

Capture One A/S

Roskildevej 39, 2000 Frederiksberg

CVR no. 17 88 96 99

Annual report 2022

Approved at the Company's annual general meeting on 25 May 2023

Chair of the meeting:



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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Capture One A/S for the financial year 1 January - 31 December 2022.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 25 May 2023

Executive Board:



Rafael Andres Orta Mora
Managing Director

Board of Directors:



Jacob Fonnesbech Agraou
Chair



Christian Bamberger Bro



Lars Cordt



Mark Thomas Cargès

Independent auditor's report

To the shareholder of Capture One A/S

Opinion

We have audited the financial statements of Capture One A/S for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines 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, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 and the additional requirements applicable in Denmark 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 the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

Independent auditor's report

- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- ▶ Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 25 May 2023
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Peter Andersen
State Authorised Public Accountant
mne34313

Jacob Thøgersen
State Authorised Public Accountant
mne49102

Management's review

Company details

Name	Capture One A/S
Address, Postal code, City	Roskildevej 39, 2000 Frederiksberg
CVR no.	17 88 96 99
Established	1 July 1994
Registered office	Frederiksberg
Financial year	1 January - 31 December
Board of Directors	Jacob Fonnesbech Aqraou, Chair Christian Bamberger Bro Lars Cordt Mark Thomas Carges
Executive Board	Rafael Andres Orta Mora, Managing Director
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

Management's review

Financial highlights

DKK'000	2022	2021	2020	2019	2018
Key figures					
Gross profit	136,945	120,836	123,830	157,011	171,052
Operating profit/loss	34,403	24,121	41,316	-23,287	40,273
Net financials	-3,189	-2,852	-266	-8,175	-4,469
Profit for the year	25,718	15,400	32,756	-22,067	41,800
Total assets					
Total assets	193,642	188,854	186,682	629,467	374,826
Investments in property, plant and equipment	1,096	452	4,268	8,002	3,314
Equity	72,926	67,590	72,190	279,556	185,718
Financial ratios					
Equity ratio	37.7%	35.8%	38.7%	44.4%	49.5%
Return on equity	36.6%	22.0%	18.6%	-9.5%	23.9%
Average number of full-time employees					
Average number of full-time employees	108	103	111	176	147

For terms and definitions, please see the accounting policies.

Management's review

Business review

Capture One's main activity is the development, marketing and sales of Photography Software for Professionals.

Capture One provides photographers with the tools to easily collaborate with clients and creatives, achieve the highest quality photographs, and bring their visions to life. The Company's software can be purchased directly through its website or through online and physical retailers globally. The Company's headquarters are located in Frederiksberg, Copenhagen.

Financial review

Management considers the results for the financial year 2022 to be satisfactory.

The Company's Gross Profit amounted to DKK 137 million in 2022, a 13% increase compared to 2021 (DKK 121 million in 2021) which was lower than the Company's outlook mainly driven by lower sales growth as a result of an accelerated shift towards subscription. The Company's profit after tax amounted to DKK 26 million in 2022 (DKK 15 million in 2021).

The Company employed an average of 108 employees in 2022 against 103 in 2021.

The Company's balance sheet total amounted to DKK 194 million at 31 December 2022 (DKK 189 million at 31 December 2021), of which current assets constitute 38% in 2022 (28 % in 2021).

Equity in the Company amounted to DKK 73 million at 31 December 2022 (DKK 68 million at 31 December 2021).

Knowledge resources

It is essential for the future growth of the Company to attract and retain highly skilled and qualified professionals, including employees with expertise in development, and sales and marketing of software solutions.

In order to ensure the high quality of the product and competitive features, the Company uses the agile development methodology. This requires a high competence level, and considerable resources are invested in development of the Company's products and in maintaining the skills of the Company's employees. Throughout the year a significant number of highly qualified and talented employees joined the Company which has strengthened the knowledge and competence base.

Financial risks and use of financial instruments

Due to the Company's global activities, the profit and equity as well as cash flows are especially influenced by fluctuations in the USD exchange rate.

In addition to USD, the Company has considerable activities denominated in Euro. Hedging is not made in respect of these currencies as it is not considered optimal from a risk and cost point of view.

