
ITF TopCo ApS

Sindalsvej 37, DK-8240 Risskov

Annual Report for
1 April 2022 - 31 March 2023

CVR No. 42 49 94 63

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 28/7 2023

Jesper Skov Jørgensen
Chairman of the
general meeting



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Management's statement

The Executive Board and Board of Directors have today considered and adopted the Consolidated Financial Statements and Parent Company Financial Statements of ITF TopCo ApS for the financial year 1 April 2022 - 31 March 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 March 2023 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2022/23.

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

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

Aarhus, 28 July 2023

Executive Board

Jesper Skov Jørgensen

Board of Directors

John Helmsøe-Zinck
Chairman

Annette Otto

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 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 April 2022 - 31 March 2023 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 1 April 2022 - 31 March 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, 28 July 2023

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Christian Roding
State Authorised Public Accountant
mne33714

Mike Bork Jun
State Authorised Public Accountant
mne48473

Company information

The Company	ITF TopCo ApS Sindalsvej 37 DK-8240 Risskov CVR No: 42 49 94 63 Financial period: 1 April 2022 - 31 March 2023 Municipality of reg. office: Aarhus
Board of Directors	John Helmsøe-Zinck, chairman Annette Otto David la Cour Kjærum
Executive Board	Jesper Skov Jørgensen
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Jens Chr. Skous Vej 1 DK-8000 Aarhus C

Financial Highlights

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

	Group	
	<u>2022/23</u>	<u>2021/22</u>
	TDKK	TDKK 9 months
Key figures		
Profit/loss		
Profit/loss of ordinary primary operations	14,134	4,427
Profit/loss before financial income and expenses	14,134	-503
Profit/loss of financial income and expenses	-5,004	-1,945
Net profit/loss	4,149	-4,162
Balance sheet		
Balance sheet total	341,884	281,971
Investment in property, plant and equipment	1,780	861
Equity	126,586	106,938
Cash flows		
Cash flows from:		
- operating activities	17,527	2,093
- investing activities	3,515	-90,875
- financing activities	-10,490	110,336
Change in cash and cash equivalents for the year	10,552	21,553
Number of employees	117	50
Ratios		
Return on assets	4.1%	-0.2%
Solvency ratio	37.0%	37.9%
Return on equity	3.6%	-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, CompliT A/S 16 March 2022, Extri:co A/S 30 March 2023 and Commerze-IT A/S 31 March 2023.

The Group has acquired the subsidiaries Extri:co A/S and Commerze-IT A/S as of 30 March 2023 and 31 March 2023 respectively.

Management's review

Key activities

The company's purpose is to own shares and provide management and administrative services and other activities which by the boards opinion, are related to this.

Development in the year

The income statement of the Group for 2022/23 shows a profit of DKK 4,148,886, and at 31 March 2023 the balance sheet of the Group shows positive equity of DKK 126,586,162.

Employees and sick leave

The total number of employees at the end of March 2022 was 140. Of these, 135 are employed in Denmark, and 5 in Hungary. Women make up 10% of total employees. Sick leave among measured employees in the company is 3%.

Management's review

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)
- Commerze-IT A/S (COMMERZE)
- Extri:co A/S (EXTRICO)

VIA equity Fund IV K/S owns majority (approximately 64%) of ITF TopCo ApS (for additional information regarding VIA equity go to www.viaequity.com).

Some management members and employees of ITF, are also shareholders (approximately 36%) of ITF TopCo ApS meaning that they are indirect co-owners of ITF MidCo ApS as well as ITF, ComplIT, COMMERZE and EXTRICO.

The Board of Directors consists of:

John Helmsøe-Zinck (Chairman); is a member of the Board of Directors of:

- Adform A/S
- VIA Partners Top-Up II K/S
- VIA Partners Top-Up III K/S
- VIA Partners IV K/S
- VIA Partners A K/S
- VIA Partners V K/S
- Complit A/S (Chairman)
- IT Forum Gruppen A/S (Chairman)
- ITF TopCo ApS (Chairman)
- ITF MidCo ApS (Chairman)
- Extri:co A/S (Chairman)
- Commerze-IT A/S (Chairman)

John Helmsøe-Zinck is also managing director and 100 per cent owner of Helmsøe-Zinck Holding ApS and Helmsøe Zinck H2 ApS.

Annette Otto; is a member of the Board of:

- Enemærke & Petersen A/S
- Burnblock ApS
- IT Forum Gruppen A/S
- ITF MidCo ApS
- ITF TopCo Aps
- Fagbevægelsens Fordelsprogram A/S
- Selectionf ApS

Annette Otto is also managing director and 100 per cent owner of Annette Otto Holding ApS and Annette Otto Consulting ApS.

