# *ITF TopCo ApS*

Sindalsvej 37, DK-8240 Risskov

# Annual Report for 28 June 2021 - 31 March 2022

CVR No 42 49 94 63

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 30/9 2022

Jacob Madsen
Chairman of the General Meeting

# Contents



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# Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of ITF TopCo ApS for the financial year 28 June 2021 - 31 March 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 March 2022 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2021/22.

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

Aarhus, 30 September 2022

**Executive Board**

Jesper Skov Jørgensen

**Board of Directors**

| | | |
|---|---|---|
| Benjamin Kramarz | Jesper Hørsholt | David la Cour Kjærum |

# Independent Auditor's Report

To the Shareholder of ITF 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 March 2022 and of the results of the Group's and the Parent Company's operations and of consolidated cash flows for the financial year 28 June 2021 - 31 March 2022 in accordance with the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of ITF TopCo ApS for the financial year 28 June 2021 - 31 March 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 Financials 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**

# Independent Auditor's Report

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 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 Company or to cease operations, or has no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the Financial Statements**
Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

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

Aarhus, 30 September 2022
**PricewaterhouseCoopers**
Statsautoriseret Revisionspartnerselskab
*CVR No 33 77 12 31*

Christian Roding
State Authorized Public Accoutant
mne33714

Mike Bork Jun
State Authorized Public Accoutant
mne48473

# Company Information

| | |
|---|---|
| **The Company** | ITF TopCo ApS<br>Sindalsvej 37<br>DK-8240 Risskov<br><br>CVR No: 42 49 94 63<br>Financial period: 28 June - 31 March<br>Municipality of reg. office: Aarhus |
| **Board of Directors** | Benjamin Kramarz<br>Jesper Hørsholt<br>David la Cour Kjærum |
| **Executive Board** | Jesper Skov Jørgensen |
| **Auditors** | PricewaterhouseCoopers<br>Statsautoriseret Revisionspartnerselskab<br>Nobelparken<br>Jens Chr. Skous Vej 1<br>DK-8000 Aarhus C |

# Financial Highlights

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

| | Group<br>2021/22<br>TDKK |
|---|---|
| **Key figures** | |
| **Profit/loss** | |
| Operating profit/loss | 4.321 |
| Profit/loss before financial income and expenses | -503 |
| Net financials | -1.945 |
| Net profit/loss for the year | -4.162 |
| **Balance sheet** | |
| Balance sheet total | 281.971 |
| Equity | 106.938 |
| **Cash flows** | |
| Cash flows from: | |
| - operating activities | 1.995 |
| - investing activities | -100.875 |
| including investment in property, plant and equipment | -861 |
| - financing activities | 110.336 |
| Change in cash and cash equivalents for the year | 11.456 |
| Number of employees | 50 |
| **Ratios** | |
| Return on assets | -0,2% |
| Solvency ratio | 37,9% |
| Return on equity | -7,8% |

The Group was established in 2021/22 and the individual subsidiaries are including from the respective group establishment, which is the following dates: IT Forum Gruppen A/S 9 July 2021, Support-IT Network A/S 11 October 2021 and CompliT A/S 16 March 2022 .

# Management's Review

## Key activities

## Development in the year

The income statement of the Group for 2021/22 shows a loss of DKK 4,162,360, and at 31 March 2022 the balance sheet of the Group shows equity of DKK 106,937,704.

## Employees and sick leave

The total number of employees at the end of March 2022 was 86. Of these, 82 are employed in Denmark, and 4 in Hungary. Women make up 5 of the company's 86 employees or 5.8% of total employees.
Sick leave among measured employees in the company is 2,4%.

## Corporate governance

ITF TopCo ApS owns 100% of ITF MidCo ApS, which owns 100% of the subsidiaries:

•IT Forum Gruppen A/S (ITF)
•CompliT A/S (COMPLIT)

VIA equity Fund IV K/S owns majority (approximately 69%) of ITF TopCo ApS (for additional information regarding VIA equity go to www.viaequity.com).
Some management members and board members, as well as employees of ITF and COMPLIT, are also shareholders (approximately 31%) of ITF TopCo ApS meaning that they are indirect co-owners of ITF MidCo ApS as well as ITF and COMPLIT.

