



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	919 610 565
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	ADRA HOLDINGS AS
Forretningsadresse:	Brugata 19 0186 OSLO

Regnskapsår

Årsregnskapets periode:	01.02.2021 - 31.01.2022
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Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Nei

Regnskapsregler

Regler for små foretak benyttet:	Ja
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Karl Kristian Lund Bendixby
Dato for fastsettelse av årsregnskapet:	21.04.2023

Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 19.11.2023



Resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Kostnader			
Other expenses	2	128 892	66 815
Sum kostnader		128 892	66 815
Driftsresultat		-128 892	-66 815
Finansinntekter og finanskostnader			
Annen renteinntekt		95 261	
Other financial income	3		4 863 541
Sum finansinntekter		95 261	4 863 541
Rentekostnad til foretak i samme konsern	3	618 647	211 224
Other financial expenses		4 527 233	
Sum finanskostnader		5 145 880	211 224
Netto finans		-5 050 618	4 652 317
Ordinært resultat før skattekostnad		-5 179 510	4 585 503
Tax expense	4		413 899
Ordinært resultat etter skattekostnad		-5 179 510	4 171 603
Årsresultat		-5 179 510	4 171 604
Årsresultat etter minoritetsinteresser		-5 179 510	4 171 603
Totalresultat		-5 179 510	4 171 603
Overføringer og disponeringer			
Konsernbidrag		-5 179 510	
Other equity			4 171 604
Transferred from other equity	7		
Sum overføringer og disponeringer		-5 179 510	4 171 604



Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	4		
Finansielle anleggsmidler			
Investering i datterselskap	5	339 251 370	340 551 289
Investering i annet foretak i samme konsern	5		
Lån til foretak i samme konsern		19 391 485	
Sum finansielle anleggsmidler		358 642 855	340 551 289
Sum anleggsmidler		358 642 855	340 551 289
Omløpsmidler			
Varer			
Fordringer			
Other short-term receivables	3		
Konsernfordringer	3	5 179 510	15 817 319
Sum fordringer		5 179 510	15 817 319
Bank deposits, cash and cash equivalents	6		
Sum omløpsmidler		5 179 510	15 817 319
SUM EIENDELER		363 822 365	356 368 608
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	7, 8	60 000	60 000
Sum innskutt egenkapital		60 000	60 000
Opptjent egenkapital			
Other equity	7	245 293 389	245 293 389



Balanse

Beløp i: NOK	Note	2022	2021
Sum opptjent egenkapital		245 293 389	245 293 389
Sum egenkapital	7	245 353 389	245 353 389
Gjeld			
Langsiktig gjeld			
Utsatt skatt	4		
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	3		
Langsiktig konserngjeld	3	118 025 077	110 571 320
Sum annen langsiktig gjeld		118 025 077	110 571 320
Sum langsiktig gjeld		118 025 077	110 571 320
Kortsiktig gjeld			
Leverandørgjeld	3		
Tax payable	4		413 899
Kortsiktig konserngjeld	3		
Other current liabilities		443 899	30 000
Sum kortsiktig gjeld		443 899	443 899
Sum gjeld		118 468 976	111 015 219
SUM EGENKAPITAL OG GJELD		363 822 365	356 368 608



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Journalnummer: 2023 482757

Enheten

Organisasjonsnummer: 919 610 565
Organisasjonsform: Aksjeselskap
Foretaksnavn: ADRA HOLDINGS AS
Forretningsadresse: Brugata 19
0186 OSLO

Regnskapsår

Årsregnskapets periode: 01.02.2021 - 31.01.2022

Konsern

Morselskap i konsern: Ja
Konsernregnskap lagt ved: Nei

Regnskapsregler

Regler for små foretak benyttet: Ja
Benyttet ved utarbeidelsen av
årsregnskapet til selskapet: Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Karl Kristian Lund Bendixby
Dato for fastsettelse av årsregnskapet: 21.04.2023

Grunnlag for avgivelse

År 2022: Årsregnskap er elektronisk innlevert.
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022.

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 19.06.2023



Organisasjonsnr: 919 610 565
ADRA HOLDINGS AS

RESULTATREGNSKAP

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Kostnader			
Other expenses	2	128 892	66 815
Sum kostnader		128 892	66 815
Driftsresultat		-128 892	-66 815
Finansinntekter og finanskostnader			
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Sum finansinntekter		95 261	4 863 541
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Totalresultat		-5 179 510	4 171 603
Overføringer og disponeringer			
Konsernbidrag		-5 179 510	
Other equity			4 171 604
Transferred from other equity	7		
Sum overføringer og disponeringer		-5 179 510	4 171 604



Organisasjonsnr: 919 610 565
ADRA HOLDINGS AS

BALANSE

Beløp i: NOK Note 2022 2021

BALANSE - EIENDELER

Anleggsmidler

Immaterielle eiendeler

Utsatt skattefordel 4

Finansielle anleggsmidler

Investering i datterselskap 5 339 251 370 340 551 289

Investering i annet

foretak i samme konsern 5

Lån til foretak i samme

konsern 19 391 485

Sum finansielle

anleggsmidler 358 642 855 340 551 289

Sum anleggsmidler 358 642 855 340 551 289

Omløpsmidler

Varer

Fordringer

Other short-term

receivables 3

Konsernfordringer 3 5 179 510 15 817 319

Sum fordringer 5 179 510 15 817 319

Bank deposits, cash and

cash equivalents 6

Sum omløpsmidler 5 179 510 15 817 319

SUM EIENDELER 363 822 365 356 368 608

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Share capital 7, 8 60 000 60 000

Sum innskutt egenkapital 60 000 60 000

Opptjent egenkapital

Other equity 7 245 293 389 245 293 389

Sum opptjent egenkapital 245 293 389 245 293 389

Sum egenkapital 7 245 353 389 245 353 389

Gjeld

Langsiktig gjeld

Utsatt skatt 4



Annen langsiktig gjeld			
Gjeld til			
kredittinstitusjoner	3		
Langsiktig konserngjeld	3	118 025 077	110 571 320
Sum annen langsiktig gjeld		118 025 077	110 571 320
Sum langsiktig gjeld		118 025 077	110 571 320
Kortsiktig gjeld			
Leverandørgjeld	3		
Tax payable	4		413 899
Kortsiktig konserngjeld	3		
Other current liabilities		443 899	30 000
Sum kortsiktig gjeld		443 899	443 899
Sum gjeld		118 468 976	111 015 219
SUM EGENKAPITAL OG GJELD		363 822 365	356 368 608



Organisasjonsnr: 919 610 565
ADRA HOLDINGS AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note

Antall årsverk i regnskapsåret
0.00

Sum Beløp

Balanseført verdi 31.12. Varige driftsmidler Immaterielle eiend.

Konsernregnskap

Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

Samlet beløp - tilknyttet selskap Årets Fjorårets

Samlet beløp - foretak i samme konsern Årets Fjorårets

Samlet beløp - foretak i samme konsern Årets Fjorårets

Samlet beløp - felles kontrollert virksomhet Årets Fjorårets

Pantstillelse Beløp

Beholdning av egne aksjer Antall Pålydende Andel av aksjek.



Skatteetaten

Vår dato 11.09.2018 Din dato 03.09.2018 Saksbehandler Henning Stokke

800 80 000 Din referanse Telefon Skatteetaten.no Christopher Alvestad

Org.nr 996250318 Vår referanse 2018/1056528 Postadresse Postboks 9200 Grønland 0134 Oslo

BDO AS
Postboks 1704 Vika
0121 Oslo

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for Adra Holdings AS, org.nr. 919 610 565

Vi viser til deres brev av 3. september 2018 hvor dere søker om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Adra Holdings AS.

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering Adra Holdings AS dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd.

Dispensasjonen forutsetter at det benyttes engelsk språk ved utarbeidelsen av årsregnskapet og årsberetningen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

Bakgrunn

Fra søknaden gjengis:

- Regnskapsvalutaen vil fortsatt være norske kroner (NOK).
- Styreleder og styremedlem er eksterne, og er engelsktalende. Daglig leder er norsk og engelsktalende.
- Det offisielle konsernspråket er engelsk
- Selskapet får flere henvendelser om årsregnskap fra utenlandske investorer, kunder og leverandører
- Selskapets virksomhet er å være holdingselskap for Adra Holding AS. Adra Holding AS utvikler og leverer dataprogrammer innen avstemming av transaksjoner og automatisering av periodeavslutning for både nasjonale og internasjonale aktører.
- Klientporteføljen består av ulike typer kunder i Norge og i utlandet.
- Selskapene har satset tungt mot det europeiske markedet i 2017 og ønsker også å satse mot det amerikanske markedet.

Skattedirektoratets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal årsregnskapet og årsberetningen være på norsk.

Departementet kan ved forskrift eller ved enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk.



I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap m.v., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon.

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til "informative regnskaper for ulike grupper av regnskapsbrukere". Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at selskapets virksomhet er utpreget internasjonal og at arbeidsspråket er engelsk. Videre er det vektlagt at selskapet er holdingsselskap med utenlandske døtre og utenlandske styremedlemmer.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Jeanette Munkvold Skovholt
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Henning Stokke

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.



To the General Meeting of Adra Holdings AS

RSM Norge AS

Ruseløkkveien 30, 0251 Oslo
Pb 1312 Vika, 0112 Oslo
Org.nr: 982 316 588 MVA

T +47 23 11 42 00

F +47 23 11 42 01

Independent Auditor's Report

www.rsmnorge.no

Opinion

We have audited the financial statements of Adra Holdings AS (the Company) showing a loss of NOK 5 179 510. The financial statements comprise the balance sheet as at 31 January 2022, the income statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 January 2022, and its financial performance for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards 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 as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director (management) are responsible for the preparation of financial statements that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

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 will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in 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 in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

RSM Norge AS is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Norge AS er medlem av/is a member of Den norske Revisorforening.

Pemneo Dokumentnøkkel: 2DSL-UJSTB-7LJYY-JPY6K-G68X7-4IKDG



- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We 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 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 content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

We communicate with the Board of Directors 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.

Oslo, 2 May 2023
RSM Norge AS

Anders Ivar Nereng
State Authorised Public Accountant
(This document is signed electronically)

Pemneo Dokumentnøkkel: 2DSJL-UJSTB-7LJYY-JPY6K-G68X7-4IKDG



PENNEO

Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo"™ - sikker digital signatur.
De signerende parter sin identitet er registrert, og er listet nedenfor.

