

SAM International A/S

Bødkervej 7B, 2, 7000 Fredericia CVR no. 40 30 80 32

Annual report for 2023

Årsrapporten er godkendt på den ordinære generalforsamling, d. 27.06.24

Niels Schreiner Andersen Dirigent



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The company

SAM International A/S Bødkervej 7B, 2 7000 Fredericia Registered office: Fredericia

CVR no.: 40 30 80 32

Financial year: 01.01 - 31.12

Executive Board

Kim Lindquist Christensen

Board of Directors

Christian Lerche Claes Niels Hestehave Flemming Breinholt Tom Soling Camilla Holten Niclas Sebastian Ahlbom

Auditors

Beierholm

Statsautoriseret Revisionspartnerselskab



Subsidiaries

SAM Executive Search A/S, Fredericia

SAM Headhunting GmbH, Switzerland

SAM International GmbH, Switzerland

SAM Headhunting OY, Finland

SAM Headhunting AS, Norway

SAM Headhunting Magyarorszag Szemelyzeti Tanasado Kft., Hungary

SAM Executive Search S.P.zoo, Poland

SAM International Executive Sweden AB, Sweden

Sarl SAM Headhunting France, France

Wingmanager part of SAM International ApS, Fredericia

SAM-Børsen ApS, Fredericia



Statement by the Executive Board and Board of Directors on the annual report

We have on this day presented the annual report for the financial year 01.01.23 - 31.12.23 for SAM International A/S.

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

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.23 and of the results of the company's activities for the financial year 01.01.23 - 31.12.23.

We believe that the management's review includes a fair review of the matters dealt with in the management's review.

The annual report is submitted for adoption by the general meeting.

Fredericia, June 11, 2024

Executive Board

Kim Lindquist Christensen

Board of Directors

Christian Lerche Chairman	Claes Niels Hestehave	Flemming Breinholt
Tom Soling	Camilla Holten	Niclas Sebastian Ahlbom



To the shareholder of SAM International A/S

Opinion

We have audited the financial statements of SAM International A/S for the financial year 01.01.23 - 31.12.23, which comprise income statement, balance sheet, statement of changes in equity and notes to the financial statements, including significant 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 company's financial position at 31.12.23 and of the results of the company's operations for the financial year 01.01.23 - 31.12.23 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 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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, it is our responsibility is to read management's review and, in doing so, consider whether 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 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 Statements Act. We did not identify any material misstatement of the management's review.

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 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 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 these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment 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.



- 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 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.

Fredericia, June 11, 2024

Beierholm

Statsautoriseret Revisionspartnerselskab CVR no. 32 89 54 68

Kasper Toftegaard Winkler State Authorized Public Accountant MNE-no. mne34083



Primary activities

The company's activities comprise of owning shares in other companies, management and administrative services to those companies and other related activites.

Development in activities and financial affairs

The income statement for the period 01.01.23 - 31.12.23 shows a profit/loss of DKK -2,427,355 against DKK 408,321 for the period 01.01.22 - 31.12.22. The balance sheet shows equity of DKK 1,363,061.

Subsequent events

No important events have occurred after the end of the financial year.



Income statement

4,293,519 -2,910,435 1,383,084 -429,153 953,931 -132,884 11,946
-429,153 953,931 -132,884
-429,153 953,93 1 -132,884
953,931 -132,884
-132,884
-271,053
561,940
-153,619
408,321
17,974 2 7,355
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ASSETS

Total assets	6,706,843	9,625,109
Total current assets	2,638,817	3,949,000
Cash	87,594	1,679,118
Total receivables	2,551,223	2,269,882
Prepayments	534,095	720,755
Other receivables	245,168	24,369
Income tax receivable	40,000	C
Trade receivables Receivables from group enterprises	494,965 1,236,995	539,123 985,635
Total non-current assets	4,068,026	5,676,109
Total investments	3,232,901	4,420,355
Equity investments in group enterprises	3,232,901	4,420,355
Total intangible assets	835,125	1,255,754
Goodwill	715,832	1,073,749
Acquired rights	119,293	182,005
	DKK	DKK
	31.12.23	31.12.22



EQUITY AND LIABILITIES

Total equity and liabilities	6,706,843	9,625,109
Total payables	5,317,535	7,285,266
Total short-term payables	4,020,663	5,731,684
Other payables	836,507	1,255,905
Income taxes	0	140,232
Payables to group enterprises	2,552,674	3,597,175
Trade payables	201,230	466,775
Short-term part of long-term payables Payables to other credit institutions	411,640 18,612	260,484 11,113
Total long-term payables	1,296,872	1,553,582
Other payables	90,499	39,066
Subordinate loan capital Payables to other credit institutions	137,500 1,068,873	275,000 1,239,516
Total provisions	26,247	40,042
Provisions for deferred tax	26,247	40,042
Total equity	1,363,061	2,299,801
Retained earnings	472,947	648,804
Contributed capital Reserve for net revaluation according to the equity method	890,114 0	661,500 989,497
	31.12.23 DKK	31.12.22 DKk

