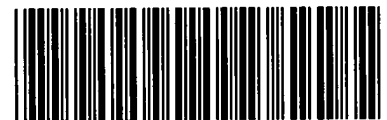


ONE MEDIA^{IP} Group Plc

ONE MEDIA IP GROUP PLC
ANNUAL REPORT & ACCOUNTS
FOR THE YEAR ENDED 31 OCTOBER 2023

TUESDAY



AD249PGZ

A04

30/04/2024

#255

COMPANIES HOUSE

Pinewood Studios
623 East Props Building
Pinewood Road
Iver Heath
Buckinghamshire SL0 0NH

Company Number: 05799897

ONE MEDIA^{IP} Group Plc

Company Information

Directors

Michael Infante
Steven Gunning
Claire Blunt
Brian Berg
Mark Adams

Secretary

OHS Secretaries Ltd

Registered Office

Pinewood Studios
623 East Props Building
Pinewood Road, Iver Heath
Buckinghamshire SL0 0NH

Nomad

Cairn Financial Advisers LLP
Ninth Floor 107 Cheapside
London EC2V 6DN

Broker

Cavendish Capital Markets Limited
One Bartholomew Close
London EC1A 7BL

Solicitors

Orrick, Herrington & Sutcliffe LLP
107 Cheapside
London EC2V 6DN

Bankers

Coutts & Co
440 Strand
London WC2R 0QS

Pinnacle Bank
150 3rd Avenue South, Suite 900
Nashville, TN 37201 USA

Registrars

Share Registrars Ltd
9 Lion and Lamb Yard
Farnham
Surrey GU9 7LL

Auditors

James Cowper Kreston Audit
Reading Bridge House
George Street
Reading, Berkshire RG1 8LS

ONE MEDIA ^{IP} Group Plc

Contents

	Page
Financial and Operational Highlights	1
Chairman's Statement	2
Chief Executive's Statement	3 - 6
Strategic Report	7 - 13
Board of Directors	14 - 15
Report of the Directors	16 - 18
Corporate Governance	19 - 20
Remuneration Committee Report	21 - 23
Statement of Directors' Responsibilities	24
Independent Auditors' Report	25 - 29
Consolidated Statement of Comprehensive Income	30
Consolidated Statement of Changes in Equity	31
Consolidated Statement of Financial Position	32
Company Statement of Financial Position	33
Consolidated and Company Cash Flow Statement	34
Principal Accounting Policies	35 - 43
Notes to the Consolidated Financial Statements	44 - 58

ONE MEDIA ^{IP} Group Plc

Financial and Operational Highlights For the year ended 31 October 2023

Financial highlights

- 5% increase in total revenue to £5.4 million (2022: £5.1 million) and EBITDA of £1.4 million (2022: £1.8 million), driven by organic growth and active portfolio management.
- 5% uplift in net revenues (net of distribution charges, royalty and other costs) to £3.5 million (2022: £3.3 million).
- Operating profit of £0.5 million (2022: £0.9 million) and EPS of 0.05p (2022: 0.20p), reflecting continued investment into TCAT in line with Group strategy.
- £2.1 million invested, including £1.4 million into new acquisitions matching the Company's appetite for proven, recurring income streams that have the potential for further monetisation.
- Strong balance sheet with cash balance of £1.2 million (2022: £2.2 million) offering headroom for strategic investment.
- IFRS NAV per Ordinary Share unchanged at 7p (2022: 7p).
- Operative NAV per Ordinary Share of 18p ⁽¹⁾
- The directors recommend a final dividend of 0.055p per share

Operational and portfolio highlights

- Acquisition of licensor's income share of Entertain Me catalogue including songs by Gloria Gaynor, The Drifters, Louis Armstrong, Don Williams and James Brown; funded through existing cash resources at advantageous earnings multiple.
- Renewal of distribution deal with The Orchard, including US\$1.0 million advance.
- Ongoing active management of music and video rights portfolio, with focus on maximising potential of catalogues which include recorded and/or producers' royalty rights to songs written or performed by Culture Club, Don Williams, Mungo Jerry, José Carreras, Kid Creole, Mago De Oz and the producers royalty on certain Take That tracks.
- Continued strategic development of the TCAT software initiative, with trials with internationally recognised songwriters and two major record labels and world's largest digital music distributor.
- New TCAT product – TCAT Protect aimed at individual artists and composers set to launch in 2024 as an 'App'.

Continuing growth of music market underpinned by positive structural trends

- Goldman Sachs' Music in the Air report (June 2023) maintained strong growth outlook for the music industry forecasting global music industry revenues to grow at +7.1% yoy in 2023 (+8% prior), with 2023-2030 CAGR upgraded to +7.3% (+7.1% prior).
- In March 2024, MIDiA Research reported 9.8% growth in global recorded music revenues in 2023 to \$35.1 billion, compared to 7.1% in 2022, meaning the market is now more than double (124.5%) the size it was in 2015.
- New opportunities to license music and grow royalties continuing to emerge, including in new territories and with new technology advances.

⁽¹⁾ Operative NAV is calculated by using the IFRS NAV, adjusting for the revaluation of catalogues assets to fair value and then adding back the catalogue amortisation

ONE MEDIA^{IP} Group Plc

Chairman's Statement

For the year ended 31 October 2023

The Board is pleased to present a solid set of results for 2023. While last year was a challenging one for markets, with rising interest rates, inflationary pressures and uncertainty created by conflicts in the Middle East and Ukraine, the music industry remained resilient and the growth outlook for the sector continued to improve.

Against this, we have delivered a robust set of results in line with expectations, including increases in total revenue to £5.4 million and an operating profit of £0.5 million, after investments in new music rights and TCAT.

Throughout last year, as communicated, the Company's strategic focus was set towards the growth and development of its proprietary anti-piracy software, TCAT (Technical Copyright Analysis Tool). This followed an assessment of the strategic position of the TCAT business, in conjunction with the Group's advisers and alongside consultation with major shareholders.

As expected, the strategic focus on TCAT has impacted Group profits, but TCAT is pioneering an important service to music rights holders (including One Media) and to the creative community by providing protection from and detection of copyright infringement and loss of due income through the illegal activities of others.

Music rights, which form the core of the Group's investments, are attractive to investors because they generate reliable, uncorrelated returns and the full year results for 2023 reflect this. The portfolio remains in good hands and credit is due to the management team for continuing to navigate the Group to positive results.

The economic outlook has stabilised somewhat compared to last year, with the Bank of England bringing a halt to successive interest rate rises for now, but we retain caution going into 2024 and will continue to consider the market backdrop when making decisions on behalf of shareholders. However, the outlook for the music industry remains positive and revenues continue to grow across the board, alongside the range of opportunities to monetise music.

The Group's ongoing positive performance against this encouraging industry backdrop leaves us optimistic about the year ahead and, importantly, the opportunities that will be available for the Group to continue to showcase its deep expertise in driving revenues from digital copyrights.

Claire Blunt
Non-Executive Chairman

ONE MEDIA^{IP} Group Plc

Chief Executive's Statement For the year ended 31 October 2023

Financial performance

Monetisation of intellectual property rights is the Group's primary business mission and the expertise and experience of the team means that it can identify investments that have been undermanaged, but have latent potential due to their lasting appeal to music fans and listeners.

This core business of music rights has once again delivered positive results, with a 5% uplift in total revenues to £5.4 million. Net revenues also increased by 5% to £3.5 million (2022: £3.3 million). IFRS NAV per Ordinary Share remained unchanged at 7p with Operative NAV per Ordinary Share of 18p.

We have continued to invest into TCAT, following the in-depth strategic review undertaken in 2022/2023, and as a result and as expected, profitability has reduced compared to the prior period. The Group delivered an operating profit of £0.5 million (2022: £0.9 million) and EPS of 0.05p (2022: 0.20p), with the reduction on last year reflecting the diversion of capex into TCAT.

£2.1 million was invested overall during the period, including £1.4 million into new acquisitions which meet our strict investment strategy, focused on proven, recurring income streams that have the capacity for growth through our expertise.

Further to these investments into new acquisitions and into TCAT, we maintain a healthy cash balance of £1.2 million at the year end.

Portfolio management & operational update

In September 2023, the Group announced the acquisition of the licensor's income share only of the 'Entertain Me' catalogue of rights (the 'Catalogue') on an in-perpetuity basis. Comprising more than 15,000 tracks, the Catalogue includes songs performed by a wide range of high profile and enduring artists such as Dean Martin, The Drifters, Don Williams, Gloria Gaynor, James Brown, Judy Garland, Jose Carreras, Ray Charles, Jacki Wilson, the Royal Philharmonic Orchestra, The New England's Children's Choir and Louis Armstrong. The vintage of the Catalogue's songs range from the 1940s to the 1970s and it is also diversified by genre, including classical, blues, country, children's music, lullabies, jazz, swing and disco.

The transaction supports the Company's strategy of owning and managing evergreen music rights that have a proven track record of delivering long term, recurring income, as well as opportunities to extract additional value via the Company's deep expertise in rights management.

The investment was undertaken via One Media's Harmony IP asset release programme, which allows music rights holders advanced access to the future earnings of their intellectual property by purchasing a portion of their rights upfront. The initiative is open to all of the Company's licensor partners and, as evidenced by this deal, has allowed One Media to increase its profitability using its resources to acquire additional royalty streams.

During the year, we also renewed our arrangements with The Orchard (the "Distributor"), our long term distribution partner who we have been working with since 2006. The new agreement included a US\$1 million recoupable advance to One Media, which was drawn down by the Company immediately and can be deployed towards catalogue enrichment. The advance is recoupable by the Distributor against future sales by the Company.

The Distributor aggregates One Media's content to over 202 territories globally, including to the major Digital Service Providers (DSPs) such as Spotify, Apple Music and Amazon Music, Tidal and Deezer and is responsible for collecting monies in a variety of currencies globally for the Company. They perform a crucial role in the monetisation of the rights in One Media's portfolio.

ONE MEDIA^{IP} Group Plc

Chief Executive's Statement For the year ended 31 October 2023 - continued

All of these efforts work towards management's mission of maximising the existing portfolio of music copyrights.

Highlights of proactive music management, generating increased income from the rights held in the portfolio, include the placement of 'String Quartet No. 13 in A minor "Rosamunde": 'Andante' and 'February from The Seasons, Op. 37' from the Point Classics catalogue in American adult animated science fiction drama series Pantheon 101 and 107. The episodes aired on AMC+ on 1 September and 6 October 2023 respectively.

'Concerto for Violin and Orchestra in D Major Op. 61 – Rondo: Allegro' and 'Variations for Violoncello and Orchestra – Adagio from "Kol Nidrei" Op. 47 – Adagio' were placed in American comedy TV series Random Acts of Flyness S2EP01 and S2EP02 respectively. The episodes aired on HBO Max on 6 December 2022.

'Concerto for Violin, Strings and Basso Continuo No. 1 in A minor BWV 1041: Allegro', from the Point Classics catalogue, was placed into an episode of 'Star Trek: Picard'. The episode it featured in (season 3, episode 8) aired on Paramount+ on 6 April 2023.

'The Magic Flute – Dies Bildnis ist bezaubernd schön' from the Point Classics catalogue was placed in American post-apocalyptic drama The Walking Dead: Dead City, S1EP06, which aired on 23 July 2023 on AMC.

'Symphony No. 6 "Pathétique": Allegro con grazia' from the Point Classics catalogue was placed in the popular American TV series Riverdale (S7EP18), which aired on CW and Netflix on 9 August 2023.

Beyond the core focus of the business, we continued with the strategic allocation of cash towards TCAT, stemming from our objective to expand our investment into the proprietary software platform to grow its brand and customer base at this important juncture for the industry.

Our investments into research and development have continued to yield innovative solutions, enabling the whole Group to respond to evolving digital technology market demands with even more effectiveness.

Strategy and outlook

One Media derives the majority of its revenue from royalties collected from the licensing and use of the Company's content, which we enhance by actively seeking out and leveraging a range of opportunities around the world. These include improving its availability globally across over 600 streaming stores (also known as Digital Service Providers ("DSPs")) including Apple Music, YouTube, Amazon Music and Spotify, while also working to identify opportunities to drive royalty revenue via the placement of our music in films, adverts and television series.

Our focus on more mature compositions with proven durability underpins the delivery of reliable, long term and secure income from an extensive portfolio of over 240,000 music tracks, diversified across a range of genres including pop, rock, country and classical. Thanks to this strategy, around 97% of our income is recurring.