Research and development activities

In 2022, the Company launched a major update of its RAW image editing software, Capture One Pro 23. In addition, the Company launched its real-time collaboration platform, Capture One Live, along with a version of Capture One Pro compatible with iPad. Capture One supports more than 600 cameras and has contracts with Leica, Fujifilm and Phase One for supporting their full range of cameras.

R&D is primarily performed out of the Company's headquarters in Denmark. Additionally, the Company has a development site in Athens.

Group relations

Capture One A/S is indirectly owned by the private equity fund Axcel with an approximately 57% share; ATP with an approximately 21% share and members of the Board of Directors and leading employees with an approximately 22% share via the holding companies Phase One Group ApS, AX V Phase One Holding I ApS and AX V Phase One Holding II ApS.

Capture One A/S's equity consist of one class of shares and the loan capital consists of bank debt provided by Nordea Danmark, an affiliated branch of Nordea Bank Abp, Finland, and Pension Danmark.

Management's review

The current capital structure is deemed appropriate in relation to the need for financial flexibility in Capture One A/S and its subsidiaries.

Being owned by the Danish private equity firm Axcel, the Company is subject to the guidelines of the Active Owners Denmark (www.aktiveejere.dk) for responsible ownership and corporate governance. Capture One A/S intends to comply with all relevant guidelines, except that the Company based on its size, has not established an audit committee. These tasks are handled by the Board and chairmanship.

Statutory CSR report

Through its main activity of development, marketing and sales of Photography Software for Professionals, Capture One has identified three key themes which represent the areas of greatest possible impact on society: Employee Engagement, Diversity & Inclusion, and Responsible Governance.

The Board of Directors guides and governs the overall strategy for the Group's corporate sustainability and has general oversight of the Group's work with ESG (Environmental, Social, and Governance) topics. The Executive Management is responsible for ensuring the ESG strategy is implemented.

In May 2022, the Board of Directors approved an ESG strategy and confirmed that the areas with the greatest possible impact on society remain the same. Furthermore, the Company has published its first UN Global Compact Communication on Progress (ESG report) in October 2022 where it expressed its continued support and commitment to the 10 principles of the UN Global Compact in areas of human rights, labour, environment, and anti-corruption.

Human rights

The Company supports the protection of fundamental human rights in all aspects of the operations and seeks to promote respect for these principles by others where it has an influence, particularly suppliers, and all other entities and individuals with whom it has a business relationship.

Considering the Company's business model, the risks associated with human rights are mainly related to labour rights, equality and privacy. Therefore, Capture One focuses on health, well-being, job satisfaction, diversity, equal opportunities for everyone, and the privacy of its employees and customers. Moreover, work is organised so that the rights of employees to private life and leisure time with their family are respected and in line with national labour laws.

The Company's Code of Conduct for Employees, Supplier Code of Conduct, and employee handbook provide guidance and specification on how Capture One protects human rights and maintains a safe and positive working environment.

The Company is dedicated to living its Code of Conduct for Employees. Every employee is therefore given an overview of Capture One policies and procedures at the beginning of the employment and required to read and acquaint themselves with them. Furthermore, the Company requires its suppliers to comply with requirements set out in its Supplier Code of Conduct. In case the supplier fails to comply with the terms, Capture One has the right to require improvements in related matters. If improvements are not made within an established period, Capture One has the authority to terminate business with the supplier. The Company will not establish or continue a relationship with any entity or individual that refuses to respect the principles of its Supplier Code of Conduct.

All new suppliers and employees have been made familiar with the said Code of Conduct for Employees and Supplier Code of Conduct.

The Company has not measured the effect of the implementation of said Code of Conduct for Employees and Supplier Code of Conduct.

Capture One will continue with communicating expectations regarding human rights through Supplier Code of Conduct and Code of Conduct for Employees.

Social and employee conditions

Employee engagement

The Company focuses on employee engagement and wellbeing by gathering feedback, comments, and ratings of various elements on a monthly basis through the engagement survey and feedback tool, Peakon, and addressing the feedback regularly in the team.

Management's review

As stated in Capture One's Code of Conduct for Employees, the Company wants to make sure it is possible to maintain a healthy work-life balance and prevent concerns related to health or working conditions from becoming problems. The Company focuses on the physical (noise, lighting, heat, ventilation), ergonomic, and psychological work environment (work constraint, work flexibility, development, mental health) of its employees.