The Board of Directors consists of:

Benjamin Kramarz (Chairman); Managing Partner in VIA equity a/s; is a member of the Board of Directors of:
•Mansoft A/S (Chairman)
•Softwarecentral A/S (Chairman)
•Continia Software A/S (Chairman)
•Continia TopCo ApS (Chairman)
•Continia MidCo ApS (Chairman)
•MS TopCo ApS (Chairman)
•MS Group ApS (Chairman)
•C&B TopCo ApS (Chairman)
•C & B SYSTEMER A/S (Chairman)
•Complit A/S (Chairman)
•IT Forum Gruppen A/S (Chairman)
•ITF TopCo ApS (Chairman)
•ITF MidCo ApS (Chairman)

Benjamin Kramarz (Chairman) - continued:

# Management's Review

•VIA Partners Top-Up II K/S
•VIA Partners Top-Up III K/S
•VIA Partners IV K/S
•VIA Partners A K/S
•Ainavda Holdco AB
•Struct A/S
•Flex HoldCo ApS
•Flex MidCo ApS

Benjamin Kramarz is also managing director and 100 per cent owner of Kramarz Holding ApS, as well as managing director of VIA equity a/s and VIA Equity GP ApS.

Jesper Hørsholt; CFO at VIA equity a/s; is a member of the Board of:
•STRUCT A/S
•Flex HoldCo ApS
•Flex MidCo ApS
•VIA Partners A K/S
•IT Forum Gruppen A/S
•ITF MidCo ApS
•ITF TopCo Aps
•ESMILEY A/S
•eSmiley MidCo ApS
•eSmiley TopCo ApS
•CEGO Holding ApS
•CEO Midco ApS
•VIA CEGO Holding ApS
•VIA EQUITY A/S

Jesper Hørsholt is also managing director and 100 per cent owner of WJH Holding ApS, as well as managing director of Anpartsselskabet 15. Juni 2022.

David la Cour Kjærum; Investment Manager at VIA equity a/s; is a member of the Board of:
•IT Forum Gruppen A/S
•ITF MidCo ApS
•ITF TopCo Aps
•Complit A/S

David la Cour Kjærum is also managing director and 100 per cent owner of HLHM Holding ApS.

# Management’s Review

### Targets and expectations for the year ahead

The company plans for 2022-2023 to make further intensive investments in both organization and markets with high expectations for a continued positive development.The company expects a positive result for 2022 – 2023 with an expectation of an EBITDA result for MDKK 20-30.

### Risk assessment and risk management

The Board of Directors and the management define and approve overall policies, procedures and controls in essential areas related to the day-to-day running of the company. The basis for this is a clear organizational structure, clear guidelines, authorization and certification procedures and separation of persons.
The Board of Directors and the management continuously assess (at least annually) significant risks and internal controls in connection with the company's activities. On this basis, ongoing actions to eliminate and/or reduce risks, including business and financial risks, are evaluated and adopted on an ongoing basis.
As part of the risk assessment, the Board of Directors and the management shall decide annually on the risk of fraud, etc. and on the measures to be taken to reduce and/or eliminate the relevant risks.

### Business and financial risks

The main business risks include the ability to be strongly positioned in the markets in which the operative companies operate. It is essential for the companies to be at the forefront of the technological development in order to maintain and grow the company's market share.

The company is exposed to a number of financial risks including liquidity and financing risks (e.g. interest rate risks). It is the company's policy not to conduct active speculation in financial risks. Thus, the company's financial policy is directed solely towards the management and reduction of the financial risks that are a direct consequence of operations, investments and financing.

### Subsequent events

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

# Income Statement 28 June - 31 March

| | Note | Group 2021/22 DKK | Parent 2021/22 DKK |
|---|---|---|---|
| **Gross profit/loss** | | **40.248.465** | **-84.191** |
| Staff expenses | 2 | -26.715.727 | 0 |
| Depreciation, amortisation and impairment of intangible assets and property, plant and equipment | | -9.105.252 | 0 |
| Other operating expenses | | -4.930.262 | 0 |
| **Profit/loss before financial income and expenses** | | **-502.776** | **-84.191** |
| Income from investments in subsidiaries | | 0 | -4.089.325 |
| Financial income | | 22.961 | 0 |
| Financial expenses | | -1.968.395 | -12 |
| **Profit/loss before tax** | | **-2.448.210** | **-4.173.528** |
| Tax on profit/loss for the year | 3 | -1.714.150 | 11.168 |
| **Net profit/loss for the year** | | **-4.162.360** | **-4.162.360** |