Our catalogue includes different types of copyrights associated with high profile artists, including producer's royalties from certain recordings by Take That, Culture Club, Heatwave, and Kid Creole. We also own master rights (recordings) and writers' royalties (compositions) for Don Williams, Mago De Oz, Philip Wesley, as well as thousands of other income producing royalties derived from our global exploitation of music via our many distribution partners in both audio and video.

ONE MEDIA^{IP} Group Plc

Chief Executive's Statement For the year ended 31 October 2023 - continued

Leveraging its expansive industry relationships, the Company is able to identify proven content which it believes is undervalued or has latent potential, which we then seek to crystallise on behalf of shareholders. The Group also comprises complementary initiatives that support the delivery of our core strategy while also providing additional, diversified sources of revenue.

Harmony IP was established in 2020 and enables composers and master rights owners to release portions of equity from their music, giving artists greater flexibility to access future earnings while retaining majority ownership of their much-loved intellectual property. From a One Media perspective, it supplements our existing revenue streams and creates opportunities for us to build strongly aligned partnerships and relationships with rights owners, putting us in a favourable position to increase our exposure to their assets further down the line.

Finally, the Group's Technical Copyright Analysis Tool ("TCAT"), now accessed via an online portal on an ongoing subscription basis centrally hosted by TCAT using AWS in the cloud. Developed by One Media, it is a proprietary, specialist anti-piracy tool which identifies illegal or unlicensed use of digital music (copyright infringement), helping to maximise revenue for record labels and also for One Media.

The moving landscape of AI in music brings a new era of challenges to the industry. Technology it is thought cannot compete with human creativity however as the new disrupter, as it is in many industries, its power and our understanding of where it goes is still to be fully understood. Reengineering all music technology within our industry from the recording studio, concerts, digital platforms in streaming are affected. Meeting the demands will be challenging for tech-based companies and one that we will continue to appraise investment wise on our own technology.

The success of our Group strategy is underpinned by the positive structural trends that the music industry has enjoyed over the last number of years.

Despite wider geopolitical challenges and some economic uncertainty, the outlook for the music business continues to be positive with companies across the sector reporting record results and research indicating significant future growth potential.

In June 2023, Goldman Sachs' published its annual Music in the Air report, with the bank's equity research team maintaining their strong growth outlook for the music industry. The report forecast global music industry revenues to grow at +7.1% yoy in 2023 (+8% prior), with an upgraded 2023-2030 CAGR of +7.3% (+7.1% prior). In March 2024, MIDiA Research reported 9.8% growth in global recorded music revenues in 2023 to \$35.1 billion, compared to 7.1% in 2022, meaning the market is now more than double (124.5%) the size it was in 2015.

New opportunities to license music and grow royalties are emerging all the time, including in new territories and with new technology advances. It is an exciting time for the music business and we are pleased to be in a position to both contribute to and benefit from the creative industries.

Finally, I am grateful for the ongoing support of our Staff, Board and Advisors and in particular our shareholders, as we continue to work hard on their behalf to generate value.



One Media IP
www.onemediainp.com
01753 785500

Michael Infante
Chief Executive and Founder

ONE MEDIA^{IP} Group Plc

Strategic Report

For the year ended 31 October 2023

Financial and non-financial key performance indicators

The key financial and non-financial performance indicators the Directors use to monitor the performance of the Group are as follows:

Cost of catalogue acquisition and number of tracks "ingested"

Management is continually searching to acquire additional music, video, spoken word and digital book catalogues to exploit through the digital medium and other routes to market. The costs of catalogue acquisition "ingestion" are constantly monitored to ensure that a safe and adequate return on investment is made. During the year £2.1 million (2022: £1.7 million) was spent on catalogue and intangible asset additions.

Rate of commercialisation of licences and intellectual property

Measured by the growth in value and volume of digital revenues, license deals and sales contracts signed. During the year revenue rose to £5.4 million (2022: £5.1 million) a 5% year on year increase. Progress assessment includes regular updates on key partners, distribution outlets and market segments.

Overhead

Management closely monitors overheads, carefully balancing the need to reward people properly based on both performance and external market factors, and other overhead expenditure. Where a step change in overheads is predicted this must be justified in both financial and strategic terms. During the year overheads increased to £2.1 million (2022: £1.6 million), a 32% increase, reflecting the impact of the continued investment in TCAT in the year.

Share price movements and changes in shareholders are constantly monitored as a major contributor to long term planning

The Board constantly review share price movements both for the impact of Regulated News Service announcements and trading in shares on AIM. The share price as at 31 October 2023 was 5.75p (2022: 7.25p).

Management of capital

The Group's dividend policy is determined by the availability of profit and reserves from which to pay dividends, the Group's policy and cost of acquiring additional music catalogues and the desire to reward shareholders for their investment in the Group.

Financial reporting

Financial reporting is monitored monthly against budgets and forecasts, by both the main Board and the Board of the principal operating subsidiary. Profit and loss and cash flow projections are updated as significant changes to performance and operating conditions occur.

ONE MEDIA^{IP} Group Plc

Strategic Report

For the year ended 31 October 2023 - continued

Business risks

Reliance on key personnel

The Group is dependent on the knowledge, expertise and experience of its key personnel. In total, the Group employs 21 people. In the event that a key member of the team was to leave the employment of the Group this could lead to significant disruption and could have a material impact on the future profitability of the Group.

Reliance on The Orchard – concentration of distribution risk

In the financial year ended 31 October 2023 approximately 52% (2022: 51%) of the Group's turnover was channelled via The Orchard, the distribution aggregator that the Group uses to distribute its content to end-user download and streaming sites such as Apple Music and Spotify. In the event that The Orchard agreement was terminated or that The Orchard ceased to operate, this could have a material impact on the Group's operations and profitability, whilst the Group changed its systems to work either with a new aggregator or trade directly with the end-user distribution sites.

Rights acquired may not be wholly exclusive

The Group has acquired a large number of catalogues of music, video and spoken word since its formation. It is not uncommon for rights attached to such catalogues to have been previously transferred prior to the Group's acquisition of such rights. A risk exists that the title to such rights may be challenged in which event, the Group may have to forego potential revenue and/or incur legal costs whilst securing exclusive title.

Sales of digital content

Digital stores may at their discretion delist or remove tracks, albums or content from their store, without any prior notice to the Group. If this was to occur, it could have a detrimental effect on the Group's revenue performance.

Piracy

Piracy or the illegal download of its content from the internet could have a detrimental impact on the Group's growth plans.

Currency – revenues received in US\$

In the financial year ended 31 October 2023, approximately 78% (2022: 83%) of the Group's revenue was generated in US dollars, whilst the majority of the Group's costs are denominated in Sterling. The Group is therefore exposed to the US\$/£ exchange rate and so any material adverse movement in this exchange rate can have a material financial impact on the Group.

Market dominance of Big 3

The Group operates in a market dominated by established traditional companies such as Universal, Warner and Sony (the "Big 3"). The Big 3 own or have the rights to a vast amount of content, a large amount of which may be similar to that owned or exploited by the Group. There is a risk that the Big 3 could exploit their recognised brands and use their marketing budgets to compete with the Group's targeted market, the consequence of which could lead to reduced revenue and profitability for the Group.

Digital retailers' terms of business

The Group is dependent upon digital retailers such as Apple Music and Spotify in order to sell its products in the digital market place. Changes in their terms of business and type of content they will distribute, as defined in their "style guides", can affect the performance of the Group.

Bad Debts

The traditional risk associated with customer insolvency, and inability or unwillingness to pay debts continues to be a threat which the Group constantly monitors.

ONE MEDIA^{IP} Group Plc

Strategic Report

For the year ended 31 October 2023 - continued

Digital route to market

The digital market place has its own challenges with a reliance on consumers becoming internet literate and homes achieving a decent broadband connection. OMiP is a B2B and B2C supplier. We have no digital site of our own but supply over 600 legitimate digital stores worldwide through our key business partner. We are not dependent on any one store's marketing strengths as we supply our content to all.

Financial risk management objectives and policies

The Group's principal financial instruments comprise cash and cash equivalents. The Group has various other financial instruments such as trade receivables and trade payables, which arise from its operations.

The Group is exposed to a variety of financial risks which result from its operating activities. The Directors are responsible for co-ordinating the Group's risk management and focus on actively securing the Group's short and medium term cash flows. Long term financial investments are managed to generate lasting returns. The Group does not actively engage in the trading of financial assets and has no financial derivatives. The most significant risks to which the Group is exposed are described below:

Currency risk

The Group is exposed to foreign exchange risk in connection with its digital business where the revenue is transacted largely in US\$ and the settlement of royalty and other liabilities arising from this revenue is partly denominated in US\$.

Credit risk

The Group's credit risk is primarily attributable to its trade receivables and other debtors. The amounts presented in the Consolidated Statement of Financial Position are net of any allowances for doubtful receivables. The Group has a significant concentration of credit risk associated with its distributor of digital income.

Liquidity risk

The Group seeks to manage risks to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash and assets safely and profitably. Short term flexibility is achieved by the use of money markets to deposit excess cash which is not required in the short term. The Directors prepare cash flow forecasts on a regular basis to identify at an early stage any short term funding difficulties.

Technology

The Group takes a progressive view on the impact of technological developments. Changes to technology and related systems are openly embraced with the aim of giving the Group the most up to date platforms to work on and exploit its assets.

Research and development

The Group, in developing its internal technology based systems, undertakes research and development work the outcome of which may be uncertain. Work likely to have an on-going value is capitalised all other costs are expensed to the Profit and Loss account.

Key accounting policies

Principal accounting policies are included on pages 35 to 43, including critical accounting estimates and judgements on page 40.

ONE MEDIA ^{IP} Group Plc

Strategic Report

For the year ended 31 October 2023 - continued

Cash flows

Full details of cash flows generated by the business are disclosed within the Consolidated Cash Flow Statement on page 34. The Group generates sufficient cash flows through its ordinary operations, in combination with funds generated by Company's listing on AIM, to achieve its objectives set out in the Chairman's Report on page 2.

Environmental footprint and mitigation

Climate Change

The Group recognise the increasing importance of climate change triggered by greenhouse gases (GHG) from burning fossil fuels.

We continue to make progress in reducing emissions in our offices during 2023, with the total GHG emissions associated with activities under direct control of management (Scope 1 and 2 emissions) reducing in 2023 versus 2022. Business Travel using company vehicles reduced by 35%. In terms of Energy efficiency, our energy usage was reduced in 2023 due to the reduced onsite working in our office buildings.

Environmental

The Group is committed to meet its environmental responsibilities, including monitoring the impact of its business activities on the environment and to design and implement policies to reduce any damage to the environment that may be caused by its activities. The company car fleet is leased as the vehicles are newer and more efficient and play a part in improving our environmental performance. Following a review, the Company car policy has been changed to provide only electric cars as an option.

Employees using the option to work from home has been supported with 42% spending some or all of their time at home.

Supply Chain

Transparency in supply chains

We are committed to ensuring that there is no slavery or human trafficking in our supply chains or in any part of our business. We expect our suppliers to adhere to the requirements of the Modern Slavery Act 2015, and we will undertake all reasonable and practical steps to ensure that these standards are implemented within our supply chain.

We maintain strong working relationships with our suppliers and partners, in order to enhance the efficiency of our business and create value, and make sure we treat suppliers in line with our values and ethical standards. We continually assess our supplier and partner network, and leverage both internal and external expertise to ensure appropriate relationships and fair economics.

ONE MEDIA ^{IP} Group Plc

Strategic Report

For the year ended 31 October 2023 - continued

Facilities and Office Environments

Management engages with its office provider and its facilities management provider to ensure a safe working environment for our employees.

Environmental management is overseen by the Chief Executive Officer. One Media IP Group complies with the Companies Act 2006 (Strategic Report and Directors Report) Regulations 2013. We are also reporting in compliance with the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 known as SECR (Streamlined Energy Carbon Reporting). Energy consumption and GHG emissions have been calculated in line with the UK Government's Environmental Reporting Guidelines; including streamlined energy and carbon reporting guidance (March 2019).

There were no prosecutions or compliance notices for breaches of environmental legislation during 2023.