"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

Anders Ivar Nereng

Partner

På vegne av: RSM Norge AS

Serienummer: 9578-5999-4-1194192

IP: 188.95.xxx.xxx

2023-05-02 16:52:10 UTC



Anders Ivar Nereng

Statsautorisert revisor

På vegne av: RSM Norge AS

Serienummer: 9578-5999-4-1194192

IP: 188.95.xxx.xxx

2023-05-02 16:52:10 UTC



Penneo Dokumentnøkkel: 2DSJL-UJSTB-7LIYY-JPY6K-G68X7-4IKDG

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Financial statement 31. January 2022

Adra Holdings AS



DocuSign Envelope ID: B9B16D3B-3A03-4C72-8DEC-FACADFC0900C

Income statement

Adra Holdings AS

Operating income and operating expenses	Note	2022	2021
Other expenses	2	128 892	66 815
Total expenses		128 892	66 815
Operating profit/loss		-128 892	-66 815
Financial income and expenses			
Other interest income		95 261	0
Other financial income	3	0	4 863 541
Interest expense to group companies	3	618 647	211 224
Other financial expenses		4 527 233	0
Net financial items		-5 050 618	4 652 317
Result before tax		-5 179 510	4 585 503
Tax expense	4	0	413 899
Result for the year		-5 179 510	4 171 604
Allocation of result for the year			
Intra-group contribution received		5 179 510	0
Other equity		0	4 171 604
Total brought forward		-5 179 510	4 171 604



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Balance sheet Adra Holdings AS

Assets	Note	2022	2021
Non-current assets			
<i>Non-current financial assets</i>			
Investments in subsidiaries	5	339 251 370	340 551 289
Loan to group companies		19 391 485	0
Total non-current financial assets		<u>358 642 855</u>	<u>340 551 289</u>
Total non-current assets		<u>358 642 855</u>	<u>340 551 289</u>
Current assets			
<i>Inventories</i>			
<i>Receivables</i>			
Receivables from group companies	3	5 179 510	15 817 319
Total receivables		<u>5 179 510</u>	<u>15 817 319</u>
<i>Investments</i>			
<i>Bank deposits, cash and cash equivalents</i>			
Total current assets		<u>5 179 510</u>	<u>15 817 319</u>
Total assets		<u>363 822 365</u>	<u>356 368 608</u>

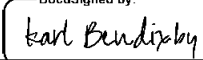


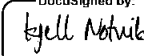
DocuSign Envelope ID: B9B16D3B-3A03-4C72-8DEC-FACADFC0900C

Balance sheet Adra Holdings AS

Equity and liabilities	Note	2022	2021
Equity			
<i>Paid in equity</i>			
Share capital	7, 8	60 000	60 000
Total paid-up equity		60 000	60 000
<i>Retained earnings</i>			
Other equity	7	245 293 389	245 293 389
Total retained earnings		245 293 389	245 293 389
Total equity	7	245 353 389	245 353 389
Liabilities			
<i>Provisions</i>			
<i>Other non-current liabilities</i>			
Liabilities to group companies	3	118 025 077	110 571 320
Total non-current liabilities		118 025 077	110 571 320
<i>Current liabilities</i>			
Tax payable	4	0	413 899
Other current liabilities		443 899	30 000
Total current liabilities		443 899	443 899
Total liabilities		118 468 976	111 015 219
Total equity and liabilities		363 822 365	356 368 608

Oslo, 21.04.2023
The board of Adra Holdings AS

DocuSigned by:

Karl Kristian Lund Bendixby
chairman of the board

DocuSigned by:

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Kjell Jone Notvik
general Manager



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Notes to the financial statement 2022

Note 1 Accounting principles

The annual accounts have been prepared in accordance with the Accounting Act and generally accepted accounting principles. All figures are presented in NOK.

Classification

Assets intended for long term ownership or use are classified as fixed assets. Assets relating to the operating cycle have been classified as current assets. Other receivables are classified as current assets if they are to be repaid within one year after the transaction date. Similar criteria apply to liabilities. First year's instalment on long term liabilities and long term receivables are, however, not classified as short term liabilities and current assets.

Investments in other companies

The cost method is applied to investments in other companies. The carrying amount is increased when funds are added through capital increases or when group contributions are made to subsidiaries. Dividends received are generally recognised as income. Dividends/group contribution from subsidiaries are booked in the same year as the subsidiary makes the provision for the amount. Dividends from other companies are reflected as financial income when the dividends are approved. Investments are written down to fair value if the fair value is lower than the carrying amount.

Receivables

Accounts receivables and other receivables are recorded in the balance sheet at face value after deduction of provisions for expected loss. Provisions for losses are made on the basis of individual assessments of the individual receivables.

Additionally, for accounts receivables, an unspecified provision is made to cover expected losses.

Tax

The tax charge in the income statement includes both payable taxes for the period and changes in deferred tax. Deferred tax is calculated at 22 % on the basis of the temporary differences that exist between accounting and tax values, as well as any possible taxable loss carried forwards at the end of the accounting year. Tax enhancing or tax reducing temporary differences, which are reversed or may be reversed in the same period, have been offset and netted.

Tax reduction on group contributions given and tax on group contribution received, booked as a reduction of cost price or taken directly to equity, are booked directly against tax in the balance sheet (offset against payable taxes if the group contribution has affected payable taxes, and offset against deferred taxes if the group contribution has affected deferred taxes).

Foreign currencies

Receivables and liabilities in foreign currency, which are not hedged using forward contracts, are valued at the exchange rate at the end of the financial year.

Cash Flow statement

The cash flow statement has been prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits, and other short term investments which immediately and with minimal exchange risk can be converted into known cash amounts, with due date less than three months from purchase date.

Accounting period

The accounting period is from 01. February to 31. January.

Further in the notes we use "2022" for the period 01.02.2021 - 31.01.2022, and "2021" for the period 01.01.2020 - 31.01.2021.



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Notes to the financial statement 2022

Note 2 Salary costs, benefits and audit

Adra Holdings AS has not had any salary costs or benefits in the period 01.02.2021 - 31.01.2022 and there are no such obligations.

Statutory audit fees amount to NOK 50 375 for the accounting year as of 31.01.2022.
In addition, a cost of NOK 0 in other assistance and technical preparation of financial statement and tax papers. (Amounts are inclusive of VAT).

Note 3 Inter-company items between companies in the same group

	31.01.2022	31.01.2021
Receivables		
Short-term receivables within the group	5 179 510	15 817 319
Total	5 179 510	15 817 319
Long term receivables		
Short-term liabilities within the group	19 391 485	0
Total	0	0
Short term liabilities		
Short-term liabilities within the group	0	0
Total	0	0
Long term liabilities		
Long term loans from companies in the same group (interest included)	-118 025 077	0
Total	-118 025 077	0

Long term liabilities:

Interest shall accrue on the outstanding principal amount at the rate of 1.85 % per annum.
For the period 01.02.2021 - 31.01.2022, interest cost is calculated NOK 618 647.

Note 4 Tax

This year's tax expense	2022	2021
Entered tax on ordinary profit/loss:		
Payable tax	0	413 899
Changes in deferred tax assets	0	0
Tax expense on ordinary profit/loss	0	413 899
Taxable income:		
Result before tax	-5 179 510	4 585 503
Permanent differences	0	0
Received intra-group contribution	5 179 510	0
Allocation of loss to be brought forward	0	-2 704 142
Taxable income	0	1 881 361
Payable tax in the balance:		
Payable tax on this year's result	-1 139 492	0
Payable tax on received Group contribution	1 139 492	0
Owing assessed tax from previous years	0	413 899
Total payable tax in the balance	0	413 899



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Notes to the financial statement 2022

The tax effect of temporary differences and loss for to be carried forward that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences

	2022	2021	Difference
Deferred tax assets (22 %)	0	0	0

Deferred tax not included in the balance sheet.

Note 5 Shares in subsidiaries

	Ownership/ voting interest	Book value	Result 31.01.2022	Equity capital 31.01.2022
Trintech AS	100%	0	17 238 128	58 967 130

Adra Holdings AS is the parent company in a subgroup, no consolidation has been made in accordance with the Accounting Act § 3-7.

Trintech Technologies Ltd prepares consolidated accounts where Adra Holdings AS is included in the consolidation. Group accounts can be obtained from Trintech Technologies Ltd, c / o MBSL, 13 Classon House, Dundrum Business Park, Dublin 14 X9F9.

Note 6 Bank deposits

Funds standing on the tax deduction account (restricted funds) are NOK 0.

Note 7 Equity capital

	Share capital	Other equity capital	Total equity capital
Equity capital 01.02.2021	60 000	245 353 389	245 413 389
Result for the period		-5 179 510	-5 179 510
Given intra-group contribution		5 179 510	5 179 510
As at 31.01.2022	60 000	245 353 389	245 413 389

Note 8 Shareholders

The share capital in Adra Holdings AS as of 31.01.2022 consists of:

	Number	Nominal value	Balance sheet value
Ordinary shares	1 000	60	60 000
Sum	1 000	60	60 000

Ownership structure

	Number	Ownership	Voting share
Trintech Technologies Limited	1 000	100%	100%
Total shares	1 000	100%	100%

Adra Holdings AS

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FAVORDALE LIMITED
DIRECTORS' REPORT AND CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST JANUARY 2022



FAVORDALE LIMITED

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FAVORDALE LIMITED
DIRECTORS AND OTHER INFORMATION
FOR THE YEAR ENDED 31ST JANUARY 2022

Directors	Alan Fitzpatrick Daniel Joseph Hanley
Secretary	Alan Fitzpatrick & Co Limited
Registered Office	Gorse Valley Tipperkevin Ballymore Eustace Co Kildare
Registered Number	614581
Solicitors	McCann Fitzgerald Riverside One Sir John Rogerson's Quay Dublin 2 Kirkland & Ellis LLP 300 North LaSalle Chicago, IL 60654 USA
Bankers	Bank of Ireland Stillorgan Co. Dublin. JP Morgan Bank Luxembourg S.A. 200 Capital Dock 79 Sir John Rogersons Quay Dublin 2
Auditors	RSM Ireland Business Advisory Limited t/a RSM Ireland Statutory Audit Firm Trinity House Charleston Road Ranelagh Dublin 6



FAVORDALE LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 31 January 2022

The directors present their annual report and audited Financial Statements of the Group for the year ended 31st January 2022.

