Fox TopCo ApS

Sintrupvej 71B, 1. th, DK-8220 Aarhus

Annual Report for 2022

CVR No. 41 65 61 90

The Annual Report was presented and adopted at the Annual General Meeting of the company on 22/3 2023

Niels Poulsen Stenfeldt
Chairman of the general meeting

Contents

Management's statement

The Executive Board and Board of Directors have today considered and adopted the Consolidated Financial Statements and Parent Company Financial Statements of Fox TopCo ApS 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 and the Consolidated Financial Statements give a true and fair view of the financial position at 31 December 2022 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2022.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Consolidated Financial Statements and Parent Company Financial Statements be adopted at the Annual General Meeting.

Aarhus, 22 March 2023

Executive Board

Jörg Bernhard Klasmeyer
Manager

Board of Directors

Marco Sodi	Jörg Bernhard Klasmeyer	Marc-Antoine Olivier Léonard Andreoli

Independent Auditor's report

To the shareholders of Fox TopCo ApS

Opinion

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

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of Fox TopCo ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for both the Group and the Parent Company, as well as consolidated statement of cash flows ("the Financial Statements").

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 Group 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 Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover 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 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, in our view, Management's Review is in accordance with the Consolidated Financial Statements and the Parent Company Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

Management's responsibilities for the Financial Statements

Management is responsible for the preparation of consolidated financial statements and parent company 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 Group´s and the Parent Company´s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Group or the Parent Company or to cease operations, or has no realistic alternative but to do so.

Independent Auditor's report

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 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.

- 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 Group´s and the Parent 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 Group´s and the Parent 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 Group and the Parent 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

Independent Auditor's report

Aarhus C, 22 March 2023

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Christian Roding
State Authorised Public Accountant
mne33714

Martin Stenstrup Toft
State Authorised Public Accountant
mne42786

Company information

The Company	Fox TopCo ApS Sintrupvej 71B, 1. th DK-8220 Aarhus CVR No: 41 65 61 90 Financial period: 1 January - 31 December Incorporated: 1 September 2021 Financial year: 2nd financial year Municipality of reg. office: Aarhus
Board of Directors	Marco Sodi Jörg Bernhard Klasmeyer Marc-Antoine Olivier Léonard Andreoli
Executive board	Jörg Bernhard Klasmeyer
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Jens Chr. Skous Vej 1 8000 Aarhus C

Group Chart

Company	Residence	Ownership
Fox TopCo ApS	**Denmark**	
Boyum IT Solutions Group ApS	Denmark	100%
Boyum IT Solutions A/S	Denmark	100%
Boyum IT Inc.	United States of America	100%
beas Group AG	Switzerland	100%
Boyum IT Solutions Germany GmbH	Germany	100%
Boyum IT Solutions Spain S.L.	Spain	100%
Boyum IT Solutions Co., Ltd.	China	100%
Boyum IT Solutions BV	Belgium	100%
Boyum IT Solutions Hungary Kft.	Hungary	100%
Paperflow ApS	Denmark	100%
Paperflow Service Center Bulgaria EOOD	Bulgaria	100%

Financial Highlights

Seen over a 2-year period, the development of the Group is described by the following financial highlights:

	Group	
	2022	2020/21
	TDKK	TDKK 16 months
Key figures		
Profit/loss		
Revenue	144,795	144,379
EBITDA	54,366	42,580
Gross profit/loss	122,658	107,490
Profit/loss of ordinary primary operations	-6,556	-18,771
Profit/loss before financial income and expenses	-6,452	-18,698
Profit/loss of financial income and expenses	-7,881	-6,391
Net profit/loss	-18,641	-33,099
Balance sheet		
Balance sheet total	605,257	606,881
Investment in property, plant and equipment	442	400
Equity	353,647	376,591
Cash flows		
Cash flows from:		
- operating activities	29,771	750
- investing activities	-28,196	-350,229
- financing activities	-17,378	401,602
Number of employees	94	83
Ratios		
Gross margin	84.7%	74.4%
Profit margin	-4.5%	-13.0%
Return on assets	-1.1%	-3.1%
Solvency ratio	58.4%	62.1%
Return on equity	-5.1%	-17.6%

Management's review

Key activities

Boyum IT Solutions' ambition is to be the leading SSP in SAP's ecosystem and help our customers with the best software to solve real business problems in their industry. Our main activities are concentrated around development and sales of business-critical software solutions based on the ERP-platform SAP Business One.

