20241017063S3

# Årsredovisning

**för**

# ShowHeroes Nordics AB

556689-3490

Räkenskapsåret

2023

## Fastställelseintyg

Undertecknad verkställande direktör i ShowHeroes Nordics AB intygar att resultaträkningen och balansräkningen i årsredovisningen har fastställts på årsstämma den 14 oktober 2024. Årsstämman beslutade att godkänna styrelsens fö rslag till resultatdisposition

Jag intygar också att innehållet i årsredovisningen och revisionsberättelsen stämmer ö verens med originalen.

Stockholm den 14 oktober 2024

Camilla Anger

20241017063S4

# Årsredovisning

**för**

# ShowHeroes Nordics AB

556689-3490

Räkenskapsåret

2023

20241017063555

Styrelsen och verkställande direktören för ShowHeroes Nordics AB avger följande årsredovisning för räkenskapsåret 2023.

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

Bolaget har till föremål för sin verksamhet att utveckla system för annonshantering, webb-tv samt digital marknadsföring och därmed förenlig verksamhet. Bolaget har sitt säte i Stockholm.

## Ägarförhållanden

Moderbolag i den största koncernen är ShowHeroes SE, organisationsnummer HRB 207722B, med säte i Berlin, Tyskland. Koncernredovisningen upprättas i moderbolaget i den största koncernen.

## Väsentliga händelser under räkenskapsåret

I januari 2023 har bolaget fusionerat dotterbolagen PlayAd Media Group Content Production AB, 556765-2960 samt PlayAd Media Group Technology AB, 556218-9877.

| **Flerårsöversikt** (Tkr) | **2023** | **2022** | **2021** | **2020** | **2019** |
|---|---|---|---|---|---|
| Nettoomsättning | 27 653 | 23 261 | 9 059 | 8 404 | 7 440 |
| Resultat efter finansiella poster | 322 | -2 402 | -22 034 | -969 | -3 186 |
| Antal anställda | 13 | 4 | 3 | 2 | 2 |
| Soliditet (%) | 15,1 | 18,7 | 27,7 | 61,7 | 63,4 |

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

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## Förändringar i eget kapital

| | Aktie-kapital | Utvecklings-fond | Fri överkurs-fond | Balanserat resultat | Årets resultat | Totalt |
|---|---|---|---|---|---|---|
| Belopp vid årets ingång | 314 512 | 0 | 44 043 957 | -31 192 573 | -2 401 797 | **10 764 099** |
| Disposition enligt beslut av årsstämman: | | | | | | |
| Balanseras i ny räkning | | | | -2 401 797 | 2 401 797 | **0** |
| Effekt av fusion | | 5 411 146 | | 707 873 | | **6 119 019** |
| Förändring fond för utveckling | | -2 649 048 | | 2 649 048 | | **0** |
| Årets resultat | | | | | -7 895 113 | **-7 895 113** |
| **Belopp vid årets utgång** | **314 512** | **2 762 098** | **44 043 957** | **-30 237 449** | **-7 895 113** | **8 988 005** |

## Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

| | |
|---|---|
| fri överkursfond | 44 043 957 |
| ansamlad förlust | -30 237 449 |
| årets förlust | -7 895 113 |
| | **5 911 395** |

| | |
|---|---|
| disponeras så att | |
| i ny räkning överföres | 5 911 395 |
| | **5 911 395** |

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

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# Resultaträkning

| | Not | 2023-01-01 -2023-12-31 | 2022-01-01 -2022-12-31 |
|---|---|---|---|
| **Rörelsens intäkter** | | | |
| Nettoomsättning | | 27 652 910 | 23 260 856 |
| Övriga rörelseintäkter | | 1 267 679 | 151 616 |
| | | **28 920 589** | **23 412 472** |
| **Rörelsens kostnader** | | | |
| Direkta kostnader | | -2 458 637 | 0 |
| Övriga externa kostnader | | -10 255 753 | -18 068 549 |
| Personalkostnader | 4 | -11 951 305 | -5 360 964 |
| Avskrivningar och nedskrivningar av immateriella anläggningstillgångar | | -3 160 932 | -1 788 251 |
| Övriga rörelsekostnader | | 0 | -3 637 |
| | | **-27 826 627** | **-25 221 401** |
| **Rörelseresultat** | | **1 093 962** | **-1 808 929** |
| **Resultat från finansiella poster** | | | |
| Övriga ränteintäkter och liknande resultatposter | 5 | 10 922 | 63 463 |
| Räntekostnader och liknande resultatposter | 6 | -782 994 | -656 331 |
| | | **-772 072** | **-592 868** |
| **Resultat efter finansiella poster** | | **321 890** | **-2 401 797** |
| Bokslutsdispositioner | | -8 200 000 | 0 |
| **Resultat före skatt** | | **-7 878 110** | **-2 401 797** |
| Skatt på årets resultat | | -17 003 | 0 |
| **Årets resultat** | | **-7 895 113** | **-2 401 797** |

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# Balansräkning

| | Not | 2023-12-31 | 2022-12-31 |
|---|---|---|---|
| **TILLGÅNGAR** | | | |
| **Anläggningstillgångar** | | | |
| ***Immateriella anläggningstillgångar*** | | | |
| Balanserade utgifter för utvecklingsarbeten och liknande arbeten | 7 | 2 762 098 | 0 |
| Goodwill | 8 | 1 962 217 | 2 474 101 |
| | | **4 724 315** | **2 474 101** |
| ***Finansiella anläggningstillgångar*** | | | |
| Andelar i koncernföretag | 9, 10 | 27 064 976 | 33 836 964 |
| Fordringar hos koncernföretag | 11 | 0 | 6 509 425 |
| | | **27 064 976** | **40 346 389** |
| **Summa anläggningstillgångar** | | **31 789 291** | **42 820 490** |
| **Omsättningstillgångar** | | | |
| ***Kortfristiga fordringar*** | | | |
| Kundfordringar | | 4 119 983 | 0 |
| Fordringar hos koncernföretag | | 21 118 337 | 13 306 911 |
| Aktuella skattefordringar | | 132 487 | 73 519 |
| Övriga fordringar | | 1 338 447 | 1 153 844 |
| Förutbetalda kostnader och upplupna intäkter | | 513 955 | 199 145 |
| | | **27 223 209** | **14 733 419** |
| ***Kassa och bank*** | | 479 978 | 107 811 |
| **Summa omsättningstillgångar** | | **27 703 187** | **14 841 230** |
| **SUMMA TILLGÅNGAR** | | **59 492 478** | **57 661 720** |

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# Balansräkning

| | Not | 2023-12-31 | 2022-12-31 |
|---|---|---|---|
| **EGET KAPITAL OCH SKULDER** | | | |
| **Eget kapital** | | | |
| ***Bundet eget kapital*** | | | |
| Aktiekapital | | 314 512 | 314 512 |
| Fond för utvecklingsutgifter | | 2 762 098 | 0 |
| | | **3 076 610** | **314 512** |
| ***Fritt eget kapital*** | | | |
| Fri överkursfond | | 44 043 957 | 44 043 957 |
| Balanserad vinst eller förlust | | -30 237 449 | -31 192 573 |
| Årets resultat | | -7 895 113 | -2 401 797 |
| | | **5 911 395** | **10 449 587** |
| **Summa eget kapital** | | **8 988 005** | **10 764 099** |
| **Långfristiga skulder** | 12 | | |
| Skulder till koncernföretag | | 37 826 180 | 35 085 824 |
| Övriga skulder | | 0 | 883 407 |
| **Summa långfristiga skulder** | | **37 826 180** | **35 969 231** |
| **Kortfristiga skulder** | | | |
| Leverantörsskulder | | 1 693 924 | 959 507 |
| Skulder till koncernföretag | | 5 635 620 | 8 147 828 |
| Övriga skulder | | 3 527 524 | 488 063 |
| Upplupna kostnader och förutbetalda intäkter | | 1 821 225 | 1 332 992 |
| **Summa kortfristiga skulder** | | **12 678 293** | **10 928 390** |
| **SUMMA EGET KAPITAL OCH SKULDER** | | **59 492 478** | **57 661 720** |

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# Noter

## Not 1 Redovisnings- och värderingsprinciper

Årsredovisningen är upprättad i enlighet med Årsredovisningslagen (1995:1554) och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3). Redovisningsprinciperna är oförändrade jämfört med föregående år.

Företagets redovisningsvaluta är svenska kronor (SEK).

### Utländsk valuta
Fordringar och skulder i utländsk valuta har värderats till balansdagens kurs. Kursvinster och kursförluster på rörelsefordringar och rörelseskulder redovisas i rörelseresultatet medan kursvinster och kursförluster på finansiella fordringar och skulder redovisas som finansiella poster.

### Intäktsredovisning
Intäkter har tagits upp till verkligt värde av vad som erhållits eller kommer att erhållas, med avdrag för mervärdesskatt, rabatter och liknande avdrag och redovisas i den omfattning det är sannolikt att de ekonomiska fördelarna kommer att tillgodogöras bolaget och intäkterna kan beräknas på ett tillförlitligt sätt. Intäkterna redovisas som intäkt i den period arbetet utförs.

### Immateriella tillgångar
I samband med bolagsförvärv har bolaget identifierat och värderat goodwill och leverantörsrelationer. Goodwill utgör det värdet varmed förvärvspriset överstiger verkligt värde på de nettotillgångar som bolaget förvärvat i samband med rörelseförvärv och redovisas till anskaffningsvärde minskat ackumulerade av- och nedskrivningar. Värdet på leverantörsrelationer bedöms utifrån övervärdesmetoden och annan relevant information och redovisas till anskaffningavärde med avdrag för ackumulerade av- och nedskrivningar. Befintlig goodwill bedöms ha en nyttjandeperiod om 10 år och befintliga leverantörsrelationer en nyttjandeperiod om 5 år.
I samband med fusion 2023 har bolaget tagit över upparbetade immateriella anläggningstillgångar. Samtliga utgifter som avsåg framtagandet av en internt upparbetad immateriell anläggningstillgång har aktiverats och skrivs av under tillgångens beräknade nyttjandeperiod, under förutsättningarna att kriterierna i BFNAR 2012:1 är uppfyllda. Nyttjandeperioden påbörjades efterföljande räkenskapsår.

Immateriella 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:

| | |
|---|---|
| ***Immateriella anläggningstillgångar*** | |
| Balanserade utgifter för utvecklingsarbeten | 5 år |
| Förvärvade publicistrelationer | 5 år |
| Goodwill | 10 år |

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## Finansiella anläggningstillgångar

***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.

## 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.

***Aktuell skatt***
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

***Uppskjuten skatt***
Uppskjuten skatt är inkomstskatt som avser framtida räkenskapsår till följd av tidigare händelser. Redovisning sker enligt balansräkningsmetoden. Enligt denna metod redovisas uppskjutna skatteskulder och uppskjutna skattefordringar på temporära skillnader som uppstår mellan bokförda respektive skattemässiga värden för tillgångar och skulder samt för övriga skattemässiga avdrag eller underskott.

Uppskjutna skattefordringar nettoredovisas mot uppskjutna skatteskulder endast om de kan betalas med ett nettobelopp. Uppskjuten skatt beräknas utifrån gällande skattesats på balansdagen. Effekter av förändringar i gällande skattesatser resultatförs i den period förändringen lagstadgats. Uppskjuten skattefordran redovisas som finansiell anläggningstillgång och uppskjuten skatteskuld som avsättning.

Uppskjutna skattefordringar reduceras till den del det inte är sannolikt att den underliggande skattefordran kommer att kunna realiseras inom en överskådlig framtid.

## 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.

## Nyckeltalsdefinitioner

Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

Resultat efter finansiella poster
Resultat efter finansiella intäkter och kostnader men före bokslutsdispositioner och skatter.

Antal anställda
Medelantal anställda under räkenskapsåret.

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

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## Uppskattningar och bedömningar

Upprättandet av bokslut och tillämpning av redovisningsprinciper, baseras ofta på ledningens bedömningar, uppskattningar och antaganden som anses vara rimliga vid den tidpunkt då bedömningen görs. Uppskattningar och bedömningar är baserade på historiska erfarenheter och ett antal andra faktorer, som under rådande omständigheter anses vara rimliga. Resultatet av dessa används för att bedöma de redovisade värdena på tillgångar och skulder, som inte annars framgår tydligt från andra källor. Det verkliga utfallet kan avvika från dessa uppskattningar och bedömningar.

Uppskattningar och antaganden ses över regelbundet. Eventuella ändringar redovisas i den period ändringen görs, om den endast påverkat denna period, eller i den period ändringen görs och framtida perioder om ändringen påverkar både aktuella och framtida perioder.

## Not 2 Allmän information

Bolaget är ett helägt dotterbolag till ShowHeroes SE, organisationsnummer HRB 207722B, med säte i Berlin, Tyskland, ShowHeroes SE upprättar koncernredovisning. Ingen koncernredovisning har upprättats med stöd av Årsredovisningslagen 7 kap 2 § punkt 1.

## Not 3 Fusion

### PlayAd Media Group Content Production AB

Under året har PlayAd Media Group Content Production AB med organisationsnummer 556765-2960 fusionerats med företaget. Resultat- och balansräkningsposterna i PlayAd Media Group Content Production AB per fusionsdagen 2023-01-10 framgår nedan.

| | **Belopp per 2023-01-10** |
|---|---|
| Nettoomsättning | 0 |
| Rörelseresultat | 89 611 |
| | |
| Anläggningstillgångar | 2 899 762 |
| Omsättningstillgångar | 4 587 772 |
| **Summa tillgångar** | **7 487 534** |
| | |
| Eget kapital | 5 136 674 |
| Skulder | 2 350 860 |
| **Summa skulder** | **7 487 534** |

### PlayAd Media Group Technology AB

Under året har PlayAd Media Group Technology AB med organisationsnummer 556218-9877 fusionerats med företaget. Resultat- och balansräkningsposterna i PlayAd Media Group Technology AB per fusionsdagen 2023-01-10 framgår nedan.

| | **Belopp per 2023-01-10** |
|---|---|
| Nettoomsättning | 0 |
| Rörelseresultat | 103 279 |

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| | |
|---|---|
| Anläggningstillgångar | 2 511 384 |
| Omsättningstillgångar | 6 256 939 |
| **Summa tillgångar** | **8 768 323** |
| | |
| Eget kapital | 7 947 245 |
| Skulder | 821 078 |
| **Summa skulder** | **8 768 323** |

## Not 4 Medelantalet anställda

| | 2023 | 2022 |
|---|---|---|
| Medelantalet anställda | 13 | 4 |

## Not 5 Övriga ränteintäkter och liknande resultatposter

| | 2023 | 2022 |
|---|---|---|
| Ränteintäkter från koncernföretag | 10 583 | 63 455 |
| Övriga ränteintäkter | 339 | 8 |
| | **10 922** | **63 463** |

## Not 6 Räntekostnader och liknande resultatposter

| | 2023 | 2022 |
|---|---|---|
| Räntekostnader till koncernföretag | -730 400 | -434 767 |
| Övriga räntekostnader | -52 594 | -7 293 |
| Kursdifferenser | 0 | -214 270 |
| | **-782 994** | **-656 330** |

## Not 7 Immateriella anläggningstillgångar, förvärvade via fusion

| | 2023-12-31 | 2022-12-31 |
|---|---|---|
| Ingående anskaffningsvärden | 0 | 0 |
| Förvärv via fusion | 18 314 853 | |
| **Utgående ackumulerade anskaffningsvärden** | **18 314 853** | **0** |
| | | |
| Ingående avskrivningar | 0 | 0 |
| Ackumulerade avskrivningar | -12 903 707 | |
| Årets avskrivningar | -2 649 048 | |
| **Utgående ackumulerade avskrivningar** | **-15 552 755** | **0** |
| | | |
| **Utgående redovisat värde** | **2 762 098** | **0** |

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## Not 8 Goodwill

| | 2023-12-31 | 2022-12-31 |
|---|---|---|
| Ingående anskaffningsvärden | 5 118 828 | 5 118 828 |
| **Utgående ackumulerade anskaffningsvärden** | **5 118 828** | **5 118 828** |
| | | |
| Ingående avskrivningar | -2 644 727 | -2 132 843 |
| Årets avskrivningar | -511 884 | -511 884 |
| **Utgående ackumulerade avskrivningar** | **-3 156 611** | **-2 644 727** |
| | | |
| **Utgående redovisat värde** | **1 962 217** | **2 474 101** |

Goodwill avser övervärden som uppstått i samband med inkråmsförvärv utförda år 2017.

## Not 9 Andelar i koncernföretag

| | 2023-12-31 | 2022-12-31 |
|---|---|---|
| Ingående anskaffningsvärden | 52 353 369 | 52 353 369 |
| Effekt av fusion | -23 980 124 | 0 |
| **Utgående ackumulerade anskaffningsvärden** | **28 373 245** | **52 353 369** |
| | | |
| Ingående nedskrivningar | -18 516 405 | -18 516 405 |
| Effekt av fusion | 17 208 136 | 0 |
| **Utgående ackumulerade nedskrivningar** | **-1 308 269** | **-18 516 405** |
| | | |
| **Utgående redovisat värde** | **27 064 976** | **33 836 964** |

## Not 10 Specifikation andelar i koncernföretag

| Namn | Kapital-andel | Rösträtts-andel | Antal andelar | Bokfört värde |
|---|---|---|---|---|
| ShowHeroes AB | 100 | 100 | 1 018 | 6 685 002 |
| ShowHeroes AS | 100 | 100 | 11 746 | 5 494 233 |
| ShowHeroes ApS | 100 | 100 | 5 055 555 | 8 939 360 |
| ShowHeroes OY | 100 | 100 | 3 160 | 5 946 381 |
| | | | | **27 064 976** |

| | Org.nr | Säte |
|---|---|---|
| ShowHeroes AB | 556858-4261 | Stockholm |
| ShowHeroes AS | 912 755 878 | Oslo |
| ShowHeroes ApS | 36 044 969 | Köpenhamn |
| ShowHeroes OY | 2629839-4 | Helsingfors |

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## Not 11 Fordringar hos koncernföretag

| | 2023-12-31 | 2022-12-31 |
|---|---|---|
| Ingående anskaffningsvärden | 6 509 425 | 3 852 904 |
| Tillkommande fordringar | | 3 856 521 |
| Avgående fordringar | -6 509 425 | -1 200 000 |
| Omklassificeringar | | 0 |
| **Utgående ackumulerade anskaffningsvärden** | **0** | **6 509 425** |
| **Utgående redovisat värde** | **0** | **6 509 425** |

## Not 12 Långfristiga skulder

| | 2023-12-31 | 2022-12-31 |
|---|---|---|
| Skulder som förfaller senare än 5 år efter balansdagen | 0 | 0 |
| | **0** | **0** |

## Not 13 Väsentliga händelser efter räkenskapsårets slut

Inga väsentliga händelser efter räkenskapets slut.

## Not 14 Ställda säkerheter

| | 2023-12-31 | 2022-12-31 |
|---|---|---|
| **För företagets egen räkning:** | | |
| Företagsinteckningar | 1 000 000 | 1 000 000 |
| | **1 000 000** | **1 000 000** |

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Stockholm den 14/10 2024

Mario Tiedemann
Ordförande

Thomas Power
Styrelseledamot

Ilhan Zengin
Styrelseledamot

Camilla Anger
Verkställande direktör

Vår revisionsberättelse har lämnats den 14/10 2024

Deloitte AB

Petter Engdahl
Auktoriserad revisor

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Stockholm den 14/10 2024

Mario Tiedemann
Ordförande

Thomas Power
Styrelseledamot

Ilhan Zengin
Styrelseledamot

Camilla Anger
Verkställande direktör

Vår revisionsberättelse har lämnats

Deloitte AB

Petter Engdahl
Auktoriserad revisor

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Deloitte.

