

**Company registration number: 05696250**

**Reward Gateway (UK) Ltd  
Annual Report and Financial Statements  
For the Year Ended 31 December 2024**

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## Reward Gateway (UK) Ltd

### Company Information

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<b>Directors</b>	N Burns A Erulin J Tanguy (resigned 31 March 2025)
<b>Company secretary</b>	Squire Patton Boggs Secretarial Services Limited
<b>Registered number</b>	05696250
<b>Registered office</b>	Third Floor 1 Dean Street London England W1D 3RB
<b>Independent auditors</b>	Deloitte LLP Statutory Auditor 110 Queen Street Glasgow G1 3BX
<b>Solicitors</b>	Squire Patton Boggs 60 London Wall London EC2M 5TQ

# Reward Gateway (UK) Ltd

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# Reward Gateway (UK) Ltd

## Strategic Report For the Year Ended 31 December 2024

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### Introduction

The directors present the Strategic Report for the year ended 31 December 2024, which represents the 12 months from 1 January 2024 to 31 December 2024. The comparative period was an 18 month period running from 1 July 2022 to 31 December 2023.

### Principal activities

Reward Gateway (UK) Limited (the "company" is an indirect subsidiary of the ERG Holdco Limited (the "Group"), which is a leading global player in the employee engagement technology sector. Markets covered include the UK, USA and Australia, trading under the name Reward Gateway. The Company develops software platforms called SmartHub, for a worldwide client base to allow employers to better connect their organisations to their employees.

The principal activity of the Company in the period under review was the provision of employee engagement technology through its software platform to its customers primarily in the UK and Ireland.

### Business review

Software as a Service ("SaaS") and fee revenue has been shown separately from the resale of vouchers in Note 4 to assist in understanding its constituent parts. The total SaaS and fee revenue for the period was £156.4m (2023: £133.4m) and voucher resale revenue was £22.9m (2023: £40.0m). These figures represent 12 months of trading results (2023: 18 months).

Reward Gateway (UK) Limited also continued to improve its partnership with its retailers to connect via API (digital connection with retailers) to its platform, this meant that there was a higher proportion of voucher resale revenue recognised on an agency basis.

The Company achieved gross profit of £95.1m (2023: £83.3m) and profit after taxation of £17.28m (2023: £9.78m). Reward Gateway's cash position as of 31 December 2024 was £108.3m (2023: £18.3m) which is a result of growth in its customer base, fee revenues and voucher resale. The profit in the period would have been £18.9m (2023: £32.3m) had it not been for exceptional one off costs incurred in the period of £1.6m (2023: £20.8m) relating to the restructuring costs explained in Note 6. Between 31 December 2023 to 31 December 2024, net assets increased from £68.1m to £145.7m as a result of the net profit, share issue of £106.2m and dividends paid of £45.8m.

The Company's net current (liabilities)/assets decreased by £85.1m from a net current asset position of £55.9m. This change is primarily attributable to the transfer of an additional creditor balance of £107.1m from Edenred UK following the acquisition of Childcare Voucher Ltd, resulting in a closing net current liability position of £29.3m. This increase was partially offset by the capitalisation of a £14.9m creditor balance with RG Engagement 2 Ltd through a debt-for-equity swap, executed in November 2024 as part of the entity simplification initiative.

As part of the asset transfer from Edenred UK, the freehold of Edenred UK's London Office was transferred to Reward Gateway UK at market value of £9.8m. During 2024, management determined that the property was no longer suitable for the combined Edenred and Reward Gateway UK teams. Consequently, the decision was made to sell the freehold. The sale was completed in early December 2024 for £9.8m, reflecting its fair value at the time of transfer.

On 16 May 2023, Edenred SE, a public listed company in France acquired ERG Holdco Limited from Abris Partners and Castik Capital. As part of the integration, on 1 January 2024, the Company acquired the trade and assets of Edenred (UK Group) Limited. This transaction has been treated as a business combination, the details of which are disclosed in note 29.

# Reward Gateway (UK) Ltd

## Strategic Report (continued) For the Year Ended 31 December 2024

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### Financial key performance indicators

- SaaS and fee revenue £156.4m vs £133.5m in the 18 months to December 2023.
- Voucher resale gross profit £22.9m vs £40.1m in the 18 months to December 2023.
- Adjusted operating profit\* £26.5m, compared to £32.6m in the 18 months to December 2023.
- Cash held at year end £118.4m vs £18.3m at December 2023

\*Adjusted operating profit is calculated as statutory operating profit excluding exceptional items.

### Section 172(1) statement

The Directors are aware of their duty under s.172 of the Companies Act 2006 to act in the way which they consider, in good faith, would be most likely to promote the success of the Group and Company for the benefit of members as a whole. The Board considers that the Group's key stakeholders are its shareholders, employees, customers, suppliers, key partners and the environment. The Directors have fulfilled their obligations in conjunction with the Group's "Executive Leadership team" giving regard (amongst other matters) to:

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

The following paragraphs summarise how the Directors have fulfilled these duties during the period to 31 December 2024.

### Governance and reporting

Since joining the Edenred Group, Reward Gateway has been introduced to the compliance and governance procedures maintained by the French public listed group. This includes comprehensive monthly and quarterly financial reporting packs on the performance of the business alongside commentary. Meetings are held with the Directors and dedicated FP&A teams in Paris to discuss in detail by its geographical operations in the United Kingdom, Australia and United States.

Managing Directors have now been put in place across these three geographical regions, with key management to support and drive growth in their respective regions for roles in HR, Marketing and Finance. To strengthen and support these regions, key positions have also been filled to set up the infrastructure and processes from a global perspective on legal matters, data privacy, information security, Corporate Social responsibility, taxation and other general compliance.

### Employee engagement, culture and environment

The Directors recognise the critical importance of its employees and culture as the heart of its ability to deliver innovative solutions that ensure client success. The founding mission of "Let's make the world a better place to work" remains important in the development of the Company's employees and culture. In 2024, Reward Gateway also introduced the first "Chief Appreciation Officer" as part of its strategy to renew the Company's vision to use the "Power of Appreciation".

Reward Gateway uses its own communication product to keep employees informed. There is a monthly CEO video update ('Vlog') where company updates and news is shared, and includes other Executive Leadership team members. Written weekly and ad hoc articles are also used to communicate within Reward Gateway. The Group's values are embedded into employee communications and are well understood by its employees. In addition, annual and half yearly employee conferences are held which, amongst other things, updates employees on the company financial and sales performance, strategy, product enhancements, People strategy and community initiatives.

## Reward Gateway (UK) Ltd

### Strategic Report (continued) For the Year Ended 31 December 2024

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Employees are encouraged to get involved in external community activities by granting employees three additional days leave a year to participate and an additional day is given for participation to allow employees to attend an event or support an occasion which enhances equality or social justice.

The Group also promotes the discussion and understanding of issues that impact its employees and the wider community through employee run forums, articles on its communications platform and discussion on the communication tool "Slack" or "Teams". Diversity and mental health have been two of the areas that have been part of these activities.

