Fox TopCo ApS

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

Annual Report for 2023

CVR No. 41 65 61 90

The Annual Report was presented and adopted at the Annual General Meeting of the company on 14/3 2024

Marc-Antoine Olivier Léonard Andreoli
Chairman of the general meeting

Contents

Management's statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Fox TopCo ApS for the financial year 1 January - 31 December 2023.

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 2023 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2023.

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

We recommend that the Annual Report be adopted at the Annual General Meeting.

Aarhus, 14 March 2024

Executive Board

Marc-Antoine Olivier Léonard
Andreoli
Manager

Board of Directors

Marco Sodi	Fernando Cobo Piekenbrock	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 2023 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 2023 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 2023, 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, 14 March 2024

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: 3rd financial year Municipality of reg. office: Aarhus
Board of Directors	Marco Sodi Fernando Cobo Piekenbrock Marc-Antoine Olivier Léonard Andreoli
Executive Board	Marc-Antoine Olivier Léonard Andreoli
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Jens Chr. Skous Vej 1 DK-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%
Boyum IT Solutions AAL A/S	Denmark	100%
Perfion Ltd.	United Kingdom	100%
Perfion Inc (dormant)	United States of America	100%
Boyum IT Solutions CPH ApS	Denmark	100%
Paperflow Service Center Bulgaria EOOD	Bulgaria	100%

Financial Highlights

Seen over a 3-year period, the development of the Group is described by the following financial highlights:

	Group		
	2023	2022	2020/21
	TDKK 12 months	TDKK 12 months	TDKK 16 months
Key figures			
Profit/loss			
Revenue	191,744	144,795	144,379
EBITDA	63,753	54,366	42,580
Gross profit	160,003	122,658	107,490
Profit/loss of primary operations	-11,743	-6,452	-18,771
Profit/loss of financial income and expenses	-14,916	-7,881	-6,391
Net profit/loss for the year	-33,419	-18,641	-33,099
Balance sheet			
Balance sheet total	753,397	605,257	606,881
Investment in property, plant and equipment	228	442	400
Equity	409,170	353,647	376,591
Cash flows			
Cash flows from:			
- operating activities	37,197	29,771	750
- investing activities	-127,665	-28,196	-350,229
- financing activities	75,792	-17,378	401,602
Number of employees	131	94	83
Ratios			
Gross margin	83.4%	84.7%	74.4%
Profit margin	-6.1%	-4.5%	-13.0%
Return on assets	-1.6%	-1.1%	-3.1%
Solvency ratio	54.3%	58.4%	62.1%
Return on equity	-8.8%	-5.1%	-17.6%

Management's review

Key activities

Boyum IT Solutions is currently the leading SSP globally in the SAP Business One ecosystem and is strategically diversifying into the Microsoft Dynamics365 Business Central ecosystem. Boyum IT's strategic ambition is to remain the leading SSP in SAP Business One and achieve a top 10 ISV status within the BC ecosystem. Accordingly, our main activities are concentrated around the development and sales of business-critical software solutions that solve impactful problems for SMEs globally.

Today, the Group offers software solutions across the entire Product Value Chain, incl. vertical manufacturing and warehouse management solutions, cloud manufacturing solutions, intelligent document processing solutions, and Product Information Management (PIM) solutions. In total, the Group has more than 300,000 daily users of its software, distributed across more than 11,500 installations globally. Today, Boyum IT Solutions sells its software solutions through a global partner network of more than 700 partners in more than 130 countries, benefiting from a strong brand within the SAP Business One ecosystem.

The Group's development projects include refining, improving, and integrating our add-on solutions for SAP Business One, as well as developing new solutions for and integrating existing solutions with Microsoft BC. Our solutions enable customers to add value to their entire product lifecycle process, from initial product creation to final product release to the market, with relevance for a wide variety of manufacturing, production, and logistics customers and relevant industries.

Continuing our strategic efforts from 2022, a significant focus for 2023 was to strengthen our position in the Microsoft BC ecosystem. In this regard, product development focused on creating integrations between our Cloud Manufacturing applications and Business Central, while our commercial efforts focused on corporate positioning via close collaborations directly with Microsoft and high-level sponsorships at Microsoft Directions in NA, EMEA, and APJ, as well as focusing on the recruitment of BC partners. In addition to this, the Group completed the strategic acquisition of Perfion A/S, which not only added PIM as a strategically important component to the Group's product portfolio, but also accelerated positioning and growth in the BC market.

