

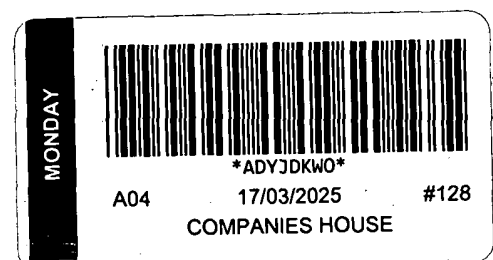
Alpha Group International plc

**Unaudited Interim Accounts for the two-month period ended
28 February 2025**

for

Alpha Group International plc

Company no. 07262416



Unaudited Company Statement of Comprehensive Income

For the two-month period ended 28 February 2025

		Period ended 28 February 2025 £'000	Year ended 31 December 2024 £'000
Other income	3	50,000	5,505
Operating expenses		(369)	(2,977)
Profit before taxation		49,631	2,528
Taxation		42	167
Profit for the period		49,673	2,695

The notes on pages 4 to 8 form part of these financial statements.

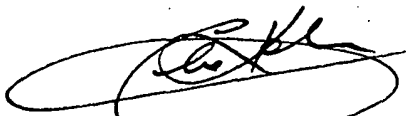
Unaudited Company Statement of Financial Position

As at 28 February 2025

Company number: 07262416

	Notes	As at 28 February 2025 £'000	As at 31 December 2024 £'000
Non-current assets			
Investments	4	74,502	73,669
Total non-current assets		74,502	73,669
Current assets			
Trade and other receivables	5	15,819	668
Total current assets		15,819	668
Total assets		90,321	74,337
Equity			
Share capital	8	87	87
Share premium account		52,566	52,566
Treasury shares	8	(6,697)	(6,697)
Capital redemption reserve		4	4
Merger reserve		667	667
Retained earnings		43,674	(4,877)
Total equity		90,301	41,750
Current liabilities			
Trade and other payables	6	20	32,587
Total current liabilities		20	32,587
Total equity and liabilities		90,321	74,337

The Interim Accounts of Alpha Group International plc were approved by the Board of Directors on 17 March 2025 and signed on its behalf by:



Clive Kahn, Director



Tim Powell, Director

Unaudited Company Statement of Changes in Equity

For the two-month period ended 28 February 2025

	Called up share capital	Share premium account	Treasury Shares	Capital Redemption Reserve	Merger reserve	Retained earnings	Total Equity
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 1 January 2024	87	52,566	-	4	667	17,204	70,528
Profit for the year	-	-	-	-	-	2,695	2,695
Acquisition of treasury shares (see note 8)	-	-	(10,721)	-	-	(19,283)	(30,004)
Treasury shares issued in relation to subsidiary earnout	-	-	4,024	-	-	(3,720)	304
Share-based payments	-	-	-	-	-	5,311	5,311
Dividends paid	-	-	-	-	-	(7,084)	(7,084)
Balance at 31 December 2024	87	52,566	(6,697)	4	667	(4,877)	41,750
Profit for the period	-	-	-	-	-	49,673	49,673
Acquisition of treasury shares (see note 8)	-	-	-	-	-	(2,155)	(2,155)
Share-based payments	-	-	-	-	-	1,033	1,033
Balance at 28 February 2025	87	52,566	(6,697)	4	667	43,674	90,301

Unaudited Notes to the Company Financial Statements

For the two-month period ended 28 February 2025

1. Basis of preparation

These Interim Accounts have been prepared solely to establish that Alpha Group International plc ("the Company") has sufficient distributable reserves, pursuant to sections 836 and 838 of the Companies Act 2006.

The financial statements have been prepared under the historical cost convention and with Financial Reporting Standard 100 Application of Financial Reporting Requirements ("FRS 100") and Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") except that, as permitted by section 838 of the Companies Act 2006, the accounts omit information which is not relevant in determining whether a distribution would be lawful under the Companies Act 2006.

These Interim Accounts are not consolidated accounts and therefore only include the results, assets and liabilities of the Company. These interim accounts do not include the results, assets and liabilities of the Group.

These interim accounts do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006. Statutory accounts for the year ended 31 December 2024 will be approved by the Board of Directors on 18 March 2025 and will be delivered to the Registrar of Companies. The report of the auditors on these accounts were not qualified, did not contain an emphasis of matter paragraph and did not contain any statement under section 498 of the Companies Act 2006.