Today, the Group offers different software solutions incl. horizontal, manufacturing, and warehouse management solutions. In total, the Group has more than 240,000 daily users of its software solutions, distributed across more than 10,250 installations.

The Group's development projects include the development of add-on modules for SAP Business One. The modules partly allow the users of SAP Business One to customize a large part of the user interface without the use of developers, while there are also modules aimed at production and logistics companies. The production and inventory management modules create management opportunities across all processes, where the production model is targeted at 14 specific industries, while the inventory management modules have a broader focus.

B1 Usability Package: A software solution which gives daily users a unique possibility to customize SAP Business One to their specific needs, without the need for software developers.

Beas Manufacturing: A software solution to manage complex processes in manufacturing businesses across 14 different industries.

Produmex WMS: A software solution to ensure high-quality and efficient warehouse and inventory management which is crucial in many industries and a requirement in certain regulated industries.

Paperflow: A software solution to capture data from documents and import directly to workflow or ERP system.

Boyum IT Solutions sells it software solutions through more than 650 partners in 120 countries. The Group benefits from a strong brand within the global SAP Business One partner network.

Knowledge resources

The Group's area of business places high requirements on the knowledge resources of its employees. The Group's strategy is to ensure a high level of knowledge by continuously ensuring the right combination of employees and making available and implementing the right tools for effective knowledge sharing.

Attraction of new and general retention of existing employee is a high priority for management.

Over the years, we have worked determinedly on creating a Nordic company culture based on a holistic understanding of our employees' desire for "Work-life Balance". This has resulted in a cultural vision that we call "Energy for LIFE" which requires us to continuously support our employees' mental and physical well-being.

Market overview

Group structure

Boyum IT Solutions was founded in June 2016 in connection with a de-merger of the original Boyum IT into different business units. Subsequently, a capital increase was effectuated whereby the first PE fund became shareholders. At the end of 2020 the former shareholders and PE fund made an exit and a new PE fund stepped in as a new majority owner.

As of 1 September 2016, the Swiss company beas Beteiligungen AG and its subsidiaries were acquired. The Group continuously monitors the development in the market and follows a strategy focused on offering a broad portfolio of business-critical software solutions in the partner channel. Aligned with this strategy, the Group acquired the Belgian company Produmex BVBA and its subsidiaries as of 1 May 2018.

Today, the Group structure is as shown on the page 6.

In general, our employees have again put in a great and dedicated effort in 2022 and we are generally happy that new people join the company. I 2022 we had the certification “Healthy place to work” The certification is about creating and sustaining a healthy and effective organization and is one of our main objectives at Boyum IT and employee well-being is a top priority. Understanding the health of our company and driving the right initiatives to ensure physical and mental well-being requires a strategic approach and is why we chose to be part of the Healthy Place to Work program. With this certification, Boyum IT just before summer 2022 became the first company to receive this certification in Denmark with an 82% health score against the 70% minimum requirement for being certified. And with a response rate of 92%, it shows that there is great engagement in this.

As of ultimo 2022, the Group employed 94 employees across more than 10 countries. Employees are primarily based in Denmark, Germany, Belgium, Bulgaria, Hungary, Spain, China, and the US.

Development in the year

In 2022, the Group’s regarding Boyum IT Solutions have increased its revenue by MDKK 8.0, corresponding to a 6% growth in a very difficult and competitive market. 2022 was affected by the current war in Ukraine, which had an big impact on the market situation. A big part of the EMEA region had an immediate reaction and the investment in new ERP stopped in Q2 2022. The markets outside EMEA did not have the same challenges and we have seen high growth in LATAM and APJ.

For Boyum IT Solutions it is a key focus area to continue to work diligently towards creating a strong platform for future growth with point of departure in the software product portfolio that we have built up through historical acquisitions. With the acquisition of Produmex in 2018, the Group is in a very strong position and has become the world’s largest provider of “Supply Chain Management” solutions for SAP Business One, and the Group continues to focus on solidifying and strengthening this position by being able to offer more solutions within “Supply Chain Management”. Boyum IT Solutions is always looking into the market for products that can strengthen our position in the market.

To make sure Boyum IT Solutions Group is progressing in the planned growth, an M&A of a small Danish company within machine learning was made in 2022. This to be able to deliver new independent products, but also to integrate into the current portfolio of products.

In 2022, the focus on a strong organization and diligent management of operations has resulted in an EBITDA more than 10% above budget. Management is very satisfied with the result.

In 2022, EBITDA was MDKK 54.3 and the Group’s results before taxes is a loss of MDKK 14.3, due to amortisation of intangible assets regarding business acquisitions.