David la Cour Kjærøum; is a member of the Board of:

- IT Forum Gruppen A/S
- Complit A/S
- ITF MidCo ApS
- ITF TopCo Aps
- Commerze-IT A/S
- Extri:co A/S

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

Management's review

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

The realized EBITDA is within the expected range that was announced in the 2021/22 Annual Report and considered satisfactory.

Targets and expectations for the year ahead

The Company plans for 2023/24 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 2023/24 with an expectation of an EBITDA result of MDKK 25-35.

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 1 April 2022 - 31 March 2023

	Note	Group		Parent company	
		2022/23	2021/22	2022/23	2021/22
		DKK 12 months	DKK 9 months	DKK 12 months	DKK 9 months
Gross profit		79,480,834	40,248,465	-64,580	-84,191
Staff expenses	1	-51,065,087	-26,715,727	0	0
Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment		-14,281,723	-9,105,252	0	0
Other operating expenses		0	-4,930,262	0	0
Profit/loss before financial income and expenses		14,134,024	-502,776	-64,580	-84,191
Income from investments in subsidiaries		0	0	4,277,361	-4,089,325
Financial income		83,126	22,961	7	0
Financial expenses		-5,087,249	-1,968,395	-78,108	-12
Profit/loss before tax		9,129,901	-2,448,210	4,134,680	-4,173,528
Tax on profit/loss for the year	2	-4,981,015	-1,714,150	14,206	11,168
Net profit/loss for the year	3	4,148,886	-4,162,360	4,148,886	-4,162,360

Balance sheet 31 March 2023

Assets

	Note	Group		Parent company	
		2022/23	2021/22	2022/23	2021/22
		DKK	DKK	DKK	DKK
Completed development projects		885,543	239,726	0	0
Acquired licenses		351,824	0	0	0
Goodwill		256,959,475	226,732,425	0	0
Intangible assets	4	258,196,842	226,972,151	0	0
Other fixtures and fittings, tools and equipment		3,599,419	2,874,311	0	0
Property, plant and equipment	5	3,599,419	2,874,311	0	0
Investments in subsidiaries	6	0	0	126,787,672	107,010,739
Other investments	7	0	20,331	0	0
Deposits	7	284,014	468,388	0	0
Other receivables	7	1,083,917	302,581	0	0
Fixed asset investments		1,367,931	791,300	126,787,672	107,010,739
Fixed assets		263,164,192	230,637,762	126,787,672	107,010,739
Inventories	8	2,627,652	1,352,124	0	0
Trade receivables		35,216,320	22,521,459	0	0
Contract work in progress	9	164,348	136,500	0	0
Receivables from group enterprises		0	0	274,057	0
Other receivables		801,672	1,458,252	0	0
Deferred tax asset	11	0	526,605	0	0
Corporation tax receivable from group enterprises		0	0	14,206	11,168
Prepayments	10	7,804,691	3,784,476	0	0
Receivables		43,987,031	28,427,292	288,263	11,168
Current asset investment		35,000	60,669	0	0
Cash at bank and in hand		32,070,404	21,492,826	1,011	88
Current assets		78,720,087	51,332,911	289,274	11,256
Assets		341,884,279	281,970,673	127,076,946	107,021,995

Balance sheet 31 March 2023

Liabilities and equity

	Note	Group		Parent company	
		2022/23	2021/22	2022/23	2021/22
		DKK	DKK	DKK	DKK
Share capital		1,633,708	1,520,627	1,633,708	1,520,627
Reserve for net revaluation under the equity method		0	0	188,036	0
Retained earnings		124,952,454	105,417,077	124,764,418	105,417,077
Equity		126,586,162	106,937,704	126,586,162	106,937,704
Provision for deferred tax	11	321,989	0	0	0
Provisions		321,989	0	0	0
Credit institutions		127,500,000	108,500,000	0	0
Lease obligations		94,621	211,375	0	0
Other payables		12,348,331	18,787,148	0	0
Long-term debt	12	139,942,952	127,498,523	0	0
Credit institutions	12	14,204,202	10,097,892	0	0
Lease obligations	12	272,161	645,385	0	0
Prepayments received from customers		12,460,822	9,391,248	0	0
Trade payables		24,014,392	17,078,661	0	0
Payables to group enterprises	12	0	0	439,934	0
Corporation tax		4,093,508	1,816,372	0	0
Other payables	12	19,988,091	7,731,173	50,850	84,291
Deferred income	13	0	773,715	0	0
Short-term debt		75,033,176	47,534,446	490,784	84,291
Debt		214,976,128	175,032,969	490,784	84,291
Liabilities and equity		341,884,279	281,970,673	127,076,946	107,021,995
Contingent assets, liabilities and other financial obligations	17				
Related parties	18				
Subsequent events	19				
Accounting Policies	20				

