

Pennies!

Annual Report & Financial Statements

2024

Because micro-donations matter.



The impact of micro-donations

2024 marked the first year that more than £10 million was raised from Pennies donations.

15 minutes

of micro-donations made by diners at a national restaurant chain could fund a conversation with Shout for someone in distress, a conversation that could save a life.



Nine hours

of micro-donations made by high-street pharmacy customers could buy a specialist app to help someone with MND continue to communicate with others.

Every two hours

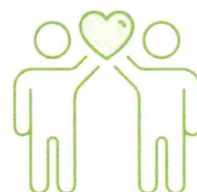
micro-donations from customers at a discount retailer could raise enough for Make-A-Wish to send a family on a once-in-a-lifetime holiday where they can reconnect and make memories.



Someone made a donation with Pennies every 0.7 seconds in 2024.

One day

of micro-donations from customers ordering pizza online could help to fund a whole day of therapeutic programmes for a child with a serious illness.



The Pennies Foundation

Annual report and financial statements

for the year ended

31 December 2024

Registered in England and Wales charity number: 1122489
Registered in the Republic of Ireland charity number: 20106331
Registered in the Isle of Man charity number: 1275
Company number: 6418982

Registered office:
1st Floor
64 London Wall
London, EC2M 5TP

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Legal and Administrative Information

Registered Charity Numbers

England and Wales	1122489
Republic of Ireland	20106331
Isle of Man	1275

Company Registration Numbers

England and Wales	06418982
Isle of Man	006181F

Governing Instrument	Articles of Association	(Amended 12 August 2019)
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Trustees	Robert Leitão	Chair
	Peter Ayliffe	Vice Chair, Audit Committee member
	Graham Edwards	Audit Committee Chair
	Penny Lovell	
	Angela Luger	
	Julian Taylor	Audit Committee member
	Leigh Thomas	
	Paul Bain	Appointed 2 April 2025

Chief Executive	Alison Hutchinson CBE
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Registered Office and Business Address	First Floor 64 London Wall London EC2M 5TP
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Banker	HSBC Bank plc 94 Kensington High Street London W8 4SH
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Auditor	RSM UK Audit LLP 25 Farringdon Street London EC4A 4AB
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Solicitor	Simmons & Simmons LLP Citypoint One Ropemaker Street London EC2Y 9SS
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Website	https://pennies.org.uk/
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The Report of the Trustees

The trustees are pleased to present their annual directors' report together with the financial statements of The Pennies Foundation (working name "Pennies") for the year ended 31 December 2024, which are also prepared to meet the requirements for a directors' report and accounts for Companies Act purposes.

The financial statements comply with the Charities Act 2011, the Companies Act 2006, the Articles of Association, and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

The accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

Our Values

- **We care to our core**
- **We inspire people to take action**
- **We make things happen**
- **We adapt as needed**



Our Purpose

To make micro-donations easy in an increasingly cashless society.

Objects of the Charity

The Charity's objects are, for the benefit of the public:

1. The promotion of the voluntary sector in particular (but not exclusively) by encouraging and facilitating charitable giving, assisting in the application of funds for charitable purposes and monitoring the use of such funds by charitable organisations;
2. The promotion of the efficiency and effectiveness of charities and the effective use of charitable resources in particular (but not exclusively) by providing advice to charities and organisations seeking to maximise charitable giving, exchanging information with such charities and organisations and providing technology and infrastructure designed to make it easier to give to charity; and
3. Such other purposes that are exclusively charitable as the trustees from time to time think fit.

Vision, Objects, Purpose of the Charity, and Public Benefit

Our Vision

Wherever and whenever people pay by card or digitally, they will be given the opportunity to donate a few pence to charity, in a simple, safe and sustainable way.

Our Mission

To protect and grow micro-donations – ensuring that the public has digital ways to keep donating the small amounts of money that are so vital for charitable causes.

Strategies to Achieve Our Objectives

A trusted leader in digital micro-donations, Pennies has created a movement that offers businesses a powerful way to demonstrate social purpose, helps charities make a greater impact, and gives consumers an affordable way to donate without cash as part of their daily lives.

In an increasingly cashless society, our digital charity box provides an accessible way to add a small donation to transactions when paying by card, digital wallet or in-app.

Pennies is a simple, affordable, and private way to donate, with 100% of funds raised going to charity.

We work with the payments, technology and digital commerce platform sectors to introduce micro-donation opportunities to more channels, unlocking the functionality for the benefit of the charity sector. We focus on the security and efficiency of digital micro-donating, giving consumers an easy opportunity to support charities as they go about their daily lives.

Public Benefit, Environmental and Social Impact

The trustees confirm that, in carrying out their responsibilities and exercising their powers, they have complied with their duty to have due regard to the guidance on public benefit published by the Charity Commission for England and Wales.

Pennies is independent, enabling it to lead the micro-donation movement for the benefit of the entire charity sector, and we engage across all technologies, merchants, hospitality sectors and channels. Micro-donations could inject £1bn per annum into the UK charity sector if every UK card holder gave just 35p a week.

As set out in this report, our charitable activities include implementing Pennies with our partners to give consumers the option to donate their “digital change” whenever they use cards or other digital payment methods to pay for goods and services. The sums collected are donated to us and we then make grants to approved registered charities. We do not collect or hold personal data relating to individual donors and our retail partners undertake not to contact them about their donations. We are focused on encouraging and facilitating charitable giving through micro-donations, thereby supporting the UK charitable sector.

The trustees consider that, as registered charities are required to demonstrate explicitly that their aims fulfil the requirements of public benefit, and as our activities are directed towards making grants to charities which are registered with at least one of the Charity Commission for England and Wales, the Office of the Scottish Charity Regulator, the Charity Commission for Northern Ireland, the Charities Regulatory Authority in the Republic of Ireland, the Association of Jersey Charities, or the Isle of Man Charities Central Registry, our activities are wholly for the public benefit.

In addition, we provide information about our social impact on our website at <https://pennies.org.uk/our-impact>, to highlight the breadth of causes and charities benefitting from Pennies. We also carry out our own

impact evaluation of the use of the funds by those charities and we regularly publish information on our website relating to the work of the charities that benefit.

As a significant proportion of Pennies’ social value is created by the impact of the micro-donations we enable, we can deduce that significant additional social value will have been created through our work in 2024. In addition, by working with our partners to enable micro-donating we are helping them to fulfil their own social objectives to give back to the communities in which they operate.

The trustees consider that Pennies has a low environmental impact as a digital-only initiative that does not require the manufacture or transport of physical goods. In addition, we occupy a single office location easily accessible by public transport, which was refurbished in 2019 with the latest energy-efficient heating and lighting. We are continuing with a hybrid working pattern, introduced in 2021, which means that fewer days are worked in the office, thereby saving a significant portion of staff travel time and the impact that has on the environment.

“Pennies is focused on encouraging and facilitating charitable giving through micro-donations, thereby supporting the UK charitable sector.”

Structure, Governance and Management

The Charity is a private company limited by guarantee, registered in England and Wales (number 06418982) and is a charity registered with the Charity Commission for England and Wales (number 1122489), with the Charities Regulatory Authority in the Republic of Ireland (number 20106331), and is registered with the Jersey Financial Services Commission as required by The Non-Profit Organisations (Jersey) Law 2008 (the "NPO Law"), and with the Isle of Man Charities Central Registry (number 1275).

The Charity's governing document is the Articles of Association adopted on 6 November 2007 and amended on 12 August 2019 (the Constitution).