Climate Change Targets

Progress in 2023 is set out below:

Climate Change Targets	Progress in 2023	2024 Onwards Target
Publish a medium-term carbon emission target by the end of FY 2024	Evaluation process is in progress we are planning for implementation in 2024.	To be completed during FY 2024
Review of our vehicle fleet and transition from Petrol & Diesel to Electric vehicles by the end of 2022	New policy issued and implemented during 2023.	
Continue to reduce our direct and indirect consumption of electricity in our offices	Consumption in 2023 was overall down 10% year on year. The business has continued to focus on reducing its office footprint, however, higher levels of working from home has temporarily kept consumption at lower levels than would ordinarily be the case.	Make further progress on reducing the amount of electricity used across our offices year on year. Targets will be established during 2024.
Business Travel reporting commitment	Review is being undertaken to ensure that all travel is appropriate and that it is accurately reported and recorded.	Targets will be established during 2024.
Supply Chain		
We are committed to the use of 100% renewable energy in the offices we use	Evaluation process has been completed and we are planning for implementation in 2023.	To be completed during FY 2024

Streamlined Energy Carbon Reporting has been presented for One Media IP Group Plc

The Streamlined Energy Carbon Reporting (SECR) data within the annual report has been collated using the GHG reporting protocol.

Business Travel for both owned company vehicles and other non-owned vehicles used for company business is detailed in the expenses system which includes the number of miles travelled calculated using postcodes entered by the employee for the start and end of each journey.

ONE MEDIA^{IP} Group Plc

Strategic Report

For the year ended 31 October 2023 - continued

Other Electricity supplied by landlords is converted to kWh using an estimated average rate per kWh.

	Consumption 2023	kWh 2023	GHG Emissions TCO ₂ e 2023
Streamlined Energy Carbon Reporting (SECR)			
Business Travel (company vehicles) miles	1,200	267	1
Total Scope 1		267	1
Total Scope 1 per million pounds turnover			0
Grid Electricity (all premises where directly contracted) kWh	0	0	0
Total Scope 2		0	0
Total Scope 2 per million pounds turnover			0
Other Electricity (indirect supply provided by landlords) kWh	31,497	31,497	6
Business Travel miles	7,610	11,085	49
Total Scope 3		42,582	55
Total Scope 3 per million pounds turnover			10
Total Scope 1,2,3		42,848	56
Total Scope 1,2,3 per million pounds turnover			10

Notes

- Scope 1 covers the annual quantity of emissions in tonnes of carbon dioxide equivalent from emission sources that are under the operating control of One Media.
- Scope 2 covers the annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from the purchase of electricity by One Media for its own use. Scope 2 emissions have been calculated using the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard – Revised Edition.
- Scope 3 covers other indirect Greenhouse Gas emissions, i.e. where the sources are from emissions not owned by One Media and where One Media does not have operational control.
- Business Travel figures other than vehicle mileage have not been provided. Press trips paid for by 3rd parties are not recorded and not controllable by One Media.
- (1) Consumption figures have been provided by external contractors.

ONE MEDIA iP Group Plc

Strategic Report

For the year ended 31 October 2023 - continued

Gender of Directors and employees

We recruit individuals who have the skills, experience and integrity needed to perform the roles to make One Media iP Group Plc a successful company. We recruit without regard to sex or ethnic origin, appointing and thereafter promoting staff based upon merit. The profile of the Group's employees and directors at 31 October 2023, was as follows:

	Male	Female	Total
Number of persons who were Directors or officers of the Company	4	1	5
Number of persons who were other employees of the Company	2	4	6
Number of persons who were employees of TCAT Ltd	9	1	10
Total employees at 31 October 2023	15	6	21

Section 172 Statement

Under section 172 of the Companies Act 2006 ("Section 172"), a director of a company must act in a way that they consider, in good faith, would most likely promote the success of the company for the benefit of its members as a whole, considering the non-exhaustive list of factors set out in Section 172.

Section 172 also requires directors to take into consideration the interests of other stakeholders set out in Section 172(1) in their decision making.

The Company's strategy continues to be the acquisition and exploitation of mixed media intellectual property rights for distribution through traditional media outlets. In addition, the Group's subsidiary, TCAT Ltd, is a SaaS platform that provides protection from copyright infringement and loss due to income through the illegal activities to the music industry with its proprietary software. The Company has a wide range of internal and external stakeholders, relations with whom the Board takes into consideration.

Engagement with our members plays an essential role throughout our business. We are cognisant of fostering an effective and mutually beneficial relationship with our members. Our understanding of our members is factored into boardroom discussions and decisions regarding the potential long-term impacts of our strategic decisions.

The Directors have continued to have regard to the interests of the Company's stakeholders, including the potential impact of its future activities and acquisition strategy on the community, the environment and the Company's reputation, when making decisions. The Directors will endeavour to continue to take all necessary measures to ensure the Company is acting in good faith and fairly between members and is promoting the success of the Company for its members in the long term.

ONE MEDIA ^{IP} Group Plc

Strategic Report

For the year ended 31 October 2023 - continued

The table below acts as our Section 172 statement by setting out the key stakeholder groups, their interests and how One Media Group engages with them. Given the importance of stakeholder focus, long-term strategy and reputation to the Company, these themes are also discussed throughout this Annual Report.

Stakeholder	Their interests	How we engage
Investors	- Comprehensive review of financials - Business sustainability - High standard of governance - Success of the business - Ethical behaviour - Awareness of long-term strategy and direction	- Regular reports and analysis of investors and shareholders - Annual Report - Company website - Shareholder circulars - AGM - RNS announcements - Press releases - Trading Updates - Management meetings with shareholders
Partners	- Business strategy - Application of acquisition strategy	- Meetings and negotiations - Reports and proposals - Dialogue with third party stakeholders where appropriate
Employees	- Success of the business - Business sustainability - Ethical behaviour - Awareness of long-term strategy and direction - Company reputation - Rewards/feeling valued - Development opportunities - Health, safety & well-being - Flexible working arrangements	- Employee intranet site with regular updates on what is happening within the business - Company website - Press releases - RNS announcements - Trading Updates - Annual Report - Regular manager meetings
Suppliers	- Business relationships - Financial performance of the Company	- Risk assessment - Regular supplier meetings - Tender process for new contracts - New supplier approvals process - Efficiency reviews - Contingency planning

The Section 172 statement should be read in conjunction with the full Strategic Report and the Company's Corporate Governance Statement.

On behalf of the Board



One Media IP
www.onemediaip.com
01753 785500

Michael Infante
Director
26 April 2024

ONE MEDIA^{IP} Group Plc

Board of Directors

Claire Blunt **Non-Executive Chairman**

Appointed: 6 January 2020

Claire Blunt is a business leader & board director with a career spanning media, digital and retail sectors in fast-paced, challenging and complex environments. Claire was most recently the Chief Operating Officer of Future plc, a FTSE 250 global platform for specialist media business, most notably delivering a significant cost-rationalisation programme to mitigate revenue pressures.

Prior to that she was the Chief Advertising Officer and CEO, International for the Guardian Media Group delivering exceptional performance in the profitable growth of the global businesses and the advertising and jobs revenues having worked previously for almost 6 years in Hearst Corporation's UK & European business latterly as Chief Financial Operations and Data Officer.

She is currently a member of the investment committee for NewstrAid, and a trustee for The Archangel Trust. Claire is also a qualified barrister and chartered accountant.

Michael Infante **Chief Executive Officer**

Appointed: 6 September 2006

Michael started his career in 1976 in the food industry working for his family's business, Creamery Fare. In 1988, after jointly orchestrating the sale of his family's business to the publicly listed Hazlewood Foods PLC, he joined the music industry. He worked on the Royal Philharmonic Orchestra's largest recording project as the executive producer for over 140 classical albums recorded at CTS studios in London.

In 1995 Michael co-founded Air Music & Media Group PLC (now MBL Plc), which was admitted to trading on the OFEX market (the former name of AQSE) in 2000 and subsequently moved to AIM in 2001. Recognising the emerging digital market in 2005, Michael founded the Company.

Michael oversees the Company's acquisition programme having introduced an acquisition policy for nostalgic audio/visual content and has made over 80 acquisitions to date of small music and TV content catalogues.

Michael is a serving Justice of the Peace for the West London Local Justice Area.

Steven Gunning **Chief Financial Officer**

Appointed: 21 October 2019

Steve began his career with Barclays Bank plc, where he gained an extensive knowledge of the banking environment, both personal and corporate followed by a move to Dixons Group plc, working in the Finance department.

His career then took him to Share plc, an independent retail stockbroker, and to the position of Chief Accountant. After 8 years with Share plc he took a position as the company accountant for Kings Oak Homes Ltd (a subsidiary of Barratt Developments plc) responsible for group reporting.

In 2007 he joined e-Financial Management Ltd, managing a portfolio of clients providing outsourced finance solutions and expertise to SME's, before starting his own company in 2012 and now provides strategic and financial support to a diverse set of clients in the manufacturing, property, retail, media and education sectors.

An Accountant with over 25 years experience in the finance industry, both managing the finance function for a wide range of companies and being part of the senior management team. He has a CIMA Diploma in Management Accounting and is a member of the Association of Accounting Technicians.

ONE MEDIA^{IP} Group Plc

Board of Directors - continued

Brian Berg **Non-Executive Director**

Appointed: 6 January 2020

Brian is Chairman of Eclipse Global Entertainment. He also holds senior media and music consultancy roles for various major companies and is Executive Producer on the hit musical Dreamboats and Petticoats. Prior to this Brian was the President of Universal Music Enterprises and a director of Universal Music, which is the biggest record company in the world. Brian has been chairman of fundraising for the leading music industry charity Nordoff Robbins Music Therapy, as well as a governor of the school and is still very involved with the charity.

Mark Adams **Independent Non-Executive Director**

Appointed: 6 October 2022

Mark brings a wealth of relevant experience and expertise to the Board, including significant time as a main Board director of publicly listed companies. His most recent role was as Group Finance Director at Marlowe plc, a UK leader in business critical services and software which assure safety and regulatory compliance. Prior to Marlowe, Mark has held senior financial and board level roles at Stobart Group, Pets at Home Group plc, easyJet plc and a number of other businesses.

Mark is currently a Non-Executive Director and Audit Committee Chair at Venture Life Group plc and Development Media International CIC.

ONE MEDIA ^{iP} Group Plc

Report of the Directors For the year ended 31 October 2023

The Directors present their report together with the audited Consolidated financial statements of the Group for the year ended 31 October 2023.

One Media ^{iP} Group Plc is a public limited company quoted on AIM, incorporated and domiciled in the United Kingdom with registered office at Pinewood Studios, 623 East Props Building, Pinewood Road, Iver Heath, Buckinghamshire SL0 0NH.

Principal activities

The principal activities of the Group throughout the year were the acquisition and exploitation of mixed media intellectual property rights including music, video, spoken word and digital books for distribution through the digital medium and to a lesser extent through traditional media outlets.

In addition, the Group's subsidiary, TCAT Ltd, is a SaaS platform that provides protection from copyright infringement and loss due to income through the illegal activities to the music industry with its proprietary software.

Business review and future developments

The Chief Executive's Report on pages 3 to 6 includes a review of the business, the Group's trading for the year ended 31 October 2023 and an overview of future developments.

Results and dividend

The Group's results for the year ended 31 October 2023 are set out in the consolidated statement of comprehensive income on page 30. The profit before tax for the year was £289,508 (2022: £564,692).

The Company has declared a dividend for the year of 0.055p per share (2022: 0.055p per share).

Directors

The following Directors held office during the year:

Michael Infante (Chief Executive Officer)
Alice Dyson (Chief Operating Officer – Resigned 3 August 2023)
Steven Gunning (Chief Financial Officer)
Claire Blunt (Non-Executive Chairman)
Brian Berg (Non-Executive Director)
Mark Adams (Independent Non-Executive Director)

The biographical details of the Directors are given on page 14 to 15.

Directors' remuneration, long-term incentive plans, pension contributions and benefits are set out in the Directors' Remuneration Report on pages 21 to 23. The Company maintains liability insurance for its Directors and Officers.

Directors and their interests

The Directors' interests (including family interests) in the shares of the Company were as follows:

	Ordinary shares of 0.5p each	
	At 31 October 2023	At 31 October 2022
	No	No
Michael Infante	26,077,862	26,077,862
Steven Gunning	50,000	50,000
Claire Blunt	50,000	50,000
Brian Berg	-	-
Mark Adams	-	-

ONE MEDIA^{IP} Group Plc

Report of the Directors

For the year ended 31 October 2023 – continued

Share capital

Full details of the share capital of the Company are set out in note 15 to the financial statements.