#### Principal risks and uncertainties

The main financial risks arising from the Group's financial instruments are liquidity risk, credit risk, and currency risk. The Directors review and agree policies for managing each of these risks and they are summarised in the Directors' Report on pages 6 to 9. The other risks to the Group are detailed below:

#### Energy and carbon reporting

The Company has taken advantage of the exemption in Part 7A of schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 from the carbon reporting disclosure as it is a subsidiary undertaking and is included in the consolidated financial statements of ERG Holdco Limited. Copies of the consolidated financial statements of ERG Holdco Limited can be obtained from Third Floor, 1 Dean Street, London, England, W1D 3RB.

#### Business relationships


Ensuring that it delivers innovative solutions to achieve success for its customers requires a high level of engagement and partnership throughout a product's life cycle. This is achieved through working in conjunction with its clients, retail partners and benefit providers. A Chief Merchant Officer was appointed at the end of 2023, as well localised and experienced retail leaders in each region to set out strategy with Reward Gateway's retailer and merchant partnerships.

#### Principal decisions

Being a part of a large multinational group of companies, the company adheres to policies and procedures, which are often set by the ultimate parent company. Where such principal decisions are made, they are made within the context of the group strategy.

In 2024, Reward Gateway UK Ltd acquired the trade and assets of Edenred UK on the 1st January 2024 and then underwent restructuring process during the year. The Reward Gateway UK Ltd also declared a dividend £45,808,782 (refer to note 15). Where such principal decisions are made, they are made within the context of the group strategy.

This report was approved by the board on 19 September 2025 and signed on its behalf.

DocuSigned by:  
  
N Burns 99A544C1  
Director

# Reward Gateway (UK) Ltd

## Directors' Report

### For the Year Ended 31 December 2024

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The directors present their report and the financial statements for the year ended 31 December 2024.

#### Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 of the profit or loss of the Company 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 applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Results and dividends

The profit for the year, after taxation, amounted to £17,878,249 (2023: £9,782,264).

A dividend of £45,808,782 was paid for the period to 31 December 2024 (2023: £nil).

#### Directors

The directors who served during the year were:

N Burns  
A Erulin  
J Tanguy (resigned 31 March 2025)

#### Future developments

The Company is well placed to continue to develop according to its business plan enjoying a broad spread of clients across many sectors, with the majority on long-term contracts. The Company will continue to focus on migrating and integrating its operations with Edenred (UK Group) Limited.

The Directors are confident that the Company's forecasts are achievable. The board is confident of the Company's outlook for 2025.

## Reward Gateway (UK) Ltd

### Directors' Report (continued)

For the Year Ended 31 December 2024

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#### Qualifying third party indemnity provisions

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the period and is currently in force. The Company also purchased and maintained throughout the financial period Directors' and Officers' liability insurance in respect of itself and its Directors.

#### Going concern

The financial statements have been prepared on a going concern basis on the assumption that the Company will continue in operational existence for the foreseeable future, being at least 12 months from the date of approval of these financial statements. The Company made a profit after taxation of £17,878,250 for the year ended 31 December 2024 (18 months to December 2023: £9,782,264) and the Balance Sheet shows net assets of £146,309,843 (2023: £68,145,814) as at 31 December 2024. The Company reports net current liabilities of £29,253,340 (2023 net current assets: £55,863,954) as a result of intercompany borrowings used to finance the acquisition of the trade and assets of Edenred (UK Group) Ltd during the year. The Group remains able to support the Company.

The Directors have prepared detailed cash flow forecasts which are based on their current expectations of trading prospects. The forecasts have been prepared for a period of more than one year from signing the financial statements and the Directors are confident that the Company will not be in breach of its covenants and will be able to meet its liabilities as they fall due. The Directors have also carried out sensitivities and "reverse stress test" on its forecasts and are satisfied with the results.

#### Financial risk management

The main risks arising from the Company's financial instruments are liquidity risk, credit risk, currency risk and interest rate risk. The Board reviews and agrees to policies for managing each of these risks. The policies on treasury and financial risks are summarised in note 26 to the financial statements.

#### Liquidity risk

The Company's principal financial assets are bank balances and trade and other receivables. The Company seeks to manage liquidity risk by regular cash forecasting. At 31 December 2024, the Company had access to a cash-pooling facility within the financial period which can be utilised to address short term cash requirements. The Company's funding strategy is to ensure a mix of funding sources offering flexibility and cost effectiveness to match the requirements of the Company.

#### Credit risk

The principal credit risk arises from trade debtors. For the provision of employee benefit services, credit risk is mitigated by adopting a policy of requesting fees at the start of contracts. For the remainder, the Company manages credit risk by setting and reviewing credit limits on a regular basis in conjunction with debt ageing and collection history.

#### Currency risk

The Company is exposed to currency risk on purchases and trade receivables that are denominated in a currency other than the respective functional currencies of the Company or its subsidiary.

The bulk of the Company's trading is done in GBP. The Company's branch incurs costs in Bulgarian Lev. The Company is therefore subject to a potential foreign exchange risk resulting from movements in the BGN/GBP exchange rates, however to date this has not had a material impact on the financial statements.

#### Interest rate risk

The Group does not have external debt and therefore is not subject to Interest rate risk externally. Transfer Pricing arrangements are being considered as part of funding from its parent company, but these are not likely to be impacted by Interest rate fluctuations.

## Reward Gateway (UK) Ltd

### Directors' Report (continued)

For the Year Ended 31 December 2024

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#### Overseas branches

In 2015, a branch office, Reward Gateway (UK) Ltd – Branch, was set up in Plovdiv, Bulgaria as a branch of Reward Gateway (UK) Ltd. The branch was established to service operational and administrative functions to the Company and has continued to do so in the current period.

#### Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

#### Post balance sheet events

In March 2025, Reward Gateway UK acquired the intellectual property rights to the software known as "MoveSpring" from Reward Gateway US for £4,862,267 (equivalent to \$6,300,000). MoveSpring is a comprehensive corporate wellness platform designed to promote employee health and well-being, offering functionality that complements the existing SmartHub asset with RGUK. The acquisition aligns with the company's strategic focus on enhancing its employee engagement and wellness offerings.

#### Auditors

The auditors, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 19 September 2025 and signed on its behalf.

DocuSigned by:

*Nick Burns*

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N Burns  
Director

## Reward Gateway (UK) Ltd

### Independent Auditors' Report to the Members of Reward Gateway (UK) Ltd

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#### Opinion

In our opinion the financial statements of Reward Gateway (UK) Ltd (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of profit and loss and other comprehensive income;
- the statement of financial position;
- the statement of changes in equity;
- the material accounting policy information; and
- the related notes 1 to 32.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework".

#### 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 Auditors' responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC') Ethical Standard 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.

#### 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.

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 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.