The past year and follow-up on development expectations from last year

Management entered 2023 with an expectation of small growth in the SAP Business One market which is in line with the strategy. Boyum IT Solutions will enter into the Microsoft BC market with new products in 2023 and continue on making the products ERP-independent. This will expand the addressable market dramatically and be the driver of a significant two-digit revenue growth based on the development from 2023.

It is expected that the good growth in 2023 will to be supported by additional investments in the organization in order to continue the development of the Group’s products as well as the development of new software solutions. There is a continued large demand for this type of products and management expects that organic growth must be supported by acquisitions of new, complimentary products, which are well-positioned in the market.

Similarly, we see an increasingly larger demand for cloud products and, consequently, a large part of new product development will focus on this area.

Income statement 1 January - 31 December

	Note	Group		Parent company	
		2022 TDKK 12 months	2020/21 TDKK 16 months	2022 TDKK 12 months	2020/21 TDKK 16 months
Revenue		144,795	144,379	0	0
Work on own account recognised in assets		133	0	0	0
Other operating income		104	73	0	0
Expenses for raw materials and consumables		-1,156	-2,306	0	0
Other external expenses		-21,218	-34,656	-28	-453
Gross profit		**122,658**	**107,490**	**-28**	**-453**
Staff expenses	1	-68,292	-64,910	0	0
Earnings Before Interest Taxes Depreciation and Amortization		**54,366**	**42,580**	**-28**	**-453**
Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment	2	-60,818	-61,278	0	0
Profit/loss before financial income and expenses		**-6,452**	**-18,698**	**-28**	**-453**
Income from investments in subsidiaries		0	0	-18,619	-32,644
Financial income		939	4,220	0	0
Financial expenses		-8,820	-10,611	0	-11
Profit/loss before tax		**-14,333**	**-25,089**	**-18,647**	**-33,108**
Tax on profit/loss for the year	3	-4,308	-8,010	6	9
Net profit/loss for the year	4	**-18,641**	**-33,099**	**-18,641**	**-33,099**

Balance sheet 31 December

Assets

		Group		Parent company	
	Note	2022	2020/21	2022	2020/21
		TDKK	TDKK	TDKK	TDKK
Completed development projects		316,887	299,849	0	0
Acquired licenses		734	68	0	0
Acquired trademarks		15,844	18,999	0	0
Goodwill		209,236	225,435	0	0
Intangible assets	5	**542,701**	**544,351**	**0**	**0**
Other fixtures and fittings, tools and equipment		993	1,140	0	0
Property, plant and equipment	6	**993**	**1,140**	**0**	**0**
Investments in subsidiaries	7	0	0	357,833	374,404
Deposits	8	920	772	0	0
Fixed asset investments		**920**	**772**	**357,833**	**374,404**
Fixed assets		**544,614**	**546,263**	**357,833**	**374,404**
Trade receivables		14,749	7,031	0	0
Receivables from group enterprises		0	0	1,212	2,500
Other receivables		968	907	0	0
Deferred tax asset	11	5,544	0	0	0
Corporation tax		2,263	0	6	9
Prepayments	9	799	557	0	0
Receivables		**24,323**	**8,495**	**1,218**	**2,509**
Current asset investment		**7**	**7**	**0**	**0**
Cash at bank and in hand		**36,313**	**52,116**	**7**	**8**
Current assets		**60,643**	**60,618**	**1,225**	**2,517**
Assets		**605,257**	**606,881**	**359,058**	**376,921**

Balance sheet 31 December

Liabilities and equity

		Group		Parent company	
	Note	2022	2020/21	2022	2020/21
		TDKK	TDKK	TDKK	TDKK
Share capital	10	5,116	5,116	5,116	5,116
Reserve for exchange rate conversion		4,379	2,331	0	0
Retained earnings		344,152	369,144	348,531	371,475
Equity		**353,647**	**376,591**	**353,647**	**376,591**
Provision for deferred tax	11	66,747	60,832	0	0
Provisions		**66,747**	**60,832**	**0**	**0**
Credit institutions		135,114	138,705	0	0
Other payables		543	0	0	0
Long-term debt	12	**135,657**	**138,705**	**0**	**0**
Credit institutions	12	3,594	11,030	0	0
Prepayments received from customers		53	0	0	0
Trade payables		5,844	1,748	0	0
Payables to group enterprises		0	0	625	310
Corporation tax		1,504	6,898	0	0
Other payables	12	38,211	11,077	4,786	20
Short-term debt		**49,206**	**30,753**	**5,411**	**330**
Debt		**184,863**	**169,458**	**5,411**	**330**
Liabilities and equity		**605,257**	**606,881**	**359,058**	**376,921**