Substantial shareholdings

At 31 October 2023, the Company had been advised or is aware of the following interests of 3% or more in the Company's issued share capital:

	Number of 0.5p ordinary shares	Percentage of issued share capital
Canaccord Genuity Group Inc	47,489,230	21.40%
James David Price	24,528,704	11.02%
Gresham House Plc	23,942,000	10.79%
Amati AIM VCT Plc	17,714,000	7.98%
BGF Investment Management Limited	10,000,000	4.51%

Charitable and political donations

Donations of £170 were made by the Group for charitable purposes during the year (2022: £nil). The Group does not make any political donations.

Employee involvement

The Group has continued its practice of keeping employees informed of matters affecting them as employees and the financial and economic factors affecting the performance of the Group. This is achieved through regular formal and informal updates and open access between all employees of the Group.

Disabled employees

Applications for employment by disabled persons are given full and fair consideration for all vacancies in accordance with their aptitudes and abilities. In the event of an employee becoming disabled, every effort will be made to retain them in order that their employment within the Group may continue. It is the policy of the Group that training, career development and promotion opportunities are available to all employees.

Annual General Meeting

The notice of the Annual General Meeting, scheduled to be held on 30 May 2024, will be communicated separately to the Annual Report.

Going concern

The Directors are satisfied that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements. Further detail on the basis of our going concern assessment is set out on page 35 to the financial statements.

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 that Director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and that 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 and the Group's auditors are aware of that information.

ONE MEDIA ^{IP} Group Plc

Report of the Directors

For the year ended 31 October 2023 – continued

Auditors

James Cowper Kreston Audit have expressed their willingness to continue in office. A resolution to re-appoint James Cowper Kreston Audit in accordance with section 489 of the Companies Act 2006 will be proposed at the Annual General Meeting.

On behalf of the Board



One Media IP
www.onemediaip.com
01753 785500

Michael Infante
Director

26 April 2024

ONE MEDIA^{IP} Group Plc

Corporate Governance Report

For the year ended 31 October 2023

All members of the Board believe strongly in the value and importance of good corporate governance and in accountability to all of OMIP's stakeholders, including shareholders, staff, clients and suppliers.

The corporate governance framework which the Group operates, including Board leadership and effectiveness, Board remuneration, and internal control is based upon practices which the Board believes are proportional to the size, risks, complexity, and operations of the business and is reflective of the Group's values. Of the two widely recognised formal codes, we have therefore decided to adhere to the Quoted Companies Alliance's ("QCA") Corporate Governance Code for small and mid-size quoted companies.

The QCA Code is constructed around ten broad principles and a set of disclosures. The QCA has stated what it considers to be appropriate arrangements for growing companies and asks companies to provide an explanation about how they are meeting the principles through the prescribed disclosures. The Board considers that it does not depart from any of the principles of the QCA Code. Our statement of compliance with the QCA Code can be found on the Company website.

Board of Directors

The Board provides strategic leadership for the Group and operates within the scope of a robust corporate governance framework. Its role is to establish and develop the corporate strategy to ensure the delivery of long-term shareholder value, which involves setting the culture, values and practices that operate throughout the business, and defining the strategic goals that the Group implements in its business plans.

The Board currently comprises of three Non-Executive Directors (including the Chairman) and two Executive Directors.

The roles of the Chairman and the Chief Executive Officer are separated to ensure a clear division of responsibility. The Chairman is responsible for the effective operation and leadership of the Board while the Chief Executive Officer is responsible for the day to day running of the Group's activities. The Board retains a range of commercial and financial experience and there is a good balance of skills and business experience.

The Board receives regular reports detailing the progress of the Group and its financial position, together with any other material deemed necessary to enable it to discharge its duties. Board meetings are held on a regular basis to review, formulate and approve the Group's strategy, budgets, corporate actions and to oversee the Group's progress towards its goals. All Directors participate in the key areas of decision-making and there is a written statement of matters which require Board approval.

Board Committees

The Board has established an Audit Committee, a Remuneration Committee, and a Nominations Committee with written terms of reference for each. The chair of each committee reports to the Board on the activities of that committee.

Audit Committee

The Audit Committee is chaired by Mark Adams. Claire Blunt is the other member of the Committee.

The Committee is responsible for considering all matters relating to financial controls and reporting, reviewing the effectiveness of internal controls, approving the external audit plan and reviewing the effectiveness of the external auditor. The Committee is expected to meet at least twice a year. The Chief Executive Officer, Chief Financial Officer and the external auditor will generally be invited to attend these meetings.

ONE MEDIA^{IP} Group Plc

Corporate Governance Report - continued For the year ended 31 October 2023

Remuneration Committee

The Remuneration Committee is chaired by Brian Berg. Claire Blunt and Mark Adams are the other members of the Committee.

The remit of the Remuneration Committee is to determine the framework, policy and level of remuneration, and to make recommendations to the Board on the remuneration of the Executive Directors. In addition, the committee oversees the creation and implementation of all-employee share plans. The Committee generally meets twice a year.

Nomination Committee

The Board established a Nomination Committee during the year. The Committee's principal responsibility is to identify and nominate, for the approval of the Board, candidates to fill Board and Committee vacancies as and when they arise.

The Nomination Committee is chaired by Claire Blunt. Brian Berg and Mark Adams are the other members of the Committee.

Attendance at Board and Committee meetings

The Directors attended the following Board meetings and Committee meetings during the year:

Director	Board	Audit Committee	Remuneration Committee
Michael Infante	10	-	-
Alice Dyson (resigned 3 August 2023)	3	-	-
Steven Gunning	10	-	-
Claire Blunt	10	1	1
Brian Berg	10	-	1
Mark Adams	10	1	1
Total meetings held in the year	10	1	1

Shareholder engagement

We have made significant efforts to ensure effective engagement with both institutional and private shareholders. In addition to the usual roadshows following the release of full year and interim results, each of which was expanded to include a greater number of existing and potential new investors, we have actively promoted our AGM as a forum to present to and meet with shareholders.

The Board has ultimate responsibility for reviewing and approving the Annual Report and Accounts and it has considered and endorsed the arrangements for their preparation, under the guidance of its Audit Committee. The Directors confirm that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

ONE MEDIA ^{IP} Group Plc

Remuneration Committee Report For the year ended 31 October 2023

Remuneration Committee

The Company has an established Remuneration Committee. The Committee is chaired by Brian Berg. Claire Blunt and Mark Adams are the other members of the Committee.

The remit of the Remuneration Committee is to determine the framework, policy and level of remuneration, and to make recommendations to the Board on the remuneration of the Executive Directors. In addition, the committee oversees the creation and implementation of all-employee share plans. The Committee generally meets twice a year.

In setting remuneration packages, the Committee ensure that individual compensation levels, and total Board compensation, are comparable with those of other similar AIM quoted companies.

Policy on Executive Directors' remuneration

The Company's remuneration policy is designed to ensure that the remuneration packages are sufficiently competitive to attract, retain and motivate Directors to achieve the Company's long term strategic objectives, including the creation of sustainable shareholder returns.

Directors' Contracts and notice periods

The Directors have contracts which are terminable on twelve months' notice on either side for Michael Infante and three months on either side for all the other Directors.

Directors' Emoluments

The aggregate emoluments for the Directors of the Company were:

	Salary & Fees		Bonus		Benefits		Pension Costs		Loss of office		Total	
	2023 £	2022 £	2023 £	2022 £	2023 £	2022 £	2023 £	2022 £	2023 £	2022 £	2023 £	2022 £
Executive Directors												
Michael Infante	200,000	171,600	20,000	-	614	-	10,000	4,950	-	-	230,614	176,550
Alice Dyson (resigned 3 August 2023)	141,418	130,000	-	-	869	-	8,694	3,750	104,325	-	255,306	133,750
Steven Gunning	121,750	107,859	-	-	-	-	-	-	-	-	121,750	107,859
Non-Executive Directors												
Claire Blunt	55,000	36,400	-	-	-	-	-	-	-	-	55,000	36,400
Brian Berg	38,948	36,400	-	-	-	-	-	-	-	-	38,948	36,400
Mark Adams	38,948	3,033	-	-	-	-	-	-	-	-	38,948	3,033
Total	596,064	485,292	20,000	-	1,483	-	18,694	8,700	104,325	-	740,566	493,992

Pension costs include accrued retirement benefits to 2 directors in respect of defined contribution pension schemes for £5,000 (2022: £7,050).

ONE MEDIA ^{IP} Group Plc

Remuneration Committee Report - continued For the year ended 31 October 2023

Long term incentives

The Company uses share options as its primary incentive arrangement for Directors and senior employees. Apart from share options granted, there are no other specific long term incentive plans for any of the Directors.

Under this scheme, the Directors have been granted the following share options:

Share Options in Ordinary shares of 0.5p each	At 31 October 2023 at 9p each No	At 31 October 2022 at 9p each No
Michael Infante	500,000	500,000

The options are exercisable at 9p per share on or by 20 April 2025.

Share Options in Ordinary shares of 0.5p each	At 31 October 2023 at 6p each No	At 31 October 2022 at 6p each No
Michael Infante	1,000,000	1,000,000
Steven Gunning	500,000	500,000

The options are exercisable at 6p per share on or by 30 October 2026.

Share Options in Ordinary shares of 0.5p each	At 31 October 2023 at 6p each No	At 31 October 2022 at 6p each No
Claire Blunt	750,000	750,000
Brian Berg	750,000	750,000
Steven Gunning	500,000	500,000

The options are exercisable at 6p per share on or by 30 October 2026.

Share Options in Ordinary shares of 0.5p each	At 31 October 2023 at 7.31p each No	At 31 October 2022 at 7.31p each No
Michael Infante	500,000	500,000
Steven Gunning	500,000	500,000
Claire Blunt	250,000	250,000
Brian Berg	250,000	250,000

The options are exercisable at 7.31p per share on or by 15 April 2030.

ONE MEDIA^{IP} Group Plc

Remuneration Committee Report - continued **For the year ended 31 October 2023**

The options are subject to performance criteria set out below being satisfied on an individual or aggregated basis over the three year period:

- 33% of the options vest on the 1st anniversary of the Grant Date provided that total shareholder return (as set out in the Annual Report and Accounts for the Company) is equal to or greater than 5% for the financial year;
- 33% of the options vest on the 2nd anniversary of the Grant Date provided that total shareholder return (as set out in the Annual Report and Accounts for the Company) is equal to or greater than 5% for the financial year;
- 33% of the options vest on the 3rd anniversary of the Grant Date provided that total shareholder return (as set out in the Annual Report and Accounts for the Company) is equal to or greater than 5% for the financial year;
- In the event that the total shareholder return target is not met in any single year but, in any subsequent year or years, the total shareholder return criteria is met on an aggregated basis, the vesting condition for those aggregated periods shall be deemed satisfied.

By order of the Board

Brian Berg
Chairman of the Remuneration Committee

ONE MEDIA ^{IP} Group Plc

Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the European Union. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the Profit or Loss of the Group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether IFRS as adopted by the European Union 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 and Group will continue in business.

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

ONE MEDIA ^{iP} Group Plc

Independent Auditors' Report to the Members of One Media ^{iP} Group Plc

Opinion

We have audited the financial statements of One Media IP Group Plc (the 'Company') for the year ended 31 October 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated and Company Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs).

In our opinion:

- the financial statements give a true and fair view of the state of the Group and of the parent company's affairs as at 31 October 2023 and of the Group's profit for the year then ended;
- the financial statements have been properly prepared in accordance with IFRSs as adopted by the United Kingdom and, as regard the parent company's financial statements, as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards of Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further discussed in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standards as applied to listed entities, and we have fulfilled our 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.

An overview of the scope of our audit

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ('ISAs (UK and Ireland)'). Our audit approach was based on a thorough understanding of the company's business and is risk-based. We obtained an understanding of the internal controls as required by Auditing Standards and carried out appropriate substantive and analytical procedures. We undertook substantive testing on significant transactions, balances and disclosures, the extent of which was based on our assessment of general and specific audit risks.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of

ONE MEDIA ^{iP} Group Plc

Independent Auditors' Report to the Members of One Media ^{iP} Group Plc

material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We determined that there were no key matters applicable to the parent company to communicate in our report.

Revenue recognition

Risk description

In common with most trading businesses, there is a risk of revenue being materially misstated, either by error or fraud.