PRINCIPAL ACTIVITIES

Favordale Limited is organised as a private limited company under the laws of Ireland and is a wholly owned subsidiary of Wolverine Holdings Sarl (Luxembourg). Wolverine Holdings Sarl is a wholly owned subsidiary of Wolverine Topco Inc (Cayman Islands). On 29 December 2017, Wolverine Topco Inc acquired all of the equity interests of Ranger Finance Limited through its wholly owned subsidiary Favordale Limited, in a transaction referred to hereafter as the acquisition.

Favordale Limited and its wholly owned subsidiaries ('the Group' trading as Trintech Group) are a major international provider globally of integrated financial governance, risk management and compliance (GRC) solutions focused on the office of the CFO. The Group's recognised expertise in reconciliation process management, financial data aggregation, financial close, disclosure management, risk management and compliance enables customers to gain greater stability and control over their critical financial processes leading to better overall business performance.

Many organisations are realising the benefits of the group's configurable and highly scalable solutions every day to: ensure the accuracy and integrity of financial data; identify and reduce transaction risk; improve the quality and timeliness of disclosure management and strengthen internal controls to support compliance requirements.

The Group provides cloud-based financial software solutions for the record-to-report process. The Groups products aim to produce greater stability and control over their critical record-to-report financial processes, leading to better overall business performance. These software solutions are designed to help customers to ensure the accuracy and integrity of financial data, identify and reduce transaction risk, optimise employee efficiency, and improve reporting and strengthen internal controls to support compliance requirements. The Groups Cadency® platform automates and manages all aspects of the financial close - including balance sheet reconciliation, journal entries, close tasks, governance, compliance, and reporting for large enterprise organisations. The Adra® Suite provides cloud-based, financial close and reconciliation solutions for mid-sized companies looking to quickly increase the efficiency, control and visibility for all key areas of the financial close process. ReconNET™ streamlines operational reconciliations such as bank and credit card transactions, and the Dataflow Transaction Network helps customers with data collection and delivery.

The Group's customer base includes retail chains, commercial companies and financial institutions, and its sales and marketing efforts are divided by region as follows:

- Europe, Middle East and Africa;
- North and South America; and
- Australia.

The Group's principal market is the United States, which represents approximately 66% of the Group's total revenues in fiscal 2022 (2021: 67%).

REVIEW OF THE DEVELOPMENT, PERFORMANCE OF THE BUSINESS AND KEY PERFORMANCE INDICATORS

Turnover was US\$132.9 million for the year ended 31 January 2022 (2021: US\$123.9 million). The loss on ordinary activities before taxation for the year amounted to US\$50.8 million (2021: US\$48.6 million). Following a taxation credit of US\$Nil million (2021: US\$0.3 million) the loss retained for the year was US\$50.8 million (2021: US\$48.3 million).

During the year, the Group continued its investment program to drive financial governance, risk management and compliance (Financial GRC) revenue growth in vertical markets such as healthcare, energy, financial services, technology, retail and manufacturing.

LIKELY FUTURE DEVELOPMENTS

The Group's mission is to be the leading global provider of integrated Financial GRC software solutions. The Group is growing its financial software solutions and services business through capitalising on an increasing demand for Financial GRC solutions globally; offering new products and services to its existing customer base and expanding indirect sales channels through new partners and marketing alliances. The future growth of the Group will be underpinned by a strong core customer base and an established market position.



FAVORDALE LIMITED DIRECTORS' REPORT – (Continued) FOR THE YEAR ENDED 31ST JANUARY 2022

The key components of the Group's strategy are:

- Continue to increase revenues for its solutions in the Financial GRC software market, where there is demand for an integrated suite of Financial GRC applications;
- Maintain direct sales resources and invest in indirect channels through strategic partnerships to increase market share for its key products in new markets and in new geographies;
- Expand demand for compliance and financial control modules (Cadency™, Adra Suite & ReconNET) across its existing customer base;
- Extract cost synergies from existing business to drive growth in Earnings before Interest, Tax, Depreciation and Amortisation or EBITDA; and
- Maintain a high level of recurring revenue streams.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties which the Group faces are set out below:

- *Conditions and changes in the national and global economic and political environments may adversely affect the Group's business and financial results.*

Adverse economic conditions in markets that the Group operate in can harm its business.

- *The Group will depend on sales of its financial governance, risk management, and compliance (GRC) software and services to customers located in the United States for a large majority of its total revenues.*

For the period, U.S. customers accounted for 66% (2021: 67%) of the Group's turnover. Any material reduction in demand for the Group's products and services in the United States could adversely affect the Group's business, financial condition and results of operations.

- *The Group's businesses collect, use and retain personal customer information and enable customer transactions, which presents security risks, requires the Group to incur expenses and could harm its business.*

Although the Group has sophisticated network and application security, internal control measures, and physical security procedures to safeguard its systems, there can be no assurance that a security breach, loss or theft of personal information will not occur, which could harm the business, customer reputation and results of operations. If the business expands to new industry segments that are regulated for privacy and security, or to countries outside the United States that have more strict data protection laws, compliance requirements and costs will increase.

- *New versions and releases of the Group's products may contain errors or defects.*

The Group's software products are complex and, accordingly, may contain undetected errors or be subject to intermittent failures when first introduced or as new versions are released. This may result in the loss of, or delay in, market acceptance of the Group's products.

- *The Group could be subject to potential product liability claims and third party liability claims related to products and services.*

Any errors, defects or other performance problems could result in financial or other damages to the Group's customers. A product liability claim brought against the Group, even if not successful, would likely be time consuming and costly and could seriously harm the Group's business.

- *The Group may be unsuccessful in developing and selling new products or in penetrating new markets.*

The Group's competitiveness and future success depend on its ability to develop, market and sell new products and services on a timely and cost effective basis. A fundamental shift in technologies in any of the Group's markets could harm its competitive position within these markets.



FAVORDALE LIMITED
DIRECTORS' REPORT – (Continued)
FOR THE YEAR ENDED 31ST JANUARY 2022

PRINCIPAL RISKS AND UNCERTAINTIES – (Continued)

- *The Group may fail to adequately integrate acquired products, technologies or businesses.*

The Group evaluates opportunities to acquire additional product offerings, complementary technologies and businesses. Turnover from the acquired businesses may not be sufficient to support the costs associated with those businesses, thereby adversely affecting the Group's operating margins in the future.

- *The Group depends on a few key personnel to manage and operate.*

The loss of certain members of the Group's senior management, including the Group's Chief Executive Officer, could have a material adverse effect on the Group's business and prospects.

- *If the Group is unable to retain and attract highly skilled personnel with experience in retail software and transaction services industries, the business may be unable to grow.*

The Group is dependent upon the ability to attract and hire, when necessary, as well as train and retain highly skilled technical, sales and marketing, engineering, support and other highly skilled personnel with knowledge in funds management, financial governance, reconciliation workflow, transaction risk management, internet and other expertise.

- *Regulatory compliance, including the cost of complying with legislative actions and potential new accounting pronouncements, may result in increased costs that would affect the Group's future financial position and results of operations.*

Regulatory compliance, including the cost of complying with legislative actions and changes in accounting rules may materially increase the Group's operating expenses and adversely affect its operating results.

RESEARCH AND DEVELOPMENT

The Group intends to continue to develop innovative Financial GRC solutions to respond to the needs of the Group's customers in this rapidly changing industry, particularly where the Group believes that it can leverage its existing product set. The Group has developed its products independently, through the Group's research and development team, through funded development projects and through acquisition.

The Group has concentrated research and development in the following metropolitan areas:

- *Dallas, Texas:* Financial GRC products and services;

For the period, approximately 14.3% (2021: 14.8%) of the Group's revenues were dedicated to research and development expenses. Research and development expenses totalled US\$19 million for the year (2021: US\$18.3 million).

DIVIDENDS

The directors approved the payment of an interim dividend of \$106,000 during the period.

ACCOUNTING RECORDS

To ensure that adequate accounting records are kept in accordance with sections 281 to 285 of the Companies Act 2014, the directors have employed appropriately qualified accounting personnel and have maintained appropriate computerised accounting systems. The accounting records are kept jointly at Suite 13, Classon House, Dundrum Business Park, Dundrum and at 5600 Granite Parkway, Suite 10,000, Plano, Texas 75024, United States of America.



FAVORDALE LIMITED DIRECTORS' REPORT – (Continued) FOR THE YEAR ENDED 31ST JANUARY 2022

DIRECTORS

The names of the persons who were directors at any time during the year ended 31 January 2022 are listed on page 2.

DIRECTORS' AND SECRETARY'S INTEREST

The directors and the secretary and their families who held office at did not have any direct or beneficial interest in the shares of the Company or any other Group companies or the ultimate parent undertaking, Summit Partners L.P. at the beginning or end of the financial period.

There were no changes in shareholdings between 31 January 2022 and the date of signing the financial statements.

SUBSIDIARY COMPANIES

The disclosures required under the Companies Act 2014 in respect of subsidiary undertakings are provided in note 13 to the Financial Statements.

POLITICAL DONATIONS

The Electoral (Amendment) (Political Funding) Act, 2012, requires companies to disclose all political donations over €200 in aggregate made during the financial period. The directors, on enquiry, have satisfied themselves that no such donations in excess of this amount have been made by the company.

IMPACT OF COVID-19

The Group did not experience material impacts to its consolidated financial condition and results of operations during the year ended 31 January 2022, because of the on-going COVID-19 pandemic. The Group is continuing to monitor the ongoing impact of Covid 19 to ensure any appropriate actions can be taken to mitigate any potential impact.

EVENTS AFTER THE BALANCE SHEET DATE

There were no significant events between the end of the reporting period and the date of signing the financial statements which require adjustment to or disclosure in the financial statements.

STATEMENT OF RELEVANT AUDIT INFORMATION

There is no relevant audit information of which the statutory auditors are unaware. The directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and they have established that the statutory auditors are aware of that information.

STATEMENT OF COMPLIANCE

The directors of the company:

- acknowledge that they are responsible for securing the company's compliance with its relevant obligations; and
- confirm that the following have been done:

- (i) the drawing up of a statement setting out the company's policies (that, in the directors opinion, are appropriate to the company) respecting compliance by the company with its relevant obligations;
- (ii) the putting in place of appropriate arrangements or structures that are, in the directors opinion, designed to secure material compliance with the company's relevant obligations; and
- (iii) the conducting of a review, during the financial year, of any arrangements or structures that have been put in place.

