Årsredovisning

Destiny Sweden AB

Organisationsnummer: 556377-2317
Räkenskapsår: 2022-01-01 - 2022-12-31

Styrelsen och verkställande direktören avger följande årsredovisning.

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Om inte annat särskilt anges, redovisas alla belopp i hela svenska kronor. Uppgifter inom parentes avser föregående år.

Företagets säte: Stockholm

Fastställelseintyg

Jag intygar att resultaträkningen och balansräkningen har fastställts på årsstämma 2023-05-26.

Årsstämman beslöt att godkänna styrelsens förslag till vinstdisposition.

Jag intygar att innehållet i dessa elektroniska handlingar överensstämmer med originalen och att originalen undertecknats av samtliga personer som enligt lag ska underteckna dessa.

Elektroniskt underskriven av
Claes Lindholm
Verkställande direktör
2023-06-15

Förvaltningsberättelse

Verksamheten

Viktiga förhållanden och väsentliga händelser

Verksamhetens art och inriktning

Destiny Sweden AB med säte i Stockholm är idag den största operatörsoberoende UCaaS leverantören på den svenska marknaden. Bolaget arbetar med tjänsten Dstny Business Communication, som är en molnbaserad telefonitjänst där slutanvändaren abonnerar på en kommunikationslösning som tjänst. Fördelarna med Dstny BC är att tjänsten är operatörsoberoende och skalbar, samt att teknik- och tjänsteutvecklingen ständigt ligger i framkant inom branschen.

Väsentliga förändringar i ägarstrukturen

I juli 2021 såldes samtliga aktier i moderbolaget, Destiny Sweden Service Center AB till den belgiska telekomkoncernen Dstny www.dstny.com. Dstny är ett snabbväxande europeiskt telekombolag som blivit en europeisk ledare inom innovation och molnbaserad kommunikation.

Övriga viktiga förhållanden och väsentliga händelser

I januari 2022 genomförde det dåvarande dotterbolaget Soluno Communications AB ett inkråmsförvärv av en verksamhetsgren från Techstep Sweden AB. Verksamheten som förvärvades bidrar med en kundstock och kompletterar den svenska verksamheten i Destiny Sweden AB. För att bearbeta kundstocken vidare förvärvade Destiny Sweden AB verksamheten genom inkråm.

För att samla produktionsutvecklingsverksamheten till en och samma division inom Dstny, genomfördes i januari 2022 en försäljning av samtliga aktier i dotterbolaget Callhosted BV till Destiny For Service Providers AB. För att ytterligare renodla verksamheten i Destiny Sweden AB förvärvade Destiny For Service Providers AB, genom inkråmsförsäljning, även immateriella rättigheter för både produkter och faktureringssystem, drift samt den verksamhetsgren som säljer via så kallade Wholesale partner i Sverige och utomlands från Destiny Sweden AB.

Personal verksam inom stödfunktioner såsom HR, ekonomi och marknad överfördes i januari 2022 till moderbolaget Destiny Sweden Service Center AB för att på ett effektivt sätt stödja samtliga koncernbolag i Sverige.

I juni 2022 upplöstes dotterbolagen Soluno Communications AB och Telepo Holding AB genom fusion med Destiny Sweden AB. Fusionen genomfördes för att förenkla koncernens struktur och organisation.

Filialer i utlandet

Destiny Sweden AB har en filial Norge - ingen verksamhet bedrivs i Filialen.

Tillstånds- eller anmälningspliktig verksamhet enligt miljöbalken

Telefonibranschen övervakas av Post och Telestyrelsen. Destiny är skyldig att efterleva regelverket som gäller för branschen. Destiny är anmälningspliktig för löpande verksamhet, tex portering samt att årligen rapportera statistik från verksamheten.

Flerårsöversikt

	2022-01-01 -2022-12-31	2021-01-01 -2021-12-31	2020-01-01 -2020-12-31	2019-01-01 -2019-12-31
Nettoomsättning (tkr)	261 227	273 566	238 821	216 169
Resultat efter finansiella poster (tkr)	-83 048	31 444	16 700	393
Balansomslutning (tkr)	826 001	819 375	219 709	174 986
Soliditet (%)	9,3	9,5	22,7	20,7

Förändringar i eget kapital

	Aktie-kapital	Fond för utv.-utgifter	Balanserat resultat	Årets resultat	Summa
Belopp vid årets ingång	**100 000**	**25 298 988**	**12 581 263**	**25 621 235**	**63 601 486**
Balanseras i ny räkning			25 621 235	-25 621 235	**0**
Erhållna aktieägartillskott			23 635 978		**23 635 978**
Aktivering av utvecklingsutgifter		1 387 376	-1 387 376		**0**
Upplösning av fond för utvecklingsutgifter		-24 774 623	24 774 623		**0**
Fusionsdifferens			242 713		**242 713**
Öresdiff			2		**2**
Årets resultat				-10 285 727	**-10 285 727**
Belopp vid årets utgång	**100 000**	**1 911 741**	**85 468 438**	**-10 285 727**	**77 194 452**

Resultatdisposition

Till årsstämmans förfogande står följande medel (kr):

Balanserat resultat	85 468 438
Årets resultat	-10 285 727
Summa	**75 182 711**

Styrelsen föreslår att medlen disponeras enligt följande (kr):

Balanseras i ny räkning	75 182 711
Summa	**75 182 711**

Resultaträkning

	Not	2022-01-01 2022-12-31	2021-01-01 2021-12-31
	1 2 3 4		
Rörelseintäkter, lagerförändringar m.m.			
Nettoomsättning	5	261 226 972	273 566 476
Aktiverat arbete för egen räkning		0	772 000
Övriga rörelseintäkter	6	361 099	331 448
Summa rörelseintäkter, lagerförändringar m.m.		**261 588 071**	**274 669 924**
Rörelsekostnader	7		
Handelsvaror		-104 356 000	-99 136 578
Övriga externa kostnader	8 9	-53 841 787	-42 093 577
Personalkostnader	10	-44 652 745	-68 169 350
Av- och nedskrivningar av materiella och immateriella anläggningstillgångar		-41 701 737	-33 613 724
Övriga rörelsekostnader		76 040	-252 185
Summa rörelsekostnader		**-244 476 229**	**-243 265 414**
Rörelseresultat		**17 111 842**	**31 404 510**
Resultat från finansiella poster			
Resultat från andelar i koncernföretag	11	0	20 287 700
Övriga ränteintäkter och liknande resultatposter	12	3 059 501	172 215
Räntekostnader och liknande resultatposter	13	-103 219 392	-20 420 549
Summa resultat från finansiella poster		**-100 159 891**	**39 366**
Resultat efter finansiella poster		**-83 048 049**	**31 443 876**
Bokslutsdispositioner			
Erhållna koncernbidrag		58 500 000	0
Lämnade koncernbidrag		0	-305 000
Förändring av periodiseringsfonder	14	16 350 000	-3 400 000
Förändring av överavskrivningar		2 070 661	0
Summa bokslutsdispositioner		**76 920 661**	**-3 705 000**
Resultat före skatt		**-6 127 388**	**27 738 876**
Skatt på årets resultat	15	-4 158 339	-2 117 641
Årets resultat		**-10 285 727**	**25 621 235**

Balansräkning

	Not	2022-12-31	2021-12-31
TILLGÅNGAR	1		
Anläggningstillgångar			
Immateriella anläggningstillgångar			
Balanserade utgifter för utvecklingsarbeten och liknande arbeten	16	1 936 114	25 347 732
Koncessioner, patent, licenser, varumärken samt liknande rättigheter	17	58 642 668	51 996 670
Goodwill	18	0	0
Summa immateriella anläggningstillgångar		**60 578 782**	**77 344 402**
Materiella anläggningstillgångar			
Inventarier, verktyg och installationer	19	836 235	1 546 669
Summa materiella anläggningstillgångar		**836 235**	**1 546 669**
Finansiella anläggningstillgångar			
Andelar i koncernföretag	20	561 809 554	647 061 726
Fordringar hos koncernföretag	21	94 042 396	0
Uppskjuten skattefordran	22	1 919 352	0
Andra långfristiga fordringar	23	597 355	596 702
Summa finansiella anläggningstillgångar		**658 368 657**	**647 658 428**
Summa anläggningstillgångar		**719 783 674**	**726 549 499**
Omsättningstillgångar			
Kortfristiga fordringar			
Kundfordringar		16 329 161	18 300 874
Fordringar hos koncernföretag		10 898 389	14 554 747
Övriga fordringar		2 273 375	9 816 914
Förutbetalda kostnader och upplupna intäkter	24	43 302 837	37 480 092
Summa kortfristiga fordringar		**72 803 762**	**80 152 627**
Kassa och bank			
Kassa och bank		33 413 704	12 672 764
Summa kassa och bank		**33 413 704**	**12 672 764**
Summa omsättningstillgångar		**106 217 466**	**92 825 391**
SUMMA TILLGÅNGAR		**826 001 140**	**819 374 890**

Balansräkning

	Not	2022-12-31	2021-12-31
EGET KAPITAL OCH SKULDER	1		
Eget kapital	25		
Bundet eget kapital			
Aktiekapital	26	100 000	100 000
Fond för utvecklingsutgifter		1 911 741	25 298 988
Summa bundet eget kapital		**2 011 741**	**25 398 988**
Fritt eget kapital			
Balanserat resultat		85 468 438	12 581 263
Årets resultat		-10 285 727	25 621 235
Summa fritt eget kapital		**75 182 711**	**38 202 498**
Summa eget kapital		**77 194 452**	**63 601 486**
Obeskattade reserver			
Periodiseringsfonder	27	0	16 350 000
Ackumulerade överavskrivningar		0	2 070 661
Summa obeskattade reserver		**0**	**18 420 661**
Långfristiga skulder	28		
Skulder till koncernföretag		712 681 916	685 738 880
Summa långfristiga skulder		**712 681 916**	**685 738 880**
Kortfristiga skulder			
Leverantörsskulder		12 292 727	12 433 958
Skulder till koncernföretag		4 519 254	14 985 802
Aktuella skatteskulder		3 602 511	323 139
Övriga skulder		3 496 691	7 291 701
Upplupna kostnader och förutbetalda intäkter	29	12 213 589	16 579 263
Summa kortfristiga skulder		**36 124 772**	**51 613 863**
SUMMA EGET KAPITAL OCH SKULDER		**826 001 140**	**819 374 890**

Kassaflödesanalys

	Not	2022-01-01 2022-12-31	2021-01-01 2021-12-31
Den löpande verksamheten			
Rörelseresultat		17 111 842	31 404 510
Justering för poster som inte ingår i kassaflödet	30	41 701 985	36 629 788
Erhållen ränta		3 059 501	172 215
Erlagd ränta		-45 040 901	-29 783 113
Betald inkomstskatt		-2 798 319	-3 539 286
Kassaflöde från den löpande verksamheten före förändringar av rörelsekapital		**14 034 108**	**34 884 114**
Kassaflöde från förändringar i rörelsekapital			
Ökning/minskning av rörelsefordringar		76 169 235	-5 008 373
Ökning/minskning av rörelseskulder		-15 590 246	12 784 978
Kassaflöde från den löpande verksamheten		**74 613 097**	**42 660 719**
Investeringsverksamheten			
Lämnade koncernbidrag		0	-305 000
Förvärv av immateriella anläggningstillgångar		-49 023 304	-66 526 707
Avyttring av immateriella anläggningstillgångar		24 496 969	0
Förvärv av materiella anläggningstillgångar		-574 218	-636 897
Avyttring av materiella anläggningstillgångar		874 870	0
Förvärv av andelar i koncernföretag		0	-588 934 376
Förvärv av finansiella anläggningstillgångar		0	-576 702
Avyttring/amortering av finansiella anläggningstillgångar		0	150 000
Kassaflöde från investeringsverksamheten		**-24 225 683**	**-656 829 682**
Finansieringsverksamheten			
Upptagna lån		0	656 914 844
Amortering av skuld		-29 889 190	-100 796 602
Fusionsresultat		242 715	0
Erhållen utdelning		0	20 287 700
Kassaflöde från finansieringsverksamheten		**-29 646 475**	**576 405 942**
Årets kassaflöde		**20 740 939**	**-37 763 021**
Likvida medel vid årets början		**12 672 765**	**50 435 786**
Likvida medel vid årets slut	31	33 413 704	12 672 765

Noter

Not 1. Redovisnings- och värderingsprinciper

Redovisnings- och värderingsprinciper

Årsredovisningen har upprättats enligt Årsredovisningslagen (1995:1554) och Bokföringsnämndens allmänna råd BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Följande av styrelsens bedömningar har en betydande effekt på redovisade belopp i årsredovisningen:
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. Inga väsentliga källor till osäkerhet i uppskattningar och antaganden på balansdagen bedöms kunna innebära en betydande risk för en väsentlig justering av redovisade värden för tillgångar och skulder under nästa räkenskapsår.

Fusion
Fusionen mellan dotterföretaget och moderföretaget har redovisats i enlighet med Bokföringsnämndens allmänna råd (BFNAR 2020:5) om redovisning av fusion.

Intäkter

Försäljning av varor:
Intäkten redovisas till verkligt värde av vad som erhållits eller kommer att erhållas. Det innebär att intäkten redovisas till nominellt värde (fakturabelopp) om ersättning erhålls i likvida medel direkt vid leveransen. Avdrag görs för lämnade rabatter.

Vid försäljning av varor redovisas normalt inkomsten som intäkt när de väsentliga förmåner och risker som är förknippade med ägandet av varan har överförts till köparen.

Ränta, royalty och utdelning:
Ersättning i form av ränta, royalty eller utdelning redovisas som intäkt när det är sannolikt att de ekonomiska fördelar som är förknippade med transaktionen har tillförts bolaget samt när inkomsten kan beräknas på ett tillförlitligt sätt.

Ränta redovisas som intäkt enligt den s.k. effektivräntemetoden, vilket innebär att ränteintäkter respektive räntekostnader fördelas över den återstående livslängden för en tillgång eller skuld.
Royalty periodiseras i enlighet med överenskommelsens ekonomiska innebörd.
Utdelning redovisas som intäkt när aktieägarens rätt till betalning är säkerställd.

Offentliga bidrag

Offentliga bidrag värderas till det verkliga värdet av erhållits eller kommer att erhållas.

Ersättningar till anställda

Ersättningar till anställda avser alla former av ersättningar som bolaget lämnar till de anställda. Bolagets ersättningar innefattar bland annat löner, betald semester, betald frånvaro, bonus och ersättningar efter avslutad anställning (pensioner). Redovisning sker i takt med intjänandet. Kortfristig 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. Ersättningar till anställda efter avslutad anställning avser avgiftsbestämda pensionsplaner. Som avgiftsbestämda planer klassificeras planer där fastställda avgifter betalas och det inte finns förpliktelser, vare sig legala eller informella, att betala något ytterligare, utöver dessa avgifter. Bolaget har endast avgiftsbestämda pensionsplaner. Utgifter för avgiftsbestämda planer redovisas som en kostnad under den period de anställda utför de tjänster som ligger till grund för förpliktelsen.

Låneutgifter

Låneutgifter för lånat kapital kostnadsförs i resultaträkningen i den period de uppstår.

Skatter

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

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

Uppskjuten skatt är inkomstskatt som avser framtida räkenskapsår till följd av tidigare händelser. Redovisning sker enligt balansräkningsmetoden. Enligt denna 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.

Leasing

Företaget redovisar samtliga leasingavtal, såväl finansiella som operationella, som operationella leasingavtal. Operationella leasingavtal redovisas som en kostnad linjärt över leasingperioden.

Aktivering av internt upparbetade immateriella anläggningstillgångar

Bolaget tillämpar den s.k. "aktiveringsmodellen" avseende internt upparbetade immateriella anläggningstillgångar. Metoden innebär att samtliga utgifter som uppfyller kriterierna i BFNAR 2012:1 aktiveras som immateriell anläggningstillgång och skrivs av under tillgångens beräknade nyttjandeperiod. En omföring från fritt eget kapital till fond för utvecklingsavgifter inom bundet eget kapital görs för motsvarande belopp som aktiverats under året. Återföring från fonden till fritt eget kapital sker med motsvarande belopp som redovisade avskrivningar/nedskrivningar.

Redovisningsprinciper immateriella anläggningstillgångar

Immateriella anläggningstillgångar redovisas till anskaffningsvärde minskat med ackumulerade avskrivningar och eventuella nedskrivningar.

- Tillämpade avskrivningstider:

Balanserade utgifter för utvecklingsarbeten och liknande arbeten	4-5 år
Koncessioner, patent, licenser, varumärken samt liknande rättigheter	3-5 år
Goodwill	3-5 år

Redovisningsprinciper materiella anläggningstillgångar

Materiella anläggningstillgångar redovisas till anskaffningsvärde minskat med ackumulerade avskrivningar och eventuella nedskrivningar.