How the scope of our audit responded to the risk

To assess the appropriateness and completeness of revenue recognised in the year we performed the following procedures:

- examined a sample of revenue transactions by reference to underlying source documentation;
- examined on a sample basis the different types of revenue recognised during the year and around the period end;
- reviewed manual journals posted to the revenue account in the period and subsequent to year-end gaining an understanding of the appropriateness of these;
- reviewed accrued income at the balance sheet date and assessed its accuracy by reference to underlying commercial agreements and subsequent events;
- considered the appropriateness and application of the Group's accounting policy for revenue recognition; and
- considered the disclosures in the financial statements regarding revenue.

Key observations

The results of our testing were satisfactory.

Completeness of royalty accrual

Risk description

The Company has a number of royalty agreements in place. Royalties are payable based on sales figures at certain rates. There is a risk that the royalty accrual may be understated or overstated.

How the scope of our audit responded to the risk

To assess the appropriateness and completeness of royalty accrual recognised in the year we performed the following procedures:

- gained an understanding through walkthroughs performed and discussions with management of the process in place for recognising royalty accruals; and
- examined a sample of royalty accruals and performed a recalculation of the accrual.

Key observations

The results of our testing were satisfactory.

Management override

Risk description

As directed by the ISAs, there is a presumed risk of fraud or error due to management's ability to manipulate the results.

ONE MEDIA ^{iP} Group Plc

Independent Auditors' Report to the Members of One Media ^{iP} Group Plc

How the scope of our audit responded to the risk

Procedures:

- examined journal adjustments made throughout the year; and
- reviewed key areas that involved the use of management's judgement or estimations.

Key observations

The results of our testing were satisfactory.

Valuation and existence of intangible assets

Risk description

The Company has a significant amount of intangible assets relating to intellectual property and its SaaS platform (TCAT). There are various risks associated with these assets including accurate capturing of costs to be capitalised, ensuring capitalised amounts meet the recognition criteria, and impairment risk.

How the scope of our audit responded to the risk

To assess the appropriateness of the application of accounting standards and the assumptions and judgements made by management in the recognition and measurement of intangibles we performed the following procedures:

- gained an understanding of how management recognise intangible assets of various classes;
- examined the assets recognised and considered their recognition against the criteria detailed in IAS 38;
- examined a sample of assets capitalised in the year to supporting evidence;
- reviewed amortisation calculations and considered the appropriateness of the rates applied;
- considered impairment risk; and
- considered the disclosures in the financial statements regarding intangibles.

Key observations

The results of our testing were satisfactory.

Our application of materiality

We define materiality as the magnitude of misstatement or omission in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgment we determined overall materiality for the financial statements as a whole to be £67,100 (2022: £90,000), based on 5% of EBITDA. Performance materiality of £53,700 (2022: £72,000) was applied for testing and it was agreed with the board that we would report on all audit differences in excess of £3,400 (2022: £4,500), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report on disclosure matters that we identified when assessing the overall presentation of the financial statements.

Other information included in the annual report

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

In connection with our audit of the financial statements, 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 audit of otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement in the other information. If, based

ONE MEDIA ^{IP} Group Plc

Independent Auditors' Report to the Members of One Media ^{IP} Group Plc

on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, 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.

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the parent company, or returns adequate for the audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' 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.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

ONE MEDIA ^{iP} Group Plc

Independent Auditors' Report to the Members of One Media ^{iP} Group Plc

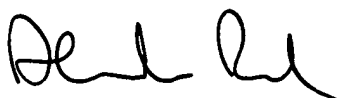
The specific procedures for this engagement that we designed and performed to detect material misstatements in respect of irregularities, including fraud, were as follows:

- Enquiry of management and those charged with governance around actual and potential litigation and claims;
- Enquiry of management and those charged with governance to identify any material instances of non-compliance with laws and regulations;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work to address the risk of irregularities due to management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for evidence of bias.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

Use of our report

This report is made solely to the Company's shareholders, 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 shareholders those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.



Alexander Peal BSc(Hons) FCA DChA (Senior Statutory Auditor)

For and on behalf of

James Cowper Kreston Audit

Chartered Accountants and Statutory Auditors

Reading Bridge House
George Street
Reading
RG1 8LS

26 April 2024

ONE MEDIA^{IP} Group Plc

Consolidated Statement of Comprehensive Income For the year ended 31 October 2023

	Note	Year ended 31 October 2023 £	Year ended 31 October 2022 £
Revenue	1	5,363,434	5,128,840
Distribution charges		(1,134,118)	(1,090,703)
Royalty costs		(420,736)	(459,115)
Other costs		(314,523)	(253,334)
Net revenue		3,494,057	3,325,688
Amortisation of catalogues		(853,215)	(806,082)
Administration expenses		(2,111,708)	(1,604,863)
Foreign exchange (losses)/gains		(30,996)	34,365
Operating profit	2	498,138	949,108
Share based payments	15	(68,634)	-
Finance costs	3	(139,996)	(384,416)
Finance income	3	-	-
Profit on ordinary activities before taxation	4	289,508	564,692
Tax expense		(184,597)	(126,442)
Profit for period attributable to equity shareholders and total comprehensive income for the year		104,911	438,250
Attributable to:			
- Equity holders of the parent		142,927	463,061
- Non-controlling interests		(38,016)	(24,811)
		104,911	438,250
Basic earnings per share	7	0.05p	0.20p
Diluted earnings per share	7	0.04p	0.16p

The Consolidated Statement of Comprehensive Income has been prepared on the basis that all operations are continuing activities.

The notes on pages 35 to 58 form part of these financial statements.

ONE MEDIA^{IP} Group Plc

Consolidated Statement of Changes in Equity For the year ended 31 October 2023

	Share Capital	Share redemption reserve	Share premium	Share based payment reserve	Retained earnings	Total	Non- controlling interests	Total
	£	£	£	£	£	£	£	£
At 1 November 2021	1,112,231	239,546	9,484,577	504,399	3,418,054	14,758,807	-	14,758,807
Proceeds from the issue of new shares	-	-	-	-	-	-	-	-
Share based payment charge	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	463,061	463,061	(24,811)	438,250
Dividends paid	-	-	-	-	(122,345)	(122,345)	-	(122,345)
At 1 November 2022	1,112,231	239,546	9,484,577	504,399	3,758,770	15,099,523	(24,811)	15,074,712
Share based payment adjustment	-	-	-	(144,826)	144,826	-	-	-
Share based payment charge	-	-	-	68,634	-	68,634	-	68,634
Profit for the year	-	-	-	-	142,927	142,927	(38,016)	104,911
Dividends paid	-	-	-	-	(122,345)	(122,345)	-	(122,345)
At 31 October 2023	1,112,231	239,546	9,484,577	428,207	3,924,178	15,188,739	(62,827)	15,125,912

The notes on pages 35 to 58 form part of these financial statements.

ONE MEDIA^{IP} Group Plc

Consolidated Statement of Financial Position At 31 October 2023

	Note	At 31 October 2023 £	At 31 October 2022 £ As restated
Assets			
Non-current assets			
Intangible assets	8	15,723,653	14,438,031
Property, plant and equipment	9	55,650	47,267
		<u>15,779,303</u>	<u>14,485,298</u>
Current assets			
Trade and other receivables	11	1,614,573	1,472,369
Cash and cash equivalents	12	1,243,445	2,175,663
Total current assets		<u>2,858,018</u>	<u>3,648,032</u>
Total assets		<u>18,637,321</u>	<u>18,133,330</u>
Liabilities			
Current liabilities			
Trade and other payables	13	1,662,034	1,027,915
Borrowings	21	380,000	380,000
Deferred tax	14	236,468	158,253
Total current liabilities		<u>2,278,502</u>	<u>1,566,168</u>
Non-current liabilities			
Borrowings	21	1,117,970	1,492,450
Other payables	13	114,937	-
Total non-current liabilities		<u>1,232,907</u>	<u>1,492,450</u>
Total liabilities		<u>3,511,409</u>	<u>3,058,618</u>
Equity			
Called up share capital	15	1,112,231	1,112,231
Share redemption reserve		239,546	239,546
Share premium account		9,484,577	9,484,577
Share based payment reserve		428,207	504,399
Retained earnings		<u>3,924,178</u>	<u>3,758,770</u>
Capital and reserves attributable to equity holders of the Company		<u>15,188,739</u>	<u>15,099,523</u>
Non-controlling interests		<u>(62,827)</u>	<u>(24,811)</u>
Total equity		<u>15,125,912</u>	<u>15,074,712</u>
Total equity and liabilities		<u>18,637,321</u>	<u>18,133,330</u>

The notes on pages 35 to 58 form part of these financial statements.

The Consolidated Financial Statements were approved by the Directors on 26 April 2024 and signed on their behalf by:


One Media IP
www.onemediaip.com
01753 785500

Michael Infante
Director

ONE MEDIA^{IP} Group Plc

Company Statement of Financial Position
At 31 October 2023

	Note	At 31 October 2023 £	At 31 October 2022 £
Assets			
Non-current assets			
Investments	10	950,275	950,275
Current assets			
Trade and other receivables	11	11,600,348	11,137,113
Cash and cash equivalents	12	1,050,845	1,878,513
Total current assets		12,651,193	13,015,626
Total assets		13,601,468	13,965,901
Liabilities			
Current liabilities			
Trade and other payables	13	158,930	220,183
Deferred tax	14	24,995	24,995
Total current liabilities		183,925	245,178
Borrowings	21	1,497,970	1,872,450
Total liabilities		1,681,895	2,117,628
Equity			
Called up share capital	15	1,112,231	1,112,231
Share redemption reserve	16	239,546	239,546
Share premium account	16	9,484,577	9,484,577
Share based payment reserve	16	327,182	403,374
Retained earnings	16	756,038	608,545
Total equity		11,919,573	11,848,273
Total equity and liabilities		13,601,468	13,965,901

The notes on pages 35 to 58 form part of these financial statements.

The Company Financial Statements were approved by the Directors on 26 April 2024 and signed on their behalf by:


One Media IP
www.onemediaip.com
01753 785500

Michael Infante
Director

ONE MEDIA^{IP} Group Plc

Consolidated and Company Cash Flow Statement For the year ended 31 October 2023

	Year ended 31 October 2023 Group	Year ended 31 October 2022 Group	Year ended 31 October 2023 Company	Year ended 31 October 2022 Company
	£	£	£	£
Cash flows from operating activities				
Operating profit/(loss) before tax	289,508	564,692	125,012	(49,801)
Amortisation	853,215	806,082	-	-
Depreciation	59,568	40,577	-	-
Share based payments	68,634	-	68,634	-
Finance income	-	-	-	-
Finance costs	139,996	384,416	-	-
Increase receivables	(152,021)	(24,879)	(490,654)	(414,111)
Increase/(decrease) in payables	783,172	(175,323)	(33,835)	23,402
Corporation tax paid	(144,866)	(14,926)	-	-
Net cash inflow/(outflow) from operating activities	1,897,206	1,580,639	(330,843)	(440,510)
Cash flows from investing activities				
Investment in intellectual property rights and TCAT	(2,138,836)	(1,760,036)	-	-
Investment in property, plant and equipment	(67,950)	(9,569)	-	-
Finance income	-	-	-	-
Net cash used in investing activities	(2,206,786)	(1,769,605)	-	-
Cash flows from financing activities				
Net proceeds from the issue of new shares	-	-	-	-
Finance cost paid	(125,813)	(205,554)	-	-
Bank loan	-	1,900,000	-	1,900,000
Loan notes repayment	(374,480)	(1,900,000)	(374,480)	(1,900,000)
Loan notes	-	126,715	-	126,715
Dividend paid	(122,345)	(122,345)	(122,345)	(122,345)
Net cash (outflow)/inflow from financing activities	(622,638)	(201,184)	(496,825)	4,370
Net change in cash and cash equivalents	(932,218)	(390,150)	(827,668)	(436,140)
Cash at the beginning of the year	2,175,663	2,565,813	1,878,513	2,314,653
Cash at the end of the year	1,243,445	2,175,663	1,050,845	1,878,513

ONE MEDIA ^{IP} Group Plc

Principal Accounting Policies For the year ended 31 October 2023

Basis of preparation

The Company is a public limited company incorporated and domiciled in England under the Companies Act 2006. The Board has adopted and complied with International Financial Reporting Standards (IFRS) as adopted by the United Kingdom. The Company's shares were admitted for trading on the AIM market of the London Stock Exchange on 18 April 2013.

Basis of consolidation

The Group financial statements consolidate those of the Company and all its subsidiary undertakings drawn up to the balance sheet date. Subsidiaries are entities over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The Group obtains and exercises control through voting rights.