Continuous improvements of the office environment are being considered by the OHS group meeting every quarter. Considering not only the physical, but also the mental health of Capture One employees, the Company launched a Mental Health focus period in October 2022.

Capture One will continue to carry out measurements of working environment and employee satisfaction to ensure the employees' well-being.

Diversity & Inclusion

As stated in the Capture One Sustainability Policy, Capture One believes diversity leads to better performance and decisions.

Capture One is committed to diversity of thought and building a team where everyone is comfortable bringing their true selves to work and maintain a work environment in which people are treated with dignity and respect, free from any form of discrimination. To be actively engaged in the diversity and inclusion discussion, Capture One established an internal Diversity Committee, whose main purpose is addressing biases and creating a safe environment for everyone. The group meets monthly to discuss diversity and inclusion topics, organize events, raise awareness, and propose solutions to leadership if diversity and inclusion issues appear.

When hiring, Capture One wants to attract a diverse slate of candidates with relevant qualifications to apply for open positions, which enables the Company to incorporate a diversity of perspectives, thoughts, and experiences into every decision, while utilizing the unique set of strengths of each individual.

In addition, Capture One uses its external communication channels to spotlight photographers who focus on diversity and inclusion in their work. This allows Capture One to better represent the communities in which it operates and drive positive change throughout society.

Capture One will continue to foster diversity both internally (e.g. in the hiring process) and via the photography community.

Anti-corruption

The risks associated with anti-corruption are related to potential breaches of the Company's anti-corruption policy.

The Company policy related to anti-corruption secures that it acts according to high ethical standards, forbidding the participation in any kind of bribery. This policy defines the responsibilities of employees within Capture One and ensures guidance regarding bribery, facilitation payments, gifts and entertainment, interaction with public sector representatives and conflict of interest. Capture One also addresses bribery and corruption in its Code of Conduct for Employees, Supplier Code of Conduct and Whistleblower policy.

Management is not aware of any violation of the policy in 2022.

All employees have access to Capture One's anti-corruption policy and during 2022 all new employees were introduced to the anti-corruption policy.

The Company will continue to introduce new employees to its anti-corruption policy and organize an internal anti-corruption training for all existing employees.

Environment

Capture One is committed to mitigating the environmental impact related to its activities and to reducing its environmental footprint.

The Company focuses on the impact of its own operations, which primarily consists of energy use, waste generated from its offices, water use and travelling of its employees.

Management's review

Capture One conducts regular calculations of the direct carbon footprint of its operations (scope 1 and 2 emissions). Moreover, in summer of 2022, the Company initiated mapping of scope 3 emissions which has resulted in the establishment of a preliminary emission baseline. Finally, the Company encourages its employees to minimize their environmental impact through responsible daily actions, such as implementing a vegetarian day, or encouraging its employees to bike to work via 'Bike to Work' campaign.

The Company has not prepared an environmental and a climate policy.

Building on the work done in 2022 described above, Capture One's future action plans within the environmental area include among other things joining the Science Based Target Initiative.

Account of the gender composition of Management

Capture One believes that diversity among its employees, including gender balance, contributes positively to the work environment and strengthens the Company's performance and competitiveness.

As per 31 December 2022, the Board of Directors consisted of four men and no women. The Company targets to elect at least one board member from the underrepresented gender to the Board of Directors within 2025.

As of 31 December 2022, the Senior Leadership Team of the Company consisted of three men and three women. Other management positions in the Company, i.e., middle managers and team managers with direct reports counted 12 women in management roles out of a total of 29.

For hiring to management (and all other positions in the Company), the Company targets that at least one male and one female candidate are among the top three candidates.

There were no changes in the Board of Directors in 2022.

Capture One will continue to focus on improving gender balance when hiring and promoting people.

Statutory report on corporate governance

The organization of the Management is, among other things, based on the Danish Companies Act, the Danish Financial Statements Act and the Company's Article of Association. The Company has based its corporate governance efforts on a two-tier system where the Board of Directors and the Executive Management have two distinct roles. The Executive Management undertakes the operational management of the Company, whereas the Board of Directors determines the overall company strategy and acts as a sounding board to the Executive Management of the Company. In addition, the Management is continuously monitoring the financial development as well as developments in the field of corporate governance to ensure that the Company - internally as well as externally - is managed in a way that is in accordance with applicable laws, in order to protect the interests of all stakeholders.