Trustees consider the principles set out in the Charity Governance Code, refreshed at the end of 2020, when carrying out their duties. Annually the Charity prepares an evaluation of how the Charity applies the Code's principles and recommended practices. The evaluation in 2024 showed that most of the Code's recommended good practices are followed. When reviewing the board effectiveness feedback, the trustees identified a requirement to appoint a trustee with particular experience in payments and technology. A recruitment process commenced and the trustees were delighted to welcome Paul Bain as a trustee on 2 April 2025. We will continue to use the code as a tool to support continuous improvement as the Charity develops, and to focus on the areas for improvement and further implementation.

The liability of the members is limited, and each member agrees to contribute up to £10 in the event of the Charity being wound up. The trustees are the only members of the Charity and they automatically become members on appointment to the Board of Trustees (Board).

During the year the Charity commenced the process of closing its wholly owned subsidiary, Your Penny Limited, a private limited company registered in England and Wales (registered number 6880306), which has been dormant since inception. This process was completed on 11th February 2025.

The Charity is registered with the Fundraising Regulator and has committed to follow the Code of Fundraising Practice and the Fundraising Promise. In 2024 we received a total of 4 complaints (2023: 5 complaints) which is extremely low in the context of the total number of donations for the year which was 43.9 million (2023: 38.4 million). We responded to, and resolved, each complaint with the complainants. Pennies is a pressure-free way to donate to charity prompted by technology, without the need for a person to make the ask, allowing the consumer to confidentially choose to donate anonymously, as no personal data is asked for or collected.

Trustees

The Constitution requires at least three trustees but there is no maximum number. As set out in the Constitution the trustees have the power at any time to appoint any person who is able and willing to be a trustee. Trustees are appointed for an initial term of three years and may be reappointed by the trustees for further terms of three years. In the event that a Trustee has served in office for three consecutive terms of three years, such Trustee may be reappointed by the Trustees for further terms of three years after the end of their third term in office if 75% of the Trustees resolve that they are reappointed, taking account of the Trustee's contribution to the Board as a whole. This flexibility is of great value to the Charity in its still relatively early years, and in a period of continual rapid growth and development, having a consistency of key board members is very welcome.

During the year Peter Ayliffe was appointed as Vice Chair with effect from 24 September 2024.

When recruiting new trustees, the Charity aims to attract a breadth of skills and diversity commensurate with our stage of development as a growing charity. Board appointments are based on merit and whether a candidate has the skills and knowledge to be an effective trustee and has the ability to support the ambitious donation growth targets set by the Board of Trustees over the short to medium term.

Prior to appointment, trustees receive a comprehensive induction pack which includes the Constitution, background on Pennies and its aims, our *Code of Conduct for Trustees* and *Conflict of Interest Policy* and information about their role and responsibilities. Both new and existing trustees have the opportunity to meet regularly with the Chief Executive, the senior management team and other members of staff, and when required further training is arranged for a trustee as an individual or for the Board as a whole.

The following either served as trustees during the financial year or were trustees at the date of this report:

Robert Leitão	Chair
Peter Ayliffe	Vice Chair (appointed 24 September 2024), Audit Committee Member
Graham Edwards	Audit Committee Chair
Penny Lovell	
Angela Luger	
Julian Taylor	Audit Committee Member
Leigh Thomas	
Paul Bain	Appointed 2 April 2025

The trustees, who are collectively responsible for the Charity's governance, for ensuring delivery of our charitable objectives and for setting our strategic direction, met four times during the year. At each meeting the trustees received a governance update and discussed the implications for the Charity.

The Audit Committee, which met twice during the year, has delegated responsibility on behalf of the Board for:

- reviewing the financial statements and the application of appropriate accounting policies; and
- providing oversight of the external audit process by monitoring and reviewing its effectiveness, independence and objectivity.

Matters which are reserved to the Board include appointing the Chief Executive, agreeing our strategy, plans and budget, appointing external auditors and approving key policies such as the risk management and investment policies.

Management and Staff

Responsibility for the day-to-day management of the Charity is delegated to the Chief Executive, Alison Hutchinson CBE, within the strategic and accountability frameworks established by the trustees and includes responsibility to negotiate and enter into agreements on behalf of the Charity in the ordinary course of business.

We support the principles of equality, diversity and inclusion in the Charity Governance Code and take these into account when recruiting trustees, management, and staff, balanced with our specific needs as a growing and changing charity. 1 staff member is registered as disabled (2023: 1).

We are actively looking for diversity of input to better inform the decisions of the Board. In terms of gender diversity, as well as having a female CEO, and by the end of the year 42.9% (2023: 42.9%) of our trustees are women.

We have adopted a hybrid working policy of some days in the office and some working from home, which has been welcomed by our staff, and has assisted with recruitment by increasing the attractiveness of working with us and broadening the availability of experienced candidates.

The trustees would like to thank our volunteers who support our day-to-day activities, and the members of our three advisory boards who also give their time voluntarily to bring their industry experience to bear in

supporting the development of our strategy and the pursuit of our objectives.

Pay Policy for Senior Staff

The trustees consider that the Board and the senior management team comprise the key management personnel of Pennies responsible for directing, controlling, and running it on a day-to-day basis.

All trustees give their time freely and no trustee received remuneration in the year.

Senior staff pay is reviewed annually. Wherever possible, we benchmark salaries paid for comparable roles in the charitable sector adjusting for any additional responsibilities.

Pensions and Other Benefits

We have a workplace pension scheme and make the minimum statutory contributions for all enrolled employees. Also 4 employees have employer pension contributions paid by us as part of a salary sacrifice scheme (2023: 4).

There were no additional benefits provided to staff in the year.

Risk Management

The Board recognises its responsibilities for ensuring that an appropriate framework is in place to identify, monitor and mitigate risks to our objectives and has accordingly adopted a Risk Management Policy. The risk management register is reviewed at least annually by the Board and any issues which could impact the Charity, including any reputational implications, are raised and discussed by the Trustees at meetings during the year. The register identifies the major risks to which the Charity is exposed together with the actions and systems in place to mitigate or reduce the exposure to those risks.

The review carried out in 2024 identified that the key risks are:

1. Key person dependency – principally the unplanned exit or long-term absence of key members of the Pennies team who possess charity-critical abilities and knowledge.

This is managed by maintaining an attractive remuneration and flexible working policy commensurate with Pennies' size and sector, sharing knowledge across the team, ensuring

adequate notice periods are in place in employee contracts and the implementation of systems to centralise and store key contact data and communications.

2. Other micro-donation schemes – no entity has ownership of micro-donating and there are other propositions in the marketplace. Although we welcome any initiative that aligns with our objective to maximise charitable giving, too many disparate micro-donating schemes could start to impact on our operating model and poor executions could be confused with Pennies and inadvertently cause reputational damage.

This is managed by promoting the value-add and CSR benefits that the Charity brings to both technology partners and retailers through its expertise/support. We continue to develop the Pennies brand with consumers as a trusted and primary micro-donation organisation and transparent charity supporting the wider charity sector through the social impact we enable.

3. Cyber-attack – given our reliance on digital technology there is an omni-present risk of such an attack, countered by the measures we have in place to defend our systems and the fact we do not hold any personal or card data which partially devalues its worth to attackers.

An attack on us is more likely to be malicious behaviour in an attempt to prevent us from operating.

This is managed by the Pennies donation ask, where prompted by our own systems, being designed to fail gracefully and the option to donate simply disappearing. The risk would then be confined to the value of donations lost while it is resolved. All of our cloud solutions are externally hosted, managed and backed up per industry standards.

4. Attempt to defraud – we have grown micro-donations significantly and we are now handling significant sums in terms of donations received and grants paid. Therefore, we recognise this as an inherent risk in a fundraising/grant making model such as Pennies. It is worth noting that the average donation value received by the Charity in 2024 was £0.24 (2023: £0.23)

This is managed by in-house security measures to both monitor incoming donations and manage outgoing grant payments and other operational payments. Our control procedures have been, and are continually, reviewed by our external auditors.

