

Sitecore Holding III A/S

Vester Farimagsgade 3, 5., 1606 Copenhagen V

CVR no. 37 52 08 45

Annual report 2022/23

Approved at the Company's annual general meeting on 22 December 2023
Chair of the meeting:

Jonas Persson

Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 July 2022 - 30 June 2023	7
Income statement	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Sitecore Holding III A/S for the financial year 1 July 2022 - 30 June 2023.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 30 June 2023 and of the results of the Company's operations for the financial year 1 July 2022 - 30 June 2023.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters and the results of the Company's operations and financial position.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 22 December 2023

Executive Board:

Efstathios Tzikakis
Chief Executive Officer

Peter David
Chief Financial Officer

Lutz Bertil Majer
Chief Legal Officer

Board of Directors:

Jonas Persson
Chair

Marjorie Lao

Bjarne Kock Hansen

Craig Allen Conway

Carsten Oliver Thoma

Bert Alfons Janssens

Darren Roos

Matteo Thun

Independent auditor's report

To the shareholder of Sitecore Holding III A/S

Opinion

We have audited the financial statements of Sitecore Holding III A/S for the financial year 1 July 2022 - 30 June 2023, comprising income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 30 June 2023 and of the results of the Company's operations for the financial year 1 July 2022 - 30 June 2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made 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 skepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material

misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 22 December 2023
KPMG P/S
Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Martin Melchior Eiler
State Authorised Public Accountant
mne32271

Management's review**Company details**

Name	Sitecore Holding III A/S
Address, Postal code, City	Vester Farimagsgade 3, 5., 1606 Copenhagen V
CVR no.	37 52 08 45
Established	8 March 2016
Registered office	Copenhagen
Financial year	1 July 2022 - 30 June 2023
Board of Directors	Jonas Persson, Chair Marjorie Lao Bjarne Kock Hansen Craig Allen Conway Carsten Oliver Thoma Bert Alfons Janssens Darren Roos Matteo Thun
Executive Board	Efstathios Tzikakis, Chief Executive Officer Peter David, Chief Financial Officer Lutz Bertil Majer, Chief Legal Officer
Auditors	KPMG P/S Statsautoriseret Revisionspartnerselskab Dampfærgevej 28, 2100 Copenhagen Ø

Management's review**Business review**

The Company's purpose is to provide management services and to invest in and hold investments and financial instruments as well as other companies which in the Board's discretion are directly or indirectly associated.

Recognition and measurement uncertainties

Recognition and measurement uncertainties has been specified in Note 2.

Financial review

The income statement for 2022/23 shows a loss of EUR -29,466 thousand against a loss of EUR -26,667 thousand last year, and the balance sheet at 30 June 2023 shows equity of EUR 665,770 thousand (EUR 683,619 thousand in FY22).

Management considers the Company's financial performance in the year satisfactory considering the principal activities of the Company.

The Company has received a letter of support, including subordination of intercompany debt, from its parent, Sitecore Holding II A/S. Management assesses no risks regarding the Company's going concern ability. Reference is made to note 3.

Events after the balance sheet date

Significant events after the balance sheet date are described in Note 12.

Financial statements 1 July 2022 - 30 June 2023

Income statement

Note	EUR'000	2022/23	2021/22
	Revenue	964	1,525
	Other external expenses	(51)	(34)
	Profit before net financials	913	1,491
4	Financial income	5,858	1,507
5	Financial expenses	(38,170)	(30,792)
	Loss before tax	(31,399)	(27,794)
6	Tax for the year	1,933	1,127
	Loss for the year	<u>(29,466)</u>	<u>(26,667)</u>
	Recommended appropriation of loss		
	Retained earnings	(29,466)	(26,667)
		<u>(29,466)</u>	<u>(26,667)</u>