- Redovisningsprinciper för avskrivningar materiella anläggningstillgångar

Avskrivning sker linjärt över den förväntade nyttjandeperioden.

- Tillämpade avskrivningstider:

Inventarier, verktyg och installationer	3-5 år

Andelar i koncernföretag, intresseföretag, gemensamt styrda företag och företag som det finns ägarintresse i

Andelar i koncernföretag redovisas till anskaffningsvärde med avdrag för eventuella nedskrivningar. Utdelningar redovisas som resultat från andelar i koncernföretag inom finansiella poster, även om utdelningen avser ackumulerade vinster innan förvärvstidpunkten. Utdelningen redovisas i normalfallet när behörigt organ fattat beslut om den och den kan beräknas på ett tillförlitligt sätt.

Koncernbidrag och aktieägartillskott

Erhållna och lämnade koncernbidrag redovisas som bokslutsdisposition. Mottagna aktieägartillskott redovisas över eget kapital.

Kassaflödesanalys

Kassaflödesanalysen har upprättats enligt den indirekta metoden.

Not 2. Väsentliga händelser efter räkenskapsårets slut

I mars 2023 genomförde Destiny Sweden AB ett inkråmsförvärv av en verksamhetsgren från Lynes Technologies AB. Verksamheten bidrar med en kundstock.

Not 3. Uppgift om moderföretag och koncernredovisning

Moderföretag i den största koncernen

Namn	Destilink BV
Organisationsnummer	0741.579.846
Säte	Bryssel

Närmaste moderföretag som upprättar koncernredovisning

Namn	Destilink BV
Organisationsnummer	0741.579.846
Säte	Bryssel

Moderföretag

Namn	Destiny Sweden Service Center AB
Organisationsnummer	559091-1789
Säte	Stockholm

Moderföretaget upprättar inte koncernredovisning

Med stöd av reglerna i årsredovisningslagen 7 kap. 2 § upprättar Destiny Sweden Service Center AB inte koncernredovisning.

Not 4. Fusion

2022-06-16 upplöstes dotterbolagen Soluno Communications AB (559284-4731) och Telepo Holding AB (556890-1812) genom fusion med Destiny Sweden AB.

Soluno Communication ABs nettoomsättning uppgår till 0 kr och röreseresultatet -6 291 kr vid överlåtelsedatum.
Övriga fordringar: 37 296 kr
Fordran koncernföretag: 180 417 kr
Bokfört värde aktier dotterbolag: -25 000 kr
Fusionsdifferens: 192 713 kr

Telepo Holding ABs nettoomsättning uppgår till 0 kr och röresleresultatet till - 3 404 kr vid överlåtelsedatum.
Aktier dotterbolag: 159 100 000 kr
Övriga fordringar: 38 504 kr
Skuld koncernföretag: -19 100 000
Bokfört värde aktier dotterbolag: -139 988 504 kr
Fusionsdifferens: 50 000 kr

Not 5. Nettoomsättningens fördelning

Nettoomsättning per verksamhetsgren

	2022-12-31	**2021-12-31**
Växeltjänster	175 380 805	179 212 132
Mobiltjänster	70 222 523	71 120 987
Övrigt	15 623 644	23 233 357
Summa	**261 226 972**	**273 566 476**

Nettoomsättning per geografisk marknad

	2022-12-31	**2021-12-31**
Sverige	253 959 850	262 334 217
Inom Sverige internt	1 112 186	114 993
Inom EU	3 058 594	4 198 326
Inom EU internt	8 435	283 449
Utanför EU	3 087 907	6 635 491
Summa	**261 226 972**	**273 566 476**

Not 6. Övriga rörelseintäkter

	2022-12-31	**2021-12-31**
Kursvinster på fordringar av rörelsekaraktär	128 158	122 433
Realisationsvinst vid avyttring av anläggningstillgångar	221 026	136 726
Försäkringsersättningar	0	65 488
Erhållna statliga bidrag	11 915	6 801
Summa	**361 099**	**331 448**

Not 7. Inköp och försäljning mellan koncernföretag

	2022-12-31	2021-12-31
Årets försäljning till koncernföretag (%)	0,4	0,2
Årets inköp från koncernföretag (%)	38,7	11,5
Årets försäljning till koncernföretag	1 120 621	398 442
Årets inköp från koncernföretag	61 137 599	16 245 034

Not 8. Arvode till revisorer

	2022-12-31	2021-12-31
Ernst & Young AB		
Revisionsuppdrag	190 000	300 000
Övriga tjänster	44 810	69 750
Delsumma	**234 810**	**369 750**
Summa	**234 810**	**369 750**

Not 9. Leasingavtal

	2022-12-31	2021-12-31
Operationell leasing - leasetagare		
Räkenskapsårets kostnadsförda leasingavgifter	569 999	9 743 265
Framtida minimileaseavgifter - Inom ett år	50 700	8 518 137
Framtida minimileaseavgifter - Senare än ett år men inom fem år	95 172	15 326 206
Framtida minimileaseavgifter - Senare än fem år	0	3 386 931
Summa	**145 872**	**27 231 274**

Merparten av bolagets operationella leasingavtal har överförts till Destiny for Service Providers AB.

Not 10. Personal

	2022-12-31	2021-12-31
Medelantalet anställda		
Män	36	62
Kvinnor	20	24
Medelantalet anställda	**56**	**86**

	2022-12-31	2021-12-31
Styrelseledamöter		
Män	2	2
Antal styrelseledamöter	**2**	**2**

	2022-12-31	2021-12-31
Verkställande direktören och övriga ledande befattningshavare		
Män	1	2
Kvinnor	0	1
Antal ledande befattningshavare	**1**	**3**

	2022-12-31	2021-12-31
Löner och andra ersättningar		
Styrelsen och verkställande direktören	792 532	5 116 320
Övriga anställda	31 958 363	40 323 750
Summa	**32 750 895**	**45 440 070**

Sociala kostnader inklusive pensionskostnader

	2022-12-31	2021-12-31
Pensionskostnader		
Styrelsen och verkställande direktören	348 196	537 364
Övriga anställda	2 604 731	4 417 449
Summa pensionskostnader	**2 952 927**	**4 954 813**
Övriga sociala avgifter enligt lag och avtal	10 287 055	14 608 961
Summa	**13 239 982**	**19 563 774**

Konsultarvoden för operativt arbete utfört av VD och styrelse ingår i beloppet för ersättning till VD och styrelse år 2021.

Not 11. Resultat från andelar i koncernföretag exkl. nedskrivningar

	2022-12-31	2021-12-31
Utdelning	0	20 287 700
Summa	**0**	**20 287 700**

Not 12. Övriga ränteintäkter och liknande resultatposter exkl. nedskrivningar

	2022-12-31	2021-12-31
Ränteintäkter och liknande resultatposter avseende koncernföretag	3 021 177	142 054
Ränteintäkter avseende andra företag än koncernföretag	38 324	30 161
Summa	**3 059 501**	**172 215**

Not 13. Räntekostnader och liknande resultatposter

	2022-12-31	2021-12-31
Räntekostnader och liknande resultatposter som avser skulder till koncernföretag	-46 284 891	-19 698 477
Räntekostnader och liknande resultatposter avseende finansiella skulder till andra företag än koncernföretag	-102 275	-2 367 066
Orealiserad värdeförändring på finansiella skulder	-56 832 226	1 644 994
Summa	**-103 219 392**	**-20 420 549**

Not 14. Förändring av periodiseringsfonder

	2022-12-31	2021-12-31
Avsättning till periodiseringsfond	0	-3 400 000
Återföring av periodiseringsfond	16 350 000	0
Summa	**16 350 000**	**-3 400 000**

Not 15. Skatt på årets resultat

	2022-12-31	2021-12-31
Aktuell skatt	6 077 691	1 417 241
Förändring av uppskjuten skatt avseende temporära skillnader	-1 919 352	700 400
Summa	**4 158 339**	**2 117 641**

	2022-12-31	2021-12-31
Avstämning av effektiv skattesats		
Resultat före skatt	-6 127 388	27 738 876
Gällande skattesats (%)	20,6	20,6
Skatt enligt gällande skattesats	-1 262 242	5 714 208
Väsentlig post som har påverkat sambandet mellan räkenskapsårets skattekostnad/intäkt		
Ej avdragsgilla kostnader	5 259 243	569 360
Ej bokförda skattepliktiga poster	161 452	13 339
Ej skattepliktiga intäkter	-114	-4 179 266
Redovisad effektiv skatt	**4 158 339**	**2 117 641**
Redovisad effektiv skatt i procent (%)	-67,9	7,6

Ej avdragsgilla kostnader består mestadels av räntor

Not 16. Balanserade utgifter för utvecklingsarbeten och liknande arbeten

	2022-12-31	**2021-12-31**
Ingående anskaffningsvärden	32 015 837	23 356 035
Aktiverade utgifter	1 387 376	12 873 932
Rörelseförvärv	0	73 115
Försäljningar/utrangeringar	-30 832 120	-4 287 245
Utgående anskaffningsvärden	**2 571 093**	**32 015 837**
Ingående avskrivningar	-6 668 105	-6 284 141
Fusion	0	-10 155
Försäljningar/utrangeringar	6 335 147	4 135 107
Årets avskrivningar	-302 021	-4 508 916
Utgående avskrivningar	**-634 979**	**-6 668 105**
Försäljningar/utrangeringar	0	152 133
Årets nedskrivningar	0	-152 133
Utgående nedskrivningar	**0**	**0**
Redovisat värde	**1 936 114**	**25 347 732**

Not 17. Koncessioner, patent, licenser, varumärken samt liknande rättigheter

	2022-12-31	**2021-12-31**
Ingående anskaffningsvärden	139 967 828	93 424 628
Inköp	47 635 928	8 209 259
Rörelseförvärv	0	49 512 445
Försäljningar/utrangeringar	-139 491	-11 178 504
Utgående anskaffningsvärden	**187 464 265**	**139 967 828**
Ingående avskrivningar	-87 971 158	-64 511 564
Fusion	0	-4 131 889
Försäljningar/utrangeringar	139 491	8 243 093
Årets avskrivningar	-40 989 934	-27 570 798
Omräkningsdifferenser	4	0
Utgående avskrivningar	**-128 821 597**	**-87 971 158**
Redovisat värde	**58 642 668**	**51 996 670**

I beloppen ovan ingår inkråmsförvärv av kundrelationer som har tillkommit under 2022 om 47 636 tkr (2021; 49 382 tkr) med avskrivningstid 3 år. Utgående redovisat värde 48 074 tkr (2021; 32 924 tkr). Öresdiff 4 kr i avskrivningarna.

Not 18. Goodwill

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	0	2 448 970
Försäljningar/utrangeringar	0	-2 448 970
Utgående anskaffningsvärden	**0**	**0**
Ingående avskrivningar	0	-1 799 793
Försäljningar/utrangeringar	0	2 368 322
Årets avskrivningar	0	-568 529
Redovisat värde	**0**	**0**

Not 19. Inventarier, verktyg och installationer

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	3 147 396	3 103 831
Inköp	574 218	636 896
Försäljningar/utrangeringar	-2 226 610	-593 331
Utgående anskaffningsvärden	**1 495 004**	**3 147 396**
Ingående avskrivningar	-1 600 727	-1 422 864
Försäljningar/utrangeringar	1 351 740	593 332
Årets avskrivningar	-409 782	-771 195
Utgående avskrivningar	**-658 769**	**-1 600 727**
Redovisat värde	**836 235**	**1 546 669**

Not 20. Andelar i koncernföretag

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	647 061 726	58 127 350
Inköp	0	542 698 058
Fusion	-27 149 822	0
Försäljningar	-58 102 350	0
Lämnade aktieägartillskott	0	46 236 318
Utgående anskaffningsvärden	**561 809 554**	**647 061 726**
Redovisat värde	**561 809 554**	**647 061 726**

Företagets namn	Org.nr.	Säte	Antal andelar	Eget kapital (tkr)	Årets resultat (tkr)	Kapital-andel (%)	Rösträtts-andel (%)	Redovisat värde (tkr)
Destiny for Service Providers AB	556890-1747	Stockholm	50 000	73 734	7 731	100,0	100,0	561 810

Not 21. Fordringar hos koncernföretag

	2022-12-31	2021-12-31
Tillkommande fordringar	94 042 396	0
Utgående anskaffningsvärden	**94 042 396**	**0**
Redovisat värde	**94 042 396**	**0**

Not 22. Uppskjuten skattefordran

	2022-12-31	2021-12-31
Specifikation uppskjuten skattefordran		
Skattemässig överavskrivning		
Temporär skillnad	9 317 245	0
Skattefordran	1 919 352	0
Summa specifikation uppskjuten skattefordran	**1 919 352**	**0**

Not 23. Andra långfristiga fordringar

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	596 702	170 000
Tillkommande fordringar	653	576 702
Reglerade fordringar	0	-150 000
Utgående anskaffningsvärden	**597 355**	**596 702**
Redovisat värde	**597 355**	**596 702**

Not 24. Förutbetalda kostnader och upplupna intäkter

	2022-12-31	2021-12-31
Förutbetalda hyreskostnader	0	1 473 986
Upplupna intäkter	5 085 889	8 016 587
Första förhöjda leasingavgift	0	36 264
Förutbetalda partnerprovisione	36 464 105	24 963 896
Övriga förutbetalda kostnader	1 752 843	2 989 359
Summa	**43 302 837**	**37 480 092**

Not 25. Förslag till resultatdisposition

Till årsstämmans förfogande står följande medel (kr):

Balanserat resultat	85 468 438
Årets resultat	-10 285 727
Summa	**75 182 711**

Styrelsen föreslår att medlen disponeras enligt följande (kr):

Balanseras i ny räkning	75 182 711
Summa	**75 182 711**

Not 26. Upplysningar om aktiekapital m.m.

	2022-12-31	2021-12-31
B-aktier		
Kvotvärde per aktieslag	100,00	100,00
Antal aktier	1 000	1 000

Not 27. Periodiseringsfonder

	2022-12-31	2021-12-31
Periodiseringsfond avsatt 2016	0	3 500 000
Periodiseringsfond avsatt 2017	0	2 200 000
Periodiseringsfond avsatt 2018	0	3 500 000
Periodiseringsfond avsatt 2020	0	3 750 000
Periodiseringsfond avsatt 2021	0	3 400 000
Summa	**0**	**16 350 000**

Not 28. Långfristiga skulder som förfaller till betalning

	2022-12-31	2021-12-31
Belopp som förfaller senare än fem år efter balansdagen		
Skulder till koncernföretag	712 681 916	685 738 880

Not 29. Upplupna kostnader och förutbetalda intäkter

	2022-12-31	2021-12-31
Upplupna löner	787 056	1 416 000
Upplupna semesterlöner	2 905 786	5 352 575
Upplupna sociala avgifter	1 149 633	2 108 074
Förutbetalda intäkter	4 321 820	0
Övriga upplupna kostnader	3 049 294	7 702 614
Summa	**12 213 589**	**16 579 263**

Not 30. Justering för poster som inte ingår i kassaflödet m.m.

	2022-12-31	2021-12-31
Avskrivningar och nedskrivningar	41 701 737	33 613 724
Realisationsresultat	248	3 016 064
Summa	**41 701 985**	**36 629 788**

Not 31. Sammansättning av likvida medel

	2022-12-31	2021-12-31
Kassamedel	33 413 704	12 672 765

Stockholm

Joris Van Rymenant
Joris Van Rymenant
Styrelseordförande
2023-05-25

Claes Lindholm
Claes Lindholm
Verkställande direktör
2023-05-25

Vår revisionsberättelse har lämnats 2023-05-26.

Ernst & Young Aktiebolag

Charlotte Holmstrand
Charlotte Holmstrand
Auktoriserad revisor

Revisionsberättelse

Till bolagsstämman i Destiny Sweden AB, org.nr 556377-2317

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Destiny Sweden AB för räkenskapsåret 2022-01-01 – 2022-12-31.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Destiny Sweden ABs finansiella ställning per den 31 december 2022 och av dess finansiella resultat och kassaflöde 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 Destiny Sweden 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 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 att årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller 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 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.
- 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 av Destiny Sweden AB för räkenskapsåret 2022-01-01 – 2022-12-31 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 Destiny Sweden 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 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. 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 revisioner 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.