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.

The attraction of new and 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. In 2023, for a second consecutive year, the Group was awarded the "Healthy Place to Work" certificate which is a testament to our consistent work on making our company culture thrive and contribute positively to the well-being of our employees. 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.

Management's review

Group structure

The company 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 2023 and we are generally happy that new people join the company. As of ultimo 2023, the Group employed 131 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 2023, the Group have increased its revenue by MDKK 47.0, corresponding to a 32% growth in a very difficult and competitive market. The acquisition of Perfion have affected revenue positive by MDKK 25. 2023 was affected by uncertainty in the market with increasing interests, which had a big impact on the market situation. A big part of the EMEA region had an immediate reaction and the investment in new ERP slowed down in Q2 2023 but with a great pickup in Q4 2023. The markets outside EMEA did not have the same challenges and we have seen fine growth in Americas.

It is a key focus area to continue the work on creating a strong platform for future growth with basis in the software product portfolio that has been built over organically and via acquisitions. With the Beas and Produmex acquisitions in 2016 and 2018, respectively, the Group achieved a very strong position as the world's largest supply chain management ISV for SAP Business One.

With more recent acquisitions such as Paperflow (2022) and Perfion (2023), the Group is progressing on its growth plans, expanding this strategic market position to become an ERP independent product value chain vendor, solidifying the position in SAP Business One and making an impactful entry in Microsoft Business Central. Boyum IT Solutions will continue to look for products in the market that can further strengthen this position.

In 2023, the focus on a strong organization and diligent management of operations has resulted in an EBITDA more than 5% above budget. Management is very satisfied with the result.

In 2023, EBITDA was MDKK 63.8 and the Group's results before taxes is a loss of MDKK 26.7.

Targets and expectations for the year ahead

Management entered 2024 with an expectation of small growth in the SAP Business One market which is in line with the strategy. Boyum IT Solutions entered the Microsoft BC market with new products in 2023 and will continue 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. Thus revenue is expected in the range of MDKK 225-235 and EBITDA in the range of MDKK 76-86.

It is expected that growth in 2024 will to be supported by additional investments in the organization to continue the development of the Group's products as well as the development of new software solutions. There is 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

		Group		Parent company	
	Note	2023	2022	2023	2022
		TDKK	TDKK	TDKK	TDKK
Revenue		191,744	144,795	0	0
Work on own account recognised in assets		0	133	0	0
Other operating income		48	104	0	0
Expenses for raw materials and consumables		-4,310	-1,156	0	0
Other external expenses		-27,479	-21,218	-175	-28
Gross profit		**160,003**	**122,658**	**-175**	**-28**
Staff expenses	1	-96,250	-68,292	0	0
Earnings Before Interest Taxes Depreciation and Amortization		**63,753**	**54,366**	**-175**	**-28**
Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment		-75,496	-60,818	0	0
Profit/loss before financial income and expenses		**-11,743**	**-6,452**	**-175**	**-28**
Income from investments in subsidiaries		0	0	-33,267	-18,619
Financial income		809	939	1	0
Financial expenses		-15,725	-8,820	0	0
Profit/loss before tax		**-26,659**	**-14,333**	**-33,441**	**-18,647**
Tax on profit/loss for the year	2	-6,760	-4,308	22	6
Net profit/loss for the year	3	**-33,419**	**-18,641**	**-33,419**	**-18,641**

Balance sheet 31 December

Assets

	Note	Group		Parent company	
		2023	2022	2023	2022
		TDKK	TDKK	TDKK	TDKK
Completed development projects		329,909	316,887	0	0
Acquired licenses		696	734	0	0
Acquired trademarks		20,826	15,844	0	0
Goodwill		351,673	209,236	0	0
Intangible assets	4	**703,104**	**542,701**	**0**	**0**
Other fixtures and fittings, tools and equipment		862	993	0	0
Property, plant and equipment	5	**862**	**993**	**0**	**0**
Investments in subsidiaries	6	0	0	413,549	357,833
Deposits	7	2,095	920	0	0
Fixed asset investments		**2,095**	**920**	**413,549**	**357,833**
Fixed assets		**706,061**	**544,614**	**413,549**	**357,833**
Trade receivables		17,457	14,749	0	0
Receivables from group enterprises		0	0	68	1,212
Other receivables		568	968	0	0
Deferred tax asset	10	5,766	5,544	0	0
Corporation tax		0	2,263	5,022	6
Prepayments	8	1,901	799	0	0
Receivables		**25,692**	**24,323**	**5,090**	**1,218**
Current asset investments		**7**	**7**	**0**	**0**
Cash at bank and in hand		**21,637**	**36,313**	**3**	**7**
Current assets		**47,336**	**60,643**	**5,093**	**1,225**
Assets		**753,397**	**605,257**	**418,642**	**359,058**