# Balance Sheet 31 March

## Assets

| | Note | Group 2021/22 DKK | Parent 2021/22 DKK |
|---|---|---|---|
| Completed development projects | | 239.726 | 0 |
| Goodwill | | 226.732.425 | 0 |
| **Intangible assets** | 4 | **226.972.151** | **0** |
| Other fixtures and fittings, tools and equipment | | 2.874.311 | 0 |
| **Property, plant and equipment** | 5 | **2.874.311** | **0** |
| Investments in subsidiaries | 6 | 0 | 107.010.739 |
| Other investments | 7 | 20.331 | 0 |
| Deposits | 7 | 468.388 | 0 |
| Other receivables | 7 | 302.581 | 0 |
| **Fixed asset investments** | | **791.300** | **107.010.739** |
| **Fixed assets** | | **230.637.762** | **107.010.739** |
| **Inventories** | 8 | **1.352.124** | **0** |
| Trade receivables | | 22.521.459 | 0 |
| Contract work in progress | 9 | 136.500 | 0 |
| Other receivables | | 1.458.252 | 0 |
| Deferred tax asset | 10 | 526.605 | 0 |
| Corporation tax receivable from group enterprises | | 0 | 11.168 |
| Prepayments | 11 | 3.784.476 | 0 |
| **Receivables** | | **28.427.292** | **11.168** |
| **Current asset investments** | | **60.669** | **0** |
| **Cash at bank and in hand** | | **21.492.826** | **88** |
| **Currents assets** | | **51.332.911** | **11.256** |
| **Assets** | | **281.970.673** | **107.021.995** |

# Balance Sheet 31 March

## Liabilities and equity

| | Note | Group 2021/22 DKK | Parent 2021/22 DKK |
|---|---|---|---|
| Share capital | | 1.520.627 | 1.520.627 |
| Retained earnings | | 105.417.077 | 105.417.077 |
| **Equity** | | **106.937.704** | **106.937.704** |
| Credit institutions | | 108.500.000 | 0 |
| Lease obligations | | 211.375 | 0 |
| Other payables | | 18.787.148 | 0 |
| **Long-term debt** | 13 | **127.498.523** | **0** |
| Credit institutions | 13 | 10.097.892 | 0 |
| Lease obligations | 13 | 645.385 | 0 |
| Prepayments received from customers | | 9.391.248 | 0 |
| Trade payables | | 17.078.661 | 0 |
| Corporation tax | | 1.816.372 | 0 |
| Other payables | 13 | 7.731.173 | 84.291 |
| Deferred income | 14 | 773.715 | 0 |
| **Short-term debt** | | **47.534.446** | **84.291** |
| **Debt** | | **175.032.969** | **84.291** |
| **Liabilities and equity** | | **281.970.673** | **107.021.995** |
| Subsequent events | 1 | | |
| Distribution of profit | 12 | | |
| Contingent assets, liabilities and other financial obligations | 18 | | |
| Related parties | 19 | | |
| Accounting Policies | 20 | | |

# Statement of Changes in Equity

**Group**

| | Share capital | Share premium account | Retained earnings | Total |
|---|---|---|---|---|
| | DKK | DKK | DKK | DKK |
| Equity at 28 June | 0 | 0 | 0 | 0 |
| Cash payment concerning formation of entity | 40.000 | 0 | 0 | 40.000 |
| Cash capital increase | 1.480.627 | 109.579.437 | 0 | 111.060.064 |
| Net profit/loss for the year | 0 | 0 | -4.162.360 | -4.162.360 |
| Transfer from share premium account | 0 | -109.579.437 | 109.579.437 | 0 |
| **Equity at 31 March** | **1.520.627** | **0** | **105.417.077** | **106.937.704** |

**Parent**

| | Share capital | Share premium account | Retained earnings | Total |
|---|---|---|---|---|
| Equity at 28 June | 0 | 0 | 0 | 0 |
| Cash payment concerning formation of entity | 40.000 | 0 | 0 | 40.000 |
| Cash capital increase | 1.480.627 | 109.579.437 | 0 | 111.060.064 |
| Net profit/loss for the year | 0 | 0 | -4.162.360 | -4.162.360 |
| Transfer from share premium account | 0 | -109.579.437 | 109.579.437 | 0 |
| **Equity at 31 March** | **1.520.627** | **0** | **105.417.077** | **106.937.704** |