Risk management is considered an essential and natural part of the realization of the Company's objectives and strategy. The daily activities, the implementation of the established strategy and the continuous use of business opportunities involve inherent risks, and the Company's handling of these risks is therefore seen as a natural and integrated part of the daily work and a way to ensure stable and reliable growth.

In 2021, the Company implemented a whistleblower scheme through a third-party provider which enables employees to report violations of its policies or other types of serious misconduct anonymously. The process of managing reports is documented in a Whistleblower policy. There were no violations reported in 2022.

The Board of Directors is appointed by Axcel. The Board of Directors consists of four members. Board meetings are held a minimum of four times a year. Additionally, the Chairman Committee meets with Executive Management on an ongoing basis.

Management's review

Other board positions of the members of the Board of Directors are:

Name	Jacob Fonnesbech Aqraou (appointed in Sep-19)	Christian Bamberger Bro (appointed in May-19)	Mark Carges (appointed in Apr-20)	Lars Cordt (appointed in Nov-21)
Position	Professional investor	Partner - Axcel Management A/S	Advisor, Ocado Technology and Senior Advisor, Generation Investment Management	Partner - Axcel Management A/S
Recommended by	Axcel	Axcel	Axcel	Axcel
Chairman of the Board of Directors in:	Phase One Group ApS and related Group companies Loopia Group AB and related Group companies Boats Group, LLC DenmarkBridge	-	-	-
Vice Chairman of the Board of Directors in:	-	Phase One Group ApS and related Group companies Loopia Aktiefbolag and related Group companies SuperOffice Group AS and related Group companies BullWall Group ApS and related Group companies emagine Holding ApS and related Group companies AX VI itm8 Holding ApS and related Group companies	-	AX V Nissens ApS and related Group companies DANX Group ApS and related Group companies Carousel Logistics Holdings Limited NTI Group ApS and related Group companies
Board Member in:	Wallapop S.L.	Axcel Management Holding ApS NTI Group ApS and related Group companies	Phase One Group ApS and related Group companies Splunk Inc. Veeva Systems Inc. Magnet Systems Inc. Meals on Wheels Inc.	Phase One Group ApS and related Group companies Gubi Group ApS and related Group companies Mountain Top Group ApS and related Group companies Axcel Management Holding ApS

Management's review

Events after the balance sheet date

No major events have occurred which affect the consolidated financial statements and parent company financial statements for 2022.

Outlook

For 2023, the Company expects 5%-10% growth in gross profit and a corresponding increase in profitability.

Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2022	2021
	Gross profit	136,945	120,836
3	Staff costs	-52,450	-52,974
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-50,092	-43,741
	Profit before net financials	34,403	24,121
	Income from investments in group enterprises	1,138	377
4	Financial income	731	0
5	Financial expenses	-3,920	-2,852
	Profit before tax	32,352	21,646
6	Tax for the year	-6,634	-6,246
	Profit for the year	25,718	15,400

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2022	2021
	ASSETS		
	Fixed assets		
7	Intangible assets		
	Completed development projects	24,040	8,280
	Patents and rights	3,691	5,366
	Developed technology	4,109	8,509
	Acquired trademarks and trade names	1,636	1,902
	Acquired licences	2,948	6,464
	Goodwill	65,332	71,471
	Development projects in progress and prepayments for intangible assets	15,612	31,483
		<u>117,368</u>	<u>133,475</u>
8	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	296	732
	Leasehold improvements	1,518	2,012
		<u>1,814</u>	<u>2,744</u>
9	Investments		
	Investments in group enterprises	1,615	494
		<u>1,615</u>	<u>494</u>
	Total fixed assets	<u>120,797</u>	<u>136,713</u>
	Non-fixed assets		
	Receivables		
	Trade receivables	7,666	7,825
	Receivables from group enterprises	57,478	26,023
	Other receivables	771	543
10	Prepayments	1,655	588
		<u>67,570</u>	<u>34,979</u>
	Cash	<u>5,275</u>	<u>17,162</u>
	Total non-fixed assets	<u>72,845</u>	<u>52,141</u>
	TOTAL ASSETS	<u>193,642</u>	<u>188,854</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2022	2021
	EQUITY AND LIABILITIES		
	Equity		
11	Share capital	15,754	15,754
	Net revaluation reserve according to the equity method	1,578	457
	Reserve for development costs	30,929	31,015
	Retained earnings	0	0
	Dividend proposed	24,665	20,364
	Total equity	72,926	67,590
	Provisions		
12	Deferred tax	9,800	11,581
	Total provisions	9,800	11,581
	Liabilities other than provisions		
13	Non-current liabilities other than provisions		
	Other payables	8,428	9,319
		8,428	9,319
	Current liabilities other than provisions		
13	Short-term part of long-term liabilities other than provisions	1,443	1,064
	Bank debt	51,100	51,100
	Trade payables	4,527	6,907
	Payables to group enterprises	0	688
	Joint taxation contribution payable	8,415	7,781
	Other payables	4,968	8,595
14	Deferred income	32,035	24,229
		102,488	100,364
	Total liabilities other than provisions	110,916	109,683
	TOTAL EQUITY AND LIABILITIES	193,642	188,854