Unrealised gains or losses on transactions between the Group and its subsidiaries are eliminated. Amounts reported in the financial statements of subsidiaries are adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Acquisitions of subsidiaries are dealt with by the equity method. The equity method involves the recognition of the fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated balance sheet at fair values, which are also used as the basis for subsequent measurement in accordance with the Group accounting policies. Goodwill is stated after separating out identifiable intangible assets. Goodwill represents the excess of acquisition cost over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary at the date of acquisition.

Revenue

The Group recognises revenue when performance obligations have been satisfied and for the Group this is when the services have been provided to the customer and the customer has control over use of the services. In principle therefore, revenue is recognised to the extent that the Group has obtained the right to consideration through its performance.

Revenue, excluding VAT, represents the value of income arising from digital distribution, licences and goods delivered or title passed. In the case of digital income revenue is recognised when reported to the Group and where reasonable estimates can be made of digital stores income still to be reported at any point of time.

In line with normal accounting practice revenue is reported gross received and receivable.

Commercial advances

To the extent that commercial advances are un-recouped at the year end any outstanding amounts are included in Other payables. The outstanding balances are calculated in line with underlying contractual obligations.

Going concern

The Directors monitor the capital and liquidity requirements of the Group and its subsidiaries on a regular basis. They have also reviewed cash flow forecasts which are based on assumptions about the future returns from existing catalogues and the annual operating cost. Based on these sources of information and their own judgement the Directors believe it is appropriate to prepare the Consolidated Financial Statements of the Group on a going concern basis.

ONE MEDIA^{IP} Group Plc

Principal Accounting Policies For the year ended 31 October 2023

Taxation

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable result for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in the income statement.

Deferred income taxes are calculated using the liability method of temporary differences. This involves the comparison of the carrying amounts of assets and liabilities in the consolidated financial statements with their respective tax bases. However deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Group and it is probable the reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Group are assessed for recognition as deferred tax assets.

Intangible assets

Licences and other intangible assets

Licences and other intangible assets, including labour capitalised under IAS38 Intangible Assets, are valued at cost less accumulated amortisation. Capitalised labour represents costs incurred in "ingesting" products and the compilation of existing content into new and revised albums. Amortisation is calculated to write off the cost in equal amounts over the life of the licences and other intangible assets (between 24 months and 25 years). Licences and intangible assets are subject to annual impairment reviews.

Assets acquired as part of a business combination

In accordance with IFRS 3 revised "Business Combinations", an intangible asset acquired in a business combination is deemed to have a cost to the Group of its fair value at the acquisition date. The fair value of the intangible asset reflects market expectations about the probability that the future economic benefits embodied in the asset will flow to the Group. The fair value is then amortised over the economic life of the assets. Where an intangible asset might be separable, but only together with a related tangible or intangible asset, the Group of assets is recognised as a single asset separable from goodwill where the individual fair values of the assets in the Group are not reliably measurable. Where the individual fair value of the complimentary assets are not reliably measurable, the Group recognises them as a single asset provided the individual assets have similar useful lives.

Impairment of intangible assets, property, plant and equipment

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

Individual assets or cash-generating units, other than intangible assets with an identifiable useful life, and those intangible assets not yet available for use are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recovered.

An impairment loss is recognised in the income statement for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use based on an internal discounted cash flow evaluation. Impairment losses recognised for cash-generating units are charged to the assets in the cash generating unit. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the assets recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of amortisation, if no impairment had been recognised.

ONE MEDIA^{IP} Group Plc

Principal Accounting Policies

For the year ended 31 October 2023

Financial assets

The Group's financial assets include cash and other receivables.

All financial assets are recognised when the Group becomes party to the contractual provisions of the investment. All financial assets are initially recognised at fair value, plus transaction costs.

Non-compounding interest and other cash flows resulting from holding financial assets are recognised in the income statement when received, regardless of how the related carrying amount of financial assets is measured.

Trade and other receivables are subsequently measured at amortised cost. Trade and other receivables are provided against when objective evidence is received that the Group will not be able to collect all amounts due to it in accordance with the original terms of the receivables. The amount of the write-down is determined as the difference between the asset's carrying amount and the present value of estimated cash flows.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank deposits, together with short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value with original maturities of three months or less from the date of acquisition.

Equity

The share capital is determined using the nominal value of shares that have been issued.

The share premium account represents premiums received on the initial issuing of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Retained earnings include all current and prior period results as disclosed in the income statement.

Financial liabilities

The Group's financial liabilities include trade and other payables. Financial liabilities are obligations to pay cash or other financial assets and are recognised when the Group becomes party to the contractual provisions of the instrument.

All financial liabilities are recognised initially at fair value, net of direct issue costs, and are subsequently recorded at amortised cost using the effective interest method with interest charges recognised as an expense in the income statement.

Dividend distributions to shareholders are included in "other short term financial liabilities" when dividends are approved by the shareholders' before the year end.

ONE MEDIA ^{IP} Group Plc

Principal Accounting Policies For the year ended 31 October 2023

Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations will probably lead to an outflow of economic resources from the Group and they can be estimated reasonably. Timing or the amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events. For example, legal disputes or onerous contracts.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the balance sheet date, including the risks and uncertainties associated with the present obligation. Any reimbursement expected to be received in the course of the settlement of the present obligation is recognised, if virtually certain as a separate asset, not exceeding the amount of the related provision. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. In addition, long term provisions are discounted to present values, where the time value of money is material. All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resource as a result of the present obligation is considered improbable or remote, or the amount to be provided cannot be measured reliably, no liability is recognised in the balance sheet. Probable inflows of economic benefits to the Group that do not yet meet the recognition criteria are considered contingent assets.

Property, plant and equipment

Measurement basis

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use. In the case of new internally generated software creation and improvements this includes capitalised labour. Subsequent expenditure relating to property, plant and equipment is added to the carrying amount of the assets only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to the income statement during the period in which they are incurred.

When assets are sold any gain or loss resulting from their disposal, being the difference between the net disposal proceeds and the carrying amount of the assets is included in the income statement.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds and the redemption amount is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Fund raise costs

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

ONE MEDIA ^{IP} Group Plc

Principal Accounting Policies For the year ended 31 October 2023

Property, plant and equipment - continued

Lease policy

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities representing obligations to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Buildings 2 years
- Motor vehicles and other equipment 3 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the Impairment of intangible assets, property, plant and equipment in the principal accounting policies.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

ONE MEDIA^{IP} Group Plc

Principal Accounting Policies For the year ended 31 October 2023

Property, plant and equipment - continued

The Group's lease liabilities are included in trade and other payables (see Note 13).

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Depreciation

Depreciation is calculated so as to write off the cost of property, plant and equipment, less its estimated residual value, which is revised annually, over its useful economic life as follows:

Furniture and fixtures - 33.33% straight line
Office equipment - 33.33% straight line
Right of use assets - over remaining life of the lease

Investment in subsidiary

Investment in subsidiary undertakings is shown at cost, less any provision for impairment.

Foreign currency

The Consolidated Financial Statements are presented in UK Sterling which is also the functional currency of the parent Company. Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the Income Statement.

Non-monetary items measured at historical cost are translated using the exchange rates at the date of the transaction (not retranslated). Non-monetary items measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Operating segments

A segment is a distinguishable component of the Group that is engaged either in a particular business (business segment) or conducting business in a particular geographic area (geographic segment), which is subject to risks and rewards that are different from other segments.

The Group operates in two significant business segments which are the digital "net-label" market and SaaS platform, the results of which are seen in the Consolidated Statement of Comprehensive Income.

Critical accounting estimates and judgements

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. The Group makes estimates and assumptions about the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next accounting year are discussed below.

ONE MEDIA^{IP} Group Plc

Principal Accounting Policies

For the year ended 31 October 2023

Identification of cash-generating units

There is judgement required in determining the cash-generating units. At each reporting date management review the interdependency of revenues across the Group to determine the appropriate cash-generating unit. During the year it was recognised that the cash inflows of the TCAT cash-generating unit were largely interdependent such that they have been reported as a single cash-generating unit. The increase in the interdependency has been accelerated due to the increased scale of development in TCAT's SaaS software.

Impairment of assets

The Group conducts impairment reviews of assets when events or changes in circumstances indicate that the carrying amounts may not be recoverable annually, or in accordance with the relevant accounting standards. An impairment loss is recognised when the carrying amount of an asset is higher than the greater of its net selling price or the value in use. In determining the value in use, management assesses the present value of the estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Estimates and judgements are made in respect of the potential impairment of goodwill, intellectual property, licences and other intangible assets.

Internally generated intangible assets and software systems

The Group capitalises labour in respect of intangible assets and internally generated software. Significant judgement is required in estimating the time and cost involved in these activities and distinguishing the research from the development phase. Development costs are recognised as an asset whereas research costs are expensed as incurred.

Share option and warrant policy

The Group has applied the requirements of IFRS 2 Share-Based Payment.

The Group operates both approved and unapproved share option and warrant schemes for the Directors, senior management and certain employees.

Where share options and warrants are awarded, the fair value of the instruments at the date of grant is charged to the Statement of Comprehensive Income over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that ultimately the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted, as long as other vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of the instruments are modified before they vest, any increase in fair value of these instruments, measured immediately before and after the modification is also charged to the Statement of Comprehensive Income over the remaining vesting period.

Fair value is measured using the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural conditions.

Fundraising costs

Fundraise costs have been allocated to the balance sheet and are amortised over the period of the debt facility.

ONE MEDIA ^{IP} Group Plc

Principal Accounting Policies For the year ended 31 October 2023

Assessment of useful life of intangible assets

In order to calculate the amortised cost of the intangible assets it is necessary to assess the useful economic life of the copyright interests in Catalogues. This requires forecasts of the expected future revenue from the copyright interests, which contains uncertainties as the ongoing popularity of a Catalogue can fluctuate unexpectedly. An assessment of the useful life of each Catalogue is considered at each reporting period, which is 20 years, in line with industry standard.

Assessment of impairment

Intangible and SaaS assets are subject to an annual impairment review which relies on assumptions made by the Board. Assumptions are updated annually, specifically those relating to future cash flows.

When considering whether a Catalogue should be impaired, the Board considers a co-efficient analysis that incorporates various factors, including the time remaining of when the recoverable value equals the fair value based on the rate of amortisation, the ability for the Company to renegotiate administration rates and the active management that is undertaken.

In relation to considering whether the SaaS investment should be impaired, the Board considers various key factors, including the future valuation based on current discounted factors, the current and long term forecasts and the impact of future product development.

Amendments effective from 1 January 2023 and 1 January 2024

Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12).

The amendments clarify that the initial recognition exemption does not apply to transactions in which equal amounts of deductible and taxable temporary differences arise on initial recognition.

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2).

The amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies.

Adoption of new or amended IFRS

New standards, interpretations and amendments not yet effective

At the date of signing of these financial statements, the Group has not applied the following new and revised IFRSs that have been issued but are not yet effective and had not yet been adopted by the EU:

Classification of liabilities as current or non-current (amendments to IAS 1)

The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.

Effective for annual reporting periods beginning on or after 1 January 2022.

The Group expects to adopt the amendment for the first time in the 2023 annual financial statements. The impact of this amendment will depend on the nature of debt and other liabilities arising.

Property, Plant and Equipment — Proceeds before Intended Use (Amendments to IAS 16)

The amendments amend IAS 16 to prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the cost of producing those items, in profit or loss.

Effective for annual reporting periods beginning on or after 1 January 2022.

ONE MEDIA^{IP} Group Plc

Principal Accounting Policies For the year ended 31 October 2023

Adoption of new or amended IFRS – continued

The Group expects to adopt the amendment for the first time in the 2023 annual financial statements. The Group does not expect this amendment will have a material impact.

Annual Improvements 2018-2020 Cycle

These annual improvements will make the following amendments:

IFRS 1 First-time Adoption of International Financial Reporting Standards - Subsidiary as a first-time adopter. The amendment permits a subsidiary that applies paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to IFRSs.

IFRS 9 Financial Instruments - Fees in the '10 per cent' test for derecognition of financial liabilities. The amendment clarifies which fees an entity includes when it applies the '10 per cent' test in paragraph B3.3.6 of IFRS 9 in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

Liability in a Sale and Leaseback (Amendments to IFRS 16 Leases).

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1 Presentation of Financial Statements);

Non-current Liabilities with Covenants (Amendments to IAS 1 Presentation of Financial Statements);

Supplier Finance Arrangements (Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures).