# Cash Flow Statement 28 June - 31 March

| | Note | Group 2021/22 DKK |
|---|---|---|
| Net profit/loss for the year | | -4.162.360 |
| Adjustments | 15 | 12.870.859 |
| Change in working capital | 16 | -4.768.403 |
| **Cash flows from operating activities before financial income and expenses** | | **3.940.096** |
| Financial income | | 22.961 |
| Financial expenses | | -1.968.392 |
| **Cash flows from operating activities** | | **1.994.665** |
| Purchase of intangible assets | | -253.037 |
| Purchase of property, plant and equipment | | -861.406 |
| Fixed asset investments made etc | | -20.330 |
| Sale of property, plant and equipment | | 53.977 |
| Sale of fixed asset investments etc | | 16.979 |
| Business acquisition | 17 | -99.811.303 |
| **Cash flows from investing activities** | | **-100.875.120** |
| Reduction of lease obligations | | -764.006 |
| Cash capital increase | | 111.100.064 |
| **Cash flows from financing activities** | | **110.336.058** |
| **Change in cash and cash equivalents** | | **11.455.603** |
| Cash and cash equivalents at 28 June | | 0 |
| **Cash and cash equivalents at 31 March** | | **11.455.603** |
| Cash and cash equivalents are specified as follows: | | |
| Cash at bank and in hand | | 21.492.826 |
| Current asset investments | | 60.669 |
| Overdraft facility | | -10.097.892 |
| **Cash and cash equivalents at 31 March** | | **11.455.603** |

# Notes to the Financial Statements

## 1 Subsequent events

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

## 2 Staff expenses

| | Group | Parent |
|---|---|---|
| | 2021/22 | 2021/22 |
| | DKK | DKK |
| Wages and salaries | 24.455.950 | 0 |
| Pensions | 1.293.591 | 0 |
| Other social security expenses | 308.358 | 0 |
| Other staff expenses | 657.828 | 0 |
| | **26.715.727** | **0** |
| **Including remuneration to the Executive Board and Board of Directors** | **905.364** | **0** |
| **Average number of employees** | **50** | **0** |

## 3 Tax on profit/loss for the year

| | Group | Parent |
|---|---|---|
| Current tax for the year | 1.816.462 | -11.168 |
| Deferred tax for the year | -102.312 | 0 |
| | **1.714.150** | **-11.168** |

# Notes to the Financial Statements

## 4 Intangible assets

**Group**

| | Completed development projects | Goodwill |
|---|---|---|
| | DKK | DKK |
| Cost at 28 June | 0 | 0 |
| Net effect from merger and acquisition | 0 | 1.750.000 |
| Additions for the year | 253.037 | 238.105.821 |
| Cost at 31 March | 253.037 | 239.855.821 |
| Impairment losses and amortisation at 28 June | 0 | 0 |
| Amortisation for the year | 13.311 | 13.123.396 |
| Impairment losses and amortisation at 31 March | 13.311 | 13.123.396 |
| **Carrying amount at 31 March** | **239.726** | **226.732.425** |
| Amortised over | 3-5 years | 3-20 years |

Development projects relate to the development of new versions of the Company's existing software products. The projects are progressing according to plan through the use of the resources allocated by Management to the development. The software is fully developed, but expansions may be made in line with new products/areas being implemented in the Company's software. The software is already optimising workflows thus contributing to economic benefits.

# Notes to the Financial Statements

## 5 Property, plant and equipment

**Group**

| | Other fixtures and fittings, tools and equipment |
|---|---|
| | DKK |
| Cost at 28 June | 0 |
| Net effect from merger and acquisition | 4.428.149 |
| Additions for the year | 861.406 |
| Disposals for the year | -53.977 |
| Cost at 31 March | 5.235.578 |
| Impairment losses and depreciation at 28 June | 0 |
| Depreciation for the year | 2.255.244 |
| Reversal of impairment and depreciation of sold assets | 106.023 |
| Impairment losses and depreciation at 31 March | 2.361.267 |
| **Carrying amount at 31 March** | **2.874.311** |
| Depreciated over | 3-5 years |
| Including assets under finance leases amounting to | 1.999.080 |

## 6 Investments in subsidiaries

| | **Parent** |
|---|---|
| | 2021/22 |
| | DKK |
| Cost at 28 June | 0 |
| Additions for the year | 111.100.064 |
| Cost at 31 March | 111.100.064 |
| Value adjustments at 28 June | 0 |
| Net profit/loss for the year | -4.089.325 |
| Amortisation of goodwill | 0 |
| Value adjustments at 31 March | -4.089.325 |
| **Carrying amount at 31 March** | **107.010.739** |