## **Reward Gateway (UK) Ltd**

### **Independent Auditors' Report to the Members of Reward Gateway (UK) Ltd (continued)**

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#### **Other information**

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Responsibilities of directors**

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

In preparing the financial statements, the directors are responsible for assessing the 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 company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## Reward Gateway (UK) Ltd

### Independent Auditors' Report to the Members of Reward Gateway (UK) Ltd (continued)

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#### Extent to which 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.*

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists such as valuations, pensions, and IT specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following area, and our procedures performed to address it are described below:

- Revenue recognised in certain retail revenue streams as a result of commission earned, cashback bonuses received from affiliate networks or supplier rebates involves an element of manual calculation, which places reliance on the volume of sales actually made. Therefore, this leads to an increased risk of management manipulation and capacity for error in the completeness or accuracy of the revenue amounts recognised. To address this risk, we have reviewed the manual calculations prepared by management and challenged the assumptions made, and tested the design and implementation of key controls within the revenue process.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

- In addition to the above, our procedures to respond to the risks identified included the following:
  - reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
  - performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
  - enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
  - reading minutes of meetings of those charged with governance.

## Reward Gateway (UK) Ltd

### Independent Auditors' Report to the Members of Reward Gateway (UK) Ltd (continued)

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#### Report on other legal and regulatory requirements

Opinions on other matters prescribed by 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 financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

#### Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

#### 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 so that we might state to the Company's members those matters we are required to state to them in an Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Paul Hazelton, CA (Senior Statutory Auditor)

for and on behalf of  
Deloitte LLP  
Statutory Auditor

Glasgow, United Kingdom  
Date: 19 September 2025

## Reward Gateway (UK) Ltd

### Statement of Comprehensive Income For the Year Ended 31 December 2024

		31 December 2024 £	18 months ended 31 December 2023 £
	Note		
Turnover	4	179,305,160	173,555,391
Cost of sales		(83,622,222)	(90,219,427)
<b>Gross profit</b>		<b>95,682,938</b>	<b>83,335,964</b>
Administrative expenses		(69,343,343)	(50,782,198)
Exceptional administrative expenses	6	(1,646,201)	(20,805,075)
Other operating income		184,508	-
<b>Operating profit</b>	<b>9</b>	<b>24,877,902</b>	<b>11,748,691</b>
Interest receivable and similar income	11	793,259	2,890,146
Interest payable and similar expenses	12	(1,783,507)	(706,770)
Other finance income	13	206,000	-
<b>Profit before tax</b>		<b>24,093,654</b>	<b>13,932,067</b>
Tax on profit	14	(6,215,405)	(4,149,803)
<b>Profit for the financial year</b>		<b>17,878,249</b>	<b>9,782,264</b>
<b>Other comprehensive income:</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Foreign currency translation differences		(74,603)	7,076
Net remeasurement loss on retirement benefit obligations		(71,000)	-
		<b>(145,603)</b>	<b>7,076</b>
<b>Total comprehensive income for the year/period</b>		<b>17,732,646</b>	<b>9,789,340</b>

The notes on pages 15 to 45 form part of these financial statements.

**Reward Gateway (UK) Ltd**  
**Registered number:05696250**  
**Statement of Financial Position**  
**As at 31 December 2024**

	Note	2024 £	2023 £
<b>Fixed assets</b>			
Goodwill	18	107,168,385	-
Other intangible assets	16	59,871,328	12,353,377
Tangible assets	17	4,417,345	1,089,911
Investments	19	3,288,119	-
		<u>174,745,177</u>	<u>13,443,288</u>
<b>Current assets</b>			
Stocks	20	1,297,890	1,246,870
Debtors: amounts falling due within one year	21	102,966,561	185,465,588
Cash at bank and in hand		118,447,835	18,322,857
		<u>222,712,286</u>	<u>205,035,315</u>
Creditors: amounts falling due within one year	22	(251,965,627)	(149,171,361)
		<u>(29,253,341)</u>	<u>55,863,954</u>
<b>Net current (liabilities)/assets</b>		<u>145,491,836</u>	<u>69,307,242</u>
<b>Total assets less current liabilities</b>		<u>145,491,836</u>	<u>69,307,242</u>
Creditors: amounts falling due after more than one year	23	(1,989,668)	(228,869)
		<u>143,502,168</u>	<u>69,078,373</u>
<b>Provisions for liabilities</b>			
Deferred taxation	24	(938,326)	(932,559)
		<u>(938,326)</u>	<u>(932,559)</u>
Pension surplus	27	3,746,000	-
<b>Net assets</b>		<u>146,309,842</u>	<u>68,145,814</u>
<b>Capital and reserves</b>			
Called up share capital	25	1,206	1,206
Share premium account	26	106,250,242	10,078
Capital contribution reserve	26	4,622,889	4,622,889
Foreign exchange reserve	26	272,386	346,989
Profit and loss account	26	35,163,119	63,164,652
		<u>146,309,842</u>	<u>68,145,814</u>

**Reward Gateway (UK) Ltd**  
**Registered number:05696250**  
**Statement of Financial Position (continued)**  
**As at 31 December 2024**

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The financial statements were approved and authorised for issue by the board and were signed on its behalf on 19 September 2025.

DocuSigned by:  
*Nick Burns*  
6C747D699A544C1

**N Burns**  
Director

The notes on pages 15 to 45 form part of these financial statements.

## Reward Gateway (UK) Ltd

### Statement of Changes in Equity For the Year Ended 31 December 2024

	Called up share capital £	Share premium account £	Capital contribution reserve £	Foreign exchange reserve £	Profit and loss account £	Total equity £
<b>At 1 July 2022</b>	1,206	10,078	4,622,889	339,913	53,382,388	58,356,474
<b>Comprehensive income for the period</b>						
Profit for the period	-	-	-	-	9,782,264	9,782,264
Currency translation differences	-	-	-	7,076	-	7,076
<b>Total comprehensive income for the period</b>	-	-	-	7,076	9,782,264	9,789,340
<b>At 1 January 2024</b>	1,206	10,078	4,622,889	346,989	63,164,652	68,145,814
<b>Comprehensive income for the year</b>						
Profit for the year	-	-	-	-	17,878,249	17,878,249
Currency translation differences	-	-	-	(74,603)	-	(74,603)
Net remeasurement loss on retirement benefit obligations (note 27)	-	-	-	-	(71,000)	(71,000)
<b>Other comprehensive income for the year</b>	-	-	-	(74,603)	(71,000)	(145,603)
<b>Total comprehensive income for the year</b>	-	-	-	(74,603)	17,807,249	17,732,646
<b>Contributions by and distributions to owners</b>						
Dividends: Equity capital (note 15)	-	-	-	-	(45,808,782)	(45,808,782)
Shares issued during the year (note 25)	-	106,240,164	-	-	-	106,240,164
<b>Total transactions with owners</b>	-	106,240,164	-	-	(45,808,782)	60,431,382
<b>At 31 December 2024</b>	1,206	106,250,242	4,622,889	272,386	35,163,119	146,309,842

The notes on pages 15 to 45 form part of these financial statements.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

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#### 1. General information

Reward Gateway (UK) Limited is a private company limited by shares registered in England and Wales incorporated in the United Kingdom under the Companies Act 2006 (Company Registration No.05696250). The address of the registered office is Third Floor, 1 Dean Street, London, England, W1D 3RB. The nature of the company's operations and its principal activities are set out in the Strategic Report on page 1.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

##### 2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
  - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

This information is included in the consolidated financial statements of ERG Holdco as at 31 December 2024 and these financial statements may be obtained from Companies House.