Reference to the Conceptual Framework (Amendments to IFRS 3)

These amendments will result in the following changes to IFRS 3:

- i) update IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework;
- ii) add to IFRS 3 a requirement that, for transactions and other events within the scope of IAS 37 or IFRIC 21, an acquirer applies IAS 37 or IFRIC 21 (instead of the Conceptual Framework) to identify the liabilities it has assumed in a business combination; and
- iii) add to IFRS 3 an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

Effective for annual reporting periods beginning on or after 1 January 2022.

The Group expects to adopt the amendment for the first time in the 2023 annual financial statements. The Group does not expect this amendment will have a material impact.

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group in future periods.

ONE MEDIA ^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

1. Segmental Analysis

IFRS 8 'Operating Segments' requires the Group's segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Chief Operating Decision Maker to allocate resources to the segments and to assess their performance. The Chief Operating Decision Maker is considered to be the Chief Executive Officer of One Media IP Group Plc.

The Chief Operating Decision Maker receives and reviews segmental operating profit. Certain central administrative costs including Group Directors' salaries are included within the Group's Licenses result. This is consistent with the results as reported to the Chief Operating Decision Maker.

Each segment is shown net of intercompany transactions and balances within that segment. The eliminations remove intercompany transactions and balances between the different segments which primarily relate to the net draw down of loans and short-term working capital funding provided by One Media IP Group Plc to the other company in the Group. Inter-segment transactions are undertaken in the ordinary course of business on arm's length terms.

Information regarding the Group's reportable operating segments for the year ended 31 October 2023 is shown below:

Income statement	Licenses £	TCAT £	Total £
Revenue	5,027,137	336,297	5,363,434
Distribution charges	(1,134,118)	-	(1,134,118)
Royalty costs	(420,736)	-	(420,736)
Other costs	(111,012)	(203,511)	(314,523)
Net revenue	3,361,271	132,786	3,494,057
Amortisation	(767,864)	(85,351)	(853,215)
Administration expenses	(1,505,720)	(605,988)	(2,111,708)
Foreign exchange gains	(22,917)	(8,079)	(30,996)
Operating profit/(loss)	1,064,770	(566,632)	498,138
Share based payments			(68,634)
Finance costs			(139,996)
Profit before taxation			289,508
Tax expense			(184,597)
Profit for the period			104,911

Total assets and liabilities	Licenses £	TCAT £	Eliminations £	Total £
Total assets	18,225,523	3,199,369	(2,867,700)	18,557,192
Total liabilities	(3,357,620)	(2,941,361)	2,867,700	(3,431,281)
Total segment net assets	14,867,903	258,008	-	15,125,911

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

Geographical information

Revenue is the amount attributable to the Group's principal activity undertaken in the United Kingdom. The geographic split of Group revenue is as follows:

	Year ended 31 October 2023	Year ended 31 October 2022
Revenue	£	£
United Kingdom	300,472	345,121
North America & rest of world	4,199,367	4,244,479
Europe	863,595	539,240
	<u>5,363,434</u>	<u>5,128,840</u>

The Group considers it has two business segments with its Profit from the acquisition and exploitation of mixed media intellectual property rights for distribution and a SaaS platform, ultimately earned from its sole activity in the United Kingdom.

	Year ended 31 October 2023	Year ended 31 October 2022
Revenue by segment	£	£
Licenses and other media intellectual property	5,027,137	4,761,943
TCAT	336,297	366,897
	<u>5,363,434</u>	<u>5,128,840</u>

Included in revenues for the year ended 31 October 2023 it is estimated that £783,000 (2022: £819,000) is from its largest ultimate customer and £330,000 (2022: £410,000) from its second largest ultimate customer. Together these represent 21% (2022: 24%) of the total Group revenue for the year. In addition, the Company relies on a distribution aggregator (The Orchard) who channels approximately 52% (2022: 51%) of the Group's turnover.

2. Operating profit

Operating profit is stated after charging:

Group	Year ended 31 October 2023	Year ended 31 October 2022
	£	£
Directors' remuneration	721,872	493,992
Amortisation of intangible assets	853,215	806,082
Depreciation of plant, property and equipment	59,568	40,578
Auditors' remuneration - audit fees	24,750	22,500
Auditors' remuneration - taxation	3,850	6,400
Loss/(gain) on foreign exchange	30,996	(34,365)
	<u></u>	<u></u>

Included in audit fees above is £7,000 (2022: £6,900) for the audit of the parent Company.

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

3. Finance cost and finance income

	Year ended 31 October 2023 £	Year ended 31 October 2022 £
Finance costs	(139,996)	(384,416)
Interest receivable	-	-

4. Taxation

	Year ended 31 October 2023 £	Year ended 31 October 2022 £
Analysis of the charge for the year		
UK corporation tax charge	131,477	105,703
Deferred tax	53,120	20,739
	<u>184,597</u>	<u>126,442</u>

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 22.14% (2022: 19%). The actual tax charge for the periods is different than the standard rate for the reasons set out in the following reconciliation:

Reconciliation of current tax charge	Year ended 31 October 2023 £	Year ended 31 October 2022 £
Profit on ordinary activities before tax	<u>289,508</u>	<u>564,692</u>
Tax on profit on ordinary activities at 22.14% (2022: 19%)	64,097	107,292
Effects of:		
Non-deductible expenses	36,225	13,619
Adjustments to tax charge in respect of previous periods	17,117	-
Fixed asset timing differences	73,959	8,225
Depreciation in excess of capital allowances	(1,412)	5,719
Research and development	(5,389)	(8,413)
Total tax charge	<u>184,597</u>	<u>126,442</u>

The main rate of corporation tax increased from 19% to 25% on 1 April 2023 to 25%. On this basis deferred tax is provided at the future rate of 25%.

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

5. Employee information

	Year ended 31 October 2023	Year ended 31 October 2022
	£	£
Directors' emoluments - excluding applicable share option and pension charges	538,347	485,292
Loss of office	104,325	-
Fees paid to directors	79,200	69,274
Share option charge	68,634	-
TCAT staff payroll and expenses	338,451	318,243
Wages and salaries	174,259	188,589
Social security	73,969	46,540
Pension	29,420	8,340
	<u>1,406,605</u>	<u>1,116,278</u>

The average monthly number of Group employees (excluding non-executive directors) during the year was as follows:

	Year ended 31 October 2023	Year ended 31 October 2022
Technical, creative technicians and management	12	12
Developers and management (TCAT Ltd)	<u>10</u>	<u>9</u>

6. Parent Company Profit and Loss Account

The profit for the year to 31 October 2023 dealt within in the financial statements of the parent Company was £125,012 (2022: loss £49,801). As permitted by section 408 of the Companies Act 2006, no separate profit and loss account is prepared for the parent Company.

7. Earnings per share

The weighted average number of shares in issue for the basic earnings per share calculations is 222,446,249 (2022: 222,446,249) and for the diluted earnings per share assuming the exercise of all warrants and share options is 261,079,582 (2022: 267,779,582).

The calculation of basic earnings per share is based on the profit for the period of £104,911 (2022: £438,251). Based on the weighted average number of shares in issue during the year of 222,446,249 (2022: 222,446,249) the basic earnings per share is 0.05p (2022: 0.20p). The diluted earnings per share is based on 261,079,582 shares (2022: 267,779,582) and is 0.04p (2022: 0.16p).

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

8. Intangible assets - Group

	Licenses and other intangibles £	TCAT £	Total Intangible assets £
Cost			
At 1 November 2021	15,559,106	854,472	16,413,578
Additions	1,225,577	534,459	1,760,036
Disposals	-	-	-
At 31 October 2022	16,784,683	1,388,931	18,173,614
Additions	1,464,058	674,778	2,138,836
Adjustments	(971,679)	971,679	-
At 31 October 2023	17,277,062	3,035,388	20,312,450
Amortisation			
At 1 November 2021	2,883,701	45,800	2,929,501
Charge for the year	720,635	85,447	806,082
Disposals	-	-	-
At 31 October 2022	3,604,336	131,247	3,735,583
Charge for the year	767,864	85,351	853,215
Adjustments	(100,338)	100,338	-
At 31 October 2023	4,271,861	316,936	4,588,798
Net book value			
At 31 October 2023	13,005,201	2,718,452	15,723,653
At 31 October 2022	13,180,347	1,257,684	14,438,031

All amortisation is included in Cost of sales in the Consolidated Statement of Comprehensive Income.

ONE MEDIA^{IP} Group Plc

**Notes to the Consolidated Financial Statements
For the year ended 31 October 2023**

9. Property, plant and equipment - Group

	Office equipment	Fixtures and fittings	Right of Use assets	Total
	£	£	£	£
Cost				
At 1 November 2021	73,836	11,294	98,692	183,822
Additions	9,569	-	-	9,569
Disposals	-	-	-	-
At 31 October 2022	83,405	11,294	98,692	193,391
Additions	6,482	7,751	87,986	102,219
Disposals	-	-	(132,961)	(132,961)
At 31 October 2023	89,887	19,045	53,717	162,649
Depreciation				
At 1 November 2021	69,074	11,294	59,447	139,815
Charge for the year	4,190	-	36,388	40,578
Disposals	-	-	-	-
At 31 October 2022	73,264	11,294	95,835	180,393
Charge for the year	6,051	1,077	52,440	59,568
Disposals	-	-	(132,962)	(132,962)
At 31 October 2023	79,315	12,372	15,312	106,999
Net book value				
At 31 October 2023	10,572	6,673	38,405	55,650
At 31 October 2022	10,141	-	2,857	12,998

All depreciation is included in administrative expenses in the Consolidated Statement of Comprehensive Income.

ONE MEDIA iP Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

10. Investment in subsidiary undertakings

	Total £
At 1 November 2022	950,275
Movement in period	-
At 31 October 2023	<u>950,275</u>

The Company holds interests in the following subsidiary undertakings.

Company	Country of incorporation	Nature of business	Class of shares	Share held %
One Media iP Limited Company number 05536271	England and Wales	Audio-visual content	Ordinary	100%
One Media Intellectual Property Limited Company number 08224199	England and Wales	Dormant	Ordinary	100%
One Media Publishing Limited Company number 082123128	England and Wales	Dormant	Ordinary	100%
OMIP Ltd Company number 10585974	England and Wales	Dormant	Ordinary	100%
TCAT OMIP Limited Company number 10586072	England and Wales	Dormant	Ordinary	100%
Men & Motors Limited Company number 10582506	England and Wales	Dormant	Ordinary	100%
Harmony IP Limited Company number 11974465	England and Wales	Dormant	Ordinary	100%
TCAT Limited Company number NI669086	Northern Ireland	Other information technology service activities	Ordinary	92%

The Company's investment at the balance sheet date is 100% of the share capital of the unlisted companies One Media iP Limited, One Media Intellectual Property Limited, One Media Publishing Limited, OMIP Ltd, Men & Motors Limited and Harmony IP Limited with the TCAT Limited investment at 92%. All of the above subsidiaries principal place of business is 623 East Props Building, Pinewood Studios, Iwer Heath, Bucks SL0 0NH.

All the above activities are included in the consolidated financial statements.

11. Receivables

	31 October 2023 Group £	31 October 2022 Group £	31 October 2023 Company £	31 October 2022 Company £
Amounts owed by group undertakings	-	-	11,575,154	11,100,919
Trade receivables	265,047	364,970	-	-
Social security and other taxes	-	45,836	-	-
Other receivables	1,306,699	1,009,598	3,514	-
Prepayments	42,827	51,965	21,680	36,194
	<u>1,614,573</u>	<u>1,472,369</u>	<u>11,600,348</u>	<u>11,137,113</u>

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

11. Receivables – continued

Trade and other receivables are usually due within 30 to 90 days and do not bear any effective interest. A provision of £nil (2022: £nil) was made for doubtful debts at 31 October 2023.