# Notes to the Financial Statements

## 6 Investments in subsidiaries (continued)

Investments in subsidiaries are specified as follows:

| Name | Place of registered office | Votes and ownership |
|---|---|---|
| ITF MidCo ApS | Aarhus | 100% |
| IT Forum Gruppen A/S | Aarhus | 100% |
| Support-IT Network A/S | Ballerup | 100% |
| ComplIT A/S | Odense | 100% |
| IT Forum Hungary Kft. | Hungary | 100% |

## 7 Other fixed asset investments

| | Group | | |
|---|---|---|---|
| | Other investments | Deposits | Other receiv-ables |
| | DKK | DKK | DKK |
| Cost at 28 June | 20.331 | 0 | 0 |
| Net effect from merger and acquisition | 0 | 485.367 | 302.581 |
| Disposals for the year | 0 | -16.979 | 0 |
| Cost at 31 March | 20.331 | 468.388 | 302.581 |
| Impairment losses at 28 June | 0 | 0 | 0 |
| Impairment losses at 31 March | 0 | 0 | 0 |
| **Carrying amount at 31 March** | **20.331** | **468.388** | **302.581** |

## 8 Inventories

| | Group | Parent |
|---|---|---|
| | 2021/22 | 2021/22 |
| | DKK | DKK |
| Finished goods and goods for resale | 1.352.124 | 0 |
| | **1.352.124** | **0** |

# Notes to the Financial Statements

| | | Group | Parent |
|---|---|---|---|
| | | 2021/22 | 2021/22 |
| | | DKK | DKK |
| **9** | **Contract work in progress** | | |
| | Selling price of work in progress | 136.500 | 0 |
| | | **136.500** | **0** |
| **10** | **Deferred tax asset** | | |
| | Deferred tax asset at 28 June | 0 | 0 |
| | Amounts recognised in the income statement for the year | 102.312 | 0 |
| | Net effect from merger and acquisition | 424.293 | 0 |
| | **Deferred tax asset at 31 March** | **526.605** | **0** |

Deferred tax assets comprises of temporary tax differences, and is expected to be utilized by future operations.

## 11 Prepayments

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

## 12 Distribution of profit

| | Group | Parent |
|---|---|---|
| Retained earnings | -4.162.360 | -4.162.360 |
| | **-4.162.360** | **-4.162.360** |

# Notes to the Financial Statements

## 13 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:

| | | |
|---|---|---|
| **Credit institutions** | | |
| Between 1 and 5 years | 108.500.000 | 0 |
| Long-term part | 108.500.000 | 0 |
| Within 1 year | 10.000.000 | 0 |
| Other short-term debt to credit institutions | 97.892 | 0 |
| Short-term part | 10.097.892 | 0 |
| | **118.597.892** | **0** |
| **Lease obligations** | | |
| Between 1 and 5 years | 211.375 | 0 |
| Long-term part | 211.375 | 0 |
| Within 1 year | 645.385 | 0 |
| | **856.760** | **0** |
| **Other payables** | | |
| After 5 years | 2.132.704 | 0 |
| Between 1 and 5 years | 16.654.444 | 0 |
| Long-term part | 18.787.148 | 0 |
| Other short-term payables | 7.731.172 | 84.291 |
| | **26.518.320** | **84.291** |

## 14 Deferred income

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

# Notes to the Financial Statements

## 15 Cash flow statement - adjustments

| | Group 2021/22 DKK |
|---|---|
| Financial income | -22.961 |
| Financial expenses | 1.968.395 |
| Depreciation, amortisation and impairment losses, including losses and gains on sales | 9.211.275 |
| Tax on profit/loss for the year | 1.714.150 |
| | **12.870.859** |

## 16 Cash flow statement - change in working capital

| | Group 2021/22 DKK |
|---|---|
| Change in inventories | -1.646.205 |
| Change in receivables | -11.091.624 |
| Change in trade payables, etc | 7.969.426 |
| | **-4.768.403** |

## 17 Cash flow statement - business acquisitions

| | Group 2021/22 DKK |
|---|---|
| Intangible assets | 233.569.122 |
| Tangible assets | 4.428.149 |
| Financial assets | 787.949 |
| Current assets | 16.376.490 |
| Deferred tax | 424.293 |
| Long term debt | -2.935.557 |
| Short term debt | -28.977.796 |
| | 223.672.650 |
| Debt raised in connection with business acquisitions | -123.861.347 |
| | **99.811.303** |

# Notes to the Financial Statements

| | Group | Parent |
|---|---|---|
| | 2021/22 | 2021/22 |
| | DKK | DKK |

## 18 Contingent assets, liabilities and other financial obligations

**Charges and security**

The following assets have been placed as security with bankers:
Unlisted shares with a booked value as of 31 March 2022 amounting to DKK 101,995k.