Contingent assets, liabilities and other financial obligations	16
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Statement of changes in equity

Group

	Share capital	Reserve for exchange rate conversion	Retained earnings	Total
	TDKK	TDKK	TDKK	TDKK
Equity at 1 January	5,116	2,331	369,144	376,591
Exchange adjustments	0	2,048	0	2,048
Purchase of treasury shares	0	0	-6,351	-6,351
Net profit/loss for the year	0	0	-18,641	-18,641
Equity at 31 December	**5,116**	**4,379**	**344,152**	**353,647**

Parent company

	Share capital	Retained earnings	Total
	TDKK	TDKK	TDKK
Equity at 1 January	5,116	371,475	376,591
Exchange adjustments	0	2,048	2,048
Purchase of treasury shares	0	-6,351	-6,351
Net profit/loss for the year	0	-18,641	-18,641
Equity at 31 December	**5,116**	**348,531**	**353,647**

Cash flow statement 1 January - 31 December

	Note	Group 2022 TDKK	Group 2020/21 TDKK
Result of the year		-18,641	-33,099
Adjustments	13	74,974	77,877
Change in working capital	14	-1,329	-28,657
Cash flow from operations before financial items		**55,004**	**16,121**
Financial income		795	4,220
Financial expenses		-8,820	-10,608
Cash flows from ordinary activities		**46,979**	**9,733**
Corporation tax paid		-17,208	-8,983
Cash flows from operating activities		**29,771**	**750**
Purchase of intangible assets		-939	-51
Purchase of property, plant and equipment		-442	-898
Fixed asset investments made etc		-16	-130
Sale of property, plant and equipment		3	204
Business acquisition	15	-26,802	-349,354
Cash flows from investing activities		**-28,196**	**-350,229**
Repayment of loans from credit institutions		-11,027	-5,757
Purchase of treasury shares		-6,351	0
Cash capital increase		0	407,823
Other equity entries		0	-464
Cash flows from financing activities		**-17,378**	**401,602**
Change in cash and cash equivalents		**-15,803**	**52,123**
Cash and cash equivalents at 1 January		52,123	0
Cash and cash equivalents at 31 December		**36,320**	**52,123**
Cash and cash equivalents are specified as follows:			
Cash at bank and in hand		36,313	52,116
Current asset investments		7	7
Cash and cash equivalents at 31 December		**36,320**	**52,123**

Notes to the Financial Statements

	Group		Parent company	
	2022	2020/21	2022	2020/21
	TDKK	TDKK	TDKK	TDKK
1. Staff Expenses				
Wages and salaries	65,512	57,953	0	0
Pensions	2,178	1,628	0	0
Other social security expenses	275	3,719	0	0
Other staff expenses	327	1,610	0	0
	68,292	**64,910**	**0**	**0**

Remuneration to the Executive Board has not been disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.

Average number of employees	**94**	**83**	**0**	**0**

	Group		Parent company	
	2022	2020/21	2022	2020/21
	TDKK	TDKK	TDKK	TDKK
2. Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment				
Amortisation of intangible assets	60,147	60,602	0	0
Depreciation of property, plant and equipment	671	676	0	0
	60,818	**61,278**	**0**	**0**

Notes to the Financial Statements

	Group		Parent company	
	2022	2020/21	2022	2020/21
	TDKK	TDKK	TDKK	TDKK
3. Income tax expense				
Current tax for the year	9,983	12,993	-6	-9
Deferred tax for the year	-5,664	-5,116	0	0
Adjustment of tax concerning previous years	-11	104	0	0
	4,308	**7,981**	**-6**	**-9**
thus distributed:				
Income tax expense	4,308	8,010	-6	-9
Tax on equity movements	0	-29	0	0
	4,308	**7,981**	**-6**	**-9**

	Parent company	
	2022	2020/21
	TDKK	TDKK
4. Profit allocation		
Retained earnings	-18,641	-33,099
	-18,641	**-33,099**