Statement of changes in equity

Group

	Share capital	Share premium account	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 1 April	1,520,627	0	105,417,077	106,937,704
Cash capital increase	113,081	15,386,491	0	15,499,572
Net profit/loss for the year	0	0	4,148,886	4,148,886
Transfer from share premium account	0	-15,386,491	15,386,491	0
Equity at 31 March	1,633,708	0	124,952,454	126,586,162

Parent company

	Share capital	Share premium account	Reserve for net revaluation under the equity method	Retained earnings	Total
	DKK	DKK	DKK	DKK	DKK
Equity at 1 April	1,520,627	0	0	105,417,077	106,937,704
Cash capital increase	113,081	15,386,491	0	0	15,499,572
Net profit/loss for the year	0	0	188,036	3,960,850	4,148,886
Transfer from share premium account	0	-15,386,491	0	15,386,491	0
Equity at 31 March	1,633,708	0	188,036	124,764,418	126,586,162

Cash flow statement 1 April 2022 - 31 March 2023

	Note	Group	
		2022/23	2021/22
		DKK	DKK
Result of the year		4,148,886	-4,162,360
Adjustments	14	24,266,861	12,870,859
Change in working capital	15	-3,960,116	-4,670,511
Cash flow from operations before financial items		24,455,631	4,037,988
Financial income		83,126	22,961
Financial expenses		-5,087,249	-1,968,392
Cash flows from ordinary activities		19,451,508	2,092,557
Corporation tax paid		-1,924,687	0
Cash flows from operating activities		17,526,821	2,092,557
Purchase of intangible assets		-2,539,725	-253,037
Purchase of property, plant and equipment		-1,780,477	-861,406
Fixed asset investments made etc		-781,336	-20,330
Sale of property, plant and equipment		0	53,977
Sale of fixed asset investments made etc		488,719	16,979
Business acquisition	16	8,127,885	-89,811,303
Cash flows from investing activities		3,515,066	-90,875,120
Repayment of loans from credit institutions		-10,000,000	0
Reduction of lease obligations		-489,978	-764,006
Cash capital increase		0	111,100,064
Cash flows from financing activities		-10,489,978	110,336,058
Change in cash and cash equivalents		10,551,909	21,553,495
Cash and cash equivalents at 1 April		21,553,495	0
Cash and cash equivalents at 31 March		32,105,404	21,553,495

Cash flow statement 1 April 2022 - 31 March 2023

Note	Group	
	2022/23 DKK	2021/22 DKK
Cash and cash equivalents are specified as follows:		
Cash at bank and in hand	32,070,404	21,492,826
Current asset investments	35,000	60,669
Cash and cash equivalents at 31 March	32,105,404	21,553,495

Notes to the Financial Statements

	Group		Parent company	
	2022/23	2021/22	2022/23	2021/22
	DKK	DKK	DKK	DKK
1. Staff Expenses				
Wages and salaries	45,969,768	24,455,950	0	0
Pensions	3,358,825	1,293,591	0	0
Other social security expenses	226,458	308,358	0	0
Other staff expenses	1,510,036	657,828	0	0
	51,065,087	26,715,727	0	0
Including remuneration to the Executive Board and Board of Directors	1,273,715	1,010,728		
Average number of employees	117	50	0	0

	Group		Parent company	
	2022/23	2021/22	2022/23	2021/22
	DKK	DKK	DKK	DKK
2. Income tax expense				
Current tax for the year	4,093,515	1,816,462	-14,206	-11,168
Deferred tax for the year	779,192	-102,312	0	0
Adjustment of tax concerning previous years	108,308	0	0	0
	4,981,015	1,714,150	-14,206	-11,168

	Parent company	
	2022/23	2021/22
	DKK	DKK
3. Profit allocation		
Reserve for net revaluation under the equity method	188,036	0
Retained earnings	3,960,850	-4,162,360
	4,148,886	-4,162,360