In finalising the above Statement of Compliance, the directors have considered the compliance of the company's subsidiaries with its relevant obligations under the Companies Acts 2014.



FAVORDALE LIMITED
DIRECTORS' REPORT – (Continued)
FOR THE YEAR ENDED 31ST JANUARY 2022

AUDIT COMMITTEE

The Directors are aware of the requirements of Section 167 of the Companies Act 2014 which introduced the requirement for large companies to consider the establishment of an Audit Committee. The Directors have decided not to establish an Audit Committee as they have full access to the Audit Committee in the Company's subsidiary Ranger Acqco HoldCo Limited. The Directors will continue to keep their decision under review.

AUDITORS

The auditors, RSM Ireland Business Advisory Limited t/a RSM Ireland have indicated their willingness to continue in office in accordance with the provisions of section 383(2) of the Companies Act 2014.

Signed on behalf of the board

Alan Fitzpatrick
Director

21/12/22

Daniel Joseph Hanley
Director



FAVORDALE LIMITED
STATEMENT OF DIRECTORS RESPONSIBILITIES
FOR THE YEAR ENDED 31ST JANUARY 2022

STATEMENT OF DIRECTORS RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable Irish law and regulations.

Irish company law requires the directors to prepare financial statements for each financial period. Under the law the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council. Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the company as at the financial period end date and of the profit or loss of the company for the financial period and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company financial statements and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- assess the group and parent company's ability to continue as a going concern, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

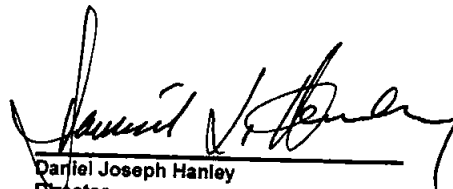
The directors are responsible for ensuring that the company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the company, enable at any time the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy and enable them to ensure that the financial statements and directors' report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Signed on behalf of the board



Alan Fitzpatrick
Director

21/12/22



Daniel Joseph Hanley
Director



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FAVORDALE LIMITED

Report on the audit of the financial statements

Opinion

We have audited the group and parent company financial statements of Favordale Limited and its subsidiaries ('the group') for the year ended 31 January 2022 which comprise the Group Profit and Loss Account, Group Statement of Comprehensive Income, the Group Balance Sheet, the Company Balance Sheet, the Group Statement of Changes in Equity, Company Statement of Changes in Equity, the Group Cash Flow Statement and the related notes to the financial statements, including a summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is Irish Law and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Company as at 31 January 2022 and of its loss for the financial year then ended;
- give a true and fair view of the assets, liabilities and financial position of the Group as at 31 January 2022 and of its loss for the financial year then ended
- have been properly prepared in accordance with FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards 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 ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's or the Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our Auditor's Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2014

Based solely on the work undertaken in the course of the audit, we report that:

- in our opinion, the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- in our opinion, the Directors' Report has been prepared in accordance with the Companies Act 2014.

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited. The financial statements are in agreement with the accounting records.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FAVORDALE LIMITED

Matters on which we are required to report by exception

Based on the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report. The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as they determine 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, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to the going concern and using the going concern basis of accounting unless management either intends to liquidate the group or to cease operation, 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 (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in 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 in accordance with ISAs (Ireland), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 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 the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting 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 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 content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 TO THE MEMBERS OF FAVORDALE LIMITED

The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the company's shareholders, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume any responsibility to anyone other than the company and the company's shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.

Niall May
for and on behalf of
RSM IRELAND BUSINESS ADVISORY LTD
Statutory Audit Firm
Trinity House
Charleston Road
Ranelagh, Dublin 6

Date: 21 December 2022



FAVORDALE LIMITED GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 January 2022

	Notes	Year ended 31 January 2022	Year ended 31 January 2021
		US\$'000	US\$'000
Turnover	5	132,907	123,887
Cost of sales		(42,107)	(35,278)
Gross profit		90,800	88,609
Research and development costs		(19,013)	(18,361)
Sales and Marketing costs		(34,551)	(29,979)
General and administrative costs		(71,800)	(71,838)
Operating loss	6	(34,564)	(31,569)
Loss on ordinary activities before interest		(34,564)	(31,569)
Interest payable and similar charges	9	(16,316)	(17,101)
Loss on ordinary activities before taxation		(50,880)	(48,670)
Tax on loss on ordinary activities	10	-	314
Loss for the financial period		(50,880)	(48,356)
Loss for the period attributable to:			
Owners of the parent company		(50,880)	(48,356)

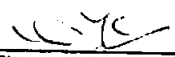
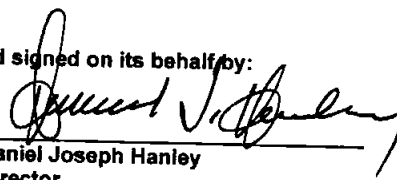


FAVORDALE LIMITED
GROUP STATEMENT OF COMPREHENSIVE INCOME
AS AT 31ST JANUARY 2022

	<u>Year ended</u> <u>31 January 2022</u>	<u>Year ended</u> <u>31 January 2021</u>
	US\$'000	US\$'000
Loss for the period	(50,880)	(48,356)
Exchange differences on retranslation of net assets of subsidiary undertakings	(5,333)	5,967
Total comprehensive income for the financial year	<u>(56,213)</u>	<u>(42,389)</u>
Comprehensive income for the year attributable to:		
Owners of the parent company	(56,213)	(42,389)
	<u>(56,213)</u>	<u>(42,389)</u>

**FAVORDALE LIMITED**
GROUP BALANCE SHEET
AS AT 31ST JANUARY 2022

		2022 US\$'000	2021 US\$'000
Fixed Assets			
Intangible assets	11	279,079	332,205
Tangible assets	12	6,473	4,662
		<u>285,552</u>	<u>336,867</u>
Current Assets			
Debtors falling due within one year	14	41,111	40,503
Debtors falling due after one year	15	7,308	2,996
Cash at bank and in hand	32	30,446	36,898
		<u>78,865</u>	<u>80,397</u>
Creditors (amounts falling due within one year)	16	<u>(96,667)</u>	<u>(88,352)</u>
		<u>(96,667)</u>	<u>(88,352)</u>
Net Current Liabilities		<u>(17,802)</u>	<u>(7,955)</u>
Total Assets less Current Liabilities		<u>267,750</u>	<u>328,912</u>
Creditors (amounts falling due after more than one year)	17	<u>(222,618)</u>	<u>(231,082)</u>
Net Assets		<u>45,132</u>	<u>97,830</u>
Capital and Reserves			
Called up share capital presented as equity	20	-	-
Capital Contribution reserve	21	301,087	297,572
Other reserves		(6,179)	(846)
Profit and loss account		(249,776)	(198,896)
Equity shareholders' funds		<u>45,132</u>	<u>97,830</u>

Approved by the board on 21/12/22 and signed on its behalf by:
Alan Fitzpatrick
Director
Daniel Joseph Hanley
Director



FAVORDALE LIMITED
COMPANY BALANCE SHEET
AS AT 31ST JANUARY 2022

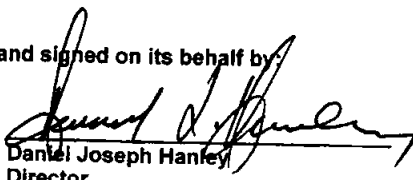
	<u>Notes</u>	<u>2022</u> <u>US\$'000</u>	<u>2021</u> <u>US\$'000</u>
FIXED ASSETS			
Financial assets	13	<u>392,806</u>	<u>392,806</u>
CURRENT ASSETS			
Debtors		<u>-</u>	<u>-</u>
CREDITORS (amounts falling due within one year)		<u>-</u>	<u>-</u>
NET CURRENT ASSETS		<u>-</u>	<u>-</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>392,806</u>	<u>392,806</u>
CREDITORS (amounts falling due after more than one year)		<u>-</u>	<u>-</u>
NET ASSETS		<u>392,806</u>	<u>392,806</u>
CAPITAL AND RESERVES			
Called up share capital presented as equity	20	<u>-</u>	<u>-</u>
Capital Contribution	21	<u>392,806</u>	<u>392,806</u>
Equity shareholders' funds		<u>392,806</u>	<u>392,806</u>

Approved by the board on

21/12/22

and signed on its behalf by


Alan Fitzpatrick
Director


Daniel Joseph Hanley
Director



FAVORDALE LIMITED
GROUP STATEMENT OF CHANGES IN EQUITY
AS AT 31ST JANUARY 2022

	Share capital	Retained earnings	Foreign currency translation reserve	Capital Contribution Reserve	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
At 01 February 2021	-	(198,896)	(846)	297,572	97,830
Movement ¹	-	-	-	-	-
Profit/(Loss) for the year	-	(50,880)	-	-	(50,880)
Other movements in equity attributable to owners					
Share based payments	-	-	-	3,621	3,621
Payment of dividend	-	-	-	(106)	(106)
Currency translation adjustment	-	-	(5,333)	-	(5,333)
At 31 January 2022	-	(249,776)	(6,179)	301,087	45,132

	Share capital	Retained earnings	Foreign currency translation reserve	Capital Contribution Reserve	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
At 01 February 2020	-	(150,540)	(6,813)	294,251	136,898
Movement ¹	-	-	-	-	-
Profit/(Loss) for the year	-	(48,356)	-	-	(48,356)
Other movements in equity attributable to owners					
Share based payments	-	-	-	3,321	3,321
Currency translation adjustment	-	-	5,967	-	5,967
At 31 January 2021	-	(198,896)	(846)	297,572	97,830



FAVORDALE LIMITED
COMPANY STATEMENT OF CHANGES IN EQUITY
AS AT 31ST JANUARY 2022

	Share capital	Retained earnings	Foreign currency translation reserve	Capital Contribution Reserve	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
At 01 February 2021	-	-	-	392,806	392,806
Profit/(Loss) for the period	-	-	-	-	-
Other movements in equity attributable to owners					
Capital contribution	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-
At 31 January 2022	-	-	-	392,806	392,806

	Share capital	Retained earnings	Foreign currency translation reserve	Capital Contribution Reserve	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
At 01 February 2020	-	-	-	392,806	392,806
Profit/(Loss) for the period	-	-	-	-	-
Other movements in equity attributable to owners					
Capital contribution	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-
At 31 January 2021	-	-	-	392,806	392,806