# REVISIONSBERÄTTELSE

**Till bolagsstämman i ShowHeroes Nordics AB**
**organisationsnummer 556689-3490**

## Rapport om årsredovisningen

*Uttalanden*

Vi har utfört en revision av årsredovisningen för ShowHeroes Nordics AB för räkenskapsåret 2023-01-01 - 2023-12-31.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av ShowHeroes Nordics ABs finansiella ställning per den 31 december 2023 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

*Grund för uttalanden*

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till ShowHeroes Nordics AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

*Styrelsens och verkställande direktörens ansvar*

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller på misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

*Revisorns ansvar*

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller på misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.

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- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

## Rapport om andra krav enligt lagar och andra författningar

*Uttalanden*

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning för ShowHeroes Nordics AB för räkenskapsåret 2023-01-01 - 2023-12-31 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

*Grund för uttalanden*

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till moderbolaget enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

*Styrelsens och verkställande direktörens ansvar*

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Den verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

*Revisorns ansvar*

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

*Anmärkning*

Som framgår av förvaltningsberättelsen upprättar bolaget ingen koncernredovisning i enlighet med undantagsregeln i Årsredovisningslagen 7 kap 2§ och hänvisar till upprättad koncernredovisning för ShowHeroes SE. Koncernredovisningen har vid undertecknande av denna årsredovisning ännu ej upprättats.

Årsredovisningen har inte upprättats i sådan tid att det varit möjligt att, enligt 7 kap. 10 § aktiebolagslagen, hålla bolagsstämma inom sex månader efter räkenskapsårets utgång.

Stockholm den 14 oktober 2024

Deloitte AB

Petter Engdahl
Auktoriserad revisor

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# ShowHeroes SE
# Berlin

## Certificate copy

Consolidated Management Report and Consolidated Financial Statements for
the financial year from 1 January to 31 December 2023 and
Independent auditor's report

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**Deloitte GmbH**
auditing firm

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# GROUP MANAGEMENT REPORT AND GROUP DIPLOMA

for the financial year from 1 January to 31 December 2023

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## Group Management Report

# General information on the Group Management Report

The consolidated management report of ShowHeroes SE, Berlin, and its subsidiaries (collectively "we", "us", "our", "ShowHeroes", "Group", "Consolidated Group" or "Company") was prepared for the financial year from January 1 to December 31, 2023.

# business model

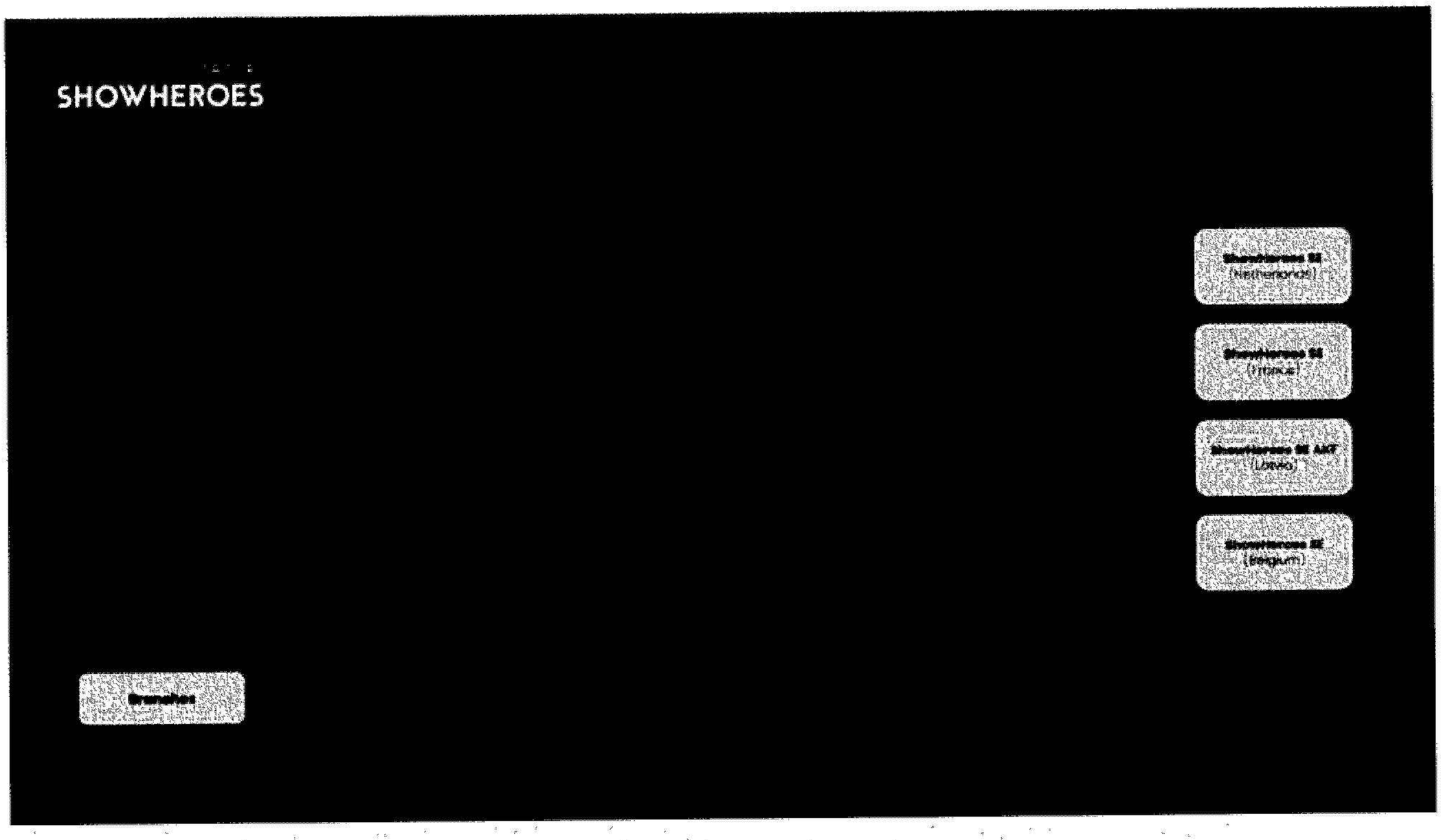
### Overview of the ShowHeroes Group

ShowHeroes SE was founded in 2016 by Ilhan Zengin, Mario Tiedemann, and Dennis Kirschner with headquarters in Berlin, and the ShowHeroes Group was launched in 2020. Consisting of the core brand ShowHeroes, the production unit ShowHeroes Studios, the performance marketing solutions provider Agon Digital and the SaaS video solution Viralize, and The Digital Distillery, a networking event and content platform, ShowHeroes employs more than 400 people worldwide with offices in 35 strategic centers across Europe, LATAM, the US, and most recently APAC.



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## Branches, subsidiaries and M&A

Founded in 2016, ShowHeroes GmbH merged with an SE shelf company in August 2019, which it acquired in March of the same year. The first foreign branch was also established in Riga, Latvia, in 2016. Branches in France and the Netherlands followed in 2019, and the most recent branch was established in Belgium at the end of 2022.

In December 2021, the company founded ShowHeroes Inc., a wholly-owned subsidiary in the USA, which began its commercial operations in 2022. In parallel with organic growth, we have laid the groundwork for a record of strategic M&A transactions.

## Creating value through strategic M&A

In February 2020, ShowHeroes SE entered into a joint venture with four other companies in the United Kingdom, acquiring a 20% stake in Union Media Limited.

In July 2020, ShowHeroes SE acquired 100% of StreamAds BV, a competitor in the Netherlands.
StreamAds BV was merged with ShowHeroes SE in November 2020. Since then, the activities
in the Netherlands via a branch of ShowHeroes SE.

In December 2020, ShowHeroes SE acquired 100% of Viralize Srl, a company with offices in Italy and Spain. Viralize also has two subsidiaries in Italy and the United Kingdom – Agon Digital Srl and Viralize Limited. Viralize Srl also held a 20% stake in the joint venture Union Media Limited. Viralize Srl was renamed ShowHeroes Srl following the acquisition.

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*In January 2021, ShowHeroes SE acquired the remaining 60% of Union Media Limited from Viralize Srl and*
the three other shareholders. As a result, Union Media Limited was renamed ShowHeroes in March 2022 Limited renamed.

In December 2021, ShowHeroes acquired a further 49% of Agon Digital Srl, Florence, Italy, which means that it now holds 100% of the shares in the company.

In December 2021, ShowHeroes SE acquired 100% of PlayAd Media Group International AB and renamed it ShowHeroes Nordics AB in early 2022. ShowHeroes Nordics AB is a holding company that owns several companies operating in Sweden, Norway, Denmark, and Finland.

In December 2021, the company entered into a purchase agreement to acquire 100% of the shares of Smartclip Latam, SLU. Smartclip Latam, SLU is a holding company with several subsidiaries operating in Mexico, Argentina, Brazil, Chile, Colombia, Peru, Ecuador, and the United States. The transaction was completed in early 2022.

In 2022, Smartclip Latam, SLU and its subsidiaries were successively renamed ShowHeroes.

In May 2023, ShowHeroes acquired iVS (Intelligent Video Solutions), an Asian-based company headquartered in Singapore. iVS is an independent, technology-driven digital video company and AVOD platform that provides advertisers, publishers, and broadcasters with a complete solution for online video advertising. This acquisition secures our position in Asia in six different markets: Indonesia, Japan, Malaysia, the Philippines, Thailand, and Singapore.

**Our business model**

We are a provider of digital video content and adtech solutions. We offer an access point on the open web for all digital screens, from mobile to connected TV, comprising buy-side, sell-side, creative, data, and AI optimization solutions. As a result, we have established close partnerships with both the demand and supply sides of digital advertising.

We offer advertisers and their agencies innovative, brand-safe, and engaging video advertising solutions. We deliver instream video ads within relevant content videos to reach ever-increasing audiences worldwide with the highest visibility and view-through rates. Thanks to our range of video ad formats, our clients achieve their desired goals – branding & awareness, consideration & engagement, performance & insights.

Users interact in context, powered by SemanticHero, our creative solutions, and brand-safe placements. At the same time, the efficiency, quality, and cost of digital ad transactions are improved. Clients can work directly with us or through third-party DSPs. Regardless of how and where advertisers conduct their transactions, they have access to our inventory sources on behalf of our publisher partners. Thanks to our SemanticHero, we leverage our predictive machine learning models, which are specifically targeted at our publisher partners and our in-article placements. We use our predictive algorithms for

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machine learning to process large amounts of data based on thousands of campaigns to deliver the best possible results for clients. We therefore believe that we can offer cost efficiency and greater

can offer ROI.

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We enable publishers to monetize their digital advertising inventory through our 360° Monetization platform – SH Monetize – that delivers contextually relevant video content and video ads. With more than 150,000 editorial videos, we also expand a publisher's content library. Therefore, we maintain close ties with our publisher partners, who rely on our technology platform to monetize their ad inventory sources. Our platform enables us to offer publishers monetization. Our long-standing publishing partnerships include many of the world's leading publishers, such as Spiegel, Le Point, Rakuten, GQ, and EuroNews.

According to the summer update of MAGNA's Global Ad Forecast In 2024, net advertising revenues in 2023 reached 843 billion US dollars globally, representing growth of 6.4% compared to 2022.
The US remains by far the largest and most intensive advertising market in the world. Advertising revenues of digital pure players (DPPs) will increase by 13% to USD 655 billion in 2024. Traditional media providers (TMOs), which historically focus on television, audio, print media, outdoor advertising, and cinema, will only increase their advertising revenues worldwide by 3% to USD 272 billion in 2024. Non-linear advertising revenues from TMOs (e.g., ad-financed streaming, digital audio formats, digital advertising sales from publishers) now account for over 25% of total advertising revenues from TMOs and contribute significantly to growth in the advertising business – while traditional linear advertising revenues stagnate.

**Our competition**

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The company continues to view Teads, Seedtag, and Connatix as its strongest competitors in the fight for media budgets in the relevant markets. It should be noted that these market participants offer diverse offerings, but unlike YouTube (which focuses on user-generated content), they primarily leverage advertising inventory from renowned publishers (TMOs). ShowHeroes occupies a unique position in this environment as a globally operating co-publisher.

Furthermore, on the demand side, we also prioritize brand safety, a key aspect that further differentiates our offering. This combination of quality and scalability, coupled with our commitment to sustainable practices and innovative content personalization, positions ShowHeroes for success in the highly competitive world of digital advertising.

**branches**

The company has offices in the Netherlands, France, Latvia, and Belgium. ShowHeroes SE also had a representative office in Spain, "Oficina de Representación en España," which, however, did not operate and was closed in 2023. Offices in the Netherlands, France, and Belgium serve as sales offices, while the Latvian office is responsible for video content production and digital advertising operations. As of December 31, 2023, the company employed 59 people in Latvia, 16 in France, 10 in the Netherlands, and 2 in Belgium.

Overview of branches:

**ShowHeroes SE Netherlands**

Moermanskkade 13, 11013 Amsterdam, The Netherlands
VAT identification number: NI860551271B01

**ShowHeroes SE France**

128 Rue La Boetie, 75008 Paris, France
VAT identification number: FR 34 879 465 219

**ShowHeroes SE Belgium**

Av. Arnaud Fraiteur 15/23, 1050 Ixelles, Belgium
VAT identification number: BE0791452692

**ShowHeroes SE ÿKF (Latvia)**

Bÿrzaunes 11039 Riga, Latvia
VAT identification number: LV40103990424

**ShowHeroes SE - Representative Office in Spain (not active)**

Paseo de la Castellana 77, 28046 Madrid, Spain

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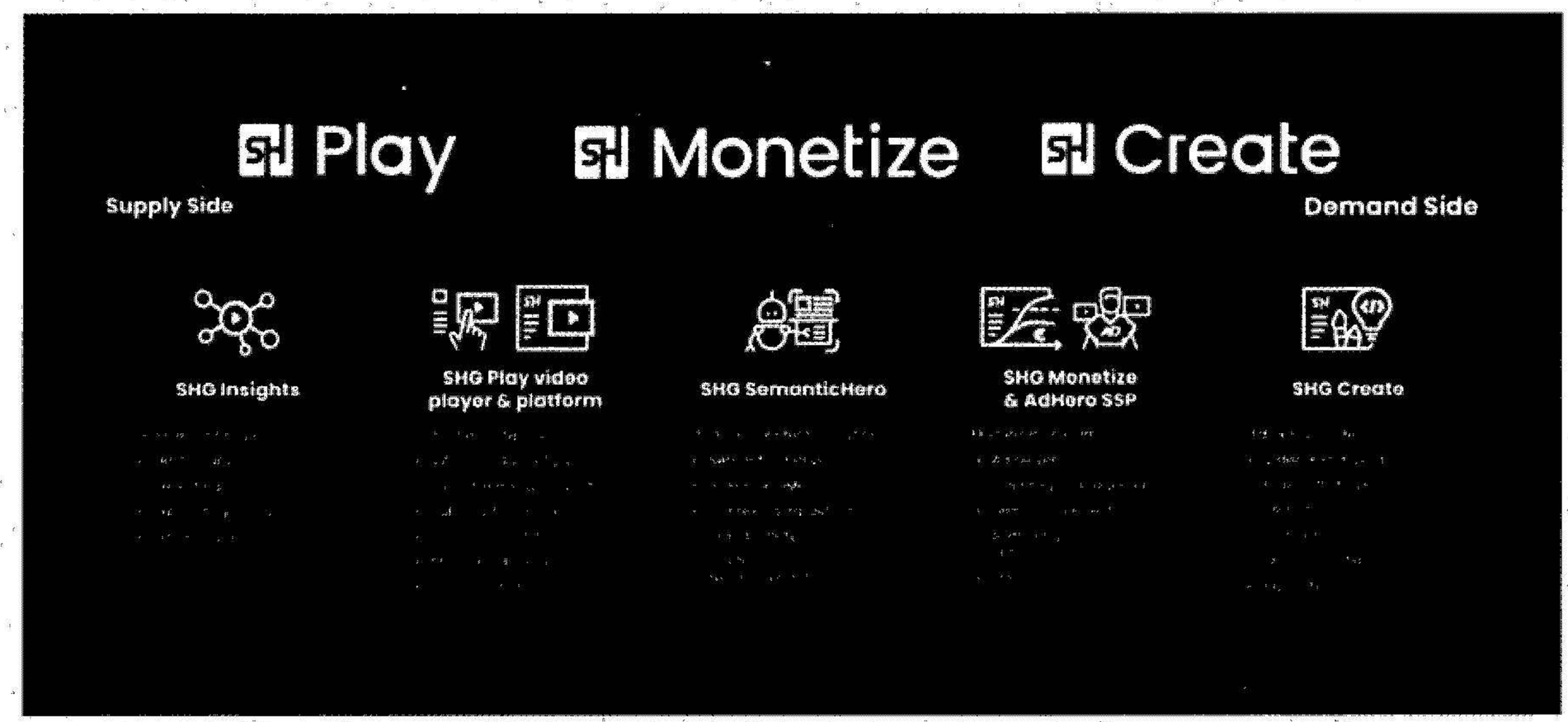
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# Products and Research & Development

## Products

### Product overview

ShowHeroes offers three product suites for the demand and supply side along the Value chain of the digital media industry:




**Video player:** Our omnichannel video player features a customizable user interface and design.

As a critical tool for monetizing the publisher demand side, our video player ensures complete cross-screen and cross-platform compatibility. It supports standard ad verification features such as viewability measurement, as well as integrations with various third-party providers for independent measurement and fraud detection.

**SH-Play:** ShowHeroes Play is our online video platform with content management and broadcasting functions tailored to the needs of editorial offices and newsrooms.

As an online video platform (OVP), SH-Play is designed to meet the needs of large, professional media corporations seeking an enterprise solution for video asset and content management. It features advanced syndication of video content across multiple companies and organizations, as well as live streaming capabilities.

**SemanticHero:** SemanticHero is our AI-powered semantic technology for accurate content, contextual targeting, and brand safety filtering.

Thanks to the insights gained from analyzing images, audio and video content on the websites of the Publisher, our AI-driven semantic matching technology – SemanticHero – is able to select the appropriate content video from the platform's video library whenever a request is made via

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a ShowHeroes content unit is provided. Not only is the selection of the content video based on semantic matching, but the associated ad is also selected by our ad server.

**SH Network Insights:** our in-house analysis and business intelligence tool offers three Functional areas:

1. A business dashboard that displays important health metrics at the region, country or publisher level with visualized with daily accuracy.
2. The Semantic Insights section displays contextual data at the individual website level from both a publisher and campaign-based perspective, enabling our sales teams to share insights on inventory quality, targeting accuracy, and contextual relevance KPIs with our clients.
3. The Custom Segment Builder is our tool for creating contextual targeting segments for our advertisers to reach the desired audience across our network with high scalability – without relying on cookies or other user data.

**SH Monetize:** ShowHeroes Monetize is an online video platform that delivers contextually relevant video content and video ads to engage the publisher's audience. Our offering includes access to our video library of over 150,000 editorial-quality videos and, thanks to our production studio, also offers tailored content for every audience.

Through SH Monetize, publishers are simultaneously connected to the industry's demand partners, both for direct sales and programmatic sales.

**SH AdHero SSP:** AdHero is our supply-side platform, integrated server-to-server into the Monetize platform and using the oRTB protocol for communication.

The AdHero SSP serves as a meta-SSP, providing a secondary, optional route to SHG's partner SSPs and exchanges to monetize our inventory. It also features Private Marketplace (PMP) deal management capabilities and integrates directly with DSPs.

