

23 September 2024

B90 Holdings plc
("B90" the "Company" or the "Group")

UNAUDITED INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2024

Completion of turnaround strategy

EBITDA profitable every month of this year so far

B90 Holdings plc (AIM: B90), an online marketing company for the gaming industry, specialised in customer acquisition, is pleased to announce its unaudited interim results for the six months ended 30 June 2024 ("H1 2024"). The development and initial rollout of the Company's turnaround strategy of leading the Company into its next stage of corporate growth is now complete and the business has traded on a positive EBITDA every month of this year so far, with its innovative marketing initiatives progressing well. The results for the period are also available on B90's website at www.b90holdings.com.

The Company's final results for the financial year ended 31 December 2024 are expected to meet current market forecasts, with further growth anticipated in FY 2025 as the operational efficiency of the Group's business model becomes increasingly evident.

Operational Highlights

- **Business Advancements:** Completed a strategic shift in operations, away from a business-to-consumer ("B2C") model.
- **B2B Focus:** Continued expansion of business-to-business ("B2B") partnerships and enhancement of digital marketing capabilities.
- **Operations:** Transitioned the online sportsbook and casino operations to an outsourced white label solution, allowing the Company to focus solely on marketing activities.
- **Successful Euros 2024 Campaign:** The Euros 2024 football tournament provided an excellent opportunity to engage with key audiences. Promotional activities and numerous marketing campaigns across multiple channels during the event produced strong results.
- **Cost Optimisation:** Maintained stringent and diligent cost controls to drive further profitability and long-term revenue growth.

Financial Highlights

- **Revenue Performance:** Revenues for H1 2024 amounted to €1.4 million, reflecting an 83% increase compared to the same period in 2023, attributable to the strategic shift and cost restructuring efforts that commenced in Q4 2023 and completed early 2024.
- **EBITDA:** The business maintained a positive EBITDA for each month in H1 2024, resulting in a €0.2 million EBITDA for the period, demonstrating the success of its cost optimisation and revenue generation strategies. This positive trend has also continued through July and August 2024.
- **Net Results:** Taking into account amortisation and share-based payment expenses, the net operating result shows a loss for H1 2024 of €0.3 million, compared to a loss of €1.8 million in the same period last year.

Ronny Breivik, Executive Chairman of B90 Holdings plc, commented:

“This has been a transformational six months for B90, with the Group achieving consecutive months of profitability at the EBITDA level, marking a significant milestone as we build a strong foundation for sustainable growth. This EBITDA profitability has continued into the second half, and I am confident that our sustained focus on B2B operations and strategic investments will lead to long-term growth and value for our shareholders.”

“Looking ahead, we are optimistic about the future of B90. Our management team delivered on several key operational milestones, setting the stage for further growth in H2 2024 and FY 2025. Our focus on B2B operations, coupled with a strengthened management team and strong advisory board, positions us well to achieve our goal of remaining EBITDA profitable and driving substantial shareholder value.”

Settlement of fees

One of the Company’s advisers has requested settlement of their fees in shares. The Company has agreed to settle an amount of £45,000 through the issue of new ordinary shares at the closing market price on 20 September 2024, being £0.043, resulting in the issue of 1,046,512 new ordinary shares (the “Shares”).

Application will be made for the 1,046,512 Shares to be admitted to trading on AIM (“Admission”). It is expected that Admission will become effective and dealings in the New Shares will commence at 8.00 a.m. on or around 27 September 2024.

Total voting rights

On Admission, the Company’s total issued share capital will consist of 440,564,739 Ordinary Shares with voting rights. On Admission, the abovementioned figure of 440,564,739 Ordinary Shares may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, B90 under the Financial Conduct Authority’s Disclosure Guidance and Transparency Rules.

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Chairman's Statement

Overview

I am delighted to update our shareholders on the significant advancements we have made towards becoming a scalable gaming service provider focused on customer acquisition. Through strategic acquisitions, integration, and efficient operation of technological solutions, we have made notable progress.

B90 is now operating a successful platform of companies generating customers for operators of online casino and sports betting platforms. The Group's portfolio of brands guides users to customer websites and enriches the experience of players worldwide. Our leading brands include Bet90, Oddsen.nu, and Tippen4you, which are well-established names in the sports betting community and affiliate marketing space. We build and invest in gaming products that foster strong customer relationships and leverage efficient marketing strategies to drive growth and engagement in the global iGaming market.

Business and Strategy Update

We have undergone a significant operational shift by restructuring our casino and sportsbook operations towards outsourced solutions, which allows us to focus on our core strengths and create both financial and operational efficiencies. Our emphasis on B2B operations has been successful, with positive EBITDA recorded every month in H1 2024. This has continued into the second half of the financial year. Additionally, we have continued to invest in marketing initiatives aimed at driving future profitability.