Notes to the Financial Statements

5. Intangible fixed assets

Group

	Completed development projects	Acquired licenses	Acquired trademarks	Goodwill
	TDKK	TDKK	TDKK	TDKK
Cost at 1 January	411,343	493	22,478	242,984
Exchange adjustment	605	17	0	0
Net effect from merger and acquisition	65,385	0	79	0
Additions for the year	161	744	34	0
Cost at 31 December	477,494	1,254	22,591	242,984
Impairment losses and amortisation at 1 January	111,494	425	3,479	17,549
Exchange adjustment	494	23	0	0
Net effect from merger and acquisition	7,965	0	46	0
Amortisation for the year	40,654	72	3,222	16,199
Impairment losses and amortisation at 31 December	160,607	520	6,747	33,748
Carrying amount at 31 December	**316,887**	**734**	**15,844**	**209,236**
Amortised over	5-15 years	3-5 years	7 years	15 years

The Group's development projects include the development of add-on modules for SAP Business One. The modules partly allow the users of SAP Business One to customize a large part of the user interface without the use of developers, while there are also modules aimed at production and logistics companies. The production and inventory management modules create management opportunities across all processes, where the production model is targeted at 14 specific industries, while the inventory management modules have a broader focus.

Intangible assets also contains positive differences arising on initial measurement of subsidiaries at net asset value. The company's investment in the subsidiaries is considered to be of strategic importance to the group. Taking the Group's expected plans for increasing activities and earnings into account, the useful life of goodwill recognised on initial measurement of business acquisitions is considered to be 7-15 years.

Notes to the Financial Statements

6. Property, plant and equipment

Group

	Other fixtures and fittings, tools and equipment
	TDKK
Cost at 1 January	3,613
Exchange adjustment	-27
Net effect from merger and acquisition	139
Additions for the year	442
Disposals for the year	-75
Cost at 31 December	4,092
Impairment losses and depreciation at 1 January	2,473
Exchange adjustment	-11
Net effect from merger and acquisition	38
Depreciation for the year	671
Reversal of impairment and depreciation of sold assets	-72
Impairment losses and depreciation at 31 December	3,099
Carrying amount at 31 December	**993**

	Parent company	
	2022	2020/21
	TDKK	TDKK

7. Investments in subsidiaries

	2022 TDKK	2020/21 TDKK
Cost at 1 January	405,181	0
Additions for the year	0	405,181
Cost at 31 December	405,181	405,181
Value adjustments at 1 January	-30,777	0
Exchange adjustment	2,048	2,331
Net profit/loss for the year	-18,619	-32,644
Other equity movements, net	0	-464
Value adjustments at 31 December	-47,348	-30,777
Carrying amount at 31 December	**357,833**	**374,404**

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Ownership
Boyum IT Solutions Group ApS	Denmark	100%
- Boyum IT Solutions A/S	Denmark	100%
-- Boyum IT Solutions Inc.	United States of America	100%
-- beas Group AG	Switzerland	100%
-- Boyum IT Solutions Germany GmbH	Germany	100%
-- Boyum IT Solutions Spain S.L.	Spain	100%
-- Boyum IT Solutions Co., Ltd.	China	100%
-- Boyum IT Solutions BV	Belgium	100%
-- Boyum IT Solutions Hungary Kft.	Hungary	100%
- Paperflow ApS	Denmark	100%
-- Paperflow Service Center Bulgaria EOOD	Bulgaria	100%

Notes to the Financial Statements

8. Other fixed asset investments

Group

	Deposits
	TDKK
Cost at 1 January	772
Net effect from merger and acquisition	132
Additions for the year	16
Cost at 31 December	920
Carrying amount at 31 December	**920**

9. Prepayments

Prepayments consist of prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

10. Share capital

	Number	Nominal value
		TDKK
A-shares	33,087,617	331
B-shares	3,710,683	1,076
C-shares	370,945,000	3,709
		5,116

On 3 October 2022, the Company acquired nominal DKK 3,711 A shares and nominal DKK 46,289 C shares , corresponding to 1%. The total payment for the shares amounted to TDKK 6,351, which has been transferred from retained earnings under equity. These shares have not been cancelled and are therefore held as treasury shares. The Company may choose to sell these shares at a later time. The shares have been acquired as part of the Company's strategy. The Company still holds the shares at the balance date.