Stockholm den 26 maj 2023

Ernst & Young AB

Charlotte Holmstrand

Charlotte Holmstrand
Auktoriserad revisor

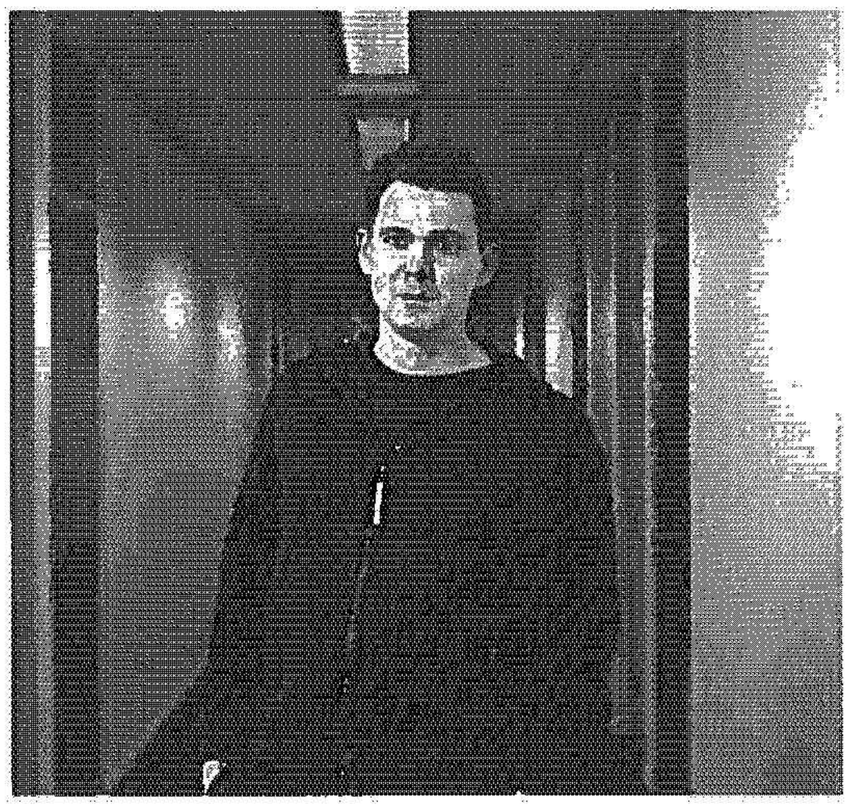


ANNUAL REPORT

dstny

In 2021, I formulated Dstny's ambition of becoming the European leader in cloud-based business communications. After a series of acquisitions in 2021, it was time to reflect on how far we've come and, more importantly, to think about "What's next and what's next after next". To truly bring our people together and create one brand, we started 2022 with a complete rebranding. Under the bonnet of the Dstny brand, we merged all the services and technologies into easily accessible value propositions for companies, partners, and service providers. At its core, Dstny is a software development company in business communications and an integrator of business communications software. It is our mission to make business communications across various channels as easy as possible for more than 3 million employees and customers of both SMEs and large corporations. By combining innovative technology with close relationships with partners and service providers, as well as strong local teams, Dstny can provide the best possible user experience and make the latest applications accessible to companies across Europe.

A renewed brand also requires creating brand awareness. As a fast-growing company, generating trust and building a strong brand are essential for Dstny. Moreover, it makes it easier to attract new customers, partners, M&A prospects, and talent. After careful consideration and analysis, we have come to an agreement to be the new head co-sponsor of the Belgian Lotto-Dstny cycling team. Because just like the Lotto cycling team, we believe in giving talent every opportunity, in the importance of a strong partner network, in diversity, and team spirit. We also share the ambition to play internationally from our Belgian roots. Dstny is the first Belgian Tech Scale-up to support a Belgian professional cycling team with a co-name sponsorship. I am very proud that Dstny is the new co-name sponsor of the Belgian UCI PRO team Lotto-Dstny. I also hope to be able to inspire the team, from our similar starting position as 'challenger' in the market, to think and act strategically, creatively and 'out of the box". I am convinced that by joining forces, we can both grow towards the next step in our development.



We have further spread our geographical presence and created revenue growth with a number of acquisitions. In March, we added Qunifi to our group, the leading UK-based Microsoft Teams integration specialist. The Call2Teams platform was 'born in the cloud,' just like us, and it's a state-of-the-art technology with a native integration, providing an incredible user experience. In May, we acquired Tactful AI, a technology start-up based in the UK and Egypt, that provides a cutting-edge intelligent customer experience platform. The acquisition extends our products portfolio and helps companies enhance customer engagement operations across modern digital and traditional voice channels. Furthermore, it grants us access to all local talent. Finally, in October, the Germany-based and cloud-native Easybell, a cloud communication challenger that provides Cloud PBX and VoIP telephony to B2B customers, joined our group. With their fully digital approach and a well-distributed network of 2,000 partners, we are not only adding Germany as a target market but also adding exceptional people and talents.

Our efforts don't go unnoticed in the market. As a business, we were recognized as Communications Innovator of the Year by Belgium's most important technology magazine DataNews and we were one of the finalists of the EY Enterprise of the Year awards. With Dstny Automate (formerly Qunifi), with its Call2Teams solution, being declared the winner of the Best SaaS Product for Communication, Collaboration or Conferencing in the international SaaS Awards and Dstny being recognized as a leading European UCaaS provider by Frost Radar, it's safe to say that we are claiming a spot in the European business communications market.

All of this would not be possible without our people. The new brand under which Dstny unifies more than ten brands in the group, also aims to create one team with a shared mission, purpose, and promise. Through integration, collaboration and our core values (innovation, commitment, CX-centered, respect and empowerment) we strive to unify all our people. We firmly believe that we are where we are today because of our people, who strive every day to make Dstny the European leader in cloud-based business communications. They are the reason for our growth, our established presence in 7 European countries and the market's recognition.

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Consolidated statement of profit or loss

in 000€	Notes	For the year ended December 31 2022	2021
Revenue	4.1	205 645	139 962
Cost of goods sold	4.2	(108 260)	(81 556)
Gross profit		**97 385**	**58 406**
General and administrative expenses	4.3	(34 147)	(24 903)
Sales and marketing expenses	4.4	(26 741)	(15 235)
Research and development expenses	4.5	(24 820)	(15 175)
Impairment losses	6	(9 761)	(13 798)
Other income (expenses)		(178)	229
Operating profit(loss) for the period		**1 738**	**(10 476)**
Financial income	4.7	907	45
Financial expense	4.7	(24 821)	(10 420)
Total financial result		**(23 914)**	**(10 375)**
Loss for the period before taxes		**(22 176)**	**(20 851)**
Income taxes	4.8	1 169	(1 702)
Loss for the period after taxes		**(21 007)**	**(22 553)**

The accompanying notes are an integral part of these consolidated financial statements

Consolidated statement of other comprehensive income

in 000€	For the year ended December 31 2022	2021
Net loss for the year	**(21 007)**	**(22 553)**
Other comprehensive loss		
Items that may be subsequently reclassified to profit or loss (net of tax)		
Foreign currency translation	(9 386)	(1 682)
Items that may not be subsequently reclassified to profit or loss (net of tax)		
Remeasurements of post-employment benefit obligations, net of tax	59	96
Other comprehensive loss, net of tax	**(9 327)**	**(1 586)**
Total comprehensive loss for the year, net of tax	**(30 334)**	**(24 139)**

The accompanying notes are an integral part of these consolidated financial statements

Consolidated statement of financial position

		As at December 31	
in 000€	Notes	2022	2021
Assets			
Goodwill	6	369 218	273 271
Intangible assets	7	224 315	174 657
Property, plant and equipment	8	12 535	7 264
Right-of-use assets	9	20 062	18 513
Other non-current assets		630	520
Deferred tax assets	4.8	3	276
Non-current assets		**626 763**	**474 501**
Inventories	10	3 849	2 095
Trade receivables	11	23 074	27 933
Other receivables	12	2 753	9 285
Cash and cash equivalents	13	27 045	20 990
Deferred charges and accrued income	14	9 477	7 762
Current assets		**66 198**	**68 065**
Total assets		**692 961**	**542 566**

in 000€	Notes	As at December 31 2022	2021
Liabilities			
Issued capital	15	371 179	270 537
Share based payment reserve	16	407	154
Other comprehensive loss reserve	15	(10 931)	(1 604)
Retained loss		(59 573)	(38 566)
Equity		**301 082**	**230 521**
Net employee defined benefit liabilities	17	2	88
Loans and borrowings	22	273 623	202 887
Lease liabilities	9	12 807	10 551
Deferred tax liabilities	4.8	50 490	39 343
Other non-current liabilities	15	2 942	2 817
Non-current liabilities		**339 864**	**255 686**
Loans and borrowings	22	179	196
Lease liabilities	9	7 451	8 146
Trade payables	18	21 843	26 762
Income tax liabilities	4.8	2 304	2 425
Payroll related liabilities	19	9 767	7 917
Other current liabilities	20	6 205	5 172
Accrued charges		379	682
Contract liabilities	21	3 887	5 059
Current liabilities		**52 015**	**56 359**
Total equity and liabilities		**692 961**	**542 566**

The accompanying notes are an integral part of these consolidated financial statements

Consolidated statement of changes in equity

in 000€	Note	Issued Capital	Share based payment reserve	Other comprehensive loss reserves	Retained loss	Total equity attributable to the parent
As at January 1, 2021		**122 036**	**-**	**(18)**	**(16 013)**	**106 005**
Net loss for the year		-	-	-	(22 553)	(22 553)
Other comprehensive loss for the year, net of income tax		-	-	(1 586)	-	(1 586)
Total comprehensive result for the year		-	-	*(1 586)*	*(22 553)*	*(24 139)*
Movement in share-based payment	16	-	154	-	-	154
Capital increase	15	148 501	-	-	-	148 501
As at December 31, 2021		**270 537**	**154**	**(1 604)**	**(38 566)**	**230 521**

in 000€	Note	Issued Capital	Share based payment reserve	Other comprehensive loss reserves	Retained loss	Total equity attributable to the parent
As at January 1, 2022		**270 537**	**154**	**(1 604)**	**(38 566)**	**230 521**
Net loss for the year		-	-	-	(21 007)	(21 007)
Other comprehensive loss for the year, net of income tax		-	-	(9 327)	-	(9 327)
Total comprehensive loss for the year		-	-	*(9 327)*	*(21 007)*	*(30 334)*
Movement in share-based payment	16	-	253	-	-	253
Capital increase	15	100 642	-	-	-	100 642
As at December 31, 2022		**371 179**	**407**	**(10 931)**	**(59 573)**	**301 082**

The accompanying notes are an integral part of these consolidated financial statements

Consolidated statement of cashflow

in 000€	Notes	For the year ended December 31 2022	2021
Loss of the period		(21 007)	(22 553)
Income taxes	4.8	(1 169)	1 702
Financial income	4.7	(907)	(45)
Financial expense	4.7	24 821	10 420
Depreciations of property, plant and equipment and right-of use assets	8,9	13 158	10 841
Amortization of intangible assets	7	22 103	13 469
Impairment losses on goodwill	6	9 761	13 798
Share-based payment transaction expense	16	253	154
(Decrease) / increase in net employee defined benefit liabilities		(26)	37
(Reversal of) Impairment losses on current assets		(69)	330
Loss / (gain) on disposal of property, plant and equipment		1 312	(11)
Other		4	(29)
Cash generated before changes in working capital		**48 234**	**28 113**
Increase in inventory		(1 484)	(1 149)
Decrease in trade and other receivables		10 775	4 652
Decrease in trade and other payables		(8 641)	(1 225)
Cash generated from changes in operations		**48 884**	**30 391**
Interests received		383	7
Income tax paid		(3 014)	(3 110)
Net cash from operating activities		**46 253**	**27 288**
Purchases of property, plant and equipment	8	(6 830)	(3 274)
Purchases of intangible assets	7	(11 696)	(5 589)
Purchases of intangible assets (asset deals)	7	(6 326)	–
Proceeds from disposal of (in)tangible fixed assets		30	70
Acquisition of subsidiaries, net of cash acquired	5	(146 020)	(213 473)
Prepayment for acquistion Techstep		–	(4 606)
Net cash used in investing activities		**(170 842)**	**(226 872)**

in 000€	Notes	For the year ended December 31 2022	2021
Payment of principal portion of lease liabilities	9	(9 635)	(7 910)
Repayment of financial liabilities		(576)	(13 873)
Proceeds from senior facility agreement	22	72 250	119 750
Interests paid		(16 645)	(9 991)
Proceeds from capital increase	15	87 232	123 790
Other financial costs (e.g. bank charges)		(109)	(108)
Transaction costs related to senior facility agreement	22	(1 358)	(2 928)
Net cash generated from financing activities		**131 159**	**208 730**
Movement in cash and cash equivalents		**6 570**	**9 146**
Cash and cash equivalents at beginning of period	13	20 990	11 895
Exchange rate differences on cash and cash equivalents		(515)	(51)
Cash and cash equivalents at end of period	13	27 045	20 990

The accompanying notes are an integral part of these consolidated financial statements

1. Corporate information

Destilink BV (hereinafter referred to as 'the Company') is a private company with limited liability under Belgian law with company registration number 0741.579.846. The Company has its registered office at Excelsiorlaan 89, 1930 Zaventem, Belgium. The Company was founded per January 13, 2020. The ultimate parent of the Company is APAX Partners.

The consolidated financial statements for the financial year ended December 31, 2022 include Destilink BV and its subsidiaries as listed in note 30 (hereinafter referred to collectively as "the Group", "Our" or "We").

The Group offers secure cloud communications solutions based on our powerful unified communication as a service offering and technology. The solution consists of a set of communication tools suitable for all type of businesses. Because of system's scalability, stability and our readiness to integrate, our services do meet the needs of all types of companies. The Group is active in Belgium, the Netherlands, France, Sweden, Denmark, Germany and the United Kingdom.

The Group has the ambition to become the European leader in Business Communications. In our industry it is crucial to be relevant today and more importantly, tomorrow. Our interactive tools are delivered as-a-service and bring people together across all communication channels (voice, video, chat, and others).

The consolidated financial statements were authorized for issue by the Board of Directors on September 28, 2023.

2. Significant accounting policies

2.1. Basis of preparation and going concern

Basis of preparation

The consolidated financial statements for the year ended December 31, 2022, of the Group have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union ("adopted IFRS") and interpretations issued by the IFRS Interpretations Committee applicable to companies reporting under IFRS.

The consolidated financial statements are presented in euros and all values are rounded to the nearest thousand (000€), except when otherwise indicated.

The preparation of consolidated financial statements in compliance with adopted IFRS requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the consolidated financial statements and their effect are disclosed in note 3.

The accounting policies have been applied consistently.

Going concern principle

The consolidated financial statements have been prepared on a going concern basis.

2.2. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at December 31, 2022 and 2021.

Subsidiaries are all entities (including structured entities) over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. They are deconsolidated from the date control ceases and the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, are derecognized while any resultant gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Group uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

2.3. Foreign currency translation

The consolidated financial statements are presented in euros, which is the Company's functional and presentation currency. For each subsidiary, the Company determines the functional currency. Items included in the financial statements of each subsidiary are measured using that functional currency.

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

On consolidation, the assets and liabilities of foreign operations are translated into euros at the rate of exchange prevailing at the reporting date and the statement of profit or loss is translated at the average rate of the year. The shareholders' equity is translated at historical exchange rates. The exchange differences arising on the translation are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in the statement of profit or loss.

The exchange rates used as part of the consolidation process are (note that the Group only has GBP entities as from 2022):

	As at December 31	
	2022	2021
EUR/DKK		
Average year rate	7,4377	7,4370
Closing rate	7,4365	7,4365
EUR/SEK		
Average year rate	10,9859	10,1485
Closing rate	11,1218	10,2503
EUR/GBP		
Average year rate	0,8695	0,0000
Closing rate	0,8869	0,0000

2.4. Revenue

The Group sells its unified communication platform and solution to its customers on a subscription basis which is billed on an annual or monthly basis. The payment terms are between 15 and 90 days. The consideration can be fixed or contain a fixed and variable portion.

The Group classifies its revenues in the following categories:

- **Monthly recurring revenue ("MRR")**: this includes revenue from the subscription rights sold related to internet connection, phone numbers, cloud access, licenses, call minutes, internet consumption, space or power consumed in the datacenter, and includes also maintenance and support under the active service level agreement ("SLA").
- **Monthly recurring consumables ("MRC")**: this includes revenue from call minutes, internet consumption, additional data or space or power consumed in the datacenter, fiber for the contracts which is invoiced based on consumption or additional consumption beyond the contractual agreed consumption.
- **Non-recurring revenue ("NRR")**: contracts with customers may include certain one-off revenue streams such as fees billed for installation, hardware sales, training, fees related to the porting of a number or number pad, billable support interventions, development support, perpetual licenses (invoiced as a one-off fee for right-to-use license) etc.

The Group assesses at contract inception the goods or services promised in a contract with a customer and identifies as performance obligation each promise to transfer to the customer either a good or service (or a bundle of) that is distinct, either a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer. In addition, a contract includes generally multiple performance obligations.