FAVORDALE LIMITED
GROUP STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31ST JANUARY 2022

	<u>Notes</u>	<u>2022</u> <u>US\$'000</u>	<u>2021</u> <u>US\$'000</u>
Cash flow from operating activities	22	<u>32,411</u>	<u>38,756</u>
Taxation			
Taxes paid		(1,141)	(1,708)
Cash flows from investing activities			
Purchase of tangible fixed assets		(1,316)	(427)
Capitalised software development costs		<u>(3,582)</u>	<u>(978)</u>
Net Cash used in investing activities		<u>(4,898)</u>	<u>(1,405)</u>
Cash flows from financing activities			
Interest paid		(16,316)	(17,101)
Proceeds from long term borrowings		-	13,000
Principal payments on term loan		(12,107)	(2,107)
Principal payments on Financed assets		(2,111)	-
Dividends		(106)	-
Payments on Capital Leases		(44)	(1,579)
Payment of Debt costs		(559)	-
Net Cash used in financing activities		<u>(14,927)</u>	<u>(7,787)</u>
Net (Decrease)/Increase in cash and cash equivalents		<u>(4,871)</u>	<u>27,856</u>
Reconciliation of net cash inflow (outflow) to movement in net funds			
Increase in cash in period		(4,871)	27,856
Cashflows from decrease in debt		<u>1,869</u>	<u>1,286</u>
Change in net debt from cash flows		(3,002)	29,142
Net debt at beginning of period		(165,158)	(195,461)
Effect of exchange rate changes on cash and cash equivalents		(1,583)	1,161
Net debt at end of period	33	<u>(169,743)</u>	<u>(165,158)</u>



FAVORDALE LIMITED NOTES TO THE GROUP FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 January 2022

GENERAL INFORMATION

Favordale Limited is a company limited by shares incorporated in the Republic of Ireland, registered address Gorse Valley, Tipperkevin, Ballymore Eustace, Co. Kildare. The nature of the group's operations and its principal activities are set out in the Directors' Report.

1. ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared on the going concern basis in accordance with accounting standards generally accepted in Ireland including FRS 102 and Irish statute comprising the Companies Act 2014 and the European Communities (Companies: Group Accounts) Regulations, 2010. Accounting Standards issued by the Financial Reporting Council and generally accepted in Ireland in preparing the financial statements giving a true and fair view are those published by the Institute of Chartered Accountants in Ireland and issued by the Financial Reporting Council. The Financial Statements are presented in US Dollars (US\$) which is also the functional currency of the Company.

The Company has availed of the exemption in section 304 of the Companies Act 2014, to not present a separate Company Profit and Loss account.

FRS 102 exemptions claimed

The Company is a qualifying entity for the purposes of FRS 102. As a qualifying entity the Company has availed of a number of exemptions from the disclosure requirements of FRS 102 in the preparation of the Company financial statements.

The Company has notified its shareholders in writing about, and they do not object to, the disclosure exemptions availed of by the Company in the entity financial statements. In accordance with FRS 102 the Company has availed of an exemption from the following paragraphs of FRS 102:

The requirements of section 7 and paragraph 3.17(d) to present a company statement of cash flows.

Under FRS102, 33.1A, the Company is exempt from disclosing other related party transactions as they are with other companies that are wholly owned within the group.

(b) Basis of consolidation

The Financial Statements consolidate the results of Favordale Limited and all its subsidiary undertakings.

(c) Turnover

Turnover represents the value of goods and services supplied to external customers and excludes intercompany sales and value added tax.

(d) Revenue recognition

The Group's revenues are derived from licence fees and charges for services. The Group recognises licence revenue in accordance with the Financial Accounting Standards Board ("FASB") ASC 606 "Revenue from Contracts with Customers" except where these criteria conflict with the requirements of FRS 102.

The Group generates revenue primarily from three sources: SaaS, maintenance and support, and professional services, such as implementation, training, and consulting. For these services, revenue is recognised as promised services are transferred to our customers in an amount that reflects the consideration the Group expects to receive in exchange for those services. The Group also sells products that include a software term license bundled with maintenance and support.

The Group determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, the Group satisfies a performance obligation

SaaS subscription revenues primarily consist of fees that provide customer access to one of more of our cloud-based applications. Initial subscription contracts are generally three-year, non-cancellable agreements billed annually in advance. Subscription services consist of a series of SaaS access, data maintenance and support services provided throughout the term



FAVORDALE LIMITED NOTES TO THE GROUP FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 January 2022

(d) Revenue recognition (continued)

of the contract and revenue is recognised rateably over the term of the contract beginning on the date access to our service is made available to the customer.

The Group provides maintenance and support services to customers with term and perpetual software licenses. Services may also include hosting the customer's license in the data centres. Term software license contracts include a bundle of a distinct software license with support and maintenance services. The transaction price is allocated between the software license and support and maintenance based upon the stand-alone selling price ("SSP") of the software and services performance obligations. Software license revenues are recognised at the point in time the customer has both the contractual right to use the software and the Group has provided access to the product. Revenues allocated to support and maintenance obligations are recognised rateably over the period services are provided to customers.

Professional services consist of implementation, training and consulting services to assist customers as they deploy our solutions. These services are considered distinct performance obligations and do not result in significant customization of the subscription service. Revenue is recognised as services are performed and invoiced monthly for time and material contracts. For fixed fee contracts, revenue is recognised on a proportional performance method based upon hours completed compared to estimated hours for the contracts. The Group applies the practical expedient to recognize professional services revenue when it has the right to invoice based on time and materials incurred.

Contracts with customers often require us to transfer multiple performance obligations over the duration of the contract. The Group uses significant judgement to estimate the SSP of these performance obligations and the associated consideration we expect to receive from customers. Determining whether products and services are considered distinct performance obligations also requires significant judgment. The transaction price is generally determined by the stated fixed fees in the contract, excluding taxes. The Group has determined that none of the contracts includes a significant financing component. Reimbursable expenses are presented gross.

The Group determines the SSP of maintenance and support and professional services based on numerous factors including the Group's overall pricing objectives, geography, customer size and number of users, and discounting practices. The Group uses historical maintenance renewal fees to estimate SSP for maintenance and support fees bundled with software licenses. The Group may use the residual method to allocate consideration to SaaS offerings because SaaS solutions are highly variable due to factors such as the nature and number of users, instances, transactions, data storage and features.

(e) Cost of sales

Cost of license revenues includes shipping, software documentation, labour, third-party license fees and other costs associated with the delivery of software products from which license revenue is derived and the cost of providing after-sale support and maintenance services to customers and amortisation of acquired technology costs. Cost of service revenues includes labour, travel and other non-recoverable costs associated with the delivery of services to customers.

(f) Research and development costs

Research costs are expensed as incurred. Development expenditure on an individual project is recognised as an intangible asset when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the asset and the ability to measure reliably the expenditure during development. Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. During the period of development, the asset is tested for impairment annually.

The Group capitalised software development costs of \$3,582,000 (2021: \$978,000) during the year.

(g) Goodwill, purchased technology and trade names

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired in various business acquisitions. Goodwill is amortised on a straight-line basis over its estimated useful economic life.

Purchased technology and trade names are recorded at their fair value at the date of acquisition and are amortised on a straight-line basis over their estimated useful economic life.

The carrying value of goodwill and intangible assets is reviewed for impairment at the end of the first full year following acquisition and in other periods if events or changes in circumstances indicate the carrying value may not be recoverable. When the Group determines that the carrying value of goodwill may not be recoverable, the Group tests for impairment using a projected discounted cash flow model with a discount rate commensurate with the risk inherent in the Group's current business model.



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 January 2022

(h) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of the recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

The carrying value of goodwill is reviewed for impairment at the end of the first full year following acquisition and in other periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Impairment is determined for goodwill by assessing the recoverable amount of the cash-generating units, to which the goodwill relates. Where the recoverable amount of the cash-generating units is less than their carrying amount an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

(i) Taxation

Current taxation represents the amount expected to be paid or recovered in respect of tax on the profits for the period and is calculated using the taxation rates and laws that have been enacted substantively at the Balance Sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Balance Sheet date where transactions or events that result in an obligation to pay more, or a right to pay less, tax in the future have occurred at the Balance Sheet date. Timing differences are differences between profit as computed for taxation purposes and profit as stated in the Financial Statements, which arise because certain items of income and expenditure in the Financial Statements are dealt with in different periods for taxation purposes.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the Balance Sheet date.

(j) Foreign currency translation

The Group Financial Statements are presented in US Dollars (US\$), which is also the reporting currency of the Company's US and Cayman Island subsidiaries. The Euro (€) is the reporting currency of the Company's subsidiaries in Ireland, with the exception of Trintech Group Limited which reports in US\$. The Pound Sterling (Stg£) is the reporting currency of the Company's UK subsidiary. The Norwegian krona, Swedish krona and Danish krone are the functional currencies of the Company's subsidiaries in Norway, Sweden and Denmark, respectively. The functional currency of the company is US Dollars (US\$).

Foreign currency transactions are translated into the reporting currency of the relevant Group company at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities are retranslated at the rate of exchange ruling at the Balance Sheet date. Exchange gains and losses arising on the settlement of foreign currency transactions and on the translation of monetary items, are reflected in the Profit and Loss Account.

The assets and liabilities of non-US\$ subsidiaries are translated into US\$ at the exchange rate ruling at the Balance Sheet date and their Profit and Loss Accounts at the average exchange rates for the period. The exchange differences arising are reflected in the foreign currency translation reserve. On the disposal of a foreign subsidiary, the cumulative exchange differences are reflected in the Group Profit and Loss Account as part of the gain or loss on disposal.



FAVORDALE LIMITED NOTES TO THE GROUP FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 January 2022

(k) Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is computed on costs less residual values, using the straight-line method over estimated useful lives of the assets as follows:

- | | |
|---------------------------------|--------------|
| - Office furniture and fittings | 3 - 7 years. |
| - Computer and office equipment | 3 - 7 years. |

The Group conducts an annual impairment review of tangible fixed assets, and any impairment losses are taken to the profit and loss account in the year that they are identified.

(l) Intangible fixed assets

Intangible assets represent cost of in-place technology, customer relationships and trade names/trademarks acquired at fair value at the date of the acquisition and are being amortised over their useful economic lives in accordance with FRS 102.

(m) Leasing

Assets held under leasing arrangements that transfer substantially all the risks and rewards of ownership to the Group are capitalised. The capital element of the related rental obligations is included in creditors. The interest element of the related rental obligations is charged to the Profit and Loss Account so as to produce a constant rate of charge.