Balance sheet 31 December

Liabilities and equity

		Group		Parent company	
	Note	2023	2022	2023	2022
		TDKK	TDKK	TDKK	TDKK
Share capital	9	7,826	5,116	7,826	5,116
Share premium account		0	0	0	0
Reserve for exchange rate conversion		7,329	4,379	0	0
Retained earnings		394,015	344,152	401,344	348,531
Equity		**409,170**	**353,647**	**409,170**	**353,647**
Provision for deferred tax	10	72,378	66,747	0	0
Provisions		**72,378**	**66,747**	**0**	**0**
Credit institutions		160,325	135,114	0	0
Other payables		15,416	543	0	0
Long-term debt	11	**175,741**	**135,657**	**0**	**0**
Credit institutions	11	4,347	3,594	0	0
Prepayments received from customers		25	53	0	0
Trade payables		4,279	5,844	5	0
Payables to group enterprises		0	0	9,445	625
Corporation tax		4,625	1,504	0	0
Other payables	11	68,517	38,211	22	4,786
Deferred income		14,315	0	0	0
Short-term debt		**96,108**	**49,206**	**9,472**	**5,411**
Debt		**271,849**	**184,863**	**9,472**	**5,411**
Liabilities and equity		**753,397**	**605,257**	**418,642**	**359,058**

Contingent assets, liabilities and other financial obligations	15
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Statement of changes in equity

Group

	Share capital	Share premium account	Reserve for exchange rate conversion	Retained earnings	Total
	TDKK	TDKK	TDKK	TDKK	TDKK
Equity at 1 January	5,117	0	4,379	344,151	353,647
Cash capital increase	2,709	83,621	0	0	86,330
Exchange adjustments relating to foreign entities	0	0	2,950	0	2,950
Purchase of treasury shares	0	0	0	-1,669	-1,669
Sale of treasury shares	0	0	0	1,331	1,331
Net profit/loss for the year	0	0	0	-33,419	-33,419
Transfer from share premium account	0	-83,621	0	83,621	0
Equity at 31 December	**7,826**	**0**	**7,329**	**394,015**	**409,170**

Parent company

	Share capital	Share premium account	Retained earnings	Total
	TDKK	TDKK	TDKK	TDKK
Equity at 1 January	5,117	0	348,530	353,647
Exchange adjustments	0	0	2,950	2,950
Cash capital increase	2,709	83,621	0	86,330
Purchase of treasury shares	0	0	-1,669	-1,669
Sale of treasury shares	0	0	1,331	1,331
Net profit/loss for the year	0	0	-33,419	-33,419
Transfer from share premium account	0	-83,621	83,621	0
Equity at 31 December	**7,826**	**0**	**401,344**	**409,170**

Cash flow statement 1 January - 31 December

	Note	Group 2023	Group 2022
		TDKK	TDKK
Result of the year		-33,419	-18,641
Adjustments	12	100,027	74,974
Change in working capital	13	-6,026	-1,329
Cash flow from operations before financial items		**60,582**	**55,004**
Financial income		809	795
Financial expenses		-15,725	-8,820
Cash flows from ordinary activities		**45,666**	**46,979**
Corporation tax paid		-8,469	-17,208
Cash flows from operating activities		**37,197**	**29,771**
Purchase of intangible assets		-108	-939
Purchase of property, plant and equipment		-228	-442
Fixed asset investments made etc		-740	-16
Sale of property, plant and equipment		0	3
Business acquisition	14	-114,074	-26,802
Other adjustments		-12,515	0
Cash flows from investing activities		**-127,665**	**-28,196**
Repayment of loans from credit institutions		-3,849	-11,027
Purchase of treasury shares		-1,669	-6,351
Sale of treasury shares		1,331	0
Cash capital increase		86,330	0
Other adjustments		-6,351	0
Cash flows from financing activities		**75,792**	**-17,378**
Change in cash and cash equivalents		**-14,676**	**-15,803**
Cash and cash equivalents at 1 January		36,320	52,123
Cash and cash equivalents at 31 December		**21,644**	**36,320**
Cash and cash equivalents are specified as follows:			
Cash at bank and in hand		21,637	36,313
Current asset investments		7	7
Cash and cash equivalents at 31 December		**21,644**	**36,320**