12. Cash and cash equivalents

An analysis of cash and cash equivalent balances by currency is shown below:

	31 October 2023 Group	31 October 2022 Group	31 October 2023 Company	31 October 2022 Company
	£	£	£	£
GB£	1,155,081	1,938,299	1,050,845	1,878,513
US\$	87,517	210,915	-	-
Euro	847	26,449	-	-
	<u>1,243,445</u>	<u>2,175,663</u>	<u>1,050,845</u>	<u>1,878,513</u>

13. Trade and other payables

	31 October 2023 Group	31 October 2022 Group	31 October 2023 Company	31 October 2022 Company
	£	£	£	£
Current				
Trade payables	113,727	96,471	15,018	54,300
Social security and other taxes	50,572	45,836	-	27,418
Corporation tax	187,458	308,047	-	-
Accruals & deferred Income	895,676	212,552	143,912	138,465
Other payables	375,812	326,912	-	-
RoU liabilities	38,789	3,828	-	-
	<u>1,662,034</u>	<u>993,646</u>	<u>158,930</u>	<u>220,183</u>

The fair value of trade and other payables has not been disclosed as, due to their short duration, management considers the carrying amounts recognised in the balance sheet to be a reasonable approximation of their fair value.

	31 October 2023 Group	31 October 2022 Group	31 October 2023 Company	31 October 2022 Company
	£	£	£	£
Non-current				
Deferred Income	114,937	-	-	-
	<u>114,937</u>	<u>-</u>	<u>-</u>	<u>-</u>

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

14. Deferred tax liability

Group	31 October 2023	31 October 2022
	£	£
Opening balance	158,253	132,830
Origination and reversal of timing differences	78,215	25,423
Total deferred tax liability	236,468	158,253

The Group has estimated trading losses of £nil (2022: £nil) available for carry forward against future trading profits.

Company	31 October 2023	31 October 2022
	£	£
Opening balance	24,995	24,995
Other timing differences	-	-
Unrelieved tax losses	-	-
Total deferred tax liability	24,995	24,995

15. Share capital

Group and Company	31 October 2023	31 October 2022
	£	£
Authorised:		
200,000,000 ordinary shares of 0.5p each	1,000,000	1,000,000
Issued:		
222,446,249 (2022: 222,446,249) ordinary shares of 0.5p each	1,112,231	1,112,231

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

15. Share capital - continued

The movement in the issued share capital over the last year has been as follows:

	£
Balance at 1 November 2022	1,112,231
Shares issued in period	-
Balance at 31 October 2023	<u>1,112,231</u>

On 21 April 2015 a further 500,000 share options of 9p were issued to 1 member of staff remain outstanding at 31 October 2023 (2022: 700,000). These options are exercisable on or before 20 April 2025.

On 25 September 2018 a further 30,833,333 share options of 6p were issued and remain outstanding at 31 October 2023 (2022: 30,833,333). These options are exercisable on or before 24 September 2025.

On 11 April 2019 a further 2,800,000 share options of 6p were issued to 2 directors and 1 member of staff remain outstanding at 31 October 2023 (2022: 3,800,000). These options are exercisable on or before 30 October 2026.

On 3 April 2020 a further 2,000,000 share options of 6p were issued to 3 directors and remain outstanding at 31 October 2023 (2022: 2,000,000). These options are exercisable on or before 30 October 2026.

On 15 April 2021 a further 2,500,000 share options of 7.31p were issued to 4 directors and 3 members of staff remain outstanding at 31 October 2023 (2022: 3,000,000). These options are exercisable on or before 30 October 2026.

All share options issues were made to underpin key Directors and senior staff service conditions. The share based payment charge in relation to these share options is spread over the period of subscription.

The share price of the options granted on 5 June 2014 was 14.5p per share. The Fair Value of these options, based on the Black Scholes model, was 21.87p per share based on a risk free interest rate of 5% and a volatility of 40%.

The share price of the options granted on 21 April 2015 was 9p per share. The Fair Value of these options, based on the Black Scholes model, was 13.57p per share based on a risk free interest rate of 5% and a volatility of 40%.

The share price of the options granted on 3 April 2020 was 6p per share. The Fair Value of these options, based on the Black Scholes model, was 8.57p per share based on a risk free interest rate of 5% and a volatility of 40%.

The share price of the options granted on 15 April 2021 was 7.31p per share. The Fair Value of these options, based on the Black Scholes model, was 8.57p per share based on a risk free interest rate of 5% and a volatility of 40%.

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

16. Company reserves

	Share redemption reserve	Share premium	Share based payment reserve	Retained earnings	Total
	£	£	£	£	£
At 1 November 2021	239,546	9,484,577	403,374	780,691	10,908,188
Proceeds from the issue of new shares	-	-	-	-	-
Fund raise costs	-	-	-	-	-
Share based payment charge	-	-	-	-	-
(Loss) for the year	-	-	-	(49,801)	(49,801)
Dividend paid	-	-	-	(122,345)	(122,345)
At 1 November 2022	239,546	9,484,577	403,374	608,545	10,736,042
Proceeds from the issue of new shares	-	-	-	-	-
Share based payment adjustment	-	-	(144,826)	144,826	-
Share based payment charge	-	-	68,634	-	68,634
Profit for the year	-	-	-	125,012	269,838
Dividend paid	-	-	-	(122,345)	(122,345)
At 31 October 2023	239,546	9,484,577	327,182	756,038	10,807,343

The Consolidated Statement of Changes in Equity is shown on page 31.

17. Dividends

The total dividend paid in the year ended 31 October 2023 was £122,345 (2022: £122,345).

18. Contingent liabilities

Due to the nature of the business, from time to time, claims will be made against the Group. Nonetheless, the Directors are not aware of any claims that are likely to be successful and, in their opinion, result in a material liability.

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

19. Capital commitments

There were no capital commitments at 31 October 2023 or at 31 October 2022.

20. Leases

Property, Plant and Equipment comprise owned and leased assets that do not meet the definition of investment property.

	Note	2023 £	2022 £
Property, Plant and Equipment owned	9	17,245	10,141
Right of Use Assets		38,405	2,857
		<u>55,650</u>	<u>12,998</u>

Information about leases for which the Company is a lessee is presented below.

Right of Use Assets 2023	Property £	Equipment £	Total £
Balance at 1 November 2022	-	2,857	2,857
Additions in the year	44,685	9,032	53,717
Depreciation charge for the year	12,791	39,648	52,439
Balance at 31 October 2023	33,513	4,892	38,405

Lease Liabilities

Maturity Analysis – contractual undiscounted cashflows	£
Less than one year	38,391
One to five years	398
More than five years	-
Total undiscounted leases liabilities at 31 October 2023	<u>38,789</u>
Lease liabilities included in the statement of financial position at 31 October 2023	<u>38,789</u>
Current	
Non-current	-

	2023 £
Amounts recognised in profit or loss	
Interest on lease liabilities	1,772
Total	<u>1,772</u>

21. Financial instruments

The Group uses financial instruments comprising cash and cash equivalents, other loans and various other short-term instruments such as trade receivables and trade payables which arise from its operations. The main purpose of these financial instruments is to fund the Group's business strategy and the short-term working capital requirements of the business.

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

21. Financial instruments - continued

	31 October 2023 Group £	31 October 2022 Group £	31 October 2023 Company £	31 October 2022 Company £
Borrowings				
Loan facility payable within 1 year	380,000	380,000	380,000	380,000
Loan facility payable 1 to 5 years	1,117,970	1,492,450	1,117,970	1,492,450
	<u>1,497,970</u>	<u>1,872,450</u>	<u>1,497,970</u>	<u>1,872,450</u>

The secured facility from Coutts & Co. is priced at base rate plus 3.5%, amortising on a straight-line basis over five years.

Financial assets by category

Categories of financial asset included in the Consolidated Statement of Financial Position are as follows:

	Loans and receivables £	Non financial assets £	2023 Total £	Loans and receivables £	Non financial assets £	2022 Total £
Trade receivables	265,047	-	265,047	364,970	-	364,970
Social security and other taxes	-	-	-	-	-	-
Other receivables	1,268,439	-	1,268,439	1,055,432	-	1,055,432
Prepayments	42,827	-	42,827	51,965	-	51,965
Cash and cash equivalents	1,243,445	-	1,243,445	2,175,663	-	2,175,663
	<u>2,819,758</u>	<u>-</u>	<u>2,819,758</u>	<u>3,648,030</u>	<u>-</u>	<u>3,648,030</u>

Included within loan and receivables above are cash and cash equivalents of £1,243,445 (2022: £2,175,663), and trade and other receivables of £25,195 (2022: £54,096) excluding amounts owed by group undertakings in relation to the company.

Trade Receivables at 31 October 2023 of £254,375 (2022: £364,970) include £222,861 (2022: £251,264) payable in \$USD and £7,183 (2022: £7,103) payable in Euro.

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

21. Financial instruments - continued

Financial liabilities by category

Categories of financial liabilities included in the Consolidated Statement of Financial Position are as follows:

	Other financial liabilities at amortised cost £	Liabilities not within the scope of IFRS 9 £	2023 Total £	Other financial liabilities at amortised cost £	Liabilities not within the scope of IFRS 9 £	2022 Total £
Trade payables	113,727	-	113,727	96,471	-	96,471
Social security and other taxes	32,139	-	32,139	45,836	-	45,836
Corporation tax	208,296	-	208,296	308,047	-	308,047
Deferred tax	215,629	-	215,629	158,253	-	158,253
Accruals and deferred income	-	912,058	912,058	-	212,552	212,552
Other payables	375,812	-	375,812	392,427	-	392,427
RoU liabilities	38,789	-	38,789	3,828	-	3,828
Borrowings	1,497,970	-	1,497,970	1,872,450	-	1,872,450
	2,482,362	912,058	3,394,420	2,877,312	212,552	3,089,864

Included within other financial liabilities are trade payables of £nil (2022: £nil) and other payables of £7,020 (2022: £6,900) in relation to the company.

The Group is exposed to a variety of financial risks which result from its operating activities. The Board is responsible for co-ordinating the Group's risk management and focuses on actively securing the Group's short to medium term cash flows. Long term investments are managed to generate lasting returns.

The Group does not actively engage in the trading of financial assets and has no financial derivatives. The most significant risks to which the Group is exposed are described below:

Credit risk

The Group's credit risk is primarily attributable to its trade receivables, other receivables and cash and cash equivalents. The amounts presented in the Consolidated Statement of Financial Position are net of any allowances for doubtful receivables. The Group has a significant concentration of credit risk associated with its distributor of digital content, The Orchard. Cash at bank is all held with highly rated banks or deposit takers, the suitability of which is constantly reviewed. The maximum credit to which the Group is exposed, including Cash at bank of £1,243,445, is £2,846,800 (2022: £3,648,030).

Liquidity risk

The Group seeks to manage risks to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash and assets safely and profitably. Short term flexibility is achieved by the use of money markets to deposit excess cash which is not required in the short term. The directors prepare cash flow forecasts on a regular basis to identify at an early stage any short term funding difficulties.

ONE MEDIA^{IP} Group Plc

Notes to the Consolidated Financial Statements For the year ended 31 October 2023

21. Financial instruments - continued

All the financial liabilities noted above, with the exception of the liability to deferred tax of £215,629 (2022: £158,253) and borrowings of £1,497,970 (2022: £1,872,450), are expected to result in cash outflow within six months of the year end. Borrowings are to be repaid in equal quarterly instalments, with the final payment due in September 2027.

Currency risk

The Group is exposed to foreign exchange risk in connection with its digital downloading and streaming business where the revenue is largely transacted in US\$ and the settlement of royalty and other liabilities arising from this revenue is largely denominated in US\$.

Included in Cash and cash equivalents, Trade receivables and Other receivables is USD\$1,735,439 (2022: USD\$1,140,088) equivalent to £1,430,228 (2022: £988,630) and Euro 8,155 (2022: Euro 39,014) equivalent to £7,102 (2022: £33,552) payable in Euro. If the foreign exchange rate was 10% different from the rate used at the year end there would be an under/over statement of assets of £157,557 (2022: £113,576).

Included in Accruals & deferred income and Other payables is USD\$898,170 (2022: USD\$71,770) equivalent to £740,210 (2022: £62,236) payable in USD\$. If the foreign exchange rate was 10% different from the rate used at the year end there would be an under/overstatement of liabilities of £82,246 (2022: £6,915).

22. Related party transactions

There were no related party transactions in the year under review or in the year ended 31 October 2023, other than transactions with the directors as disclosed in the Directors' Report and note 5 to the financial statements.

At 31 October 2023 the principal operating subsidiary One Media iP Limited owed the Company £8,773,762 (2022: £9,970,555), with its SaaS subsidiary TCAT Ltd owing the Company £2,801,391 (2022: £1,622,181)

No formal inter-company loan agreement is in existence between the Company and its subsidiaries. During the year the Company made a management charge of £508,776 (2022: £329,049) against One Media iP Limited and received a dividend of £500,000 (2022: £500,000).