Operating lease rentals are charged to the Profit and Loss Account on a straight-line basis over the lease term.

(n) Retirement benefits

The Group contributes to certain employee private pension plans but does not operate a pension plan or provide for other retirement benefits on behalf of its employees.

(o) Business combinations

The Group accounts for business combinations under FRS 102. Assets and liabilities of the Company acquired are included in the Group Balance Sheet at their fair value at the date of acquisition. The difference between the fair value of the consideration given and the fair value of the net assets of the entity acquired is accounted for as goodwill.

(p) Share based payments

The group issues equity-settled share-based payments to certain employees (including directors). Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, together with a corresponding increase in equity, based upon the company's estimate of the shares that will eventually vest.

Fair value is measured using the Black-Scholes Pricing Model for equity settled payments. The expected life used in the models have been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Where the terms of an equity-settled transaction are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

Where an equity-settled transaction is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognised for the transaction is recognised immediately. However, if a new transaction is substituted for the cancelled transaction and designated as a replacement transaction on the date that it is granted, the cancelled and new transactions are treated as if they were a modification of the original transaction, as described in the previous paragraph.

(q) Financial Instruments

Ordinary Share Capital

The ordinary share capital of the company is presented as equity.

Unlisted Investments

The company holds investments in unlisted non-puttable equity shares of a number of entities. It is considered by the directors that the fair value of these shares cannot be measured reliably. These investments are measured at cost less impairment.

Cash and cash equivalents

Cash consists of cash on hand and demand deposits. Cash equivalents consist of short term highly liquid investments that are readily convertible to known amounts of cash that are subject to an insignificant risk of change in value.



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 January 2022

(q) *Financial Instruments (cont.)*

Other financial assets

Other financial assets including trade debtors arising from goods sold to customers on short-term credit, are initially measured at the undiscounted amount of cash receivable from that debtor, which is normally the invoice price. If payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate, this constitutes a financing transaction, and the financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Subsequently, other financial assets are measured at amortised cost less impairment, where there is objective evidence of impairment.

Loans and borrowings

All loans made by the company are initially recorded at the amount of cash advanced plus transaction costs incurred, unless the arrangement constitutes, in effect, a financing transaction, in which case it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument. Subsequently loans made by the company are stated at amortised cost using the effective interest rate method less impairment, where there is objective evidence of impairment.

All borrowings by the company are initially recorded at the amount of cash received less separately incurred transaction costs, unless the arrangement constitutes, in effect, a financing transaction, in which case it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument. Subsequently, borrowings are stated at amortised cost using the effective interest rate method.

The computation of amortised cost includes any issue costs, transaction costs and fees, and any discount or premium on settlement, and the effect of this is to amortise these amounts over the expected borrowing period. Loans with no stated interest rate and repayable within one year or on demand are not amortised. Loans and borrowings are classified as current assets or liabilities unless the borrower has an unconditional right to defer settlement of the liability for at least twelve months after the financial year end date.

Other financial liabilities

Other financial liabilities, including trade creditors arising from goods purchased from suppliers on short-term credit, are initially measured at the undiscounted amount owed to the creditor, which is normally the invoice price. Liabilities that are settled within one year are not discounted. If payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate, this constitutes a financing transaction, and the financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Subsequently, other financial liabilities are measured at amortised cost.

2. STATEMENT OF COMPLIANCE

The financial statements have been prepared in accordance with Generally Accepted Accounting Practice in Ireland (accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland, including FRS 102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland", and the Companies Act, 2014.

3. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY

Estimates and judgements are required when applying accounting policies. These are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(i) Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future, which can involve a high degree of judgement or complexity. 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 period are addressed below.

a) Recoverability of debtors

Management make estimates in respect of the recoverable value of trade and other debtors. When assessing the level of provisions required, management consider factors including current trading experience, historical experience and the ageing profile of debtors. See note 14 for the net carrying amount of the debtors.

b) Impairment risk to carrying value of tangible and intangible assets

The carrying value of tangible and intangible assets is assessed for impairment based on the presence of impairment indicators. Management assess impairment risk based on estimates of future cash flows from the related income generating units, either through value-in-use or fair value (less cost to sell). The selection of an appropriate discount rate is a key variable in impairment models.



FAVORDALE LIMITED NOTES TO THE GROUP FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 January 2022

i) Critical accounting estimates and assumptions (cont.)

c) Useful economic lives of tangible and intangible assets

The annual depreciation and amortisation charges for tangible and intangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on future investments, economic utilisation and the physical condition of the assets. See note 11 and 12 for the carrying amount of the intangible and tangible assets.

d) Share-based payments

Certain employees have been granted share-based payments entitlements. Estimates have been made with regard to the likely future shares to be issued under these schemes. Management make this estimate based on historical information and using latest information available on expected exercise of entitlements. This is set out in more detail in note 23 to the financial statements.

4. GOING CONCERN

The group recognised a loss of €50.8m during the year ended 31 January 2022.

The Group has prepared projections covering the period to 31 January 2024 which indicate that, provided the Group trades in line with expectations, the Group will have sufficient funds to meet its liabilities as they fall due.

The directors have considered the trading position up to the date of approval of the financial statements, the projected profit and loss account and cash flow requirements for the period to 31 January 2024 and the basis for the underlying assumptions and are satisfied that they are appropriate.

Accordingly, based on the above, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

5. SEGMENTAL INFORMATION

The Group has one business and operates in one industry segment: Financial GRC. The Group is a leading global provider of integrated Financial GRC solutions for commercial, financial and healthcare markets. The Group's recognised expertise in reconciliation process management, financial data aggregation, financial close and reporting, risk management and compliance enables customers to gain greater visibility and control over their financial processes leading to better overall business performance.

Geographical analysis

The geographical analysis of turnover is based on destination. There is no material difference between this analysis and the split of turnover by origin.

	<u>Year Ended</u> <u>31 January 2022</u> US\$'000	<u>Year Ended</u> <u>31 January 2021</u> US\$'000
Turnover		
United States of America	88,073	83,115
Republic of Ireland	250	375
Rest of Europe	25,927	23,383
Rest of World	18,657	17,014
Total	<u>132,907</u>	<u>123,887</u>



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 January 2022

6. OPERATING LOSS

Operating loss is arrived at after charging

	<u>Year Ended</u> <u>31 January 2022</u> US\$'000	<u>Year Ended</u> <u>31 January 2021</u> US\$'000
Depreciation of tangible fixed assets	3,556	3,243
Amortisation of intangible fixed assets	49,260	53,313
Operating Leases – Land and buildings	2,129	2,467

Auditors' remuneration

Remuneration of the auditors for the statutory audit of the individual Financial Statements of Favordale Limited and other services to the Company is as follows:

	<u>Year Ended</u> <u>31 January 2022</u> US\$'000	<u>Year Ended</u> <u>31 January 2021</u> US\$'000
Audit of the parent individual Financial Statements	5	5
Other assurance services	-	-
Tax advisory services	-	-
Other non-audit services	-	-
	<u>5</u>	<u>5</u>

Remuneration of the auditors for the statutory audit of the Group Financial Statements and other services to the Group is as follows:

	<u>Year Ended</u> <u>31 January 2022</u> US\$'000	<u>Year Ended</u> <u>31 January 2021</u> US\$'000
Audit of the Group Financial Statements	40	40
Other assurance services	-	-
Tax advisory services	-	-
Other non-audit services	-	-
	<u>40</u>	<u>40</u>



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 January 2022

7. EMPLOYMENT

The average number of employees by region was as follows:

	<u>Year Ended</u> <u>31 January 2022</u>	<u>Year Ended</u> <u>31 January 2021</u>
United States of America	332	339
Republic of Ireland	-	-
Rest of World	141	123
	<u>473</u>	<u>462</u>

The average monthly number of persons employed by the Group by department (including Executive Directors) during the period was as follows:

	<u>Year Ended</u> <u>31 January 2022</u>	<u>Year Ended</u> <u>31 January 2021</u>
Research and development	109	94
Professional and support services	95	93
Sales and marketing	182	193
Administration	87	82
	<u>473</u>	<u>462</u>

The staff costs comprise:

	<u>Year Ended</u> <u>31 January 2022</u>	<u>Year Ended</u> <u>31 January 2021</u>
Wages and salaries	60,162	54,194
Other compensation costs	3,894	4,391
Retirement benefit costs	1,782	1,539
Social welfare costs	5,173	4,320
	<u>71,011</u>	<u>64,444</u>

	<u>Year Ended</u> <u>31 January 2022</u>	<u>Year Ended</u> <u>31 January 2021</u>
Share Based Payments	<u>3,621</u>	<u>3,321</u>

The Group does not operate a pension scheme for its employees. However, it does make pension contributions to a private scheme on behalf of certain employees. The group accrued for Payroll and related expenses of \$11,657,000 at 31 January 2022 (2021: US\$9,561,000).

8. DIRECTORS REMUNERATION

	<u>Year Ended</u> <u>31 January 2022</u>	<u>Year Ended</u> <u>31 January 2021</u>
Remuneration	-	-



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
 FOR THE YEAR ENDED 31 January 2022

9. INTEREST PAYABLE AND SIMILAR CHARGES

	<u>Year Ended</u> <u>31 January 2022</u>	<u>Year Ended</u> <u>31 January 2021</u>
	US\$'000	US\$'000
Interest payable charges as follows:		
- bank loans made to the company repayable within five years (note 18)	(16,316)	(17,101)

10. TAX ON LOSS ON ORDINARY ACTIVITIES

	<u>Year Ended</u> <u>31 January 2022</u>	<u>Year Ended</u> <u>31 January 2021</u>
	US\$'000	US\$'000
<i>Current taxation</i>		
Irish taxation	-	-
Overseas taxation	3,241	2,252
<i>Total current taxation charge</i>	3,241	2,252
<i>Deferred taxation</i>		
Origination and timing differences	(3,241)	(2,566)
 Total taxation credit on loss on ordinary activities	 -	 (314)

The current tax charge for the period differs to the charge that would result from applying the standard rate of Irish corporation tax of 12.5% to the loss on ordinary activities before taxation; the differences are explained below.