##### 2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

# Reward Gateway (UK) Ltd

## Notes to the Financial Statements

### For the Year Ended 31 December 2024

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#### 2. Accounting policies (continued)

##### 2.4 Going concern

The financial statements have been prepared on a going concern basis on the assumption that the Company will continue in operational existence for the foreseeable future, being at least 12 months from the date of approval of these financial statements. The Company made a profit after taxation of £17,878,250 for the year ended 31 December 2024 (18 months to December 2023: £9,782,264) and the Balance Sheet shows net assets of £146,309,843 (2023: £68,145,814) as at 31 December 2024. The Company reports net current liabilities of £29,253,340 (2023 net current assets: £55,863,954) as a result of intercompany borrowings used to finance the acquisition of the trade and assets of Edenred (UK Group) Ltd during the year. The Group remains able to support the Company.

The Directors have prepared detailed cash flow forecasts which are based on their current expectations of trading prospects. The forecasts have been prepared for a period of more than one year from signing the financial statements and the Directors are confident that the Company will not be in breach of its covenants and will be able to meet its liabilities as they fall due. The Directors have also carried out sensitivities and "reverse stress test" on its forecasts and are satisfied with the results.

##### 2.5 Revenue

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts and sales related taxes.

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

Turnover from the provision of Software as a service ("SaaS") and fee revenue is recognised equally over the period the services are delivered to the client.

Turnover from the resale of discounted vouchers is recognised in the period which the vouchers have been dispatched to the customer as follows:

- Where the Company purchases vouchers in advance of a customer order revenue is recognised at the purchase price paid by the customer and the cost is recognised in cost of sales for the purchase of the voucher.
- Where the Company has an order from a customer and fulfils the voucher by instantaneously purchasing the voucher from a third-party and transferring it to the customer the profit margin generated on these transactions is recognised within revenue.

##### 1) Agent v principal determination

The majority of volume in the gross transactional value generated by the Company is from the provision of discounted vouchers. This type of transaction is distinct from the Company's core business revenue generated from customer contracts.

The Company has a mixture of relationships with retailers and third-party service providers, depending on the voucher offering. Some offerings require purchasing advanced stock, both physical and electronic. Other offerings require prepayment of credit and some other offerings are delivered by a third-party.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

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## 2. Accounting policies (continued)

### 2.5 Revenue (continued)

The Directors of the Company considered each type of voucher offering and determined that the Company acts as Principal to the resale of vouchers where the Company are required to purchase advanced stock. This is on the basis that the Company are exposed to the Inventory Risk for these vouchers and can determine the price that the voucher is resold to its members. These factors result in the Company having an element of 'control' over the transaction and therefore is Principal to the arrangement.

#### 2) Recognition of costs to obtain

The incremental costs of obtaining a contract, such as sales commission, are recognised over the period of the contract which was obtained. As such, sales commission has been recognised as an asset and will be amortised over the life of the contract period.

### 2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

### 2.7 Other intangible assets

#### Software licences

Intangible assets such as software licences are recognised on business combinations if they are separately identifiable from the acquired entity or give rise to other contractual or legal rights. Identifiable assets are recognised at their fair value at the acquisition date. The identified intangibles are amortised over the useful economic life of the asset.

#### Development costs

Expenditure on the research phase of an internal project is recognised as an expense in the period in which it is incurred. Development costs incurred on specific projects are capitalised when all the following conditions are satisfied.

- Completion of the asset is technically feasible so that it will be available for use or sale;
- The Company intends to complete the asset and use or sell it;
- The Company has the ability to use or sell the asset, and the asset will generate probable future economic benefits (over and above cost);
- There are adequate technical, financial and other resources to complete the development and to use or sell the asset; and
- The expenditure attributable to the asset during its development can be measured reliably.

Development costs not meeting the criteria for capitalisation are expensed as incurred. The cost of an internally generated asset comprises all directly attributable costs necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. Directly attributable costs include employee (other than Director) costs incurred.

Judgement by the Directors is applied when deciding whether the recognition requirements for development costs have been met. Judgements are based on the information available at the time when costs incurred. In addition, all internal activities related to the research and development of new projects are continuously monitored by the Directors.

#### Impairment of intangible assets

Assets that are subject to amortisation are reviewed for impairment whenever 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).

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

## 2. Accounting policies (continued)

### 2.7 Other intangible assets (continued)

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. The Company has not reviewed the intangible assets for impairment in the current period because the assets have been included at their revalued amounts subsequent to an independent valuation carried out during the period.

#### Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Development expenditure	-	5	years straight line
Other intangible fixed assets	-	5	years straight line

### 2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Long-term leasehold property	-		
Fixtures and fittings	-	3	years straight line
Office equipment	-	3	years straight line
Computer equipment	-	3	years straight line
Right of use assets	-		straight line over the length of the lease

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

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## 2. Accounting policies (continued)

### 2.8 Tangible fixed assets (continued)

#### Impairment of fixed assets

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

### 2.9 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

### 2.10 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

### 2.11 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

### 2.12 Financial instruments

The Company, only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

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#### 2. Accounting policies (continued)

discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### 2.13 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.14 Foreign currency translation

##### Functional and presentation currency

The Company's functional and presentational currency is GBP.

##### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

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## 2. Accounting policies (continued)

### 2.15 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

### 2.16 Called up share capital

Share capital represents the nominal value of shares that have been issued.

Share premium includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

### 2.17 Operating leases

At inception of an assessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease and non-lease component based on their relative stand-alone prices. However, for leases of properties, the Company has elected not to separate non-lease components and will instead account for the lease and non-lease component as a single lease component. The Company's leases relate to properties. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Property leases will often include extension and termination options, open market rent reviews, and uplifts.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the individual lessee company's incremental borrowing rate taking into account the duration of the lease.

The lease liability is subsequently measured at amortised cost using the effective interest method, with the finance cost charged to profit or loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability. It is remeasured when there is a change in future lease payments arising from a change in index or rate, or if the Company changes its assessment of whether it will exercise an extension or termination option. The lease liability is recalculated using a revised discount rate if the lease term changes as a result of a modification or re-assessment of an extension or termination option.

The right-of-use is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any lease incentives received. The right-of-use asset is typically depreciated on a straight-line basis over the lease terms. In addition, the right-of-use asset may be adjusted for certain remeasurements of the lease liability, such as indexation and market rent review uplifts. The asset's residual value and useful lives are reviewed, and adjusted if required, at each balance sheet date. The Company has elected not to recognise the right-of-use assets and lease liabilities for short-term leases that have a term of 12 months or less, lease payments associated with these leases are expensed on a straight-line basis over the lease term.

### 2.18 Pensions

#### Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

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## 2. Accounting policies (continued)

### 2.18 Pensions (continued)

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

#### Defined benefit pension plan

The Company operates a defined benefit plan for certain employees. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including but not limited to age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the Statement of Financial Position in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the reporting date less the fair value of plan assets at the reporting date (if any) out of which the obligations are to be settled.