**SH Create:** Create is our suite for custom ad creation. It offers a variety of creative templates for feature-rich, engaging ad formats, developed by our in-house ShowHeroes Studios team. We offer our advertisers ad creation, hosting, and reporting through the SH Create platform as managed services or self-service. Create is a Google-certified third-party ad server and therefore compatible with Google's DV360 programmatic buying platform (DSP).

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## Research & Development

ShowHeroes develops various products along the ad tech and content value chain that enable optimized delivery of video advertising and content across our publisher network. Our technology also supports the creation, classification, allocation, and management of ads and content. Due to our global approach to talent acquisition and staffing, our development department will have an average of 37 employees in fiscal year 2023, with a focus on Florence, Berlin, and Stockholm.

The total amount of development costs in the 2023 financial year was €2.52 million (previous year: €2.42 million). These development costs were capitalized as internally generated intangible assets during the fiscal year. This does not include expenses for technology acquisition through M&A transactions.
This also did not include any relevant third-party services. The share of capitalized development costs in total research and development costs for the period (capitalization ratio) is 100% (previous year: 100%). Amortization of capitalized development costs amounted to €2.02 million (previous year: €1.48 million). Infrastructure costs for the fiscal year ending December 31, 2023, amounted to approximately €4.26 million (previous year: €3.30 million).

# Financial Performance: Review and Analysis

### Business development

The 2023 fiscal year was characterized by a consistent shift in strategy. Despite moderate growth in gross revenues and a near return to historical seasonality, demand in many core markets fell short of expectations based on most market forecasts. The company responded early on with a significantly stronger focus on operating profit (EBITDA) and disproportionately allocated resources to growth markets. At the same time, the company implemented extensive optimization measures in weaker markets, with a particular focus on mature markets in EMEA.

The strategic acquisition of IVIDEOSMART Pte Ltd (IVS) was also completed, strengthening the Group's position in the Asian market. This acquisition is part of the Group's long-term strategy to expand its global reach and explore new growth opportunities. The integration of IVS expects to generate synergies and a stronger presence in a dynamic and growing market.

Another initiative involves the conversion of the entire ShowHeroes Group's accounting system to Odoo, a multifunctional ERP system. The primary benefits of this transition are consistent reporting and improvements in ad hoc analyses. The associated costs have been largely capitalized but are also reflected under other operating expenses.

At group level, sales increased to €75,102 thousand (previous year: €65,833 thousand), with an operating result (EBITDA) of €-100 thousand (previous year: €-3,988 thousand).

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## Asset, financial and earnings position

### Financial situation

The ShowHeroes Group's balance sheet total decreased slightly to €66,423 thousand as a result of ongoing business activities (previous year: €69,341 thousand after adjustments).

A significant change was the increase in goodwill, which primarily resulted from the acquisition of iVS Pte Ltd in Singapore (see the notes to the consolidated financial statements). At the same time, trade receivables and other receivables at the Group level increased by €4,679 thousand to €25,724 thousand (previous year: €21,045 thousand). This increase reflects both the consolidation effects of acquisitions from previous years and general macroeconomic influences. Conversely, cash and cash equivalents decreased by €1,906 thousand to €2,611 thousand (previous year: €4,517 thousand). Other current assets decreased significantly from €7,144 thousand to €2,404 thousand. This is primarily due to lower input tax receivables.

On the liabilities side, provisions increased significantly by €3,755 thousand to €15,908 thousand (previous year: €12,153 thousand), primarily due to invoices not yet finalized, particularly from revenue sharing agreements with publishers. The decrease in bank loans by €885 thousand to €10,905 thousand (previous year: €11,790 thousand) was primarily due to scheduled repayments. New loans from shareholders, namely Redalpine, amounting to €1,500 thousand were taken out and reported under long-term bank loans. These were used to finance required working capital.

Financial situation

### Capital structure

The development of the ShowHeroes Group's equity in the 2023 fiscal year presents a mixed picture. First, it should be noted that reported equity decreased from €14,722 thousand as of January 1, 2023 (after adjustments) to €10,343 thousand as of December 31, 2023. Accordingly, our equity ratio also decreased, falling from 21.2% to 15.6%, despite the increase in our capital reserves.

Despite a significant improvement in operating profit (EBITDA) compared to the previous year, the consolidated net loss of €9,040 thousand generated in the 2023 fiscal year burdened the equity base. Almost €6 million of the consolidated net loss resulted from amortization of intangible assets. Two-thirds of this amount, in turn, is to be considered scheduled amortization of the hidden reserves identified in the purchase price allocations and the impairment losses on goodwill, implicitly considered part of the purchase price for the acquisitions (including the impairment losses for the IVS unit of €990 thousand recognized during the 2023 fiscal year).

On the other hand, additions to capital reserves amounting to €1,550 thousand (capital contributions) and €2,907 thousand (contributions in kind) had a positive impact on equity. The capital and contributions in kind resulted primarily from the aforementioned acquisition of iVideosmart Pte Ltd. In this context, 6,997 new Class G shares were issued at par to the existing shareholders of iVideosmart Pte Ltd.

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which resulted in an increase in the subscribed capital and the number of issued shares increased from 197,537 to 204,783.

The ratio of total nominal volume of financial debt to total equity and total liabilities decreased by 1.3 percentage points from 17.7% to 16.4%.

**Investments**

In fiscal year 2023, ShowHeroes continued to actively invest in technology and expanding its video library. The net carrying amount of other intangible assets (excluding customer base and publishing relationships from business combinations) increased from €5,027 thousand as of December 31, 2022, to €5,748 thousand as of December 31, 2023, despite a €2,032 thousand amortization charge. Total gross investments in these areas amounted to €2,754 thousand.

**Cash flow situation**

At the end of 2023, ShowHeroes SE reported cash and cash equivalents totaling €2,611 thousand (previous year: €4,517 thousand). To strengthen the financial position, a capital increase including a cash premium of €1,550 thousand was carried out in 2023 as part of the acquisition of IVS.

Furthermore, as of December 31, 2023, ShowHeroes SE had an outstanding overdraft facility of €1,500 thousand, which was increased to €4,000 thousand in the first quarter of 2024.

ShowHeroes SE has been able to meet its financial obligations at all times.

**Consolidated cash flow statement of ShowHeroes SE (summary)**

| in T€ | 2023 | 2022 (adjusted) Change | |
|---|---|---|---|
| Cash flow from operating activities | 1,715 | -959 | 2,674 |
| Cash flows from investing activities | -2,656 | -8,688 | 6,032 |
| Cash flow from financing activities | -1,169 | 5,220 | -6,389 |
| Cash flow for the period (net) | -2,110 | -4,427 | 2,317 |
| Currency translation differences | 205 | 142 | 63 |
| Cash and cash equivalents at End of period | 2,611 | 4,516 | -1,905 |

The positive cash flow from operating activities of €1,715 thousand (previous year: €-959 thousand) results primarily from an improvement in the operating result.

The cash flow from investing activities amounting to €-2,656 thousand (previous year: €-8,688 thousand) mainly includes expenditures related to the acquisition of fixed assets.

In total, consideration for the acquisition of investments amounted to €2.9 million (previous year: €17.1 million).

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Financing activities resulted in a negative cash flow of €1,170 thousand in the fiscal year (previous year: €5,220 thousand). This was primarily due to the issuance of bonds and the offsetting repayment of loans.

For further information, please refer to the complete cash flow statement in the consolidated financial statements.

**Earnings situation**

In the 2023 fiscal year, the ShowHeroes Group recorded revenue of €75,102 thousand, an increase of 14.1% over the previous year. This growth is primarily due to the consolidation of business activities, particularly the companies acquired in the previous year.

Direct cost of sales also increased, but less than sales revenue, which had a positive impact on the gross margin. The gross margin was 51.5%, having declined from approximately 54.8% to approximately 50.3% in the previous year due to the consolidation of lower-margin subsidiaries.

Despite revenue growth and the increased gross margin, personnel costs remained at a high level. However, efficiency improvement measures and restructuring measures, effective from the fourth quarter, led to a measurable improvement in the personnel cost ratio at the end of the year.

In total, the Group reported a consolidated net loss for the year of €9,040 thousand, compared to a consolidated net loss of €11,825 thousand in the previous year.

**Financial performance indicators**

The company tracks revenue and operating profit (EBITDA), as presented in the consolidated income statement, as its most important financial indicators. For an analysis of the actual revenue and EBITDA figures for fiscal year 2023, including a comparison with the previous year's forecasts, please refer to our comments in the subsection "Overall Statement on Business Development and Position."

As in the previous fiscal year, the aftermath of the conflict in Ukraine and the resulting uncertainty impacted advertising budgets in 2023. Despite this challenging environment, the ShowHeroes Group achieved revenue growth of 14.1% (2022: €65,833 thousand to 2023: €75,102 thousand) and significantly improved EBITDA to -€100 thousand (previous year: -€3,988 thousand). This improvement in earnings of €3,888 thousand resulted primarily from efficiency improvements in operational processes and targeted restructuring measures in low-margin business areas.

EBITDA 2023 was impacted by negative one-off effects and would have been positive without these effects, as described below under "Normalized result".

The forecast of financial performance indicators for the coming fiscal year is included in the "Forecast Report" section.

**Overall statement on business performance and situation**

The operating result (EBITDA) of the ShowHeroes Group improved by €3,888 thousand from €-3,988 thousand to €-100 thousand in the 2023 financial year, while at the same time sales increased from €65,833 thousand in the 2022 financial year to

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€75,102 thousand. This revenue growth was primarily driven by the expansion of business activities and the consolidation of acquisitions and was largely in line with expectations (previous year's forecast: revenue of €75.3 million). EBITDA is below expectations (previous year's forecast: EBITDA of €1.8 million) due to the factors described in the other subsections.
Found.

Direct cost of sales and operating expenses continued to impact EBITDA. This development is attributable, among other things, to investments in strategically important growth regions and necessary restructuring measures. As a result of efficiency improvements, personnel costs were reduced in the second half of the year.

Despite challenges, including the ongoing impact of the military conflict in Ukraine and the challenging macroeconomic environment, the company achieved revenue growth of 14.1% in fiscal year 2023. This is an indicator of ShowHeroes' resilience and strategic direction.

Despite the macroeconomic uncertainties, the Group's net assets, financial position, and results of operations remained sound from the perspective of management as of the balance sheet date. Overall, considering the challenging environment, business performance is assessed as satisfactory. From the perspective of management, the company remains well positioned to drive both organic growth in its core markets and efficiency improvements through targeted restructuring measures, as well as to successfully integrate the recently acquired investments.

**Normalized result**

The operating result (EBITDA) for the 2023 fiscal year is impacted by extraordinary events such as the insolvency of Mediamath, which resulted in a loss of €502 thousand, one-time fees from one of the SSP platforms amounting to €365 thousand, and one-time costs related to M&A, the ERP system conversion, and restructuring (€175 thousand). Adjusted for these effects, the company's EBITDA would amount to €943 thousand.

## Risk and Opportunity Report

**Risks and opportunities**

Our risk management approach is not just about mitigating potential downsides, but also about strategically leveraging those insights to turn challenges into opportunities for innovation and leadership in digital advertising.

This approach involves a comprehensive assessment and management of risks across multiple areas, including operations, finance, legal and regulatory compliance, and reputation.
Our implementation is based on the following pillars:

### 1. Global Legal and Compliance Team

Our Legal and Compliance team plays a central role in this regard. It has a number of robust policies and procedures that guide our business operations and ensure compliance

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global standards and regulations. These guidelines cover a wide range of topics and are regularly updated to ensure their relevance and suitability.

## 2. Internal control system

Recognizing that policies alone are not enough, we have implemented an internal control system designed to effectively implement and ensure compliance. This system, based on the pillars of accountability, transparency, and continuous improvement, enables us to monitor and manage an increasing number of risks across the Group:

| risk | Description | Probability ibility | impact en | Mitigation measures |
|---|---|---|---|---|
| **Investment risk** | The company invests significant amounts in Subsidiaries located in other jurisdictions There is a potential risk that these investments could be impacted due to poor business performance. | Medium | High | Mitigating this risk includes measures prior to the transaction (e.g. careful due diligence, price adjustment mechanisms in the purchase agreement, incentives for the founders of the acquired companies) as well as post-transaction measures (e.g. continuous performance monitoring, active post-merger integration – PMI) to standardize culture, rules and processes. |
| **Operational risk** | The company delivers advertising through its AdTech. If this is not work, this could lead to Loss of sales or lead to a deterioration in the gross margin. The company has high Growth rates on and must simultaneously fill important operational positions. | Medium | High | To ensure smooth operation of the To ensure technology, there is Redundancy policies and business Continuity plans. In addition, the company invests heavily in Human resources to support the expected growth with additional personnel capacity. |
| **Liquidity risk** | The business of Company is strong seasonal, which affects the cash flow of the company can. | Medium | High | From the management's perspective, the company has sufficient liquidity reserves. The profitability and liquidity situation are continuously monitored. |
| **Credit risk/ Default risk** | Deterioration of the financial situation/default of a customer | Low | Medium | Active receivables management. Focus on solvent customers and avoidance of cluster risks (historically no significant defaults). |
| **Country risk** | Risk of deterioration of the situation in an important market | Low | Low | The company operates in countries with healthy macroeconomic conditions. Nevertheless, the overall situation (e.g. interest rates, |

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| risk | Description | Probability ibility | Impact en | Mitigation measures |
|---|---|---|---|---|
| | | | | labor market, etc.). |
| **Market price risk** | Risk of price decline in Advertising bookings | Low | Medium | Through revenue-sharing agreements with publishers, the company reduces risk wherever possible, automatically lowering the purchase prices for media inventory. Furthermore, the inventory grows steadily through the acquisition of new publishers or spaces. |
| **Foreign currency** risk Risk from transactions in other currencies | | Low | Medium | The subsidiaries of the Company in the Nordic countries (Scandinavia and Finland), Great Britain, Latin America and the USA Transactions in local currencies. The company strives to reduce currency risks of its subsidiaries by balancing revenues and costs. Maintains a balance of transaction currencies and makes payments in USD or EUR when necessary. Furthermore, the company monitors continuously monitor the status of Intercompany settlements (which are processed in EUR). |

### 3. Commitment to strong governance

Strong governance is an essential component of promoting sustainable and responsible business practices at ShowHeroes. We strive to maintain the highest standards of ethics and compliance in all our global activities. Our governance framework is designed to operate transparently and responsibly, focusing on risk management and maximizing long-term value.

### 4. The Board of Directors

Our Board of Directors plays a key role in overseeing our risk and governance practices. The Board is comprised of experienced individuals and provides essential guidance and oversight to our management team. Regular meetings are held to review strategic directions, evaluate risk management practices, and ensure compliance with legal and regulatory requirements.

Our current analyses show that none of the risks mentioned pose an immediate threat to the continued existence of our company. Furthermore, we have not identified any interdependencies that could potentially pose a serious threat to our business.

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Thanks to our broad product portfolio, our expertise, and our innovative strength, we are confident that we can seize the opportunities that arise and effectively address the challenges resulting from the risks described. The prospect of possible interest rate cuts also strengthens our confidence that financing options could improve significantly in the future.

We see key opportunities in expanding our market presence through both organic and inorganic growth. Despite the impact of the war in Ukraine, the company sees indications that it can increase sales in its core and growth markets. At the same time, the product range is being consistently developed further to generate medium-term sales growth.

While the company continued to explore attractive M&A opportunities worldwide in 2023, the focus in fiscal year 2024 will be on increasing efficiency and further developing our organization. This includes, in particular, the successful integration of the recently acquired investments. A significant milestone in this development is the company-wide implementation of an ERP system by the end of 2024.

# Forecast report

### Business development 2024

For the 2024 financial year, the ShowHeroes Group forecast revenues roughly at the previous year's level and a significant increase in profitability (EBITDA).

In view of the ongoing conflict in Ukraine and the economic challenges in some European markets, our particular focus remained on increasing Group
EBITDA.

Despite these challenges, we expected an increase in operating results in our core markets.

Internally, we continued to focus on further developing our product portfolio, integrating the acquired business units, and optimizing internal processes. The Group-wide rollout of the new ERP system began in 2022 and was completed in the first quarter of 2025. We expected the implementation to deliver significant efficiency gains and a better basis for data-driven decisions, which will have a positive impact on the Group's profitability.

### Operating profit development 2024

According to preliminary, as yet unaudited actual figures, EBITDA of €4 million was achieved.

### Sales outlook 2025

The ShowHeroes Group benefits from its established market presence in six out of ten of the world's fastest-growing digital advertising markets. Nevertheless, uncertainties regarding the general global economic outlook remain, particularly with regard to the currently difficult-to-predict US policy. Therefore, a particular focus for the 2025 fiscal year will be on efficiency improvements.

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On this basis, revenue of €78.4 million is budgeted for the 2025 financial year. The strategic positioning in high-growth markets and ongoing efficiency improvement measures form the basis for achieving the ambitious financial targets despite the existing global uncertainty.

**Operating profit outlook 2025**

Given the aforementioned uncertainties and the weakening economy in key European markets, we continue to place particular emphasis on increasing EBITDA. Despite these challenges, we expect an increase in EBITDA for our operating business in our core and growth markets. We are targeting EBITDA of €6.6 million for the 2025 fiscal year.

**Liquidity targets**

To sustainably strengthen the financial flexibility of the ShowHeroes Group, liquidity management was further optimized in the 2023 fiscal year and beyond. For example, the existing overdraft facility with HVB for €4.0 million was extended in the first quarter of 2025. Further loans totaling €2.0 million were also extended in the 2024 fiscal year.

The company's management is also in talks with HypoVereinsbank to secure additional loans of €6 million, possibly in cooperation with KfW, once the audited 2023 consolidated financial statements are available. In parallel, negotiations are underway with various factoring providers.

These strategic measures are intended to ensure that the ShowHeroes Group has sufficient working capital to achieve its profitability and growth targets.

**Ambitions for 2026 and beyond**

The ShowHeroes Group is pursuing an ambitious growth path for the coming financial years, underpinned by strategic investments and efficiency improvements.

For the 2026 fiscal year, organic revenue growth of 2–5% is targeted, which, based on the revenue of €78.4 million budgeted for 2025, implies revenue of €80.0 million to €82.3 million. This growth is to be generated primarily by focusing new investments on the most dynamic growth markets (particularly the UK and LATAM) and on future-oriented products (particularly CTV).

At the same time, the company aims to achieve an EBITDA target of at least €7.2 million for the 2026 fiscal year, representing a significant increase compared to the €6.6 million forecast for 2025. To achieve this result, the productivity improvement measures initiated in 2024 will be consistently continued. In particular, efficiency measures and the targeted use of AI are expected to realize savings of up to 10% in personnel costs over the course of the year compared to 2024.

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In addition to the absolute earnings figures mentioned above, special focus is also placed on profitability. The aim is to maintain a gross margin of at least 44% and to increase it by 2-3% in the following years. Points to increase. The goal is to achieve a sustainable EBITDA margin of at least 10% starting in 2028, which, based on the revenue forecast for 2028 of €104.4 million, would result in an EBITDA of approximately €10.4 million.

The financial strategy for 2025 and 2026 is based on a budget that prioritizes sustainable restructuring and debt reduction to ensure readiness for larger acquisitions in the medium term. This budgeting approach, coupled with strict cost management, is intended to ensure significantly positive EBITDA. Increased efficiency and productivity take priority over pure revenue growth.