- 1 Accounting policies
- 2 Events after the balance sheet date
- 15 Contractual obligations and contingencies, etc.
- 16 Collateral
- 17 Related parties
- 18 Appropriation of profit

Financial statements 1 January - 31 December

Statement of changes in equity

Note	DKK'000	Share capital	Net revaluation reserve according to the equity method	Reserve for development costs	Retained earnings	Dividend proposed	Total
		15,754	80	29,435	6,921	20,000	72,190
18	Transfer, see "Appropriation of profit"	0	377	1,580	-6,921	20,364	15,400
	Dividend distributed	0	0	0	0	-20,000	-20,000
	Equity at 1 January 2022	15,754	457	31,015	0	20,364	67,590
18	Transfer, see "Appropriation of profit"	0	1,139	-86	0	24,665	25,718
	Adjustment of investments through foreign exchange adjustments	0	-18	0	0	0	-18
	Dividend distributed	0	0	0	0	-20,364	-20,364
	Equity at 31 December 2022	15,754	1,578	30,929	0	24,665	72,926

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Capture One A/S for 2022 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

In accordance with section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Omission of a cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are reflected in the consolidated cash flow statement for the higher-ranking parent company Phase One Group ApS.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Intra-group business combinations

The book value method is applied to business combinations such as acquisition and disposal of investments, mergers, demergers, contributions of assets and share conversions, etc. in which entities controlled by the parent company are involved, provided that the combination is considered completed at the time of acquisition without any restatement of comparative figures. Differences between the agreed consideration and the carrying amount of the acquiree are recognised directly in equity.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Foreign group entities

Foreign subsidiaries are considered separate entities. Items in such entities' income statements are translated at an average exchange rate for the month, and balance sheet items are translated at closing rates. Foreign exchange differences arising on translation of the opening equity of foreign subsidiaries to closing rates and on translation of the income statements from average exchange rates to closing rates are taken directly to equity.

Foreign exchange adjustments of balances with separate foreign subsidiaries, which are considered part of the aggregate investment in the subsidiary, are taken directly to equity.

On recognition of foreign subsidiaries which are integral entities, monetary items are translated at closing rates. Non monetary items are translated at the exchange rate at the acquisition date or at the date of any subsequent revaluation or impairment of the asset. Income statement items are translated at the exchange rates at the transaction date. However, items derived from non monetary items are translated at historical exchange rates for the non monetary item.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Income statement

Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

Royalty income is recognised over the term of the agreement in accordance with the contents of the agreement.

Revenue from contract with customers comes mainly from providing perpetual software licenses and subscription.

Revenue is recognised when the transfer of control of the license to the customer. Control of the asset refers to the ability to direct the use of, and obtain substantially all the benefits from the software licenses.

Perpetual licenses

A perpetual license provides the customer with a right to use the license for an unlimited period. Control of the license is deemed to pass to the customer when the software is delivered to the customer.

The performance obligation identified when providing the customer with a perpetual license, is the right to use the software, and there are no subsequent technical requirements for additional enhancements or updates to the software in order to facilitate use by the customer after delivery. For perpetual licenses, the performance obligation is satisfied at the point in time, when both parties have signed a binding contract/sales order is confirmed and the software is delivered to the customer. Therefore revenue of perpetual licenses is recognized on a point-in-time basis.