**Contingent liabilities**

The Company has issued a letter of unlimited surety in favour of the credit facilities in ITF MidCo ApS. As of 31 March 2022 the balance amounts to a debt of DKK 118,500k.

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable by the Group amounts to DKK 1,816k. Moreover, the 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.

## 19 Related parties

| | Basis |
|---|---|
| **Controlling interest** | |
| VIA Equity Fund IV K/S | Parent |

**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.

# Notes to the Financial Statements

## 20 Accounting Policies

The Annual Report of ITF TopCo ApS for 2021/22 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The following accounting policies have been applied.

The Consolidated and Parent Company Financial Statements for 2021/22 are presented in DKK.

### 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, ITF 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.

# Notes to the Financial Statements

## 20 Accounting Policies (continued)

### 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. Amortisation of goodwill is allocated in the Consolidated Financial Statements to the operations to which goodwill is related. Goodwill is amortised over 10 years. 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.

# Notes to the Financial Statements

**20 Accounting Policies** (continued)

**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**

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 rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

# Notes to the Financial Statements

**20 Accounting Policies** (continued)

## 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 revenue for the year.

**Other external expenses**

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

**Gross profit/loss**

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income, expenses for raw materials and consumables and other external expenses.

**Staff expenses**

Staff expenses comprise wages and salaries as well as payroll expenses.

# Notes to the Financial Statements

**20 Accounting Policies** (continued)

### 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 are recognised in the income statement at the amounts relating to the financial year.

### Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the 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 wholly owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

# Notes to the Financial Statements

**20 Accounting Policies** (continued)

## Balance Sheet

**Intangible assets**

Goodwill is amortised on a straight-line basis over the estimated useful life of 20 years, which is determined on the basis of Management's experience with the individual business areas. Goodwill 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 inital measurement of business acquisitions is considered to be 20 years.

Patents and licences are measured at the lower of cost less accumulated amortisation and recoverable amount. Patents are amortised over the remaining patent period, and licences are amortised over the licence period; however not exceeding 3-5 years.

Development costs and costs relating to rights developed by the Company are recognised in the income statement as costs in the year of acquisition.

**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.

Interest expenses on loans raised directly for financing the construction of property, plant and equipment are recognised in cost over the period of construction.

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 | 3-5 | years |

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

# Notes to the Financial Statements

**20 Accounting Policies** (continued)

### Impairment of fixed assets

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

If so, the asset is written down to its lower recoverable amount.

### 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.

### Other fixed asset investments

Other fixed asset investments consist of deposits and are measured at cost.

### 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. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour.

# Notes to the Financial Statements

**20 Accounting Policies** (continued)

### 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.

### Contract work in progress

Contract work in progress regarding service is measured at selling price of the work performed calculated on the basis of the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

Where the selling price cannot be measured reliably, the selling price is measured at the lower of expenses incurred and net realisable value.

Payments received on account are set off against the selling price. The individual contracts are classified as receivables when the net selling price is positive and as liabilities when the net selling price is negative.

Expenses relating to sales work and the winning of contracts are recognised in the income statement as incurred.

### 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.

### Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets 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 within the same legal tax entity.

# Notes to the Financial Statements

**20 Accounting Policies** (continued)

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. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

**Current tax receivables and liabilities**

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

**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.

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.

**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.

# Notes to the Financial Statements

**20 Accounting Policies** (continued)

### 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”, ”Current asset investments” and ”Overdraft facilities”. ”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

| | |
|---|---|
| Return on assets | $\frac{\text{Profit before financials x 100}}{\text{Total assets}}$ |
| Solvency ratio | $\frac{\text{Equity at year end x 100}}{\text{Total assets at year end}}$ |
| Return on equity | $\frac{\text{Net profit for the year x 100}}{\text{Average equity}}$ |