20230728214 69

Årsredovisning

för

TBAuctions Sweden Bidco AB

559320-8084

Räkenskapsåret

2022

Fastställelseintyg

Undertecknad styrelseledamot i TBAuctions Sweden Bidco AB intygar, dels att denna kopia av årsredovisningen stämmer överens med originalet, dels att resultaträkningen och balansräkningen i årsredovisningen har fastställts på årsstämma den 30 juni 2023. Årsstämman beslutade att godkänna styrelsens förslag till resultatdisposition.

Stockholm 2023-06-30

Herberth Samsom

20230728214 70

Årsredovisning

för

TBAuctions Sweden Bidco AB

559320-8084

Räkenskapsåret

2022

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Styrelsen för TBAuctions Sweden Bidco AB avger följande årsredovisning för räkenskapsåret 2022.

Årsredovisningen är upprättad i svenska kronor, SEK. Om inte annat särskilt anges, redovisas alla belopp i hela kronor (kr). Uppgifter inom parentes avser föregående år.

Förvaltningsberättelse

Information om verksamheten

Bolagets verksamhet är att, direkt eller indirekt, äga och förvalta fast och lös egendom. Bolaget ska även tillhandahålla administrativa tjänster och samordna de verksamheter som bedrivs av bolagets dotterbolag.

Företaget har sitt säte i Stockholm.

Väsentliga händelser under räkenskapsåret

Bolaget köptes i samband med ägarövertagandet i PS Intressenter AB med tillhörande dotterbolag. Under året har också bolagen Klaravik Group AB och Plustech AB förvärvats.

Flerårsöversikt (Tkr)	**2022**	**2021** (7 mån)
Nettoomsättning	960	0
Resultat efter finansiella poster	-11 729	0
Soliditet (%)	63	100

Förändringar i eget kapital

	Aktie-kapital	**Balanserat resultat**	**Årets resultat**	**Totalt**
Belopp vid årets ingång	25 000			**25 000**
Erhållna aktieägartillskott		2 051 143 534		**2 051 143 534**
Årets resultat			-11 728 611	**-11 728 611**
Belopp vid årets utgång	**25 000**	**2 051 143 534**	**-11 728 611**	**2 039 439 923**

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	2 051 143 534
årets förlust	-11 728 611
	2 039 414 923
disponeras så att	
i ny räkning överföres	2 039 414 923
	2 039 414 923

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

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Resultaträkning

	Not	2022-01-01 -2022-12-31	2021-06-03 -2021-12-31 (7 mån)
Rörelsens intäkter			
Nettoomsättning		960 000	0
		960 000	**0**
Rörelsens kostnader			
Övriga externa kostnader		-1 480 656	0
Personalkostnader	2	-843 431	0
		-2 324 087	**0**
Rörelseresultat		**-1 364 087**	**0**
Resultat från finansiella poster			
Resultat från andelar i koncernföretag	3	25 000 000	0
Övriga ränteintäkter och liknande resultatposter	4	1 033 349	0
Räntekostnader och liknande resultatposter	5	-36 397 873	0
		-10 364 524	**0**
Resultat efter finansiella poster		**-11 728 611**	**0**
Resultat före skatt		**-11 728 611**	**0**
Årets resultat		**-11 728 611**	**0**

Balansräkning

	Not	2022-12-31	2021-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	6	3 143 551 191	0
Fordringar hos koncernföretag	7	29 395 821	0
Andra långfristiga fordringar	8	25 802 548	0
		3 198 749 560	**0**
Summa anläggningstillgångar		**3 198 749 560**	**0**
Omsättningstillgångar			
Kortfristiga fordringar			
Kundfordringar		787 500	0
Fordringar hos koncernföretag		19 558 669	0
Övriga fordringar		6 195 755	25 000
		26 541 924	**25 000**
Kassa och bank		7 475 238	0
Summa omsättningstillgångar		**34 017 162**	**25 000**
SUMMA TILLGÅNGAR		**3 232 766 722**	**25 000**

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Balansräkning

	Not	2022-12-31	2021-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital		25 000	25 000
		25 000	**25 000**
Fritt eget kapital			
Balanserad vinst eller förlust		2 051 143 534	0
Årets resultat		-11 728 611	0
		2 039 414 923	**0**
Summa eget kapital		**2 039 439 923**	**25 000**
Långfristiga skulder	9		
Skulder till kreditinstitut		1 155 615 606	0
Skulder till koncernföretag		6 939 685	0
Summa långfristiga skulder		**1 162 555 291**	**0**
Kortfristiga skulder			
Skulder till koncernföretag		2 224 055	0
Övriga skulder		469 514	0
Upplupna kostnader och förutbetalda intäkter		28 077 939	0
Summa kortfristiga skulder		**30 771 508**	**0**
SUMMA EGET KAPITAL OCH SKULDER		**3 232 766 722**	**25 000**

Noter

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar
Årsredovisningen är upprättad i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Redovisningsprinciperna är oförändrade jämfört med föregående år.

Intäktsredovisning
Intäkter har tagits upp till verkligt värde av vad som erhållits eller kommer att erhållas och redovisas i den omfattning det är sannolikt att de ekonomiska fördelarna kommer att tillgodogöras bolaget och intäkterna kan beräknas på ett tillförlitligt sätt.

Anläggningstillgångar
Immateriella och materiella anläggningstillgångar redovisas till anskaffningsvärde minskat med ackumulerade avskrivningar enligt plan och eventuella nedskrivningar.

Avskrivning sker linjärt över den förväntade nyttjandeperioden med hänsyn till väsentligt restvärde. Följande avskrivningsprocent tillämpas:

Goodwill	5 år

Finansiella instrument
Finansiella instrument värderas utifrån anskaffningsvärdet. Instrumentet redovisas i balansräkningen när bolaget blir part i instrumentets avtalsmässiga villkor. Finansiella tillgångar tas bort från balansräkningen när rätten att erhålla kassaflöden från instrumentet har löpt ut eller överförts och bolaget har överfört i stort sett alla risker och förmåner som är förknippade med äganderätten. Finansiella skulder tas bort från balansräkningen när förpliktelserna har reglerats eller på annat sätt upphört.

Andelar i dotterföretag
Andelar i dotterföretag redovisas till anskaffningsvärde efter avdrag för eventuella nedskrivningar. I anskaffningsvärdet ingår köpeskillingen som erlagts för aktierna samt förvärvskostnader. Eventuella kapitaltillskott läggs till anskaffningsvärdet när de uppkommer.

Kundfordringar/kortfristiga fordringar
Kundfordringar och kortfristiga fordringar redovisas som omsättningstillgångar till det belopp som förväntas bli inbetalt efter avdrag för individuellt bedömda osäkra fordringar.

Låneskulder och leverantörsskulder
Låneskulder och leverantörsskulder redovisas initialt till anskaffningsvärde efter avdrag för transaktionskostnader. Skiljer sig det redovisade beloppet från det belopp som ska återbetalas vid förfallotidpunkten periodiseras mellanskillnaden som räntekostnad över lånets löptid med hjälp av instrumentets effektivränta. Härigenom överensstämmer vid förfallotidpunkten det redovisade beloppet och det belopp som ska återbetalas.

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Nedskrivningsprövning av finansiella anläggningstillgångar
Vid varje balansdag bedöms om det finns indikationer på nedskrivningsbehov av någon av de finansiella anläggningstillgångarna. Nedskrivning sker om värdenedgången bedöms vara bestående och prövas individuellt.

Inkomstskatter
Total skatt utgörs av aktuell skatt och uppskjuten skatt. Skatter redovisas i resultaträkningen, utom då underliggande transaktion redovisas direkt mot eget kapital varvid tillhörande skatteeffekter redovisas i eget kapital.

Ersättningar till anställda
Ersättningar till anställda avser alla former av ersättningar som företaget lämnar till de anställda. Kortfristiga ersättningar utgörs av bland annat löner, betald semester, betald frånvaro, bonus och ersättning efter avslutad anställning (pension). Kortfristiga ersättningar redovisas som kostnad och en skuld då det finns en legal eller informell förpliktelse att betala ut en ersättning till följd av en tidigare händelse och en tillförlitlig uppskattning av beloppet kan göras.

Koncernförhållanden
Företaget är moderföretag men med hänvisning till undantagsreglerna i årsredovisningslagen 7 kap 2§ upprättas ingen egen koncernredovisning. Det överordnade moderföretaget TBAuctions Holding B.V., organisationsnummer 84754346 med säte i Amsterdam, Nederländerna, upprättar koncernredovisning.

Nyckeltalsdefinitioner
Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutning.

Not 2 Medelantalet anställda

	2022	2021-06-03 -2021-12-31
Medelantalet anställda	1	0

Not 3 Resultat från andelar i koncernföretag

	2022	2021-06-03 -2021-12-31
Erhållna utdelningar	25 000 000	0
	25 000 000	**0**

Not 4 Övriga ränteintäkter och liknande resultatposter

	2022	2021-06-03 -2021-12-31
Ränteintäkter från koncernföretag	652 832	0
Kursdifferenser	380 517	0
	1 033 349	**0**

Not 5 Räntekostnader och liknande resultatposter

	2022	2021-06-01 -2021-12-31
Räntekostnader till koncernföretag	-19 718	0
Övriga räntekostnader	-36 378 088	0
Kursdifferenser	-67	
	-36 397 873	**0**

Not 6 Andelar i koncernföretag

	2022-12-31	2021-12-31
Inköp	1 224 941 666	0
Aktieägartillskott	1 918 609 525	0
Utgående ackumulerade anskaffningsvärden	**3 143 551 191**	**0**
Utgående redovisat värde	**3 143 551 191**	**0**

Not 7 Fordringar hos koncernföretag

	2022-12-31	2021-12-31
Tillkommande fordringar	29 395 821	0
Utgående ackumulerade anskaffningsvärden	**29 395 821**	**0**
Utgående redovisat värde	**29 395 821**	**0**

Not 8 Andra långfristiga fordringar

	2022-12-31	2021-12-31
Tillkommande fordringar	32 280 325	0
Avgående fordringar	-1 327 764	0
Omklassificeringar till kortfristig fordran	-5 150 013	0
Utgående ackumulerade anskaffningsvärden	**25 802 548**	**0**
Utgående redovisat värde	**25 802 548**	**0**

Not 9 Långfristiga skulder

	2022-12-31	2021-12-31
Skulder som ska betalas senare än fem år efter balansdagen	1 155 615 606	0
	1 155 615 606	**0**

För skulder till koncernföretag finns inga fastställda amorteringsplaner.

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Not 10 Ställda säkerheter

	2022-12-31	2021-12-31
Företagsinteckning	3 136 611 507	0
	3 136 611 507	**0**

Not 11 Uppgifter om moderföretag

Moderföretag i den minsta koncern där företaget ingår och som upprättar koncernredovisning är TBAuctions Holding B.V. med organisationsnummer 84754346 med säte i Amsterdam.

Stockholm den 30 juni 2023

Herberth Samson
Ordförande

Christian Lenander

Christian Knutsson

Mattijs Brouwers

TBAUCTIONS

TBAuctions Holding B.V.

Annual report 2022

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Total number of pages in the annual reporting: 71

In this annual report, the Dutch method of number notation has been applied.

Management report

Introduction

TBAuctions Holding B.V., (hereafter: "the Company") incorporated by an indirect subsidiary of Castik Capital S.àr.l., namely Gavel Pooling S.à r.l. I on 10 December 2021, indirectly acquired TBAuctions B.V. and its subsidiaries as per the effective date of 1 January 2022 (hereinafter together with its subsidiaries "TBAuctions" or "the Group"), The change in ownership, coupled with newly committed debt financing, has created sufficient financial strength to further develop and implement our state-of-the-art auction platform, called Atlas, and to become the pan-European auction platform of choice for sellers and buyers of all types of products.

Immediately following this acquisition, the Group was expanded with the acquisitions of Medical Auctions (BMA) Limited in the United Kingdom and its French subsidiary France Médical Enchères. In April 2022, we welcomed Summa Equity as co-investor in the Company. With their support, we acquired several Scandinavian companies in April 2022, including Auksjonen, Bjarøy and PS Intressenter, in October 2022 Klaravik was acquired, followed by the acquisition of Plustech in December 2022. The acquisitions are recognized in the consolidated financial statements as per acquisition date, using the purchase accounting method. Various integration initiatives have been started during 2022 to achieve synergies.

Nothing of value should be lost, is our mission and purpose. TBAuctions, supported by its auction brands, gives a wide variety of secondhand goods a longer life, which contributes positively to a circular economy. The amount of waste is reduced, with a positive effect on the environment. We are proud to play such an important role in society.

Our employees are the driving force behind our success. We are grateful to all our employees and look forward to working with our equity partners and our lenders to succeed in our common journey.

Strategy

Purpose & Mission

TBAuctions is a tech-company specialized in sustainable trade with a clear purpose: Nothing of value should be lost. We want to achieve this by being the pan-European platform of choice for sellers and buyers for all types of products, with a growing focus on the B2B channel. Our mission is to grow the percentage of used business assets being sold via auction.

TBAuctions believes that by bringing together sellers and buyers and using the auctioning method of pricing, the true market value for a product is obtained. This is fair for both buyers and sellers. With our data and technology, TBAuctions operates a high-quality trade platform which supports the preservation of maximum value in the supply chain. There is also an extensive group of products that would have been wasted or recycled while still having a very viable economic lifetime, such as overstock, returned products, or secondhand equipment. These products are saved for society.

Although auctioning is one of the best methods to sell and purchase secondhand products, the sales volume of online auctioning makes up approximately 1% of all secondhand sales in Europe. It is therefore our ambition to continue the growth in Net Auction Sales in the coming years. To reach this ambition, TBAuctions has focused and will continue to focus on a buy & build strategy i.e. strong organic growth of its existing labels and accelerate this growth via mergers & acquisitions to enlarge TBAuctions' seller and bidder base and to achieve synergies.

Strategic pillars

The strategic initiatives to ensure the organic growth and mergers & acquisitions required to grow the online auction share of secondhand sales can be divided in the following 4 pillars:

Seller growth

TBAuctions focuses especially on sellers who are eligible to sell through auctions, but do not yet do so. To make this sales channel shift occur, TBAuctions has an initiative-taking sales approach with an active approach of potential customers and targeted marketing campaigns.

TBAuctions also focuses in its proposition on the specific needs of its diverse seller base. This has resulted in a modular auction process in which each seller can do business with TBAuctions, disregarding its size, level of professionalism nor its digitization maturity. Based on the level of professionalism, TBAuctions offers numerous customizable services, such as digitization of the products and fulfilment. Another essential part of the proposition is that TBAuctions can achieve optimal conversion through the power of the platform. Furthermore, TBAuctions provides evidence-based marketing activities to lead buyers directly to products relevant to them. More on this in the next section Bidder growth.

In addition to new sellers and growing the auction penetration on secondhand sales, TBAuctions also has a strong focus on increasing the number of recurring sellers and volume attached.

Bidder growth

All potential buyers can be reached through one of our auction brands. The best place to auction a product is based on the buyers target group for a particular asset. By connecting the bidder bases of our brands we will grow the reach of the individual brands significantly.

Although the target group of brands and sub-labels differs, the proposition to buyers can be generalized as follows: Through the combination of (hyper)personalization and demand-driven sourcing, we ensure that buyers can always find the products relevant to them. This means that a buyer will not see products that they are not interested in, and therefore we only show the product that this buyer is looking for. With the auction method of pricing, we not only ensure a fair market price, but also create a certain degree of fun factor for our buyers. TBAuctions gives the thrill of buying and winning at the same time. Of course, just like for sellers, TBAuctions offers a seamless buying process where services like invoicing, payment and delivery can be taken care of according to the buyer's needs.

Intelligent auctioning

As size and complexity of the TBAuctions group increases, the need for more data driven decision making and scalability rises. One of the main initiatives to increase the scalability of TBAuctions' auction process is to automate the administrative processes so that all our employees can add true value for either sellers or buyers. The automation of the primary auction process is an essential part of the recently developed Atlas platform.

In addition to a scalable process, TBAuctions will also increase its data maturity by means of dedicated Auction Design and Quality management departments. These departments will use and analyze data to determine the optimal auction set up and product descriptions.