Financial statements 1 July 2022 - 30 June 2023

Balance sheet

Note	EUR'000	2022/23	2021/22
	ASSETS		
	Non-current assets		
	Financial assets		
7	Investments in group enterprises	1,177,095	1,165,479
	Other financial assets	1,606	—
		<u>1,178,701</u>	<u>1,165,479</u>
	Total non-current assets	<u>1,178,701</u>	<u>1,165,479</u>
	Current assets		
	Receivables		
	Receivables from group enterprises	—	6,879
	Receivable from group enterprises concerning corporate tax	12,239	8,238
	Other receivables	6	—
		<u>12,245</u>	<u>15,117</u>
	Cash	<u>3,228</u>	<u>97</u>
	Total current assets	<u>15,473</u>	<u>15,214</u>
	TOTAL ASSETS	<u>1,194,174</u>	<u>1,180,693</u>
	EQUITY AND LIABILITIES		
	Equity		
8	Share capital	6,980	6,980
	Retained earnings	658,790	676,639
	Total equity	<u>665,770</u>	<u>683,619</u>
	Liabilities		
	Non-current liabilities		
	Bank debt	407,865	361,108
	Total non-current liabilities	<u>407,865</u>	<u>361,108</u>
	Current liabilities		
	Trade payables	—	142
	Payables to group enterprises	117,985	134,132
	Other payables	2,554	1,692
	Total current liabilities	<u>120,539</u>	<u>135,966</u>
		<u>528,404</u>	<u>497,074</u>
	TOTAL EQUITY AND LIABILITIES	<u>1,194,174</u>	<u>1,180,693</u>

- 1 Accounting policies
- 2 Recognition and measurement uncertainties
- 3 Capital matters
- 9 Contingent liabilities
- 10 Collateral
- 11 Related parties

Financial statements 1 July 2022 - 30 June 2023

Statement of changes in equity

Note	EUR'000	Share capital	Retained earnings	Total
	Equity at 1 July 2021	6,980	691,633	698,613
	Group contribution	—	5,817	5,817
	Transfer through appropriation of loss	—	(26,667)	(26,667)
	Other movements	—	(5,518)	(5,518)
	Group share-based payment transactions	—	11,374	11,374
	Equity at 1 July 2022	6,980	676,639	683,619
	Transfer through appropriation of loss	—	(29,466)	(29,466)
	Group share-based payment transactions	—	11,617	11,617
	Equity at 30 June 2023	6,980	658,790	665,770

Financial statements 1 July 2022 - 30 June 2023**Notes to the financial statements****1 Accounting policies**

The annual report of Sitecore Holding III A/S for 2022/23 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities. The accounting policies used in the preparation of the financial statements are consistent with those of last year.

In accordance with section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

Reporting currency

The financial statements are presented in euros (EUR), as the Company's most significant transactions are settled in EUR.

Comparative Figures

Certain reclassifications have been made to the prior year's financial statements to enhance comparability with the current year's financial statements. As a result, certain line items have been amended in the Income statement, Balance sheet and the related notes to the financial statements. Comparative figures have been adjusted to conform to the current year's presentation.

The material effects following is reclassification as follows:

	(Current presentation)	(Original)
EUR'000	2021/22	2021/22
Receivable from group enterprises concerning corporate tax	8,238	673
Payable to group enterprises	(134,132)	(126,567)
Net payable to group enterprises	<u>(125,894)</u>	<u>(125,894)</u>

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Foreign group entities

Foreign exchange adjustments of balances with separate foreign group enterprises, which are considered part of the aggregate investment in the group enterprises, are taken directly to equity, and foreign exchange gains and losses on loans and derivative financial instruments designated as hedges of foreign group enterprises are recognised directly in equity.

Income statement**Revenue**

The Company's revenue consists of management fees charged to related parties. The Company have chosen IFRS 15 as interpretation for revenue recognition for which the accounting policies are as follows:

Financial statements 1 July 2022 - 30 June 2023**Notes to the financial statements**

The Company recognizes revenue in accordance with IFRS 15 requirements, whereby revenue is recognized when the group enterprises has obtained control of the service and has the ability to use and obtain substantially all of the benefits from the service.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of related parties. All discounts and rebates granted are recognised in revenue.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to administration.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, exchange gains and losses and amortisation of financial assets and liabilities.