We have made a strategic pivot from B2C to a B2B focus, optimising our operations around performance marketing and affiliate services. This includes the relaunch of Bet90.com as an affiliate website, which has reduced operating costs and enhanced our focus. The lessons we have learned from the acquisition of Emwys have bolstered our digital marketing capabilities within the online gambling sector and we now have strong embedded relationships and partnerships with many major industry players such as Bet365 and Stake.com. This has significantly enhanced our market presence.

In May 2024, Oddsen.nu, a key affiliate operating within the Group, announced that it had signed fixed listing fee marketing agreements which will provide at least €200,000 of revenues to the Group in 2024. Under the terms of the agreements, additional revenue may be earned for marketing services based on performance, enhancing the potential value of these contracts. The operations of Oddsen.nu have shifted from being Nordics-focused to having a global reach. This shift in focus has already positioned us to sign long-term, value-generative partnerships with reputable partners in the sector.

Oddsen.nu's expansion aligns perfectly with B90's wider plans for growing its organic business. With a robust forum for sports betting discussions and unique betting bonuses, Oddsen.nu continues to grow its reach, providing an excellent platform for global expansion.

Financial Performance Review

The Group has demonstrated significant improvements in financial performance for the first six months of 2024. Revenues for H1 2024 amounted to €1.4 million, reflecting an 83% increase compared to the same period in 2023. This growth is attributable to the strategic shift and cost restructuring efforts commenced in Q4 2023 and completed in early 2024.

We have maintained positive EBITDA for six consecutive months since the beginning of the year, highlighting the success of our cost optimisation and revenue generation strategies. This positive trend has continued through July and August 2024. Due to the amortisation and share-based payment expenses, the net operating result shows a loss of €0.3 million in H1 2024, a significant improvement compared to the loss of €1.8 million in the same period last year.

	First 6 months of 2024	First 6 months of 2023	Full year 2023
Net loss	(321,954)	(1,795,019)	(5,470,603)
Amortisation & Depreciation	381,966	231,103	606,475
Impairment of Goodwill	-	-	315,611
Share based payments	130,975	132,608	402,384
Interest and other finance expense	-	171,621	887,716
Tax	(7,583)	-	(4,462)
EBITDA	183,404	(1,259,687)	(3,262,879)
One-off expenses:			
- Restructuring expenses	-	-	237,356
Adjusted EBITDA	183,404	(1,259,687)	(3,025,523)

The substantial increase in revenue for the first half of 2024 can be attributed to our prudent shift in operations, and the success of our marketing campaigns during the Euros 2024. We have implemented stringent cost controls, resulting in positive EBITDA for eight consecutive months since January 2024. Although we recorded a net loss overall, the reduction in loss compared to the previous year reflects the effectiveness of our turnaround strategy and our rigorous cost management efforts.

Current Trading

Our operational management team is strong and experienced. Our Board has a great depth of sector knowledge and continues to benefit from the support and advice of our strategic adviser, who remains a substantial shareholder.

Looking ahead, we are optimistic about the future of B90. Our management team delivered on several key operational milestones during the first half of 2024, setting the stage for further EBITDA profitability in the second half.

Our focus on B2B operations, coupled with a strengthened management team and strong advisory board, positions us well to achieve our goal of remaining EBITDA profitable and driving substantial shareholder value. The new marketing agreements such as the one announced by Oddsen.nu in May 2024, will play an important role in driving future revenue growth.

Subsequent to the period, the Company has continued to produce a positive monthly EBITDA. B90 has now maintained a positive EBITDA for eight straight months since the start of the year. The full year results are expected to be in-line with current market expectations.

Summary and Outlook

The first half of 2024 has been a period of significant progress for B90. We have successfully restructured our casino and sportsbook operations towards outsourced solutions, allowing us to concentrate on our core strengths. This shift has resulted in positive EBITDA for eight consecutive months and a substantial increase in revenue compared to the same period in 2023, driven by strategic initiatives and successful marketing campaigns during the Euros 2024. Additionally, the signing of fixed listing fee marketing agreements by Oddsen.nu are expected to contribute additional performance-based earnings potential.

Looking ahead, we remain optimistic about the future of B90. Our management team is delivering on key operational and financial milestones, positioning us for sustained EBITDA profitability and further growth in 2024 and 2025.

Thank you for your continued support.