The defined benefit obligation is calculated using the projected unit credit method. Annually the company engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating to the estimated period of the future payments ('discount rate').

The fair value of plan assets is measured in accordance with the IFRS fair value hierarchy and in accordance with the Company's policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as 'Remeasurement of net defined benefit liability'.

The cost of the defined benefit plan, recognised in profit or loss as employee costs, except where included in the cost of an asset, comprises:

- a) the increase in net pension benefit liability arising from employee service during the period; and
- b) the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as a 'finance expense'.

### 2.19 Current and deferred taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

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#### 2. Accounting policies (continued)

##### 2.19 Current and deferred taxation (continued)

*Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.*

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the company is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

##### 2.20 Exceptional items

Exceptional items, as disclosed on the face of the Statement of Comprehensive Income, are items which due to their materiality and non-recurring nature have been classified separately in order to draw them to the attention of the reader of the financial statements and to highlight the impact of exceptional items on the results of the Company.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

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## 2. Accounting policies (continued)

### 2.21 Goodwill

Goodwill represents the excess of the cost of a business combination over the total acquisition date fair value of the identifiable assets, liabilities and contingent liabilities acquired.

Cost comprises the fair value of assets given, liabilities assumed and equity instruments issued.

When a business combination agreement provides for an adjustment to the cost of the combination which is contingent on future events, the company includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably. However, if the potential adjustment is not recognised at the acquisition date but subsequently becomes probable and can be measured reliably, the additional consideration shall be treated as an adjustment to the cost of the combination. Changes in the estimated value of contingent consideration arising on business combinations completed as a consequence result in a change in the carrying value of the related goodwill.

Goodwill is capitalised as an intangible asset and is not amortised. Instead it is reviewed annually for impairment with any impairment in carrying value being charged to profit or loss. The Companies Act 2006 requires acquired goodwill to be reduced by provisions for depreciation calculated to write off the amount systematically over a period chosen by the directors, not exceeding its useful economic life. It has been deemed, however, the non-amortisation of goodwill is a departure, for the overriding purpose of giving a true and fair view. The effect of this departure has not been quantified because it is impracticable and, in the opinion of the directors, would be misleading.

### 2.22 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

### 2.23 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Company shares, whose market value can be reliably determined, are remeasured to market value at each reporting date. Gains and losses on remeasurement are recognised in the Statement of Comprehensive Income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

Investments in listed company shares are remeasured to market value at each reporting date. Gains and losses on remeasurement are recognised in profit or loss for the period.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

For the Year Ended 31 December 2024

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#### 2. Accounting policies (continued)

##### 2.24 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

#### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements under IFRS requires the Group to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and assumptions which have a risk of causing a material adjustment to the carrying amount of assets and liabilities are discussed below.

##### Judgements

###### *Intangible assets and impairment*

The Group recognises the intangible assets acquired as part of business-combinations at fair value at the date of acquisition. The determination of these fair values is determined by experts engaged by management and based upon management's and the Director's judgement and includes assumptions on the timing and amount of future incremental cash flows generated by the assets and selection of an appropriate discount rate. Furthermore, management must estimate the expected useful lives of intangible assets and amortisation on these assets accordingly. At the reporting date, no impairments to other intangible assets were recognised in the period.

###### *Development costs*

Development costs incurred on specific projects are capitalised when certain conditions are satisfied. Careful judgement by the Directors has been applied when deciding whether the recognition requirements for development costs are met i.e whether there is a future economic benefit arising from the design, testing and development work performed. Judgements are based on the information available at the time of incurring the costs, see note 16 for further details of development costs capitalised in the period.

##### Key sources of estimation uncertainty

As part of the acquisition of the trade and assets of Edenred (UK Group) Ltd (which is further disclosed in note 29), the Company acquired a defined benefit pension scheme. For defined benefit pension schemes, obligations are measured at discounted present value while plan assets are measured at fair value. Because of changing market and economic conditions, the actual expenses and liabilities arising in the future may materially differ from the estimates made on the basis of actuarial assumptions. Further details can be found in note 27.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 4. Turnover

An analysis of turnover by class of business is as follows:

	<b>31 December 2024 £</b>	<i>18 months ended 31 December 2023 £</i>
SaaS and fee revenue	<b>156,435,196</b>	<i>133,462,204</i>
Voucher resale	<b>22,869,964</b>	<i>40,093,187</i>
	<b><u>179,305,160</u></b>	<i><u>173,555,391</u></i>

Analysis of turnover by country of destination:

	<b>31 December 2024 £</b>	<i>18 months ended 31 December 2023 £</i>
United Kingdom	<b>179,305,160</b>	<i>173,555,391</i>
	<b><u>179,305,160</u></b>	<i><u>173,555,391</u></i>

#### *Gross transactional value*

Gross transactional value represents the provision of core business revenue generated from customer contracts, the provision of discounted vouchers, cash back transactions and salary sacrifice transactions. The metric is an indication of all activity which has been billed by the Company to its clients and vouchers resold through the Company. Gross transactional value from the sale of goods and vouchers is recognised at the net value when significant risks and rewards of ownership of the goods and vouchers have been passed to the buyer, usually on the dispatch of the goods and vouchers. The Company is considered to be an agent for billings of £771,920,025 (2023: £918,891,032) of the total transaction value of £781,663,032 (2023: £942,635,162).

Note 2.5 further explains the basis for these transactions being recognised on a net basis.

	2024 £	2023 £
Revenue	<b>179,305,161</b>	<i>173,555,391</i>
Billings and voucher resale for revenue recognised as agency	<b>771,920,025</b>	<i>918,891,032</i>
Other	<b>951,225,186</b>	<i>1,092,446,423</i>
	<b><u>951,225,186</u></b>	<i><u>1,092,446,423</u></i>

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 5. Other operating income

	<b>31</b>	<i>18 months</i>
	<b>December</b>	<i>ended</i>
	2024	<i>31</i>
	£	<i>December</i>
		2023
		£
Net rents receivable	<b>184,508</b>	-
	<b>184,508</b>	-

#### 6. Exceptional items

	<b>31</b>	<i>18 months</i>
	<b>December</b>	<i>ended</i>
	2024	<i>31</i>
	£	<i>December</i>
		2023
		£
Redundancy	<b>917,447</b>	19,500,781
Office relocation	<b>728,754</b>	-
Accounting policy change	-	1,537,848
Other	-	(233,554)
	<b>1,646,201</b>	<b>20,805,075</b>

#### 2024

Certain further redundancy costs amounting to £0.9m were incurred relating to an entity simplification project. The Company also moved offices in London during the year, resulting in a one off expense of £0.7m.