	<u>31 January 2022</u>	<u>31 January 2021</u>
	US\$'000	US\$'000
Loss on ordinary activities before taxation	(50,880)	(48,670)
 Loss on ordinary activity multiplied by the Irish corporation taxation rate	 (6,360)	 (6,084)
Foreign tax rate differential	(1,222)	(742)
Valuation allowance US	2,024	1,363
State and local taxes	79	40
Disallowable expenses / (income)	5,520	5,038
Other timing differences	(41)	71
 Current tax charge for the period	 -	 (314)



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
 FOR THE YEAR ENDED 31 January 2022

11. INTANGIBLE ASSETS

	<u>Trade names</u>	<u>Goodwill</u>	<u>In-Place Technology</u>	<u>Customer relationship</u>	<u>Purchased Intellectual Property</u>	<u>Total</u>
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
<i>Cost</i>						
At 1 February 2021	17,862	306,456	57,539	109,456	-	491,313
Currency adjustment	(1,333)	-	(2,718)	(1,315)	-	(5,366)
Additions	-	-	-	-	1,500	1,500
At 31 January 2022	<u>16,529</u>	<u>306,456</u>	<u>54,821</u>	<u>108,141</u>	<u>1,500</u>	<u>487,447</u>
<i>Amortisation</i>						
At 1 February 2021	5,508	94,506	25,345	33,749	-	159,108
Amortised during period	1,241	30,644	6,634	10,408	333	49,260
At 31 January 2022	<u>6,749</u>	<u>125,150</u>	<u>31,979</u>	<u>44,157</u>	<u>333</u>	<u>208,368</u>
<i>Net book amounts</i>						
At 31 January 2022	<u>9,780</u>	<u>181,306</u>	<u>22,842</u>	<u>63,984</u>	<u>1,167</u>	<u>279,079</u>
At 31 January 2021	<u>12,354</u>	<u>211,950</u>	<u>32,194</u>	<u>75,707</u>	<u>-</u>	<u>332,205</u>

Goodwill arises on the acquisition of the Group on 29 December 2017 and is amortised over 10 years in accordance with FRS 102.

The weighted average amortization period for each type of intangible asset was as follows at 31 January 2022:

Purchased Intellectual Property	3 years
In-place technology	7 years
Trade names/trademarks	10 years
Customer relationships	10 years

12. TANGIBLE ASSETS

	<u>Office furniture and fittings</u>	<u>Computer and office equipment</u>	<u>Total</u>
	<u>US\$'000</u>	<u>US\$'000</u>	<u>US\$'000</u>
<i>Cost</i>			
At 1 February 2021	2,594	8,288	10,883
Additions during the period	3,233	2,213	5,446
Disposals during the period	(54)	(626)	(680)
Currency adjustment	(11)	(19)	(29)
At 31 January 2022	<u>5,762</u>	<u>9,858</u>	<u>15,620</u>
<i>Depreciation</i>			
At 1 February 2021	1,688	4,533	6,221
Charged in period	852	2,704	3,556
Disposals during the period	-	(612)	(612)
Currency adjustment	(8)	(10)	(18)
At 31 January 2022	<u>2,532</u>	<u>6,615</u>	<u>9,147</u>
<i>Net book amounts</i>			
At 31 January 2022	<u>3,230</u>	<u>3,243</u>	<u>6,473</u>
At 31 January 2021	<u>906</u>	<u>3,756</u>	<u>4,662</u>
<i>Leased assets included above:</i>			
At 31 January 2022	<u>-</u>	<u>2,357</u>	<u>2,357</u>

Leased Asset additions during the year amounted to \$1,603,995



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
 FOR THE YEAR ENDED 31 January 2022

13. FINANCIAL ASSETS

COMPANY	<u>31 January 2022</u> US\$'000	<u>31 January 2021</u> US\$'000
<i>Unlisted investments in ordinary shares, at cost</i>		
Subsidiary undertakings	<u>392,806</u>	<u>392,806</u>

At 31 January 2022, the Company had the following wholly owned subsidiary undertakings. All shareholdings are in ordinary shares.

<u>Group companies</u>	<u>Registered office</u>	<u>Holding</u>	<u>Nature of business</u>
Haltonbrook Designated Activity Company	10 Earlsfort Centre Dublin 2, Ireland.	100%	Investment Holding Company
Ranger Finance Limited (a subsidiary of Haltonbrook DAC)	Gorse Valley Tipperkevin Ballymore Eustace Co Kildare, Ireland.	100%	Investment Holding Company
Ranger Topco Limited (a subsidiary of Ranger Finance Limited)	Gorse Valley Tipperkevin Ballymore Eustace Co Kildare, Ireland.	100%	Investment Holding Company
Ranger Acqco Holdco Limited (a subsidiary of Ranger Topco Limited)	Gorse Valley Tipperkevin Ballymore Eustace Co Kildare, Ireland.	100%	Investment Holding Company
Ranger Acqco Limited (a subsidiary of Ranger Acqco Holdco Limited)	Gorse Valley Tipperkevin Ballymore Eustace Co Kildare, Ireland.	100%	Investment Holding Company
Trintech Holdings Limited (a subsidiary of Ranger Acqco Limited)	Gorse Valley Tipperkevin Ballymore Eustace Co Kildare, Ireland.	100%	Investment Holding Company
Trintech Group Limited (a subsidiary of Trintech Holdings Limited)	Gorse Valley Tipperkevin Ballymore Eustace Co Kildare, Ireland.	100%	Investment Holding Company



FAVORDALE LIMITED NOTES TO THE GROUP FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 January 2022

At 31 January 2022, Trintech Group Limited had the following wholly owned subsidiary undertakings. All shareholdings are in ordinary shares.

Trintech Group Finance Limited	PO Box 309, Grand Cayman, Cayman Islands, British West Indies.	100%	Non-trading company
Trintech Inc	5600 Granite Parkway, Suite 10,000, Plano, Texas 75024, United States of America.	100%	Sale of financial governance, risk management and compliance software solutions to commercial, financial and healthcare markets in North America.
Slan Limited	PO Box 309, Grand Cayman, Cayman Islands, British West Indies.	100%	Non-trading company
Trintech UK Limited	7 Bishopsgate, Cornhill, London, EC2N 3AR, England.	100%	Sale of financial governance, risk management and compliance software solutions to commercial and financial markets in the United Kingdom.
Trintech Limited	Gorse Valley, Tipperkevin, Ballymore Eustace, Co Kildare, Ireland.	100%	Non-trading company
Trintech Technologies Limited	Gorse Valley, Tipperkevin, Ballymore Eustace, Co Kildare, Ireland.	100%	Sale of financial governance, risk management and compliance software solutions to commercial and financial markets in Europe and Australia and the licensing of its intellectual property to the Group companies.
Insua Limited (a subsidiary of Trintech Technologies Limited)	Gorse Valley, Tipperkevin, Ballymore Eustace, Co Kildare, Ireland.	100%	Non-trading company
Adra Holdings AS (a subsidiary of Trintech Technologies Limited)	Brugata 19, 0186 Oslo, Norway	100%	Investment Holding Company
Nordic International Holding AS (a subsidiary of Adra Holdings AS)	Brugata 19, 0186 Oslo, Norway.	100%	Dissolved
Adra Software AS (a subsidiary of Nordic International Holding AS)	Brugata 19, 0186 Oslo, Norway	100%	Investment Holding Company
Adra Software AB (a subsidiary of Nordic Software AS)	Katrinebergsvägen 6 117 43 Stockholm Sweden	100%	Investment Holding Company
Adra Software Ltd (a subsidiary of Nordic Software AS)	Tricor Suite 4 th Floor, Mark Lane, London, EC3R 7QR, England.	100%	Provider of financial transaction account reconciliation and treasury solutions.



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 January 2022

Adra Match Inc (a subsidiary of Nordic Software AS)	Delaware	100%	Dissolved
CW & Associates, Inc. (a subsidiary of Trintech Inc)	5600 Granite Parkway, Suite 10,000, Plano, Texas 75024, United States of America.	100%	Provider of a data transaction network supporting customers' bank reconciliation processes by aggregating bank account statement data and delivering it to customers daily in electronic form.
Movaris Inc. (a subsidiary of Trintech Inc)	5600 Granite Parkway, Suite 10,000, Plano, Texas 75024, United States of America..	100%	Sale of financial governance, risk management and compliance software solutions to commercial, financial and healthcare markets in North America.
Chesapeake System Solutions Inc (a subsidiary of Trintech Inc)	5600 Granite Parkway, Suite 10,000, Plano, Texas 75024, United States of America.	100%	Provider of financial transaction account reconciliation and treasury solutions.
Global Treasury Systems LLC	10461 Mill Run Circle, Suite 600 Ownings Mills, MD, 21117 United States of America.	100%	Investment Holding Company



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 January 2022

14. DEBTORS

	<u>2022</u>	<u>2021</u>
	US\$'000	US\$'000
GROUP		
<i>Amounts falling due within one year</i>		
Trade debtors	33,529	33,249
Prepayments and accrued income	7,582	7,254
	<u>41,111</u>	<u>40,503</u>

15. OTHER DEBTORS

	<u>2022</u>	<u>2021</u>
	US\$'000	US\$'000
GROUP		
Long-term deposits	7,308	2,996
	<u>7,308</u>	<u>2,996</u>

16. CREDITORS (amounts falling due within one year)

	<u>2022</u>	<u>2021</u>
	US\$'000	US\$'000
GROUP		
<i>Amounts falling due within one year</i>		
Trade creditors	1,969	1,269
Taxation Creditors	4,886	3,836
Accruals	18,482	14,416
Bank loans (note 18)	3,075	7,958
Current portion of capital leases	-	28
Deferred revenue	68,255	60,845
	<u>96,667</u>	<u>88,352</u>
	<u>2022</u>	<u>2021</u>
	US\$'000	US\$'000
Taxation Creditors		
Value Added Tax	2,790	3,184
Income Taxes Payable	2,096	652
	<u>4,886</u>	<u>3,836</u>



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
 FOR THE YEAR ENDED 31 January 2022

17. CREDITORS (amounts falling due after more than one year)

GROUP	<u>2022</u> US\$'000	<u>2021</u> US\$'000
Bank loans (note 18)	197,114	194,099
Revolving line of credit	4,846	14,830
Provision for liabilities (note 19)	15,232	18,447
Deferred revenue	1,169	1,063
Capital Leases	-	22
Other Long term liabilities	4,257	2,621
	<u>222,618</u>	<u>231,082</u>

18. BANK LOANS

Bank Loans - maturity and security

	<u>2022</u> US\$'000	<u>2021</u> US\$'000
In one year or less or on demand	3,075	7,958
In more than one year, but no more than two years	-	-
In more than two years, but no more than five years	197,114	194,099
	<u>200,189</u>	<u>202,057</u>

Other – non current

	<u>2022</u> US\$'000	<u>2021</u> US\$'000
Revolver Advances	4,846	14,830
	<u>4,846</u>	<u>14,830</u>

The Group has a debt facility with Golub Capital LLC that provides for two term loans, revolver capacity and available letter of credits. The Facility with Golub is secured substantially by all of the Group's assets. The agreement contains financial and certain nonfinancial covenants including a leverage ratio. The agreement contains financial and certain nonfinancial covenants including a leverage ratio. For the year ended 31 January 2022 the Group incurred an interest expense of approximately \$16,316,000 (2021 \$17,101,000).