Ronny Breivik

Executive Chairman

23 September 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	<i>UNAUDITED</i> Period ended 30 June 2024 €	<i>UNAUDITED</i> Period ended 30 June 2023 €	<i>AUDITED</i> Year ended 31 December 2023 €
Revenue	1,379,178	754,659	3,025,352
Marketing and selling expense	(181,370)	(360,815)	(1,626,207)
Salary expense	(841,940)	(915,773)	(2,359,386)
Other administrative expense	(303,439)	(870,366)	(2,705,023)
Depreciation, amortisation expense	(381,966)	(231,103)	(922,085)
Total administrative expenses	<u>(1,708,715)</u>	<u>(2,378,057)</u>	<u>(7,612,701)</u>
Operating loss	(329,537)	(1,623,398)	(4,587,349)
Loss on fair value of equity conversion feature	-	-	(500,686)
Finance expense	-	(171,621)	(387,030)
Loss before tax	<u>(329,537)</u>	<u>(1,795,019)</u>	<u>(5,475,065)</u>
Taxation	7,583	-	4,462
Loss for the period	<u>(321,954)</u>	<u>(1,795,019)</u>	<u>(5,470,603)</u>
<i>Loss per share attributable to equity holders of the Company</i>			
- Basic (in €)	(0.0007)	(0.0064)	(0.0168)
- Diluted (in €)	(0.0007)	(0.0064)	(0.0168)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	<i>UNAUDITED</i> 6 months ended 30 June 2024 €	<i>UNAUDITED</i> 6 months ended 30 June 2023 €	<i>AUDITED</i> Year ended 31 December 2023 €
Non-current assets			
Goodwill	1,913,600	2,229,211	1,913,600
Other intangible assets	6,942,423	4,099,761	7,324,389
Total non-current assets	<u>8,856,023</u>	<u>6,328,972</u>	<u>9,237,989</u>
Current assets			
Other receivables & prepayments	503,553	235,409	487,986
Cash and cash equivalents	302,104	733,601	829,116
Total current assets	<u>805,657</u>	<u>969,010</u>	<u>1,317,102</u>
Total assets	<u>9,661,680</u>	<u>7,297,982</u>	<u>10,555,091</u>
Equity and liabilities			
Share capital	-	-	-
Additional paid-in capital	41,110,393	30,966,848	41,110,393
Reverse asset acquisition reserve	(6,046,908)	(6,046,908)	(6,046,908)
Retained earnings	(27,217,071)	(23,620,284)	(27,026,092)
Total shareholders' equity	<u>7,846,414</u>	<u>1,299,656</u>	<u>8,037,393</u>
Non-current liabilities			
Convertible loan note	-	3,145,522	-
Deferred tax liability	226,345	246,924	233,928
Total non-current liabilities	<u>226,345</u>	<u>3,392,446</u>	<u>233,928</u>
Current liabilities			
Trade and other payables	1,588,921	2,605,880	2,283,770
Total current liabilities	<u>1,588,921</u>	<u>2,605,880</u>	<u>2,283,770</u>
Total equity and liabilities	<u>9,661,680</u>	<u>7,297,982</u>	<u>10,555,091</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	<i>Share Capital</i>	<i>Additional Paid in capital</i>	<i>Other reserve</i>	<i>Retained Earnings</i>	<i>Total</i>
	€	€	€	€	€
Balance as at 1 January 2023	-	30,966,848	(6,046,908)	(21,957,873)	2,962,067
Loss for the financial period	-	-	-	(1,795,019)	(1,795,019)
Share based payments	-	-	-	132,608	132,608
Balance as at 30 June 2023	-	30,966,848	(6,046,908)	(23,620,284)	1,299,656
Balance as at 1 January 2023	-	30,966,848	(6,046,908)	(21,957,873)	2,962,067
Loss for the financial period	-	-	-	(5,470,603)	(5,470,603)
Issue of share capital	-	2,304,872	-	-	2,304,872
Conversion of Convertible Loan Note	-	6,058,892	-	-	6,058,892
Share based asset acquisition	-	1,600,000	-	-	1,600,000
Swap of other liabilities for share capital	-	536,141	-	-	536,141
Share based payments	-	-	-	402,384	402,384
Costs of raising capital	-	(356,360)	-	-	(356,360)
Balance as at 31 December 2023	-	41,110,393	(6,046,908)	(27,026,092)	8,037,393
Loss for the financial period	-	-	-	(321,954)	(321,954)
Share based payments	-	-	-	130,975	130,975
Balance as at 30 June 2024	-	41,110,393	(6,046,908)	(27,217,071)	7,846,414