Notes to the Financial Statements

4. Intangible fixed assets

Group

	Completed development projects	Acquired licenses	Goodwill
	DKK	DKK	DKK
Cost at 1 April	253,037	0	239,855,821
Net effect from merger and acquisition	0	351,824	90,748
Additions for the year	739,725	0	42,417,258
Transfers for the year	0	0	-6,286,699
Cost at 31 March	<u>992,762</u>	<u>351,824</u>	<u>276,077,128</u>
Impairment losses and amortisation at 1 April	13,311	0	13,123,396
Amortisation for the year	93,908	0	12,280,956
Transfers for the year	0	0	-6,286,699
Impairment losses and amortisation at 31 March	<u>107,219</u>	<u>0</u>	<u>19,117,653</u>
Carrying amount at 31 March	<u>885,543</u>	<u>351,824</u>	<u>256,959,475</u>
Amortised over	<u>3-5 years</u>	<u>3-5 years</u>	<u>3-20 years</u>

A new integrated ITSM system has been introduced to the entire IT Forum Group. The new system will contribute positively to the Group, due to more effective administrative procedures.

Notes to the Financial Statements

5. Property, plant and equipment

Group

	Other fixtures and fittings, tools and equipment
	<u>DKK</u>
Cost at 1 April	5,235,578
Net effect from merger and acquisition	851,487
Additions for the year	<u>1,780,477</u>
Cost at 31 March	<u>7,867,542</u>
Impairment losses and depreciation at 1 April	2,361,267
Depreciation for the year	<u>1,906,856</u>
Impairment losses and depreciation at 31 March	<u>4,268,123</u>
Carrying amount at 31 March	<u>3,599,419</u>
Amortised over	<u>3-5 years</u>

Notes to the Financial Statements

	<u>Parent company</u>	
	<u>2022/23</u>	<u>2021/22</u>
	DKK	DKK
6. Investments in subsidiaries		
Cost at 1 April	111,100,064	0
Additions for the year	<u>15,499,572</u>	<u>111,100,064</u>
Cost at 31 March	<u>126,599,636</u>	<u>111,100,064</u>
Value adjustments at 1 April	-4,089,325	0
Net profit/loss for the year	<u>4,277,361</u>	<u>-4,089,325</u>
Value adjustments at 31 March	<u>188,036</u>	<u>-4,089,325</u>
Carrying amount at 31 March	<u>126,787,672</u>	<u>107,010,739</u>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Ownership
ITF MidCo ApS	Aarhus	100%

7. Other fixed asset investments

Group

	<u>Other investments</u>	<u>Deposits</u>	<u>Other receivables</u>
	DKK	DKK	DKK
Cost at 1 April	20,331	468,388	302,581
Net effect from merger and acquisition	0	284,014	0
Additions for the year	0	0	781,336
Disposals for the year	<u>-20,331</u>	<u>-468,388</u>	<u>0</u>
Cost at 31 March	<u>0</u>	<u>284,014</u>	<u>1,083,917</u>
Carrying amount at 31 March	<u>0</u>	<u>284,014</u>	<u>1,083,917</u>

Notes to the Financial Statements

	Group		Parent company	
	<u>2022/23</u>	<u>2021/22</u>	<u>2022/23</u>	<u>2021/22</u>
	DKK	DKK	DKK	DKK
8. Inventories				
Finished goods and goods for resale	2,627,652	1,352,124	0	0
	2,627,652	1,352,124	0	0

	Group		Parent company	
	<u>2022/23</u>	<u>2021/22</u>	<u>2022/23</u>	<u>2021/22</u>
	DKK	DKK	DKK	DKK
9. Contract work in progress				
Selling price of work in progress	164,348	136,500	0	0
	164,348	136,500	0	0

10. Prepayments

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

	Group		Parent company	
	<u>2022/23</u>	<u>2021/22</u>	<u>2022/23</u>	<u>2021/22</u>
	DKK	DKK	DKK	DKK
11. Provision for deferred tax				
Deferred tax liabilities at 1 April	-526,605	0	0	0
Net effect from merger and acquisition	69,402	-424,293		
Amounts recognised in the income statement for the year	779,192	-102,312	0	0
Deferred tax liabilities at 31 March	321,989	-526,605	0	0

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

Notes to the Financial Statements

12. Long-term debt

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

The debt falls due for payment as specified below:

	Group		Parent company	
	2022/23 DKK	2021/22 DKK	2022/23 DKK	2021/22 DKK
Credit institutions				
After 5 years	0	0	0	0
Between 1 and 5 years	127,500,000	108,500,000	0	0
Long-term part	<u>127,500,000</u>	<u>108,500,000</u>	<u>0</u>	<u>0</u>
Within 1 year	14,000,000	10,000,000	0	0
Other short-term debt to credit institutions	204,202	97,892	0	0
Short-term part	<u>14,204,202</u>	<u>10,097,892</u>	<u>0</u>	<u>0</u>
	<u>141,704,202</u>	<u>118,597,892</u>	<u>0</u>	<u>0</u>
Lease obligations				
After 5 years	0	0	0	0
Between 1 and 5 years	94,621	211,375	0	0
Long-term part	<u>94,621</u>	<u>211,375</u>	<u>0</u>	<u>0</u>
Within 1 year	272,161	645,385	0	0
	<u>366,782</u>	<u>856,760</u>	<u>0</u>	<u>0</u>
Other payables				
After 5 years	2,132,704	2,132,704	0	0
Between 1 and 5 years	10,215,627	16,654,444	0	0
Long-term part	<u>12,348,331</u>	<u>18,787,148</u>	<u>0</u>	<u>0</u>
Other short-term payables	19,988,091	7,731,173	50,850	84,291
	<u>32,336,422</u>	<u>26,518,321</u>	<u>50,850</u>	<u>84,291</u>

13. Deferred income

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

Notes to the Financial Statements

	Group	
	2022/23	2021/22
	DKK	DKK
14. Cash flow statement - Adjustments		
Financial income	-83,126	-22,961
Financial expenses	5,087,249	1,968,395
Depreciation, amortisation and impairment losses, including losses and gains on sales	14,281,723	9,211,275
Tax on profit/loss for the year	4,981,015	1,714,150
	<u>24,266,861</u>	<u>12,870,859</u>

	Group	
	2022/23	2021/22
	DKK	DKK
15. Cash flow statement - Change in working capital		
Change in inventories	337,305	-1,646,205
Change in receivables	-7,138,670	-11,091,624
Change in trade payables, etc	2,841,249	8,067,318
	<u>-3,960,116</u>	<u>-4,670,511</u>

Notes to the Financial Statements

	Group	
	2022/23	2021/22
	DKK	DKK
16. Cash flow statement - Business acquisition		
Intangible assets	41,059,829	233,569,122
Tangible assets	851,488	4,428,149
Financial assets	284,014	787,949
Current assets	10,560,507	16,376,490
Deferred tax	-69,402	424,293
Long term debt	0	-2,935,557
Short term debt	-11,314,749	-28,977,796
	<u>41,371,687</u>	<u>223,672,650</u>
Debt raised in connection with business acquisitions	-34,000,000	-133,861,347
Non-cash capital increase	-15,499,572	0
	<u>-8,127,885</u>	<u>89,811,303</u>

Group		Parent company	
2022/23	2021/22	2022/23	2021/22
DKK	DKK	DKK	DKK

17. 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 2023 amounting to DKK 127,098k (2022: 107,011k).

Rental and lease obligations

Lease obligations under operating leases. Total future lease payments:

Within 1 year	547,982	242,784	0	0
Between 1 and 5 years	125,126	138,843	0	0
	<u>673,108</u>	<u>381,627</u>	<u>0</u>	<u>0</u>
Rental obligations, period of non-terminability	8,436,848	533,167	0	0

Notes to the Financial Statements

Other contingent liabilities

The Company has issued a letter of limited surety in favour of the credit facilities in ITF MidCo ApS limited to TDKK 141,500. As of 31 March 2023 the balance amounts to a debt of DKK 141,500k (2022: 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 4,181k. 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.

18. Related parties

	<u>Basis</u>
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.

19. Subsequent events

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

Notes to the Financial Statements

20. Accounting policies

The Annual Report of ITF TopCo ApS for 2022/23 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied remain unchanged from last year.

The Consolidated Financial Statements and the Parent Company Financial Statements for 2022/23 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.

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.

Notes to the Financial Statements

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

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.

Income statement

Net sales

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

Notes to the Financial Statements

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.

Gross profit

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.

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 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 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

Balance sheet

Intangible fixed assets

Goodwill

Goodwill is amortised on a straight-line basis over the estimated useful life of 20 years, 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 initial measurement of business acquisitions is considered to be 20 years. The useful life is determined to 20 years, due to the strategic nature of the acquisitions and their long-term synergies.

Development projects

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

Other intangible fixed assets

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

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.

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 contracted directly for financing the construction of property, plant and equipment are recognised in cost over the construction period.

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
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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.

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.

Notes to the Financial Statements

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 and costs of completion. 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.

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 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.

Notes to the Financial Statements

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, 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 within the same legal tax entity.

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.

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.

Notes to the Financial Statements

Cash flows from financing activities

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

Cash and cash equivalents

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

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

Financial Highlights

Explanation of financial ratios

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