Mergers & Acquisitions

TBAuctions will accelerate its growth of auction penetration for secondhand products by acquiring multiple carefully selected auction platforms throughout Europe. TBAuctions considers an auction platform a valuable addition if it can add a unique seller base, a unique buyer base, an additional vertical, geographical expansion or if it has synergy potential when leveraging the Atlas system and way of working.

Employees

Our employees are the driving force behind our success. Therefore, TBAuctions pays careful attention to its employees. In 2022 a number of online auctions companies across Europe were acquired. Several initiatives were taken to welcome new employees from the acquired companies. It started with a large conference with the top 50 employees of the TBAuctions entities to get to know each other and discuss strategy. Afterwards, these Group Alignment Meetings were repeated in a slightly smaller format. A Town hall was organized for all employees in June to get to know the company also in a relaxed way.

In the second half of 2022, the decision was made to discontinue the BVA brand in the Netherlands, part of the employees could continue working for TBAuctions at other group entities, and a solid social plan was drawn up for the other employees.

With close to 800 employees, including recent add-ons, working in a large part of Europe, it is essential to align the company's goals and everyone's efforts. Especially from the shared service center, frequent visits are made to the new brands, plans are jointly worked out to work towards 1 system (Tech platform, finance, and HR-system), and as shared communication platforms (e.g. Intranet) are used to have all employees aligned informed and updated on group developments.

Brands of TBAuctions

TBAuctions is the overall umbrella brand of the Company and is the corporate brand name. As such, this brand name itself is not used in the commercial auction process. TBAuctions' brand portfolio consists of several main brands often supported by sourcing brands and sub-labels, which are growing rapidly through acquisitions.

Troostwijk Auctions is one of the main brands supported by its sourcing brands Dechow, Karner & Dechow and TWA. Acquired brands are Vavato, Britisch Medical Auctions along with France Médical Enchères, Auksjonen with its sourcing brand Bjarøy, PS Intressenter, Klaravik and Plustech.

Technology & innovation

Combining several decades of auctioning experience by several brands in several countries, TBAuctions is implementing a new state-of-the-art auction platform called Atlas. This is the fully in-house developed auction core system in which digitization of products, auction design, monitoring, bidding, logistics, and financial settlements (of both buyers and sellers) are all arranged in a fully scalable and compliant manner, with the ultimate goal of becoming a pan-European auction platform.

The philosophy behind Atlas is to create a platform for our sellers and buyers while ensuring a standardized, scalable, compliant, and data-driven straight-through process. An example is the product digitization process, where the seller has multiple options to upload products (descriptions) to our auction database, automatically through an API connection between the seller's system and Atlas or manually importing it into Atlas with a state-of-the-art native Mobile app.
And finally, a group of internationally oriented site managers is at the disposal of sellers to take care of the entire upload process if they wish to outsource this. In this way, we have a solution for each type of seller. All lots get into the same database, from which the rest of the auction process is standardized again.

We see Atlas as the enabler of further scalable growth organically and through plug-and-play acquisitions. Of course, Atlas does not stand alone. Its API's are linked to numerous best-of-breed software solutions necessary in the auction process. Examples are a payment service provider, a customer service contact system, and CRM systems.
At the end of 2022, most backend processes were live in Atlas. The website and storefront migrations are expected to be completed during 2023.

As an innovative entrepreneur TBAuctions also applied for the WBSO, the Research & Development tax credit in 2022. A net amount of €112K was granted by the Netherlands Enterprise Agency (Rijksdienst voor Ondernemend Nederland). Also, for 2023 applications have been submitted, and tax credits have been provisionally granted.

Sustainability

TBAuctions primary purpose and strategic vision 'Nothing of value should be lost' is already highly sustainable on its own. With help of its auction brands, TBAuctions gives a wide variety of secondhand goods a longer life contributing positively to circularity. The amount of waste is reduced, with a positive effect on the environment.

Our organization's 2022 efforts show our longstanding commitment to environmental, social, and governance ("ESG") principles. It serves as evidence of our ambitious approach to ESG and our dedication to creating a sustainable future for all.

Throughout the year, we made significant progress in our ESG journey, including setting up the UL360 reporting system, identifying all reporting locations, creating impact stories and KPIs, and experimenting with CO2 emissions calculators on our websites.

In late 2022, we set three pillars to further our ESG goals. The first pillar focuses on measuring the ESG contribution from auctioning, which includes extending the life of used assets and improving lifecycle sustainability. The second pillar centres around reducing our carbon footprint as a company and setting net-zero commitments. The third pillar focuses on reporting our ESG targets to investors and customers, including preparing for new European regulations with updated SFDR KPIs.

Overall, we believe that companies have a responsibility to act sustainably, and this demonstrates our commitment to that principle.

Organization structure and governance

TBAuctions Holding B.V. is governed according to a one-tier board ("the Board"). The Board is the ultimate decision making and governing body supervising the Company and is responsible for:

1) The overall direction and management of the Company;
2) Forming policies for conducting the business of the Company.

The Board has full and complete discretion to take all such actions as it deems necessary or appropriate to accomplish the purposes of the Company, including directing the vote of the shares of any member of the Group, designating directors of a Group company to be appointed, and giving direction to any such designees, and each such member of the Group company shall have equivalent rights with respect to its subsidiaries.

Remuneration of the Board

The remuneration package of the Board in 2022 is determined by the General Meeting. Apart from the Chairman of the Board and the independent non-executive who receive a fixed fee for their services, all non-executive members of the Board do not receive any remuneration for their performance. The remuneration package of the executive members consists of a fixed part (salary), a variable performance-based part (bonus) and usually the opportunity to participate in the Management Participation Plan for their own account and risk. The General Meeting determines the yearly bonus amount taking into account all relevant performance aspects and economic circumstances.

(Gender) diversity

As of 1 January 2022, a new law, the Act on growth quota and targets ('Wet ingroeiquotum en streefcijfers'), has been in force for large companies in The Netherlands, aimed at balancing the ratio of women to men at the top and the sub-top. As a large company, TBAuctions is obliged under this Act to set appropriate and ambitious targets for the ratio of women to men in the one-tier Board and senior management.

Annually and within ten months after the end of the previous financial year, TBAuctions must report to the Social and Economic Council (SER) the number of men and women sitting on the board and the senior management at the end of the financial year, the objectives in the form of target figures, the plan of approach to achieve these objectives and the reasons for any failure to achieve one or more targets. The reporting obligation applies to financial years commencing after 1 January 2022, the year in which the law came into force. This means that TBAuctions will have to report for the first time in 2023 for the 2022 financial year.

The Board and C-level (senior management) of TBAuctions cannot be considered balanced. In the search for suitable candidates for existing Board and senior management positions, the search indicated a preference for a female candidate. Unfortunately, the searches did not result in a suitable female candidate. The result is that the male/female ratio in the Board and senior management is 0%. Efforts will of course be made to achieve a more balanced composition when filling any vacancies that arise for executive directors and senior management positions.

Diversity and inclusion are both important to TBAuctions. We would like our workforce to reflect the society in which we operate. Gender diversity will therefore always be taken into account at any other level in our organization. Next to this, we have people employed with a disability and we employ people of different nationalities. We want to be an employer of choice who embraces all kinds of nationalities and capabilities within our organization.

Number of employees

In 2022 the permanent number of FTE increased from 408 FTE by 350 FTE to 758 FTE. This represents a growth of 85 percent. Geographically, the increase of employees is concentrated within the Nordics.
Phasing out the discontinued BVA brand led to a reduction of approximately 90 FTEs in the Netherlands (during 2022 and Q1 of 2023). This also led to a strict vacancy policy within the Shared Service Center and Troostwijk during the second part of the year so that as many BVA employees as possible could be redeployed.

The growth in the average number of FTE's in 2022 is mainly driven by the new acquisitions.

Permanent number FTE	2022
Netherlands	266
Belgium	73
Germany	42
France	12
UK	22
Norway	85
Sweden	214
Denmark	26
Other	18
Total	758

Risk management & Risk appetite

In achieving its long-term strategic objectives, TBAuctions is inherently involved in taking risks. TBAuctions manages risk in a systematic way. Risk management priorities are defined by management who is responsible for managing the main risks faced by the Company and for reviewing the adequacy of the internal control system. In the risk management process, we take the nature of the risk into account while managing the risks in a managed and controlled manner.

Within TBAuctions employees are easily able to work from home due to IT flexibility. This turned out to be very important when dealing with the effects of Covid-19. A formal home working policy that allows employees to continue working from home even after the pandemic has been implemented.

TBAuctions has a low-risk appetite. Not only with respect to the day-to-day activities, but also with respect to ensuring compliance with laws, regulations, internal policies, and corporate values. TBAuctions requires its management (including the Board) and employees to fully commit to this. TBAuctions aims to make continuous improvements also bearing in mind our corporate values and recognizing the entrepreneurship embedded in our culture. Supported by, amongst others, the development of our platform Atlas, TBAuctions focuses on further standardization and automating its processes, enhancing the internal control structure at the same time.

Consolidated business risk of TBAuctions is relatively low being an online auctioneer with no inventory risks. Our diversification strategy has created a strong hedge against economic shifts, decreasing its (business) risk further: an economic downfall would mean a rise in non-voluntary auction business, an economic rise would mean more voluntary auction business.

The following risk matrix gives an overview of risk appetite, the (potential) current risks TBAuctions faces in achieving its business and financial goals and gives an overview of the risks and uncertainties that might affect the Company.

Risk and risk appetite	**Economic environment (Strategic)**	Current risk: **Medium** Risk appetite: **Medium**
What could happen	The world is constantly changing. Not only economic and political uncertainties could impact our business, but also the consequences of natural disasters, accidents, pandemics and war. The risk of a recession, inflation, changing laws and (specific) government measures, a crisis or social unrest could affect our (growth in) revenues and profits.	
What are we doing to manage this risk	We have set up processes to minimize a possible negative impact. Furthermore, we have also learned from experience that our people are able to act quickly in the case of sudden unexpected events, such as Covid-19 or the Russian aggression towards Ukraine. We monitor (developments of) our balance sheet, liquidity and working capital closely, prepare business plans, forecasts, and scenario's. Furthermore, we keep our cost base flexible and our employees well trained to maintain a high level of knowledge and skills also to be able to deal with change.	
Recent development	We responded quickly on the Russian aggression towards Ukraine and the related sanctions imposed on Russia and Belarus. Our ongoing transformation to an agile e-commerce company and swiftly changing from non-voluntary driven auctions to voluntary auctions demonstrated its value also in 2022. We ongoing invest in talent management and provide training to all our employees.	

Risk and risk appetite	**Market environment (Strategic)**	Current risk: **Low** Risk appetite: **Low**
What could happen	The auction industry is moderately uncertain in terms of total market volume. Large individual auctions can have a significant impact on overall results.	
What are we doing to manage this risk	TBAuctions practices a diversified strategy in terms of geography, industry, seller and type of auction (voluntary/ non-voluntary).	
Recent development	A clear distinction has been made between voluntary auctions and the non-voluntary auctions. In addition, the acquisition strategy in new and existing markets as well as the sales verticalization strategy has been successful in 2022 and to date 2023, hedging potential lower volumes in certain markets.	

Risk and risk appetite	**Platform (Strategic)**	Current risk: **Medium** Risk appetite: **Medium**
What could happen	TBAuctions' buy and build strategy is highly dependent on the successful further development and roll-out of the Atlas platform. A failure and/ or delays could jeopardize the pan-European growth strategy by losing competitive advantage and facing higher-than-expected operating costs, which could lead to operating losses.	
What are we doing to manage this risk	We assured that sufficient funds are available to further develop Atlas. Progress is frequently discussed in the Board. Additional resources are hired to accelerate further development and facilitate the rollout in the Group.	
Recent development	Due to the indirect sale of TBAuctions to the EPIC II fund and the minority investment by Summa Equity Fund III funding is even better assured. The further development and rollout of Atlas within the TBAuctions group is made top priority.	

Risk and risk appetite	**Attracting sellers and buyers (Strategic)**	Current risk: **Medium** Risk appetite: **Medium**
What could happen	Being less attractive to our existing and new sellers and buyers may negatively affect traffic on our platform harming the auctioning method of pricing and resulting in not only a lower Net Auction Sales ("NAS") and results but also harming our reputation which could impact future growth.	
What are we doing to manage this risk	We continuously invest in our relationship with sellers via our account management teams and industry experts. Our state-of-the-art platform Atlas facilitates a seller-friendly automated onboarding process, a flexible upload mechanism for auction lots details and real-time data insights, all at low costs. Easily registration for buyers and access to auction lots via multiple communication channels in combination with demand-driven sourcing and continuous data-driven buyer journey optimalizations buyers can find what they are looking for by experiencing our buyer-centric customer service approach. With our Above The Line (ATL) marketing activities we increase brand awareness and with our automated lot marketing, we focus on attracting specific (new) buyers.	
Recent development	In 2022 we continued to invest in our platform Atlas and we started to accelerate the roll-out within the Group so that sellers and buyers outside the Netherlands are also able to experience the user-friendly functionalities of Atlas.	

Risk and risk appetite	**Open source third-party software (operational)**	Current risk: **Low** Risk appetite: **Low**
What could happen	TBAuctions uses open-source third-party software. The source code is published on a code-sharing platform for anyone to use on the basis of a license. Not being timely aware of any changes in license rights and obligations may lead to exclusion from the use of this software causing operational IT problems, possibly affecting our results negatively.	
What are we doing to manage this risk	TBAuctions always screens third-party software to determine how often it is used, by which other (large) parties, and whether the software is in turn also depended on by third-party software. We only use third-party open-source software when it is absolutely necessary. We document our decisions and arguments.	
Recent development	Until recently, we screened manually for software updates and (subsequent) license changes. Due to the company's recent growth, which increases the impact of adverse events, we have further reduced the risk of missing license changes by implementing an automatic monitoring tool. This tool better enables us to prevent being unexpectedly excluded from the use of third-party software.	

Risk and risk appetite	**Cybersecurity risk**	Current risk: **Medium** Risk appetite: **Low**
What could happen	Cybersecurity risks relate to the loss of confidentiality, integrity, or availability of information, data, or information (or control) systems and reflect the potential adverse impacts to organizational operations and assets, individuals and other organizations.	
What are we doing to manage this risk	TBAuctions has various technical controls in place that reduce cyber risks. Responsive measures such as back up and recovery plan exist. Phishing exercises are performed and further pen testing is part of the cyber security actions. In addition, the employees are an important part for cyber security in the Group.	
Recent development	No cyber security related incidents have occurred. A security awareness campaign is set up under employees to increase understanding and security. Further improvement initiatives including formalizing cyber risk response plans is in ongoing development within the Group.	

Risk and risk appetite	**Data (Operational)**	Current risk: **Low** Risk appetite: **Low**
What could happen	Within TBAuctions, there is a lot of data flowing through everyone's work. Having our Data hijacked, stolen or encrypted would result in potential business disruption and financial- and reputational damage, as well as GDPR breaches.	
What are we doing to manage this risk	We have completely separated our office environment from our running business. Furthermore, each employee has access to the Microsoft Office 365 environment where all of our documents are stored. This allows us to easily recover from certain security incidents with regard to data hijacking.	
Recent development	In 2022 we launched our Data Security & Privacy Campaign, and in 2023 we further progress with implementing our Group-wide Privacy policy, whereby locally appointed Privacy champs will support the Group Data Protection Officer with the management and control of our procedures for data processing, data protection and privacy compliance.	

Risk and risk appetite	**Financial Reporting (Operational & Financial Risk)**	Current risk: **Moderate** Risk appetite: **Low**
What could happen	Failures in internal controls adversely affect our financial reporting and management process with the risk of disclosing incorrect information, making wrong or sub-optimal decisions potentially harming our results, financial position and reputation.	
What are we doing to manage this risk	We implemented monthly closing procedures and controls, business review sessions and Board meetings are organized monthly to discuss financials in detail. Dedicated external advisors are involved in tax and accounting matters to provide reasonable assurance that we remain aware of and act in compliance with relevant tax and accounting laws and policies.	
Recent development	Also, in 2022 we continued enhancing our controls over financial information, e.g. improved key control lists at Group Finance. Tax advice and services are further centralized with one dedicated external advisor overseeing all tax matters. In order to onboard all the acquisitions and to keep up with the pace at which this is happening, we have engaged the support of external parties, helping us with journalizing transaction steps, accounting technical advice and the execution of purchase price allocation processes. During 2023, the Accounting manual will be reviewed, and actualized where required, to ensure ongoing harmonized accounting principles with the group including newly acquired entities.	