In addition, special attention will be paid to optimizing the cost structure in the coming years. Indirect costs, especially personnel costs, are to be reduced through efficiency measures. This is expected to have a positive impact on net income, which is expected to increase from €1.4 million in 2025 to €2.3 million in 2026 and, with a view to reaching €3.2 million in 2028.
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Berlin, June 20, 2025
ShowHeroes SE
The Managing Directors

**Ilhan Zengin** **Mario Tiedemann**

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# Consolidated financial statements according to IFRS

## Consolidated income statement and other comprehensive income of ShowHeroes SE, Berlin

| In T€ | Attach G | 2023 | 2022 (adjusted) | 2022 |
|---|---|---|---|---|
| **Sales revenue** | (2) | **75,102** | **65,833** | **65,833** |
| **Direct sales costs** | (3) | **-36,399** | **-32,714** | **-32,714** |
| **Gross profit** | | **38,703** | **33,119** | **33,119** |
| **Operating expenses and income** | | **-38,803** | **-37,107** | **-37,107** |
| Personnel costs | (4), (5) | -28,711 | -23,988 | -23,988 |
| Administrative HR costs | | -294 | -419 | -419 |
| IT infrastructure costs | (6) | -4,262 | -3,299 | -3,299 |
| Building and operating costs | | -595 | -729 | -729 |
| Marketing and PR | | -964 | -1,362 | -1,362 |
| Travel and Entertainment | | -1,320 | -1,553 | -1,553 |
| Legal, audit and Consulting costs | | -1,418 | -2,442 | -2,442 |
| Other operating expenses (6) | | -1,251 | -2,999 | -2,999 |
| Income from currency translation (7) | | 1,702 | 811 | 811 |
| Losses from currency translation (7) | | -1,690 | -1,127 | -1,127 |
| **Operating result (EBITDA)** | | **-100** | **-3,988** | **-3,988** |
| **Depreciation, financial result and income taxes** (11), (12) (13), | | **-8,940** | **-7,837** | **-8,039** |
| Amortization of intangible assets Assets | | -5,984 | -7,280 | -6,271 |
| Depreciation of property, plant and equipment and usage rights | (14) | -1,138 | -960 | -960 |
| Interest income | (8) | 8 | 31 | 31 |
| Interest expenses | (8) | -899 | -744 | -744 |
| casual acquisition | (10) | 0 | 923 | 0 |
| Income taxes | (9) | -645 | -647 | -647 |
| Deferred tax expense/income | (9) | -282 | 839 | 552 |
| **Consolidated net loss/profit** | | **-9,040** | **-11,825** | **-12,027** |
| **Other comprehensive income** | | **205** | **142** | **142** |
| Currency translation differences | | 205 | 142 | 142 |
| **Overall result** | | **-8,835** | **-11,683** | **-11,885** |

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## Consolidated balance sheet of ShowHeroes SE, Berlin

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| in T€ | | Attachment | December 31, 2023 | December 31, 2022 (adjusted) | December 31, 2022 |
|---|---|---|---|---|---|
| | | | | | |
| **Long-term assets** | | | **35,685** | **36,635** | **34,008** |
| | Goodwill | (11) | 10,229 | 9,152 | 14,182 |
| | Publishing relationships | (12) | 13,625 | 14,794 | 8,337 |
| | customer base | (12) | 3,379 | 4,202 | 3,002 |
| | Other intangible assets (12) | | 5,748 | 5,027 | 5,027 |
| | Rights of use of assets (13) | | 768 | 1,289 | 1,289 |
| | Other financial assets | | 227 | 106 | 106 |
| | Tangible assets | (14) | 238 | 385 | 385 |
| | Deferred tax assets | (9) | 1,471 | 1,680 | 1,680 |
| | | | | | |
| **Current assets** | | | **30,738** | **32,706** | **32,706** |
| | Trade receivables and Services and other receivables (15) | | 25,724 | 21,045 | 21,045 |
| | Other current assets (16) | | 2,404 | 7,144 | 7,144 |
| | Means of payment and Cash equivalents | (17) | 2,611 | 4,517 | 4,517 |
| | | | | | |
| **Total assets** | | | **66,423** | **69,341** | **66,714** |
| | | | | | |
| **Long-term liabilities** | | | **-11,552** | **-12,653** | **-10,228** |
| | Bank loans | (18) | -5,325 | -7,582 | -7,582 |
| | Lease liabilities | (13) | -314 | -661 | -661 |
| | Deferred tax liabilities | (9) | -5,913 | -4,410 | -1,985 |
| | | | | | |
| **Short-term liabilities** | | | **-44,528** | **-41,966** | **-41,966** |
| | Bank loans | (18) | -5,580 | -4,208 | -4,208 |
| | Lease liabilities | (13) | -542 | -786 | -786 |
| | Provisions | (19) | -15,908 | -12,153 | -12,153 |
| | Trade accounts payable Services | (20) | -15,582 | -14,753 | -14,753 |
| | Other liabilities | (21) | -6,916 | -9,306 | -9,306 |
| | Deferred tax liabilities | (9) | 0 | -760 | -760 |
| | | | | | |
| **Equity capital** | | | **-10,343** | **-14,722** | **-14,520** |
| | Subscribed capital | (23) | -205 | -198 | -198 |
| | Capital reserves | | -32,187 | -27,737 | -27,737 |
| | Retained earnings (loss carried forward) | | 13,356 | 1,530 | 1,530 |
| | Reserve from the Currency conversion | | -347 | -142 | -142 |
| | Consolidated net loss/profit | | 9,040 | 11,825 | 12,027 |
| | | | | | |
| **Total equity and liabilities** | | | **-66,423** | **-69,341** | **-66,714** |

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## Consolidated statement of changes in equity of ShowHeroes SE, Berlin

| in T€ | 01.01.2022 | Capital contributions | Contributions in kind | Profit for the period | Other | December 31, 2022 (adjusted) |
|---|---|---|---|---|---|---|
| | | | | | | |
| Subscribed capital | 188 | 10 | | | | 198 |
| Capital reserves | 27,737 | | | | | 27,737 |
| Retained earnings (loss carryforward) | -1,519 | | | | -11 | -1,530 |
| Consolidated net profit (-deficit) | 0 | | | -11,825 | | -11,825 |
| Reserve from the Currency conversion | -12 | | | | 154 | 142 |
| | | | | | | |
| **In total** | **26,394** | **10** | **0** | **-11,825** | **143** | **14,722** |
| | | | | | | |
| | | | | | | |

| in T€ | 01.01.2023 | Capital contributions | Contributions in kind | Profit for the period | Other | December 31, 2023 |
|---|---|---|---|---|---|---|
| | | | | | | |
| Subscribed capital | 198 | 7 | | | | 205 |
| Capital reserves | 27,737 | 1,543 | 2,907 | | | 32,187 |
| Retained earnings (loss carryforward) | -13,355 | | | | | -13,355 |
| Consolidated net profit (-deficit) | 0 | | | -9,040 | | -9,040 |
| Reserve from the Currency conversion | 142 | | | | 205 | 347 |
| | | | | | | |
| **In total** | **14,722** | **1,550** | **2,907** | **-9,040** | **205** | **10,343** |

| in T€ | 01.01.2022 | Capital contributions | Contributions in kind | Profit for the period | Other | December 31, 2022 |
|---|---|---|---|---|---|---|
| | | | | | | |
| Subscribed capital | 188 | 10 | | | | 198 |
| Capital reserves | 27,737 | | | | | 27,737 |
| Retained earnings (loss carryforward) | -1,519 | | | | -11 | -1,530 |
| Consolidated net profit (-deficit) | 0 | | | -12,027 | | -12,027 |
| Reserve from the Currency conversion | -12 | | | | 154 | 142 |
| | | | | | | |
| **In total** | **26,394** | **10** | **0** | **-12,027** | **143** | **14,520** |

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## Consolidated cash flow statement of ShowHeroes SE, Berlin

| in T€ | 2023 | 2022 (adjusted) | 2022 |
|---|---|---|---|
| | | | |
| **Operational activities** | | | |
| Consolidated net loss/profit | -9,040 | -11,825 | -12,027 |
| Income tax expense/income | 645 | 647 | 647 |
| Deferred tax expense/income | 282 | -839 | -552 |
| Amortization of intangible assets | 4,994 | 4,203 | 3,194 |
| casual acquisition | 0 | -923 | 0 |
| Impairments | 990 | 3,077 | 3,077 |
| Depreciation of property, plant and equipment and rights of use | 1,138 | 960 | 960 |
| Interest income | -8 | -31 | -31 |
| Interest expense | 899 | 744 | 744 |
| Income tax payments | -238 | -341 | -341 |
| | | | |
| **Cash flow from operating activities before change in working capital** | -338 | -4,329 | -4,329 |
| | | | |
| Change in receivables | 271 | -3,399 | -3,399 |
| Change in liabilities | -1,973 | 1,444 | 1,444 |
| Change in provisions | 3,755 | 5,325 | 5,325 |
| | | | |
| **Cash flow from operating activities** | **1,715** | **-959** | **-959** |
| | | | |
| **Investment activities** | | | |
| Acquisition of fixed assets | -117 | -336 | -336 |
| Acquisition of subsidiaries, net of cash acquired | 215 | -5,596 | -5,596 |
| Acquisition of intangible assets | -2,754 | -2,756 | -2,756 |
| | | | |
| **Cash flows from investing activities** | **-2,656** | **-8,688** | **-8,688** |
| | | | |
| **Financing activities** | | | |
| Share issue | 1,550 | 10 | 10 |
| Bonds | 2,643 | 10,441 | 10,441 |
| Repayments on borrowed capital | -3,527 | -3,800 | -3,800 |
| Interest received | 8 | 31 | 31 |
| Interest paid | -899 | -744 | -744 |
| Repayments on leasing liabilities | -944 | -718 | -718 |
| | | | |
| **Cash flow from financing activities** | **-1,169** | **5,220** | **5,220** |
| | | | |
| **Cash flow for the period (net)** | **-2,110** | **-4,427** | **-4,427** |
| | | | |
| **Cash and cash equivalents at the beginning of the** | **4,516** | **8,801** | **8,801** |

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| | | | |
|---|---|---|---|
| **period** | | | |
| Currency translation differences | 205 | 142 | 142 |
| **Cash and cash equivalents at the end of period** | **2,611** | **4,516** | **4,516** |



# General Information

## (1) Basics of representation

### General information

The registered office of ShowHeroes SE (parent company) is Berlin, Germany (Charlottenburg Commercial Register HRB 207722 B). The consolidated financial statements of ShowHeroes SE and its subsidiaries (collectively "we," "us," "our," "ShowHeroes," "Group," or "Company") for the fiscal year from January 1 to December 31, 2023, were prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union, and the additional requirements of German commercial law pursuant to Section 315e (3) in conjunction with (1) of the German Commercial Code (HGB), assuming the company continues to be a going concern.

The Group's main activities and the nature of its business operations are presented in the Group Management Report.

The Managing Directors prepared the consolidated financial statements as of December 31, 2023, and the Group management report for the 2023 financial year on June 20, 2025, and subsequently approved them for submission to the Board of Directors.

Because figures are rounded, the numbers presented in this document may not exactly match the totals we provide, and percentages may not accurately reflect absolute figures.

### Accounting policies, management judgements and sources of Estimation uncertainties

To facilitate understanding of our consolidated financial statements, we present the accounting policies, management judgments, and sources of estimation uncertainty (hereinafter: "accounting policies, judgments, and estimates" or **"AC&E")** related to a particular topic, together with further disclosures related to the same topic, in the relevant section where that topic is discussed. The following section presents accounting policies, judgments, and estimates that do not relate to a

specific topic.

To facilitate the identification of our accounting policies, judgments and Estimates are marked with "{PJ&E}" and enclosed in a light grey box

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They focus on the accounting choices and judgments made under the applicable IFRS. We do not present the underlying published IFRS guidance unless we consider it particularly important to understand the content of the disclosures.
to make understandable.

{P,I&E}

## General accounting and valuation methods

### Basics of creation

The consolidated financial statements were generally prepared on the basis of the historical cost principle.

The consolidated financial statements were prepared in euros. Unless otherwise stated, all amounts included in the consolidated financial statements are presented in thousands of euros (€ thousand). Differences may arise due to rounding when using rounded amounts and percentages.

### Currency conversion

Income and expenses, as well as operating cash flows, of our foreign subsidiaries, each denominated in a functional currency other than the euro, are translated at the average exchange rates for the fiscal year. Translation differences from foreign currency transactions are recorded net in other income/expenses.

Transactions in foreign currencies are translated into the respective functional currencies of the Group companies at the exchange rates prevailing at the time of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated using the exchange rate prevailing at that date. Exchange rate differences arising on translation are generally recognized in the consolidated income statement.

recorded.

The exchange rates of the major currencies affecting the Company were as follows:

**Exchange rates** *(rounded to two decimal places)*

| | | Price as of December 31 | | Average annual value | |
|---|---|---|---|---|---|
| **x = 1 euro** | | **2023** | **2022** | **2023** | **2022** |
| US Dollar | USD | 1.1 | 1.07 | 1.08 | 1.05 |
| Swedish krona | SEK | 11.14 | 11.12 | 11.47 | 10.63 |
| Norwegian Krone | NOK | 11.24 | 10.51 | 11.42 | 10.10 |
| Danish Krone | DKK | 7.47 | 7.44 | 7.45 | 7.44 |
| Colombian peso | COP | 4,276 | 5,179 | 4,678 | 4,474 |

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| | | | | | |
|---|---|---|---|---|---|
| Mexican Peso | MXN | 18.69 | 20.86 | 19.19 | 21.19 |
| Argentine Peso | ARS | 892 | 188 | 892* | 188* |
| Brazilian Real | BRL | 5.36 | 5.64 | 5.40 | 5.44 |
| Chilean Peso | CLP | 970 | 910 | 908 | 919 |
| Peruvian Sol | PEN | 4.01 | 4.08 | 4.04 | 4.04 |
| Pound Sterling (UK) | GBP | 0.87 | 0.89 | 0.87 | 0.85 |
| **Due to hyperinflation, this is the closing rate, not the average rate* | | | | | |

{P,J&E}

## Management judgment and estimation uncertainties

The preparation of consolidated financial statements in accordance with IFRS involves certain judgments, estimates and assumptions that affect the application of accounting policies and the measurement of assets, liabilities, income and expenses, as well as the disclosure of contingent liabilities.

We base our judgments, estimates, and assumptions on historical experience and forecast data, as well as on information about economic conditions in the industries or regions in which we or our customers operate. Changes in these conditions could adversely affect our estimates. Although we believe that our estimates of future developments are appropriate to the underlying uncertainties, there can be no assurance that the effects of these matters will ultimately correspond to the assumptions reflected in our reported amounts of assets, liabilities, income, and expenses, as well as our disclosed amounts of contingent liabilities. Actual amounts may differ from the estimates we originally made. We review our estimates and underlying assumptions periodically. Changes in estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

{P,J&E}

## New and amended standards and interpretations

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The new or amended standards (amendments to IFRS 3, amendments to IAS 16, amendments to IAS 37, annual improvements to IFRS (2018-2020 cycle)) had no material impact on the consolidated financial statements.

## New standards and interpretations that are not yet mandatory

The company has not prematurely adopted the standards and interpretations already adopted by the IASB but not yet mandatory or endorsed into European law (IFRS 17, amendments to IFRS 10 and IAS 28, amendments to IAS 1 and IFRS Practice Statement 2, amendments to IAS 8, amendments to IAS 12, and amendments to IFRS 16). We do not expect the future application of these standards and interpretations to have a material impact on the consolidated financial statements.

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# Information on the consolidated income statement

## Gross profit

### (2) Sales revenue

{P,I&E}

**Accounting for revenue from contracts with customers**

Sales revenue is presented net of sales deductions such as refunds, credits, discounts, and sales tax. It comprises the fair value of the consideration received or to be received in the Group's ordinary business activities.

**Classes of revenue**

We generate the majority of our revenue from media, which we charge our clients for (a) the use of our advertising technology, (b) the use of our content library, and (c) the use of our global publisher network. We also generate revenue for custom creative services and campaign management. However, the latter two services do not yet represent a significant portion of our total revenue.

Media revenue, as shown in our consolidated income statement, is the sum of advertising orders (IO), private marketplaces (PMP) and open marketplaces (OMP).

ÿ **Insertion Orders (IO):** IO is a traditional media booking at a fixed price through a media agency or a direct client. ShowHeroes delivers this media through its proprietary AdTech in its publisher network. Publishers receive a fixed price or (usually) a revenue share.
Media agencies and direct clients often receive advertising volume bonuses (AVBs) at the end of a year (based on the total booking volume).

With IO, ShowHeroes bills the advertiser or agency directly for the media, the publisher bills ShowHeroes for the media delivery, and the advertiser or agency bills ShowHeroes for the T&Cs. ShowHeroes also covers the technical costs for tracking, DMPs, hosting, and video content delivery.

ÿ **Private Marketplaces (PMP):** In a PMP setup, the advertiser or media agency manages the media budget through a technical platform called an SSP. ShowHeroes, along with a number of other selected service providers, competes for the budget by providing media deliveries that meet the advertiser's desired criteria. All tracking and billing are handled through the SSP platform.

PMP assumes the following transaction structure: The SSP invoices the advertiser or agency for the media, ShowHeroes invoices the SSP for the media, and the SSP invoices ShowHeroes for technical fees. The publisher invoices ShowHeroes for media provision, and the advertiser or agency invoices ShowHeroes for the T&Cs.

ShowHeroes covers the technical costs for tracking, DMPs, hosting, and video content delivery.

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ÿ **Open Marketplaces (OMP):** In an OMP setup, advertisers and media agencies also manage their media budgets through an SSP. However, ShowHeroes competes with a large number of competitors for thousands of media budgets through Real Time Auctions (RTB) that match the advertisers' desired criteria. All tracking and billing are handled through the SSP platform. There is no direct relationship between the advertiser/ agency and ShowHeroes. Therefore, there are no T&Cs, but higher SSP fees.

OMP transactions assume that the SSP bills the advertiser or agency for media, ShowHeroes bills the SSP for the media, and the SSP bills ShowHeroes for technical fees and OMP commissions. The publisher bills ShowHeroes for media delivery. In addition, ShowHeroes covers the technical costs for tracking, DMPs, hosting, and video content delivery.

**Realization of sales revenues**

Media revenue is recognized when ads have been delivered according to the specific KPIs (delivery). ShowHeroes records a receivable at the time the ad is delivered, as this represents the point at which the right to consideration becomes unconditional, as the payment is only due after the expiration of time.

Revenue from services is recognized over time as the services are rendered.

**Contract balances**

While payment terms vary depending on the contract type and region, our terms typically require payment within 14 to 90 days of service provision.

**Allocation of transaction prices**

Transaction prices are allocated based on the specific agreements for each contract and service. For the majority of projects, prices are negotiated in advance and calculated based on agreed KPIs such as reach, impressions, or specific target group factors.

In advertising orders (IOs), transaction prices are allocated directly to the respective campaign, based on fixed prices or revenue shares. In PMP and OMP setups, transaction prices are allocated based on media delivery and technical criteria defined in real-time auctions (RTB) or platform-based transactions.

**Calculation of discounts (e.g. general terms and conditions)**

Discounts, particularly agency fees (AVBs), are granted based on the annual booking volume. These can range from 5–35% of total revenue and are calculated and settled at the end of the year based on the total volumes actually realized. The discounts are contractually agreed upon and explicitly taken into account when setting the transaction prices. Other discounts and deductions consist primarily of discounts granted and so-called "kickbacks." The latter are revenue shares paid by platform operators.

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**Geographical information**

The revenue figures by region presented in the following tables are determined based on the location of the billing group unit. The regions presented in the following table are EMEA (Europe, Middle East, and Africa), LATAM (Latin America), NA (North America), and APAC (Asia-Pacific including Japan).