#### 2023

Exceptional items include Redundancy costs as part of the migration from Xexec Limited (a sister company within the ERG Holdco Limited group). £1.5m included in "accounting policy change" relates to write off historical balances in relation to the recognition of R&R transactional revenue. Additionally, credit balances relating to acquisition costs and included in "other" for costs incurred in the previous year which were reversed in 2023.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 7. Employees

Staff costs, including directors' remuneration, were as follows:

	<b>31</b>	<i>18 months ended</i>
	<b>December</b>	<i>December</i>
	2024	2023
	£	£
Wages and salaries	<b>33,222,682</b>	30,951,161
Social security costs	<b>4,932,160</b>	4,005,800
Cost of defined contribution scheme	<b>1,072,395</b>	773,981
	<b><u>39,227,237</u></b>	<u>35,730,942</u>

The average monthly number of employees, including the directors, during the year was as follows:

	<b>31</b>	<i>18 months ended</i>
	<b>December</b>	<i>December</i>
	2024	2023
	No.	No.
Administration	<b>119</b>	83
Operations	<b>735</b>	474
	<b><u>854</u></b>	<u>557</u>

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 8. Directors' remuneration

	31 December 2024 £	18 months ended 31 December 2023 £
Directors' emoluments	1,763,109	1,248,258
Company contributions to defined contribution pension schemes	99,469	18,163
	<u>1,862,578</u>	<u>1,266,421</u>

During the year retirement benefits were accruing to no directors (2023 - NIL) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £420,052 (2023 - £831,856).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £NIL (2023 - £NIL).

#### 9. Operating profit

The operating profit is stated after charging:

	31 December 2024 £	18 months ended 31 December 2023 £
Depreciation of tangible fixed assets	1,673,077	643,448
Amortisation - intangible fixed assets	10,466,544	2,476,208
Exchange differences	(983,868)	(1,198,366)
Defined contribution pension cost	1,072,395	773,981
	<u>1,072,395</u>	<u>773,981</u>

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 10. Auditors' remuneration

During the year, the Company obtained the following services from the Company's auditors and their associates:

	31 December 2024 £	18 months ended 31 December 2023 £
Fees payable to the Company's auditors and their associates for the audit of the Company's financial statements	<b>238,000</b>	163,738

There were no non-audit fees in both financial periods.

#### 11. Interest receivable

	31 December 2024 £	18 months ended 31 December 2023 £
Interest receivable from group companies	-	2,853,343
Other interest receivable	<b>793,259</b>	36,803
	<b>793,259</b>	2,890,146

#### 12. Interest payable and similar expenses

	31 December 2024 £	18 months ended 31 December 2023 £
Bank interest payable	-	25
Loans from group undertakings	<b>1,719,950</b>	677,770
Interest on lease liabilities	<b>52,460</b>	28,975
Other interest payable	<b>11,097</b>	-
	<b>1,783,507</b>	706,770

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 13. Other finance income

	31 December 2024 £	18 months ended 31 December 2023 £
Interest income on pension scheme assets	637,000	-
Interest cost on defined benefit liability	(431,000)	-
	<u>206,000</u>	<u>-</u>

#### 14. Taxation

	31 December 2024 £	18 months ended 31 December 2023 £
<b>Corporation tax</b>		
Current tax on profits for the year	6,136,335	3,463,076
Adjustments in respect of previous periods	79,070	(32,030)
	<u>6,215,405</u>	<u>3,431,046</u>
<b>Total current tax</b>	<u>6,215,405</u>	<u>3,431,046</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	-	718,757
	<u>-</u>	<u>718,757</u>
<b>Total deferred tax</b>	<u>-</u>	<u>718,757</u>
<b>Tax on profit</b>	<u>6,215,405</u>	<u>4,149,803</u>

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 14. Taxation (continued)

##### Factors affecting tax charge for the year/period

The tax assessed for the year/period is higher than (2023 - *higher than*) the standard rate of corporation tax in the UK of 25% (2023 - 22%). The differences are explained below:

	31 December 2024 £	18 months ended 31 December 2023 £
Profit on ordinary activities before tax	<b>24,093,654</b>	13,932,067
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2023 - 22%)	<b>6,023,414</b>	3,065,055
<b>Effects of:</b>		
Expenses not deductible for tax purposes	<b>122,958</b>	1,960,746
Non-taxable income	-	(132,480)
Adjustments to tax charge in respect of prior periods	<b>79,070</b>	(28,186)
Foreign tax	<b>13,583</b>	264,633
Foreign PE exemption	<b>410,841</b>	(169,624)
Group relief claimed	<b>(970,460)</b>	(1,697,735)
Fixed asset differences	<b>11,214,075</b>	632,506
Remeasurement of deferred tax for changes in tax rates	-	102,163
Remeasurement of deferred tax charge in respect of prior periods	<b>(187,727)</b>	23,435
Movement in deferred tax not recognised	<b>(8,910,401)</b>	128,243
Other taxes	-	1,047
Tax adjustments reliefs and transfers	<b>(1,579,948)</b>	-
<b>Total tax charge for the year/period</b>	<b>6,215,405</b>	4,149,803

##### Changes in tax rates and factors affecting the future tax charges

In the 2021 Budget on 3 March 2021 it was announced that the UK corporation tax rate shall increase to 25% from the 2023 tax year. Deferred tax assets and liabilities have therefore been calculated based on the rate of 25% enacted at the balance sheet date.

For the prior period, a blended rate of 22% has been used to reflect 9 months of 19% and 9 months at the new 25% rate.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 15. Dividends paid

	2024 £	2023 £
<b>Ordinary shares</b>		
Dividends	45,808,782	-
	<u>45,808,782</u>	<u>-</u>

#### 16. Intangible assets

	Customer list £	Computer software £	Development expenditure £	Total £
<b>Cost</b>				
At 1 January 2024	-	658,201	23,089,243	23,747,444
Additions - external	-	25,086	12,177,393	12,202,479
Disposals	-	-	(1,389,569)	(1,389,569)
Acquired through business combination (note 29)	45,000,000	-	1,303,223	46,303,223
Foreign exchange movement	-	(1,365)	(368,435)	(369,800)
At 31 December 2024	<u>45,000,000</u>	<u>681,922</u>	<u>34,811,855</u>	<u>80,493,777</u>
<b>Amortisation</b>				
At 1 January 2024	-	574,402	10,819,665	11,394,067
Charge for the year on owned assets	3,750,000	45,172	6,671,372	10,466,544
On disposals	-	-	(1,047,938)	(1,047,938)
Foreign exchange movement	-	(1,212)	(189,012)	(190,224)
At 31 December 2024	<u>3,750,000</u>	<u>618,362</u>	<u>16,254,087</u>	<u>20,622,449</u>
<b>Net book value</b>				
At 31 December 2024	<u>41,250,000</u>	<u>63,560</u>	<u>18,557,768</u>	<u>59,871,328</u>
At 31 December 2023	<u>-</u>	<u>83,799</u>	<u>12,269,578</u>	<u>12,353,377</u>

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements For the Year Ended 31 December 2024