Internal Controls

The trustees have overall responsibility for ensuring that we have in place appropriate financial and other systems and controls to provide assurance that we:

- operate efficiently and effectively;
- safeguard our assets against unauthorised use;
- maintain accurate financial and other records; and
- comply with relevant laws.

The systems of financial control are designed to provide a reasonable but not absolute level of effectiveness and include:

- an operational plan and annual budget;
- annual review of the risk management register;
- regular monitoring of actual results against budgets and forecasts; and
- delegation of authority to the Chief Executive for expenditure and committing the Charity within the agreed budgets.

During the year the trustees met 4 times (2023: 4) to review our progress and, where required, approve the following:

- reports from the executive team on progress against plans;
 - an annual budget and a number of reforecasts during the year;
 - the top-down risk profile for the Charity;
 - the evolving governance requirements and implications for the Charity;
 - regular management accounts highlighting any variances from budget or reforecast; and
 - monthly updates on progress against strategic objectives.
-

Financial Review

Since launching in 2010 up to the end of 2024, consumer donations to Pennies have continued to grow substantially, having raised a total of £59.3m from over 245m consumer micro donations, from which we have made grants totalling £54.8m to more than 1,000 charities across a breadth of causes, and retained £4.5m for our own charitable purposes.

The Statement of Financial Activities on page 18 shows total incoming resources of £11,450,284 (2023: £9,386,831) which is analysed in note 2 to the financial statements. This represents an increase of 22% compared to the previous year.

In 2024 income from Pennies donations increased to £10,565,460 (2023: £8,743,583), which represents an increase of 20.8% compared to the previous year. This increase was due to a full year of donations in 2024 from merchants who launched Pennies during 2023 and from 34 new merchant or merchant shopping channels who launched in 2024. Income from companies, foundations and individuals also increased to £755,336 (2023: £601,283), which represents an increase of 25.6% compared to the previous year, the details of all of the above can be found in note 2 to the financial statements.

In January 2024 the Charity commenced an office sharing arrangement which resulted in income of £42,574 (2023: £nil).



245 million
micro-donations
made since launch

We are extremely grateful for the generous donations from individuals, companies and charitable foundations that support the Charity and provide funding for our core costs. Over time, as Pennies grows, we aim to become

self-sufficient from the small percentage of retained Pennies donations. In 2024 over 50% of annual operational expenditure (total expenditure less grants payable and donated services and facilities) was covered by retained Pennies donations. This percentage is expected to increase over the coming years as Pennies donations grow.

The Statement of Financial Activities shows total resources expended of £11,352,038 (2023: £9,376,632) which is analysed in note 3 to the financial statements. This represents an increase of 21% compared to last year largely due to an increase in grants payable. Of the resources expended, £10,974,555 (2023: £8,994,180) was spent directly on charitable activities, the majority in the form of grants to other charities, £256,947 (2023: £284,227) was spent supporting charitable activities, and £120,536 (2023: £98,224) was spent on governance.



16%
increase in
volume of
donations

22%

increase in income in 2024

At the balance sheet date, we held funds of £1,496,202 (2023: £1,397,956), all of which (2023: 100%) is unrestricted and available for general use.

All cash funds are held at our bankers (HSBC), either in a current account or in an interest-bearing account on either short term deposit or with instant withdrawal.

Investment Policy

Our investment policy is to retain funds in a liquid form to facilitate meeting the costs incurred in the furtherance of our objectives and to enable us to make timely grant payments to nominated and approved charities. Our funds are therefore either held in a current account or in liquid interest-bearing bank deposit accounts with our bankers, HSBC. The trustees keep the policy under review to ensure it remains appropriate in light of the expected growth of our income in the short to medium term.

Reserves Policy and Going Concern

The trustees are aware of the requirement for charities to manage the level of reserves that they hold and to adopt a policy which determines the level of reserves which they believe would be appropriate to maintain.

At the end of the year the balance of unrestricted funds held had increased slightly over the previous year at £1.5m (2023: £1.39m), and within the target level to maintain a general reserve of unrestricted funds equal to at least nine months' operational expenditure (£1.2m) on a forward-looking basis.

The trustees have considered the current level of reserves, and the evident sustainability of the Pennies model. They have also reviewed available liquid resources in the context of the operating and spending plans over the next 18-month period, together with the ability to raise further funds or curtail spending if required. Based on these considerations, the trustees believe that we have sufficient financial resources to continue in operational existence for the foreseeable future and that we are well placed to manage our operating risks successfully.

The trustees have therefore continued to adopt the going concern basis of accounting in preparing the annual financial statements. There is no material uncertainty about our ability to continue as a going concern.

Grant Making Policy

The Board has full responsibility for the distribution of all funds under its management.

Recognising the important role of merchants and payment service providers in enabling us to raise money and make grant payments to other charities, the trustees invite them as appropriate to nominate charities to benefit from a major proportion of the funds they raise, provided that the nominees comply with our overall criteria and on-going requirements. These

always include complying with applicable legislation and the provision of impact information in respect of the grants.

All grants made by us are to charities registered with the Charity Commission for England and Wales or the equivalent in Scotland, Northern Ireland, the Republic of Ireland, Jersey, or the Isle of Man. The aims of the charities must fall within, or be analogous to, the descriptions of charitable purposes as set out in the Charities Act 2011 and they must be able to demonstrate public benefit as defined by the Charity Commission of England and Wales.

Funding is not available to individuals or unregistered bodies, and we will not support charities having the principal objective of the advancement of religion or political activism.

Charities delivering a wide range of services, across a breadth of causes, were supported during the year. Our website (<https://pennies.org.uk/>) has information about the charities that we have supported and continues to support. Note 4 to the accounts also gives details of all charities that received a grant in excess of £5,000 during the year or previous year.

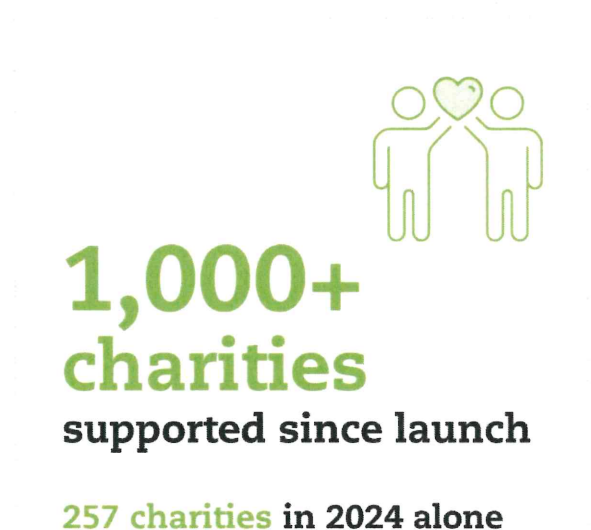
We require all the benefitting charities, on request, to provide representative information about how grants are used and the difference they make to their beneficiaries. The information is published on our website and also regularly disseminated using social and other media.

This includes working with benefitting charities who themselves are grant makers to understand and monitor how Pennies' grants have been used in the furtherance of their objectives. Further information is available in the published accounts of the benefitting charities.

Achievement and Performance

Good progress was made in the following areas during the year:

- For the first time we raised over £10m in Pennies donations in a year.
- The value of consumer donations alone (excluding donations from a merchant where for example they match their customer donations for a period of time), grew by 27% in 2024.
- In 2024 someone made a Pennies donation every 0.7 seconds.
- Since launch almost a quarter of a billion Pennies donations have been made
- In 2024 we surpassed 1,000 charities supported by Pennies grants since launch.



Strategy and Plans for Future Periods

We are working with our existing merchant partners to drive increasing donation levels by focusing on improving donation conversion levels and by exploring new shopping channels where Pennies is not currently offered.