The timing of the revenue recognized for each of the revenue categories is as follows:

- MRR: multiple promises are made to subscription based customers which all have the same pattern of transfer to the customers. Therefore, subscription revenue is recognized over time at a fixed monthly amount.
- MRC: multiple promises are made to customers which are often distinct performance obligations. However, these are all invoiced consumption based at a contractually agreed unit price. As a result, revenue is recognized at a point in time when the performance obligation is met.
- NRR: at a point in time revenue recognition, i.e. when the performance obligation is fully delivered (i.e. acceptance form is signed). The amount invoiced is generally fixed and/or variable (e.g. development service based on time & material, not contractually covered support services, etc.). The NRR also contains promises made to customers which are not distinct from the underlying MRR performance obligation. This revenue is recognized over time. For example: development services which include significant integration and customization services in order to ensure the solution is working in accordance with the customer's contractual requirements.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The monthly revenue is in line with the monthly billing except in case of installation fees and development services offered which are not distinct. The latter are billed at once but are recognized as revenue in line with the MRR performance obligations. Contract liability in the form of deferred revenue is recognized in case the monthly billing relates to the next month or in case of installation and development fees billed which are recognized over the initial non-cancellable contract term.

When contracts include different performance obligations that are not substantially the same, the transaction price is allocated to the different performance obligations of the arrangements based on their relative stand-alone selling prices. Any discounts offered to customers are allocated over the distinct performance obligations.

The contracts do not contain (material) options for goods and services.

Cost to fulfill the contract are recognized in the same accounting period as the related revenue.

Cost to obtain the contract relates to partner commissions and are recognized in the same accounting period as the related revenue.

When another party is involved in providing goods or services to a customer, the Group assesses for each performance obligation whether the nature of its promise is to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent). When the Group acts as an agent only the net revenue (after deducting the costs) is recognized in revenue.

2.5. Business combinations and goodwill

Acquisitions of businesses are accounted using the acquisition method. The consideration transferred is measured at fair value, which is calculated as the sum of the acquisition date fair values of assets transferred, the liabilities incurred by the Group to the former owners of the acquiree, and the equity interests issued in exchange for control of the acquiree. Acquisition related costs are recognized as general and administrative expense in the periods the costs are incurred.

At acquisition date, the identifiable assets acquired and the liabilities assumed, are recognized at their fair value at that date. This includes a fair value for, if any, unrecognized assets and liabilities in the balance sheet of the acquiree. The main assets recognized concern technology and customer relations and/or licenses which were internally generated by the acquired companies.

When the consideration transferred by the Group in a business combination includes a contingent consideration, the contingent consideration is measured at its acquisition date fair value and is also included as a part of the consideration transferred in a business combination.

Goodwill is measured at cost, being the excess of the sum of the consideration transferred, the amount of non-controlling interests, if any, and the fair value of the previously held interest, if any, over the net fair value of identifiable assets, liabilities and contingent liabilities acquired in business combination.

Changes in the fair value of the contingent consideration included in the consideration transferred are adjusted retrospectively, with the corresponding adjustments against goodwill if the changes occur during the provisional purchase price allocation period (and when they relate to facts and circumstances existing at acquisition date). In all other cases changes are taken into equity or in profit or loss, depending whether the contingent consideration was classified as equity or not.

Goodwill is not amortized but is measured at cost less accumulated impairment losses. Goodwill is subject to an annual impairment test at the level of the cash generating unit to which it relates or whenever there is an indicator that the cash generating unit to which the goodwill has been allocated may be impaired. The Group allocates and

monitors the goodwill at the division level (mainly based on the active geographical markets) which is the cash generating unit level as this reflects the way the Group monitors the activities for internal management purposes. Goodwill has been allocated to each cash generating units based on the underlying budgeted performance metrics of the acquired entity or group to each cash generating units at the time of acquisition.

Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

2.6. Intangible assets

Intangible assets consist mainly of the internal development costs which have been capitalized, as well as a number of costs for purchased software and licenses. Intangible assets with a finite life acquired separately are measured at cost on initial recognition. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition.

The Group expenses research costs as incurred, but recognizes expenditures for developing software for internal use or as part of their unified communication as a service offering as intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

If the expenditure for development do not meet the criteria stated above, the expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets with a finite useful life are stated at cost less accumulated amortization and impairment losses. The residual value of such intangible assets is assumed to be zero. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized on a straight-line basis over the period of expected future benefit. Amortization is recorded in research and development expenses. During the period of development, the asset is tested for impairment annually.

The useful lives are assigned as follows:

Asset class	Useful lives (in years)
Total intangible assets	
Licenses	3-5
Development	5
Software	3-5

The amortization method and period for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

An intangible asset is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

2.7. Property, plant and equipment

Property, plant and equipment includes the equipment which is stored or installed at the customer premises, but is rented by the client. The PP&E are presented according to their nature and are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of additions and substantial improvements to property, plant and equipment is capitalized as a part of the larger asset. The cost of maintenance and repairs of property, plant and equipment is charged to the expense accounts when it does not extend the life of the asset or does not significantly increase its capacity to generate revenue.

An item of property, plant and equipment is derecognized upon disposal or when future economic benefits are no longer expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the book value of the asset) is included in profit or loss during the year in which the asset is derecognized.

Depreciation of an asset begins when the asset is ready for its intended use. Depreciation is calculated using the straight-line method over the estimated useful life of the asset.

The assets are assessed for impairment whenever there is an indication that the asset may be impaired. The impairment expense is recognized in the statement of profit or loss in the expense category that is consistent with the function of the asset.

The useful lives are assigned as follows:

Asset class	Useful lives (in years)
Total PPE	
Furniture	3-5
Vehicles	5
Equipment	3-5
Other tangible fixed assets	3-5

The majority of the other tangible assets are leasehold improvements. To consider that the useful life of a leasehold improvement under IFRS is determined as the shorter of the useful life stated in the table above and the term of the lease to which they correspond.

The asset's residual values, useful life and depreciation method are reviewed, and adjusted if appropriate, at each financial year-end.

2.8. Lease agreements

The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities representing obligations to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group has defined four major categories of leases:

- Buildings: mainly concern service activity (office and head office) leases;
- Datacenters: the Group rents a secured room including e.g. server racks, cooling, fire security and extinguisher, (but not e.g. server capacity);
- Vehicles: contains the lease of company vehicles;
- Fibers: the lease contracts for which the capacity portion of the fibers is physically distinct are included as lease contracts.

The useful lives are assigned as follows:

Asset class	Useful life (in years)
Total leases	
Buildings	30
Datacenters and fibers	20
Vehicles	5

Lease liabilities

The Group recognizes a lease liability measured at the present value of lease payments to be made over the lease term at the date the underlying asset is made available, i.e. at the commencement of the lease. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period in which the event or condition that triggers the payment occurs.

The Group systematically determines the lease term as the period during which leases cannot be cancelled, plus periods covered by any extension options that the lessee is reasonably certain to exercise and by any termination options that the lessee is reasonably certain not to exercise. Extension options frequently occur for the buildings, datacenters and fibers. It is determined on a lease-by-lease basis whether the option is reasonably certain or not. The likelihood for exercising the extension option is re-evaluated at each closing date.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate is determined as follows:

- For buildings the property yield (published by Cushman & Wakefield).
- For datacenters and fibers same discount rates as those determined for the buildings, taking into account they have similar characteristics (real estate, datacenters) and both are long term leases and immovable.
- For cars, the rate that a lessee would have paid to borrow money to purchase the type of asset being leased is used. A discount rate is determined per currency (i.e. EUR, DKK, SEK and GBP).

The applicable rate per contract further depends on the total expected term of a lease at its commencement date (new leases) or the total expected remaining lease term in case of a remeasurement of a lease.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced by the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment, but no impairment has been identified in the years 2022 and 2021.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to all of its leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office and other equipment that are considered of low value (i.e., below €5,000). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

2.9. Impairments of non-financial assets

At each reporting date, the Group assesses whether there is an indication that property, plant and equipment, right-of-use assets and intangible assets with a definite useful life may be impaired. If an indication of impairment exists, or at least annually when impairment test is required in case of intangible assets with an indefinite useful life or intangible assets not ready for use, the Group estimates the asset's recoverable amount. The recoverable amount of an asset is the higher of the assets or cash generating units (CGU) fair value less costs to sell and its value in use.

Goodwill is tested for impairment annually as at December 31 and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. The division, which coincides currently with a geographical region except for one CGU (D4SP), is the smallest identifiable group of assets that generates cash inflows and in that way the CGU is considered to be the division.

The recoverable amount is determined based on the value in use of the individual asset or the CGU or its fair value less cost to sell, if higher than value in use, when the asset or the business has been acquired close to end of the reporting period and there are no new facts and circumstances that would indicate that the fair value would have decreased compared to date of acquisition.

In assessing value in use, the estimated future pre-tax cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets and goodwill are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year. In case there is an impairment loss, this is recognized as a separate line item impairment loss in the statement of profit or loss.

Impairment losses to goodwill cannot be reversed. A previously recognized impairment loss for property, plant and equipment, right-of-use assets and an intangible asset is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceeds the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of profit or loss.

2.10. Inventory

Inventory consist of goods purchased for resale and are valued at the lower of cost and net realizable value. Cost is determined as the cost of purchase and is assigned by using the FIFO ("first-in-first-out") method. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.11. Financial assets

Financial assets include mainly non-current cash deposits, trade receivables, other receivables and cash and cash equivalents and are measured at amortized cost using the effective interest method, less impairment allowance. Interest income is recognized by applying the effective interest rate, except for short-term receivables when the effect of discounting is immaterial.

Derecognition

A financial asset is derecognized when the contractual rights to receive cash flows from the asset have expired or when the Group transferred its rights to receive cash flows and substantially all risks and rewards of ownership of the financial asset to another party.

Impairment of Financial Assets

For trade receivables and other receivables, the Group applies a simplified approach in calculating Expected Credit Losses ("ECL"). Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognized in the statement of profit or loss.

2.12. Financial liabilities

The financial liabilities include financial debts, derivative liabilities including a written put option on equity instruments, trade payables and other payables.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs and commitment fees.

Financial liabilities at amortized cost

Those financial liabilities, except for derivative liabilities, are measured at amortized cost using the effective interest rate method. Amortized cost is calculated by taking into account any discount or premium on acquisition and transaction fees or costs that are an integral part of the effective interest rate that are directly attributable to the financial liability. The effective interest rate amortization is included as financial cost in the consolidated statement of profit or loss. When the estimated contractual cash flows are modified, the entity recalculates the gross carrying amount of the financial liability as the present value of the modified cash flows discounted at the original effective interest rate. The difference between the recalculated carrying amount and the initial carrying amount is included in financial income/expense in the consolidated statement of profit or loss. Gains and losses are recognized in profit or loss when the liabilities are derecognized.

Financial liabilities at fair value with changes in fair value through profit and loss

The Group has derivative liabilities consisting of interest rate caps to hedge its contingency risk on the variable interest on certain financial debts, anti-dilutive rights issued to certain investors and a written put option on its own equity instruments. Those derivative financial instruments, except for the written put option, are initially recorded at fair value and derivative financial instruments are subsequently remeasured at their fair value with changes in fair value recorded in the statement of profit or loss under "Financial income/financial expenses". Any transactions costs incurred are immediately recognized in the consolidated statement of profit or loss.

The Group does not apply hedge accounting. The fair value of the Group's derivatives is not material.

Written put option on its own equity instruments

The written put option is initially recognized as a non-current financial liability at fair value against retained loss. The fair value is the present value of the expected redemption price. Any change in the expected redemption price or the derecognition of the financial liability upon non-exercise of the written put option at expiration date is recorded against retained loss. The impact of the remeasurement of the present value of the expected redemption price at each reporting date is included as financial cost in the consolidated statement of profit or loss.

Derecognition

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the statement of profit or loss.

2.13. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that the market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, minimizing the use of relevant unobservable inputs and maximizing the use of observable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted (unadjusted) market prices in active markets for identical assets or liabilities,
- Level 2: valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, and

- Level 3: valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.14. Cash and cash equivalents

The cash and cash equivalents mainly include cash and current bank or savings accounts and are carried at amortized cost. Cash equivalents can include deposits with a maturity of up to or less than three months.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash (and short-term deposits), as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.15. Equity instruments

Equity instruments issued by the Group consist of class A and B ordinary shares, class C preferred shares and class D ratchet shares and are recorded at fair value of the proceeds received, net of transaction costs.

2.16. Employee benefits

Short-Term Employee Benefits

The cost of the short-term and long-term employee benefits, such as salaries, pay for leavers, additional bonuses, medical plans and other contributions, are recognized during the period in which the employee renders the related services. The Group recognizes those costs only when it has a present legal or constructive obligation to make these payments and can make a reliable estimate of the liability.

Post-Employment Benefits

Post-employment benefits include pension and retirement benefits for employees, which are covered by contributions of the Group.

The Group has defined contribution plans in all countries. In Belgium, the Group has set up an additional pension plan for its employees, which in the view of the minimum legal returns guaranteed under such scheme, qualifies as defined benefit pension plan under IAS 19. Such pension scheme is treated in accordance with IAS 19 "Employee Benefits" as a defined benefit plan. For defined benefit plans, the amount recognized in the statement of financial position as a net liability (asset) corresponds to the difference between the present value of future obligations and the fair value of the plan assets.

The present value of the defined benefit obligation and the costs of current and past services are determined by using the "projected unit credit method" and actuarial valuations are performed at the end of each reporting period. The actuarial calculation method implies the use of actuarial assumptions by the Group, involving the discount rate, evolution of wages, employee turnover and mortality tables. These actuarial assumptions correspond to the best estimations of the variables that will determine the final cost of post-employment benefits. The discount rate reflects the rate of return on high quality corporate bonds with a term equal to the estimated duration of the post-employment benefits obligations. The actuarial calculations of post-employment obligations are performed by independent actuaries.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), is reflected immediately in the consolidated statement of financial position with a debit or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained loss and will not be reclassified to profit or loss in subsequent periods.

2.17. Share based payments

The Group has issued various stock option plans on class B ordinary shares and class D ratchet shares that qualify as an equity-settled compensation plan and that allow directors, self-employed service providers and certain key personnel of the Group to receive remuneration in the form of share-based payments. Each stock option plan give the beneficiaries the right to subscribe to one ordinary class B shares in case of the stock option plan and one class D ratchet share in case of the ratchet option plan. All plans have a variable vesting period whereby the options vest with one or more non-market vesting conditions are met.

The fair value of the employee services received in exchange for the grant of stock options is determined at the grant date at fair value estimated using a Monte Carlo simulation, considering the market vesting conditions and weighted with the probability of occurrence of an vesting triggering event within the contractual term of the plan.

The costs of equity-settled transactions are recognized in employee benefit expense, allocated to each of the functions in the consolidated statement of profit or loss. The total amount to be expensed over the vesting period, if any, with a corresponding increase in the « share-based payment reserve » within equity, is determined by reference to the fair value of the stock options or warrants granted, excluding the impact of any non-market vesting

conditions. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the entity's best estimate of the number of equity instruments that will ultimately vest. At each closing date, the entity revises its estimates of the number of stock options that are expected to become exercisable and the estimated vesting period. It recognizes the impact of the revision of original estimates, if any, in the statement of profit or loss, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital when the stock options or the warrants are exercised. When warrants granted under a share-based compensation plan are exercised or when they are not exercised and have expired, the amount previously recognized under the share-based payment reserve is reclassified to the caption retained loss, within equity.

2.18. Income taxes

Income taxes include current income tax and deferred income tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities. Tax rates and tax laws that are considered to determine the amount of tax assets or liabilities are those that are enacted or substantially enacted, at the reporting date.

The current income tax liability includes a liability for tax positions subject to uncertainty over income tax treatment when it is probable that an outflow of economic resources will occur. Measurement of the liability for tax positions subject to uncertainty over income tax treatment is based on either the most likely amount method or the expected value method based on the Group's best estimate of the underlying risk.

Deferred Income Tax

A deferred tax effect is booked for all temporary differences between the carrying amount of assets and liabilities in the consolidated balance sheet and their respective taxation bases at the reporting date.

Deferred tax assets are mainly associated to deductible temporary differences and unused tax losses carried forward and are only recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary difference or the unused tax losses can be utilized.

The carrying amount of the deferred tax assets is reviewed at each balance sheet date and is reduced to the extent where it is no longer probable that sufficient taxable profit will be available to allow all (or part of) the deferred income tax asset to be recovered. In case there are any unrecognized deferred income tax assets, they are reassessed at each balance sheet date and when it has become probable that future taxable profit will allow the deferred tax asset to be recovered, the remainder is recognized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset will be realized, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Changes in deferred tax assets and liabilities are recognized in profit or loss except to the extent that they relate to items recognized directly in other comprehensive income, in which case the tax effect is also recognized in the other comprehensive income section. Deferred tax assets and liabilities are only offset when there is a legally enforceable right to do so by offsetting the current tax assets against current tax liabilities (i.e. when they relate to income taxes from a single tax authority) and when the Group indeed intends to settle its current tax assets and liabilities on a net basis.