⁷ Contingent liabilities



⁸ Charges and security

Figures in DKK	Contributed capital	Share premium	Reserve for net revaluation according to the equity method	Retained earnings	Total equity
Statement of changes in equity for 01.01.23 - 31.12.23					
Balance as at 01.01.23 Foreign currency translation adjustment	661,500	0	989,497	648,804	2,299,801
of foreign enterprises	0	0	96,908	0	96,908
Capital increase Transfers to/from other	228,614	1,165,093	0	0	1,393,707
reserves	0	-1,165,093	0	1,165,093	0
Net profit/loss for the year	0	0	-1,086,405	-1,340,950	-2,427,355
Balance as at 31.12.23	890,114	0	0	472,947	1,363,061



-		
NI	NTAG	
TA	OLES	

2023 DKK	2022 DKK
2,299,548	2,332,826
84,797	111,314
29,378	23,906
68,400	442,389
2,482,123	2,910,435
4	3
	84,797 29,378 68,400 2,482,123

2. Income from equity investments in group enterprises

Share of profit or loss of group enterprises	-2,044,761	-132,884
Total	-2,044,761	-132,884

3. Financial income

Interest, group enterprises	6,010	11,946
Foreign currency translation adjustments Foreign exchange gains	230 6,594	0
Other financial income	6,824	0
Total	12,834	11,946



4. Intangible assets

Figures in DKK	Acquired rights	Goodwill
Cost as at 01.01.23 Additions during the year	373,035 20,000	2,505,419 0
Cost as at 31.12.23	393,035	2,505,419
Amortisation and impairment losses as at 01.01.23 Amortisation during the year	-191,030 -82,712	-1,431,670 -357,917
Amortisation and impairment losses as at 31.12.23	-273,742	-1,789,587
Carrying amount as at 31.12.23	119,293	715,832
Carrying amount of assets held under finance leases as at 31.12.23	0	0

5. Equity investments in group enterprises

Figures in DKK	Equity invest- ments in group enterprises
Cost as at 01.01.23	2,022,820
Additions during the year	392,676
Cost as at 31.12.23	2,415,496
Revaluations as at 01.01.23	989,497
Foreign currency translation adjustment of foreign enterprises	96,908
Impairment losses during the year	-2,044,761
Revaluations as at 31.12.23	-958,356
Negative equity value impaired in receivables	1,775,761
Depreciation and impairment losses as at 31.12.23	1,775,761
Carrying amount as at 31.12.23	3,232,901



Name and registered office:	Ownership interest
Subsidiaries:	
SAM Executive Search A/S, Fredericia	100%
SAM Headhunting GmbH, Switzerland	100%
SAM International GmbH, Switzerland	100%
SAM Headhunting OY, Finland	100%
SAM Headhunting AS, Norway	100%
SAM Headhunting Magyarorszag Szemelyzeti Tanasado Kft., Hungary	100%
SAM Executive Search S.P.zoo, Poland	100%
SAM International Executive Sweden AB, Sweden	100%
Sarl SAM Headhunting France, France	51%
Wingmanager part of SAM International ApS, Fredericia	100%
SAM-Børsen ApS, Fredericia	100%

6. Long-term payables

Figures in DKK	Repayment first year	Total payables at 31.12.23	Total payables at 31.12.22
Subordinate loan capital Payables to credit institutions Other payables	137,500 274,140 0	275,000 1,343,013 90,499	275,000 1,500,000 39,066
Total	411,640	1,708,512	1,814,066



7. Contingent liabilities

Other contingent liabilities

The company is taxed jointly with the other Danish companies in the group and has joint, several and unlimited liability for income taxes for the jointly taxed companies. The total known tax liability for the jointly taxed companies is DKK 0 at the balance sheet date, of which DKK 0 is recognised in the balance sheet. The liability also includes any subsequent corrections to the calculated tax liability as a consequence of changes made to the jointly taxable income etc.

The company has given unlimited letter of support towards two subsidiaries confirming to make cash available as their debts fall due.

8. Charges and security

As security for debt to credit institutions DKK 0, a company charge of nominal DKK 1,000k a company charge has been provided comprising goodwill, intellectual property rights, motor vehicles, other plant, fixtures and fittings, tools and equipment, inventories and agricultural stock, trade receivables as well as fuels and other ancillary materials. The total carrying amount of the comprised assets is DKK 2.016k.