Risk and risk appetite	**Liquidity risk (Financial risk)**	Current risk: **Low** Risk appetite: **Low**
What could happen	TBAuctions requires access to capital to fund its buy & build strategy and further investments in its auction platform Atlas. Insufficient access to capital and/ or overspending investments may result in lower growth opportunities and, in the worst case, bankruptcy.	
What are we doing to manage this risk	Growth ambitions are aligned with available financing sources. Investments in capex are budgeted and the realization is monitored and reported to the Board. We monitor our liquidity and working capital position intensively and run forecast and scenario analyses to continuously meet our covenants. Furthermore, we focus on our relationship with our credit institutions.	
Recent development	As a result of the indirect acquisition of TBAuctions by the EPIC II fund, new sources of capital have become available. Equity is provided by the fund and a new senior facilities agreement is concluded. At the end of April 2022, Summa Equity jointed TBAuctions as a minority investor even further strengthening its access to capital. During the 2nd half of 2022 the group introduced a cash and liquidity 13weeks rolling forecast model, as created together with an expert external advisor. All of the group entities are submitting weekly their forecast since, providing the group a clear consolidated reporting, monitoring and planning tool for anticipated cash inflows, cash outflows, liquidity positions, and all per currency the group operates with. In June 2023 a permanent Group Treasury manager will start to empower the existing Group Finance team	

Risk and risk appetite	**Interest rate and currency risk (Financial Risk)**	Current risk: **Medium** Risk appetite: **Low**
What could happen	Interest rate risk arises from the (new) facilities agreement concluded. The rate of interest is the aggregate of the applicable (fixed) margin and variable term reference rate, such as the Euribor, Sonia, Stibor and Nibor. An increase of the term reference rate impacts our results negatively. TBAuctions has subsidiaries in different currency zones and is therefore exposed to translation risks, which may have a negative impact on our financial position and results. Transactions in foreign currencies also exposes the Company to foreign exchanges risks, possibly affecting results negatively as well.	
What are we doing to manage this risk	Management assessed the interest rate risk under the new facilities agreement initially as low. During 2022, interest rate expectations have increased in light of ongoing inflation pressure and the ECB signaling it will start raising interest rates. Therefore, management has entered into a new contract as of 30 September 2022 in order to cap variable interest on Euro currency loans at 2,5% for an amount of € 84mln of the principal amount of the loan. Currency risk is assessed as remote, the group's policy is not to hedge this exposure. However, recent acquisitions outside the euro currency zone increased the risk	
Recent development	TBAuctions is in the process of entering into new interest rate cap contracts, which will reduce the adverse interest rate risk to the level of the desired risk appetite. As expected, currency risk in 2022 proved to be limited. Further to the recent acquisitions in non Euro countries, management will reconsider its currency risk policy including the measures to apply for mitigating any related increased risk.	

Risk and risk appetite	**Compliance (Laws, regulations, internal policies & corporate values)**	Current risk: **High** Risk appetite: **Low**
What could happen	TBAuctions is subject to laws and regulations which are constantly evolving. TBAuctions acknowledges the risk of not being compliant with current laws and regulations. As an auction platform, we recognize that, amongst others, the Dutch Wwft, European equivalent AML directives, and Sanction Law applies specifically to our business in this regard, and therefore should be complied with. Failures to comply with laws, regulations, internal policies and corporate values might result in illegal trade and transactions which can lead to (legal) measures like financial fines and could have a negative impact on the company's performance, financial position and reputation.	
What are we doing to manage this risk	We have defined four priority areas to manage the non-compliance risk: i) employees, ii) our services, iii) protection of personal data , iv) integrity of our customers (buyers and sellers). We have embedded compliance risks mitigating measures into our internal control systems and strive to manage compliance risks effectively as follows: i) Our employees act in accordance with our corporate values, code of conduct, and social media policy and are trained on a regular basis. ii) Our platform services (i.e. our platform Atlas and website functions) comply with the "zakelijk thuiswinkelwaarborg", "keurmerk online veilen" and auctions are under notarial supervision. We have control systems in place to monitor auctions i.e. behavior of customers on the auction platform.	

	iii) Personal data of employees and customers is treated with the utmost care and according to the GDPR standards. We train our employees also on these matters. We strive for good quality offerings on our platform. To this end, in 2021 we entered into a partnership with the Dutch Food and Consumer Product Safety Authority (NVWA). iv) With respect to customer integrity we recognize that, by acting as an intermediary for the sale and purchase of vehicles, ships, works of art, antiques, precious stones, precious metals, jewelry or jewels, TBAuctions (as an online auction platform) is regarded as an institution for the purposes of the Dutch Wwft (Law for the prevention of money laundering or terrorist financing), European equivalent AML directives, and Sanction Law. Although the company has made efforts to act in accordance with relevant local and international AML and sanction law, elimination of all compliance risks cannot be guaranteed. We can prevent the Company from becoming involved in undesired activities and protect our reputation, by getting to know our customers well through measures like client due diligence (CDD) and monitoring customer transactions. We do not accept cash payments and our payment services as carried out through external payment services providers reduces the risk of money laundering significantly. As of 31 December 2021, we were not compliant with applicable laws and regulations with respect to Dutch Wwft, European equivalent AML directives, and Sanction law. In order to become compliant with applicable laws and regulations in this respect, management developed a roadmap for 2022 and onwards with the following key action steps: i) Connect all customer accounts with external payment services providers; ii) catching up on CDD procedures, by inviting all sellers for a CDD check and recording the data on file; iii) review goods offered by the sellers; iv) monitor CDD compliance across the group, including auditing underlying processes and local legislation for foreign locations; v) provide awareness sessions for relevant employees related to CDD; and vi) institute an independent audit and compliance function to monitor Wwft compliance.
Recent development	As from 1 January 2022 and forwards, all sellers auctioning via the Atlas platform (implemented in the Netherlands) are connected to the payment services of an external payment service provider. The condition for being connected is that the seller has successfully completed the KYC process of the payment service provider. The link between the payment services provider and the Atlas platform was created in consultation with us. Failure to complete the KYC process from the payment service provider means that sellers cannot be paid. Although we can see in the system of the payment service provider that the KYC checks on sellers are completed, we are aware that we also have our own responsibility relating to certain CDD procedures and need to take actions to do so. Implementation of these actions will be an ongoing process and will receive our full attention in 2023. Meanwhile, the ongoing implementation of the Atlas platform across the Group ensures that also sellers of foreign subsidiaries will require connection to payment service provider accounts for which we will ensure the implementation of our own oversight and monitoring activities. Notwithstanding the above, we have to (and are) further actioning the key action steps as defined in the roadmap to become compliant with respect to the Dutch

	Wwft, European equivalent AML directive, and Sanction law during 2023. As per June 2023 a Group Risk & Compliance Manager will be employed. This newly created function will further enhance the compliance process and monitoring of the Dutch Wwft, European equivalent AML directive, and Sanction law compliance including providing more awareness in relation to the importance thereof to relevant employees. Furthermore, this function will enable the implementation of the key action steps as defined in the roadmap with the inclusion of enhancing the oversight on the outsourced CDD activities.

Profit appropriation

Profit is appropriated in accordance with the Articles of Association. For further information see the Other Information.

Financial review

Ebitda and net result

Being a new Group of acquired businesses in 2022, no comparative figures for 2021 are included in the 2022 consolidated financial statements. Ebitda for the year 2022 amounts to € 22.2M, affected by non-recurring expenses for reorganization costs and transaction fees. Mainly due to depreciation and amortization and interest expenses, the net loss for the year 2022 amounts to € 50.7M.

Key figures - P&L

(x € 1.000)	**2022**
Net revenue	117.616
Total Expenses	(95.387)
Ebitda	**22.229**
Depreciation and amortization	(56.202)
Ebit	**(33.973)**
Net financial income/(expense)	(16.267)
Income tax expense	(167)
Loss on disposal	(228)
Minority interest	(31)
Loss after taxation	**(50.666)**

Like for like, pro forma, consolidated accounts, including full-year results of all entities that are part of the Group as per 31 December 2022, show a 14% higher Ebitda than like-for-like, pro forma, consolidated accounts for the full-year 2021, driven by increased net revenues of all operating Group entities and increased operational efficiency.

Net revenues

Net revenues for 2022 (as from the date on which acquisitions were closed) can be broken down as follows:

(x €1.000)	**2022**
Netherlands	49.347
Belgium	16.534
Sweden	15.950
Norway	14.229
Germany	6.718
UK	6.778
France	2.857
Other countries	5.203
Net revenue	**117.616**

Like for like, proforma, consolidated accounts, including full-year results of all entities that are part of the Group as per 31 December 2022, show € 157.4M net revenue. This is 5% higher than like-for-like, pro forma, consolidated accounts for full-year 2021.

Key (non-GAAP) figures of current parameters of the group

By the end of the year 2022, if all acquired companies had been part of the group for the entire year 2022, the pro forma Net Auction Sales ended at € 1041.8M, the pro forma Revenue at € 157.4M and the pro forma Ebitda before non-recurring and exceptional items at € 42.6M.

Balance sheet as per year end 2022 and ratios

Key figures - Balance sheet

(x € 1.000)	**2022**
Total assets	852.941
Group Equity	426.730
Non-current liabilities	250.316
Working capital	7.885
Net position on auctions	4.965

Total assets mainly relate to the acquired group companies. To finance these investments, new equity was contributed and new bank facilities agreements were concluded. The solvency ratio (Group Equity/Total assets) at 31 December 2022 is 50,0

Working capital is the net amount of total current assets and total current liabilities, including the net position on auctions: auction receivables plus (third party) auction cash accounts minus auction payables. The liquidity ratio (Current Assets/Current Liabilities) at 31 December 2022 is 1,1.

As per the senior facilities agreement, dated 15 December 2021, with the lenders Permira Credit Solutions funds and Oldenburgische Landesbank Aktiengesellschaft, the Group has to ensure that the financial covenant is met on each quarter end reporting. The financial covenant relates to the total net leverage ratio, which means the ratio of total net debt on the quarter end date to the last 12 months pro forma adjusted Ebitda. The pro forma adjusted Ebitda means the pro forma Ebitda, before non-recurring and exceptional items, which are defined in the agreement, and adjusted for the pro forma run-rate effect of any cost savings and/or cost synergies arising, amongst others, from implementing group restructuring and acquisitions integration initiatives, which the group reasonably believes can be obtained within the first 18 months from start of the initiatives, and which is within a pre-defined maximum.
In respect of the 12 months period ending on 31 December 2022, the total net leverage ratio of the group was 5.1x and therefore the financial covenant has been complied with.

Outlook 2023

Focus on strategic initiatives, including technology, and integration

TBAuctions wants to be the pan-European platform of choice for sellers & buyers for all types of products. To achieve this, we are fully focused on our buy & build strategic initiatives, which can be divided into four pillars:

- Seller growth;
- Bidder growth;
- Intelligent Auctioning (technology) and:
- Merger & acquisitions.

For more details, reference is made to the Strategy paragraph. Part of the Intelligent Auctioning pillar is the further development of the Atlas platform. In 2022 we accelerated the development (and investments) in Atlas and started connecting newly acquired brands to the platform. In 2023, we are continuing the implementation of Atlas across the group including the further migration of storefronts of our brands. Further to the acquisitions done in 2022, various integration initiatives have been started to achieve synergies, each having an owner and Board support. The owners of each integration initiative have defined clear deliverables and a roadmap to monitor progress of the implementation.

Further to our strategic initiatives, by continuing with and further investing in our current staff levels, and also driven by an ongoing buy and build agenda, with the latest in April 2023 announced acquisition of Dutch online auction company Epic, and other potential acquisitions in the pipeline, we do expect to realize strong revenue growth in 2023 with an overall Ebitda margin improvement following from operational efficiency initiatives and integration synergies, and with a net result developing in coming years to profit

Financing our initiatives

We finance (strategic) initiatives from various sources. Since 5 January 2022, these sources are strengthened by the indirect acquisition of TBAuctions by the EPIC II fund, accompanied by a new senior facilities agreement. At the end April 2022, Summa Equity jointed TBAuctions as co-investor to accelerate TBAuctions' ambition to become the leading pan-European online auction platform. Management, former shareholders of acquired companies and some co-investors also deliver valuable sources of cash. TBAuctions itself also generates free cash on a monthly basis,

which can be applied to finance our initiatives. Per the end of May 2023 TBAuctions Holding B.V. is sourced with in total € 473M paid up and called up share capital and share premium.

Senior facilities agreement

Medio May 2023, a total amount of € 324.2M is committed by the lenders of the existing senior facilities agreement, distributed over multiple loans. The Term Facility and Acquisition Facility have a term of seven years and the Super Senior Term Facility and the Super Senior Revolving Credit Facility (€ 15M) have a term of six years and six months. TBAuctions shall repay the loans in full on the termination date of each facility, but early repayment of the whole or any part is permitted.

Based on the cash flow projection for the next twelve months after the publication date of these financial statements and analysis performed, management expects that sufficient liquidity is available so that TBAuctions will meet its obligations due and will remain within its financing covenants on each test date. Therefore, the financial statements have been prepared on a going concern basis.

Market developments

Russian aggression towards Ukraine

Management reflected on the Russian aggression towards Ukraine and the related sanctions imposed on Russia and Belarus. As a result of those sanctions existing clients from Russia and Belarus are blocked on our platform, thus are not able to bid anymore. For new Russian and Belarus visitors it is made impossible to create an account on our platform. Since payments and delivery or pickup will be difficult, clients from Ukraine will be closely monitored and transactions will be dissolved where necessary.

Direct effect in loss for TBAuctions on auction volume and financial results is remote as the buyers', as well as the sellers' base of Russia and Belarus clients, is neglectable low compared to the total number of sellers and buyers in our database. This also counts for Ukraine.

However, it's becoming increasingly clear that because of the Russian aggression and the resulting energy crisis, together with the global material and labor shortage, the world-supply-chain is disturbed. This has its effects on the replacement cycle as planned sales of relatively older machinery is postponed. Also, the buyer side reveals distortions as the consumer confidence and high pricing puts pressure on conversion rates. It is too early to indicate to what extent this will affect our business results. We will continue to monitor the situation closely.

Update on Covid-19

As the past three years have demonstrated, TBAuctions' business model is robust, both in economical up- and downturns. Although the Covid-19 ban has mainly affected its operational activities in countries that experienced heavier lockdowns, our overall normalized financial results improved over the years. Driver of this resilience is the continued growth of voluntary and recurring auctions.

Corporate insolvencies remained low in 2022 and appear to be still lower than the already unusually low numbers in the years 2020 and 2021. As the Covid-19 government support is discontinued across Europe in 2022, we do expect insolvency levels to normalize during 2023 and into 2024. However, the timing remains difficult to predict. Demand for involuntary auctions will then increase again. We believe we are well positioned to play an important role in this.

Amsterdam, 31 May 2023

The Board,

Executive directors,

Herberth Samsom (CEO)

Tijs Brouwers (CFO)

Non-executive directors,

Mark Nieuwendijk (chairman)

Marco Düngler

Michael Gröber

Christian Melby

Simen Opsal

Huub Vermeulen

Financial statements 2022

TBAuctions Holding B.V.