Subscription

Subscriptions provides customers with access to Capture One's latest software updates, and Capture One maintains the responsibility for providing software enhancements during the contract period. The performance obligation for a subscription is satisfied over time, as the customer continually receives and consumes the benefits of the subscription during the contract period.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognized in revenue.

Direct costs

Direct costs includes the cost of fees in generating the year's revenue.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Amortisation/depreciation

The item comprises amortisation/depreciation of intangible assets and property, plant and equipment.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Goodwill is amortised over its estimated useful life determined on the basis of Management's experience of the specific business areas. Goodwill is amortised on a straight-line basis over an amortisation period of 20 years. The amortization period is fixed on the basis of the expected repayment horizon, longest for strategically acquired enterprises with strong market positions and long-term earnings profiles.

The basis of amortisation, which is calculated as cost less any residual value, is amortised on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Completed development projects	1,5 years
Patents and rights	5-10 years
Developed technology	10 years
Acquired trademarks and trade names	10-15 years
Acquired licences	2-5 years
Goodwill	20 years

The amortisation period for customer relationship is dependent on the individual customer relationship.

Development projects in progress and prepayments for intangible assets is not depreciated until they are completed.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Fixtures and fittings, other plant and equipment	3 years
Leasehold improvements	3 years

Profit/loss from investments in subsidiaries

A proportionate share of the underlying entities' profit/loss after tax is recognised in the income statement according to the equity method. Shares of profit/loss after tax in subsidiaries are presented as separate line items in the income statement. Full elimination of intra-group gains/losses is made for equity investments in subsidiaries.

The proportionate share of the individual subsidiaries' profit/loss after tax after full elimination of internal gains/losses are recognised in the Company's income statement.

The item includes dividend received from subsidiaries.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Intangible assets

On initial recognition, intangible assets are measured at cost.

Goodwill and other intangible assets comprising intangible assets acquired in connection with a business combination are measured at cost less accumulated amortisation and impairment. The amortization period for goodwill is fixed on the basis of the expected repayment horizon, longest for strategically acquired enterprises with strong market positions and long-term earnings profiles. Other intangible assets are amortised over the estimated useful lives.

Development costs comprise expenses and salaries directly attributable to development activities.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities are identifiable and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs and administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

The basis of amortisation is based on the expected useful life and is reduced by impairment losses, if any. The amortisation period is determined at the time of acquisition and are reassessed every year.

In case of changes in the amortisation period the effect on the amortisation charges is recognised prospectively as a change in accounting estimates.

Gains and losses on the sale of intangible assets are recognised in the income statement under "Other operating income" or "Other operating expenses", respectively. Gains and losses are calculated as the difference between the selling price less selling expenses and the carrying amount at the time of sale.

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Leases

The Company has chosen IAS 17 as interpretation for classification and recognition of leases.

On initial recognition, leases for assets that transfer substantially all the risks and rewards incident to the ownership to the Company (finance leases) are measured in the balance sheet at the lower of fair value and the present value of the future lease payments. In calculating the net present value, the interest rate implicit in the lease or the incremental borrowing rate is used as the discount factor. Assets held under finance leases are subsequently accounted for in the same way as the Company's other assets.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

The capitalised residual lease liability is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement over the term of the lease.

Leases that do not transfer substantially all the risks and rewards incident to the ownership to the Company are classified as operating leases. Payments relating to operating leases and any other rent agreements are recognised in the income statement over the term of the lease. The Company's aggregate liabilities relating to operating leases and other rent agreements are disclosed under "Contingent liabilities".

Investments in subsidiaries

Equity investments in subsidiaries are measured according to the equity method.

On initial recognition, equity investments in subsidiaries are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding business combinations.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies for the assets and liabilities to which they can be attributed. Negative goodwill is recognised in the income statement.

Dividend received is deduced from the carrying amount.

Equity investments in subsidiaries measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

Gains and losses on disposal of subsidiaries and associates are made up as the difference between the sales price and the carrying amount of net assets at the date of disposal including non-amortised goodwill and anticipated costs of disposal. Gains or losses are recognised in the income statement as financial income or financial expenses.

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in subsidiaries and associates is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash.

Equity

Reserve for net revaluation according to the equity method

The net revaluation reserve according to the equity method includes net revaluations of investments in subsidiaries and associates relative to cost. The reserve can be eliminated in case of losses, realisation of investments or a change in accounting estimates. The reserve cannot be recognised at a negative amount.