Notes to the Financial Statements

1. Staff Expenses

	Group		Parent company	
	2023	2022	2023	2022
	TDKK	TDKK	TDKK	TDKK
Wages and salaries	91,555	65,512	0	0
Pensions	3,354	2,178	0	0
Other social security expenses	682	275	0	0
Other staff expenses	659	327	0	0
	96,250	**68,292**	**0**	**0**

The Group has not paid remuneration to Executive Board or Board of Directors.

Average number of employees	**131**	**94**	**0**	**0**

2. Income tax expense

	Group		Parent company	
	2023	2022	2023	2022
	TDKK	TDKK	TDKK	TDKK
Current tax for the year	11,910	9,983	-22	-6
Deferred tax for the year	-7,090	-5,664	0	0
Adjustment of tax concerning previous years	1,940	-11	0	0
	6,760	**4,308**	**-22**	**-6**

3. Profit allocation

	Parent company	
	2023	2022
	TDKK	TDKK
Retained earnings	-33,419	-18,641
	-33,419	**-18,641**

Notes to the Financial Statements

4. Intangible fixed assets
Group

	Completed development projects	Acquired licenses	Acquired trademarks	Goodwill
	TDKK	TDKK	TDKK	TDKK
Cost at 1. January	477,494	1,254	22,591	242,984
Exchange adjustment	925	23	0	0
Net effect from merger and acquisition	73,302	0	9,086	166,014
Additions for the year	0	108	0	0
Cost at 31. December	551,721	1,385	31,677	408,998
Impairment losses and depreciation at 1. January	160,607	520	6,747	33,748
Exchange adjustment	870	23	0	0
Net effect from merger and acquisition	13,411	0	0	0
Depreciation for the year	46,924	146	4,104	23,577
Impairment losses and depreciation at 31. December	221,812	689	10,851	57,325
Carrying amount at 31. December	**329,909**	**696**	**20,826**	**351,673**
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

5. Property, plant and equipment
Group

	Other fixtures and fittings, tools and equipment
	TDKK
Cost at 1. January	4,092
Exchange adjustment	11
Net effect from merger and acquisition	425
Additions for the year	228
Disposals for the year	-67
Cost at 31. December	4,689
Impairment losses and depreciation at 1. January	3,099
Exchange adjustment	-26
Net effect from merger and acquisition	75
Depreciation for the year	745
Reversal of impairment and depreciation of sold assets	-66
Impairment losses and depreciation at 31. December	3,827
Carrying amount at 31. December	**862**

Notes to the Financial Statements

	Parent company	
	2023	2022
	TDKK	TDKK

6. Investments in subsidiaries

	2023 TDKK	2022 TDKK
Cost at 1 January	405,181	405,181
Additions for the year	86,033	0
Cost at 31 December	491,214	405,181
Value adjustments at 1 January	-47,348	-30,777
Exchange adjustment	2,950	2,048
Net profit/loss for the year	-33,267	-18,619
Value adjustments at 31 December	-77,665	-47,348
Carrying amount at 31 December	**413,549**	**357,833**

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 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%
-- Boyum IT Solutions AAL A/S	Denmark	100%
--- Perfion Ltd.	United Kingdom	100%
- Perfion Inc. (dormant)	United States of America	100%
- Boyum IT Solutions CPH ApS	Denmark	100%
-- Paperflow Service Center Bulgaria EOOD	Bulgaria	100%

Notes to the Financial Statements

7. Other fixed asset investments

Group

	Deposits
	TDKK
Cost at 1. January	920
Net effect from merger and acquisition	435
Additions for the year	740
Cost at 31. December	2,095
Carrying amount at 31. December	**2,095**

8. Prepayments

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

9. Share capital

	Number	Nominal value
		TDKK
A-shares	36,353,077	363
B-shares	4,140,007	1,201
C-shares	410,123	4,101
D-shares	7,446,955	2,160
		7,825

At the beginning of the year the Company hold nominal DKK 3,711 A-shares and nominal DKK 46,289 C-shares, corresponding to 1%. On 15 March 2023, the Company sold nominal DKK 3,711 A-shares and nominal DKK 7,421 C-shares for a total amount of TDKK 1,331. On 23 May 2023, the Company acquired nominal DKK 3,711 A shares for a total payment of TDKK 1,669. All buys and sales have been transferred through retained earnings under equity.