We are also focused on growing Pennies donations by implementing the Pennies donation option with new merchants, in more sectors and in more channels.

As the payments industry increasingly favours plug-ins for additional features for their customers, we are seeing a material uptake in the use of our Pennies

donation API for both in-store and online donations. The same can be said for our e-commerce donation cartridges which make it very easy for an e-commerce merchant to implement Pennies.

Our overall aim remains the same, which is to continue to grow Pennies micro-donations significantly over the coming years as more and more consumers are offered the option to donate, and more do so, as awareness builds of the resulting positive social impact.

Increasingly our partners are asking for an international Pennies solution and in preparation we were delighted to sign in January 2024 a partnership agreement with the King Baudouin Foundation, based in Belgium, with whom we are exploring a number of international territories where our current partners are active and interested in supporting charities with Pennies in each country where they operate.

In order to support our growth plans we have initiated a project to consider replatforming and developing our back-office system to enhance our operational and multi-currency capabilities and take advantage of modern technology platforms. This is likely to be a significant investment in 2025/26.

Over the longer term we are aiming, and are on track, to fully cover our core costs from a small percentage of the Pennies donations. Until we reach that point, we will continue to seek funding from foundations, individuals and other organisations for core costs not yet fully covered by retained Pennies donations.

Related Parties

Related Party transactions are disclosed in Note 8 to the financial statements.

Statement of Trustees' Responsibilities

The trustees (who are also directors of The Pennies Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period.

In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

The trustees are responsible for the maintenance and integrity of the corporate and financial information included on the charitable company's website.

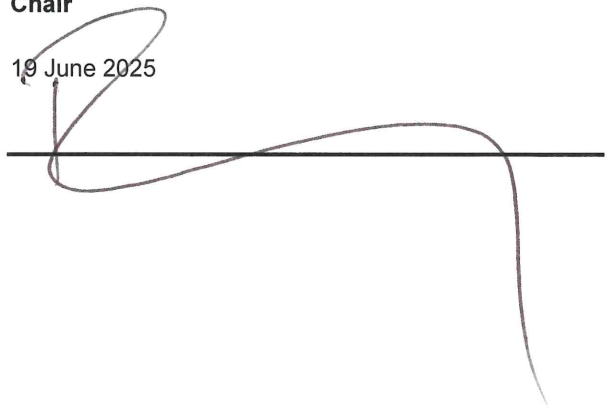
Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

This report has been prepared in accordance with the special provisions relating to small companies set out in Statutory Instrument 2008/409 under the Companies Act 2006.

Signed on behalf of the Board of Trustees

Robert Leitão
Chair

19 June 2025

A handwritten signature in dark ink, appearing to be 'Robert Leitão', is written over a horizontal line. The signature is fluid and cursive, with a long horizontal stroke extending to the right and a vertical stroke dropping down on the far right.

Independent auditor's report to the Members of The Pennies Foundation

Opinion

We have audited the financial statements of The Pennies Foundation (the 'charitable company') for the year ended 31 December 2024 which comprise the Statement of Financial Activities, the Balance Sheet, the Cash Flow Statement and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

- In our opinion the financial statements:
- give a true and fair view of the state of the charitable company's affairs as at 31 December 2024 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the trustees' 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 charitable 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 trustees with respect to going concern are described in the relevant sections of this report.

Other information

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

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

We have nothing to report in this regard.

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 Trustees' Report, which includes the Directors' Report prepared for the purposes of company law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report included within the Trustees' Report has 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 charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report included within the Trustees' Report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Trustees were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies exemption from the requirement to prepare a Strategic Report or in preparing Trustees' Report.

Responsibilities of trustees

As explained more fully in the Statement of Trustees' responsibilities set out on page 14 the trustees (who are also the directors of the charitable company for the purposes of company law) 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 trustees 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 trustees are responsible for assessing the charitable 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 trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are

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

The extent to which the audit was considered capable of detecting irregularities, including fraud irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the sector, including the legal and regulatory frameworks that the charitable company operates in and how the charitable company is complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might

occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, Charities SORP (FRS 102), Companies Act 2006, Charities Act 2011, the charitable company's governing document, tax legislation and Charities (Protection and Social Investment) Act 2016. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing the financial statements including the Trustees' Report, remaining alert to new or unusual transactions which may not be in accordance with the governing documents, inspecting non-routine correspondence with local tax authorities and evaluating advice received from internal/external advisors.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to Fundraising Regulations and the Code of Fundraising Practice. We performed audit procedures to inquire of management whether the charitable company is in compliance with these laws and regulations and inspected correspondence with regulatory authorities.

The audit engagement team identified the risks of management override of controls and income recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments, evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, and challenging judgments and estimates.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at

<http://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 charitable company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the charitable company's members 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RSM UK Audit LLP

HANNAH CATCHPOOL (Senior Statutory Auditor)

For and on behalf of
RSM UK AUDIT LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB

Date

19 June 2025

The Pennies Foundation

Statement of Financial Activities (incorporating an income and expenditure account) For the year ended 31 December 2024

	Note	Unrestricted £	Restricted £	2024 Total £	Unrestricted £	Restricted £	2023 Total £
Income from:							
Donations	2, 19-21	1,654,012	9,706,015	11,360,027	1,362,126	8,007,922	9,370,048
Investments	2	47,683	-	47,683	16,783	-	16,783
Other income	2	42,574	-	42,574	-	-	-
Total income		1,744,269.00	9,706,015	11,450,284	1,378,909	8,007,922	9,386,831
Expenditure on:							
Charitable activities	3, 19-21	1,646,023	9,706,015	11,352,038	1,368,710	8,007,922	9,376,632
Total expenditure		1,646,023	9,706,015	11,352,038	1,368,710	8,007,922	9,376,632
Net income for the year	5	98,246	-	98,246	10,199	-	10,199
Transfers between funds		-	-	-	-	-	-
Net movement in funds		98,246	-	98,246	10,199	-	10,199
Reconciliation of funds:							
Total funds brought forward	17a	1,397,956	-	1,397,956	1,387,757	-	1,387,757
Total funds carried forward		1,496,202	-	1,496,202	1,397,956	-	1,397,956

All of the above results are derived from continuing activities. There were no other recognised gains or losses other than those stated above. Movements in funds are disclosed in Note 17a to the financial statements.

	Note	£	2024 £	£	2023 £
Fixed assets:					
Intangible assets	10		102,212		125,132
Tangible assets	11		39,981		52,002
Investments	12		-		1
			<u>142,193</u>		<u>177,135</u>
Current assets:					
Debtors	14	1,531,555		1,043,527	
Cash at bank and in hand		<u>2,446,814</u>		<u>2,192,610</u>	
			3,978,369		3,236,137
Liabilities:					
Creditors: amounts falling due within one year	15	<u>(2,624,360)</u>		<u>(2,015,316)</u>	
Net current assets			<u>1,354,009</u>		<u>1,220,821</u>
Total assets less current liabilities			<u>1,496,202</u>		<u>1,397,956</u>
Total net assets			<u><u>1,496,202</u></u>		<u><u>1,397,956</u></u>
The funds of the charity:					
Unrestricted income funds:					
General funds	16	<u>1,496,202</u>		<u>1,397,956</u>	
Total unrestricted funds			<u>1,496,202</u>		<u>1,397,956</u>
Total charity funds			<u><u>1,496,202</u></u>		<u><u>1,397,956</u></u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements on pages 18 to 35 are approved by the trustees and authorised for issue on 19 June 2025 and signed

Robert Leitão
Chair

Graham Edwards
Audit Committee Chair

The Pennies Foundation

Statement of Cash Flows for the year ended 31 December 2024

	Note	2024	2023
		£	£
Cash flows from operating activities	18	251,548	185,875
Cash flows from investing activities:			
Interest income		47,683	16,783
Purchase of intangible fixed assets		(36,750)	(80,588)
Purchase of tangible fixed assets		(8,278)	(6,638)
Net cash provided by / (used in) investing activities		2,656	(70,443)
Change in cash and cash equivalents in the year		254,204	115,432
Cash and cash equivalents at the beginning of the year		2,192,610	2,077,178
Cash and cash equivalents at the end of the year		2,446,814	2,192,610

1 Accounting policies

a) Statutory information

The Pennies Foundation is a charitable company limited by guarantee and is incorporated in England and Wales. The registered office address is First Floor, 64 London Wall, London, EC2M 5TP.

b) Basis of preparation

The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) - (Charities SORP FRS 102), and the Companies Act 2006.

Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy or note.

The Charity has a wholly owned subsidiary, Your Penny Limited, which has not traded since incorporation in 2009 and therefore consolidated accounts have not been prepared on the basis of materiality. Your Penny Limited was dissolved on 11 February 2025.

The Charity is a company limited by guarantee. The trustees are also members of the company, a register of which is held at the Charity's business address. In the event of the Charity being wound up, the liability in respect of the guarantee is limited to £10 per member of the Charity.

The financial statements are presented in GBP pounds sterling (£), which is the functional currency of the Charity, and all values are rounded to the nearest £, except where indicated.

c) Public benefit entity

The charitable company meets the definition of a public benefit entity under FRS 102.

d) Going concern

The trustees have considered the current level of reserves, and the evident sustainability of the Pennies model as demonstrated by the resilience in donation levels in 2024, and have reviewed available liquid resources in the context of the operating and spending plans for at least the 18 month period to June 2026, together with the ability to raise further funds or curtail spending if required.

Based on these considerations, the trustees believe that we have sufficient financial resources to continue in operational existence for the foreseeable future and that we are well placed to manage our operating risks successfully. The trustees have therefore continued to adopt the going concern basis of accounting in preparing the annual financial statements.

The trustees do not consider that there are any sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period.

e) Donation and grant income

Donation income is included in the Statement of Financial Activities when the Charity becomes entitled to the resources, the receipt is probable, and the donation is measurable.

Grant income is recognised when the Charity has entitlement to the funds, any performance conditions attached to the grants have been met, it is probable that the income will be received and the amount can be measured reliably.

f) Donations of gifts, services and facilities

Donated professional services and donated facilities are recognised as income when the Charity has control over the item or received the service, any conditions associated with the donation have been met, the receipt of economic benefit from the use by the charity of the item is probable and that economic benefit can be measured reliably. In accordance with the Charities SORP (FRS 102), volunteer time is not recognised but the trustees' report has more information about their contribution on page 8.

Donated gifts, professional services and donated facilities are recognised upon receipt on the basis of the value of the gift to the Charity which is the amount the Charity would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

1 Accounting policies (continued)

g) Interest receivable

Interest on funds held on deposit is included when receivable and the amount can be measured reliably by the Charity; this is normally upon notification of the interest paid or payable by the bank.

h) Fund accounting

Restricted funds are to be used in accordance with specific restrictions imposed by donors or which have been raised by the Charity for particular purposes. The aim and use of each restricted fund is set out in the notes to the financial statements.

Unrestricted funds are donations and other incoming resources which are available for use at the discretion of the trustees in furtherance of the general objects of the Charity and which have not been designated for a specific purpose.

i) Expenditure and irrecoverable VAT

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably. Expenditure on charitable activities includes the costs of encouraging and facilitating charitable giving using technology supporting microgiving at the point of sale with retail partners, undertaken to further the purposes of the Charity and its associated support and governance costs.

The Charity does not make VAT related supplies and is unable to recover VAT. Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

j) Grants payable

Grants payable are made to other charities in furtherance of the Charity's objects. Grants are accounted for when the recipient has a reasonable expectation that they will receive a grant and the trustees have agreed to pay the grant without condition.

k) Allocation of support costs

Resources expended are allocated to the particular activity where the cost relates directly to that activity. The cost of overall direction and administration of each activity, comprising salary and overhead costs, is apportioned on the basis of estimated staff time of the amount attributable to each activity.

Governance costs are the costs associated with the governance arrangements of the Charity. These costs are associated with constitutional and statutory requirements and include any costs associated with the strategic management of the Charity's activities.

l) Operating leases

Rentals payable under operating leases are charged on a straight line basis over the term of the lease.

m) Fixed assets

Both tangible and intangible assets with a cost in excess of £500 are capitalised. Assets are reviewed for impairment if circumstances indicate their carrying value may exceed their net realisable value and value in use. Assets under construction are not depreciated and comprise expenditure on the purchase, creation or enhancement of tangible or intangible assets not brought into use at the Balance Sheet date. Transfers are made from assets under construction to the relevant category of asset when the asset is brought into use.

Depreciation is provided at rates calculated to write down the cost of each asset to its estimated residual value over its expected useful life. The depreciation rates in use are as follows:

Tangible assets	
Leasehold Improvements	Over the life of the lease
Office furniture	8 years
Computer and office equipment	3 years
Intangible assets	
Systems software	5 years
Other computer software	3 years

1 Accounting policies (continued)

n) Investments in subsidiaries

Investment in the Charity's subsidiary company, Your Penny Limited, is valued at cost less a provision for impairment. See note 12 for more information. Your Penny Limited was dissolved on 11 February 2025.

o) Debtors

Other debtors are recognised at the settlement amount due. Prepayments are valued at the amount prepaid net of any trade discounts due. Accrued income is recognised within debtors dependent on when it is anticipated that this is receivable.

p) Cash at bank and in hand

Cash at bank and cash in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account.

q) Foreign Currencies

Foreign currency balances (Euros) have been translated at the rate of exchange ruling at the balance sheet date into sterling. Income and expenditure transactions incurred in foreign currency have been translated during the course of the period at the rate of exchange ruling at the time of the transaction.

r) Creditors and provisions

Creditors and provisions are recognised where the Charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably. Creditors and provisions are normally recognised at their settlement amount after allowing for any trade discounts due.

s) Financial instruments

The Charity only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are recognised at transaction value and subsequently measured at their settlement value.

t) Pensions

The Charity has a workplace pension money purchase scheme for employees operated by The People's Pension. Employees are automatically enrolled into this scheme unless they have exercised their right to opt out of scheme membership. Employees joining the scheme contract directly with The People's Pension. The Charity makes a contribution of 3% of salary (2023: 3%) and acts as an agent in collecting and paying over contributions. The contributions for the accounting period are treated as an expense and were £31,934 (2023: £28,263). Contributions owing at the year end were £2,943 (2023: £nil) and are included in other accruals in note 15.

u) Judgements in applying accounting policies and key sources of estimation uncertainty

The trustees have reviewed the accounts and believe there to be no material judgements applied in or estimation uncertainty included in the financial statements.

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

2 Analysis of incoming resources

	Unrestricted £	Restricted £	2024 Total £	2023 Total £
Voluntary Income				
Donations to Pennies ("Pennies donations")	889,445	9,676,015	10,565,460	8,743,583
Corporates and Foundations				
Oak Foundation	100,000	-	100,000	250,000
Pears Foundation	300,000	-	300,000	
Other donations	325,336	30,000	355,336	351,283
Other Income				
Office recharge income	42,574	-	42,574	-
Donated services				
Marketing services	2,800	-	2,800	2,800
Other services	34,231	-	34,231	18,182
Computer software licences	2,200	-	2,200	4,200
	1,696,586	9,706,015	11,402,601	9,370,048
Investment Income				
Bank interest	47,683	-	47,683	16,783
	1,744,269	9,706,015	11,450,284	9,386,831

Pennies donations consist of micro donations made by members of the public via Pennies, the digital charity box.