19. PROVISION FOR LIABILITIES

	<u>2022</u> US\$'000	<u>2021</u> US\$'000
Deferred tax liability	15,232	18,447
	<u>15,232</u>	<u>18,447</u>



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 January 2022

20. SHARE CAPITAL

COMPANY

	<u>2022</u> US\$'000	<u>2021</u> US\$'000
Authorised		
1,000,000 ordinary shares of US\$1 each	1,000,000	1,000,000
	<u>1,000,000</u>	<u>1,000,000</u>
	<u>2022</u> US\$	<u>2021</u> US\$
Allotted, called up and fully paid		
Ordinary shares of US\$1 each:		
100 shares of US\$1 each		
Balance at end of period	<u>100</u>	<u>100</u>
Presented as follows:		
Called up share capital presented as equity	<u>100</u>	<u>100</u>

21. RESERVES

The profit and loss account represents cumulative gains and losses recognised in the profit and loss account, net of transfers to/from other reserves and dividends paid.

The capital contribution reserves consists of amounts set aside for capital expenditure.



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
 FOR THE YEAR ENDED 31 January 2022

22. RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	<u>2022</u>	<u>2021</u>
	US\$'000	US\$'000
Operating loss	(34,564)	(31,569)
Depreciation and Amortisation	52,816	56,556
Amortisation of Debt costs	813	882
Provision for Doubtful Debts	395	1,473
Decrease/ Increase in debtors	2,148	(7,270)
Increase in creditors	10,182	16,196
Effects of changes in foreign currency exchange rates	(1,472)	1,243
Loss on disposal of assets	1,835	1,108
Capitalised cloud computing implementation costs	(172)	-
Other assets	50	(617)
Share based compensation	3,621	3,321
Deferred Tax	(3,241)	(2,567)
	<u>32,411</u>	<u>38,756</u>
Net cash inflow from operating activities	<u>32,411</u>	<u>38,756</u>

23. SHARE BASED PAYMENTS

On 30 December 2017 the Company's parent Wolverine Topco Inc ("Wolverine") granted 366,866 restricted shares to certain eligible employees of the Group in exchange for \$2. Shares are subject to vesting based either solely on continued employment (time-based) or on the sale of Wolverine and continued employment (performance-based). The Group determined restricted share grant date fair values using a Monte Carlo analysis. If employment ceases, unvested shares are forfeited, and Wolverine has the right to repurchase vested shares at then-current fair value as determined under the agreement.

The Group recognised share-based compensation expense of \$3,621,000 for the year ended 31 January 2022 (2021: \$3,321,000) and anticipates it will recognise approximately \$803,000 as future compensation related to time-based restricted shares outstanding as of 31 January 2022 (2021: \$3,869,000).

Time-based

Time-based restricted shares totalling 244,578 were issued on 30 December 2017 with a grant date fair value of \$44.69. 25% of the share's cliff vest on 30 December 2018 with the remaining shares vesting ratably over the succeeding 36 months. Expense is recognised on a straight-line basis over the requisite service period.

	<u>2022</u>		<u>2021</u>	
	Shares	Weighted average exercise price US\$	Shares	Weighted average exercise price US\$
Outstanding at				
Beginning of the period	285,324	46.21	286,840	46.26
Granted during the period	-	-	-	0.00
Cancelled during the period	-	-	-	0.00
Exercised during the period	-	-	-	0.00
Forfeited during the period	(485)	55.75	(1,516)	55.75
Outstanding at end of the period	<u>284,839</u>	<u>46.20</u>	<u>285,324</u>	<u>46.21</u>
Vested at end of the period	<u>269,977</u>	<u>46.20</u>	<u>204,708</u>	<u>46.21</u>



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
 FOR THE YEAR ENDED 31 January 2022

23. SHARE BASED PAYMENTS (cont.)

Performance-based

Performance-based shares vest on the sale of Wolverine provided the shareholder has provided continuous employment. In addition, shares do not vest unless Summit Partners achieves a specific return on the sale of their investment in Wolverine as defined in the restricted share agreement.

	2022		2021	
	Shares	Weighted average exercise price US\$	Shares	Weighted average exercise price US\$
Outstanding at				
Beginning of the period	141,214	29.72	142,670	29.78
Granted during the period	-	-	-	0.00
Cancelled during the period	-	-	-	0.00
Exercised during the period	-	-	-	0.00
Forfeited during the period	(5,095)	29.78	(1,456)	35.24
Outstanding at end of the period	<u>136,119</u>	<u>29.72</u>	<u>141,214</u>	<u>29.72</u>
Vested at end of the period	<u>-</u>	<u>29.72</u>	<u>-</u>	<u>29.72</u>

24. COMMITMENTS

Operating lease obligations

The Group has annual commitments under operating leases which expire as follows:

	2022 US\$'000	2021 US\$'000
<i>Within one year:</i>		
Buildings	645	1,954
<i>Between two and five years:</i>		
Buildings	14,164	2,088
<i>After more than five years:</i>		
Buildings	21,953	-
	<u>36,762</u>	<u>4,042</u>

25. CONTINGENCIES

The Group had no contingent liabilities at the Balance Sheet date.



FAVORDALE LIMITED
NOTES TO THE GROUP FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 January 2022

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's investment policy is to invest funds in excess of current operating requirements in marketable securities with high credit-quality banks in low risk, short term investments such as deposit accounts, money market funds and US government agency fixed income securities. As stated in the Group's investment policy, the Group is averse to principal loss and seeks to ensure the safety and preservation of invested funds by limiting default and market risks. The Group mitigates default risk by investing in only investment-grade securities.

As of 31 January 2022, the Group's cash at bank and in hand consisted primarily of highly liquid investments with maturity of three months or less.

It is, and has been since incorporation, the Group's policy that no trading in derivatives shall be undertaken.

The main risks arising from the Group's Financial Statements are credit risk, foreign currency risk and liquidity risk. The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below.

Credit risk

The Group sells its products primarily to commercial, financial and healthcare markets. The Group performs ongoing credit evaluations on its customers and maintains reserves for potential credit losses. Generally such losses have been within management's expectations.

The Group invests its excess cash in low risk, short term investments with maturity terms of 3 months or less. At 31 January 2022, US\$ Nil was invested in short term investments. The Group performs periodic evaluations of the relative credit standing of all of the financial institutions dealt with by the Group, and considers the credit risk to be nil.

Foreign currency risk

Due to the Group's multinational operations, the Group's business is subject to fluctuations based upon changes in the exchange rates between the currencies in which the group collects revenues or pay expenses and the US dollar. In particular, the value of the US Dollar to the Euro and the Pound Sterling impacts the Group's operating results.

The Group's operations are exposed to foreign exchange risk arising from cash flows and financial instruments that are denominated in currencies other than the reporting currency of the relevant subsidiary conducting the business.

Liquidity risk

The Group monitors its risk of a shortage of funds by reviewing cash balances on a weekly basis. This review considers the maturity of both its financial investments and financial assets (accounts receivable, other financial assets) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and finance leases. The Group's policy is to source funds directly from operations and to minimise the use of funds held in money market funds for operational purposes.

27. KEY MANAGEMENT PERSONNEL

The total compensation paid to key management personnel and directors in the year ended 31 January 2022 amounted to US\$ 2.9m.



FAVORDALE LIMITED NOTES TO THE GROUP FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 January 2022

28. RELATED PARTY TRANSACTIONS

The Company has availed of the exemption under FRS 102 in relation to the disclosure of transactions with group companies.

29. PARENT AND ULTIMATE PARENT COMPANY

The ultimate parent undertaking and ultimate controlling party is Summit Partners L.P. a company based in the Cayman Islands. Copies of the Trintech Group Financial Statements are available from 13 Classon House, Dundrum Business Park, Dundrum, Dublin 14.

The immediate parent company is Wolverine Holdings S.a.r.l., a company registered in Luxembourg. The registered address is Rue du Puits Romain 33, L-8070 Bertrange, Luxembourg.

30. GUARANTEES

Pursuant to the provision of Section 357(1)(b) of the Companies Act 2014, Favordale Limited has guaranteed the liabilities of its subsidiaries Haltonbrook DAC, Ranger Finance Limited, Ranger Topco Limited, Ranger Acqco Holdco Limited, Ranger Acqco Limited, Trintech Holdings Limited, Trintech Group Limited, Trintech Technologies Limited, Trintech Limited, Insua Limited, and Trintech Limited for the year ended 31 January 2022. As a result, these entities have availed of the exemptions referred to in Section 357 of the Companies Act 2014.

Favordale Limited has also guaranteed the liabilities of its subsidiary Adra Software Limited (a company incorporated in the UK) and as a result, Adra Software Limited has availed of the exemptions referred to in Section 479A of the Companies Act 2006.

31. EVENTS AFTER THE BALANCE SHEET DATE

There were no significant events between the end of the reporting period and the date of signing the financial statements which require adjustment to or disclosure in the financial statements.

32. CASH AND CASH EQUIVALENTS

	<u>2022</u>	<u>2021</u>
	US\$'000	US\$'000
Cash equivalents	30,446	36,898

33. ANALYSIS OF NET DEBT

	<u>2022</u>	<u>2021</u>
	US\$'000	US\$'000
Cash at bank and in hand	30,446	36,898
Bank loan - repayable < 1yr	(3,075)	(7,957)
Bank loan - repayable > 1yr	(197,114)	(194,099)
Net debt at end of year	<u>(169,743)</u>	<u>(165,158)</u>

34. APPROVAL OF FINANCIAL STATEMENTS

The Financial Statements were approved and authorised for issue by the directors on 21 December 2022.