Address:	Overschiestraat 59 1062 XD Amsterdam, The Netherlands
Registration Chamber of Commerce:	84754346

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Consolidated balance sheet as at 31 December 2022

(before appropriation of result)

Assets

(x €1.000)	2022	
Fixed assets		
Intangible fixed assets (1)	701.241	
Tangible fixed assets (2)	2.793	
Financial fixed assets (3)	1.426	
		705.460
Current assets		
Inventories (4)	646	
Receivables (5)	33.164	
Cash at bank and in hand (6)	113.671	
		147.481
Total assets		**852.941**

Shareholders 'equity and liabilities

(x €1.000)	2022	
Group equity (7)		
Equity	426.699	
Non-controlling interest	31	
Group equity		426.730
Provisions (8)		36.299
Non-current liabilities (9)		250.316
Current liabilities (10)		139.596
Total equity and liabilities		**852.941**

Consolidated income statement for the year ended 31 December 2022

(x €1.000)	2022	
Net revenue (11)		117.616
Cost of outsourced work and other external expenses (12)	(20.172)	
Wages and salaries (13)	(43.413)	
Social security charges (14)	(8.851)	
Amortization and depreciation (15)	(56.202)	
Other operating expenses (16)	(22.951)	
Total expenses		(151.589)
Operating profit/(loss)		**(33.973)**
Financial income and expense (17)		(16.267)
Loss before taxation		**(50.240)**
Corporate income taxes (18)		(167)
Group consolidated net profit loss		(50.407)
Loss on disposal		(228)
Minority interest in result		(31)
Loss after taxation		(50.666)

Consolidated statement of comprehensive income for the year ended 31 December 2022

(x €1.000)		2022
Loss after taxation		(50,666)
Translation differences on foreign operations (19)	(6,434)	
Income and expenses recognized directly in the legal entity's equity as part of the group equity		(6,434)
Total comprehensive income		**(57,100)**

Consolidated cash flow statement for the year ended 31 December 2022

(x €1.000)	2022
Operating profit/(loss)	(33.973)
Adjustments for non-cash items	
Depreciation and amortization (15)	56.202
Movements in provisions (8)	(1.111)
Change in working capital (20)	11.746
Paid interest, including interest rate cap (3),(17)	(10.749)
Paid corporate income taxes	(1.497)
Cashflow from operating activities	**20.618**
Acquisitions of group companies (21)	(637.127)
Additions to intangible fixed assets(1)	(8.229)
Additions to tangibe fixed assets (2)	(1.400)
Cashflow from investing activities	**(646.756)**
Capital increase (25)	483.799
Proceeds from bank facilities (9)	256.010
Cash flow from financing activities	**739.809**
Net cash flow	**113.671**
Cash at bank and in hand at the beginning of the period	-
Cash at bank and in hand at the end of the period (6)	113.671
Increase in cash at bank and in hand	**113.671**

Basis of preparation for the consolidated financial statements

General

TBAuctions Holding B.V. (hereafter "TBAuctions" or "the Company") was incorporated on 10 December 2021. The registered office and effective place of business is Overschiestraat 59, 1062 XD Amsterdam, The Netherlands. The Company is registered with the Dutch Chamber of Commerce under number 84754346.

The Company prepared the consolidated financial statements for the year ending 2022 in accordance with Part 9 of Book 2 of the Dutch Civil Code. The financial statements were prepared on 31 May 2023. The Company's income statement is drafted in accordance with Section 402, Book 2.

All amounts are in thousands of EUR's unless otherwise disclosed.

Basis of consolidation

The consolidated financial statements include the financial information of the Company and its group companies (together hereafter "the Group"). Group companies are legal entities and companies over which the Company exercises control. In connection with this, financial instruments containing potential voting rights are also taken into account.

Group companies are fully consolidated from the date on which control is obtained and until the date that control no longer exists. The items in the consolidated financial statements are determined in accordance with consistent accounting policies. Profits and losses resulting from intragroup transactions are eliminated in full.

Minority interests are presented separately in the consolidated financial statements. Minority interests in group companies are part of group equity. Minority interests in the income statement of group companies are deducted from result after tax.

Comparative figures

Following the indirect acquisition of TBAuctions B.V. and its subsidiaries (effective date 5 January 2022), the Company is at the head of the new consolidation scope (hereafter "the Group"). Therefore, the Company prepares its consolidated financial statements as of the acquisition date, and no comparative figures for 2021 are included in the consolidated financial statements 2022.

Group activities

The group of tech companies is specialized in sustainable trade with a clear purpose: nothing of value should be lost. Group companies are active in the industrial and consumer market as well as in the real estate sector. Auctions are either from insolvencies or organized voluntarily.

From multiple locations in Europe, the Group serves sellers and buyers from across the globe. The brand portfolio of the Group consists of several brands and sub-labels.

List of consolidated companies

Entity	Country	Interest	Incorporation/ acquisition date
TBAuctions Holding B.V., Amsterdam (head of the group)	Netherlands		
- TBAuctions Midco B.V., Amsterdam	Netherlands	100%	December 2021
- TBAuctions Bidco B.V., Amsterdam	Netherlands	100%	
- TBAuctions B.V., Amsterdam	Netherlands	100%	
-TBAuctions Netherlands B.V., Amsterdam	Netherlands	100%	
- TWA B.V., Amsterdam	Netherlands	100%	
-Troostwijk Auctions B.V., Amsterdam	Netherlands	100%	
-BOG Auctions, Amersfoort	Netherlands	99%	
-Veilingnotaris B.V., Amersfoort	Netherlands	51%	
- Obelisk Boedel Beheer B.V., Katwijk	Netherlands	100%	
-Vavato NL B.V., Amsterdam	Netherlands	100%	
- Vavato B.V., Sint-Niklaas	Belgium	100%	
-Troostwijk N.V., Brussel	Belgium	100%	
-BVA Auctions Belgium B.V., Brussel	Belgium	100%	
-Troostwijk Real Estate Sales BVBA, Brussel	Belgium	100%	
-Auktionhaus Wilhelm Dechow GmbH, Hamburg	Germany	100%	
-Troostwijk Auktionen GmbH, Cologne	Germany	100%	
-Troostwijk Auktionen GmbH & CO KG, Cologne	Germany	100%	January 2022
-Troostwijk Roux Sachverständigen-Gutachten GmbH, Cologne	Germany	100%	
-Troostwijk AG, Zürich	Switzerland	100%	
-Karner & Dechow Industrie Auktionen GmbH, St. Pölten	Austria	100%	
-Troostwijk GmbH, Vienna	Austria	100%	
-Troostwijk Auctions Ltd., Birmingham	United Kingdom	100%	
- Gavel UK Bidco Ltd., London	United Kingdom	100%	
- Medical Auctions (BMA) Ltd., Horsham	United Kingdom	100%	
- France Médical Enchères S.A.S., Meudon	France	100%	
-Roux Troostwijk Consultants S.A.S., Paris	France	100%	
-Roux Troostwijk SVV S.A.S., Paris	France	100%	
-Troostwijk AB, Värnamo	Sweden	100%	
-Troostwijk s.r.o., Prague	Czech	100%	
-Troostwijk d.o.o., Belgrade	Serbia	100%	
-Troostwijk Srl., Milano	Italy	100%	
- TBAuctions Norway BidCo AS, Oslo	Norway	100%	
- Auksjonen.no AS	Norway	100%	
- Bjaroy AS	Norway	100%	
- TBAuctions Sweden BidCo AB, Stockholm	Sweden	100%	
- PS Intressenter AB, Svenljunga	Sweden	100%	
- Slag1 AB	Sweden	100%	April 2022
- Auktions och Värderingshuset Units AB	Sweden	100%	
- PS Auction AB	Sweden	100%	
- PSO Finans AB	Sweden	100%	
- PS Fordon AB	Sweden	100%	
- PS Auction Finland Oy	Finland	100%	
- PS Online Oksjonid Oü	Estonian	100%	
- Klaravik Group AB	Sweden	100%	
- Klaravik System AB	Sweden	100%	
- Klaravik Holding AB	Sweden	100%	
- Klaravik AB	Sweden	100%	October 2022
- Klaravik SP zoo	Poland	100%	
- Norsk Internett Auksjon AS	Norway	100%	
- Danks Auktions Service ApS	Denmark	100%	
Nordisk Logistik Partner ApS	Denmark	100%	
- Troostwijk Immo Auctions B.V., Brussel	Belgium	50%	November 2022
- Plustech AS	Norway	100%	December 2022
- Plustech Sweden AB	Sweden	100%	

The percentages mentioned in the list of consolidated companies represent the equity interests held.

For the above mentioned Dutch entities TBAuctions B.V., TBAuctions Netherlands B.V., TWA B.V., Troostwijk Auction B.V., BOG Auctions B.V. and Vavato NL B.V., TBAuctions Holding B.V. has filed a BW2:403 declaration at the Dutch Chamber of Commerce.

The above mentioned Dutch entities TBAuctions Midco B.V. and TBAuctions Bidco B.V., TBAuctions Holding B.V. make use of the BW2:408 exemption to not prepare and file separate consolidated financial statements.

Going concern

Management has prepared a cash flow projection for the next twelve months after the publication date of these financial statements. Based on the projection, management expects that sufficient liquidity is available so that TBAuctions will meet its obligations due and will remain within its financing covenants on each test date.

The cash flow projection takes into account the impact of the acquired companies, capital expenditures, interest payments and ongoing business. Market effects and the economic environment have also been taken into account while preparing the cash flow projection. High inflation rates put pressure on the economic and consumer conditions across the world. Impact on TBAuctions is expected to be minimal, the business has a natural hedge against cyclical trends due to potential increases in insolvency business inflow and its variable pricing structure. Central bank actions to counter inflation by raising interest rates impacts the amount of variable interest due by TBAuctions on its loans. Significant free cash flow and a partial hedge on the interest due provide a sufficient buffer to counter these negative effects. The ongoing Russian aggression towards Ukraine and the related sanctions imposed on Russia and Belarus have no direct effect on TBAuctions. Nonetheless, we will continue to monitor the situation closely.

The business outlook is strong with sourcing spread over the voluntary and insolvency segments as well as a market-leading position across multiple European countries. The voluntary segments have grown over the past couple of years and are expected to continue to do so as auctioning grows as a distribution channel driven by an increased interest in second-hand products from buyers and sellers. The growing need for sustainable solutions and products at an interesting price point is seen as a driver of voluntary business growth. Corporate insolvencies remain low and, although the end of 2022 has seen a slow upward trend that seems to continue into 2023, bigger insolvencies are absent. An uptick from these low levels is inevitable, given inflation and worsening economic conditions, however, the timing remains difficult to predict. We believe we are well positioned to play an important role in handling insolvency auctions once the market opens up but remain conservative on our financial outlook on that end.

Conclusion

Based on the cash flow projection for the next twelve months after the publication date of these financial statements and analysis performed management expects that sufficient liquidity is available so that TBAuctions will meet its obligations due and will remain within its financing covenants on each test date. Hence the Board has adopted the going concern basis in the preparation of these financial statements.

Judgments, estimates, assumptions and uncertainties

The management of the Group makes various judgments and estimates when applying the accounting policies and rules for preparing the financial statements. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the consolidated financial statements in future periods.

The Group based its assumptions and estimates on circumstances and information available when the consolidated financial statements were prepared. Assumptions about future developments (or future developments that do not occur), may change due to market changes or circumstances arising that are beyond the control of the Group. These changes in estimates will be accounted for prospectively. The key estimates and assumptions are described below.

Impairment of non-current assets

When measuring non-current assets other than financial assets, estimates must be made to determine their fair value to assess if they should be impaired. To determine fair value of goodwill and capitalized development costs,

management estimates the expected cash flows from assets and the cash-generating units to which they belong, applying an appropriate discount rate to calculate the present value of these cash flows.

Deferred tax assets

Deferred tax assets are recognized for all unused tax losses carried forward where it is probable that future taxable profit will be available against which these assets may be utilized. To determine the amount of deferred tax assets that can be recognized, management estimates the amounts and dates of which future taxable profits will be obtained and the reversal period of taxable temporary differences.

A deferred tax asset is also recognized with respect to the generic interest deduction limitation in the Netherlands (Article 15b CIT). If in any year not all interest can be deducted, it can be carried forward and therefore deducted later if forecasts demonstrate sufficient room to do so. To determine whether there is sufficient room, management makes estimates of the future (fiscal) EBITDA and interest expense.

Development costs (internally generated)

Development costs are capitalized if they satisfy the technical, commercial and financial feasibility criteria set for them. The financial feasibility in part depends on an estimate of the expected future cash flows, the term within which the cash flows are realized and the discount rate.

Acquisitions and mergers under common control

Acquisitions are recognized in the financial statements according to the purchase price accounting method. This means that any assets acquired and liabilities assumed are carried at fair value as at the acquisition date. The difference between the purchase price plus any costs directly attributable to the acquisition and the Group's share of the fair value of the identifiable assets acquired and liabilities assumed at the time of the transaction of a participating interest is recognized as goodwill from third parties. From the acquisition date, the results from the acquiree are recognized in the consolidated financial statements. For practicality considerations the month close date nearest to the actual acquisition date has been used for determining the results included in the consolidated financial statements. We have assessed the impact of this approach and conclude it is not material to the financial statements.

Mergers of companies under common control are accounted for using the pooling of interest method. This method of accounting involves assets and liabilities, at book values, and the results of parties involved are aggregated at the beginning of the financial year. No goodwill is reported in connection with the mergers. The legal formation of the mergers is processed on the date of this legal formation.

Foreign currency

Functional currency

The consolidated financial statements are prepared in euros, the functional and presentation currency of the Company. Each entity in the group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency translation

Transactions denominated in foreign currencies are initially carried at the functional exchange rates ruling at the date of transaction. Monetary balance sheet items denominated in foreign currencies are translated at the functional exchange rates ruling at the balance sheet date. Non-monetary balance sheet items that are measured at historical cost in a foreign currency are translated at the functional exchange rates ruling at the date of transaction. Non-monetary balance sheet items that are measured at current value are translated at the functional exchange rates ruling at the date of valuation.

Exchange differences arising on the settlement or translation of monetary items denominated in foreign currencies are taken to the income statement, except for exchange differences resulting from net investments in foreign activities, or from loans obtained to finance or effectively hedge net investments in foreign activities. These exchange differences are taken directly to the foreign currency translation reserve. The foreign currency translation reserve is included under the legal reserves.

Exchange differences arising on the translation of non-monetary assets and liabilities denominated in foreign currencies that are carried at current value are taken directly to the revaluation reserve in equity, provided the changes in value of the non-monetary items are likewise taken directly to equity.

Goodwill and fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of a foreign activity are treated as assets and liabilities of the foreign activity and translated at the rate of exchange ruling at the balance sheet date.

The assets and liabilities of foreign activities are translated into the presentation currency (euros) at the rate of exchange ruling at the balance sheet date and the income and expenses of these foreign activities are translated at the rates ruling on the transaction date. Resulting exchange differences are taken directly to the Legal foreign currency translation reserve. On the disposal of a foreign activity, the cumulative exchange differences taken directly to the reserves, are taken to the income statement as part of the gain or loss on the sale.

Offsetting

Assets and liabilities are only offset in the financial statements if and to the extent that:
- an enforceable legal right exists to offset the assets and liabilities and settle them simultaneously; and
- the firm intention is to settle the assets and liabilities on a net basis or simultaneously.

Financial instruments

Financial instruments include both primary financial instruments, such as receivables, securities and payables, and derivative financial instruments.

All purchases and sales of financial assets made according to standard market conventions are recognized at the transaction date, being the date on which the group enters into a binding agreement.

For the accounting policies applicable to primary financial instruments, please refer to the treatment of individual balance sheet items.

For the valuation and recognition of derivatives, please refer to the separate section on derivatives and hedge accounting.

Intangible fixed assets

General

An intangible fixed asset is recognized in the balance sheet if:
- it is probable that the future economic benefits that are attributable to the asset will accrue to the Group; and
- the cost of the asset can be reliably measured.

Costs relating to intangible fixed assets not meeting the criteria for capitalization (for example, cost of research, internally developed brands, logos, trademark rights and client databases) are taken directly to the income statement.

Intangible fixed assets obtained on the acquisition of a group company are measured at fair value as of the date on which they are obtained. Intangible fixed assets are measured at cost of acquisition or production net of accumulated amortization and accumulated impairment losses where applicable.

Intangible fixed assets are amortized on a straight-line basis over their expected useful economic lives, dependent on the type of asset as specified for each of the separate categories below. The economic useful life and the amortization method are reviewed at each financial year-end. If the estimated useful life exceeds twenty years, an impairments test is carried out at each financial year-end following the date of recognition.
An intangible fixed asset is derecognized when no further economic benefits are expected from its continued use or sale.

Costs of acquisition of trademarks and other intellectual rights

Costs of acquisition of trademarks and other rights, internally generated or acquired, are amortized on a straight-line basis over their estimated useful economic life, usually in ten years.

Development costs (internally generated)

Development costs are capitalized if they satisfy the technical, commercial and financial feasibility criteria set for them. A legal reserve equivalent to the carrying amount is formed.