2.19. New and amended standards and interpretations applicable

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards and interpretations, if applicable, when they become effective.

- IFRS 17 Insurance Contracts (applicable for annual periods beginning on or after January 1, 2023)
- Amendments to IFRS 17 Insurance contracts: Initial Application of IFRS 17 and IFRS 9 – Comparative Information (applicable for annual periods beginning on or after January 1, 2023)
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (applicable for annual periods beginning on or after January 1, 2024 or later, but not yet endorsed in the EU)
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies (applicable for annual periods beginning on or after January 1, 2023)
- Amendment to IAS 1 Presentation of Financial Statements – Classification of Liabilities as Current or Non-current (the 2020 amendments and 2022 amendments), effective January 1, 2024

- Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (applicable for annual periods beginning on or after January 1, 2023)
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (applicable for annual periods beginning on or after January 1, 2023)
- Amendments to IAS 12 Income taxes: International Tax Reform – Pillar Two Model Rules (effective immediately but not yet endorsed in the EU – disclosures are required for annual periods beginning on or after January 1, 2023)
- Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback (applicable for annual periods beginning on or after January 1, 2024, but not yet endorsed in the EU)
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements (applicable for annual periods beginning on or after January 1, 2024, but not yet endorsed in the EU)

None of the IFRS standards issued, but not yet effective are expected to have a material impact on the Company's financials.

3. Critical accounting judgements and key sources of estimation uncertainty

In applying the Group's accounting policies, which are described in note 2, it is required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities (that are not always readily apparent from other sources). The estimates and related assumptions are based on historical experience and other factors that are considered to be relevant, but the actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting 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.

3.1. Critical judgements in applying the Group's accounting policies

The Group has identified the following critical judgements, apart from those involving estimations (which are presented separately below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

Revenue – Judgements in determining the (distinct) performance obligations

In determining the distinct performance obligations, the Group needs to make certain judgements on the relevance of the criteria such as significant integration activities or interdependency of the performance obligations with other performance obligations. In particular, management applied judgement in deciding which development promise to the customers should be identified as a separate performance obligation and if that promise is indeed also distinct within the context of the specific contract.

Leases – Determination whether fiber lease agreement is in scope of IFRS 16

The Group has applied judgement to determine whether a fiber lease agreement is in scope of IFRS 16 or not and more specifically whether the customer controls the fiber. In making this judgement, the Group needs to consider and evaluate the contractual facts and circumstances with the supplier and the customer.

3.2. Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Impairment of intangible assets and goodwill

Impairment tests for goodwill use the recoverable amounts of cash-generating units that are determined based on value-in use calculations. These calculations require the use of estimates, which mainly relate to future earnings, growth parameters, profitability and discount rates. During this exercise management will use the history of these parameters and make an expectation of how these parameters will evolve. A possible change in one or more parameters can lead to a significant change in the realizable value.

CGU – Sweden

For the Swedish CGU a perpetual growth rate of 0% would lead to an impairment charge of 7.780K €. A reduction of the annual revenue growth by 5% would lead to an impairment of 5.948K €. An increase of the discount rate by 1% would lead to an impairment charge of 3.426K €.

CGU – Germany

The German entities would have an impairment charge of 4.977K € if there would be a reduction of the annual revenue growth by 5%. An increase of the discount rate by 1% would lead to an impairment of 1.278K €. A perpetual growth rate of 0% would not lead to an impairment charge.

CGU - The Netherlands

A decrease in Dutch forecasted revenue by 5% would lead to an additional impairment of 1.861K € in 2022. An increase of the discount rate by 1% or a perpetual growth rate of 0% would not lead to an impairment charge in 2022.

CGU – Denmark

The Danish entities would have an impairment charge of 1.125K € if there would be a reduction of the annual revenue growth by 5%. A perpetual growth rate of 0% or an increase of the discount rate by 1% would not lead to an impairment charge.

The key assumptions used to estimate the recoverable amount for the different CGUs is further disclosed and explained in Note 6.

Business combinations

The accounting for business combinations is significant to the financial statements because of their effect on the goodwill and intangible assets, where the recognition criteria and fair value estimation of the identified intangibles is heavily dependent on the parameters used for the calculations. Business forecasting is an important process which is heavily dependent on several estimates such as macro-economic growth, product specific growth, inflation and discount rates. These estimations are complex and include risks which are not within the control of management. For material transactions the purchase price allocation may be adjusted up to a year after the transaction.

The fair value of the assets acquired, and liabilities assumed are further discussed and disclosed in Note 5.

Share based payments

The Group has several equity-settled share-based payment plans in place with vesting service conditions and non-market performance conditions but also market performance conditions and non-vesting conditions. In estimating the fair value of those share-based transactions requires determination of the most appropriate valuation model. Considering the market performance conditions and the non-vesting conditions, the Group determines that a Monte Carlo simulation model is the most appropriate valuation model to estimate the fair value.

In applying a Monte Carlo simulation model, the Group needs to determine the most appropriate inputs to the valuation model including the following parameters: share price, volatility, risk-free interest rate, expected term of the options, timing and probability of an EXIT event.

The assumptions and model used for estimating the fair value for the share-based payment plans is disclosed in Note 16.

Deferred tax asset recognized on losses carried forward

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which these unused tax losses can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. In making its judgment, management takes into account the estimated long term business strategy.

We refer to Note 4.8 for additional disclosures.

4. Income and expenses

4.1. Revenue

4.1.1. Revenue by revenue category

Disaggregated revenue by revenue category for the years ended December 31, 2022 compared to December 31, 2021:

	For the year ended December 31	
in 000€	**2022**	**2021**
Monthly recurring revenue (MRR)	163 735	102 929
Monthly recurring consumables (MRC)	22 375	22 650
Non-recurring revenue (NRR)	19 535	14 383
Total revenue	**205 645**	**139 962**

Total revenue generated by the Group increased by 46,9% from 139.962K € for the year ended December 31, 2021 to 205.645K € for the year ended December 31, 2022.

The total MRR revenue amounted to 163.735K € for the year ended December 31, 2022 (2021: 102.929K €), the total MRC revenue amounted to 22.375K € for the year ended December 31, 2022 (2021: 22.650K €) and the total NRR revenue amounted to 19.535K € for the year ended December 31, 2022 (2021: 14.383K €).

The increase in revenue can mainly be explained by the acquisition of new subsidiaries in 2022. On top of that there is also an organic growth in MRR revenue for an amount of 6.353K €.

The total MRR revenue consists of the following categories:

	For the year ended December 31	
in 000€	**2022**	**2021**
Bundled product offering	89 793	39 586
Internet access	18 218	14 562
Telephony & Mobile	39 588	23 492
UCaaS	6 388	12 937
Cloud access	4 894	8 273
Others	4 854	4 079
Total MRR revenue	**163 735**	**102 929**

NRR revenue consists of the following categories:

	For the year ended December 31	
in 000€	**2022**	**2021**
Business and business services	14 723	10 243
Business hardware	4 812	4 140
Total NRR revenue	**19 535**	**14 383**

Business and business services consist mainly out of installation costs which are charged to new clients.

Business hardware is related to the hardware equipment that is sold to the clients.

The Group does not disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied as revenue is recognized when the performance obligation is satisfied and the MRR consist of a series of similar performance obligations with each a very short duration.

4.1.2. Revenue by country

The disaggregated revenue by country for the years ended December 31, 2022 and 2021 is detailed in the table below:

	For the year ended December 31	
in 000€	**2022**	**2021**
Belgium	50 024	45 136
The Netherlands	32 628	29 972
France	55 929	40 468
Denmark	16 618	4 980
Sweden	39 275	19 406
United Kingdom	7 632	–
Germany	3 539	–
Total revenue	**205 645**	**139 962**

The Group's revenue in Belgium increased by 10,8% and amounted to 50.024K € for the year ended December 31, 2022 (2021: 45.136K €). The revenue in the Netherlands increased by 8,9%, from 29.972K € for the year ended December 31, 2021 to 32.628K € for the year ended December 31, 2022. The Group's revenue generated in France increased by 38,2% and amounted to 55.929K € for the year ended December 31, 2022 (2021: 40.468K €). The Group's revenue generated in Denmark increased by 234% and amounted to 16.618K € for the year ended December 31, 2022 (2021: 4.980K €). The Group's revenue generated in Sweden increased by 102% and amounted to 39.275K € for the year ended December 31, 2022 (2021: 19.406K €).

The increased revenue can be explained due to the acquisition of new subsidiaries in 2022. On top of that the increase in revenue in Denmark and Sweden is mainly because the revenue in the comparative year was generated over less than 12 months. There is also an organic growth in MRR revenue for an amount of 5.383K € in Belgium, 3.601K € in France and 500K € in the Netherlands and an organic decline for an amount of 2.261K € in Denmark and 870K € in Sweden.

For the year ended December 31, 2022, the Group started generating revenues in both Germany and the United Kingdom due to the recent acquisitions. The revenues amounted to 3.539K € and 7.632K € respectively. Both United Kingdom and Germany are new geographical area's entered into in 2022 (we refer to note 5).

Revenue generated in Belgium for the year ended December 31, 2022 is mainly driven by MRR for an amount of 44.672K €, of which 34.720K € (78%) is related to Bundled product offering and Telephony.

For the year ended December 31, 2022, the MRR revenue in France and in the Netherlands amounted to 41.359K € and 14.657 K€ respectively. The MRR revenue of both entities is, compared to the other geographical regions, more dispersed over the different products offered.

Revenue generated in Denmark and Sweden for the year ended December 31, 2022 is mainly driven by MRR for an amount of 13.600K € and 39.161K € respectively, all related to Bundled product offering and Telephony.

4.2. Cost of goods sold

Cost of goods sold includes the following selected information:

	For the year ended December 31	
in 000€	**2022**	**2021**
Cost of goods sold - MRR	37 971	25 193
Cost of goods sold - MRC	12 465	15 798
Cost of goods sold - NRR	16 728	11 520
Payroll expenses	19 260	13 354
Services and other goods	12 997	7 959
Depreciations and amortizations	8 694	7 547
Other	145	185
Total cost of goods sold	**108 260**	**81 556**

For the year ended December 31, 2022 total cost of goods sold increased by 26.704K € from 81.556K € for the year ended December 31, 2021 to 108.260K € for the year ended December 31, 2022.

Major increases are due to the expansion of the Group through business combinations, which caused more sales and therefore more cost of goods sold (14.653K €). The gross margin has increased from 41,7% to 47,4%. The margin on MRR did increase from 75,5% to 76,8%, the margin on MRC has increased from 30,3% to 44,3% while the margin on NRR has decreased from 19,9% to 14,4%.

Payroll expenses directly related to operational staff increased with 5.906K € due to acquisitions of subsidiaries during 2022, full year impact in 2022 of acquisition of subsidiaries during 2021 and a growth in number of FTE's. Furthermore, services and other goods increased by 5.038K €. For the year ended December 31, 2022, the largest amount in this category are the partners commissions amounting to 6.747K € (2021: 4.530K €). The depreciations and amortizations amount to 8.694K € for the year ended December 31, 2022 (2021: 7.547K €)

4.3. General and administrative expenses

The general and administrative expenses can be presented as follows:

	For the year ended December 31	
in 000€	**2022**	**2021**
Professional fees	7 206	7 698
Management fees	1 821	3 030
ICT services	528	392
Office expenses	584	430
Facilities	280	127
Payroll expenses	8 580	4 622
Depreciations and amortizations	13 440	7 707
Other	1 708	897
Total general and administrative expenses	**34 147**	**24 903**

Total general and administrative expenses, not directly attributable to sales, amounted to 34.147K € and increased by 9.244K € (37,1%) for the year ended December 31, 2022 compared to 24.903K € for the year ended December 31, 2021. This increase can be mainly attributed to increases in depreciations and amortizations (5.733K €), payroll expenses (3.958K €) and other expenses (811K €). Management fees have decreased by 1.209K €.

The professional fees consist out of consulting fees related to transaction costs and some legal fees, the management fees include the payments of the contractors working within the Group, payroll costs are related to salaries, social charges and fringe benefits of the employees. Depreciations and amortizations mainly consist out of amortizations of customer relations and amount to 10.820K € and 7.117K € for the years ended December 31, 2022 and 2021 respectively.

The increase of payroll expenses can be explained by the expansion of the Group through business combinations during 2022 and full year impact in 2022 of acquisition of subsidiaries during 2021. The decrease in management fees can be explained by optimization and integration of the management team. The increase in other is mainly due to increase in recruitment fees.

4.4. Sales and marketing expenses

	For the year ended December 31	
in 000€	**2022**	**2021**
Office expenses	222	595
Car expenses	510	298
Facilities	313	212
ICT services	1 025	618
Marketing	2 725	1 572
Subcontractors	1 149	722
Management fees	941	544
Payroll expenses	16 174	8 571
Depreciations and amortizations	2 541	1 565
Other	1 141	538
Total sales and marketing expenses	**26 741**	**15 235**

The above table shows the total sales and marketing expenses for the year ended December 31, 2022 (26.741K €) and for the year ended December 31, 2021 (15.235K €) which are related to the marketing volume expensed in order to sell the products and services of the Group.

The increase by 11.506K € can be mainly explained by the increase in payroll expenses (7.603K €), the increase in marketing expenses (1.153K €) and the increase in depreciations (976K €).

The increase is mainly due to an increase in FTE's and the expansion of the Group through business combinations during 2022 and full year impact in 2022 of acquisition of subsidiaries during 2021. There is a payroll expenses investment in sales organizations by expanding the sales department.

4.5. Research and development expenses

The research and development expenses can be presented as follows for the years ended December 31, 2022 and 2021 :

	For the year ended December 31	
in 000€	**2022**	**2021**
ICT services	1 669	802
Professional fees	471	735
Subcontractors	953	632
Management fees	1 010	481
Facilities	298	220
Payroll expenses	7 674	4 473
Depreciations and amortizations	10 586	7 491
Other	2 159	341
Total research and development expenses	**24 820**	**15 175**

Total research and development expenses increased by 9.645K € from 15.175K € for the year ended December 31, 2021 to 24.820K € for the year ended December 31, 2022.

The increase can be explained by the increase in payroll expenses (3.201K €), an increase in depreciations and amortizations (3.095K €), an increase in ICT services (867K €), an increase in management fees (529K €) and an increase in other expenses (1.818K €) mainly due to an increase in administrative expenses (1.323K €).

The increase is mainly due to an increase in FTE's and the expansion of the Group through business combinations during 2022 and full year impact in 2022 of acquisition of subsidiaries during 2021. There is also an investment in R&D department by hiring additional people. The largest components in depreciations and amortizations are development costs amortizations (8.477K €), software (590K €), and machinery and equipment depreciations (576K €).

4.6. Payroll expenses

	For the year ended December 31	
in 000€	**2022**	**2021**
Wages and salaries	32 958	19 161
Social security	9 204	5 902
Benefits	6 744	3 931
Commissions	1 119	721
Other	1 737	1 305
Total payroll expenses	**51 762**	**31 020**

Payroll expenses amounted to 51.762K € for the year ended December 31, 2022, compared to 31.020K € for the year ended December 31, 2021.

This increase in payroll expenses by 20.742K € can be mainly explained by an increase in wages and salaries (13.797K €), an increase in social security (3.302K €), an increase in benefits (2.813K €), an increase by commissions (398K €) and an increase by other salary expenses (432K €).

The increase is mainly due to the expansion of the Group by acquisitions of subsidiaries during 2022 and full year impact in 2022 of acquisitions of subsidiaries during 2021.

Social security contributions on wages and salaries amount to 27,9% and 30,8%%, respectively in 2022 and 2021. The benefits granted to employees are mainly composed out of the following amounts in 2022: 1.651K € holiday pay (2021: 477K €), 2.106K € defined contribution plans (2021: 919K €) and 1.145K € bonuses (2021: 1.111K €).

Commissions are the sales commissions paid to the sales staff.

Other expenses mainly contain other personnel costs amounting to 583K € (2021: 457K €), training expenses of 527K € (2021: 308K €), benefits in kind amounting to 276K € and severance payments of 156K € (2021: 241K €).

Geographically, the 2022 wages and salaries can be split as follows (Gross salaries are in 000€):

Country	Headcount YE2022	Gross salaries
Belgium	204	7.903
The Netherlands	126	4.754
France	194	6.806
Denmark	66	4.811
Sweden	170	6.959
Germany	74	358
United Kingdom	44	1.367
Total	**878**	**32 958**

As at December 31, 2022, the Group had 878 employees (2021: 678).

4.7. Financial result

in 000€	For the year ended December 31 2022	2021
Foreign exchange gains	304	33
Other financial income	603	12
Financial income	**907**	**45**
Foreign exchange losses	8 022	144
Interest expense	16 645	9 991
Other financial expenses	154	285
Financial expense	**24 821**	**10 420**

Financial result mainly consists out of financial expenses for an amount of 24.821K € for the year ended December 31, 2022 (2021: 10.420K €).