Reserve for development costs

The reserve for development costs comprises recognised development costs. The reserve cannot be used to distribute dividend or cover losses. The reserve will be reduced or dissolved if the recognised development costs are amortised or are no longer part of the Company's operations by a transfer directly to the distributable reserves under equity.

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

Lease liabilities

Lease liabilities are measured at the net present value of the remaining lease payments including any guaranteed residual value based on the interest rate implicit in the lease.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Deferred income

Deferred income recognised as a liability comprises payments received concerning income in subsequent financial reporting years.

Financial ratios

The financial ratios stated under "Financial highlights" have been calculated as follows:

Operating profit/loss	Profit/loss before financial items adjusted for other operating income and other operating expenses
Equity ratio	$\frac{\text{Equity, year-end} \times 100}{\text{Total equity and liabilities, year-end}}$
Return on equity	$\frac{\text{Profit/loss after tax} \times 100}{\text{Average equity}}$

2 Events after the balance sheet date

No events have occurred which affect the financial statement for 2022.

DKK'000	2022	2021
3 Staff costs		
Wages/salaries	73,519	72,216
Pensions	16	0
Other social security costs	246	233
Other staff costs	7,690	7,894
Staff costs capitalized in development projects during the year	-29,021	-27,369
	<u>52,450</u>	<u>52,974</u>
Average number of full-time employees	<u>108</u>	<u>103</u>

By reference to section 98b(3), (ii), of the Danish Financial Statements Act, remuneration to Management is not disclosed for 2022 and 2021.

DKK'000	2022	2021
4 Financial income		
Interest receivable, group entities	731	0
	<u>731</u>	<u>0</u>
5 Financial expenses		
Exchange losses	1,261	539
Other financial expenses	2,659	2,313
	<u>3,920</u>	<u>2,852</u>

Financial statements 1 January - 31 December

Notes to the financial statements

DKK'000	2022	2021
6 Tax for the year		
Estimated tax charge for the year	8,415	6,093
Deferred tax adjustments in the year	-1,781	7,357
Tax adjustments, prior years	0	-7,204
	<u>6,634</u>	<u>6,246</u>

7 Intangible assets

DKK'000	Completed development projects	Patents and rights	Developed technology	Acquired trademarks and trade names	Acquired licences	Goodwill	Development projects in progress and prepayments for intangible assets	Total
Cost at 1 January 2022	26,277	12,307	44,000	4,000	14,734	117,460	31,483	250,261
Additions	0	0	0	0	970	0	31,046	32,016
Disposals	-26,180	0	0	0	0	0	0	-26,180
Transferred	46,917	0	0	0	0	0	-46,917	0
Cost at 31 December 2022	<u>47,014</u>	<u>12,307</u>	<u>44,000</u>	<u>4,000</u>	<u>15,704</u>	<u>117,460</u>	<u>15,612</u>	<u>256,097</u>
Impairment losses and amortisation at 1 January 2022	17,997	6,941	35,491	2,098	8,270	45,989	0	116,786
Amortisation for the year	31,157	1,675	4,400	266	4,486	6,139	0	48,123
Reversal of depreciation of the disposed assets	-26,180	0	0	0	0	0	0	-26,180
Impairment losses and amortisation at 31 December 2022	<u>22,974</u>	<u>8,616</u>	<u>39,891</u>	<u>2,364</u>	<u>12,756</u>	<u>52,128</u>	<u>0</u>	<u>138,729</u>
Carrying amount at 31 December 2022	<u>24,040</u>	<u>3,691</u>	<u>4,109</u>	<u>1,636</u>	<u>2,948</u>	<u>65,332</u>	<u>15,612</u>	<u>117,368</u>
Amortised over	1,5 years	5-10 years	10 years	15 years	3 years	20 years		

Completed development projects

In 2022, the Company finalized the development of a new update to its photography software, Capture One Pro. Additionally, the Company released a version of its software which is compatible with iPad as well as its collaboration tool, Capture One Live.

Management has not identified any evidence of impairment relative to the carrying amount of completed development projects.

Development projects in progress

Development projects in progress include development and test of new software. The relating expenses primarily consist of internal expenses in the form of payroll costs, which are recorded through the Company's internal project module.