Development costs are amortized on a straight-line basis over the estimated economic useful life of the asset concerned as follows:
- costs of designing auction platform are amortized in three to five years;
- costs of developing a website, including application infrastructure, graphic design and content are amortized in three to five years.

Goodwill

Goodwill is capitalized net of accumulated amortization and impairments where applicable. Goodwill is amortized on a straight-line basis over ten years.

For the purpose of impairment testing, goodwill acquired in an acquisition is, from the acquisition date, allocated to each of the cash-generating units or groups of cash-generating units that are expected to benefit from the synergy in the acquisition. The Group assesses at each reporting date, whether there is any objective evidence that goodwill is impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. When the recoverable amount of the cash-generating unit is less than its carrying amount, an impairment loss is recognized.

Where goodwill has been allocated to a cash-generating unit and an operation within that unit is disposed of, goodwill is allocated to the disposed operation when determining the gain or loss on disposal of the operation. The amount of the goodwill associated with the operation disposed of is based on the relative values of the operation disposed of and the other operations of the cash-generating unit.

Tangible fixed assets

Tangible fixed assets in use by the Group are carried at the cost of acquisition or production (including other costs incurred in bringing the asset to its location and condition necessary for its intended use less any investment grants obtained) net of accumulated depreciation and, where applicable, accumulated impairment losses. Tangible fixed assets do not include capitalized interest charges.

Tangible fixed assets are depreciated on a straight-line basis over their estimated useful economic lives, taking into account the residual value, as follows:

- land is not depreciated;
- buildings are depreciated in 50 years;
- other tangible fixed assets are depreciated in three to ten years.

If the expected depreciation method, useful economic life and/or residual value are subject to changes over time, they are treated as a change in accounting estimate.

Retired tangible fixed assets are measured at the lower of cost or their fair value less costs.

A tangible fixed asset is derecognized upon sale or when no further economic benefits are expected from its continued use or sale. The gain or loss arising from the disposal is taken to the income statement.

Financial fixed assets

Participating interests

Under the net asset value method, participating interests are carried at the Group's share in their net asset value. The net asset value increases with its share in the results of the participating interest and its share in the changes recognized directly in the equity of the participating interest as from the acquisition date, determined in accordance with the accounting policies disclosed in these financial statements. The net asset value decreases with the Group's share in the dividend distributions from the participating interest. The Group's share in the results of the participating interest is recognized in the income statement. If and to the extent the distribution of profits is subject to restrictions, these are included in a legal reserve. The Group's share in direct changes in equity of participating interests is also included in the legal reserve, except for asset revaluations recognized in the revaluation reserve.

If the value of the participating interest under the net asset value method has become nil, this method is no longer applied, with the participating interest being valued at nil if the circumstances are unchanged. In connection with this, any long-term interests that, in substance, form part of the investor's net investment in the participating interest are included. A provision is recognized if and to the extent the Group is liable for all or part of the debts of the participating interest or if it has a constructive obligation to enable the participating interest to repay its debts. The provision is measured at the present value.

A subsequently obtained share of the profit of the participating interest is recognized only if and to the extent that the accumulated share of the previously unrecognized loss has been compensated.

Interest rate cap

Upon initial recognition the interest rate cap, which is used as a hedging instrument for the interest cost associated to long term loans and borrowings, is measured at fair value. After initial recognition, the interest cap is measured at amortized cost, and cost price hedge accounting is applied. Refer to note (3) and note Financial Instruments on page 49 for further information.

Receivables and loans

Receivables on and loans to associates and other related parties are recognized under financial fixed assets and are initially measured at the fair value less transaction cost (if material). These receivables are subsequently measured at amortized cost. For determining the value, any impairments are taken into account.

Inventories

Inventories of goods for resale are measured at the cost of acquisition or at net realizable value, whichever is lower.

Current receivables

Loans granted and other receivables included under current assets that are not part of the trading portfolio are initially measured at fair value plus transaction costs and subsequently carried at amortized cost less any provision for doubtful debts where necessary.

Cash at bank and in hand

Cash at bank and in hand includes cash in hand, bank balances, notes and checks and are measured at nominal value. It also includes deposits if these are effectively at the Group's free disposal, even if interest income may be lost.

Cash at bank and in hand not expected to be at the Group's free disposal within twelve months is classified as financial fixed assets.

Cash related to auction settlements (third party cash) is presented as cash in the balance sheet, and disclosed separately as trapped cash.

Impairment of non-financial assets

The Group assesses at each reporting date, whether a non-financial asset or group of non-financial assets is impaired. The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. If it is not possible to determine the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

Impairment occurs when the carrying amount of an asset is higher than its recoverable amount; the recoverable amount is the higher of the net realizable value and the value in use. An impairment loss is directly recognized in the income statement while the carrying amount of the asset concerned is concurrently reduced.

The net realizable value is initially based on a binding sale agreement; if there is no such agreement, net realizable value is determined based on the active market, whereby usually the prevailing bid price is taken as market price. In cases where there is no active market, the net realizable value is derived from generally accepted valuation models. These models are confirmed by an earnings multiple, quoted share prices of listed entities and other fair value indicators available. The costs deducted in determining the net realizable value are based on the estimated costs that are directly attributable to the sale insofar necessary to realize the sale. For the determination of the value in use, an estimate is made of the future net cash flows in the event of continued use of the asset or the cash-generating unit; these cash flows are discounted, based on a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The discount rate does not reflect risks already taken into account in future cash flows.

Please refer to the accounting policies of goodwill for the impairment of goodwill.

The Group assesses at each reporting date, whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the assets or cash-generating unit recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed the carrying amount that would have been determined, had no impairment loss been recognized for the asset. An impairment of costs of goodwill acquired from third parties cannot be reversed.

Impairment of financial assets

The Group assesses at each balance sheet date whether a financial asset or group of financial assets has been impaired. If there is objective evidence of impairment, the amount of the impairment loss is determined and recognized in the income statement for all categories of financial assets carried at amortized cost.

The amount of impairment losses on financial assets carried at amortized cost is calculated as the difference between the carrying amount of the asset and the best possible estimate of the future cash flows, discounted at the effective rate of interest of the financial instrument determined on the initial recognition of the instrument. If the decrease in impairment relates to an objective event occurring after the impairment was recognized, a previously recognized impairment loss is reversed to a maximum of the amount required to carry the asset at amortized cost at the time of the reversal if no impairment had taken place. The impairment loss reversal should be taken to the income statement. The carrying amount of the receivables is reduced by using an allowance account.

The amount of impairment losses on shares carried at cost is calculated as the difference between the carrying amount of the financial asset and the best possible estimate of the future cash flows, discounted at the current cost of capital for a similar asset. A previously recognized impairment loss is reversed if the removal of the indication of impairment is shown objectively.

Classification of equity and liabilities

A financial instrument or its separate components are classified in the consolidated financial statements as liability or as equity in accordance with the substance of the contractual agreement underlying the financial instrument. Interest, dividends, gains and losses relating to a financial instrument, or part of a financial instrument, are included in the financial statements in accordance with the classification of the financial instrument as liability or equity.

Provisions

A provision is formed if the Group has a legal or constructive obligation at the balance sheet date and if it is probable that an outflow of resources will be required to settle the obligation and the amount of the liability can be reliably estimated. The amount of the provision is determined based on a best estimate of the amounts required to settle the liabilities and losses concerned at the balance sheet date. Provisions are carried at non-discounted value, unless stated otherwise.

If third-party reimbursement of expenses required to settle a provision is probable, the reimbursement is recognized as a separate asset.

Pension provisions

Pension plan in the Netherlands

Premiums to be paid to the pension plan administrator are recognized as an expense in the income statement and, insofar as the premium has not yet been paid, it is recognized as a liability on the balance sheet.

A provision is recognized for liabilities other than the premiums payable to the pension plan administrator if, as at the balance sheet date, the Group has a legal or constructive obligation towards the pension plan administrator and/or to its own employees, if it is probable that settlement of these liabilities will result in an outflow of resources and if a reliable estimate can be made of the amount of the liabilities. The provision for additional liabilities to the pension plan administrator and/or the employees is based on a best estimate of the amounts required to settle these liabilities concerned at the balance sheet date. The provision is carried at present value if the effect of the time value of money is material (with the discount rate before tax reflecting the market interest rate for high-quality corporate bonds).

A pension receivable in respect of surpluses available at the pension plan administrator is recognized if the Group controls the surplus if it is probable that it yields future economic benefits for the Group and if it can be determined reliably. A pension surplus is calculated using the same method as used for provisions.

Foreign pension plans

Most of TBAuctions' foreign entities have pension plans in place in which employees mandatory participate. All pension plans are defined contribution plans. Employee contributions vary from country to country and can amount to up to 50% of the total premium. Employer premiums are recognized as staff costs.

Provision for deferred taxes

For the valuation and treatment of the provision for deferred taxes, reference is made to the separate section on taxes on profits.

Non-current liabilities

On initial recognition, non-current liabilities are measured at fair value. In case the non-current liabilities are not carried at fair value through the income statement after initial recognition, the fair value at initial recognition are reduced with the directly attributable transaction costs.

After initial recognition, non-current liabilities are carried at amortized cost using the effective interest method. Gains and losses are recognized in the income statement when the liabilities are derecognized, as well as through the amortization process.

Current liabilities

On initial recognition, current liabilities are measured at fair value. In case the liabilities are not carried at fair value through the income statement after initial recognition, the fair value on initial recognition must be reduced by the directly attributable transaction costs.

After initial measurement, other current liabilities are carried at amortized cost using the effective interest method. Gains or losses are recognized in the income statement when the liabilities are derecognized, as well as through the amortization process.

Derivatives based on cost price hedge accounting

The Group applies hedge accounting based on generic documentation of hedging relationships.

The Group documents the following:
- the general hedging strategy and the way in which the hedging relationships are in line with risk management objectives and the expected effectiveness of these hedging relationships;
- the nature of the hedging instruments involved and hedged positions.

The hedges that meet these strict criteria for hedge accounting must be accounted for as follows.

The derivative is valued depending on the hedged item as follows:
- if the hedged item is carried at cost in the balance sheet, the derivative is also carried at cost;
- as long as the hedged item under cost hedging is not recognized in the balance sheet, the hedging instrument is not recognized.

Gains or losses are recognized as follows:

- the level of ineffectiveness, if any, is determined at each balance sheet date;
- if the critical characteristics of the hedging instrument and the hedged item are not or have not been identical, this is an indication that the cost hedge contains an ineffective part;
- the ineffective part, if any, is determined using the dollar offset method;
- if and to the extent that the ineffectiveness results in an accumulated loss as at the balance sheet date, the ineffectiveness is taken to the income statement;
- if the hedged position of a forecast transaction results in the recognition of a financial asset or liability, the related gains or losses not yet recognized in profit or loss are taken to the income statement in the same period(s) in which the acquired asset or contracted liability has an effect on profit or loss;
- if (part of) a loss not yet recognized in the income statement is expected not to be set off against a future corresponding gain attributable to a hedged item, such a loss is recognized directly in the income statement.

If the hedged position of a forecast transaction results in the recognition of a non-financial asset or liability, or if a forecast transaction regarding a non-financial asset or liability constitutes a binding agreement on the basis of which cost hedge accounting is applied, the related gains or losses not yet recognized in profit or loss are taken to the profit and loss account in the same period(s) in which the acquired asset or contracted liability has an effect on profit or loss. Realized gains or losses from hedging instruments are recognized in the balance sheet under accruals until they are taken to the income statement.

Cost price hedge accounting is no longer applied if:

- the hedging instrument expires, is sold, terminated or exercised. The realized cumulative gains or losses on the hedging instrument not yet recognized in the income statement at the time the hedge was effective, will be recognized in the balance sheet separately under accruals until the hedged transaction occurs;
- the hedging relationship no longer meets the criteria for hedge accounting.

If the hedged position relates to a future expected transaction, hedge results are recognized as follows:

- hedge accounting will be discontinued from that moment if the forecast transaction is still expected to take place. The related cumulative gains or losses on the hedging instrument not included in the income statement account or balance sheet at the time the hedge was effective, will be either an off-balance or an on-balance item, depending on the situation;
- if the forecast transaction is not expected to take place, the related cumulative gains or losses on the hedging instrument not included in the income statement or balance sheet at the time the hedge was effective will be taken to the income statement.

Leasing

Assessing whether an agreement contains a lease is based on the substance at the inception date of the agreement. The agreement is regarded as a lease if the fulfilment of the agreement depends on the use of a specific asset, or on whether the lease contains the right of use of a specific asset.

In the case of operating leases by the Group as lessee, lease payments are charged to the income statement on a straight-line basis over the term of the lease.

Income

General

Net revenue represents the proceeds from the supply of goods and services less discounts and such like, and taxes levied on revenue. Amounts received by the group for its own account (as principal) shall be recognized as revenue. Amounts received by the group for third parties (as an agent) shall not be recognized as revenue.

Performance obligations

Revenue will be recognized per separate performance obligation. The main different performance obligations are

- Service - revenue from buyers: each separate sold lot
- Service - revenue from sellers: each separate auction (which includes multiple lots to be sold)
- Other services, eg logistics services, valuation services, warehouse service
- Sale of goods

Services

When results of a performance obligation relating to a service can be reliably estimated and the income is probable to be received, the income relating to that service is recognized in proportion to the service delivered.

As auctioneer, our performance obligations with respect to services primarily consist of facilitating transactions between buyers and sellers on our online auction platform. As a reward for fulfilling our performance obligation with respect to the service, we charge commissions to buyers as a mark-up on the bidding price (e.g. the Net Auction Sales). In addition, commissions and costs are charged to the sellers as a deduction of the Net Auction Sales to be paid out to the seller. These revenues are a function of the highest bidding price and as such only known at the closing of the auction. Our service is provided to both buyers and sellers upon closing of the auction for each of the lots that have been successfully sold. Therefore revenue is recognized at the moment an auction is closed, minus a deduction for estimated no paid/no shows.

In facilitating these transactions between buyers and sellers, the company does not bear (the majority of) the risks. Rather, the sellers bear (the majority of) the risks, including amongst others the credit risk and inventory risk. Therefore, amounts received from buyers to be settled with the sellers (e.g. the Net Auctions Sales) shall not be recognized in revenue, and only commissions and costs charged to buyers and sellers are presented as revenue.

On other services provided, stage of completion is based on the costs incurred in providing the services up to the balance sheet date in proportion to the estimated costs of the total services to be provided.

Sale of goods

Income from the performance obligation related to the sale of goods is recognized in the income statement once all the major rights to economic benefits and significant risks relating to the goods have been transferred to the buyer, the income can be reliably measured and the income is probable to be received.

Cost of outsourced work and other external expenses

Cost of outsourced work and other external expenses represents the direct expenses attributable to revenue.

Dividend

Dividends from minority participations are recognized in the income statement under finance income if the Group is entitled to them and the dividends are probable to be received.

Expenses

General

Expenses are determined with due observance of the aforementioned accounting policies and allocated to the financial year to which they relate. Foreseeable and other obligations as well as potential losses arising before the

financial year-end are recognized if they are known before the financial statements are prepared and provided all other conditions for forming provisions are met.

Personnel

Wages, salaries and social security charges are recognized in the income statement on the basis of the terms of employment to the extent that they are payable to employees or the tax authority respectively.

The Group recognizes an obligation if it has demonstrably committed to a termination or transition payment. If the termination is part of a reorganization, the Group includes the costs for termination and transition payments in a provision for reorganization costs.

Financial income and expenses

Interest income

Interest income is recognized pro rata in the income statement, considering the effective interest rate for the asset concerned, provided the income can be measured and the income is probable to be received.

Interest expenses

Interest is allocated to successive financial reporting periods in proportion to the outstanding principal. Premiums and discounts are treated as annual interest charges so that the effective interest rate, together with the interest payable on the loan, is recognized in the income statement, with the amortized cost of the liabilities being recognized in the balance sheet.

Periodic interest charges and similar charges are recognized in the year in which they fall due. Similar charges include transaction costs for online payment processing.

Exchange differences

Exchange differences arising on the settlement or translation of monetary items denominated in foreign currencies are presented under Financial income and expenses. Reference is made to accounting policies on Foreign currency.