9. Accounting policies

GENERAL

The annual report is presented in accordance with the provisions of the Danish Financial Statements Act (*Årsregnskabsloven*) for enterprises in reporting class B with application of provisions for a higher reporting class.

The accounting policies have been applied consistently with previous years.

In accordance with section 110 of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including depreciation, amortisation, impairment losses and write-downs, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company, and the value of such assets can be measured reliably. Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company, and the value of such liabilities can be measured reliably. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

On recognition and measurement, account is taken of foreseeable losses and risks arising before the date at which the annual report is presented and proving or disproving matters arising on or before the balance sheet date.

BUSINESS COMBINATIONS

CURRENCY

The annual report is presented in Danish kroner (DKK).

On initial recognition, transactions denominated in foreign currencies are translated using the exchange rates applicable at the transaction date. Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment are recognised in the income statement as a financial item. Receivables, payables and other monetary items denominated in foreign currencies are translated using the exchange rates applicable at the balance sheet date. The difference between the exchange rate applicable at the balance sheet date and at the date at which the receivable or payable



arose or was recognised in the latest annual report is recognised under financial income or expenses in the income statement. Fixed assets and other non-monetary assets acquired in foreign currencies are translated using historical exchange rates.

On recognition of independent foreign entities, the income statements are translated at the exchange rates applicable at the transaction date or approximate average exchange rates. The balance sheet items are translated using the exchange rates applicable at the balance sheet date. Foreign currency translation adjustments arising from the translation of equity at the beginning of the year using the exchange rates applicable at the balance sheet date and from the translation of income statements from average exchange rates to the exchange rates applicable at the balance sheet date are recognised directly in equity under the reserve for net revaluation according to the equity method in respect of investments measured according to the equity method, and otherwise under the foreign currency translation reserve.

Translation adjustments of intercompany balances with independent foreign entities, measured using the equity method and where the balance is considered to be part of the overall investment, are recognised directly in equity under the foreign currency translation reserve. On the divestment of foreign entities, accumulated exchange differences are recognised in the income statement.

INCOME STATEMENT

Gross profit

Gross profit comprises revenue and other external expenses.

Revenue

Income from the sale of services is recognised in the income statement as delivery takes place (delivery method). Revenue is measured at the selling value of the agreed consideration exclusive of VAT and other taxes collected on behalf of third parties and less discounts.

Other external expenses

Other external expenses comprise costs relating to distribution, sales and advertising and administration, premises and bad debts to the extent that these do not exceed normal writedowns.



Staff costs

Staff costs comprise wages and salaries as well as other staff-related costs.

Depreciation, amortisation and impairment losses

The depreciation and amortisation of intangible assets and property, plant and equipment aim at systematic depreciation and amortisation over the expected useful lives of the assets. Assets are depreciated and amortised according to the straight-line method based on the following expected useful lives and residual values:

	Useful	Residual
	lives,	value
	years	DKK
Acquired rights Goodwill	3-5 7	0

Goodwill is amortised over 7 years. The useful life has been determined in consideration of the expected future net earnings of the enterprise or activity to which the goodwill relates.

The basis of depreciation and amortisation is the cost of the asset less the expected residual value at the end of the useful life. Moreover, the basis of depreciation and amortisation is reduced by any impairment losses. The useful life and residual value are determined when the asset is ready for use and reassessed annually.

Intangible assets and property, plant and equipment are impaired in accordance with the accounting policies referred to in the 'Impairment losses on fixed assets' section.

Income from equity investments in group entreprises and associates

For equity investments in equity investments in subsidiaries, measured using the equity method, the share of the enterprises' profit or loss is recognised in the income statement after elimination of unrealised intercompany profits and losses and less any goodwill amortisation and impairment losses.

Income from equity investments in equity investments in subsidiaries and associates also comprises gains and losses on the sale of equity investments.



Other net financials

Interest income and interest expenses, foreign exchange gains and losses on transactions denominated in foreign currencies etc. are recognised in other net financials.

Tax on profit/loss for the year

The current and deferred tax for the year is recognised in the income statement as tax on the profit/loss for the year with the portion attributable to the profit/loss for the year, and directly in equity with the portion attributable to amounts recognised directly in equity.

The company is jointly taxed with Danish consolidated enterprises. The parent is the administration company for the joint taxation and thus settles all income tax payments with the tax authorities.

In connection with the settlement of joint taxation contributions, the current Danish income tax is allocated between the jointly taxed enterprises in proportion to their taxable incomes. This means that enterprises with a tax loss receive joint taxation contributions from enterprises which have been able to use this loss to reduce their own taxable profit.