The interest expense includes interest expense on leases for an amount of 492K € for the year ended December 31, 2022 (2021: 460K €). The remaining interest expense mainly includes the unitranche acquisition facility that has been concluded with Tikehau Investment Management. The cost has increased compared to the prior period as the principal amount of the loan has increased due to acquisitions of subsidiaries that have been done in 2022. The principal amount as at December 31, 2021 and 2022 amounted to respectively 202.610K € and 273.502K €.

For the year ended December 31, 2022, foreign exchange losses amount to 8.022K€, mainly due to revaluation of the Company's SEK balances. For the year ended December 31, 2021, the closing rate of EUR/SEK amounts 10,250, while as at December 31, 2022, the rate of EUR/SEK increased to 11,122 , resulting in unrealized exchange losses on the SEK balances.

4.8. Income taxes and deferred taxes

The major components of income tax expense for the year ended December 31, 2022 and 2021 are as follows:

in 000€	For the year ended December 31 2022	2021
Consolidated statement of profit or loss		
Current income tax:		
Current income tax for the year	3 701	2 817
Deferred income tax:		
Relating to origination and reversal of temporary differences and tax losses	(4 870)	(1 115)
Income tax (income)/expense reported in the consolidated statement of profit or loss	**(1 169)**	**1 702**
Consolidated statement of other comprehensive income		
Deferred tax related to items recognized in OCI during the year:		
Remeasurement deferred tax gain (loss) on actuarial gains and losses	20	32
Deferred tax charged to OCI	**20**	**32**

The income tax expense can be reconciled to the Group's weighted average tax rate as follows:

in 000€	For the year ended December 31 2022	2021
Loss for the period before taxes	(22.176)	(20.851)
Weighted average group tax rate	24,32%	23,00%
Theoretical tax at weighted average tax rate	5.393	4.795
Disallowed expenses	(868)	(655)
Non-tax deductible impairment loss	(2.518)	(3.006)
(Non-recognition of deferred tax on current year losses)/Recognition of deferred taxes on previous year losses	(712)	(1.988)
(Non-recognition of deferred tax on dividend tax credit carryforward)/Recognition of deferred tax on dividend tax credit carryforward previous years	254	(295)
Other	(380)	(553)
Total tax income/(expense)	**1.169**	**(1.702)**

The Group has tax carryforwards in Belgium, France, the Netherlands, Denmark, Germany and the United Kingdom. The tax carryforwards do not have an expiration date.

The table below presents the total tax carryforwards by nature:

in 000€	For the year ending December 31 2022	2021
Tax loss carryforwards	23.906	20.627
Other tax carryforwards	3.806	2.239
Total tax carryforwards	**27.712**	**22.866**
of which recognized as deferred tax asset	7.121	1.435
of which not recognized	20.591	21.431

The Group has recognized a deferred tax asset on those tax carryforwards for which there is either the availability of sufficient relevant taxable temporary differences or sufficient evidence is available that the related entity will generate sufficient taxable income (based on budgets) to recuperate the tax carryforwards in the next 5 years. The Group has not recognized deferred tax assets in several subsidiaries as those subsidiaries are not expected to generate significant taxable profits in the near future. If the Group would recognize a deferred tax asset on those tax carryforwards, the deferred tax asset would increase by 5.138K € (2021: 5.311K €).

The Group has tax carrybackwards in the Netherlands and Sweden. The tax carrybackwards do not have an expiration date.

The table below presents the total tax carrybackwards by nature:

in 000€	For the year ended December 31 2022	2021
Tax profit carrybackwards	2.787	–
of which recognized as deferred tax liability	2.787	–
of which not recognized	–	–

Deferred tax assets and liabilities are detailed below for the years ended December 31, 2022 and 2021:

	Assets		Liabilities		Total	
in 000€	2022	2021	2022	2021	2022	2021
Goodwill	439	324	–	–	439	324
Intangible assets	–	–	(51.082)	(38.145)	(51.082)	(38.145)
Property, plant & equipment	–	40	(62)	–	(62)	40
Right-of-use assets	–	–	(4.932)	(4.307)	(4.932)	(4.307)
Financial fixed assets	–	–	–	(391)	–	(391)
Trade & other receivables	76	162	(4)	–	72	162
Deferred charges	290	–	–	(221)	290	(221)
Retirement benefit obligations	1	22	–	–	1	22
Other loans	–	51	(1.749)	(1.467)	(1.749)	(1.416)
Lease liabilities	5.005	4.385	–	–	5.005	4.385
Trade & other payables	75	58	–	–	75	58
Accruals & deferred income	378	440	–	–	378	440
Tax losses carry forward	1.778	347	–	–	1.778	347
Other	–	7	(700)	(372)	(700)	(365)
Netting	(8.039)	(5.560)	8.039	5.560	–	–
Total	**3**	**276**	**(50.490)**	**(39.343)**	**(50.487)**	**(39.067)**

Deferred tax expense is detailed below for the years ended December 31, 2022 and 2021:

	Consolidated statement of profit or loss	
in 000€	2022	2021
Goodwill	(120)	963
Intangible assets	(3.286)	(2.692)
Property, plant & equipment	33	(9)
Right-of-use assets	55	326
Financial fixed assets	(363)	392
Trade & other receivables	63	(171)
Deferred charges	(515)	(217)
Retirement benefit obligations	2	(9)
Other loans	336	722
Lease liabilities	(51)	(359)
Trade & other payables	(18)	223
Accruals & deferred income	62	(228)
Tax losses carry forward	(1.435)	(56)
Other	367	–
Total	**(4.870)**	**(1.115)**

5. Business combinations

The business combinations during 2021 and 2022 are discussed below.

Fair value of the intangibles identified has been measured using the multi-period excess earnings method for customer relationships and the royalty relief method for technology using assumptions such as discount rate, upsell rate, churn rate and royalty rate.

The fair value of the trade and other receivables is included in the tables below and equals its gross amounts receivable. At the acquisition date the best estimate of the contractual cash flows not expected to be collected is calculated.

The Group measured lease liabilities at the present value of the remaining lease payments as if the acquired lease were a new lease at the date of acquisition. The right-of-use assets are measured at the same amount as the lease liability.

The fair values of the consideration in shares have been estimated based on the fair value per share as applied in the related capital increases in kind. We refer to note 15 for more information.

The goodwill realized by each of the business combinations can be explained by the following factors:

- Significant synergies to be realized by the Group through the acquisitions by improving the B2B presence of the Group, headcount and G&A optimization and other synergies.
- The value of the trained and knowledgeable workforce of the acquired entities.
- The impact of the business acquired beyond the useful life of the intangible acquired (between 5 and 10 years).
- Other intangible assets not identified under IFRS 3, such as market positioning and market share, economies of scale, operational excellence (e.g. best practices in product development, quality management and operations, etc.), which are considered important in these business combinations.

5.1. Business combinations in 2021

The table below presents the fair value of the identified assets and liabilities assumed as at acquisition date:

in 000€	Faqbot SA	Alliantel SAS	Destiny France Entreprises Group	Destiny Sweden AB Group	Destiny for Service Providers AB Group	Destiny A/S Group	Ulysse SA	Stuart
Intangible assets	117	4 130	9 293	52 599	23 705	16 552	1 124	726
Property, plant and equipment	1	16	544	583	95	115	168	259
Right-of-use assets	–	163	296	2 846	–	687	518	–
Other non-current assets	29	–	–	–	–	–	–	–
Deferred tax assets	3	10	48	87	–	41	6	–
Non-current assets	**150**	**4 319**	**10 181**	**56 115**	**23 800**	**17 395**	**1 816**	**985**
Inventories	–	10	135	4	–	150	14	–
Trade receivables	1	948	967	11 252	3 209	2 415	320	–
Other receivables	2	–	187	2 835	2 894	938	36	–
Cash and cash equivalents	89	3 186	3 131	7 094	454	222	454	–
Deferred charges and accrued income	–	13	85	3 540	38	1 966	27	–
Current assets	**92**	**4 157**	**4 505**	**24 725**	**6 595**	**5 691**	**851**	**–**
Total assets	**242**	**8 476**	**14 686**	**80 840**	**30 395**	**23 086**	**2 667**	**985**
Financial liabilities	–	1 532	196	8 277	1 863	–	–	–
Lease liabilities	–	128	136	2 252	–	382	449	–
Deferred tax liabilities	29	1 067	2 382	9 290	4 883	4 216	281	40
Non-current liabilities	**29**	**2 727**	**2 714**	**19 819**	**6 746**	**4 598**	**730**	**40**
Financial liabilities	–	–	–	1 872	–	806	–	–
Lease liabilities	–	34	159	703	–	305	86	–
Trade payables	3	741	1 441	12 098	123	1 304	306	–
Income tax liabilities	–	272	59	123	–	336	15	–
Payroll related liabilities	–	149	375	1 546	1 218	852	42	–
Other current liabilities	–	406	353	2 430	524	1 535	37	–
Accrued charges and deferred income	19	–	–	–	2	3	–	–
Contract liabilities	–	–	–	896	825	2 020	9	–
Current liabilities	**22**	**1 602**	**2 387**	**19 668**	**2 692**	**7 161**	**495**	**–**
Total liabilities	**51**	**4 329**	**5 101**	**39 487**	**9 438**	**11 759**	**1 225**	**40**
Total identified assets and liabilities	**191**	**4 147**	**9 585**	**41 353**	**20 957**	**11 327**	**1 442**	**945**
Goodwill	559	7 203	12 270	82 344	31 806	23 915	1 420	3 055
Fair value of consideration	**750**	**11 350**	**21 855**	**123 697**	**52 763**	**35 242**	**2 862**	**4 000**
of which								
Paid consideration in shares	–	750	8 316	7 846	–	7 000	800	–
Paid consideration in cash	750	10 600	13 539	115 851	52 763	28 242	1 858	4 000
Consideration due	–	–	–	–	–	–	204	–

The total cash-out flows on business combinations can be summarized as below:

in 000€	Faqbot SA	Alliantel SAS	Destiny France Entreprises Group	Destiny Sweden AB Group	Destiny for Service Providers AB Group	Destiny A/S Group	Ulysse SA	Stuart
Paid consideration in cash	750	10 600	13 539	115 851	52 763	28 242	1 858	4 000
Acquired cash	(89)	(3 186)	(3 131)	(7 094)	(454)	(222)	(454)	–
Net outgoing cash flow	**661**	**7 414**	**10 408**	**108 757**	**52 309**	**28 020**	**1 404**	**4 000**

In the consolidated statement of cashflow, the total amount of "acquisition of subsidiaries, net of cash acquired" amounts to 213.473K € for year ended December 31, 2021. This amount includes the net outgoing cash flow as presented in the table above as well as an additional payment of 500K € relating to the acquisition of Hexacom Group in 2020. For the year ended December 31, 2021, a prepayment of 4.606K € was made relating to the acquisition of Techstep, which was finalized in 2022.

The amount of acquisition related costs recognized as general and administrative expenses for the year ended December 31, 2021 is 2.114K €.

Faqbot SA

The Group has acquired 100% of the shares of Faqbot SA on February 15, 2021. Faqbot SA provides an automated solution to companies (B2B) for all the frequently asked questions. It builds a chatbot engine with artificial intelligence that generates conversational flow and answers frequently asked questions by a company's clients, which reduces time spent by employees. The chatbot can be tailored into the specific needs of a client.

Upon closing, the Group has paid a consideration of 750K € in cash. The fair value of the assets and liabilities acquired amount to 191K €, resulting in a goodwill of 559K €.

The fair value of the intangible assets consist of customer relationships for an amount of 44K € and software for an amount of 73K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate of 5,53%
- Upsell rate of 12,3%
- Churn rate of 5,9%

The goodwill is not tax deductible.

Since acquisition date, Faqbot SA contributed 109K € to the consolidated revenue and -34K € to the consolidated net result in 2021. If the Group had already acquired control on January 1, 2021, the contribution of Faqbot SA to the consolidated revenue and consolidated net result would have been 118K € and -71K € respectively.

Alliantel SAS

The Group has acquired 100% of the shares of Alliantel SAS on February 15, 2021. Alliantel's core product focus is on the fixed and mobile telephony, internet and hosting segments. Other services include mainly domains, security, VPN etc.

Upon closing, the Group has transferred a total consideration of 11.350K €, of which 10.600K € in cash and 750K € in kind. The identifiable assets and liabilities acquired amount to 4.147K €, resulting in a goodwill of 7.203K €.

The fair value of the intangible assets consist of customer relationships for an amount of 4.130K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate of 5,53%
- Upsell rate of 12,3%
- Churn rate of 5,9%

The goodwill is not tax deductible.

Since acquisition date, the Alliantel SAS contributed 7.977K € to the consolidated revenue and 438K € to the consolidated net result in 2021. If the Group had already acquired control on January 1, 2021, the contribution of

Alliantel SAS to the consolidated revenue and consolidated net result would have been 9.547K € and 606K € respectively.

Destiny France Entreprises Group

The Group has acquired 100% of the shares of Destiny France Entreprises Group (formerly: IPLine Group; i.e. IPLine and its subsidiary MSLine) on July 8, 2021. Its services and technology are focused on IP telephony, data hosting, Internet connectivity and network security.

Upon closing, the Group has transferred a total consideration of 21.855K €, of which 13.539K € in cash and 8.316K € in kind. The identifiable assets and liabilities acquired amount to 9.585K €, resulting in a goodwill of 12.270K €.

The fair value of the intangible assets consist of customer relationships for an amount of 9.293K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate of 5,53%
- Upsell rate of 12,3%
- Churn rate of 5,9%

The goodwill is not tax deductible.

Since acquisition date, Destiny France Entreprises Group contributed 6.828K € to the consolidated revenue and 908K € to the consolidated net result in 2021. If the Group had already acquired control on January 1, 2021, the contribution of Destiny France Entreprises Group to the consolidated revenue and consolidated net result would have been 17.104K € and 1.628K € respectively.

Destiny Sweden AB Group

The Group has acquired 100% of the shares of the Destiny Sweden AB Group, formerly Soluno Group (i.e. Destiny Sweden Service Center AB, formerly Soluno BC Holding AB, and its subsidiaries Soluno BC AB, Soluno Communications AB and Destiny for Service Providers BV, formerly CallHosted B.V.) on July 8, 2021. It provides mobile and cloud-based telecommunications services to SMEs and large companies.

Upon closing, the Group has transferred a total consideration of 123.697K €, of which 115.851K € in cash and 7.846K € in kind. The identifiable assets and liabilities acquired amount to 41.353K €, resulting in a goodwill of 82.344K €.

The fair value of the intangible assets consist of customer relationships for an amount of 40.791K € and software for an amount of 11.808K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate of 5,53%
- Upsell rate of 12,3%
- Churn rate of 5,9%

The goodwill is not tax deductible.

Since acquisition date, the Destiny Sweden AB Group contributed 17.730K € to the consolidated revenue and -1.196K € to the consolidated net result in 2021. If the Group had already acquired control on January 1, 2021, the contribution of the Destiny Sweden AB Group to the consolidated revenue and consolidated net result would have been 35.145K € and -507K € respectively.

Destiny for Service Providers AB Group

The Group has acquired 100% of the shares of the Destiny for Service Providers AB Group (formerly: Telepo Group) (i.e. Telepo Holding AB including its subsidiary Mitel communications AB) on July 19, 2021. It provides software communication solutions to service providers who in turn deliver these to end users. It uses two revenue models: perpetual licenses and Software as a Service (SaaS). Management intends to introduce a Platform as a Software (PAAS) revenue model after the transaction.

Upon closing, the Group has paid a consideration of 52.763K € in cash. The identifiable assets and liabilities acquired amount to 20.957K €, resulting in a goodwill of 31.806K €.

The fair value of the intangible assets consists of customer relationships for an amount of 12.997K € and software for an amount of 10.708K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate of 5,53%
- Upsell rate of 12,3%

- Churn rate of 5,9%

The goodwill is not tax deductible.

Since acquisition date, the Destiny for Service Providers AB Group contributed 5.843K € to the consolidated revenue and 940K € to the consolidated net result in 2021. If the Group had already acquired control on January 1, 2021, the contribution of the Destiny for Service Providers AB Group to the consolidated revenue and consolidated net result would have been 6.629K € and 1.541K € respectively.

Destiny A/S Group

The Group has acquired 100% of the shares of the Destiny A/S Group (formerly: IPVision Group, i.e. holding IPVision A/S including its subsidiaries Sealink Technology ApS and Voicelink ApS) on September 1, 2021. It provides mobile telecommunication solutions to SME's and large companies (B2B). As of August 2021, it will implement a new billing, sales and process management system from BPM Micro.