The financial statements are prepared in pounds sterling ("£"); and all values are rounded to the nearest thousand ("£'000") except where otherwise indicated.

2. Accounting policies

The accounting policies for the Company as set out in the Group's Consolidated Financial Statements for the year ended 31 December 2023 have been applied in the preparation of these interim accounts.

Investments in subsidiaries and associates are stated at cost less, where appropriate, provisions for impairment.

3. Other income

Other income represents dividends of £50m (2024: £5m) received from the Company's subsidiary, Alpha FX Limited.

4. Investments in subsidiary undertakings

The Company has investments in the share capital of Alpha FX Limited and Financial Transaction Services B.V.

	28 February 2025 £'000	31 December 2024 £'000
Balance at 1 January	73,669	64,574
Share for share exchange	-	304
Share based payments	833	5,011
Acquisition of non-controlling interest	-	48
Capital contribution to subsidiary	-	3,732
Balance at 31 December	74,502	73,669

Certain employees of the Group have been awarded options over shares in subsidiaries of the Company, which on vesting convert to shares in Alpha Group International plc.

The IFRS 2 share-based payment charge borne by subsidiaries is capitalised in most cases, other than where it is borne by the Company.

5. Trade and other receivables

	28 February 2025 £'000	31 December 2024 £'000
Amount owed by subsidiaries	15,250	-
Prepayments	57	12
Other debtors	512	656
	15,819	668

During the year, no impairment provisions have been made against any class of debtor.

6. Trade and other payables

	28 February 2025 £'000	31 December 2024 £'000
Amount owed to subsidiaries	-	32,535
Accruals	20	52
	20	32,587

7. Employee costs

Other than the Directors, the Company did not have any employees during the period (2024: nil).

8. Capital and reserves

Share capital and Treasury shares

<i>Authorised, issued and fully paid</i>	Ordinary shares No.	Share capital £'000	Treasury shares £'000
At 1 January 2024 - shares of £0.002 each	43,321,813	87	-
Acquisition of treasury shares*	(524,772)	-	(10,721)
Treasury shares issued on vesting of share option schemes	234,627	-	4,024
At 31 December 2024 and 28 February 2025	43,031,668	87	(6,697)

The following movements of share capital occurred during the year ended 31 December 2024:

In January 2024, Alpha initiated a £20m share buyback programme. In June 2024, a second buyback programme of £20m was implemented which continued to run into 2025. At 31 December 2024, £10m of this second programme had been executed.

In March 2024, the Company issued 234,627 shares totalling £4,024,051 following the vesting of shares under the Institutional, Canada, Alpha Pay and Netherlands share schemes. An amount of £303,760 was received from the employees upon the vesting which was credited to retained earnings.

*Following a review of the Company's distributable reserves, it became apparent that despite there being ample distributable reserves available in the Group, insufficient amounts had been transferred to the Company to support the entirety of the 2024 share buyback programme and the 2024 interim dividend payment. Regrettably £21.1m of the total distribution (comprising £19.3m of share buybacks and £1.8m related to the 2024 interim dividend payment) was made otherwise than in accordance with the Act. In addition, during the period from 1 January 2025 to 28 February 2025, the Company similarly repurchased £2.2m of shares otherwise than in accordance with the Act.

On further investigation the Company has also identified historic issues totalling £0.7m, concerning the interim dividends declared in 2017 (£387k) and 2021 (£359k), which were also paid out in the absence of sufficient distributable profits.

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

As regards the £19.3m of unlawful share buybacks, in the absence of sufficient distributable reserves these purchases of some 919,945 shares (but not the entire programme) are considered to be technically void for the year ended 31 December 2024 and a further £2.2m in respect of 91,311 shares for the period ended 28 February 2025. The Directors intend to rectify the situation and bring all parities back into the position they would have been in had the repurchases been lawful.

8. Capital and reserves (continued)

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

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

Retained earnings

At 28 February 2025, retained earnings stood at £43.7m of which £26.9m was distributable.

9. Post balance sheet events

A further £2.1m equating to 83,800 shares were unlawfully purchased between 1 March 2025 and the date of these financial statements.