Tax

Tax for the year includes current tax on the year's expected taxable income. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other Danish group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet**Investments in group enterprises**

Investments in group enterprises are measured at cost, which includes the cost of acquisition calculated at fair value plus direct costs of acquisition. If there is evidence of impairment, an impairment test is conducted. Where the carrying amount exceeds the recoverable amount, a write-down is made to such lower value.

Impairment of non-current assets

An annual test is performed for indications of impairment of the Company's investments in group enterprises.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists.

Other financial assets

Other financial assets include an interest rate swap established to economically hedge interest rates movements on bank debt. This swap is recorded at fair value with movements in value recorded through profit and loss.

Financial statements 1 July 2022 - 30 June 2023**Notes to the financial statements****Receivables**

Receivables are initially recognised at fair value adjusted for any transaction costs. Subsequently, receivables are measured at amortised cost, which usually corresponds to the nominal value.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and unbilled receivables. To measure the expected credit losses, trade and unbilled receivables have been grouped based on the days past due. Expected loss in the first 12 month is estimated, and the receivables are monitored on an ongoing basis. If higher credit risk is identified for specific customer(s) or credit risk is significantly changed the expected credit loss in the lifetime is measured. Receivable balances are written off when there is no reasonable expectation of recovery.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Equity**Proposed dividends**

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Share-based payments

The Sitecore Group operates share-based compensation plans under which entities within the group receive services from employees as consideration for equity instruments issued by the Company's parent, Sitecore Holding II A/S. The expense associated with grants to employees of a subsidiary of the Company are recognised as a capital contribution from the Company's ultimate parent and a corresponding increase in the investment in subsidiary in an amount equal to the fair value of the employee services received in exchange for the equity grant. The total amount is determined by reference to the grant date fair value of the award for equity settled awards and the end of period fair value for cash settled awards.

Income taxes and Deferred taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Financial statements 1 July 2022 - 30 June 2023**Notes to the financial statements****Liabilities**

Financial liabilities comprising amounts owed to credit institutions, trade payables and payables to group enterprises are recognised at the date of borrowing at cost, corresponding to the proceeds received less transaction costs paid. In subsequent periods, financial liabilities are measured at amortised cost.

Other liabilities are measured at net realisable value.

2 Recognition and measurement uncertainties

Management makes estimates, and assumptions concerning the future when performing impairment tests over investments. The resulting accounting estimates will, by definition, seldom equal the related actual results. There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

The judgments, estimates, and assumptions made are based on historical experience and other factors that Management considers to be reliable, but which by their very nature are associated with uncertainty and unpredictability. These assumptions may prove incomplete or incorrect, and unexpected events or circumstances may arise.

The Company is also subject to risks and uncertainties that may lead to actual results differing from these estimates, both positively and negatively.

3 Capital matters

Intercompany payables as reflected on the balance sheet will be repaid to group entities as funds become available, and do not have to be repaid sooner than the company has liquidity to do so. Intercompany receivables may not be repaid to the Company until the respective counterparty has the liquidity to do so. The Company has received a declaration of financial support from its parent, Sitecore Holding II A/S committing to provide sufficient resources to settle any liabilities as they fall due if the Company does not have sufficient resources of its own. All internal debt of the Company and other group entities is subordinated to other liabilities, and no internal debt will be called or required to be repaid between the Company of any group entities unless and until the individual entity has sufficient liquidity to do so. This declaration is effective for at least 12 months from approval of the Company's annual report.