Notes to the Financial Statements

	Group		Parent company	
	2022	2020/21	2022	2020/21
	TDKK	TDKK	TDKK	TDKK
11. Provision for deferred tax				
Deferred tax liabilities at 1 January	60,832	0	0	0
Net effect from merger and acquisition	6,035	65,948		
Amounts recognised in the income statement for the year	-5,664	-5,116	0	0
Deferred tax liabilities at 31 December	**61,203**	**60,832**	**0**	**0**
Recognised in the balance sheet as follows:				
Assets	5,544	0	0	0
Provisions	66,747	60,832	0	0
	61,203	**60,832**	**0**	**0**

The Group has per 31 December 2022 recognized a deferred tax asset of TDKK 5,444, which can primarily be attributed to tax losses carried forward. The deferred tax asset is recognized on the basis of expectations for tax results and the utilization of tax losses carried forward for the coming years. According to prepared budgets and the management's expectations, the tax asset will be fully utilized in 2025.

Notes to the Financial Statements

12. Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	Group		Parent company	
	2022	2020/21	2022	2020/21
	TDKK	TDKK	TDKK	TDKK
Credit institutions				
After 5 years	116,426	122,175	0	0
Between 1 and 5 years	18,688	16,530	0	0
Long-term part	135,114	138,705	0	0
Within 1 year	3,594	11,030	0	0
Short-term part	3,594	11,030	0	0
	138,708	**149,735**	**0**	**0**
Other payables				
After 5 years	0	0	0	0
Between 1 and 5 years	543	0	0	0
Long-term part	543	0	0	0
Other short-term payables	38,211	11,077	4,786	20
	38,754	**11,077**	**4,786**	**20**

13. Cash flow statement - Adjustments

	Group	
	2022	2020/21
	TDKK	TDKK
Financial income	-939	-4,220
Financial expenses	8,820	10,611
Depreciation, amortisation and impairment losses, including losses and gains on sales	60,818	61,278
Tax on profit/loss for the year	4,308	8,010
Exchange adjustments	1,967	2,198
	74,974	**77,877**

14. Cash flow statement - Change in working capital

	Group	
	2022	2020/21
	TDKK	TDKK
Change in receivables	-6,997	-1,238
Change in trade payables, etc	5,668	-27,419
	-1,329	**-28,657**

15. Cash flow statement - Business acquisition

	Group	
	2022	2020/21
	TDKK	TDKK
Intangible assets	57,453	604,763
Tangible assets	101	1,127
Financial assets	132	644
Receivables	1,024	7,257
Deferred tax	-5,591	-65,973
Corporation tax	0	-2,729
Short term debt	-7,817	-40,246
	45,302	504,843
Debt raised in connection with business acquisitions	-18,500	-155,489
	26,802	**349,354**

Notes to the Financial Statements

	Group		Parent company	
	2022	2020/21	2022	2020/21
	TDKK	TDKK	TDKK	TDKK

16. Contingent assets, liabilities and other financial obligations

Charges and security

The following assets have been placed as security with credit institutions:				
As security for debt to credit institutions amounting to TDKK 138,707 a mortgage has been granted to Boyum IT Solutions Group ApS's investments in subsidiaries amounting to	545,619	508,797	0	0

As security of debt to prior credit institution a corporate charge amounting TDKK 3,000 has been given. The corporate charge comprises goodwill, intangible rights, motor vehicles, other operating equipment and fixtures, inventories and receivables from sales and services. The booked value of covered assets amounts TDKK 5,867.

Rental and lease obligations

The Group has entered into leasing agreements with a non-cancellability of up to 44 months. The total lease obligation during the non-cancellation period amounts	1,768	3,416	0	0
The annual leasing obligations amonts	1,349	2,062	0	0

Other contingent liabilities

Boyum IT Solutions A/S has submitted a statement of support to Boyum IT Solutions BV and Boyum IT Solutions Hungary Kft. until the general meeting for the approval of the annual report for 2023. Boyum IT Solutions Group ApS has submitted a statement of support to Paperflow ApS for the implementation of current plans and budgets, for a period of minimum of 12 months from the 1 January 2023.

As security for engagement with Nordea, surety guarantees have been provided by the Group's subsidiaries.

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company’s liability.

Notes to the Financial Statements

17. Related parties

	Basis
Controlling interest	
Volpi Capital II Link Lux S.à.r.l. Luxembourg	Ultimate shareholder of Fox TopCo ApS

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

18. Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Notes to the Financial Statements

19. Accounting policies

The Annual Report of Fox TopCo ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied remain unchanged from last year.

The Consolidated Financial Statements and the Parent Company Financial Statements for 2022 are presented in TDKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Basis of consolidation

The Consolidated Financial Statements comprise the Parent Company, Fox TopCo ApS, and subsidiaries in which the Parent Company directly or indirectly holds more than 50% of the votes or in which the Parent Company, through share ownership or otherwise, exercises control. Enterprises in which the Group holds between 20% and 50% of the votes and exercises significant influence but not control are classified as associates.