At the balance date the Company holds a total of nominal DKK 3,717 A-shares and nominal DKK 38,868 C-shares, corresponding to 1% of the total capital. 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.

10. Provision for deferred tax

	Group 2023	Group 2022	Parent company 2023	Parent company 2022
	TDKK	TDKK	TDKK	TDKK
Deferred tax liabilities at 1 January	61,203	60,832	0	0
Net effect from merger and acquisition	12,499	6,035	0	0
Amounts recognised in the income statement for the year	-7,090	-5,664	0	0
Deferred tax liabilities at 31 December	**66,612**	**61,203**	**0**	**0**
Recognised in the balance sheet as follows:				
Assets	5,766	5,544	0	0
Provisions	-72,378	-66,747	0	0
	66,612	**61,203**	**0**	**0**

The Group has per 31 December 2023 recognized a deferred tax asset of TDKK 5,766, 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 2027.

11. 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 2023	Group 2022	Parent company 2023	Parent company 2022
	TDKK	TDKK	TDKK	TDKK
Credit institutions				
After 5 years	0	0	0	0
Between 1 and 5 years	160,325	135,114	0	0
Long-term part	160,325	135,114	0	0
Within 1 year	4,347	3,594	0	0
	164,672	**138,708**	**0**	**0**

11. Long-term debt

	Group 2023 TDKK	Group 2022 TDKK	Parent company 2023 TDKK	Parent company 2022 TDKK
Other payables				
After 5 years	0	0	0	0
Between 1 and 5 years	15,416	543	0	0
Long-term part	15,416	543	0	0
Other short-term payables	68,517	38,211	22	4,786
	83,933	**38,754**	**22**	**4,786**

12. Cash flow statement - Adjustments

	Group 2023 TDKK	Group 2022 TDKK
Financial income	-809	-939
Financial expenses	15,725	8,820
Depreciation, amortisation and impairment losses, including losses and gains on sales	75,496	60,818
Tax on profit/loss for the year	6,760	4,308
Exchange adjustments	2,855	1,967
	100,027	**74,974**

13. Cash flow statement - Change in working capital

	Group 2023 TDKK	Group 2022 TDKK
Change in receivables	4,232	-6,997
Change in trade payables, etc	-10,258	5,668
	-6,026	**-1,329**

	Group 2023 TDKK	Group 2022 TDKK
14. Cash flow statement - Business acquisition		
Intangible assets	234,991	57,453
Tangible assets	351	101
Financial assets	435	132
Receivables	7,768	1,024
Deferred tax	-12,498	-5,591
Short term debt	-5,933	-7,700
Deferred income	-21,735	-117
	203,379	45,302
Debt raised in connection with business acquisitions (delayed payment)	-59,492	-18,500
Debt raised in connection with business acquisitions (credit institutions)	-29,813	0
	114,074	**26,802**

	Group		Parent company	
	2023	2022	2023	2022
	TDKK	TDKK	TDKK	TDKK
15. 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 164,672 a mortgage has been granted to Boyum IT Solutions Group ApS's investments in subsidiaries amounting to	602,488	545,619	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 4,391.

15. Contingent assets, liabilities and other financial obligations

	Group		Parent company	
	2023	2022	2023	2022
	TDKK	TDKK	TDKK	TDKK
Rental and lease obligations				
Lease obligations under operating leases. Total future lease payments:				
Within 1 year	3,979	1,349	0	0
Between 1 and 5 years	2,970	419	0	0
	6,949	**1,768**	**0**	**0**

Other contingent liabilities

Boyum IT Solutions A/S has submitted a statement of support to Boyum IT Solutions AAL A/S until the general meeting for the approval of the annual report for 2024.

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.

16. 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.

17. Subsequent events

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

18. Accounting policies

The Annual Report of Fox TopCo ApS for 2023 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 2023 are presented in TDKK.

Recognition and measurement

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. Exchange differences 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. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

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

Revenue

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 indirect production costs and 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.

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.

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.

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.

Prepayments

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

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 liabilities

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.

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

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.

Notes to the Financial Statements

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”.

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/loss of ordinary primary operations x 100 / Revenue
Return on assets	Profit/loss of ordinary primary operations 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