The trustees have agreed to grant a proportion of Pennies donations to charities registered with the Charity Commission for England and Wales or the equivalent in Scotland, Northern Ireland, the Republic of Ireland, or the Isle of Man, that have been nominated by retailers which offer their customers the opportunity to donate via Pennies. This proportion of Pennies donations is treated as restricted income. All other Pennies donations are unrestricted.

3 Analysis of expenditure

	Direct Charitable Activities £	Support Costs £	Governance costs £	2024 Total £	2023 Total £
Grants payable (note 4)	9,676,015	-	-	9,676,015	7,977,922
Staff costs (Note 6)	934,454	173,051	51,579	1,159,085	1,031,275
Office costs	256,300	47,464	14,147	317,911	227,706
Marketing	73,557	-	-	73,557	60,153
Auditors remuneration	-	-	45,060	45,060	34,264
Insurance	-	-	6,959	6,959	7,190
Legal fees	-	-	2,791	2,791	2,200
Consultancy fees	30,738	-	-	30,738	10,068
Volunteer expenses	691	-	-	691	672
Donated services & facilities	2,800	36,431	-	39,231	25,182
Total expenditure 2024	10,974,555	256,947	120,536	11,352,038	9,376,632
Total expenditure 2023	8,994,181	284,227	98,224	9,376,632	

Expenditure on charitable activities includes costs of:

- facilitating micro-donation using the Pennies digital charity box when consumers pay for goods and services in-store, online and using mobile devices;
- administering the collection of Pennies donations and the disbursement to charities of Pennies grants; and
- promoting the micro donation movement for the charity sector as a whole and specifically publicising the social impact of the Pennies donations.

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

4 Grant making

The following grants to charities were payable to institutions during the year:

	2024	2023
	£	£
Action Against Hunger	2,254	11,209
Action Aid	1,275	12,932
Age UK	28,752	52,187
Alzheimer's Research UK	47,634	-
Alzheimer's Society	178,353	190,850
ANDYSMANCLUB	14,048	15,777
Aspens Charities	5,197	-
Association of Air Ambulances	53,480	12,651
Aston Villa Foundation	1,656	5,008
Bags for Strife	22,385	15,244
Barons Court Project Ltd	7,398	-
Barretstown [Registered in Ireland]	340,936	224,863
BBC Children in Need	7,639	7,685
BEN Motor and Allied Trades Benevolent Fund	6,494	6,964
Birmingham Children's Hospital Charity	50,722	66,864
Blue Cross	9,721	38,746
BMC Access and Conservation Trust	-	34,215
British Heart Foundation	80,086	90,606
British Paralympic Association	26,314	3,188
Cancer Help (Preston) Ltd	11,895	-
Cancer Research UK	94,391	146,820
Central Lancashire Age Concern	5,591	-
Charity projects	84,509	-
Children On The Edge	-	12,397
Children's Society	38,715	-
Choose Love (Prism the Gift Fund)	30,820	50,781
CLIC Sargent Cancer Care for Children	11,042	33,581
Conservation International	14,172	9,375
Crisis UK	8,560	341
Cure Leukaemia	43,762	51,044
Dandelion Time	7,724	-
Dementia Adventure	7,619	5,943
Dementia UK	278,790	171,314
Derian House Children's Hospice	12,400	-
Disasters Emergency Committee	15,671	14,993
Dove House Hospice	23,810	13,160
East Anglia's Children's Hospices	5,328	-
Eden Valley Hospice	7,371	-
Fareshare UK	15,183	-
FatFace Foundation	4,109	5,283
Friends Of Picu	6,091	-
Glasgow Children's Hospital Charity	24,677	33,079
Great Ormond Street Hospital Children's Charity	183,970	163,421
Greenfingers Charity	10,635	7,723
Growing Well Limited	12,892	-
Hearing Dogs For Deaf People	38,989	-
Heart Heroes	10,000	-
Heartbeat North West Cardiac Care	12,490	14,503
Helen & Douglas House	7,789	-
Hendy Foundation	2,878	12,251
Home-Start UK	33,863	40,292
HoneyRose Foundation	8,258	8,586
Hospice UK	20,129	-
Ilkley and District Good Neighbours	7,774	8,426
Jersey Children's Charity [Registered in Jersey]	5,206	6,729
JIGSAW (The National Centre for Youth Mental Health) [Registered in Ireland]	8,985	-
Kent, Surrey & Sussex Air Ambulance Trust	16,791	-
Langdale Ambleside Mountain Rescue Team	11,908	-
Sub total	2,029,129	1,599,031

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

<i>carried forward from previous page</i>	2,029,129	1,599,031
Learning Foundation	208,886	210,627
Leeds Cares	12,284	14,695
Lewis-Manning Hospice Care	6,323	-
Lia's Wings	25,291	-
Macmillan Cancer Support	1,152,749	1,187,543
Macmillan Cancer Support Jersey [Registered in Jersey]	20,328	21,664
Maggie Keswick Jencks Cancer Care	192,650	86,165
Marie Curie	819,720	-
Mental Health Foundation	48,237	51,226
Mental Health Innovation	161,487	-
MIND (National Association for Mental Health)	13,614	109,960
Moto in the Community	304,608	135,028
Motor Neurone Disease Association	65,744	-
My Canine Companion [Registered in Ireland]	39,119	64,500
National Deaf Children's Society	-	24,138
NHS Charities Together	-	5,138
Noah's Ark Children's Hospital Charity	8,455	12,515
Norfolk And Waveney Mind	11,048	-
North Lancashire Downs Syndrome Family And Carers Group	13,364	-
North West Air Ambulance Charity	55,956	46,512
North West Anglia Hospitals Charity	7,902	-
North Yorkshire Hospice Care	5,229	6,189
Northern Ireland Hospice	29,004	28,241
OneSight EssilorLuxottica Foundation	97,325	42,071
Outdoor Access Trust For Scotland	5,752	-
Ovarian Cancer Action	32,698	-
Poundland Foundation	1,204,231	1,050,098
Prevent Breast Cancer	12,194	14,410
Prostate Cancer UK	32,287	50,322
Queen Victoria NHS Foundations Trust Charitable Fund	7,300	-
Rays of Sunshine	-	60,000
Refuge	20,129	-
Royal Society For The Protection Of Birds	23,421	-
Samaritans	58,579	-
Save the Children Fund	1,757	71,580
Shelter	14,829	28,593
Signpost Stockport For Carers	5,274	-
Spadework	4,397	5,374
Special Olympics GB	-	53,589
Spread a Smile	-	15,146
Spring-Dorset NHS Charity	5,498	-
St Catherine'S Hospice (Lancashire) Ltd	11,781	-
St John'S Hospice	6,160	-
St Mary'S Hospice Limited	10,320	-
St Mungo Community Housing Association	28,475	-
Target Ovarian Cancer	6,196	30,771
Teenage Cancer Trust	597,784	681,703
Teens Unite Fighting Cancer	26,760	-
The Adnams Community Trust	5,059	4,791
The Alder Hey Children's Charity	50,722	66,864
The Back-Up Trust	26,908	-
The Boathouse Youth Limited	12,951	-
The Brain Charity	6,618	-
The Brain Tumour Charity	-	35,763
The Children'S Adventure Farm Trust	11,671	-
The Children's Hospital Charity	11,115	13,095
The English Heritage Trust	180,917	49,428
The Guide Dogs for the Blind Association	38,658	9,439
Sub total	5,759,766	4,287,178