BALANCE SHEET

Intangible assets

Acquired rights

Aquired rights are measured in the balance sheet at cost less accumulated amortisation and impairment losses.

Acquired rights are amortised using the straight-line method based on useful lives, which are stated in the 'Depreciation, amortisation and impairment losses' section.

Goodwill

Goodwill is measured in the balance sheet at cost less accumulated amortisation and impairment losses.

Goodwill is amortised using the straight-line method based on useful lives, which are stated in the 'Depreciation, amortisation and impairment losses' section.

Gains or losses on the disposal of intangible assets

Gains or losses on the disposal of intangible assets are determined as the difference between the selling price, if any, less selling costs and the carrying amount at the date of disposal.



Equity investments in group entreprises

Equity investments in subsidiaries are recognised and measured according to the equity method. For equity investments in subsidiaries, the equity method is considered a measurement method.

On initial recognition, equity investments measured according to the equity method are measured at cost. Transaction costs directly attributable to the acquisition are recognised in the cost of equity investments.

Under subsequent recognition and measurement of equity investments according to the equity method, equity investments are measured at the proportionate share of the enterprises' equity value, determined according to the accounting policies of the parent, adjusted for the remaining value of goodwill and gains and losses on transactions with the enterprises in question. Equity investments, where information for recognition according to the equity method is not known, are measured at cost.

Equity investments with a negative carrying amount are measured at DKK 0. Receivables that are considered part of the combined investment in the enterprises in question are impaired by any remaining negative equity value. Other receivables from such enterprises are impaired to the extent that such receivables are considered uncollectible. Provisions to cover the remaining negative equity value are recognised to the extent that the company has a legal or constructive obligation to cover the liabilities of the enterprise in question.

Goodwill recognised under equity investments is amortised according to the straight-line method based on an individual assessment of the useful life of the asset. The useful life of goodwill has been determined at 5 years for equity investments in subsidiaries. The useful life has been determined in consideration of the expected future net earnings of the enterprise to which the goodwill relates.

For equity investments measured according to the equity method, the proportionate share of the equity investments' equity value is determined according to the accounting policies of the parent, stated in the other sections. Equity value is also based on the following accounting policies:

Revenue

Income from the sale of services is recognised in the income statement as delivery takes place (delivery method). Revenue is measured at the selling value of the agreed consideration exclusive of VAT and other taxes collected on behalf of third parties and less discounts.

Depreciation and impairment losses



The depreciation of property, plant and equipment aim at systematic depreciation over the expected useful lives of the assets. Assets are depreciated according to the straight-line method based on the following expected useful lives and residual values:

Other plant, fixtures and fittings, tools and equipment: 3-5 years, residual value 0%,

The basis of depreciation is the cost of the asset less the expected residual value at the end of the useful life. Moreover, the basis of depreciation is reduced by any impairment losses. The useful life and residual value are determined when the asset is ready for use and reassessed annually.

Gains or losses on disposal of equity investments are determined as the difference between the disposal consideration and the carrying amount of net assets at the time of sale, including non-amortised goodwill, as well as the expected costs of divestment or discontinuation. Gains and losses are recognised in the income statement under income from equity investments.

Impairment losses on fixed assets

The carrying amount of fixed assets which are not measured at fair value is assessed annually for indications of impairment over and above what is reflected in depreciation and amortisation.

If the company's realised return on an asset or a group of assets is lower than expected, this is considered an indication of impairment.

If there are indications of impairment, an impairment test is conducted of individual assets or groups of assets.

The assets or groups of assets are impaired to the lower of recoverable amount and carrying amount.

The higher of net selling price and value in use is used as the recoverable amount. The value in use is determined as the present value of expected net cash flows from the use of the asset or group of assets as well as expected net cash flows from the sale of the asset or group of assets after the expiry of their useful lives.

Impairment losses are reversed when the reasons for the impairment no longer exist. Impairment losses on goodwill are not reversed, unless goodwill is included in the carrying amount of equity investments.



Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Prepayments

Prepayments recognised under assets comprise costs incurred in respect of subsequent financial years.

Cash

Cash includes deposits in bank account.

Equity

The net revaluation of equity investments measured according to the equity method is recognized in the net revaluation reserve in equity according to the equity method to the extent that the carrying amount exceeds the cost.

Current and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the basis of the taxable income for the year, adjusted for tax paid on account.

Joint taxation contributions payable and receivable are recognised as income tax under receivables or payables in the balance sheet.



Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability.

Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

Payables

With subordinate loan capital, the creditor has subordinated its claim to those of all other creditors of the company.

Long-term payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

Short-term financial payables are measured at amortised cost, normally corresponding to the nominal value of such payables. Other short-term payables are measured at net realisable value.