On consolidation, items of a uniform nature are combined. Elimination is made of intercompany income and expenses, shareholdings, dividends and accounts as well as of realised and unrealised profits and losses on transactions between the consolidated enterprises.

The Parent Company's investments in the consolidated subsidiaries are set off against the Parent Company's share of the net asset value of subsidiaries stated at the time of consolidation.

Business combinations

Business acquisitions carried through on or after 1 July 2018

Acquisitions of subsidiaries are accounted for using the purchase method under which the identifiable assets and liabilities of the entity acquired are measured at fair value at the time of acquisition. Acquired contingent liabilities are recognised at fair value in the Consolidated Financial Statements to the extent that the value can be measured reliably.

The time of acquisition is the time when the Group obtains control of the entity acquired.

The cost of the entity acquired is the fair value of the consideration agreed, including consideration contingent on future events. Transaction costs directly attributable to the acquisition of subsidiaries are recognised in the income statement as incurred.

Positive differences between the cost of the entity acquired and identifiable assets and liabilities are recognised as goodwill in intangible assets in the balance sheet and are amortised in the income statement on a straight-line basis over their estimated useful lives. Where the differences are negative, they are recognised immediately in the income statement.

Where the purchase price allocation is not final, positive and negative differences from acquired subsidiaries due to changes to the recognition and measurement of identifiable net assets may be adjusted for up to 12 months after the time of acquisition. These adjustments are also reflected in the value of goodwill or negative goodwill, including in amortisation already made.

Where cost includes contingent consideration, this is measured at fair value at the time of acquisition. Contingent consideration is subsequently measured at fair value. Any value adjustments are recognised in the income statement.

In respect of step acquisitions, any previously held investments in the entity acquired are remeasured at fair value at the time of acquisition. The difference between the carrying amount of the investment previously held and the fair value is recognised in the income statement.

Leases

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership (finance leases) are recognised in the balance sheet at the lower of the fair value of the leased asset and the net present value of the lease payments computed by applying the interest rate implicit in the lease or an alternative borrowing rate as the discount rate. Assets acquired under finance leases are depreciated and written down for impairment under the same policy as determined for the other fixed assets of the Group.

The remaining lease obligation is capitalised and recognised in the balance sheet under debt, and the interest element on the lease payments is charged over the lease term to the income statement.

All other leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

Translation policies

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement; however, see the section on hedge accounting.

Income statements of foreign subsidiaries and associates that are separate legal entities are translated at transaction date rates or approximated average exchange rates. Balance sheet items are translated at the exchange rates at the balance sheet date. Exchange adjustments arising on the translation of the opening equity and exchange adjustments arising from the translation of the income statements at the exchange rates at the balance sheet date are recognised directly in equity.

Income statements of enterprises that are integrated entities are translated at transaction date rates or approximated average exchange rates; however, items derived from non-monetary balance sheet items are translated at the transaction date rates of the underlying assets or liabilities. Monetary balance sheet items are translated at the exchange rates at the balance sheet date, whereas non-monetary items are translated at transaction date rates. Exchange adjustments arising on the translation are recognised in financial income and expenses in the income statement.

Notes to the Financial Statements

Income statement

Net sales

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Group.

Services are recognised at the rate of completion of the service to which the contract relates by using the percentage-of-completion method, which means that revenue equals the selling price of the service completed for the year. This method is applied when total revenues and expenses in respect of the service and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Group. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the service.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve the consolidated revenue for the year.

Other external expenses

Other external expenses comprise expenses for premises, sales as well as office expenses, etc.

Staff expenses

Staff costs include wages and salaries including compensated absence and pensions as well as other social security contributions etc. made to the entity's employees. The item is net of refunds made by public authorities.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Group, including gains and losses on the sale of intangible assets and property, plant and equipment.

Income from investments in subsidiaries

The item “Income from investments in subsidiaries” in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses comprise interest, financial expenses in respect of finance leases, realised and unrealised exchange adjustments, price adjustment of securities, amortisation of mortgage loans as well as extra payments and repayment under the on-account taxation scheme.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and deferred tax for the year. The tax attributable to the profit for year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

The Company is jointly taxed with danish subsidiaries. The tax effect of the joint taxation with the subsidiaries is allocated to Danish enterprises showing profits or losses in proportion to their taxable incomes (full allocation with credit for tax losses).

Balance sheet

Intangible fixed assets

Goodwill

Goodwill is amortised on a straight-line basis over the estimated useful life of 15 years, determined on the basis of Management's experience with the individual business areas.