Sales revenue is broken down by sales channel and geographic location below:

| **Sales revenue by sales channel** | | |
|---|---|---|
| | | |
| **in T€** | **2023** | **2022** |
| IO (advertising order) | 30,367 | 31,377 |
| PMP (Private Marketplaces) | 38,380 | 32,000 |
| OMP (Open Marketplaces) | 18,331 | 14,486 |
| Non-Media | 354 | 805 |
| [illegible] | -9,404 | -8,083 |
| Other discounts and deductions | -2,926 | -4,752 |
| **In total** | **75,102** | **65,833** |

| **Media revenue by region (gross without general terms and conditions, without discounts and other items)** | | |
|---|---|---|
| | | |
| **in T€** | **2023** | **2022** |
| EMEA | 71,758 | 68,028 |
| LATAM | 13,999 | 10,757 |
| N/A | 1,372 | 68 |
| APAC | 303 | - |
| **In total** | **87,432** | **78,853** |

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## (3) Direct sales costs

(PJ&E)

Direct sales costs primarily include publishers' revenue shares, which account for the largest share. These costs represent payments to publishers for the use of advertising space and are based on the revenue generated.

Platform fees relate to payments to platform providers (SSPs) for the use of their services in the digital advertising market.

Other direct costs include other order-related expenses that are directly related to generating sales.

| **Direct sales costs** | | |
|---|---|---|
| **in T€** | **2023** | **2022** |
| Publishers' revenue share | -33,418 | -31,952 |
| Costs for platform fees | -2,171 | -658 |
| Other direct costs | -810 | -104 |
| **In total** | **-36,399** | **-32,714** |

# Operating expenses and income

## (4) Expenses for employee benefits

### Expenses for employee benefits

| **in T€** | **2023** | **2022** |
|---|---|---|
| Salaries | -20,136 | -16,886 |
| Social security costs | -4,315 | -4,163 |
| contractor | -3,123 | -1,559 |
| Pension costs | -509 | -371 |
| Severance payments | -179 | -72 |
| Other | -449 | -937 |
| **In total** | **-28,711** | **-23,988** |

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In addition to severance payments, the employee's severance debt is a liability specific to Italian legal entities that must be paid to the employee upon termination of the employment contract.

The above amounts do not include those personnel costs that have been capitalised and represent the costs of employees that are directly attributable to the production of assets.

## (5) Number of employees

The following table provides an overview of the average number of employees, broken down by the regions EMEA (Europe, Middle East and Africa), LATAM (Latin America) and NA (North America).

### Number of employees by region

| | 2023 | 2022 |
|---|---|---|
| EMEA | 333 | 303 |
| LATAM | 63 | 49 |
| N/A | 4 | 6 |
| APAC | 13 | 0 |
| **In total** | **413** | **358** |

The number of employees includes freelancers with long-term commitments.

## (6) Other operating expenses and IT infrastructure costs

(PJ&E)

Other operating expenses include various costs incurred in the course of general business activities. The "Other" item includes, in particular, expenses for intra-EU acquisitions, services provided by companies within and outside the EU, and operating expenses in specific countries such as France, Latvia, and the Netherlands.

A significant portion is attributable to sales agencies in France, general operating expenses, and association contributions. These costs are central to supporting the Group's international business activities and operational requirements.

Bank fees include transaction costs and fees related to financial activities.
Provisions for doubtful accounts reflect expected losses from uncollectible receivables. Insurance covers operational risks, while translation costs are incurred, particularly in international operations.

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| Other operating expenses | | |
|---|---|---|
| **in T€** | **2023** | **2022** |
| Provision for doubtful receivables | -225 | -87 |
| Bank fees | -197 | -206 |
| Insurance | -56 | -46 |
| translations | -28 | -56 |
| Miscellaneous | -745 | -2,604 |
| **In total** | **-1,251** | **-2,999** |

**IT infrastructure costs**

IT infrastructure costs of €4,262 thousand (previous year: €3,299 thousand) primarily include costs for servers, cloud computing services and other software services.

## (7) Currency conversion

Gains from currency translation amounted to €1,702 thousand (previous year: €811 thousand). These gains result from the recognition of receivables and liabilities at different exchange rates.

Losses from currency translation amounted to €1,690 thousand (previous year: €1,127 thousand) and resulted from exchange rate differences in the recording of realized receivables and liabilities.

| | | |
|---|---|---|
| **in T€** | **2023** | **2022** |
| Gains from currency conversion | 1,702 | 811 |
| Losses from currency translation | -1,690 | -1,127 |
| **Currency conversion (net)** | **12** | **-316** |

# Financial result and income taxes

## (8) Financial result

The financial result consists of financial income and financial expenses.

In the 2023 reporting period, financial income amounted to €8 thousand (previous year: €31 thousand), of which €8 thousand was attributable to interest income from financial liabilities measured at amortized cost (previous year: €31 thousand).

Financial expenses amounted to €899 thousand (previous year: €744 thousand), of which €899 thousand (previous year: €744 thousand) was attributable to interest expenses on financial liabilities measured at amortized cost. Of this amount, €86 thousand in 2023 was attributable to rental expenses in accordance with IFRS 16 (previous year: €114 thousand) and €813 thousand to loan interest (previous year: €630 thousand).

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| in T€ | 2023 | 2022 |
|---|---|---|
| **Financial** | | |
| **income** of which interest income on financial liabilities measured at amortised cost | **8** | **31** |
| Acquisition costs were valued | 8 | 31 |
| **Financial expenses** of | **-899** | **-744** |
| which interest expenses on financial liabilities at amortized cost | -899 | -744 |
| Acquisition costs were valued | **-891** | **-713** |
| **Financial result (net)** | | |

# (9) Income taxes

**Exercises of discretion and estimates** {PJ&E}

Due to the international nature of our business activities, we are subject to changing tax laws in the respective jurisdictions. Our ordinary business activities also include transactions where the final tax consequences are uncertain due to different interpretations of tax laws, for example, with regard to transfer pricing and intra-group transactions between ShowHeroes Group companies. In addition, the income taxes we pay are generally subject to ongoing tax audits by domestic and foreign tax authorities. The determination of our worldwide income tax provisions requires the exercise of judgment as to whether an uncertain tax treatment should be considered separately or together with one or more other uncertain tax treatments, and whether the respective impact of the uncertainty should be considered based on the most likely amount or the expected value. In exercising these judgments, we consider the nature and individual facts and circumstances of each uncertain tax treatment, as well as the specifics of the respective jurisdictions, including applicable tax laws and our interpretations thereof.

Assessing whether a deferred tax asset is impaired requires judgment, as we must estimate future taxable income to determine the extent to which the deferred tax asset will be utilized. In assessing our ability to utilize our deferred tax assets, we consider all available information, including past taxable income and projected taxable income in the periods in which the deferred tax assets are expected to be utilized. Our assessment of future taxable income is based on assumptions about future market conditions and the Group's future profits.

Assessing whether interest or penalties related to income taxes meet the criteria for treatment as income taxes and, if not, whether they are financial in nature also requires judgment. In doing so, we primarily consider applicable local tax laws and interpretations of IFRS by national standard-setters in the area of consolidated financial reporting.

**Deferred taxes**

Deferred tax liabilities are measured using the liability method on temporary differences between the tax base of assets and the carrying amounts of assets and liabilities at the balance sheet date. Deferred tax liabilities are recognized for all taxable temporary differences, except for:

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- Differences arising from the initial recognition of goodwill and assets or liabilities, provided that these arise from a transaction that does not affect the tax base or the profit/loss for the year.

Deferred tax assets are recognized for all deductible temporary differences, the carryforward of unused tax credits, and all unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carryforward of unused tax credits and unused tax losses can be utilized.

except:

- if the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that is not a business combination and that affects neither the tax base nor the profit or loss for the year at the time of the transaction.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to utilize the deferred tax asset in whole or in part.

Unrecognized deferred tax assets are reviewed at each balance sheet date and recognized to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates expected to apply in the year in which the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted at the balance sheet date.

Deferred taxes relating to items recognized outside profit or loss are recognized outside profit or loss. Deferred tax items are recognized in correlation with the underlying transaction, either in other comprehensive income (OCI) or directly in equity.

Tax benefits acquired in a business combination but not qualifying for separate recognition at that time are subsequently recognized when new information about facts and circumstances changes. The adjustment is treated either as a reduction in goodwill (as long as it does not exceed goodwill) if it arose during the measurement period, or is recognized in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if, and only if, it has a legally enforceable right to offset current tax assets and current tax liabilities, the deferred tax assets and liabilities relate to income taxes and are levied by the same taxing authority either for the same taxable entity or for different taxable entities that either intend to settle the current tax liabilities and assets on a net basis or that intend to realize the assets and simultaneously settle the liabilities in each future period in which significant amounts of deferred tax liabilities or assets are expected to arise.

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**Tax expenditure by geographical location**

| in T€ | 2023 | 2022 |
|---|---|---|
| **Current tax expense** | | |
| Germany | 0 | 0 |
| Abroad | -645 | -647 |
| **Total current tax expense** | **-645** | **-647** |
| **Deferred tax expense/income** | | |
| Germany | -264 | 0 |
| Abroad | -18 | 552 |
| **Total deferred tax expense/income** | **-282** | **552** |
| **Total income tax expense** | **-927** | **-95** |

**Key components of tax expense**

| in T€ | 2023 | 2022 (adjusted) | 2022 |
|---|---|---|---|
| **Current tax expense/income** | | | |
| Tax expense for the current year | -645 | -647 | -647 |
| Taxes for previous years | 0 | 0 | 0 |
| **Total current tax expense** | **-645** | **-647** | **-647** |
| **Deferred tax expense/income** | | | |
| Origin and reversal of temporary differences | -25 | 0 | 0 |
| Unused tax losses and tax credits | -257 | 839 | 552 |
| **Total deferred tax expense/income** | **-282** | **839** | **552** |
| **Total income tax expense** | **-927** | **192** | **-95** |

Deferred tax assets arise primarily from loss carryforwards at Group companies. We assume that Group companies with deferred tax assets on loss carryforwards will recover sufficiently after the end of the coronavirus pandemic to use these loss carryforwards to reduce their tax burden.

Deferred tax liabilities primarily result from hidden reserves identified in the purchase price allocations of acquisitions and from the capitalization of development costs. The intangible assets identified in the acquisitions were each offset using a mixed tax rate. The mixed tax rate is composed of the weighted tax rates of the individual countries in which the acquired companies are headquartered. The weighting is based on the respective sales revenues of the companies, as these are directly related to the contribution to the respective identified assets (customer base, contractual relationships). No discounting was applied in the valuation of deferred taxes.

The change in deferred tax expense in 2022 resulted from the final purchase price allocation of LATAM.

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**Reconciliation from statutory to effective tax income/expense**

The parent company is primarily subject to corporate income tax, trade tax, and the solidarity surcharge. The effective statutory tax rate, calculated based on these taxes, is 30.0% for the fiscal year ending December 31, 2023. Foreign subsidiaries are subject to the respective tax rates of their respective countries.

The breakdown of the main items that lead to differences between the statutory and effective tax rates after taking into account deferred taxes is as follows:

| in T€ | 2023 | 2022 (adjusted) | 2022 |
|---|---|---|---|
| **Balance sheet result before tax** | **-8,113** | **-12,018** | **-11,932** |
| **Income tax income/expense at a tax rate of 30% (2022: 30%)** | **2,434** | **3,605** | **3,580** |
| Tax effect of the share in the result of associated companies | 0 | 0 | 0 |
| Effects of non-tax-deductible expenses | -925 | -789 | -789 |
| Effects of tax-free income from occasional acquisitions | 0 | 262 | 0 |
| Goodwill impairment | -297 | -923 | -923 |
| Effects of unused tax losses and offsetting options not recorded as deferred tax assets | -1,806 | -1,739 | -1,739 |
| Effects of deviating Tax rates for subsidiaries in other jurisdictions | -231 | -233 | -233 |
| Miscellaneous | -101 | 9 | 9 |
| **Income tax income/expense for the financial year** | **-927** | **192** | **-95** |

The non-tax-deductible expenses were incurred in Brazil (€334 thousand; previous year: €418 thousand) and Mexico (€581 thousand; previous year: €372 thousand) in the 2023 fiscal year. In the 2023 fiscal year, the goodwill of the CGU "IVS" was written down by €990 thousand; in the 2022 fiscal year, the goodwill of the CGU "Nordics" was already written down by €3,077 thousand. This expense is reflected in the balance sheet pre-tax result, but no deferred or current taxes are recognized for it, so the calculated tax income due on it must be adjusted.

Only SH SLU and the companies in the "LATAM" division will recognize deferred tax assets on their loss carryforwards in the 2023 and 2022 fiscal years. All other divisions that generate losses have decided against capitalizing deferred tax assets because they are not expected to be recoverable.

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The following income tax rates apply for 2023 and 2022:

| | |
|---|---|
| Germany | 30% |
| Italy | 24% |
| Sweden | 20.6% |
| Finland | 20% |
| Denmark | 22% |
| Norway | 22% |
| Peru | 29.5% |
| Chile | 27% |
| Argentina | 35% |
| Colombia | 35% |
| Mexico | 30% |
| Spain | 25% |
| Brazil | 15% |
| USA | 21% |
| Great Britain | 25% |

**Information on the consolidated balance sheet**

# Assets

## (10) Mergers

~~(P,I&E)~~

### Accounting for business combinations

Business combinations are accounted for using the purchase method at the acquisition date, i.e., the date on which control is transferred to the Group. Goodwill is recorded as an asset.

The Group measures goodwill at the acquisition date as follows:

- the fair value of the consideration transferred;
- the recorded amount of any non-controlling interests in the acquiree;
- if the business combination is carried out in stages, the fair value of the existing equity share in the acquired company; and
- Net income from the identifiable assets acquired and liabilities assumed.

If the surplus is negative, a gain from a favorable acquisition is immediately recognized in the consolidated income statement.

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The consideration transferred for the acquisition of a subsidiary corresponds to the fair value of the assets transferred, liabilities assumed, and equity shares issued by the Group. The consideration transferred includes the fair value of any assets or liabilities arising from a contingent consideration arrangement.

We classify costs related to the completion of business combinations as general and administrative expenses within operating profit (EBITDA) in the consolidated income statement. Acquisition-related costs incurred by the Group in connection with a business combination are expensed as incurred.

When accounting for business combinations, judgment is required to assess whether an intangible asset is identifiable and should be accounted for separately from goodwill. Furthermore, estimating the fair values of the identifiable assets acquired and liabilities assumed at the acquisition date involves significant judgment. The required measurements are based on the information available at the acquisition date and on what management believes to be reasonable expectations and assumptions. These judgments, estimates, and assumptions could materially affect our financial position, results of operations, and cash flows for, among other reasons:

- The fair values assigned to the assets subject to scheduled depreciation affect the amount of scheduled depreciation charged in the periods following the Acquisitions are recorded below EBITDA;
- Subsequent adverse changes in the estimated fair values of the assets could result in additional expenses due to impairments;
- Subsequent changes in the estimated fair values of liabilities and provisions could result in additional expenses (if the estimated fair values increase) or additional income (if the estimated fair values decrease).

If the initial accounting for a business combination has not been completed at the end of a financial year, the company discloses provisional amounts for the items for which such accounting has been completed.
If new information becomes known within the valuation period of a maximum of one year after the acquisition date that clarifies the circumstances at the acquisition date, the provisional amounts recognized are retrospectively corrected or, if necessary, additional assets or liabilities are recognized.

We acquire companies in specific areas that are of strategic interest to us, particularly to expand our geographic presence.

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**Acquisitions 2021**

In January 2021, ShowHeroes SE acquired the remaining 60% of Union Media Limited from Viralize srl and the three remaining shareholders. In March 2021, Union Media Limited was renamed ShowHeroes Limited renamed.

In December 2021, ShowHeroes acquired a further 49% of Agon Digital Srl, Florence, Italy, which means that it now holds 100% of the shares in the company.

On December 15, 2021, ShowHeroes SE acquired 100.0% of the shares in PlayAd Media Group AB, Stockholm, Sweden, and renamed it ShowHeroes Nordics AB at the beginning of 2022. ShowHeroes Nordics AB is a holding company that owns several companies operating in Sweden, Norway, Denmark, and Finland. The subgroup is hereinafter also referred to as "Nordics." Subsidiaries of PlayAd Media Group AB are: PlayAd Media Group Sverige AB, PlayAd Media Group Norge AS, PlayAd Media Group Danmark AsP, PlayAd Media Group Finland Oy, PlayAd Media Group Technology AB, PlayAd Media Group Content Production AB, and World Sports & Broadcast I Stockholm AB.

In December 2021, the company founded ShowHeroes Inc., a wholly-owned subsidiary in the USA, which, however, did not commence commercial operations until 2022.

**Acquisition of Nordics**

Nordics is a Nordic European group with several subsidiaries operating in Sweden, Denmark, Norway, and Finland, and constitutes a business within the meaning of IFRS 3. Nordics operates as a digital advertising network, specializing in programmatic video advertising and high-quality premium inventory.

The acquisition of Nordics strategically strengthens ShowHeroes' market position in the region and enables the expansion of its digital advertising business. The transaction provides access to exclusive Nordics inventories, improves ShowHeroes' SaaS and IO revenues, and creates a strong foundation for a potential Nasdaq North listing. ShowHeroes also benefits from the symbiosis of both companies' technologies, which will advance the development of its own video player.

The fair value of the total consideration transferred at the acquisition date was €18.31 million and included cash transferred (€12.34 million) and an exchange of shares in ShowHeroes (€5.97 million). The acquired cash amounted to €917 thousand.

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The following table summarizes the recognized values of the acquired identifiable assets and assumed liabilities at the acquisition date:

**Acquisition of Nordics: Balance sheet assets and liabilities**

| | **fair value value in T€** |
|---|---|
| **Assets** | |
| Existing intangible assets | 1,965 |
| Identifiable intangible assets *of which customer base* | 13,182 |
| | *3,832* |
| *of which publishing relationships* | *9,350* |
| Rights of use | 267 |
| Cash on hand and cash equivalents | 917 |
| Other assets | 106 |
| Requests from deliveries and services | 1,392 |
| **liabilities** | |
| Deferred taxes | -2,716 |
| liabilities from goods and services | -1,525 |
| Loans | -1,326 |
| Lease liabilities | -336 |
| Other liabilities | -1,572 |
| **Total identifiable assets acquired and liabilities assumed** | **10,354** |
| | |
| **Consideration, total** | **18,311** |
| | |
| **Goodwill in the consolidated balance sheet** | **7,957** |

The goodwill resulting from the acquisition, amounting to €7,957 thousand, largely consists of expected synergies from joint operations in the Nordics region that can be generated through the Show Heroes Group, as well as the know-how and skills of the workforce of the acquired companies. None of the goodwill is expected to be deductible for income tax purposes.

Acquisition-related costs (included in legal, audit and consulting fees) amount to €92 thousand.

**Acquisitions 2022**

On January 26, 2022, we acquired 100.0% of the shares of Smartclip Latam, SLU, Madrid, Spain (hereinafter also "Smartclip Latam"), including various subsidiaries in Latin America, by purchase agreement, thereby gaining control over Smartclip Latam. Smartclip Latam, SLU comprises the following companies: Smartclip Comunicacao Ltd., Smartclip Argentina, SA, Smartclip Colombia, SAS, Smartclip Perú SAC, Smartclip Mexico SAPI de CV, and Smartclip Chile SPA. SmartClip Latam, SLU and all subsidiaries will be successively renamed ShowHeroes.

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**Acquisition of Smartclip Latam**

Smartclip Latam, SLU is a holding company that owns several subsidiaries operating in Mexico, Argentina, Brazil, Chile, Colombia, Peru, Ecuador, and the United States, and constitutes a business as defined by IFRS 3. Smartclip Latam operates as a digital advertising network in Latin America.