Income tax expense

Current taxes

Taxes are calculated on the result as disclosed in the income statement based on current tax rates, allowing for tax-exempt items and cost items which are non-deductible, either in whole or in part.

Tax assets and liabilities are netted if the general conditions for netting are met.

Deferred tax

Deferred tax liability is recognized for all taxable temporary differences between the valuation for tax and financial reporting purposes. A deferred tax asset is recognized for all deductible temporary differences between the valuation for tax and financial reporting purposes, and carryforward losses, to the extent that it is probable that future taxable profit will be available for set-off. The long-term and current deferred tax assets are recognized under financial assets under the fixed assets and receivables under the current assets, respectively. The deferred tax liabilities are recognized under provisions.

Deferred tax liabilities and deferred tax assets are carried on the basis of the tax consequences of the realization or settlement of assets, provisions, liabilities or accruals and deferred income as planned by the group at the balance sheet date. The tax rate and the tax legislation used to determine the amount have been specified or a material

decision has been taken on the balance sheet date. Valuation is based on current tax rates. Deferred tax liabilities and deferred tax assets are carried at non-discounted value.

Deferred tax assets and liabilities are netted if and to the extent that the following criteria are met:
- The group has a sound legal instrument to set off non-deferred tax assets against non-deferred tax liabilities to the extent that they relate to the same financial year;
- Deferred tax assets and liabilities relate to income taxes that are levied by the same tax authority on the same fiscal entity.

Related parties

All legal entities that can be controlled, jointly controlled or significantly influenced by the Group are considered to be a related party. Entities that can control the Company are also considered to be a related party. In addition, statutory directors, other key management of the Group and their close relatives are regarded as related party.

A related party transaction is a transfer of resources, services or obligations between the Group and the related party, regardless of whether a price is charged. Transactions with related parties are disclosed in the notes when they are not at arm's length.

Consolidated cash flow statement

The cash flow statement has been prepared in accordance with the indirect method.

Cash and cash equivalents consist of cash at bank and in hand. It also includes deposits if these are effectively at the Group's free disposal, even if interest income may be lost. Cash at bank and in hand not expected to be at the Group's free disposal within twelve months is classified as financial fixed assets.

Cash flows in foreign currencies are translated at estimated average rates. The effect of exchange rate changes on cash and cash equivalents are presented separately in the statement of cash flows.

Interest received and paid, dividends received and income tax paid are included under cash flows from operating activities. Dividend paid is stated under net cash flow from financing activities.

Acquisition of group companies and proceeds from group companies sold are included under cash flow from investing activities, insofar as payment in cash has been made, net of cash and cash equivalents held by the group companies in question.

Transactions for which no cash or cash equivalents are exchanged are not included in the cash flow statement.

Acquisitions

On 5 January 2022, TBAuctions Holding BV signed and closed the acquisition of TB Auctions BV by acquiring 100% of the shares. TBAuctions is a Dutch based leading digital auction platform and meeting place for secondhand and second chance good with no inventory and it operates 100% online. TBAuctions BV was recognized in the financial statements as at 1 January 2022.

On 28 January 2022, the group signed and closed the acquisition of Medical Auctions (BMA) Limited, including the company France Médical Enchères, by acquiring 100% of the shares. BMA was established in the United Kingdom in 2015 and operates a medical equipment auction platform, providing the healthcare sector with a secondary marketplace. The Company is primarily active in the United Kingdom, but also includes France Médical Enchères

("FME"), which is focused on the Frenchmarket. BMA was recognized in the financial statements as at 31 January 2022 and the purchase price allocation has been performed.

On 29 April 2022, the group signed and closed the acquisition of Auksjonen.no AS by acquiring 100% of the shares. The company was founded in 1987 and serves as one of the biggest auction sites in Norway. The company, together with its sourcing brand company Bjarøy, of which also 100% of the shares were acquired per the same date, focuses on sales for business, private individuals, objects for banks and financing companies, as well as disposal of bankruptcy estates. Auksjonen has a specific focus on cars, construction machines, and heavy vehicles. Auksjonen and Bjarøy were recognized in the financial statements as at 30 April 2022 and the purchase price allocation has been performed.

On 29 April 2022, the group signed and closed also the acquisition of PS Intressenter AB by acquiring 100% of the shares. This Swedish company was founded in 1958 and has in recent years developed into a large online auction platform for items ranging from machinery & equipment, vehicles to electronics. PS Intressenter was recognized in the financial statements as at 30 April 2022 and the purchase price allocation has been performed.

On 5 October 2022, the group signed and closed the acquisition of Klaravik Group AB by acquiring 100% of the shares. The company was established in 2012 in Sweden with a focus on (online) auctions for small family owned construction and agriculture businesses. Klaravik had an initial focus on vehicles and has diversified itself throughout the years towards heavy machinery, agriculture and construction tools. Klaravik was recognized in the financial statements as at 30 September 2022 and the purchase price allocation has been performed.

On 19 December 2022, the group signed and closed the acquisition of two smaller auction houses, Plustech AS (Norway) and Plustech AS (Sweden) by acquiring 100% of the shares of both companies. Both companies were recognized in the financial statements as at 30 November 2022 and the purchase price allocation has been performed.

Notes to the consolidated balance sheet as at 31 December 2022

Intangible fixed assets (1)

Movements in intangible fixed assets are as follows:

(x €1.000)	Goodwill	Development cost (internally generated)	Software	Intellectual rights	Total
Balance at 01-01-2022					
Acquisition costs	-	-	-	-	-
Accumulated depreciations	-	-	-	-	-
Carrying amount	-	-	-	-	-
Acquisitions	598.580	8.145	439	150.384	757.548
Investments	-	8.229	-	-	8.229
Amortization	(40.271)	(2.527)	(132)	(12.019)	(54.949)
Disposals	-	-	-	(164)	(164)
Depreciation on disposals	-	-	-	164	164
Exchange rate differences	(5.230)	(799)	(66)	(3.492)	(9.587)
Movements during the year	**553.079**	**13.048**	**241**	**134.873**	**701.241**
Balance at 31 December 2022					
Aquisition costs	593.350	15.575	373	146.728	756.026
Accumulated depreciation and impairments	(40.271)	(2.527)	(132)	(11.855)	(54.785)
Carrying amount at 31 December 2022	**553.079**	**13.048**	**241**	**134.873**	**701.241**

The acquisitions relate to the in the year 2022 acquired companies TBAuctions B.V. , Medical Auctions (BMA) Limited, France Médical Enchères, Auksjonen.no, with its sourcing brands Bjarøy, PS Intressenter, Klaravik, and Plustech

Goodwill relates to the goodwill paid on acquisitions, and goodwill is amortized in ten years on a straight-line basis

The development costs are internally generated and mainly relate to the development of the multi-sided online auction platform called Atlas. New Atlas modules are amortized in five years on a straight-line basis.

Intellectual rights, such as trade name and buyer database, are non-internally generated and relate to intellectual rights identified at the time of acquisition. Intellectual rights are amortized in ten years on a straight-line basis.

Tangible fixed assets (2)

Movements in tangible fixed assets are as follows:

(x €1.000)	Land and buildings	Machinery and equipment	Other fixed operating assets	Total
Balance at 01-01-2022				
Acquisition costs	-	-	-	-
Accumulated depreciations	-	-	-	-
Carrying amount	-	-	-	-
Acquisitions	898	1.561	495	2.954
Investments	341	896	163	1.400
Depreciation	(438)	(749)	(61)	(1.248)
Disposals	-	(127)	(195)	(322)
Depreciation on disposals	-	127	112	239
Impairments	(163)	(63)	(5)	(231)
Movements during the year	**638**	**1.646**	**509**	**2.793**
Balance at 31 December 2022				
Aquisition costs	1.239	2.331	463	4.033
Accumulated depreciation and impairments	(601)	(685)	46	(1.240)
Carrying amount at 31 December 2022	**638**	**1.646**	**509**	**2.793**

Land and buildings mainly relate to renovations and investments in our (rented) offices.

Machinery and equipment relate to investments in furniture and computer hardware and other fixed operating assets relates to investments in vehicles.

Financial Fixed assets (3)

(x €1.000)	Amortized cost	Other	Total
Balance at 01-01-2022			
Acquisition costs	-	-	-
Accumulated depreciations	-	-	-
Carrying amount	-	-	-
Additions	1.518	46	1.564
Amortization	(138)	-	(138)
Balance at 31 December 2022	**1.380**	**46**	**1.426**

The additions relate to the acquisition cost of an interest rate cap contract. These costs are amortized on a straight-line basis during the 33 months contract period, ending 30 June 2025. The market value of the interest rate cap contract as per 31 December 2022 is € 1,9M. Reference is made to the Financial Instruments section.

Inventories (4)

Inventories

(x €1.000)	2022
Goods for resale	646
Total	**646**

Inventories mainly consist of cars for resale. A provision for obsolete inventories is not deemed to be necessary.

Receivables (5)

(x €1.000)	2022
Trade receivables (auction receivables)	15.031
Other trade receivables	2.166
Prepayment and accrued income	5.050
Other amounts receivables	10.917
Total	**33.164**

Other amounts receivable can be broken down as follows:

(x €1.000)	
Advances personnel	102
Corporate income tax receivable	1.948
Other taxes and social premiums receivable	6.618
Other receivables	2.249
Total	**10.917**

Cash at bank and in hand (6)

(x €1.000)	**2022**
Cash in hand	137
Cash at bank	23.897
Cash not at the disposal of the company	89.155
Deposits	482
Total	**113.671**
Of which cash:	
Freely available to the company	24.516
Trapped (third party auction accounts)	89.155

Deposits included under cash at bank and cash in hand may be withdrawn on demand.

Group equity (7)

Equity

For details on equity, please refer to the note 25 Shareholders' equity in the Company financial statements.

Minority interests

The minority interest relates to Veilingnotaris B.V. (indirectly held minority part 49%)

(x €1.000)	**2022**
Profit for the year	31
Balance at 31 December	**31**

The financial information of the minority interests in the group are:

(x €1.000)	**2022**
Gross operating result	347
Operating expenses	(272)
Financial income and expenses	(1)
Income tax expense	(11)
Result after tax	**63**
Of which:	
Attributable to the group	32
Attributable to minority interest	31

Provisions (8)

(x €1.000)	**Deferred Tax**	**Personnel**	**Other**	**Total**
Acquisitions	37.317	0	93	37.410
Charged to provisions	1.527	1.067	-	2.594
Releases	-3.705	-	-	-3.705
Balance at 31 December 2022	**35.139**	**1.067**	**93**	**36.299**

Deferred tax can be broken down as follows:

(x €1.000)	**2022**
Deferred tax asset	824
Deferred tax liability	35.964
Total	**35.139**

Deferred tax asset can be broken down as follows:

(x €1.000)	**2022**
Deferred tax asset	
Tangible fixed asset	63
Article 15b CIT	0
Tax losses carried forward	761
Total	**824**
Of which	
with a term of less than a year	63
with a term equal to or more than one year	0
with a term more than five year	761

Deferred tax liabity

(x €1.000)	**2022**
Intangible fixed assets	35.619
Other temporary differences	344
Total	**35.964**
Of which	
with a term of less than a year	4.302
with a term equal to or more than one year	15.831
with a term more than five year	15.831

The deferred tax asset Article 15b CIT interest relates to the generic interest deduction limitation in The Netherlands. If in any year not all interest can be deducted, it can be carried forward and therefore deducted at a later date if forecasts demonstrate sufficient room to do so. As a result of the changed financing structure in 2022 and the decreased calculation percentage to 20% of the fiscal Ebitda, it is not expected that TBAuctions will have sufficient room to deduct the carried forward interest within the foreseeable future, hence, at the end of 2022, the deferred tax asset in this context amounts to nil.

The Group anticipates to develop the business to profitable levels, both in the Group and in the Dutch fiscal unity part of it, hence for the 2022 tax losses carried forward of € 3,0M a deferred tax asset has been recorded.

Deferred tax liability can be broken down as follows:

(x €1.000)	**2022**
Intangible fixed assets	35,619
Other temporary differences	344
Total	**35,964**
Of which	
with a term of less than a year	4,302
with a term equal to or more than one year	15,831
with a term more than five year	15,831

The provision for deferred tax Intangible fixed asset relates to the temporary valuation difference of intangible fixed assets. Temporary differences recognized mainly relate to developed cost auctions platforms, due to differences in amortization rates for tax purposes and accounting purposes and to the identified intangible assets recognized as part of the Purchase Price Allocation process performed for the in 2022 acquired companies TBAuctions BV, Medical Auctions (BMA) Limited, France Médical Enchères, Auksjonen.no, with its sourcing brands Bjarøy, PS Intressenter, Klaravik and Plustech

Personnel provision

The personnel-related provision mainly relates to the legislative provision for severance payments for BVA Auctions employees. In November 2022 it was decided to close the BVA Auction office in Amersfoort and to integrate part of the business in Troostwijk Auctions in Amsterdam. In any case of termination of the employment relationship, the employee has the right to a severance payment.

In addition, severance payments to BVA Auctions and Auktionhaus Wilhelm Dechow employees, that were agreed at 31 December 2022, are recorded under current liabilities.

Non-current liabilities (9)

Movements in non-current liabilities were as follows:

(x €1.000)	**Credit facility**	**Amortized costs**	**Other**	**Total**
Additions	264.296	(8.286)	322	256.332
Amortization		1.018	-	1.018
Exchange rate difference	(7.034)	-	-	(7.034)
Balance at 31 December 2022	**257.262**	**-7.268**	**322**	**250.316**

A new senior facilities agreement has been concluded with multiple Permira Credit Solutions funds and Oldenburgische Landesbank Aktiengesellschaft with amount committed € 309,2M. Alter Domus Agency Services UK Ltd. acts as Agent and Alter Domus Trustees UK Ltd. as Security Agent. New rights of pledges on shares and account receivables of TBAuctions companies have been granted to Alter Domus Trustees UK Ltd. as security for the new senior facility.

The agreement consists of the four facilities: Committed Acquisition Facility ("CAF"), Facilty B ("TLB"), Super Senior Term Loan ("SSTL") and Super Senior Revolving Credit Facility ("SSRCF"). All of these bear a variable interest rate based on 3-months interest of the drawn currency plus a fixed margin(6% for the CAF and TLB facilities and 3,25% for the SSTL and SSRCF facilities). The interest payments are quarterly due. The termination date of the CAF and TLB facilities is 5 January 2029. The SSTL and SSRCF facilities have a termination date of 5 July 2028. All the facilities are repayable in full at the termination date. The TLB (amount per 31 December 2022: € 77.5m) and the CAF (€ 162.3M) are subordinated to the SSTL (€ 17.5M) and the SSRCF (€ 0.0M)

Arrangements fees are amortized on a straight-line basis during the term of the facilities.

As per the senior facilities agreement, the Group has to ensure that the financial covenant is met on each quarter end reporting. The financial covenant relates to the total net leverage ratio, which means the ratio of total net debt on the quarter end date to the last 12 months pro forma adjusted Ebitda. The pro forma adjusted Ebitda means the pro forma Ebitda, before non-recurring and exceptional items, which are defined in the agreement, and adjusted for the pro forma run-rate effect of any cost savings and/or cost synergies arising, amongst others, from implementing group restructuring and acquisitions integration initiatives, which the group reasonably believes can be obtained within the first 18 months from start of the initiatives, and which is within a pre-defined maximum.

Following the senior facilities agreement definitions the company's total net leverage ratio at 31 December 2022 is 5.1x, calculated as follows:

(x €1.000)	**2022**
Ebitda	**22.229**
Pro forma adjustments and add back exceptional items	20.386
Pro forma Ebitda	42.615
Pro forma run rate adjustments	3.108
Pro forma adjusted Ebitda	**45.723**
Total Net Debt	
Senior Facility	257.262
Auksjonen Vendor Loan	4.756
Guarantees	377
Debt	262.394
Cash and cash equivalents (incl. net position on auction)	29.481
Total	**232.913**
Total net leverage	**5,1x**

As per the senior facilities agreement definitions the following companies constitute Material Companies per 31 December 2022 for the purposes of the senior facilities agreement: TBAuctions BidCo B.V., TBAuctions B.V., TBAuctions Netherlands B.V., Troostwijk Auctions B.V., Troostwijk N.V., Vavato B.V., Auktionshaus Wilhelm Dechow GmbH, Gavel UK BidCo Limited, Medical Auctions (BMA) Limited, Auksjonen.no AS, TBA Norway BidCo AS, TBAuctions Sweden BidCo AB, Klaravik AB, Danks Auktions Service ApS.