4 Financial income

EUR'000	2022/23	2021/22
Interest income, group entities	105	1,374
Exchange gain	1,890	133
Gain on interest rate swaps	3,863	—
	<u>5,858</u>	<u>1,507</u>

5 Financial expenses

EUR'000	2022/23	2021/22
Interest expenses, group entities	3,502	1,512
Interest expenses, bank	34,442	24,387
Exchange loss	226	4,212
Other financial expenses	—	681
	<u>38,170</u>	<u>30,792</u>

Financial statements 1 July 2022 - 30 June 2023**Notes to the financial statements****6 Tax for the year**

EUR'000	2022/23	2021/22
Tax for the year	-2,525	-7,569
Tax adjustments for the prior year	592	6,442
	<u>-1,933</u>	<u>-1,127</u>

7 Financial assets

EUR'000	Investments in group enterprises
Cost at 1 July 2022	1,165,479
Additions	11,616
Cost at 30 June 2023	<u>1,177,095</u>
Value adjustments at 1 July 2022	—
Value adjustments at 30 June 2023	—
Carrying amount at 30 June 2023	<u>1,177,095</u>

Equity and profit/loss disclosures for the group enterprises are based on financial statements for 1 July 2022 - 30 June 2023 for the respective group enterprises.

Investments in Subsidiaries

Equity and profit/loss disclosures for the group enterprises are based on latest audited financial statements for FY23 for the respective group enterprises. Where an entity does not have a statutory audit requirement we have used latest financial statements filed with the respective filing authorities.

Name	Legal form	Domicile	Interest	Profit/(loss) EUR'000	Equity EUR'000
Group Enterprises					
Sitecore Corporation (audited)	A/S	Denmark	100.00%	25,668	355,741
Sitecore USA Holding (unaudited)	LLC	USA	100.00%	(4,625)	(117,725)

There is no legal requirements to perform a statutory audit for Sitecore USA Holding LLC, hence the figures used are from the latest unaudited filed set of financial statements.

Impairment tests are performed on investments in subsidiaries if events or changes in circumstances indicate that their carrying amount may not be recoverable. If cost exceeds the recoverable amount, the carrying amount is written down to the recoverable amount.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Each investee offers similar products/services and operates under comparable operating models, each representing business operations in a specific geographic region (EMEA & APJ for Sitecore Corporation A/S and North America for Sitecore USA Holding LLC). On this basis, we leveraged the 30 June 2023 Sitecore Group valuation estimate, allocated to the investees, as a reasonable approximation for inputs in estimating recoverable amounts. This analysis demonstrated that a reasonable estimate of the recoverable amount of the investments are greater than their respective carrying values and therefore no impairment should be recorded.

Financial statements 1 July 2022 - 30 June 2023**Notes to the financial statements****8 Share capital**

Analysis of changes in the share capital over the past 5 years:

EUR'000	2022/23	2021/22	2020/21	2019/20	2018/19
Opening balance	6,980	6,980	6,980	6,980	6,980
Capital increase	—	—	—	—	—
	<u>6,980</u>	<u>6,980</u>	<u>6,980</u>	<u>6,980</u>	<u>6,980</u>

9 Contingent liabilities

The Company is jointly taxed with Danish group enterprises and its parent, Sitecore Holding II A/S, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

10 Collateral

As collateral for credit facilities the Company has issued a negative pledge and pledged its investments in group entities as security to Wilmington Trust (London) Limited.

11 Related parties**Information about consolidated financial statements**

The Company is part of the consolidated financial statements of Sitecore Holding II A/S, which is the smallest group in which the Company is included as a subsidiary.

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Sitecore Holding II A/S	Copenhagen, Denmark	www.cvr.dk

12 Events after the balance sheet date

On 1 November 2023, the Company signed a new debt agreement totaling EUR 419.0m, of which includes EUR 374.3m and USD 44.7m. The new agreement includes a PIK option, for up to 50% of interest and available for the first 24 months of the agreement and extends the maturity date of the facilities from 12 March 2026 to 12 March 2029. An estimate of its financial statement effect has not yet been made.

There are no other significant events after the balance sheet date.