The acquisition is in line with ShowHeroes' goal of expanding its global reach and strengthening its presence in Latin America's digital advertising market. At the same time, ShowHeroes can leverage Smartclip Latam's established infrastructure and regional expertise to further consolidate its position as a provider in the digital media and advertising sector.

The fair value of the total consideration transferred at the acquisition date was €17.12 million and primarily comprised cash transferred in the amount of €7,823 thousand and an assignment of receivables in the amount of approximately €8,835 thousand. The acquired cash amounted to €2,226 thousand.

The following table summarizes the (provisional) recognized values of the acquired identifiable Assets and liabilities assumed at the acquisition date:

In the 2022 consolidated financial statements, the Group performed a preliminary purchase price allocation:

| **Acquisition of Smartclip Latam: Assets and liabilities reported (provisional)** | |
|---|---|
| | **fair value** |
| **Assets** | **Fair value in T€** |
| Tangible assets | 17 |
| Identifiable intangible assets | 21 |
| Cash on hand and cash equivalents | 2,226 |
| Other short-term receivables | 8,915 |
| Other assets | 2,221 |
| Requests from deliveries and services | 4,155 |
| **liabilities** | |
| liabilities from goods and services | -5,319 |
| Tax liabilities | -106 |
| Other liabilities | -43 |
| **Total identifiable assets acquired and acquired Debts** | **12,087** |
| | |
| **Consideration paid** | **17,117** |
| | |
| **Goodwill in the consolidated balance sheet 2022 (preliminary)** | **5,030** |

Acquisition-related costs (included in legal, audit and consulting fees) amounted to €114 thousand in the 2022 financial year.

In the 2022 financial year, Smartclip Latam contributed €3,973 thousand to consolidated revenue and €-4,788 thousand to the consolidated net loss for the period between the acquisition date of January 26, 2022, and the balance sheet date of December 31, 2022. If the acquisition of Smartclip Latam had been completed on January 1, 2022,

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In 2022, the consolidated turnover for the year would have been €4,334 thousand and the contribution to the consolidated result for the year would have been €-5,223 thousand.

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In the 2023 consolidated financial statements, the Group performed a final purchase price allocation, which resulted in the following retrospective adjustments in the 2022 financial year (see columns "2022 (adjusted)" in the

Consolidated financial statements):

| **Acquisition of Smartclip Latam: Assets and liabilities recognized in the balance sheet (final)** | |
|---|---|
| **Assets** | **fair value value in T€** |
| Tangible assets | 17 |
| Identifiable intangible assets | 21 |
| Cash on hand and cash equivalents | 2,226 |
| Other short-term receivables | 8,915 |
| Other assets | 2,221 |
| Requests from deliveries and services | 4,155 |
| Publishing relationships | 7,109 |
| customer base | 1,556 |
| **liabilities** | |
| liabilities from goods and services | -5,319 |
| Tax liabilities | -106 |
| Other liabilities | -43 |
| Deferred taxes | -2,712 |
| **Total identifiable assets acquired and liabilities assumed** | **18,040** |
| **Consideration paid** | **17,117** |
| **Purchase at a reasonable price** | **923** |

The negative difference of €923 thousand was recognized in the consolidated income statement for 2022 (adjusted).

This final allocation also affected depreciation and deferred tax expenses/-income in the 2022 financial year (adjusted).

**Acquisitions 2023**

On May 5, 2023, we acquired 100.0% of the shares in iVideosmart Pte. Ltd., Singapore (hereinafter "IVS") by purchase agreement.

**Acquisition of IVS**

IVS is a company operating in Singapore and Southeast Asia and constitutes a business within the meaning of IFRS 3. Based in Asia and headquartered in Singapore, IVS is an independent technology start-up for

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Digital video advertising. The company's business is based on a proprietary AVOD (ad-supported video-on-demand) platform that offers advertisers, publishers, and broadcasters a complete solution for online video advertising.

With this acquisition, the group has taken a strategic step into one of the world's most dynamic regions, securing a position in six different markets in Asia: Indonesia, Japan, Malaysia, the Philippines, Thailand, and Singapore. The acquisition is expected to further expand ShowHeroes' global presence and provide the group with a springboard to establish lucrative industry contacts for the long-term development of marketing and product development in Southeast Asia.

The fair value of the total consideration transferred at the acquisition date was €2,908 thousand and related to an exchange of shares in ShowHeroes, less a cash inflow from the former holders of the IVS shares to finance current working capital (€1,550 thousand). The acquired cash amounted to €1,765 thousand, consisting of previous cash balances (€215 thousand) and the aforementioned cash.

The following table summarizes the recognized values of the acquired identifiable assets and assumed liabilities at the acquisition date:

**Acquisition of IVS: Assets and liabilities recognised in the balance sheet**

| **Assets** | **fair value Fair value in T€** |
|---|---|
| Tangible assets | 11 |
| Identifiable intangible assets | 0 |
| Cash on hand and cash equivalents | 214 |
| Requests from deliveries and services | 613 |
| Publishing relationships | 558 |
| customer base | 413 |
| **liabilities** | |
| liabilities from goods and services | -789 |
| Deferred taxes | -165 |
| **Total identifiable assets acquired and liabilities assumed** | **855** |
| | |
| **Consideration paid** | **2,908** |
| | |
| **Goodwill in the consolidated balance sheet** | **2,053** |

The goodwill resulting from the acquisition, amounting to €2,053 thousand, largely consists of the expected synergies in the APAC region that can be generated in the long term through the ShowHeroes Group. Furthermore, the Group benefits significantly from the know-how and skills of the best minds in the acquired company's workforce. None of the goodwill is expected to be deductible for income tax purposes.

Acquisition-related costs (included in legal, audit and consulting fees) amount to €52 thousand.

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# (11) Goodwill

{PJ&E}

## Goodwill

The goodwill resulting from a business combination is measured at

Acquisition costs less any necessary impairment and are shown in the consolidated balance sheet.

For the purposes of impairment testing at acquisition, goodwill is allocated to those cash-generating units of the Group that are expected to benefit from the synergies of the merger.

Cash-generating units to which a portion of goodwill has been allocated must be tested for impairment at least annually. If there is evidence of impairment, it may be necessary to perform impairment tests more frequently. If the recoverable amount of a cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to the carrying amount of any goodwill allocated to the unit and then pro rata to the other assets based on the carrying amount of each asset relative to the total carrying amount of the assets within the unit. The recoverable amount is the higher of value in use and fair value less costs to sell.

Any impairment loss on goodwill is recognized directly in the consolidated income statement. An impairment loss recognized on goodwill may not be reversed in future periods.

| in T€ | |
|---|---|
| **Acquisition costs 01.01.2023** | **17,259** |
| Effects of exchange rate differences | 14 |
| Additions from the acquisition of IVS | 2,053 |
| Additions from other business combinations | 0 |
| Disposals | 0 |
| **Acquisition costs 31.12.2023** | **19,326** |

| in T€ | |
|---|---|
| **Accumulated impairment losses as of January 1, 2023 (adjusted)** | **8,107** |
| Effects of exchange rate differences | 0 |
| Impairment losses recognized during the year | 990 |
| **Accumulated impairment losses 31.12.2023** | **9,097** |

| in T€ | |
|---|---|
| **Book value as of December 31, 2022 (adjusted)** | **9,152** |
| **Book value 31.12.2023** | **10,229** |

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The Group tests goodwill for impairment annually and additionally when there are indications that goodwill may be impaired.

Goodwill was allocated to the following cash-generating units for the purpose of impairment testing:

| in T€ | December 31, 2023 | December 31, 2022 (adjusted) | December 31, 2022 |
|---|---|---|---|
| | | | |
| Unity of Italy | 3,958 | 3,958 | 3,958 |
| Unity Nordics | 4,880 | 4,880 | 4,880 |
| Unit LATAM | 0 | 0 | 5,030 |
| UK unit | 314 | 314 | 314 |
| Unit IVS | 1,077 | 0 | 0 |
| **sum** | **10,229** | **9,152** | **14,182** |

The division into these cash-generating units is based on the fact that these units are geographically separated from each other and serve their respective markets. Furthermore, Group management treats the units as separate strategic units after this division because, despite sharing the same business model, they face heterogeneous circumstances in their operating activities and are therefore managed individually and differently.

The goodwill of the LATAM unit was adjusted in 2022 following the final purchase price allocation.

We performed an impairment test on goodwill as of December 31, 2022 and 2023. The Group determines the value in use of its cash-generating units and compares these with their respective carrying amounts.

The impairment test is based on cash flow forecasts for the individual cash-generating units as well as expectations regarding market developments (growth rates in the relevant market segment, average personnel costs, and other operating expenses). The five-year planning period, followed by a fiscal year, in which a perpetual annuity is applied, reflects the long-term corporate planning. The first year of the planning generally corresponds to the budget approved by the Board of Directors. The assumed cash flows were derived from historical information of the units.

The impairment losses of €990 thousand recorded in the 2023 financial year relate to the IVS unit.

**Unity of Italy:**

The discount rate applied was 17.28% before taxes (previous year: 12.96%) and 9.10% after taxes (previous year: 10.00%). The adjustment of the interest rate reflects the current economic conditions (real economic developments and financing conditions).

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For the five-year planning period, we assumed an average revenue growth rate of 9.16% (previous year: 8.84%) and an average EBIT margin of 11.70% (previous year: 11.73%). The projected revenue growth rates and planned EBIT margins are based on past experience, adjusted for expected microeconomic and macroeconomic trends.

Cash flows for the period exceeding five years were extrapolated based on a constant annual growth rate of 1.25% (previous year: 1.50%). This assumption is based on past performance and expected future market developments. This growth rate does not exceed the average long-term growth rate for the market in which the Italian unit operates.

**Nordic unit:**

The discount rate applied was 13.19% before taxes (previous year: 9.54%) and 8.00% after taxes (previous year: 8.19%). The adjustment of the interest rate reflects the current economic conditions (real economic developments and financing conditions).

For the five-year planning period, we assumed an average revenue growth rate of 6.93% (previous year: 4.00%) and an average EBIT margin of 6.20% (previous year: 2.11%). The projected revenue growth rates and planned EBIT margins are based on past experience, adjusted for expected microeconomic and macroeconomic trends.

Cash flows for the period exceeding five years were extrapolated based on a constant annual growth rate of 1.25% (previous year: 1.5%). This assumption is based on past performance and expected future market developments. This growth rate does not exceed the average long-term growth rate for the market in which the Nordics unit operates.

Due to the deterioration of the macroeconomic situation, as well as declining sales and margins across the Nordics region in fiscal year 2022, the assumptions underlying the determination of the value in use of the cash-generating unit resulted in an impairment loss. The high premium paid for the acquisition is not sufficiently covered by future assumptions and plans. The recoverable amount of the Nordics cash-generating unit was €17,319 thousand as of December 31, 2022. The impairment loss of €3,077 thousand was recognized in profit or loss in fiscal year 2022 under amortization of intangible assets.

In the 2023 financial year, the assumptions underlying the determination of the value in use of the cash-generating unit did not result in any further impairment loss.

**Unit IVS:**

The discount rate used was 13.55% before taxes and 8.70% after taxes. The adjustment of the interest rate reflects the current economic conditions (real economic developments and financing conditions).

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For the 5-year planning period, we assumed an average sales growth rate of 7.00% and an average EBIT margin of 3.80%. The forecast sales growth rates and planned EBIT margins are based on past experience, adjusted for expected
micro- and macroeconomic trends.

Cash flows for the period exceeding five years were extrapolated using a constant annual growth rate of 2.00%. This assumption is based on past performance and expected future market developments. This growth rate does not exceed the average long-term growth rate for the market in which the IVS unit operates.

The assumptions underlying the determination of the value in use of the cash-generating unit resulted in an impairment loss as of December 31, 2023. The high premium paid for the acquisition is not sufficiently covered by future assumptions and plans.
The recoverable amount of the IVS cash-generating unit was €1,216 thousand as of December 31, 2023. The impairment loss of €990 thousand was recognized in the income statement in the item "Amortization of intangible assets" in the 2023 financial year.

**Sensitivity analysis:**

The Group has performed an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount for each of the groups of cash-generating units to which the goodwill is allocated.
We believe that any reasonably possible change in the key assumptions on which the recoverable amount of the Italy and Nordic units is based would not result in the total carrying amount exceeding the total recoverable amount of the related cash-generating units.

## (12) Publishing relationships, customer base and other intangible Assets

{PJ&E}

### Recognition of intangible assets

While expenditures for internally generated intangible assets are generally expensed as incurred, some development and content library costs are capitalized to a limited extent, with these amounts being amortized over the estimated useful lives of the respective assets.

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While we generally expense internally generated intangible assets as incurred, we capitalize – to a limited extent – development and video library expenses, with these amounts being amortized over the estimated useful lives of the respective assets.

The determination of whether internally generated intangible assets from development activities recognition criteria requires significant judgment, particularly in the following Areas:

- determining whether the activities are to be classified as research or development activities;
- Determining whether the recognition criteria for intangible assets are met requires assumptions about market conditions, customer demand and other future developments;

ÿ The term "technical feasibility" is not defined in IFRS. Therefore, assessing whether the completion of an asset is technically feasible requires an entity-specific approach that inevitably involves the exercise of judgment.

- determining whether the asset to be developed can be used or sold in the future and determining whether future benefits are likely to arise from such use or sale;
- determining whether certain costs are directly or indirectly attributable to an intangible asset and whether costs are necessary for the completion of the development project.

These judgments affect the total amount of intangible assets we report on our balance sheet and the timing of development expenditures recognized in profit or loss.

## Valuation of intangible assets

All of our acquired intangible assets, with the exception of goodwill, have finite useful lives. They are recorded at cost and subsequently amortized over their estimated useful lives based on the expected consumption of economic benefits.

Discretionary exercise is required:

- when determining the useful life of an intangible asset, as we estimate the period over which the intangible asset is expected to provide us with economic benefits;
- in determining the depreciation method, since IFRS requires assets to be depreciated on a straight-line basis unless we can reliably determine the consumption pattern of future economic benefits.

Both the depreciation period and the depreciation method affect the depreciation expenses recorded in each period.

## Classification of intangible assets

We classify intangible assets according to their nature and use in our business operations. Software and database licenses are primarily for internal use. Acquired technology primarily consists of purchased software that is incorporated into our projects. Customer relationships and other intangible assets primarily include customer relationships and acquired trademarks.

## Video library and software platform

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Long-term media libraries, software platforms and other rights are initially recorded at cost, which includes personnel costs and an appropriate portion of the relevant overheads, if the Group has substantial control over the relevant assets and the associated risks and rewards.

**Intangible assets from acquisitions**

With a limited useful life, the company acquisitions described above created customer bases and publisher relationships. The underlying useful lives are based on the assumption that they correspond to the normal useful life, taking into account the economic conditions.

## Other intangible assets

Other intangible assets with a finite useful life acquired by the Group are valued at cost less accumulated amortisation and impairment losses.

| **Useful life of intangible assets** | |
|---|---|
| Publishing relationships | 4–10 years |
| customer base | 3–5 years |
| Platform | 2–5 years |
| Video Library | 3–5 years |

## Intangible assets

| In T€ | Platform | Video library | customer base | Publishing relationship G | Other | In total |
|---|---|---|---|---|---|---|
| **Historical Cost 01.01.2023 (adjusted)** | **7,174** | **2,236** | **5,302** | **15,694** | **242** | **30,648** |
| Access from Corporate mergers | 0 | 0 | 412 | 558 | 0 | **970** |
| Access | 1,795 | 724 | 0 | 0 | 235 | **2,754** |
| Departures | 0 | 0 | 0 | 0 | 0 | **0** |
| **December 31, 2023** | **8,969** | **2,960** | **5,714** | **16,252** | **477** | **34,372** |
| | | | | | | |
| **Cumulative Depreciation** | | | | | | |
| **01.01.2023 (adjusted)** | **-3,284** | **-1,329** | **-1,100** | **-900** | **-12** | **-6,625** |
| Depreciation 2023 | -1,818 | -202 | -1,235 | -1,727 | -12 | **-4,994** |
| **December 31, 2023** | **-5,102** | **-1,531** | **-2,335** | **-2,627** | **-24** | **-11,619** |
| | | | | | | |

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| Book value | | | | | | |
|---|---|---|---|---|---|---|
| December 31, 2022 (adjusted) | 3,890 | 907 | 4,202 | 14,794 | 230 | 24,023 |
| December 31, 2023 | 3,867 | 1,429 | 3,379 | 13,625 | 453 | 22,753 |

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# (13) Leases

{PJ&E}

## Accounting policies, discretionary judgments and estimates

According to IFRS 16, a contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a specified period in return for consideration.

As a lessee, ShowHeroes recognizes a right-of-use asset, representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments. The right-of-use assets are depreciated on a straight-line basis, and interest expenses are recognized on the lease liabilities. The recognized leases primarily relate to office leases.

The vast majority of our leases consist of rental agreements. Payments for short-term and low-value leases are expensed over the lease term. Extension options are included in the lease term if their exercise is reasonably certain.

Financial liabilities include bank loans and lease liabilities, i.e. those liabilities that are included in the cash flow from financing activities.

## Short-term leases and leases of low-value assets

The Group applies the exemption from recognizing short-term leases to its leases (i.e., leases with a lease term of 12 months or less from the inception date and that do not include a purchase option). The exemption for low-value leased assets also applies. Lease payments for short-term leases and leases of low-value assets are expensed on a straight-line basis over the lease term.

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| in T€ | 31.12.2023 | 31.12.2022 |
|---|---|---|
| **Rights of use** | | |
| Rights of use – land and buildings as of January 1st | 1,289 | 1,616 |
| **Access** | 353 | 380 |
| **Depreciation** | -874 | -707 |
| **total of rights of use as of December 31st** | **768** | **1,289** |
| | | |
| **Lease liabilities** | | |
| **Short-term lease liabilities** | **542** | **786** |
| Short-term financial liabilities | 6,123 | 4,994 |
| Short-term lease liabilities as a percentage of short-term financial liabilities | 8.86 | 15.74 |
| | | |
| **Long-term lease liabilities** | **314** | **661** |
| Long-term financial liabilities | 5,639 | 8,243 |
| Long-term lease liabilities as a percentage of long-term financial liabilities | 5.57 | 8.02 |

| in T€ | 2023 | 2022 |
|---|---|---|
| **Expenses for leasing agreements below operating result** | | |
| Depreciation on rights of use | 874 | 707 |
| Interest expense from leasing liabilities | 86 | 114 |
| **Total leasing expenses** | **960** | **821** |

An analysis of lease liabilities maturities can be found in section 25. Cash-effective changes in lease liabilities are presented in the "Financial liabilities (supplementary information to the statement of cash flows)" table in section 25.

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# (14) Tangible assets

~~(P,I&E)~~

## Depreciation of tangible assets

Tangible assets are valued at acquisition cost less accumulated depreciation and impairment. They are generally depreciated using the straight-line method.

Judgment is required when estimating the useful lives of assets. In making this assessment, we consider, among other things, our experience with similar assets and current and future technological changes.

**Useful life of property, plant and equipment**

| | |
|---|---|
| Leased assets and leasehold improvements | Based on the term of the rental agreement |
| Hardware | 2 to 6 years |
| Operating and business equipment | 4 to 10 years |

| **Historical costs in T€** | **2023** | **2022** |
|---|---|---|
| **01.01.** | **1,175** | **821** |
| Access | 117 | 354 |
| Departures | 0 | 0 |
| **31.12.** | **1,292** | **1,175** |
| | | |
| **Depreciation and impairment in T€** | | |
| **01.01.** | **-790** | **-536** |
| Current depreciation | -264 | -254 |
| Departures | 0 | 0 |
| **31.12.** | **-1,054** | **-790** |
| | | |
| **Book value at the end of the period in T€** | **238** | **385** |

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# (15) Trade receivables and other demands

{PJ&E}

## Accounting for trade receivables and other receivables

### Requests from deliveries and services

Trade receivables arise from the sale of goods and services in connection with the Group's business activities, which are accounted for at amortized cost. The carrying amounts essentially correspond to the fair values.