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

<i>carried forward from previous page</i>	5,759,766	4,287,178
The JD Foundation	462,811	542,201
The Lake District Calvert Trust	12,433	-
The Majestic Charitable Foundation	18,533	-
The Movement For Non-Mobile Children (Whizz-Kidz)	26,218	-
The National Society for the Prevention of Cruelty to Children	25,991	5,049
The Police Arboretum Memorial Trust	33,592	-
The Prince's Trust	20,130	15,407
The Ramblers' Association	635	38,166
The Scout Association	20,129	-
The Screwfix Foundation	587,519	624,793
The St Peter and St James Charitable Trust	8,217	-
The Trussell Trust	3,281	29,431
The Wave Project	16,450	-
Together for Short Lives	58,921	94,404
Turning Tides Homelessness	7,536	-
United Kingdom for UNHCR	20,348	7,480
Uttlesford Food Bank	40	5,037
Walking With The Wounded	875	5,022
Wallace & Gromit's Children's Foundation	50,722	66,864
Welsh Air Ambulance Charitable Trust	17,834	-
Wilderness Foundation UK	30,114	49,352
YHA England & Wales	52,238	6,302
Yorkshire Air Ambulance Limited	16,004	-
Yorkshire Wildlife Park Foundation	20,262	8,665
Young Epilepsy	-	53,945
Youth Cancer Trust (UK) Limited	8,644	-
Zsl (Zoological Society Of London)	27,490	-
Movement in grants payable on accrued donations or donations received and awaiting a grant nomination as at the year end	£ 193,795	£ 123,998
Other grants equal to or less than £5,000	£ 146,358	£ 415,597
Total grants payable	9,676,015	7,977,922

The Trustees Report provides more information relating to the Charity's grant making policy.

Grants payable include a commitment of £2,416,755 (2023: £1,894,456) for grants paid to charities after the year end.

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

5 Net (expenditure) / income for the year

This is stated after charging:

	2024	2023
	£	£
Depreciation of tangible fixed assets	20,302	18,335
Amortisation of intangible fixed assets	59,669	43,653
Operating lease rentals:		
Property	41,128	41,010
Other	-	300
Auditors' remuneration (including VAT):		
Audit fees	45,060	34,268

6 Analysis of staff costs, trustee remuneration and expenses, and the cost of key management personnel

Staff costs were as follows:

	2024	2023
	£	£
Salaries and wages	948,747	854,239
Social security costs	100,260	87,267
Employer's contribution to defined contribution pension schemes	86,477	79,323
Staff Recruitment costs	20,429	7,349
Other staff costs	3,172	3,097
	1,159,085	1,031,275

The following number of employees received employee benefits of over £60,000 (excluding employer pension costs) during the year in the following ranges:

	2024	2023
	No.	No.
£60,001 - £70,000	1	1
£70,001 - £80,000	2	1
£90,001 - £100,000	1	1

The total employee benefits of the key management personnel were as follows:

	2024	2023
	£	£
Salaries and wages	236,300	225,488
Social security costs	28,844	26,283
Employer's contribution to defined contribution pension schemes	50,491	55,151
	315,635	306,922

The Charity trustees were neither paid nor received any other benefits from the Charity in the year (2023: £nil). No Charity trustee received payment for professional or other services supplied to the Charity (2023: £nil).

The Charity trustees were neither paid nor received any expenses from the Charity in the year (2023 £nil). During the year and, up to the date of approval of the Trustees' report, there was a qualifying third-party indemnity in place for directors, as allowed by Section 234 of the Companies Act 2006.

7 Staff numbers

The average number of employees (head count based on number of staff employed) during the year was 20 (2023: 18).

Staff are split across the activities of the charitable company as follows (full time equivalent basis):

	2024 No.	2023 No.
Charitable Activities	15	13
Support & Governance	5	5
	20	18

8 Related party transactions

Alison Hutchinson, the CEO of the Charity, is a non-executive director of the retailer DFS Furniture plc which owns Sofology Limited. During the year Sofology Limited supported the Charity by enabling Pennies in its stores collecting £28,511 (2023: £53,883) for UK charities. At the end of the year Sofology Limited owed the Charity £1,004 (2023: £299) for donations collected on its behalf.

Robert Leitão, a trustee, is a managing partner at Rothschild & Co. During the year the Charity paid Rothschild & Co £14,818 (2023: £16,094) for hosting the Charity's annual event for over 200 people and providing audio and video production facilities. In addition Rothschild & Co supported the Charity by providing the function room for the annual event, and occasional meeting rooms during the year, valued in total at £3,501 (2023: £2,982) on a pro bono basis.

Angela Luger, a trustee, is a non-executive director of the retailer JD Sports Fashion plc. During the year a number of their retail brands in both the UK and Ireland supported the Charity by enabling Pennies in their stores collecting £514,083 (2023: £599,499) for UK and Irish charities. At the end of the year JD Sports Fashion plc owed the Charity £69,501 (2023: £89,945) for donations collected on its behalf.

Julian Taylor, a trustee, is a partner in the law firm of Simmons and Simmons which supported the Charity by providing legal advice valued at £19,515 (2023: £17,980) on a pro bono basis.

Penny Lovell, a trustee, is a trustee of Prism The Gift Fund (charity registration 1099682). In 2024 the Charity granted £30,820 (2023: £50,781) to Prism The Gift Fund.

There was no bad or doubtful debts provision or expense from related parties.

9 Taxation

The charitable company is exempt from corporation tax as all its income is charitable and is applied for charitable purposes.

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

10 Intangible fixed assets

	Under construction £	Systems software £	Other computer software £	Total £
Cost				
At the start of the year	12,448	121,662	232,344	366,454
Transfers	(12,448)	-	12,448	-
Additions in year	17,842	-	18,908	36,750
At the end of the year	17,842	121,662	263,700	403,204
Amortisation				
At the start of the year	-	61,686	179,637	241,323
Charge for the year	-	31,834	27,835	59,669
At the end of the year	-	93,520	207,472	300,992
Net book value				
At the end of the year	17,842	28,142	56,228	102,212
At the start of the year	12,449	59,976	52,707	125,132

All of the above assets are used for charitable purposes.

Capital commitments as at 31 December 2024 totalled £33,755 (2023: £4,950)

11 Tangible fixed assets

	Leasehold Improvements £	Office Furniture £	Office & Computer equipment £	Total £
Cost				
At the start of the year	82,822	26,537	21,410	130,769
Additions in year	-	-	8,278	8,278
At the end of the year	82,822	26,537	29,688	139,047
Depreciation				
At the start of the year	49,514	15,808	13,444	78,766
Charge for the year	10,802	3,462	6,036	20,300
At the end of the year	60,316	19,270	19,480	99,066
Net book value				
At the end of the year	22,506	7,267	10,208	39,981
At the start of the year	33,308	10,729	7,966	52,003

All of the above assets are used for charitable purposes.

Both the amortisation and depreciation charge for the year are included in unrestricted expenditure on charitable activities in the Statement of Financial Activities

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

12 Investments

The Charity owned 100% of the issued share capital of Your Penny Limited, a private limited company registered in England and Wales (registered number 6880306), being £1 share. The investment was valued at £1 (2023: £1) being £1 for the share capital. Your Penny Limited remained a dormant company throughout the financial year. During the year, the investment was impaired and subsequently written off. Following the year-end, Your Penny Limited was dissolved on 11 February 2025.

13. Financial and other commitments

At 31 December 2024 the Charity had total commitments under non-cancellable operating leases as detailed below:

	Property		Equipment	
	2024	2023	2024	2023
	£	£	£	£
Less than one year	71,856	46,420	150	600
One to five years	159,266	205,686	-	650
	<u>231,122</u>	<u>252,106</u>	<u>150</u>	<u>1,250</u>

In 2019, the Charity entered a lease for office premises commencing on 24 May 2019 and expiring on 31 January 2027.