Current liabilities (10)

(x €1.000)	**2022**
Trade creditors (auction payables)	92.596
Other trade creditors	5.626
Corporate income tax payable	2.706
Other taxes and social security charges	7.328
Accrued interest on loans	4.516
Repayable sellers' credit	4.756
Other liabilities	6.027
Payables to Shareholders	220
Accruals	15.821
Total	**139.596**

Other taxes and social security charges includes a deferred payment of social security charges granted by the Dutch tax authorities for a total amount of € 1.8M over the period February to June 2020 in connection with the Covid-19 crisis. As of 1 October 2022, TBAuctions has to start repaying the deferred social security charges and has a maximum period of 60 months for doing so. Acceleration of payments is permitted. TBAuctions, does not exclude an acceleration of payments. For this reason, the fully liability amount is recognized under current liabilities.

The € 4,8M (NOK 50,0M) sellers' credit for the acquisition of Auksjonen was repayable in April 2023, and has been repaid meanwhile.

Accruals can be broken down as follows:

(x €1.000)	
Accrued commissions	2.339
Accrued bonuses personnel	1.986
Provision for holidays	3.675
Other accrued expenses personel	1.489
Accrued trade and other accrued expenses	6.332
Total	**15.821**

Financial instruments

General

The information included in the notes for financial instruments is useful in estimating the extent of risks relating to both on-balance and off-balance financial instruments.

The group's primary financial instruments, not being derivatives, serve to finance the group's operating activities or directly arise from these activities. The group also enters into transactions in derivatives, particularly an interest rate cap, to hedge interest rate risks arising from the group's financing activities. The group's policy is not to trade in financial instruments for speculation purposes.

The principal risks arising from the group's financial instruments are interest rate risks, liquidity risks and foreign exchange risks. The group's policy to mitigate these risks is set out in the next section.

Interest rate and cash flow risks

Interest rate risk and cash flow risk is the risk of the fair value of future cash flows from financial instruments fluctuating due to changing market interest rates. The risk of market rate fluctuations run by the Group mainly relates to long-term commitments bearing variable interest.
To mitigate interest rate risk due to EURIBOR rises , an interest rate cap contract has been concluded with Oldenburgische Landesbank AG. The contract runs until 30 June 2025, at a strike price of 2,50% and a notional value of € 84M (compared to € 116M nominated outstanding Euro principal bank amount). The difference between the actual EURIBOR interest and 2,50% will be settled by the bank. As per 31 December 2022 the fair value of this contract was € 1.9m.

Liquidity risk

Liquidity forecasts are drawn up regularly. The group manages liquidity risk through interim monitoring and by making adjustments where necessary. Forecasts are discussed within the Board and with our banks. The liquidity forecast take into account that not all cash is at the disposal of the company.

Foreign exchange risk

TBAuctions' foreign exchange risks mainly relate to its net investments in Sweden, Norway, Denmark, United Kingdom and Switzerland. The group's balance sheet and results may be influenced by the change of foreign currencies to euro exchange rates. Since the exposures have increased due to acquisitions, management is re-assessing the foreign exchange risks and possible measures.

Arrangements and commitments not shown in the balance sheet

Operating leases - cars

TBAuctions has operating lease arrangements and commitments relating to cars as lessee. The future minimum lease payments can be broken down as follows:

(x €1,000)	2022
With a term of less than 1 year	1.985
With a term of 1 to 5 years	2.305
With a term of more than 5 years	-
	4.290

Operating leases - other

Other operating leases relate office machines such as copiers and coffee machines.

(x €1,000)	2022
With a term of less than 1 year	112
With a term of 1 to 5 years	170
With a term of more than 5 years	-
	282

Fiscal unity

TBAuctions Holding B.V. is heading a fiscal unit with its direct subsidiary TBAuctions MidCo B.V. TBAuctions BidCo B.V. is the head of the fiscal unity for Corporate Income Tax and Value Added Tax with its Dutch 100% subsidiaries. All companies within a fiscal unity are jointly and severally liable.

Corporate income taxes of a fiscal unit are settled within the head of the fiscal unit.

Rent obligations

Rent obligations immovable property are as follows:

(x €1,000)	2022
With a term of less than 1 year	3.698
With a term of 1 to 5 years	7.450
With a term of more than 5 years	2.007
	13.155

Guarantees

Guarantees are provided in the ordinary course of business by KBC Bank (bank guarantees) and ING bank to lessors of our buildings in The Netherlands, Belgium and Germany. A payment guarantee is also providedto a Dutch credit card company. These guarantees can only be called upon in case of (proven) default. Guarantees issued by banks amount to € 0.4M.

Financial support letters

The company has issued financial support letters to BVA Auctions Belgium B.V, Troostwijk Auctions Ltd, Gavel Bidco UK, and Troostwijk AB, Roux Troostwijk Consultants S.A.S and Roux Troostwijk SVV S.A.S in its capacity as majority shareholder of these entities in which it confirms to make funds available to these companies when needed to assure business continuity.

Other

The company operates in various jurisdictions where laws and regulations around sanction laws, anti-money laundering and financing terrorism are applicable. Failures to comply with laws, regulations, internal policies and corporate values might result in illegal trade and transactions which can lead to (legal) measures like financial fines and could have a negative impact on the company's performance, financial position and reputation.

Events after the balance sheet date for the consolidated financial statements

In February 2023 the Group finalized the sale of 100% shares of the subsidiary Obelisk Boedel Beheer BV.

In April 2023, the group agreed an increase in the Super Senior Term Facility and in the Super Senior Revolver Credit Facility under the existing senior facilities agreement with € 10.0m respectively € 5.0M.

In April 2023 the Group announced the acquisition of 100% of the shares of the Dutch auction company Epic Auction B.V.. Epic Auction B.V. is engaged in the business of providing online broker and auction solutions in relation to the sale and purchase of machinery and heavy equipment. The acquisition was completed in May 2023.

The Group is currently involved in finalizing negotiations in relation to two new acquisitions in the Nordics with expected signing and closing in June 2023.

Notes to the consolidated income statement for the year ended 31 December 2022

Net revenue (11)

The breakdown of net revenue per country is as follows:

(x €1.000)	**2022**
Netherlands	49.347
Belgium	16.534
Sweden	15.950
Norway	14.229
Germany	6.718
UK	6.778
France	2.857
Other countries	5.203
Net revenue	**117.616**

Cost of outsourced work and other external expenses (12)

The breakdown of Cost of outsourced work and other external expenses is as follows:

(x €1.000)	**2022**
Marketing (Direct)	4.060
Personnel external	2.725
Housing	1.490
Commissions	2.030
Other costs	9.867
Total	**20.172**

Other costs consist of a variety of costs for outsourced work to third parties e.g. for transportation, clean-up, waste removal and disposal, vehicle inspection, valuation and registration, auction supervision, auction site rental costs, print, and services provided by notaries and agencies.

Wages and salaries (13)

(x €1.000)	**2022**
Wages and salaries	43.475
Capitalized development costs (internally generated)	(3.315)
Other staff costs	3.253
Total	**43.413**

Other staff cost mainly consists of travel allowances, cost for education & seminars and recruitment costs.

Social security charges (14)

(x €1.000)	**2022**
Pension charges	2.614
Other social security charges	6.237
Total	**8.851**

Dutch pension schemes

TBAuctions has a pension plan in place for its employees of the Dutch entities of the group. An administration agreement has been concluded with pension administrator BeFrank to administer the pension plan. Participation in the pension plan via BeFrank is mandatory for all employees who are employed by these entities and who have reached the age of 21 during the term of this administration agreement.

Pension premiums and pension administration costs are paid to the administrator and are recognized as staff costs when incurred. TBAuctions has no other obligations in connection with this pension scheme.

The most important characteristics of the harmonized plan are:

- Defined contribution plan;
- The pensionable salary is based on actual salary;
- The maximum pensionable salary is € 115K in 2022;
- The premium % increases with age;
- Employee contribution 5% of pension base;
- Retirement age 68 years.

Foreign pension plans

Most of TBAuctions' foreign entities have pension plans in place in which employees mandatory participate. All pension plans are defined contribution plans. Employee contributions vary from country to country and can amount to up to 50% of the total premium. Employer premiums are recognized as staff costs as well.

Workforce

The average number of permanent staff (in FTEs) employed by the group can be broken down by country as follows:

Permanent number FTE	2022
Netherlands	266
Belgium	73
Germany	42
France	12
UK	22
Norway	85
Sweden	214
Denmark	26
Other	18
Total	758

Amortization and depreciation (15)

(x €1.000)	**2022**
Amortization of Development costs and Software	2.659
Amortization of Intellectual rights	12.019
Amortization of Goodwill	40.271
Sub-total amortisation	**54.949**
Depreciation of Land and buildings	438
Depreciation of Machinery and equipment	754
Depreciation of Other fixed operating assets	61
Sub-total depreciation	**1.253**
Total	**56.202**

Other operating expenses (16)

Audit & advisory fees 2022 include expenses for due diligence work performed by external parties in relation to acquisitions.

(x €1.000)	**2022**
Marketing	2.443
Information technology	4.442
Housing	3.791
Travel & transportation	3.835
Communications	595
Office supplies & equipement	488
Audit & advisory fees	5.588
Other expenses	1.769
Total	**22.951**

Auditor's fees

The costs of the Group for the external auditor and the audit organization and the entire network to which the audit organization belongs charged to the financial year are set out below.

	2022		
(x €1.000)	**EY Netherlands**	**EY Other**	**Total**
Audit of the financial statements	398	112	510
Other audit engagements	-	-	-
Tax advisory services	-	-	-
Other non-audit services	-	-	-
Total	**398**	**112**	**510**

The audit fees mentioned are based on the total fees for the audit of the 2022 financial statements in The Netherlands and abroad regardless of whether the work has already been performed during 2022.

Financial income and expense (17)

(x €1.000)	**2022**
Interest income and similar income	(77)
Amortization debt acquisition	1.018
Interest expense and similar charges	13.823
Exchange differences	1.503
	16.267

Corporate income taxes (18)

Corporate income taxes in the consolidated income statement can be broken down as follows:

(x €1.000)	**2022**
Taxes on the profit and loss for the current financial year	(2.284)
Changes deferred tax assets/liabilities	2.117
Total	**(167)**

The applicable tax rate for the fiscal unity in The Netherlands is 25.8%. The effective tax rate (ETR) is 4.3% Including non-fiscal unity entities, the effective tax rate is –0.8% . In the main foreign countries the Group operates in the applicable tax rate are as follows

Netherlands	25.8%
Sweden	20.6%
Norway	22.0%
Belgium	25.0%
United Kingdom	19.0%
Germany	15.0%
Denmark	22.0%
Other	20.0%

The reconciliation between the effective and applicable tax rates in the consolidated financial statements is as follows:

Applicable tax rate Dutch fiscal unity	25.8%
Non-deductible amortisation Goodwill	-12.8%
Participation result and exemption	-6.1%
Release deferred tax asset interest deduction	-3.0%
Other effects	-0.1%
Effective tax rate Dutch fiscal unity	3.8%
Different effective tax rates non-fiscal unity	-4.1%
Effective tax rate group	-0.3%

The difference in effective tax of non-fiscal unity entities is mainly driven by non-deductable amortisation of Goodwill

Notes to the consolidated statement of comprehensive income for the year ended 2022

Foreign exchange rate translation differences on foreign operations (19)

Foreign exchange rate translation differences on foreign operations mainly relate the Group's net investments in Sweden, Norway, United Kingdom and Switzerland.

Notes to the consolidated cash flow statement for the year ended 2022

Changes in working capital (20)

For 2022, the reported changes in working capital consider the changes in inventories, current receivables and current liabilities, including corporate income tax payables, since the date of consolidation of newly acquired group entities until 31 December 2022:

(x €1.000)

Working capital (excl cash) available in new acquisitions	(95.537)
Consolidated working capital (excl. cash) at 31 December 2022	(105.786)
Change in working capital	10.249

Acquisition of group companies (21)

In 2022, several businesses were acquired: TBAuctions, Medical Auctions (BMA), Auksjonen, Bjarøy, PS Intressenter, Klaravik and Plustech. Acquisition prices include transaction costs. Operating cash, available in the acquired companies, is deducted from the acquisition price. Repaid bank facilities and vendor loans that existed at the acquired companies are added to the acquisition price. Exchange rate variances on cash inflows and cash outflows of acquired companies from the date of acquisition, which is the date of the inclusion of opening balances of the acquired companies, to the balance sheet date of 31 December 2022 are reflected in the cash flow from Acquisitions of group companies.

Company balance sheet as at 31 December 2022

before appropriation of result

(x €1.000)		2022
Fixed assets		
Financial fixed assets (22)		424.819
Current assets		
Current receivables (23)	1.811	
Cash at bank and in hand (24)	1.958	
		3.769
Total assets		**428.588**

(x €1.000)		2022
Shareholders' equity (25)		
Issued share capital	52.661	
Share premium account	431.138	
Currency translation reserve	(6.434)	
Undistributed result	(50.666)	
Shareholders' equity		426.699
Current liabilities (26)		1.889
Total Shareholders' equity and liabilities		**428.588**

Please note that this company only Balance sheet covers the extended book year from the date of incorporation (December 10, 2021) to the end date of the extended book year, December 31, 2022.

Company income statement for the year ended 31 December 2022

(x €1.000)	**2022**
Profit/(loss) after tax	(1)
Share in profit/(loss) of participating interests	(50.665)
Net profit/(loss)	**(50.666)**

Please note that this company only income statement covers the extended book year from the date of incorporation (December 10, 2021) to the end date of the extended book year, December 31, 2022.

Basis of preparation for the company financial statements

General

TBAuctions Holding B.V. (hereafter "TBAuctions" or "the Company") was incorporated on 10 December 2021. The registered office and effective place of business is Overschiestraat 59, 1062 XD Amsterdam, The Netherlands. The Company is registered with the Dutch Chamber of Commerce under number 84754346.

The Company prepared the company financial statements for the year ending 2022 in accordance with Part 9 of Book 2 of the Dutch Civil Code. The financial statements were prepared on 31 May 2023. The Company's income statement is drafted in accordance with Section 402, Book 2.

All amounts are in thousands of EUR's unless otherwise disclosed.

For the accounting policies for the valuation of assets and liabilities and determination of the result, reference is made to the accounting policies for valuation and determination of the result in the consolidated financial statements, unless stated otherwise below.

Company activities

The Company operates as holding company and acts as head of the TBAuctions group of companies. For details of the Group's activities, please refer to the consolidated financial statements.

Going concern

Reference is made to the consolidated financial statements for the note on Going concern.

Comparative figures

In accordance with the Company's Articles of Association, the first financial year since incorporation ends on 31 December 2022. For this reason, no comparative figures are included in the Company financial statements 2022.

Judgments, estimates, assumptions and uncertainties

For details of the judgments, estimates, assumptions and uncertainties applied, please refer to the consolidated financial statements.

Financial fixed assets

Participating interests in group companies are valued using the net asset value method. Under the net asset value method, participating interests are carried at the Company's share in their net asset value. The net asset value increases with its share in the results of the participating interests and its share of changes recognized directly in the equity of the participating interests as from the acquisition date, determined in accordance with the accounting policies disclosed in these financial statements. The net asset value decreases with its share in the dividend distributions from the participating interests. The Company's share in the results of the participating interests is recognized in the income statement. If and to the extent the distribution of profits is subject to restrictions, these are included in a legal reserve. The Company's share in direct changes in equity of participating interests is also included in the legal reserve, except for asset revaluations recognized in the revaluation reserve.

If the value of the participating interest under the net asset value method has become nil, this method is no longer applied, with the participating interest being valued at nil as long as the net asset value remains negative. In connection with this, any long-term interests that, in substance, form part of the investor's net investment in the

participating interest, are included. A provision is recognized if and to the extent the Company is liable for all or part of the debts of the participating interest or if it has a constructive obligation to enable the participating interest to repay

its debts. The provision is carried at the present value. A subsequent share of the profit of the participating interest is recognized only if and to the extent that the accumulated share of the previously unrecognized loss has been made good.