Current trade receivables and payables make up the majority of all financial instruments within the meaning of IFRS 7. They are generally carried at their settlement amounts at amortized cost and, particularly due to their short maturity periods, are not subject to any significant risk of changes in value. Based on historical experience, we do not see any significant default risk in our current receivables portfolio.

For further information on risks associated with financial instruments, please refer to our comments in the Group Management Report ("Risk and Opportunity Report").

### Impairments

We write off receivables either partially or in full if, in our opinion, collection of the receivables is unlikely.

Assessing the collectability of a receivable naturally involves judgment and requires assumptions about bad debts that can change significantly. In exercising these judgments, we assess the available information about a particular customer's financial situation to determine whether it is probable that a bad debt has occurred and, if so, whether the amount of the loss can be reliably estimated. If a reliable estimate is possible, a loss allowance must be recognized for that customer. The determination of the allowance for expected credit losses for the remaining receivables, primarily based on historical bad debts, also involves judgment, as the past may not be representative of future developments. Furthermore, the inclusion of appropriate and supportable forward-looking information in the loss rates for allowances for expected credit losses involves judgment, as they may not provide a reliable forecast of future developments.

## Trade receivables and other receivables

Below you will find the age structure of trade receivables and other Demands:

## Age structure of trade receivables and other receivables

| in T€ | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Less than a month | 23,379 | 16,032 |

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| | | |
|---|---|---|
| One to three months | 859 | 1,390 |
| Three to six months | 403 | 1,534 |
| Over six months | 1,083 | 2,089 |
| **In total** | **25,724** | **21,045** |

# (16) Other current assets

{PJ&F}

This item primarily includes receivables related to input tax and income tax, as well as prepaid expenses. Input tax from incoming invoices is the largest item and reflects the input tax deduction from goods and services. Other current assets are considered current (less than one year).

Income tax receivables result from overpaid taxes that can be claimed in the tax calculation. Receivables from employees and current deferred tax assets account for only a small portion of other current assets.

| **Other current assets** | | |
|---|---|---|
| **in T€** | **December 31, 2023** | **December 31, 2022** |
| Input tax on incoming invoices | 1,266 | 4,824 |
| Deductible input tax | 372 | 435 |
| Prepaid expenses | 307 | 163 |
| Income tax receivables | 195 | 1,477 |
| Claims against employees | 65 | 57 |
| Deferred tax assets (current portion) | 0 | 16 |
| Other assets | 199 | 172 |
| **In total** | **2,404** | **7,144** |

# (17) Cash and cash equivalents

Cash and bank balances in the consolidated balance sheet as of December 31, 2023, include cash on hand, bank balances available for call, and cash equivalents amounting to €2,611 thousand (previous year: €4,517 thousand). For the purposes of the consolidated statement of cash flows, cash and cash equivalents are comprised as follows:

Demand and time deposits are bank account balances. "Other payment equivalents" are essentially positive balances on prepaid cards with the payment service provider "Soldo." ShowHeroes uses Soldo to efficiently manage corporate expenses. Through the platform

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Prepaid cards are provided to employees, allowing them to monitor expenses in real time, allocate budgets, and automatically categorize transactions. This significantly simplifies control and integration into accounting processes. Transactions are exclusively prepaid and netted under other payment equivalents.

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| Cash and cash equivalents | | |
|---|---|---|
| in T€ | December 31, 2023 | December 31, 2022 |
| sight deposits | 2,202 | 3,188 |
| Term deposits | 21 | 402 |
| Other payment equivalents | 388 | 927 |
| **In total** | **2,611** | **4,517** |

# Debts

## (18) Bank loans

The company's bank loans totaled €10,905 thousand as of December 31, 2023 (previous year: €11,790 thousand), of which €5,580 thousand (previous year: €4,208 thousand) are short-term and due within one year. The long-term loans amounting to €5,325 thousand (previous year: €7,582 thousand) have terms of between one and five years. As in the previous year, there are no liabilities with a term of more than 5 years.

The bank loans are subject to standard market interest rates, including both fixed and variable terms. Interest expenses incurred in the 2023 fiscal year amounted to €709 thousand (previous year: €599 thousand).

To minimize liquidity risk, the company actively manages its liabilities. This is done through regular cash flow planning, which ensures that sufficient funds are available to cover liabilities. Operating cash flows and existing credit lines are used for short-term liabilities, while long-term liabilities are managed through strategic financing decisions.

Bank loans are measured at amortized cost in accordance with IFRS 9. Risks such as interest rate and foreign currency risks are monitored through appropriate measures. In addition, the company regularly reviews its loan terms to ensure that financing costs remain optimized.

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# (19) Provisions

(P,I&E)

## Customer-related provisions

### Annual volume bonuses (customers)

Client-related provisions primarily include dynamic volume bonus payments to media agencies. We adjust these provisions as more information about the ongoing business with the respective clients becomes available and circumstances change.

### Obligations related to customer-related legal disputes and Claims for damages

Customer-related provisions also include obligations arising from customer-related legal disputes and claims.

To date, we have not been confronted with any customer-related claims or legal proceedings.

The provision for publisher costs (publishing and similar costs) relates to services provided by publishers to the Group that have not yet been finally invoiced. The contracts are structured so that publishers receive compensation based on the volume of traffic published on their site and clicked by end customers. The ShowHeroes Group can closely monitor traffic and defers the expected invoice amounts.

The Agency Volume Kickback (AVB) provisions (volume bonuses) are created for those media agencies and direct clients who receive rebates in the form of volume discounts at the end of a period.

Other provisions include provisions for bonuses, unused vacation and other uninvoiced items.

All material provisions are short-term and therefore not discounted. Furthermore, due to their nature, the amount of the provisions can be reliably estimated, and there is no significant uncertainty regarding the amount or timing of the cash outflows.

| in T€ | Provision for Publishing and similar Cost | Provision for Volume bonuses | Other Provisions | In total |
|---|---|---|---|---|
| **01.01.2023** | **5,788** | **3,969** | **2,396** | **12,153** |
| Access | -6,811 | -5,655 | -3,442 | -15,908 |
| Used | -5,788 | -3,969 | -2,396 | -12,153 |
| **December 31, 2023** | **-6,811** | **-5,655** | **-3,442** | **-15,908** |

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## (20) Trade accounts payable

{PJ&E}

This item primarily includes liabilities to publishers arising from revenue sharing and licensing agreements. These represent the largest portion of trade payables and enable the placement of advertisements on various digital advertising spaces.

Liabilities to platform providers (supply-side platform, SSP) relate to fees and charges for platforms used in the course of business activities.

Other trade payables include various remaining costs (e.g. licenses, partnerships, etc.) for suppliers and service providers that have not yet been settled.

**liabilities from goods and services**

| in T€ | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Liabilities to publishers | -12,491 | -11,850 |
| Liabilities to platform providers (SSP) | -51 | -208 |
| Other trade payables | -3,040 | -2,695 |
| **In total** | **-15,582** | **-14,753** |

## (21) Other liabilities

{PJ&E}

This item primarily includes liabilities from taxes and duties, as well as VAT liabilities. VAT liabilities arise from taxable sales generated in the course of business activities.

Payroll liabilities refer to outstanding obligations to employees, such as salaries and social security contributions.

Other liabilities include various items related to other operating expenses (e.g. travel costs, recruitment, marketing, etc.).

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| Other liabilities | | |
|---|---|---|
| in T€ | December 31, 2023 | December 31, 2022 |
| Liabilities from payroll accounting | -1,039 | -694 |
| Liabilities from taxes and duties | -2,994 | -3,629 |
| VAT liabilities | -926 | -5,127 |
| Other liabilities | -1,957 | 144 |
| **In total** | **-6,916** | **-9,306** |

## Capital structure

## (22) Capital structure management

The primary objective of our capital management is to maintain a strong financial profile to inspire the confidence of investors, creditors, and customers, and to support the growth of our company. We strive for a capital structure that enables us to continuously meet our financing needs at reasonable terms while maintaining a high degree of independence, confidence, and financial flexibility.

| | December 31, 2023 | | December 31, 2022 | | |
|---|---|---|---|---|---|
| | T€ | % | T€ | % | ÿ in % |
| **Equity capital** | **-10,343** | **15.6** | **-14,520** | **21.8** | **-28.8** |
| Short-term liabilities | -44,529 | 67.0 | -41,966 | 62.9 | 6.1 |
| Long-term liabilities | -11,552 | 17.4 | -10,228 | 15.3 | 12.9 |
| **liabilities** | **-56,080** | **84.4** | **-52,194** | **78.2** | **7.4** |
| of which financial liabilities | -10,905 | 16.4 | -11,790 | 17.7 | -7.5 |
| of that Lease liabilities | -856 | 1.3 | -1,447 | 2.2 | -40.8 |
| **Total equity and liabilities** | **-66,423** | **100.0** | **-66,714** | **100.0** | **-0.4** |

The ratio of total nominal volume of financial debt to total equity and total liabilities decreased by 1.3 percentage points from 17.7% to 16.4%.

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# (23) Equity

{PJ&E}

## Accounting for non-controlling interests

Changes in ShowHeroes' shareholding in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any resulting gains or losses are recognized in profit or loss.

## Subscribed capital

ShowHeroes SE has issued registered shares with a nominal value of €1 per share. All issued shares are fully paid up.

## Number of shares

| Number of shares | Drawings capital | Own Shares |
|---|---|---|
| **01.01.2023** | **197,786** | **0** |
| New shares issued | 6,997 | 0 |
| **December 31, 2023** | **204,783** | **0** |

The subscribed capital amounts to €204,783.00 at the end of 2023. It is divided into 204,783 shares without par value divided.

## Authorized capital

Pursuant to paragraph 5 no. 3 of the Articles of Association and the resolution of the Annual General Meeting of April 14, 2023, the Managing Directors are authorized, with the approval of the Board of Directors, to increase the Company's share capital once or several times until January 20, 2027, by issuing new registered no-par value shares against cash and/or non-cash contributions by up to a total of €77,322.00 (Authorized Capital 2022/I). The remaining Authorized Capital 2022/I amounts to €77,322.00; a further 77,322 registered no-par value ordinary shares may be issued.

Furthermore, the Managing Directors are authorized, with the approval of the Board of Directors, to determine the details of the share rights and the terms of the share issue, to determine the share class to be issued, and to create a new class of share. The Managing Directors are authorized, with the approval of the Board of Directors, to exclude shareholders' subscription rights if the capital increase is carried out for the purpose of acquiring companies or shareholdings in companies or against contributions in kind. The Managing Directors are further authorized, with the approval of the Board of Directors, to exclude shareholders' subscription rights in the case of cash capital increases, insofar as this is necessary to offset fractional amounts. The Board of Directors is authorized to amend the wording of the Articles of Association in accordance with the scope of the capital increase from authorized capital.

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**Own shares**

The company has not yet acquired any of its own shares.

**Distribution policy and dividends**

Our general intention is to either pursue ambitious growth with a lower profit focus or, depending on the market environment, to achieve moderate growth with an above-average EBITDA margin.

The total dividends payable to ShowHeroes SE shareholders are based on the retained profit reported in ShowHeroes SE's annual financial statements prepared in accordance with commercial law. No dividend will be paid from ShowHeroes SE's earnings for the fiscal year ending December 31, 2023.

**Non-controlling interests**

In 2023, we have no non-controlling interests.

## (24) Structure and maturity of debt

The Group's liabilities consist primarily of bank loans and lease liabilities, as well as short-term trade payables, provisions, and other liabilities. For a detailed discussion of these items, please refer to sections (14), (19), (20), (21), and (22).

The company actively monitors and manages liquidity risk to ensure that sufficient funds are available at all times to meet short-term and long-term payment obligations. For this purpose, a cash flow plan is regularly prepared that forecasts future cash inflows and outflows.

Short-term liquidity requirements are covered by a combination of operating cash flows and existing credit lines. Long-term obligations, particularly lease liabilities, are managed through strategic financing decisions, including the possibility of refinancing.

Liquidity risk is managed in close coordination with senior management to ensure that the financial strategy remains flexible and supports business development.

| Statement of liabilities | | |
|---|---|---|
| in T€ | 31/12/2023 | 31/12/2022 |
| **Bank loans** | **-10,905** | **11,790** |
| of which due in less than 1 year | -5,580 | 4,208 |
| of which due in 1 to 5 years | -5,325 | 7,582 |
| of which due in more than 5 years | 0 | 0 |

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| | | |
|---|---|---|
| **Lease liabilities** | **-856** | **1,447** |
| of which due in less than 1 year | -542 | 786 |
| of which due in 1 to 5 years | -314 | 661 |
| of which due in more than 5 years | 0 | 0 |
| **liabilities from goods and services** | **-15,582** | **14,753** |
| of which due in less than 1 year | -15,582 | 14,753 |
| of which due in 1 to 5 years | 0 | 0 |
| of which due in more than 5 years | 0 | 0 |
| **Other liabilities** | **-6,916** | **9,306** |
| of which due in less than 1 year | -6,916 | 9,306 |
| of which due in 1 to 5 years | 0 | 0 |
| of which due in more than 5 years | 0 | 0 |

## Financial liabilities (supplementary information to the cash flow statement)

| in T€ | | payment effective | Non-cash | | | | |
|---|---|---|---|---|---|---|---|
| | 01.01.23 | Payment streams | change Scope of consolidation | New Leasing-Conditions | Compounding effects | Other changes | 31.12.23 |
| Bank loans | 11,790 | -884 | 0 | 0 | 0 | 0 | 10,906 |
| Leasing liabilities | 1,447 | -944 | 0 | 283 | 0 | 70 | 856 |

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# Other Information

## (25) Scope of consolidation and list of shareholdings

| Name and registered office of the company (in T€) | Portion on capital | Sales of Company in the year 2023 | Profit/Loss (-) after taxes for 2023 | Equity of the Society at December 31, 2023 | Number of employees 2023* |
|---|---|---|---|---|---|
| **EMEA** | | | | | |
| ShowHeroes SRL, Florence, Italy | 100% | 20,388 | 29 | 2,050 | 40 |
| Agon Digital Srl, Florence, Italy | 100% | 1,669 | 18 | 234 | 6 |
| ShowHeroes Limited, London, United Kingdom | 100% | 4,522 | -91 | -472 | 13 |
| ShowHeroes Group SLU, Madrid, Spain ShowHeroes | 100% | 2,631 | -289 | 11,373 | 20 |
| Nordics AB, Stockholm, Sweden | 100% | 2,410 | -688 | 807 | 13 |
| ShowHeroes AB, Stockholm, Sweden | 100% | 3,826 | -237 | 40 | 15 |
| ShowHeroes AS, Oslo, Norway | 100% | 2,782 | 156 | 1,051 | 6 |
| ShowHeroes Oy, Helsinki, Finland | 100% | 1,814 | -234 | -603 | 8 |
| ShowHeroes ApS, Copenhagen, Denmark | 100% | 3,848 | 225 | -679 | 6 |
| **N/A** | | | | | |
| ShowHeroes Inc., Delaware/NYC, USA | 100% | 1,882 | -494 | -1,911 | 4 |
| **LATAM** | | | | | |
| SmartClip Argentina, SA, Buenos Aires, Argentina ShowHeroes | 100% | 319 | -12 | 16 | 8 |
| Chile SPA, Santiago, Chile ShowHeroes Colombia, | 100% | 1,062 | 14 | 289 | 7 |
| SAS, Bogota, Colombia | 100% | 614 | -270 | 44 | 5 |
| ShowHeroes Perú SAC, Lima, Perú | 100% | 186 | -89 | 40 | 1 |
| ShowHeroes Brasil Ltda., São Paulo/SP, Brazil | 100% | 4,323 | -865 | -450 | 22 |
| ShowHeroes Mexico SAPI de CV, Mexico City, Mexico | 100% | 4,755 | -560 | 526 | 20 |
| **APAC** | | | | | |
| iVideosmart Pte Ltd, Singapore, Singapore | 100% | 712 | -650 | -662 | 13 |

*on average

Please note that the figures presented here correspond to the figures in the independently prepared individual financial statements in accordance with their local accounting laws. During the preparation of the consolidated financial statements, it became apparent that individual transactions between two Group companies were presented differently in their respective individual financial statements. At the Group level, these transactions are then presented uniformly in accordance with our Group accounting policies.

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## (26) Transactions with related parties

Some members of the Board of Directors of ShowHeroes SE hold or have held positions of responsibility and influence in other companies with which we maintain ordinary business relationships. The sale and purchase of products, assets, and services are conducted on terms similar to those with unrelated third parties.

A company controlled by Lars Blomberg, a member of the Board of Directors of ShowHeroes SE, was involved in the following transactions with ShowHeroes: Provision of consulting services to ShowHeroes. The consulting service will be remunerated at €18,333.00 plus VAT until October 31, 2023, and at €8,333 plus VAT from November 1, 2024. The contract is for an indefinite period and can be terminated from October 31, 2023, with three months' notice by Lars Blomberg or six months' notice by ShowHeroes SE.

A company controlled by Eric Shih, member of the Board of Directors of ShowHeroes SE, was involved in the following transactions with ShowHeroes: Provision of Cedara, a cloud service for ShowHeroes. All amounts related to this transaction were for ShowHeroes in all
presented financial years are immaterial.

## (27) Auditor's fees and services

For the services provided by the auditor Deloitte GmbH in the 2023 financial year
Wirtschaftsprüfungsgesellschaft, Berlin, and other companies of the global Deloitte network as well as other auditors have incurred the following fees in the ShowHeroes Group:

| in T€ | 2023 | 2022 |
|---|---|---|
| **Total auditor fees (from audits)** | **-455** | **-597** |
| Of which Group auditors | -200 | -435 |
| Of which companies from the Group auditor's network | -103 | -64 |
| Of which other auditors | -152 | -98 |

In addition, auditors provided tax advisory services. The following fees were incurred:

| in T€ | 2023 | 2022 |
|---|---|---|
| **Total auditor fees (from tax consulting)** | **-40** | **-35** |
| Of which Group auditors | 0 | 0 |
| Of which companies from the Group auditor's network | 0 | 0 |
| Of which other auditors | -40 | -35 |

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# (28) Remuneration of members of the Board of Directors and key management personnel

The Board of Directors (Executive Directors and Non-Executive Directors) of ShowHeroes SE and the other members of the management in key positions of the Group include the following Group of people:

## Board of Directors (Managing Directors)

### Ilhan Zengin

Managing Director

Corporate development and strategy, investor and business networks

### Mario Tiedemann

Chief Finance & Operating Officer

Global Finance and Administration, Legal and Compliance

## Board of Directors (non-executive directors)

### Peter Niederhauser

Board of Directors, TrekkSoft AG, Switzerland

Board of Directors, Carvolution AG, Switzerland

Board of Directors, Muniberg Venture AG, Switzerland

Director/Supervisory Board, Redalpine Venture Partners AG, Switzerland

Director/Supervisory Board, Redalpine Capital GP SARL (LU)

Director/Supervisory Board, Redalpine Summit GP SARL (LU)

Director/Supervisory Board, Redalpine Venture Partners SARL (LU)

### Stefan Walter

Board of Directors, Loc Tax Ltd., Loctax NV, United Kingdom, Netherlands Board of Directors, RR Technologies GmbH, Germany Board of Directors, PlanRadar GmbH, Germany Board of Directors (Observer), Usercentrics GmbH, Germany **Dr. Albrecht Bochow**

Advisory Board, NBT AG, Germany

Board of Directors, Moinsure GmbH, Germany

Board of Directors, Tripod Technology GmbH, Germany

Advisory Board, Cavalry Ventures Management GmbH Fund 1, Germany

Advisory Board, Cavalry Ventures Management GmbH Fund 2, Germany

### Lars Blomberg

Board of Directors, BBE

### Eric Shih

Founder, Cedara Inc.