#### 17. Tangible fixed assets

Cost or valuation	Freehold property £	Long-term		Office equipment £	Computer equipment £	Other fixed assets £	Total £
		leasehold property £	Fixtures and fittings £				
At 1 January 2024	-	-	1,867,157	393,993	1,573,821	2,786,237	6,621,208
Additions	-	-	992,066	11,509	654,556	2,720,132	4,378,263
Acquired through business combination (note 29)	9,835,000	307,512	58,272	42,659	358,568	214,318	10,816,329
Disposals	(9,835,000)	(307,512)	(82,223)	(28,931)	(20,160)	(843,609)	(11,117,435)
Exchange adjustments	-	-	(24,445)	(641)	(33,649)	(11,694)	(70,429)
At 31 December 2024	-	-	2,810,827	418,589	2,533,136	4,865,384	10,627,936
<b>Depreciation</b>							
At 1 January 2024	-	-	1,866,676	378,279	1,260,779	2,025,563	5,531,297
Charge for the year on owned assets	-	49,571	80,703	22,423	479,111	1,041,269	1,673,077
Disposals	-	(49,571)	(39,570)	-	(14,365)	(830,410)	(933,916)
Exchange adjustments	-	-	(24,440)	(267)	(30,589)	(4,571)	(59,867)
At 31 December 2024	-	-	1,883,369	400,435	1,694,936	2,231,851	6,210,591
<b>Net book value</b>							

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements For the Year Ended 31 December 2024

**17. Tangible fixed assets (continued)**

	-	-	927,458	18,154	838,200	2,633,533	4,417,345
At 31 December 2024							
At 31 December 2023			481	15,714	313,042	760,674	1,089,911

Depreciation expenses are included within 'administrative expenses'.

As part of the asset transfer from Edenred UK, the freehold of Edenred UK's London office was transferred to Reward Gateway UK at market value (£9.8m). During 2024, management determined that the property was no longer suitable for the combined Edenred and Reward Gateway UK teams. Consequently, the decision was made to sell the freehold. The sale was completed in early December 2024 for £9.8m, reflecting its market value at the time of transfer.

**Reward Gateway (UK) Ltd**  
**Notes to the Financial Statements**  
**For the Year Ended 31 December 2024**

**18. Goodwill**

	2024 £
<b>Cost</b>	
Additions	107,168,385
At 31 December 2024	107,168,385
 <b>Net book value</b>	
At 31 December 2024	107,168,385
At 31 December 2023	-

During the year, the Company acquired the trade and assets of Edenred (UK Group) Ltd, another subsidiary of Edenred SE, the ultimate parent company. The total consideration payable was £145,000,000, with goodwill of £107,168,385 arising. Further details of this are given in note 29.

**19. Fixed asset investments**

	Investments in subsidiary companies £
<b>Cost or valuation</b>	
Acquired through business combination (note 29)	3,288,119
At 31 December 2024	3,288,119

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 19. Fixed asset investments (continued)

##### Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Childcare Vouchers Limited	Third Floor, 1 Dean Street, London, England, W1D 3RB	Ordinary	100%
Edenred (Incentives & Motivation) Limited	Third Floor, 1 Dean Street, London, England, W1D 3RB	Ordinary	100%

The above subsidiaries were acquired as part of the business combination during the year as further disclosed in note 30.

The company has a branch in Bulgaria trading as 'Reward Gateway (UK) Limited - branch'.

#### 20. Stocks

	2024 £	2023 £
Finished goods and goods for resale	<b>1,297,890</b>	1,246,870
	<b><u>1,297,890</u></b>	<b><u>1,246,870</u></b>

There is no material difference between the replacement cost of stocks and the amounts stated above.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 21. Debtors

	2024 £	2023 £
Trade debtors	<b>28,398,338</b>	27,068,895
Amounts owed by group undertakings	<b>67,286,273</b>	147,975,290
Other debtors	<b>486,968</b>	338,293
Prepayments and accrued income	<b>6,794,982</b>	6,402,617
Corporation tax	-	3,680,493
	<b>102,966,561</b>	<b>185,465,588</b>

All trade receivable amounts are short term. All of the Company's trade and other receivables have been reviewed for indicators of impairment and, where necessary, a provision for impairment provided. The carrying value is considered a fair approximation of their fair value. The Company's management considers that all the above financial assets that are not impaired or past due are of good credit quality, as such no provision has been made against the trade receivable balance (2023: no provision was against the trade receivable balance).

Amounts owed by foreign company group undertakings are charged at 5% per annum and the remaining are interest free, due on demand and unsecured.

#### 22. Creditors: Amounts falling due within one year

	2024 £	2023 £
Bank overdrafts	-	19,901,504
Trade creditors	<b>73,597,910</b>	39,497,929
Amounts owed to group undertakings	<b>146,218,038</b>	49,333,025
Corporation tax	<b>2,715,483</b>	-
Other taxation and social security	<b>3,489,388</b>	6,085,054
Lease liabilities	<b>856,963</b>	544,727
Other creditors	-	237,092
Accruals and deferred income	<b>25,087,845</b>	33,572,030
	<b>251,965,627</b>	<b>149,171,361</b>

All amounts are short term. The Directors consider that the carrying value of trade and other payables to be a reasonable approximation of fair value.

Amounts owed to foreign company group undertakings are charged at 5% per annum and the remaining are interest free, due on demand and unsecured.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

**23. Creditors: Amounts falling due after more than one year**

	2024 £	2023 £
Lease liabilities	1,989,668	228,869
	<u>1,989,668</u>	<u>228,869</u>

**24. Deferred taxation**

	2024 £	2023 £
At beginning of period	(932,559)	(213,802)
Charged to profit or loss	-	(718,757)
Arising on business combinations	(5,767)	-
<b>At end of period</b>	<u>(938,326)</u>	<u>(932,559)</u>

The provision for deferred taxation is made up as follows:

	2024 £	2023 £
Accelerated capital allowances	(800,374)	(800,374)
Other timing differences	(137,952)	(132,185)
	<u>(938,326)</u>	<u>(932,559)</u>

**25. Share capital**

	2024 £	2023 £
<b>Allotted, called up and fully paid</b>		
120,556 (2023 - 120,553) Ordinary shares shares of £0.010 each	1,206	1,206
	<u>1,206</u>	<u>1,206</u>

During the year, 3 ordinary shares of £0.010 each were issued for total cash consideration of £106,240,164. The excess over nominal value was credited to the share premium account during the year.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

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#### 26. Reserves

##### Share premium account

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

##### Capital redemption reserve

The capital contribution reserve represents contributions received from shareholders that have been recognised directly in equity.

##### Foreign exchange reserve

Foreign exchange reserve includes exchange differences arising on translation of foreign operations in accordance with FRS 101.

##### Profit and loss account

The profit and loss account represents the accumulated profits, losses and distributions of the Company.

#### 27. Pension commitments

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £1,072,395 (2023: £773,981). Pension costs are included in administrative expenses.

The Company operates a Defined Benefit Pension Scheme.

As part of the asset acquisition completed during the year, the Company acquired a defined benefit pension scheme previously operated by Edenred (UK Group) Limited. At the point of acquisition, the market value of the assets of the scheme were £11,558,000 and the present value of the liabilities that had accrued to members of the scheme were £7,839,000.

The scheme applied to all qualifying employees who elected to join until 1 January 2003. The assets of the scheme are held in an annuity policy with an independent insurance company.