Results from transactions with or between participating interests that are carried at net asset value are recognized proportionally.

Income

Share in results of participating interests

The share in results of participating interests is the amount by which the carrying amount of the participating interest has changed since the previous financial statements as a result of the earnings achieved by the participating interest to the extent that this can be attributed to the Company.

Income tax expense

Fiscal unity

Together with its direct subsidiary, TBAuctions MidCo B.V., the Company constitutes a fiscal unit. The Company is head of the fiscal unity. Corporate income taxes of this fiscal unit are settled within the Company. All companies part of the fiscal unit are jointly and severally liable.

Notes to the company balance sheet as at 31 December 2022

Financial fixed assets (22)

Movements in financial fixed assets were as follows:

(x €1.000)	Participations
Acquired participations	481.918
Currency exchange difference	(6.434)
Result for the year	(50.665)
Balance at 31 December 2022	**424.819**

Current receivables (23)

(x €1.000)	2022
Receivable from group companies	1.811
	1.811

The receivable from group companies mainly concerns Auksjonen.no and is related to the Plustech sellers' reinvestment in the Company.

Cash at bank and in hand (24)

(x €1.000)	2022
Cash at bank	1.958
Total	**1.958**

Cash at bank and in hand, if any, is at free disposal of the Company.

Shareholders' equity (25)

The movement in the company's equity is as follows:

			Legal reserves					
(x €1.000)	Paid up and called up share capital	Share premium	Translation difference reserve	Other legal reserves	Other reserves	Undistributed result	Paid up shares yet to be issued	Total
Share issue	41.919	431.138					10.742	483.799
Capitalized development costs				13.048	-13.048			0
Minority interest in equity				31	-31			0
Currency exchange differences			-6.434					-6.434
Profit/(loss) of the year						-50.666		-50.666
Balance at 31 December 2022	**41.919**	**431.138**	**-6.434**	**13.079**	**-13.079**	**-50.666**	**10.742**	**426.699**

Paid up and called up share capital and share premium are considered to be fully paid up for tax purposes.

Legal reserve

The legal reserve has been recognized in connection with the capitalized development costs for our online auction platforms for an amount of € 13.048K and for the minority interest in the equity of Veilingnotaris B.V. € 31K.

Paid up shares yet to be issued

In connection with the Management Participation Plan the Company will issue shares to Gavel ManCo B.V., a company under the laws of The Netherlands, with its corporate seat in Amsterdam. At 31 December 2022 18.380.114 ordinary shares (0,49% of the total number of issued ordinary shares) were issued to Gavel ManCo.

In the funding of the 2022 acquisitions, the Company received € 10.742K cash payments from Gavel ManCo. For this amount, 420.691.515 ordinary shares plus 5.354.089 non-voting cum. pref. shares are intended to be issued. The amount above the nominal value of the shares will be treated as share premium. Once this is effected, management capital participation will increase to approximately 9,62%.

Shareholders' equity company financial statements versus consolidated financial statements

Shareholders' equity according to the company financial statements reconciles as follows to the corresponding figures in the consolidated financial statements:

(x €1.000)	Net equity
Company financial statements	426.699
Minority interest	31
Consolidated financial statements	**426.730**

Net profit/(loss) according to the company financial statements is identical to the figures in the consolidated financial statements.

Issued share capital

The total number of issued shares is 4.191.853.134:

Type of shares	Volume	%	Nominal value € per share	Nominal value € x 1.000
Ordinary shares	3.784.017.325	90,27%	0,01	37.840
Non-voting cum. pref. shares	407.835.809	9,73%	0,01	4.078
Total	**4.191.853.134**	**100,00%**		**41.919**
Of which paid up and called up				*41.919*

Proposed appropriation of loss for 2022

It will be proposed to the General Meeting that the loss over 2022 will be charged to the other reserves.

Current liabilities (26)

(x €1.000)	2022
Payables to group companies	1.888
Total	**1.888**

Financial instruments

For information about Financial instruments, reference is made to the note Financial instruments in the consolidated financial statements.

Events after the balance sheet date for the company financial statements

Reference is made to the section Events after the balance sheet date for the consolidated financial statements.

Notes to the company income statement for the year ended 31 December 2022

Remuneration of members of the management board and supervisory board

The remuneration, including pension charges and other benefits, of the current and former members of the Board of TBAuctions charged to the company, its subsidiaries in the financial year amounted to € 811K (executive members € 717K and non-executive members € 94K).

Share of profit/(loss) of participating interests

(x €1.000)	**2022**
Share in profit/(loss) of participating interests	**(50.665)**

Share in profit/(loss) of participating interest relate to TBAuctions MidCo B.V. and its subsidiaries.

Signatories to the financial statements

Amsterdam, 31 May 2023

Signed by the Board,

Executive directors,

Herberth Samsom (CEO)

Tijs Brouwers (CFO)

Non-executive directors,

Mark Nieuwendijk (chairman)

Marco Düngler

Michael Gröber

Christian Melby

Simen Opsal

Huub Vermeulen

Other information

Articles of Association governing profit appropriation

Profit is appropriated in accordance with the Articles of Association. The most important sub-articles are:

20.2. The general meeting is authorized:

a. to appropriate the profits which have been determined by adopting the annual accounts, subject to the following paragraphs; and
b. to determine distributions, to the extent the equity of the company exceeds the reserves which must be maintained under Dutch law.

20.3. On the last day of the financial year, first a dividend of ten percent (10%) on an annual basis will be calculated over the weighted average - being the annual weighted average that such amount was available to the company - over the preceding financial year of the aggregate amount of:

a. the nominal amount of the preference shares increased with the amount of the share premium reserve for preference shares (if any);
b. the amount of the preference dividend reserve, and
c. all amounts calculated on the basis of (a) and (b) above of preceding financial years, to the extent not distributed,

whereby any preference shares issued and share premium contributed on 7 January 2022 shall be deemed to be issued or contributed, as the case may be, on 6 January 2022 (jointly the "Annual Calculation"). Subsequently, to the extent the profit allows, the amount as calculated on the basis of the Annual Calculation shall accrue on the preference shares and shall be credited to the preference dividend reserve.
To the extent, after application of the previous sentence, a deficit remains (id est that there are not sufficient profits to cover the Annual Calculation), the deficit will be added to the preference dividend reserve out of the dividend reserve relating to the ordinary shares. To the extent, after application of the previous sentence, a deficit remains, the deficit will be added to the preference dividend reserve out of the share premium reserve relating to the ordinary shares. To the extent, after application of the previous sentence, a deficit remains, such deficit will be accounted as a "Cumulative Deficit". As long as a Cumulative Deficit remains all profits made in any financial year will be first added to the preference dividend reserve, until that Cumulative Deficit has ceased to exist and the Annual Calculation has been added to the preference dividend reserve.

20.4. Any surplus profit after application of the provisions of article 20.3 above, which for the avoidance of doubt cannot exist if a Cumulative Deficit exists, will be at the disposal of the general meeting for appropriation to the dividend reserve relating to the ordinary shares or distribution to the holders of ordinary shares, with the understanding that no such profits shall be credited to the preference dividend reserve. Any distribution to holders of preference shares only takes place at the expense of the preference dividend reserve.

20.5. The general meeting is authorized to determine distributions from the company's reserves. The holders of preference shares are not entitled to reserves other than the share premium reserve for preference shares and the preference dividend reserve.

20.6. A resolution to make a distribution has no effect until the board has granted approval for such resolution. The board shall refuse this approval only if it knows or should reasonably foresee that the company will be unable to continue to pay its short-term debts after the distribution.

Independent auditor's report

To: the shareholders and the board of directors of TBAuctions Holding B.V.

Report on the audit of the financial statements 2022 included in the annual report

Our opinion

We have audited the financial statements for the financial year ended December 31, 2022 of TBAuctions Holding B.V. based in Amsterdam, The Netherlands.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of TBAuctions Holding B.V. as at December 31, 2022 and of its result for 2022 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- the consolidated and company balance sheet as at December 31, 2022
- the consolidated income statement for 2022
- the company income statement for the period between December 10, 2021 and December 31, 2022
- the notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of TBAuctions Holding B.V. (the company) in accordance with the "Wet toezicht accountantsorganisaties" (Wta, Audit firms supervision act) the "Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten" (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the "Verordening gedrags- en beroepsregels accountants" (VGBA, Dutch Code of Ethics).

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

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information is provided in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility
Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect all fraud or non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error.

Our audit response related to fraud risks
We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the company and its environment and the components of the system of internal control, including the risk assessment process and the board of directors' process for responding to the risks of fraud and monitoring the system of internal control and how the non-executive directors exercises oversight, as well as the outcomes. We refer to section 'Risk management & Risk appetite' of the management report for the board of directors' (fraud) risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the (fraud) risk assessment, as well as the code of conduct, whistle blower procedures and incident registration. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness, of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption in close co-operation with our forensic and legal specialists. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

As in all of our audits, we addressed the risks related to management override of controls. For these risks we have performed procedures among others to evaluate key accounting estimates for management bias that may represent a risk of material misstatement due to fraud, in particular relating to important judgment areas and significant accounting estimates as disclosed in section 'Judgement, estimates, assumptions and uncertainties' the financial statements including the recognition of expenses and/or accruals. We have also used data analysis to identify and address high-risk journal entries and evaluated the business rationale (or the lack thereof) of significant extraordinary transactions, including those with related parties. Additionally, in order to respond to the identified risks of management override of controls, we specifically focused on the appropriate cut-off and completeness of the expenses and/or accruals. In addition hereto, we have instructed the component teams to perform similar procedures for the in-scope group entities.

When identifying and assessing fraud risks we presumed that there are no increased risks of fraud in revenue recognition.

We considered available information and made enquiries of relevant executives, directors, legal, compliance, human resources and non-executive directors.

The fraud risks we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

Our audit response related to risks of non-compliance with laws and regulations
We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the board of directors, reading minutes, inspection of reports, testing the design and implementation of the Customer Due Diligence (CDD) process of the company and performing substantive tests of details of classes of transactions, account balances or disclosures. We note that the company, as per 31 December 2022, is not yet compliant with the requirements as set out in the laws and regulations concerning anti-money laundering (Dutch Wwft and European equivalent AML directives), and Sanction law. Management has disclosed the action steps to be taken in order to become compliant and described the (residuals) risks in the management report. Reference is made to section 'Risk Management & Risk Appetite' in the management report and section 'Arrangements and commitments not shown in the balance sheet' in the financial statements.

We also inspected lawyers' letters and correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Our audit response related to going concern
As disclosed in section 'Going concern' in the accounting policies of the financial statements, the financial statements have been prepared on a going concern basis. When preparing the financial statements, the board of directors made a specific assessment of the company's ability to continue as a going concern and to continue its operations for the foreseeable future. The financial statements have been prepared on a going concern basis.

We discussed and evaluated the specific assessment with the board of directors exercising professional judgment and maintaining professional skepticism. We considered whether the board of directors' going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all relevant events or conditions that may cast significant doubt on the company's ability to continue as a going concern.

Based on our procedures performed, we did not identify material uncertainties with respect to 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 a company to cease to continue as a going concern.

Report on other information included in the annual report

The annual report contains other information in addition to the financial statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information:
- is consistent with the financial statements and does not contain material misstatements
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The board of directors is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities regarding the financial statements

Responsibilities of the board of directors for the financial statements

The board of directors is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the board of directors is responsible for such internal control as the board of directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of directors is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the board of directors should prepare the financial statements using the going concern basis of accounting unless the board of directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The board of directors should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The non-executive directors are responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The 'Information in support of our opinion' section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining 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
- Obtaining 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
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for our opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

Communication

We communicate with the non-executive directors regarding, amongst other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Utrecht, 7 June 2023

Ernst & Young Accountants LLP

Signed by J-L. Geutjes

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Building a better working world

Independent auditor's report

To: the shareholders and the board of directors of TBAuctions Holding B.V.

Report on the audit of the financial statements 2022 included in the annual report

Our opinion

We have audited the financial statements for the financial year ended 31 December 2022 of TBAuctions Holding B.V. based in Amsterdam, The Netherlands.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of TBAuctions Holding B.V. as at 31 December 2022 and of its result for 2022 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- The consolidated and company balance sheet as at 31 December 2022
- The consolidated income statement for 2022
- The company income statement for the period between 10 December 2021 and 31 December 2022
- The notes comprising a summary of the accounting policies and other explanatory information

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of TBAuctions Holding B.V. (the company) in accordance with the "Wet toezicht accountantsorganisaties" (Wta, Audit firms supervision act) the "Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten" (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the "Verordening gedrags- en beroepsregels accountants" (VGBA, Dutch Code of Ethics).

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

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information is provided in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect all fraud or non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error.

Our audit response related to fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the company and its environment and the components of the system of internal control, including the risk assessment process and the board of director's process for responding to the risks of fraud and monitoring the system of internal control and how the non-executive directors exercises oversight, as well as the outcomes. We refer to section "Risk management & Risk appetite" of the management report for the board of director's (fraud) risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the (fraud) risk assessment, as well as the code of conduct, whistle blower procedures and incident registration. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness, of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption in close co-operation with our forensic and legal specialists. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

As in all of our audits, we addressed the risks related to management override of controls. For these risks we have performed procedures among others to evaluate key accounting estimates for management bias that may represent a risk of material misstatement due to fraud, in particular relating to important judgment areas and significant accounting estimates as disclosed in section "Judgement, estimates, assumptions and uncertainties" the financial statements including the recognition of expenses and/or accruals. We have also used data analysis to identify and address high-risk journal entries and evaluated the business rationale (or the lack thereof) of significant extraordinary transactions, including those with related parties. Additionally, in order to respond to the identified risks of management override of controls, we specifically focused on the appropriate cut-off and completeness of the expenses and/or accruals. In addition hereto, we have instructed the component teams to perform similar procedures for the in-scope group entities.

When identifying and assessing fraud risks we presumed that there are no increased risks of fraud in revenue recognition.

We considered available information and made enquiries of relevant executives, directors, legal, compliance, human resources and non-executive directors.

The fraud risks we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

Our audit response related to risks of non-compliance with laws and regulations
We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the board of directors, reading minutes, inspection of reports, testing the design and implementation of the Customer Due Diligence (CDD) process of the company and performing substantive tests of details of classes of transactions, account balances or disclosures. We note that the company, as per 31 December 2022, is not yet compliant with the requirements as set out in the laws and regulations concerning anti-money laundering (Dutch Wwft and European equivalent AML directives), and Sanction law. Management has disclosed the action steps to be taken in order to become compliant and described the (residuals) risks in the management report. Reference is made to section ''Risk Management & Risk Appetite'' in the management report and section ''Arrangements and commitments not shown in the balance sheet'' in the financial statements.

We also inspected lawyers' letters and correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Our audit response related to going concern
As disclosed in section ''Going concern'' in the accounting policies of the financial statements, the financial statements have been prepared on a going concern basis. When preparing the financial statements, the board of directors made a specific assessment of the company's ability to continue as a going concern and to continue its operations for the foreseeable future. The financial statements have been prepared on a going concern basis.

We discussed and evaluated the specific assessment with the board of directors exercising professional judgment and maintaining professional skepticism. We considered whether the board of director's going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all relevant events or conditions that may cast significant doubt on the company's ability to continue as a going concern.

Based on our procedures performed, we did not identify material uncertainties with respect to 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 a company to cease to continue as a going concern.

Report on other information included in the annual report

The annual report contains other information in addition to the financial statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements
- Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The board of directors is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities regarding the financial statements

Responsibilities of the board of directors for the financial statements

The board of directors is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the board of directors is responsible for such internal control as the board of directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of directors is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the board of directors should prepare the financial statements using the going concern basis of accounting unless the board of directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The board of directors should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The non-executive directors are responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The "Information in support of our opinion" section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion. Our audit included among others:

Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining 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

Obtaining 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

Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors

Evaluating the overall presentation, structure and content of the financial statements, including the disclosures

Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Because we are ultimately responsible for our opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

Communication

We communicate with the non-executive directors regarding, amongst other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Utrecht, 7 June 2023

Ernst & Young Accountants LLP

signed by J.L. Geutjes