Development projects

Costs of development projects comprise salaries, amortisation and other expenses directly or indirectly attributable to the Company's development activities.

Development projects that are clearly defined and identifiable and in respect of which technical feasibility, sufficient resources and a potential future market or development opportunity in the enterprise can be demonstrated, and where it is the intention to manufacture, market or use the project, are recognised as intangible assets. This applies if sufficient certainty exists that the value in use of future earnings can cover cost of sales, distribution and administrative expenses involved as well as the development costs.

Development projects that do not meet the criteria for recognition in the balance sheet are recognised as expenses in the income statement as incurred.

Capitalised development costs are measured at cost less accumulated amortisation and impairment losses or at a lower recoverable amount. An amount corresponding to the recognised development costs is allocated to the equity item 'Reserve for development costs'. The reserve comprises only development costs recognised in financial years beginning on or after 1 January 2016. The reserve is reduced by amortisation of and impairment losses on the development projects on a continuing basis.

As of the date of completion, capitalised development costs are amortised on a straight-line basis over the period of the expected economic benefit from the development work. The amortisation period is 5-15 year.

Other intangible fixed assets

Licences and rights are measured at cost less accumulated amortisation and less any accumulated impairment losses or at a lower value in use.

Software licences and rights are amortised over the period of the agreements, which is 3-5 years and 7 years, respectively.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-7 years

The fixed assets' residual values are determined at nil.

Notes to the Financial Statements

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment and investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

The recoverable amount of the asset is calculated as the higher of net selling price and value in use. Where a recoverable amount cannot be determined for the individual asset, the assets are assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

Goodwill, head office buildings and other assets for which a separate value in use cannot be determined as the asset does not on an individual basis generate future cash flows are reviewed for impairment together with the group of assets to which they are attributable.

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item “Investments in subsidiaries” in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to “Reserve for net revaluation under the equity method“ under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Fixed asset investments

Fixed asset investments, which consist of listed bonds and shares, are measured at their fair values at the balance sheet date. Fair value is determined on the basis of the latest quoted market price.

Investments which are not traded in an active market are measured at the lower of cost and recoverable amount.

Other fixed asset investments

Other fixed asset investments consist of deposits.

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses and costs of completion. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of raw materials and consumables equals landed cost.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Notes to the Financial Statements

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Current Asset Investments

Current Asset Investments, which consist of listed bonds and shares, are measured at their fair values at the balance sheet date. Fair value is determined on the basis of the latest quoted market price.

Equity

Treasury shares

Purchase and sales prices for treasury shares are recognised directly in retained earnings under equity. A reduction of capital by cancellation of treasury shares reduces the share capital by an amount equal to the nominal value of the shares and increases retained earnings. Dividend on treasury shares is recognised directly in equity under retained earnings.

Deferred tax assets and liabilities

Deferred tax is recognised in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised in respect of temporary differences concerning goodwill not deductible for tax purposes and other items - apart from business acquisitions - where temporary differences have arisen at the time of acquisition without affecting the profit for the year or the taxable income.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. In cases where the computation of the tax base may be made according to alternative tax rules, deferred tax is measured on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities.

Deferred tax assets and liabilities are offset within the same legal tax entity.

Current tax receivables and liabilities

Current tax receivables and liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on taxable incomes for prior years. Tax receivables and liabilities are offset if there is a legally enforceable right of set-off and an intention to settle on a net basis or simultaneously.

Financial debts

Loans, such as loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the loan made over the term of the loan at the date of raising the loan.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Notes to the Financial Statements

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.

Cash Flow Statement

The cash flow statement shows the Group's cash flows for the year broken down by operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as depreciation, amortisation and impairment losses, and provisions. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

Cash flows from investing activities

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant and equipment as well as fixed asset investments.

Cash flows from financing activities

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt as well as payments to and from shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise ”Cash at bank and in hand” and ”Current asset investments”. ”Current asset investments” consist of short-term securities with an insignificant risk of value changes that can readily be turned into cash.

The cash flow statement cannot be immediately derived from the published financial records.

Financial Highlights

Explanation of financial ratios

Gross margin	Gross profit x 100 / Revenue
Profit margin	Profit before financials x 100 / Revenue
Return on assets	Profit before financials x 100 / Total assets at year end
Solvency ratio	Equity at year end x 100 / Total assets at year end
Return on equity	Net profit for the year x 100 / Average equity