Upon closing, the Group has transferred a total consideration of 35.242K €, of which 28.242K € in cash and 7.000K € in kind. The identifiable assets and liabilities acquired amount to 11.327K €, resulting in a goodwill of 23.915K €.

The fair value of the intangible assets consists of customer relationships for an amount of 11.273K € and software for an amount of 5.279K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate of 5,53%
- Upsell rate of 12,3%
- Churn rate of 5,9%

The goodwill is not tax deductible.

Since acquisition date, the Destiny A/S Group contributed 4.980K € to the consolidated revenue and -14.585K € to the consolidated net result in 2021. If the Group had already acquired control on January 1, 2021, the contribution to the consolidated revenue and consolidated net result would have been 7.809K € and -14.291K € respectively.

Ulysse SA

The Group has acquired 100% of the shares of Ulysse SA on February 5, 2021. Its services and technology are focused on network connectivity, cloud services, telephony, support and consultancy and web development.

Upon closing, the Group has transferred a total consideration of 2.862K €, of which 1.858K € in cash and 800K € in kind. The Group estimates that it will have to pay an additional cash consideration of 204K € based on variable targets as agreed in the Share Purchase Agreements. The identifiable assets and liabilities acquired amount to 1.442K €, resulting in a goodwill of 1.420K €.

The fair value of the intangible assets consists of customer relationships for an amount of 1.124K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate of 5,53%
- Upsell rate of 12,3%
- Churn rate of 5,9%

The goodwill is not tax deductible.

Since acquisition date, Ulysse SA contributed 2.803K € to the consolidated revenue and 212K € to the consolidated net result in 2021. If the Group had already acquired control on January 1, 2021, the contribution of Ulysse SA to the consolidated revenue and consolidated net result would have been 3.027K € and 224K € respectively.

Stuart

The Group has acquired 100% of the shares of Ulysse SA on February 5, 2021. Its services and technology are focused on network connectivity, cloud services, telephony, support and consultancy and web development.

Upon closing, the Group has transferred a total consideration of 2.862K €, of which 1.858K € in cash and 800K € in kind. The Group estimates that it will have to pay an additional cash consideration of 204K € based on variable targets as agreed in the Share Purchase Agreements. The identifiable assets and liabilities acquired amount to 1.442K €, resulting in a goodwill of 1.420K €.

The fair value of the intangible assets consists of customer relationships for an amount of 1.124K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate of 5,53%
- Upsell rate of 12,3%
- Churn rate of 5,9%

The goodwill is not tax deductible.

Since acquisition date, Ulysse SA contributed 2.803K € to the consolidated revenue and 212K € to the consolidated net result in 2021. If the Group had already acquired control on January 1, 2021, the contribution of Ulysse SA to the consolidated revenue and consolidated net result would have been 3.027K € and 224K € respectively.

5.2. Business combinations in 2022

The table below presents the fair value of the identified assets and liabilities assumed as at acquisition date:

in 000€	Destiny Analytics AB	Tactful Ltd	Destiny Automate Ltd	Easybell GmbH	Total
Intangible assets	5.487	2.072	12.480	42.031	62.070
Property, plant and equipment	–	–	17	1.952	1.969
Right-of-use assets	67	–	–	1.961	2.028
Deferred tax assets	–	–	–	116	116
Non-current assets	**5 554**	**2 072**	**12 497**	**46 060**	**66.183**
Inventories	–	–	–	292	292
Trade receivables	284	18	1.037	900	2.239
Other receivables	1	1	–	3.389	3.391
Cash and cash equivalents	668	8	252	4.103	5.031
Deferred charges and accrued income	79	–	19	163	261
Current assets	**1 032**	**27**	**1 308**	**8 847**	**11.214**
Total assets	**6 586**	**2 099**	**13 805**	**54 907**	**77.397**
Financial liabilities	–	–	418	–	418
Lease liabilities	40	–	–	1.643	1.683
Deferred tax liabilities	1.130	518	3.120	12.651	17.419
Non-current liabilities	**1 170**	**518**	**3 538**	**14 294**	**19.520**
Lease liabilities	27	–	–	318	345
Trade payables	29	22	91	1.662	1.804
Income tax liabilities	53	94	15	1.496	1.658
Payroll related liabilities	152	–	93	3.385	3.630
Other current liabilities	1	448	314	227	990
Contract liabilities	–	–	13	1.595	1.608
Current liabilities	**262**	**564**	**526**	**8.683**	**10.035**
Total liabilities	**1 432**	**1 082**	**4 064**	**22 977**	**29.555**
Total identified assets and liabilities	**5.154**	**1.017**	**9.741**	**31.930**	**47.842**
Goodwill	4.856	1.111	25.856	84.676	116.499
Fair value of consideration	**10 010**	**2 128**	**35 597**	**116 606**	**164.341**
of which					
Paid consideration in shares	–	1.486	8.924	3.000	13.410
Paid consideration in cash	10.010	642	26.673	113.606	150.931

The total cash-out flows on business combinations can be summarized as below:

in 000€	Destiny Analytics AB	Tactful Ltd	Destiny Automate Ltd	Easybell GmbH	Total
Paid consideration in cash	10.010	642	26.673	113.606	150.931
Acquired cash	(668)	(8)	(252)	(4 103)	(5 031)
Net outgoing cash flow	**9.342**	**634**	**26.421**	**109.503**	**145.900**

In the consolidated statement of cashflow, the total amount of "acquisition of subsidiaries, net of cash acquired" amounts to 146.020K € for year ended December 31, 2022. This amount includes the net outgoing cash flow as presented in the table above as well as an additional payment of 120K € relating to the acquisition of Ulysse SA in 2021.

The amount of acquisition related costs recognized as general and administrative expenses for the year ended December 31, 2022 is 978K €.

Destiny Analytics AB

The Group has acquired 100% of the shares Destiny Analytics AB on January 05, 2022. Destiny Analytics AB provides web-based analytics and reporting platforms for communication service providers. The platforms collect data from well-known communication solutions and provides customers insights in their internal and external communication. The platforms can be integrated to commonly used communication platforms such as Microsoft Teams.

Upon closing, the Group has paid a consideration of 10.010K € in cash. The fair value of the net identified assets and liabilities acquired amount to 5.154K €, resulting in a goodwill of 4.856K €.

The fair value of the intangible assets consists of customer relationships for an amount of 4.656K € and technology for an amount of 831K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate for customer relationships of 11,33%
- Discount rate for developed software of 12,33%
- Upsell rate of 4%
- Churn rate of 3,8%
- Royalty rate of 10%

The goodwill is not tax deductible.

From the date of acquisition, Destiny Analytics AB contributed 1.610K € of revenue and 599k € to consolidated net result of the Group for the year ended December 31, 2022.

Tactful Ltd

The Group has acquired 100% of the shares of Tactful Ltd on May 20, 2022. Tactful is an early-stage technology start up Its current focus is product market fit and product-distribution-channel-fit. Current clients of Tactful are mainly based in the Middle East and Africa.

Upon closing, the Group has paid a consideration of 2.128K € of which 642K € paid in cash and 1.486K € in shares. The fair value of the net identified assets and liabilities acquired amount to 1.017K €, resulting in a goodwill recognized 1.111K €.

The fair value of the intangible assets consists of technology for an amount of 2.072K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market. Valuation is based on historical replacement cost method for acquiring the technology.

The goodwill is not tax deductible.

From the date of acquisition, Tactful Ltd contributed 31K € of revenue and negative 1.011K € to consolidated net result of the Group for the year ended December 31, 2022. If the combination had taken place at the beginning of the year, revenue would have been 69K € and consolidated net result for the Group would have been negative 1.264K €.

Destiny Automate Ltd Group

The Group has acquired 100% of the shares of Destiny Automate Ltd Group (i.e. Destiny UK Midco and Destiny UK Service Center Ltd.) on March 21, 2022. Destiny Automate Ltd Group composed of a holding entity (former Stone VP3 Ltd and an operating entity (former Qunifi Ltd). The operating entity, Qunifi Ltd provides a UCaaS solution "Call 2 Teams", which connects Microsoft Teams with existing telephony infrastructure.

Upon closing, the Group has paid a consideration of 35.597K € of which 26.673K € paid in cash and 8.924K € in shares. The fair value of the net identified assets and liabilities acquired amount to 9.741K €, resulting in a goodwill of 25.856K €.

The fair value of the intangible assets consists of customer relationships for an amount of 8.154K € and technology for an amount of 4.326K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate for customer relationships of 9,48%
- Discount rate for developed software of 14,48%
- Churn rate of 6,1%
- Royalty rate of 10%

The goodwill is not tax deductible.

From the date of acquisition, Destiny Automate Ltd Group contributed 7.601K € of revenue and 2.052K € to consolidated net result of the Group for the year ended December 31, 2022. If the combination had taken place at the beginning of the year, revenue would have been 12.229K € and consolidated net result for the Group would have been 3.422K €.

Easybell GmbH Group

The Group has acquired 100% of the shares of Easybell GmbH Group (i.e. Destiny DE SC GmbH (formerly: Consultist Gmbh), Easybell GmbH, Sparcall GmbH, Carrier-services GmbH and Init. Voice GmbH) on November 17, 2022. Easybell Group offers IP-based telecommunication solutions for Large and SME business clients (B2B segment) as well as residential clients (B2C segment), with the focus on SMEs. Key product offering of the Target consists of VoIP telephony including SIP Trunks and Cloud PBX solutions for B2B customers as well as broadband internet connections and VoIP telephony for residential clients.

Upon closing, the Group has paid a consideration of 116.606K € of which 113.606K € paid in cash and 3.000K € paid in shares. The fair value of the net identified assets and liabilities acquired amount to 31.930K €, resulting in a goodwill recognized for a total amount 84.676K €.

The fair value of the intangible assets of 42.031K € consists of customer relationships for an amount of 28.182K €, technology for an amount of 13.690K € and software for an amount of 159K €. The fair value methods for the intangible assets include significant inputs that are not observable in the market:

- Discount rate for customer relationships of 11,47%
- Discount rate for developed software of 16,47%
- Upsell rate of 5,6%
- Churn rate range between 13,3-15,2%
- Royalty rate of 10%

The goodwill is not tax deductible.

From the date of acquisition, Easybell GmbH Group contributed 3.539K € of revenue and 713K € to consolidated net result of the Group for the year ended December 31, 2022. If the combination had taken place at the beginning of the year, revenue would have been 28.855K € and consolidated net result for the Group would have been 2.927K €.

6. Goodwill

The Group monitors goodwill at the level of the divisions which are considered the cash generating units of the Group. The goodwill can be presented as follows per division:

	As at December 31	
in 000€	**2022**	**2021**
D4SP	40 818	39 685
Belgium	68 919	71 977
France	36 293	36 293
The Netherlands	24 213	33 974
Sweden	104 184	81 227
Denmark	10 115	10 115
Germany	84 676	–
Total	**369 218**	**273 271**

The movements in goodwill per cash generating unit can be explained as follows:

in 000€	**As at December 31, 2020**	**Transfers**	**Business Combinations**	**(Impairment)**	**CTA impact**	**As at December 31, 2021**
D4SP	7 320	-	32 365	-	-	39 685
Belgium	67 490	-	4 487	-	-	71 977
France	16 820	-	19 473	-	-	36 293
The Netherlands	33 974	-	-	-	-	33 974
Sweden	-	-	82 333	-	(1 106)	81 227
Denmark	-	-	23 914	(13 798)	(1)	10 115
Germany	-	-	-	-	-	-
Total	**125 604**	**-**	**162 572**	**(13 798)**	**(1 107)**	**273 271**

in 000€	**As at December 31, 2021**	**Transfers**	**Business Combinations**	**(Impairment)**	**CTA impact**	**As at December 31, 2022**
D4SP	39 685	(28 757)	31 823	-	(1 933)	40 818
Belgium	71 977	(3 058)	-	-	-	68 919
France	36 293	-	-	-	-	36 293
The Netherlands	33 974	-	-	(9 761)	-	24 213
Sweden	81 227	31 815	-	-	(8 858)	104 184
Denmark	10 115	-	-	-	-	10 115
Germany	-	-	84 676	-	-	84 676
Total	**273 271**	**-**	**116 499**	**(9 761)**	**(10 791)**	**369 218**

The increase of goodwill from 273.271K € in 2021 to 369.218K € in 2022, as detailed in the above table, can be further explained as follows:

- Transfers between CGU's:
    - Telepo Holding AB was transferred from CGU D4SP to CGU Sweden for an amount of 31.815K € due to merger between Telepo Holding AB and Destiny Sweden AB during 2022
    - Destiny Global Infra Services NV was transferred from CGU Belgium to CGU D4SP 3.058K € due to customer portfolio which was sold from Destiny Global Infra Services NV to Destiny NV in 2022.

- The business combinations in 2022 which are already described in note **5.1** amount to 116.499K €.
- An impairment of 9.761K € was recorded related to the CGU The Netherlands (see also further).
- The currency translation differences mainly related to the CGU's D4SP and Sweden, due to the exchange rate differences at the moment of acquisition versus year- end.

The movement of the net carrying value of the goodwill can be presented as follows:

	For the year ended December 31	
in 000€	2022	2021
Acquisition value		
As at January 1	**293 574**	**132 108**
Additions	116 499	162 572
Currency translations	(10 791)	(1 106)
As at December 31	**399 282**	**293 574**
Impairment losses		
As at January 1	**(20 303)**	**(6 504)**
Impairment losses	(9 761)	(13 798)
Currency translations	–	(1)
As at December 31	**(30 064)**	**(20 303)**
Carrying amount		
As at December 31	**369 218**	**273 271**

The additions during 2022 mainly relate to the acquisitions by the Group of the following companies:

- Destiny Analytics AB at January 5, 2022 (division D4SP)
- Destiny Automate Ltd Group at March 21, 2022 (division D4SP)
- Tactful Ltd at May 20, 2022 (division D4SP)
- Easybell GmbH Group at November 17, 2022 (division Germany)

6.1. Impairment on goodwill

The Group is testing goodwill allocated to each CGU for impairment on an annual basis each time at December 31.

The impairment model is based on a discounted cashflow model with cashflow projections from financial budgets covering a five-year period, in estimating the value in use for each CGU.

The table below summarized the key assumption applied when estimating the value of use:

in 000€	D4SP	Belgium	France	The Netherlands	Sweden	Denmark	Germany
2021 : Discount rate (pre-tax)	9,3%	7,5%	8,7%	8,7%	7,4%	9,3%	–
2022 : Discount rate (pre-tax)	23,9%	12,4%	21,9%	11,4%	10,0%	10,0%	21,9%
2021 : Perpetual growth rate	1,0%	1,0%	1,0%	0,7%	1,0%	1,0%	–
2022 : Perpetual growth rate	2,0%	2,0%	2,0%	2,0%	2,0%	2,0%	1,0%
2021 : Average revenue annual growth rate	18,2%	9,3%	15,3%	4,1%	10,8%	4,0%	–
2022 : Average revenue annual growth rate	24,2%	10,9%	15,2%	5,7%	9,7%	8,1%	17,5%

Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and is derived from its weighted average cost of capital (WACC). The overall market risk has increased from 2021 to 2022. On top of that an additional risk premium was added to reflect the challenging business plans. This explains the above variations in discount rate between both years.

Average revenue annual growth rate are based on the fact that acquisition through business combinations are an accelerator for the growth perspectives.

D4SP

The recoverable amount of the CGU "D4SP" is in 2022 significantly higher than the carrying value of the CGU. The headroom has further decreased. No reasonable change in the key assumptions would lead to an impairment of the CGU.

Belgium

The recoverable amount of the CGU "Belgium" is in 2022 higher than the carrying value of the CGU. The headroom has further decreased. No reasonable change in the key assumptions would lead to an impairment of the CGU.

France

The recoverable amount of the CGU "France" is in 2022 significantly higher than the carrying value of the CGU. The headroom has significantly decreased. No reasonable change in the key assumptions would lead to an impairment of the CGU.

The Netherlands

For CGU "The Netherlands" management has performed an impairment analysis whereby the value in use, based on a discounted cash flow analysis, resulted in a negative headroom of 9.761K € and consequently, the Group recorded an impairment charge for the same amount. A mature market in the Netherlands in combination with an expected revenue growth for CGU The Netherlands which is lower that the expect market growth in the sector led to an impairment in the CGU The Netherlands. After this impairment charge the headroom amounts to 223K €. A reduction of the annual revenue growth by 5% would lead to an additional impairment charge of 1 861K €. An increase of the discount rate by 1% or a perpetual growth rate of 0% would not lead to an additional impairment charge in 2022.

Sweden

The recoverable amount of the CGU "Sweden" is in 2022 higher than the carrying value of the CGU. The headroom has further decreased. An increase of the discount rate by 1% would lead to an impairment charge of 3.426K €. A reduction of the annual revenue growth by 5% would lead to an impairment charge of 5.948K €. A perpetual growth rate of 0% would lead to an impairment charge of 7.780K €.