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## Members of management in key positions within the Group

**Marco Paolieri**

Managing Director of ShowHeroes SRL a socio unico, Italy (2022 & 2023)

**Stefano Premoli**

Managing Director of ShowHeroes SRL a socio unico, Italy (2022 & 2023)

**Marc Schäfer**

Managing Director of ShowHeroes Nordics AB, Sweden (2022 & 2023)

**Camilla Anger**

Managing Director of ShowHeroes AS, Norway (2022 & 2023)

**Anders Edslev**

Managing Director of ShowHeroes ApS, Denmark (2022 & 2023)

**Sampsa Suomalain**

Managing Director of ShowHeroes Oy, Finland (2022 & 2023)

**Carolina Barreiro**

Managing Director of ShowHeroes SLU, Spain (2022 & 2023)

**Angel Fernandez-Pascual**

Managing Director of ShowHeroes SLU, Spain (2022 & 2023)

Managing Director of ShowHeroes Argentina SAU, Argentina (2022 & 2023)

Managing Director of ShowHeroes Mexico SAPI de CV, Mexico (2022 & 2023)

**Lilian Prado**

Managing Director of ShowHeroes Brasil Ltda., Brazil (2022 & 2023)

**André Zimmermann**

Managing Director of ShowHeroes Brasil Ltda., Brazil (2022 & 2023)

**Raquel Baranda**

Managing Director of ShowHeroes Mexico SAPI de CV, Mexico (2022 & 2023)

Managing Director of ShowHeroes Chile SpA, Chile (2022 & 2023)

Managing Director of ShowHeroes Peru SAC, Mexico (2022 & 2023)

**Joseph Lospalluto**

Managing Director of ShowHeroes Inc., USA (2022 & 2023)

**Ken Lim**

Managing Director of iVideoSmart Pte. Ltd., Singapore (2022 & 2023)

The persons listed above will be remunerated as follows:

| in T€ | 2023 | 2022 |
|---|---|---|
| Expenses for short-term benefits | 3,183 | 2,267 |
| Share-based payments | 0 | 0 |
| **Subtotal** | **3,183** | **2,267** |
| Benefits after termination of employment | 0 | 0 |
| Severance payments | 0 | 0 |
| **In total** | **3,183** | **2,267** |

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# (29) Events after the balance sheet date

The following significant events occurred after the balance sheet date, which are to be highlighted according to IAS 10: are:

**Conclusion of convertible bonds**

ShowHeroes SE has concluded the following convertible bond:

- On January 30, 2024, another convertible bond agreement was concluded with Redalpine/Felix Haldner for €1,000 thousand at an interest rate of 12.0% and a term of 24 months.

**Borrowing in 2024**

ShowHeroes SRL took out a loan of €600,000 from Banca Intesa on April 11, 2024. The interest rate is 5.41%. Repayment is made in monthly installments over six months, starting in November 2024. The final maturity is April 4, 2025.

ShowHeroes SE has raised the following loans from Singapore OPUS/Aument Capital:

- On July 22, 2024, a loan of €1,000,000 with an interest rate of 14.0% and a term of nine months. Interest is paid monthly; the principal is repaid on the maturity date of March 31, 2025 (extended to the end of 2025).
- On September 18, 2024, another loan of €1,000,000 with the same conditions and a term of six months (also extended until the end of 2025).

**Intra-group guarantees and loans**

Capital coverage guarantees: ShowHeroes SE has provided capital coverage guarantees to ShowHeroes Nordics AB and ShowHeroes ApS.

Capital loan: A capital loan was granted by ShowHeroes SE to ShowHeroes Oy.

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**Restructuring and liquidations**

It is planned to transfer the shares in ShowHeroes Oy, ShowHeroes ApS and ShowHeroes AS to ShowHeroes SE.

A merger of ShowHeroes Nordics AB with ShowHeroes AB is planned.

iVideosmart Pte. Ltd., Singapore, was liquidated; the company's name was deleted from the commercial register on October 7, 2024.

Berlin, June 20, 2025
ShowHeroes SE

The Managing Directors

**Ilhan Zengin**

**Mario Tiedemann**

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**Deloitte GmbH**
auditing firm

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# INDEPENDENT AUDITOR'S REPORT

To ShowHeroes SE, Berlin

## Audit opinions

We have audited the consolidated financial statements of ShowHeroes SE, Berlin, and its subsidiaries (the Group) – consisting of the consolidated balance sheet as of December 31, 2023, the consolidated income statement and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the financial year from January 1 to December 31, 2023, and the notes to the consolidated financial statements, including significant information on the accounting policies. We have also audited the group management report of ShowHeroes SE, Berlin, for the financial year from January 1 to December 31, 2023.

In our opinion, based on the findings of the audit

- the accompanying consolidated financial statements comply, in all material respects, with the accounting principles ting Standards Board (IASB) as adopted by the EU, and the supplementary IFRS Accounting Standards to be applied pursuant to Section 315e (1) of the German Commercial Code (HGB).
  German legal regulations and, in compliance with these regulations, provides a description of the actual present a true and fair view of the Group's assets and financial position as of 31 December 2023 and its results of operations for the financial year from 1 January to 31 December 2023 and
- the accompanying group management report as a whole provides a suitable view of the group's position.
  In all material respects, this Group management report is consistent with the consolidated financial statements, addresses the German legal regulations and presents the opportunities and risks of future developments tion accurately.

Pursuant to Section 322 Paragraph 3 Sentence 1 of the German Commercial Code (HGB), we declare that our audit has not led to any reservations regarding the consistency of the consolidated financial statements and the group management report.

## Basis for the audit opinions

We conducted our audit of the consolidated financial statements and the group management report in accordance with Section 317 of the German Commercial Code (HGB) and German generally accepted standards promulgated by the Institute of Public Auditors in Germany (IDW) Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report" section of our auditor's report. We are independent of the group companies in accordance with German commercial and professional law and have fulfilled our other German professional responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to serve as the basis for our audit opinions on the consolidated financial statements and the group management report.

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**Deloitte GmbH**
auditing firm

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**Responsibility of the legal representatives and the Board of Directors for the consolidated financial statements and the Group Management Report**

The legal representatives are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with the IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB, and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the
The Group's assets, financial position, and results of operations are conveyed. Furthermore, the executive directors are responsible for such internal controls as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., manipulation of the accounting and damage to assets) or error.

In preparing the consolidated financial statements, the legal representatives are responsible for ensuring the ability of the Group to continue as a going concern. Furthermore, they are responsible
to consider matters relating to the continuation of the company's activities, where relevant,
In addition, they are responsible for preparing the financial statements based on the accounting principles of going concern unless there is an intention to liquidate the group.
or cessation of business operations, or there is no realistic alternative.

Furthermore, the legal representatives are responsible for the preparation of the group management report, which in total together provide a true and fair view of the Group's position and are consistent in all material respects with the Consolidated Financial Statements, complies with German legal requirements and presents the opportunities and appropriately presents the risks of future development. Furthermore, the executive directors are responsible for the arrangements and measures (systems) that they have considered necessary to enable the preparation of a group management report in accordance with the applicable German legal requirements.
possible and in order to provide sufficient appropriate evidence for the statements in the Group Management Report.
nen.

The Board of Directors is responsible for overseeing the Group's financial reporting process for
Preparation of the consolidated financial statements and the group management report.

**Auditor's responsibility for the audit of the consolidated financial statements and the group management report**

Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatements due to fraud or error, and whether the Group
management report as a whole provides a suitable view of the Group's position and is fair in all material
are consistent with the consolidated financial statements and the findings of the audit,
complies with German legal regulations and the opportunities and risks of future development
accurately represents the financial statements and to issue an auditor's report expressing our audit opinions on the consolidated financial statements.
financial statements and the consolidated management report.

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Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 of the German Commercial Code (HGB) and German generally accepted standards for financial statement audits promulgated by the Institute of Public Auditors in Germany (IDW) will always detect a material misstatement. 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 consolidated financial statements and this group management report.

During the audit, we exercise professional judgment and maintain a critical attitude.
beyond

- identify and assess the risks of material misstatement in the consolidated financial statements and in the
  Group management report due to fraudulent acts or errors, plan and perform audit procedures
  in response to those risks and obtain audit evidence that is sufficient and appropriate
  to serve as a basis for our audit opinions. The risk that a fraudulent act
  The risk that a material misstatement resulting from the disclosure of financial information will not be detected is higher than the risk that a material misstatement resulting from
  A material misrepresentation resulting from errors is not detected because fraudulent acts collusive
  sive cooperation, forgery, intentional omissions, misleading representations or
  may involve overriding internal controls.

- we obtain an understanding of the internal controls relevant to the audit of the consolidated financial statements
  and the arrangements and measures relevant for the audit of the Group management report in order to
  to plan procedures that are appropriate in the circumstances, but not for the purpose of
  opinion on the effectiveness of the Group's internal controls and these precautions and measures.
  admit.

- Evaluate the appropriateness of the accounting policies used by management
  methods and the reasonableness of the estimated values presented by the legal representatives and
  related information.

- we draw conclusions about the appropriateness of the method used by the legal representatives
  going concern accounting principle and, on the basis of the
  whether a material uncertainty related to events or circumstances
  circumstances exist that cast significant doubt on the Group's ability to continue as a going concern.
  If we conclude that a material uncertainty exists,
  we are obliged to refer in the auditor's report to the relevant information in the consolidated financial statements
  and in the Group Management Report or, if such information is inappropriate, to inform our
  We draw our conclusions on the basis of the information available up to
  the date of our auditor's report. Future events or conditions
  However, these may result in the Group no longer being able to continue its business activities.

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- we evaluate the presentation, structure and content of the consolidated financial statements as a whole, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB.

- We plan and perform the audit of the consolidated financial statements to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming our opinions on the consolidated financial statements and on the group management report. We are responsible for directing, supervising, and reviewing the audit work performed for the purposes of the consolidated financial statements. We are solely responsible for our opinions.

- we assess the consistency of the group management report with the consolidated financial statements, its compliance with German law and the picture he conveyed of the group's situation.

- we perform audit procedures on the prospective information presented by the legal representatives disclosures in the Group management report. Based on sufficient appropriate audit evidence, we perform In particular, the forward-looking statements made by the legal representatives on which significant assumptions and assess the appropriate derivation of the forward-looking from these assumptions. An independent audit opinion on the forward-looking statements and We do not provide any assurance on the underlying assumptions. There is a significant unavoidable risk that future events may differ materially from the forward-looking statements.

P220P220

We discuss with those responsible for monitoring, among other things, the planned scope and time-planning of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

Berlin, 20 June 2025

**Deloitte GmbH**
auditing firm

DocuSigned by:
Christoph Henry Krause
8767FA1546C64EE...

Christoph Henry Krause
auditor

Signiert von:
Bianca Fredermann
E02DE4B0F77246D...

Bianca Fredermann
auditor

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# General Terms and Conditions
## for
## Auditors, auditors and auditing firms

from 1 January 2024

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1. Scope
provided by the auditor outside the scope of the contract the engagement are always non-binding. (1) The terms contracts between auditors, auditors or audit firms if their clients about audits, tax advice, advice on economic matters and other assignments, unless otherwise expressly agreed in writing or required by law. 6. Disclosure of a professional statement by the auditor is prescribed.
auditor (work results or extracts from work results – whether in the draft or the final version) or information about the auditor's work on behalf of the client to a third party requires the auditor's written consent, unless the client is obliged to disclose such statements or information on the basis of a law or an official order.

to.

(2) The use of professional statements made by the auditor and information about the auditor's activities for the client for advertising purposes by the client is not permitted.

2. Scope and execution of the contract
(1) The subject of the contract is the agreed service, not certain economic success. The engagement will be a 7. Remedy of defects
carried out in accordance with the principles of proper professional practice. The auditor shall not assume any tasks in connection with his services. (1) In the event of any deficiencies, the client has the right to subsequent performance by the auditor. Only in the event of failure, omission or unjustified refusal, unreasonableness or impossibility of implementing the results of his services shall the auditor be liable for the subsequent performance. The auditor is entitled to use reasonable persons to carry out the engagement.

the client may only withdraw from the contract due to a defect if
(2) The consideration of foreign law requires - except in the case the service provided was not satisfactory due to failure, omission, for him without internal business audits - an express agreement of unreasonableness or impossibility of subsequent performance in text form. ress. To the extent that further claims for damages exist, No.

9 applies.
(3) If the factual or legal situation changes after the final professional opinion has been issued, the auditor is not obliged to inform the client of any changes or resulting based on an intentional act. consequences pursuant to paragraph 1 that are not

years after the expiry of one year from the start of the statutory limitation period.
(3) Obvious inaccuracies, such as typos, calculation errors
Formal deficiencies contained in a professional statement by the auditor at any time, even vis-à-vis third parties. (1) The necessary for the execution of the engagement are auditor is informed of all processes and circumstances that professional statement. This also applies to the statement, in relation to further information, processes and circumstances

and 3. Cooperation obligation of the client
(report, expert opinion, etc.) of the auditor can be corrected client must ensure that all documents and further information communicated to the auditor in a timely manner and that the could call into question the results contained in the auditor's even vis-à-vis third parties. In the aforementioned cases and that may only be decisive for the execution of the engagement, the client should be consulted by the auditor in advance if possib become known during the auditor's work. The client will provide the auditor with suitable information.
(2) At the auditor's request, the client shall confirm the completeness of the documents submitted and the further information as well as the information and statements given in a statement formulated by the auditor in statutory written form or in a form determined by the auditor, unless the client has instructed him otherwise.

8. Confidentiality towards third parties, data protection

releases him from this obligation of confidentiality.
(2) The auditor shall, when processing personal data, 4. Ensuring independence
(1) The client shall refrain from any action that could jeopardise the independence of the data subject.
the auditor's employees are at risk. This applies for the duration of the contractual relationship, in particular to offers of employment or 9. Liability
Assumption of organ functions and for offers, orders on own (1) For legally prescribed services of the auditor, to take over account.
liability shall apply, in particular the limitation of liability of in particular audits, the applicable statutory limitations of and ... the auditor, that of its affiliated companies, its network
(2) If neither a statutory limitation of liability applies nor an individual contractual limitation of liability exists, the client's claim for compensation for a negligently caused breach of contract between the client and the auditor is entitled to extraordinary termination of the contract.

minor damage, with the exception of damages resulting from injury to life, body and health as well as damages that require
compensation 5. Reporting and oral information The manufacturer's liability under Section 1 of the Product Liability Act (ProdHaftG) is limited to €4 million in accordance with Section 54a (1). The same applies to claims that third parties must present in written or text form, regardless of the contractual relationship, in which they assert their claims against the auditor. Drafts of such presentations are available to the auditor.

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(3) If several claimants derive claims from the contractual relationship with the auditor arising from a negligent breach of the Tax Advisor Remuneration Ordinance, the maximum amount specified in paragraph 2 shall apply to the assessment of the auditor's remuneration, a higher or lower remuneration than the statutory remuneration may be claimed in total for the claims of all claimants concerned. be agreed in text form.

(4) The maximum amount pursuant to paragraph 2 refers to a single case of damage. A single case of damage also exists with regard to a uniform damage resulting from several breaches of duty. The single case of damage covers all consequences of a breach of duty without a specific order.
(6) The processing of specific individual questions relating to income tax, personal income tax, trade tax and uniform assessment as well as all questions of value added tax, wage tax, other taxes and duties shall be carried out on the basis of a specific order. This also applies to Consideration shall be given to whether damages have occurred in one or more consecutive years. a) the processing of one-off tax matters, e.g., in the area of inheritance tax and real estate transfer tax, similar source of error as a uniform act or omission b) the participation and representation in proceedings before the courts of breach of duty, if the matters in question are related to each other in financial and administrative jurisdiction as well as in tax criminal cases, legal or economic connection. In this case, the auditor may only be engaged for advisory and expert opinions in connection with conversions, capital increases and reductions, and restructurings up to a maximum of €5 million.

Entry and exit of a shareholder, sale of the business, (5) A claim for damages shall expire if no action is taken within six months of the date of liquidation and the like and Months after the written rejection of the replacement service, d) the support in fulfilling notification and documentation obligations, the claim is filed and the client has been informed of this consequence. This is the responsibility of the client.

does not apply to claims for damages that are attributable to intentional conduct, as well as in the case of culpable injury to life, body or health, as well as in the case of damages that give rise to a manufacturer's obligation to provide compensation, any special accounting requirements and the question of whether all are available under Section 1 of the Product Liability Act. (7) Insofar as the preparation of the annual VAT return is undertaken as an additional activity, this does not include the review of any special accounting requirements and the question of whether all relevant VAT concessions are available under Section 1 of the Product Liability Act. The right to make the limitation plea valid remains unaffected. have been perceived. A guarantee for complete recording (6) Section 323 of the German Commercial Code (HGB) remains unaffected by the provisions in paragraphs 2 to 5. The documents required to claim input tax deduction will not be accepted.

10. Supplementary provisions for audit assignments

(1) If the client subsequently changes the terms of reference issued by the auditor 12. Electronic communication audited financial statements or management report which have been endorsed with an auditor's report, the auditor may not further use this audit report. can also be made by email. If the client does not wish to be communicated by email or has special security requirements, such as email encryption, the client will only be informed in writing by email.

in legally required written consent of the auditor and with the wording approved by him.

(2) If the auditor revokes the audit opinion, the audit opinion may not 13. Remuneration VAT will be charged additionally. He may notify the auditor of the be reused. If the client is entitled to reimbursement of his expenses; reimbursement of his expenses; VAT will be charged additionally. revocation upon request. (1) The auditor has the right to request

will be invoiced separately.

(3) The client is entitled to five copies of the report. Further copies

Supplementary provisions for assistance in tax matters are jointly and severally liable.

(2) If the client is not a consumer, offsetting against 11. expenses are only permitted (1) The auditor is entitled to consult on The auditor's claims for remuneration and reimbursement of individual questions as well as in the case of ongoing consultation, tax matters with undisputed or legally established claims. the facts stated by the client, in particular figures, are considered correct and 14. Dispute settlement The auditor is not prepared to participate in dispute resolution proceedings before a consumer arbitration board within the meaning of Section 2 of the Consumer Dispute Resolution Act.

lation Act.

(2) The tax advisory engagement does not include the actions required to meet deadlines, unless the auditor has been instructed to do so. 15.Applicable law has expressly accepted the engagement. In this case, the client must provide the auditor with all documents essential for meeting deadlines, particularly tax assessments, relevant to the engagement, its implementation, and the resulting documents, in particular tax assessments, in a timely manner so that claims are subject to German law alone. the auditor has sufficient processing time.

(3) Unless otherwise agreed in writing, ongoing tax advice shall include the following activities falling within the term of the contract:

a) Preparation and electronic transmission of annual tax returns, including e-balance sheets, for income tax, corporation tax and trade tax, based on the annual financial statements and other statements and evidence required for taxation purposes to be submitted by the client
b) Review of tax assessments for the taxes referred to under a)
c) Negotiations with the tax authorities in connection with the declarations and notices referred to under a) and b)
d) Participation in tax audits and evaluation of the results of tax audits with regard to the taxes referred to under a)
(e) Participation in objection and appeal procedures with regard to the taxes referred to under (a).

In carrying out the above-mentioned tasks, the auditor takes into account the relevant published case law and administrative pronouncements.

(4) If the auditor receives a flat-rate fee for ongoing tax advice, the activities referred to in paragraph 3 letters d) and e) shall be remunerated separately, unless otherwise agreed in writing.

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