14. Debtors

	2024	2023
	£	£
Donation debtors	1,093,773	831,484
Accrued income	372,450	150,234
Prepayments	38,528	36,872
Rent deposit	24,937	24,937
Other debtors	1,867	-
	<u>1,531,555</u>	<u>1,043,527</u>

Donation debtors represent Pennies donations collected and invoiced but not yet paid to the Charity at the year end.

Accrued income represents Pennies donations collected but not yet invoiced at the year end.

The rent deposit relates to the Charity's lease on office premises entered into in 2019, which will be held for more than one year.

15. Creditors: amounts falling due within one year

	2024	2023
	£	£
Trade creditors	47,262	16,661
Amounts due to subsidiary	-	1
Taxation and social security	32,234	24,450
Grant accruals	2,416,755	1,894,456
Other accruals	128,109	79,748
	<u>2,624,360</u>	<u>2,015,316</u>

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

16a Analysis of net assets between funds (current year)

	General unrestricted £	Restricted £	Total funds £
Intangible fixed assets	102,212	-	102,212
Tangible fixed assets	39,981	-	39,981
Investments	-	-	-
Net current assets	1,354,009	-	1,354,009
Net assets at 31 December 2024	1,496,202	-	1,496,202

16b Analysis of net assets between funds (prior year)

	General unrestricted £	Restricted £	Total funds £
Intangible fixed assets	125,132	-	125,132
Tangible fixed assets	52,002	-	52,002
Investments	1	-	1
Net Current assets	1,220,821	-	1,220,821
Net assets at 1 January 2024	1,397,956	-	1,397,956

17a Movements in funds (current year)

	At 1 January 2024 £	Income & gains £	Expenditure & losses £	Transfers in/(out) £	At 31 December 2024 £
Restricted funds:					
Pennies donations	-	9,676,015	(9,676,015)	-	-
Other restricted fund	-	30,000	(30,000)	-	-
Total restricted funds	-	9,706,015	(9,706,015)	-	-
General funds	1,397,956	1,744,269	(1,646,023)	-	1,496,202
Total unrestricted funds	1,397,956	1,744,269	(1,646,023)	-	1,496,202
Total funds	1,397,956	11,450,284	(11,352,038)	-	1,496,202

Purposes of restricted funds

Pennies Donations

The Pennies Donations restricted fund represents the proportion of Pennies donations which the trustees have agreed to grant to UK, Republic of Ireland, Isle of Man, or Jersey registered charities which have been nominated by retailers which offer their customers the opportunity to donate via the digital charity box. The proportion and the nominated charity are named at the point of donation. The movement in this fund is disclosed in note 4 to the financial statements.

Other restricted fund

The other restricted fund represents a donation in support of the Pennies annual event which was held in October 2024.

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

17b Movements in funds (prior year)

	At 1 January 2023 £	Income & gains £	Expenditure & losses £	Transfers in/(out) £	At 1 January 2024 £
Restricted funds:					
Pennies donations	-	7,977,922	(7,977,922)	-	-
Other restricted fund	-	30,000	(30,000)	-	-
Total restricted funds	-	8,007,922	(8,007,922)	-	-
General funds	1,387,757	1,378,909	(1,368,710)	-	1,397,956
Total unrestricted funds	1,387,757	1,378,909	(1,368,710)	-	1,397,956
Total funds	1,387,757	1,378,909	(1,368,710)	-	1,397,956

18. Reconciliation of net income to net cash flow from operating activities

	2024 £	2023 £
Net income for the reporting period (as per the statement of financial activities)	98,246	10,198
Depreciation and amortisation charges	79,969	61,988
Interest from investments	(47,683)	(16,783)
(Increase) in debtors	(488,028)	(42,102)
Increase in creditors	609,044	172,573
Net cash provided by operating activities	251,548	185,874

19. Ireland Activities

During the year, the Charity collected the following income from donations in Ireland:

	Unrestricted £	Restricted £	2024 Total £	2023 Total £
Voluntary Income				
Consumer donations to Pennies ("Pennies donations")	44,362	401,040	445,402	318,587

During the year, the Charity incurred the following expenditure in Ireland:

	Direct Charitable Activities £	Governance costs £	2024 Total £	2023 Total £
Grants payable (see analysis below)	401,040	-	401,040	289,892
Total expenditure 2024	401,040	-	401,040	289,892
Total expenditure 2023	289,892	-	289,892	

Of the total expenditure, £nil was unrestricted (2023: £nil) and £401,040 was restricted (2023: £289,892).

19. Ireland Activities (continued)

Analysis of grants payable

Of the income collected in Ireland, the following grants to charities were payable to institutions during the year:

	2024	2023
	£	£
Barretstown	340,936	224,863
My Canine Companion	39,119	64,500
JIGSAW (The National Centre for Youth Mental Health)	8,985	-
Grants payable on accrued donations or donations received and awaiting a grant nomination as at the year end	10,648	224
Other grants equal to or less than £5,000	1,352	305
Total grants payable	401,040	289,892

Grants payable include a commitment of £85,449 (2023: £106,608) for grants paid to charities in Ireland after the year end.

20. Jersey Activities

During the year, the Charity collected the following income from donations in Jersey:

	Unrestricted £	Restricted £	2024 Total £	2023 Total £
Voluntary Income				
Consumer donations to Pennies ("Pennies donations")	2,365	38,295	40,660	42,054

During the year, the Charity incurred the following expenditure in Jersey:

	Direct Charitable Activities £	Governance costs £	2024 Total £	2023 Total £
Grants payable (see analysis below)	38,295	-	38,295	38,534
Governance costs	-	-	-	-
	38,295	-	38,295	38,534
Total expenditure 2024	38,295	-	38,295	-
Total expenditure 2023	38,534	-	38,534	

Of the total expenditure, £nil was unrestricted (2023: £nil) and £38,295 was restricted (2023: £38,534).

The Pennies Foundation

Notes to the Financial Statements for the year ended 31 December 2024

20. Jersey Activities (continued)

Analysis of grants payable

Of the income collected in Jersey, the following grants to charities were payable to institutions during the year:

	2024 £	2023 £
Jersey Children's Charity	5,206	6,729
Macmillan Cancer Support Jersey	20,328	21,664
Other grants equal to or less than £5,000	12,761	10,141
Total grants payable	38,295	38,534

Grants payable include a commitment of £2,082 (2023: £2,814) for grants paid to charities in Jersey after the year end.

21. Isle of Man Activities

During the year, the Charity collected the following income from donations in the Isle of Man:

	Unrestricted £	Restricted £	2024 Total £	2023 Total £
Voluntary Income				
Consumer donations to Pennies ("Pennies donations")	1,615	15,049	16,664	13,400

During the year, the Charity incurred the following expenditure in the Isle of Man:

	Direct Charitable Activities £	Governance costs £	2024 Total £	2023 Total £
Grants payable (see analysis below)	15,049	-	15,049	12,319
Governance costs	-	10,066	10,066	4,657
	15,049	10,066	25,115	16,976
Total expenditure 2024	15,049	10,066	25,115	16,976
Total expenditure 2023	12,319	4,657	16,976	

Of the total expenditure, £10,466 was unrestricted (2023: £4,657) and £15,049 was restricted (2023: £12,319).

Analysis of grants payable

Of the income collected in the Isle of Man, the following grants to charities were payable to institutions during the year:

	2024 £	2023 £
CLIC Sargent Cancer Care for Children	55	85
Isle of Play	2,876	4,456
Macmillan Cancer Support	-	1
Marie Curie	1,314	-
Poundland Foundation	8,957	6,010
Teenage Cancer Trust	835	583
The JD Foundation	1,012	1,184
Total grants payable	15,049	12,319

Grants payable include a commitment of £1,147 (2023: £1,374) for grants paid to charities in the Isle of Man after the year end.

22. Legal status of the charity

The charity is a company limited by guarantee and has no share capital. The liability of each member in the event of winding up is limited to £10.