The scheme is subject to triennial valuation by independent actuaries. The latest actuarial valuation of the scheme was December 2024, using the projected unit method, in which the actuarial liability makes allowances for projected earnings.

At the year end, the market value of the assets of the scheme was £12,112,000, being 145% of the benefits that had accrued to members.

The Company contribution to the scheme during the year was nil.

The following disclosures are made in accordance with FRS101. They are based on the most recent actuarial valuations, which have been updated to the year end by independent professionally qualified actuaries to take account of the requirements of IAS 19.

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

**27. Pension commitments (continued)**

Reconciliation of present value of plan liabilities:

	2024 £	2023 £
<b>Reconciliation of present value of plan liabilities</b>		
Assumed with asset acquisition	7,839,000	-
Interest cost	431,000	-
Actuarial gains/losses	372,000	-
Benefits paid	(276,000)	-
<b>At the end of the year</b>	<b>8,366,000</b>	<b>-</b>

Reconciliation of present value of plan assets:

	2024 £	2023 £
Acquired with asset acquisition	11,558,000	-
Interest income	637,000	-
Return on plan assets excluding interest income	301,000	-
Administration expenses	(108,000)	-
Benefits paid	(276,000)	-
<b>At the end of the year</b>	<b>12,112,000</b>	<b>-</b>

Composition of plan assets:

	2024 £	2023 £
Government Bonds	7,263,000	-
Asset Backed Securities	1,855,000	-
Cash and Cash Equivalents	1,135,000	-
Multi-Asset Credit	1,859,000	-
<b>Total plan assets</b>	<b>12,112,000</b>	<b>-</b>

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

**27. Pension commitments (continued)**

	2024 £	2023 £
Fair value of plan assets	12,112,000	-
Present value of plan liabilities	(8,366,000)	-
<b>Net pension scheme liability</b>	<b>3,746,000</b>	<b>-</b>

The amounts recognised in profit or loss are as follows:

	2024 £	2023 £
Interest on obligation	(431,000)	-
Interest income on plan assets	637,000	-
<b>Total</b>	<b>206,000</b>	<b>-</b>

The cumulative amount of actuarial gains and losses recognised in the Statement of Comprehensive Income was £71,000 (2023 - £NIL).

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	2024 %	2023 %
Discount rate	5.30	-
Future pension increases	5.0	-
Life expectancy in years		
- for a male aged 65 now	21.1	-
- at 65 for a male aged 45 now	22.4	-
- for a female aged 65 now	23.7	-
- at 65 for a female member aged 45 now	25.1	-

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 27. Pension commitments (continued)

At the reporting date, reasonable possible changes to one of the relevant actuarial assumptions, with the other assumptions held constant, would have affected the defined benefit obligation by the amounts shown below.

	2024
<b>Effect on defined benefit obligation</b>	
One year increase in assumed life expectancy	305,000
Half percentage point decrease in discount rate	686,000
Half percentage point increase in discount rate	<u>(613,000)</u>

Following the decision by the Court of Appeal to uphold the High Court's ruling in Virgin Media Ltd vs NTL Pension Trustees II, the Company has commenced the process of investigation into identifying the potential impact to benefits and the associated accounting liabilities for the defined benefit pensions schemes within the Company. As this process is still at an early stage, the Company is not yet in a position to be able to determine or quantify any potential financial impacts of any possible challenges to historic changes affecting these schemes.

#### 28. Leases

##### Company as a lessee

The following future lease cash flows are in relation to operating leases.

Lease liabilities are due as follows:

	2024	2023
	£	£
Not later than one year	856,963	544,727
Between one year and five years	1,989,668	228,869
	<u>2,846,631</u>	<u>773,596</u>

Contractual undiscounted cash flows are due as follows:

	2024	2023
	£	£
Not later than one year	980,941	564,773
Between one year and five years	2,167,830	258,784
	<u>3,148,771</u>	<u>823,557</u>

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 28. Leases (continued)

There is not considered any significant liquidity risk arising from the lease liabilities.

#### 29. Business combinations

##### Acquisition of trade and assets of Edenred (UK Group) Ltd

##### Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £	Fair value adjustments £	Fair value £
<b>Fixed Assets</b>			
Tangible	1,216,328	9,600,000	10,816,328
Intangible	1,303,223	45,000,000	46,303,223
Fixed asset investments	3,288,119	-	3,288,119
Pension surplus	3,719,000	-	3,719,000
	<u>9,526,670</u>	<u>54,600,000</u>	<u>64,126,670</u>
<b>Current Assets</b>			
Stocks	783,914	-	783,914
Debtors	19,045,379	-	19,045,379
Cash at bank and in hand	110,266,971	-	110,266,971
	<u>139,622,934</u>	<u>54,600,000</u>	<u>194,222,934</u>
<b>Total Assets</b>			
<b>Creditors</b>			
Due within one year	(156,385,552)	-	(156,385,552)
Deferred taxation	(5,767)	-	(5,767)
	<u>(16,768,385)</u>	<u>54,600,000</u>	<u>37,831,615</u>
<b>Total Identifiable net (liabilities)/assets</b>			
Goodwill			<u>107,168,385</u>
<b>Total purchase consideration</b>			<u>145,000,000</u>
<b>Consideration</b>			
			£
Cash			<u>145,000,000</u>
<b>Total purchase consideration</b>			<u>145,000,000</u>

## Reward Gateway (UK) Ltd

### Notes to the Financial Statements

#### For the Year Ended 31 December 2024

#### 29. Business combinations (continued)

##### Cash outflow on acquisition

	£
Purchase consideration settled in cash, as above	145,000,000
	<u>145,000,000</u>
Less: Cash and cash equivalents acquired	(110,266,971)
	<u><u>34,733,029</u></u>

During the year, the acquisition contributed £21.8m of revenue and £8.5m of net profit to the Company's results.

#### 30. Related party transactions

The company is taking advantage of the exemptions in FRS 101, not to disclose transactions with other wholly owned entities within the financial statements of the Edenred Group, of which are publicly available.

#### 31. Subsequent events

In March 2025, Reward Gateway UK acquired the intellectual property rights to the software known as "MoveSpring" from Reward Gateway US for £4,862,267 (equivalent to \$6,300,000). MoveSpring is a comprehensive corporate wellness platform designed to promote employee health and well-being, offering functionality that complements the existing SmartHub asset with RGUK. The acquisition aligns with the company's strategic focus on enhancing its employee engagement and wellness offerings.

#### 32. Controlling party

The immediate parent company of Reward Gateway (UK) Limited is RG Engagement Group 2 Limited, an indirect subsidiary of ERG Holdco Limited. RG Engagement Group 2 Limited is a company incorporated in England and Wales company number 09704679). The largest and smallest level at which the results of this company are consolidated is that headed by ERG Holdco Limited. Copies of the consolidated financial statements of ERG Holdco Limited can be obtained from Third Floor, 1 Dean Street, London, England, W1D 3RB.

The ultimate controlling party from 16 May 2023 is Edenred SE (a company incorporated in France, French company number 493322978).