CONSOLIDATED STATEMENT OF CASH FLOWS

	UNAUDITED	UNAUDITED	AUDITED
	30 June 2024 €	30 June 2023 €	31 December 2023 €
Cash flows from operating activities			
Operating (loss)/profit	(329,537)	(1,623,398)	(4,587,349)
<i>Adjustments for:</i>			
Share based payments	130,975	132,608	402,384
Impairment of goodwill	-	-	315,611
Amortisation of intangibles	381,966	231,103	606,474
Bad debt expense	-	-	(93,685)
Cash flow from/(used in) operations before working capital changes	183,404	(1,259,687)	(3,356,565)
Increase in trade and other receivables	(15,568)	(39,281)	(200,672)
Decrease in trade and other payables	(694,847)	(517,046)	(475,817)
Cash flow used in operations	(527,011)	(1,816,014)	(4,033,054)
Tax (paid)/received	-	-	-
Cash flow used in operating activities	(527,011)	(1,816,014)	(4,033,054)
Cash flow from investing activities			
Acquisition of intangible assets	-	-	(1,750,000)
Net cash outflow used in investing activities	-	-	(1,750,000)
Cash flow from financing activities			
Interest paid	-	-	-
Proceeds of issue of new shares	-	-	2,000,000
Finance expenses	-	(81,482)	-
Receipts from loans	-	2,272,044	4,253,116
Net cash inflow used in financing activities	-	2,190,562	6,253,116
Net increase/(decrease) in cash and cash equivalents	(527,011)	374,548	470,062
Cash and cash equivalents at start of period	829,115	359,053	359,053
Cash and cash equivalents at end of period	302,104	733,601	829,115

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2024

1. Basis of preparation

The condensed interim consolidated financial statements incorporate the results of B90 Holdings plc (the “Company”) and entities controlled by the Company (its subsidiaries) (collectively the “Group”).

The condensed interim consolidated financial statements are unaudited, do not constitute statutory accounts and were approved by the Board of Directors on [20] September 2024. The auditor’s report on the year ended 31 December 2023 financial statements was unqualified, though it made reference, by way of emphasis, to a material uncertainty in relation to going concern, and an emphasis of matter related to impairment of other intangible assets. The year ended 31 December 2023 Annual Report and financial statements is available on the Company’s website (www.b90holdings.com).

The preparation of unaudited condensed interim consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing the unaudited condensed interim consolidated financial statements, the significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2023.

The unaudited condensed interim financial information in this report has been prepared using accounting policies consistent with IFRS as adopted by the European Union. IFRS is subject to amendment and interpretation by the International Accounting Standards Board (IASB) and the IFRS Interpretations Committee and there is an ongoing process of review and endorsement by the European Commission. These policies are consistent with those to be adopted in the Group’s consolidated financial statements for the year ended 31 December 2024. The accounting policies, including those related to significant judgements and key sources of estimation uncertainty, applied in this interim report are the same as those applied by the Group in the consolidated financial statements for the year ended 31 December 2023. The group has chosen not to adopt IAS 34 “Interim Financial Statements” in preparing the interim financial information.

The principal risks and uncertainties of the Group have not changed since the last annual financial statements for the year ended 31 December 2023, where a detailed explanation of such risks and uncertainties can be found.

Going concern

The Group reported a net loss of €0.3 million for the six months ended 30 June 2024, although a positive cash flow from operations, before working capital adjustments, of €0.2 million.

Whilst trading during the first six months of 2024 was in line with the Board’s expectations and shows a significant improvement from 2023, the Company still shows a negative working capital position of €0.7 million. Management is targeting the Group continuing to generate positive cash flow from operations, before working capital adjustments, during the remainder of 2024.

However, should trading not be in line with management’s expectations going forward, the Group’s ability to pay its trade payables may be impacted, in which case the Group will need to raise further

funding. In the circumstance that this is needed and whilst the directors are confident of being able to raise such funding if required, there is no certainty that such funding will be available and/or the terms of such funding.

Whilst acknowledging this material uncertainty, the Directors remain confident that they will be able to continue to expand the Group's operations and continue to generate a positive operational cash flow going forward, or, if needed, be able to raise additional funding when required, and therefore the Directors consider it appropriate to prepare the financial statements on a going concern basis. The financial statements do not include the adjustments that would result if the Group was unable to continue as a going concern.

2. Earnings per share

The calculation of earnings per share is based on the following earnings and number of shares.

	6 months ended 30 June 2024 €	6 months ended 30 June 2023 €	Year ended 31 December 2023 €
Earnings			
Loss for the purpose of basic and diluted earnings per shares being net result attributable to equity shareholders	(321,954)	(1,795,019)	(5,470,603)
Number of shares			
Weighted average number of ordinary shares for the purposes of basic earnings per share	439,518,227	282,144,816	326,123,139
Weighted average number of dilutive share options	-	-	-
Weighted average number of ordinary shares for the purposes of diluted earnings per share	439,518,227	282,144,816	326,123,139
Basic loss per share (€)	(0.0007)	(0.0064)	(0.0168)
Diluted loss per share (€)	(0.0007)	(0.0064)	(0.0168)

3. Significant events during the reporting period

On 1 February 2024, the Company announced that it had completed the restructuring of its casino and sportsbook operations to an outsourced solution.

On 21 May 2024, the Company announced that it had entered into a number of fixed fee marketing agreements, which provide the Company with €200,000 of revenues to the Group in 2024. Under the terms of these agreements, additional revenue may be earned for performance based marketing services.