The development projects are expected to be complete during 2023 after which marketing and selling efforts will be made.

Management has not identified any evidence of impairment relative to the carrying amount of development projects in progress.

Financial statements 1 January - 31 December

Notes to the financial statements

8 Property, plant and equipment

DKK'000	Fixtures and fittings, other plant and equipment	Leasehold improvements	Total
Cost at 1 January 2022	2,559	9,617	12,176
Additions	140	956	1,096
Disposals	-756	0	-756
Cost at 31 December 2022	1,943	10,573	12,516
Impairment losses and depreciation at 1 January 2022	1,827	7,605	9,432
Depreciation	518	1,450	1,968
Reversal of accumulated depreciation and impairment of assets disposed	-698	0	-698
Impairment losses and depreciation at 31 December 2022	1,647	9,055	10,702
Carrying amount at 31 December 2022	296	1,518	1,814
Depreciated over	3 years	3 years	

9 Investments

DKK'000	Investments in group enterprises
Cost at 1 January 2022	37
Cost at 31 December 2022	37
Value adjustments at 1 January 2022	457
Foreign exchange adjustments	-18
Profit/loss for the year	1,139
Value adjustments at 31 December 2022	1,578
Carrying amount at 31 December 2022	1,615

Subsidiaries

Name	Domicile	Interest
Capture One Hellas Ltd.	Greece	100.00%

10 Prepayments

Prepayments include accrual of expenses relating to subsequent financial years, including rent and insurance policies.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK'000	2022	2021
11 Share capital		
Analysis of the share capital:		
15,753,785 shares of DKK 1.00 nominal value each	15,754	15,754
	<u>15,754</u>	<u>15,754</u>

The Company's share capital has remained DKK 15,754 thousand over the past 5 years.

12 Deferred tax		
Deferred tax at 1 January	11,581	4,224
Adjustment for the year	-1,781	7,357
Deferred tax at 31 December	<u>9,800</u>	<u>11,581</u>

DKK'000	Total debt at 31/12 2022	Repayment, next year	Long-term portion	Outstanding debt after 5 years
13 Non-current liabilities other than provisions				
Other payables	9,871	1,443	8,428	7,261
	<u>9,871</u>	<u>1,443</u>	<u>8,428</u>	<u>7,261</u>

14 Deferred income

Deferred income, DKK 32,035 thousand (2021: DKK 24,229 thousand), consists of payments received from customers for software which will be recognised in the subsequent financial year.

15 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company is jointly taxed with its parent, AX V Phase One Holding III ApS, which acts as management company, and other Danish group entities. The Company is jointly and severally with other jointly taxed group entities liable for payment of income taxes and withholding taxes.

Other financial obligations

Other rent and lease liabilities:

DKK'000	2022	2021
Rent and lease liabilities	<u>11,760</u>	<u>14,937</u>

Financial statements 1 January - 31 December

Notes to the financial statements

16 Collateral

The Company has provided guarantee for debt to banks for Phase One Group ApS and Phase One A/S of DKK 336,793 thousand in total. As security for the debt to banks, the Company has provided assignment of receivables from group enterprises.

As a security for the Company's liability to the rental creditor, the Company has provided a guarantee in the bank amounting to DKK 1.575 thousand.

17 Related parties

Capture One A/S' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control
Phase One Group ApS	Copenhagen	Participating interest

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
AX V Phase One Holding III ApS	Copenhagen	Roskildevej 39, 2000 Frederiksberg, Denmark
Phase One Group ApS	Copenhagen	Roskildevej 39, 2000 Frederiksberg, Denmark

Related party transactions

Capture One A/S was engaged in the below related party transactions:

DKK'000	2022	2021
Sale to group enterprises	5,400	5,400
Purchase of services from group enterprises	18,743	10,456
Administration costs from group enterprises	600	2,400
Administration income from group enterprises	4,221	3,976
Interest income to group enterprises	731	0

For receivables and payables to group enterprises refer to the balance sheet.

DKK'000	2022	2021
18 Appropriation of profit		
Recommended appropriation of profit		
Proposed dividend recognised under equity	24,665	20,364
Net revaluation reserve according to the equity method	1,139	377
Other statutory reserves	-86	1,580
Retained earnings/accumulated loss	0	-6,921
	<u>25,718</u>	<u>15,400</u>