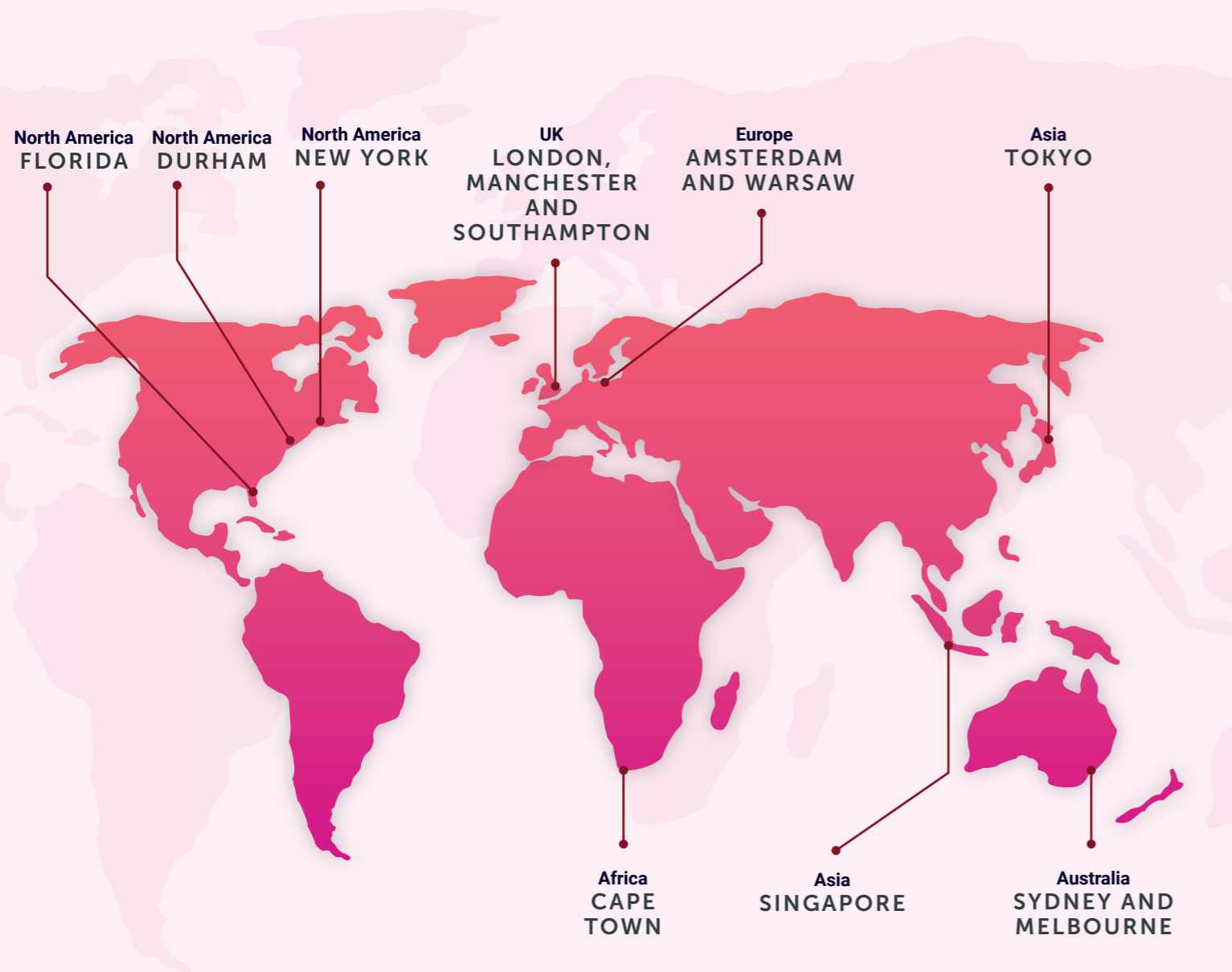
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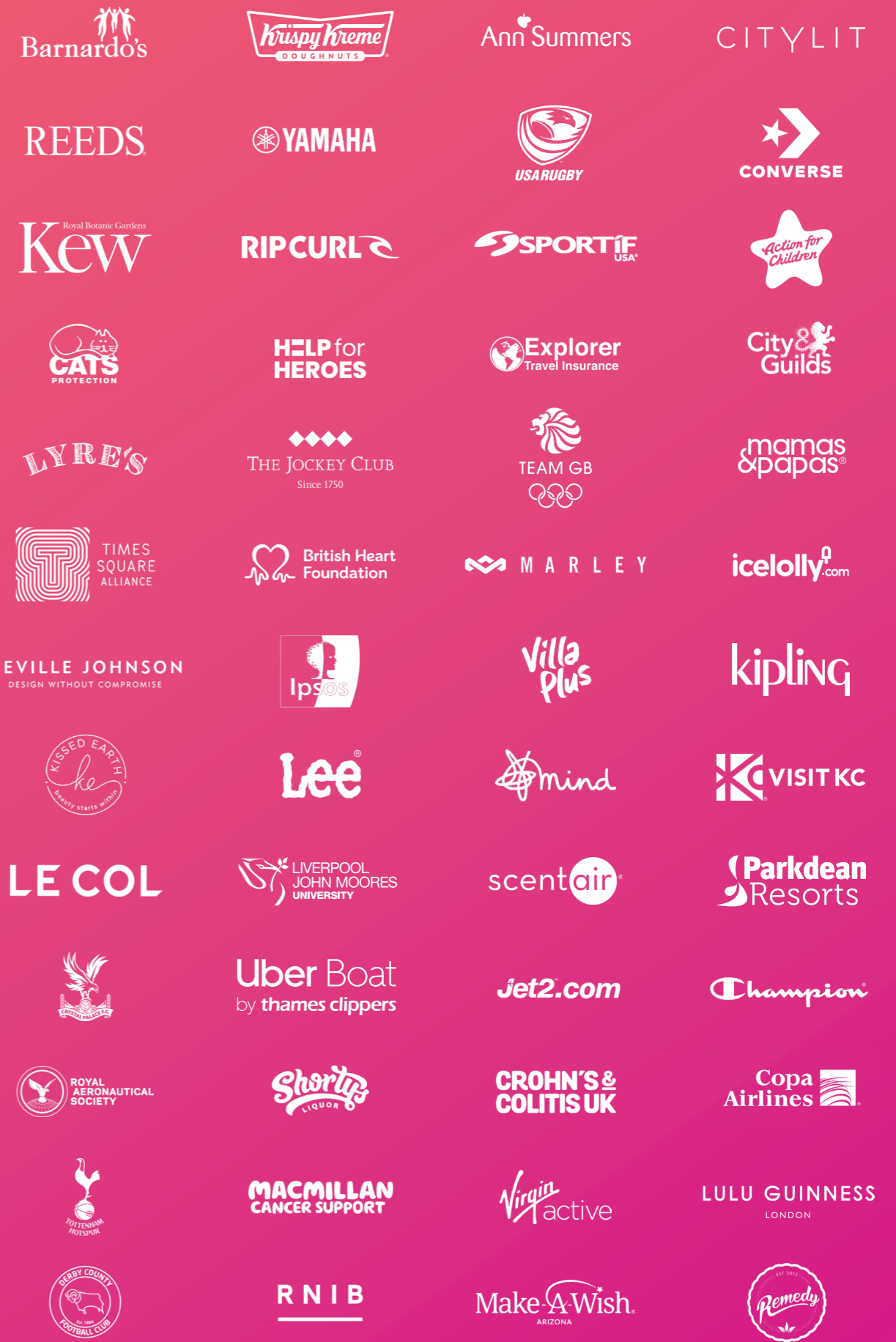
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Our global presence



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