Denmark

The recoverable amount of the CGU "Denmark" is in 2022 higher than the carrying value of the CGU. The headroom has increased. A reduction of the annual revenue growth by 5% would lead to an impairment charge of 1.125K €. An increase of the discount rate by 1% or a perpetual growth rate of 0% would not lead to an impairment charge of the Danish CGU in 2022.

Germany

The CGU "Germany" is new since November 2022 due to the acquisition of the Easybell GmbH Group. The recoverable amount is higher than the CGU's carrying value. An increase of the discount rate by 1% would lead to an impairment charge of 1.278K €. A reduction of the annual revenue growth by 5% would lead to an impairment charge of 4.977K €. A perpetual growth rate of 0% would not lead to an impairment charge in 2022.

7. Intangible assets

in 000€	Development costs	Concessions, patents, licenses	Software	Customer relations	Total
Acquisition value					
As at January 1, 2021	**14 370**	**36**	**265**	**66 564**	**81 235**
Business combinations	27 867	–	67	80 312	108 246
Additions	4 448	129	1 012	–	5 589
Disposals	(178)	–	(15)	–	(193)
Currency translation	(166)	(1)	(7)	(551)	(725)
As at December 31, 2021	**46 341**	**164**	**1 322**	**146 325**	**194 152**
Business combinations	20 919	23	309	40 993	62 244
Additions	10 992	359	345	6 326	18 022
Disposals	(1 829)	–	(11)	–	(1 840)
Transfers	827	–	(648)	–	179
Currency translation	(2 322)	(11)	(47)	(5 064)	(7 444)
As at December 31, 2022	**74 928**	**535**	**1 270**	**188 580**	**265 313**
Amortization					–
As at January 1, 2021	**(2 414)**	**(3)**	**(23)**	**(3 821)**	**(6 261)**
Amortization	(6 208)	(1)	(130)	(7 130)	(13 469)
Disposals	178	–	15	–	193
Currency translation	23	–	–	19	42
As at December 31, 2021	**(8 421)**	**(4)**	**(138)**	**(10 932)**	**(19 495)**
Business combinations	–	(18)	(156)	–	(174)
Amortization	(11 056)	(85)	(142)	(10 820)	(22 103)
Disposals	522	–	4	–	526
Transfers	(178)	–	(31)	–	(209)
Currency translation	261	(1)	–	197	457
As at December 31, 2022	**(18 872)**	**(108)**	**(463)**	**(21 555)**	**(40 998)**
Net carrying value					
As at December 31, 2021	37 920	160	1 184	135 393	174 657
As at December 31, 2022	56 056	427	807	167 025	224 315

Intangible assets, other than goodwill, have a net carrying value of 224.315K € as at December 31, 2022 and a net carrying value of 174.657K € as at December 31, 2021.

The net carrying amount of customer relations increased from 135.393K € as at December 31, 2021 to 167.025K € as at December 31, 2022. The increase in 2022 is due to the acquisitions which took place in 2022. We refer to note 5 for more details. On top of that there were also additions for an amount of 6.326K € related to the asset deals of Techstep and Complea.

The net carrying amount of development cost increased from 37.920K € as at December 31, 2021 to 56.056K € as at December 31, 2022. The increase in 2022 is mainly due to the acquisitions which took place in 2022. We refer to note 5 for more details. The remaining increase is due to the further activation of development costs.

Development costs relate to extensions and improved functionalities of existing core software that are expected to be offered along with the core software to future clients too.

All the above intangibles are depreciated on the basis of their expected useful life within the Group. The amortization amounted to 22.103K € for the year ended December 31, 2022 (2021: 13 469K €).

8. Property, plant and equipment

in 000€	Machinery and equipment	Furniture	Vehicles	Leasehold improvements	Total
Acquisition value					
As at January 1, 2021	**11 165**	**503**	**256**	**831**	**12 755**
Business combinations	3 871	424	559	349	5 203
Additions	3 023	116	89	46	3 274
Disposals	(723)	(63)	(231)	(110)	(1 127)
Transfers	36	(17)	(19)	–	–
Currency translation	(3)	–	–	–	(3)
As at December 31, 2021	**17 369**	**963**	**654**	**1 116**	**20 102**
Business combinations	4 186	54	–	30	4 270
Additions	6 304	64	–	462	6 830
Disposals	(755)	(6)	(140)	–	(901)
Transfers	78	187	13	(187)	91
Currency translation	(50)	–	–	(1)	(51)
As at December 31, 2022	**27 132**	**1 262**	**527**	**1 420**	**30 341**
					–
Depreciation					–
As at January 1, 2021	**(6 686)**	**(439)**	**(150)**	**(431)**	**(7 706)**
Business combinations	(2 475)	(406)	(248)	(293)	(3 422)
Depreciations	(2 393)	(49)	(173)	(167)	(2 782)
Disposals	708	63	202	99	1 072
Transfers	(4)	4	–	–	–
As at December 31, 2021	**(10 850)**	**(827)**	**(369)**	**(792)**	**(12 838)**
Business combinations	(2 258)	(20)	–	(23)	(2 301)
Depreciations	(3 223)	(78)	(87)	(117)	(3 505)
Disposals	758	5	99	5	867
Transfers	(49)	(101)	(12)	101	(61)
Currency translation	32	–	–	–	32
As at December 31, 2022	**(15 590)**	**(1 021)**	**(369)**	**(826)**	**(17 806)**
Net carrying value					
As at December 31, 2021	6 519	136	285	324	7 264
As at December 31, 2022	11 542	241	158	594	12 535

Property, plant and equipment have a net carrying value of 12.535K € as at December 31, 2022 and a net carrying value of 7.264K € as at December 31, 2021.

The net carrying amount of machinery and equipment increased from 6.519K € as at December 31, 2021 to 11.542K € as at December 31, 2022. The increase in 2022 is due to the acquisitions which took place in 2022. We refer to note 5 for more details. The investments linked to the additions are success based capex investments, but also some catch-up capex investments which are required to integrate and align the acquisition assets with the platform of the Group.

All the above assets are depreciated on the basis of their expected useful life within the Group. The depreciation amounted to 3.505K € for the year ended December 31, 2022 (2021: 2 782K €).

9. Right-of-use assets and lease liabilities

The Group has mainly lease contracts for buildings, vehicles, datacenters and fibers. Leases of datacenters and fibers generally have a lease term up to 11 years, leases of buildings generally have lease terms up to 15 years while vehicles generally have lease terms between 4 and 5 years.

The future cash outflows to which the lessee is potentially exposed that aren't reflected in the measurement of lease liabilities arising from extension options amount to 5.216K €. Extension options imply that the lessee has the right to extend the rental period by a certain period of time at the current rental amount. Future cash outflows, exposed or potentially exposed and not reflected in the measurement of lease liabilities, arising from leases not yet commenced but already committed amount to 3.037K €.

The carrying amounts of right-of-use assets recognized and the movements during the period are as follows:

in 000€	Datacenters and fibers	Vehicles	Buildings	Other	Total
Acquisition value					
As at January 1, 2021	**28 569**	**2 942**	**1 547**	**-**	**33 058**
Business combinations	1 272	157	3 347	-	4 776
Additions	3 357	1 356	943	7	5 663
Lease modification	381	28	285	-	694
Disposals	(316)	(134)	(316)	-	(766)
Transfers	-	(84)	-	-	(84)
Currency translation	(5)	-	(26)	-	(31)
As at December 31, 2021	**33 258**	**4 265**	**5 780**	**7**	**43 310**
Business combinations	-	16	2 012	-	2 028
Additions	4 683	2 043	899	-	7 625
Lease modification	610	(96)	917	-	1 431
Disposals	(3 731)	(514)	(307)	-	(4 552)
Transfers	-	(168)	-	-	(168)
Currency translation	(29)	(1)	(160)	-	(190)
As at December 31, 2022	**34 791**	**5 545**	**9 141**	**7**	**49 484**
					-
Depreciation					
As at January 1, 2021	**(16 018)**	**(723)**	**(584)**	**-**	**(17 325)**
Business combinations	(266)	-	-	-	(266)
Depreciations	(5 814)	(1 100)	(1 144)	(1)	(8 059)
Disposals	316	134	316	-	766
Transfers	-	84	-	-	84
Currency translation	1	-	2	-	3
As at December 31, 2021	**(21 781)**	**(1 605)**	**(1 410)**	**(1)**	**(24 797)**
Depreciations	(6 371)	(1 356)	(1 924)	(2)	(9 653)
Lease modification	149	43	101	-	293
Disposals	3 733	493	307	-	4 533
Transfers	-	168	-	-	168
Currency translation	8	-	26	-	34
As at December 31, 2022	**(24 262)**	**(2 257)**	**(2 900)**	**(3)**	**(29 422)**
Net carrying value					
As at December 31, 2021	11 477	2 660	4 370	6	18 513
As at December 31, 2022	10 529	3 288	6 241	4	20 062

The increase in acquisition value as at December 31, 2022 can partially be explained by the acquisitions which took place in 2022. We refer to note 5 for more details.

In 2022, the Group did also enter into new lease agreements which are mainly related to datacenters and fibers for an amount of 4.683K € (mainly related to new lease agreements in Belgium), buildings for an amount of 899K € (mainly related to new lease agreements in the Netherlands) and vehicles for an amount of 2.043K € (mainly related to new lease agreements in Belgium and the Netherlands).

The transfer on vehicles for an amount of 168K € and 84K € for 2022 and 2021, respectively, relates to contracts for which the purchase option was applied.

Depreciations on the right-of-use assets amounted to 9.653K € and 8.059K € for the year ended December 31, 2022 and December 31, 2021, respectively.

The movements during the period of the lease liabilities are as follows:

	For the year ended December 31	
in 000€	2022	2021
Lease liability as at January 1	**18 697**	**15 640**
Business combinations	2 028	4 634
New lease liability	7 625	5 663
Lease modification	1 724	694
Disposal	(19)	–
Rent expense paid	(10 127)	(8 370)
Accretion of interest	492	460
Exchange differences	(162)	(24)
Lease liability as at December 31	**20 258**	**18 697**

The repayments of lease liabilities amounted to 9.635K € and 7.910K € for the year ended December 31, 2022 and December 31, 2021, respectively.

	As at December 31	
in 000€	2022	2021
Non-current lease liabilities	12 807	10 551
Current lease liabilities	7 451	8 146
Total lease liabilities	**20 258**	**18 697**

As at December 31, 2022 total lease liability amounts to 20.258K € (2021: 18.697K €) of which 12.807K € relates to non-current liabilities (2021: 10.551K €) and 7.451K € relates to current liabilities (2021: 8.146K €).

The Group applies the "short-term lease" and "lease of low-value assets" recognition exemptions for some of its leases. Below the expense relating to short-term leases and leases of low-value assets is disclosed as well as the interest on lease liabilities.

	For the year ended December 31	
in 000€	2022	2021
Interest on lease liabilities	492	460
Expenses relating to short-term leases, low-value assets and variable payments	21 363	14 682

The expenses relating to short-term leases, low value assets and variable payments are mainly due to lease agreements for datacenters and fibers which have an initial lease term less than 12 months. The increase can mainly be explained by business combinations during 2021 which have full year impact in 2022.

10. Inventory

in 000€	As at December 31 2022	2021
Goods purchased for resale		
Acquisition value	4 033	2 257
Write-off	(184)	(162)
Total inventory	**3 849**	**2 095**

The total inventory amounts to 3.849K € as at December 31, 2022 compared to 2.095K € as at December 31, 2021. The inventory mainly consists of hardware equipment which can be bought by the customer. The increase by 1.754K € is due to the expansion of the Group and follows the increased activities as a result of the expansion. For the years ended December 31, 2022 and 2021, the Group recognized expenses for inventory write-offs amounting to 22K € and 103K € respectively, as these underlying inventory items are no longer expected to be sold in the foreseeable future (or have become technologically obsolete).

11. Trade receivables

in 000€	As at December 31 2022	2021
Trade receivables	24 181	28 934
Allowance for expected credit loss	(1 107)	(1 001)
Total trade receivables	**23 074**	**27 933**

Total trade receivables amounts to 23.074K € as at December 31, 2022 compared to 27.933K € as at December 31, 2021. The decrease by 4.859K € can mainly be explained by improvement of credit and collection process. Trade receivables are non-interest-bearing and generally have payment terms of between 15 to 90 days. For more details on the credit risk we refer to note 26.2.

12. Other receivables

in 000€	As at December 31 2022	2021
VAT receivable	1 219	950
Income tax receivable	1 155	2 321
Other	379	6 014
Total other receivables	**2 753**	**9 285**

Other receivables amounts to 2.753K € as at December 31, 2022 compared to 9.285K € as at December 31, 2021. The decrease by 6.532K € is mainly due to the decrease of other by 5.635K € and the decrease of the income tax receivables by 1.166K €. Other receivables mainly consist as at December 31, 2021 of the payment related to the Techstep acquisition for an amount of 4.606K €, which has been paid in December 2021, but which was only finalized in January 2022. Income tax receivable relates to taxes paid which are recoverable.

13. Cash and cash equivalents

in 000€	As at December 31 2022	2021
Cash at bank	27 045	20 990
Total cash and cash equivalents	**27 045**	**20 990**

Cash and cash equivalents increased by 6.055K € to the balance of 27.045K € as at December 31, 2022. Cash *and cash equivalents consist of cash at banks and cash on saving accounts with an original maturity less than 3* months.

The cash and cash equivalents as disclosed above do not contain restrictions.

14. Deferred charges and accrued income

	As at December 31	
in 000€	2022	2021
Deferred charges	9 448	7 762
Accrued income	29	–
Total deferred charges and accrued income	**9 477**	**7 762**

As at December 31, 2022, total deferred charges amount to 9.448K € compared to 7.762K € as at December 31, 2021. The increase by 1.686K € is related to the entities which were acquired during the reporting period for an amount of 230K € and an increase in prepaid partner commissions (see below). Deferred charges are mainly related to prepaid partner commissions, prepaid office rent and prepaid insurances, mainly in Sweden, Denmark and Belgium. The prepaid partner commissions as at December 31, 2022 amount to 3.279K € (2021: 2.435K €).

15. Capital and reserves

As at December 31, 2022, the share capital of the Group amounts to 371.179K €, represented by 260.449.921 shares. As at December 31, 2021 the share capital of the Group amounts to 270.537K €, represented by 213.516.880 shares.

The evolution of the share capital, the par value of the shares and number of shares for the year ended December 31, 2022 and 2021 can be presented as follows:

Number of shares per class (in thousands):

in 000 shares	Ordinary shares Class A1	Ordinary shares Class A2	Ordinary shares Class B	Preferred fixed rate shares Class C	Preferred ratchet shares Class D	Shares Total
At January 1, 2021	**19 386**	**–**	**5 019**	**97 621**	**393**	**122 419**
Capital increase through contribution in kind on 9/3/2021	126	–	–	506	–	632
Capital increase through contribution in kind on 24/3/2021	115	–	–	460	–	575
Capital increase in cash on 24/3/2021	77	–	–	306	–	383
Capital increase through contribution in kind on 1/7/2021	996	–	–	3.982	–	4.978
Capital increase in cash on 8/7/2021	3.789	10.474	–	57.052	295	71.610
Capital increase through contribution in kind on 8/7/2021	–	840	120	3.841	–	4.801
Capital increase in cash on 12/8/2021	–	184	61	978	–	1.223
Capital increase in cash on 20/9/2021	143	395	–	2.150	–	2.688
Capital increase in through contribution in kind on 28/9/2021	–	–	785	3.139	–	3.924
Capital increase in cash on 26/10/2021	–	57	–	227	–	284
As at December 31, 2021	**24 632**	**11 950**	**5 985**	**170 262**	**688**	**213 517**
Capital increase in cash on 27/01/2022	–	230	–	918	–	1.148
Capital increase in cash on 16/03/2022	453	1.244	–	6.791	–	8.488
Capital increase through contribution in kind on 13/04/2022	–	–	871	3.484	–	4.355
Capital increase in cash on 13/04/2022	–	120	–	478	–	598
Capital increase through contribution in kind on 14/7/2022	–	–	88	352	–	440
Capital increase through contribution in kind on 24/8/2022	–	–	57	230	–	287
Capital increase in cash on 15/11/2022	–	6.052	–	24.210	–	30.262
Capital increase through contribution in kind on 17/11/2022	–	271	–	1.084	–	1.355
As at December 31, 2022	**25 085**	**19 867**	**7 001**	**207 809**	**688**	**260 450**

Par value per class of share:

in €	Par value Class A1	Par value Class A2	Par value Class B	Par value Class C	Par value Class D
At January 1, 2021	**0,96**	**–**	**1,00**	**1,00**	**2,00**
Capital increase through contribution in kind on 9/3/2021	2,33	–	–	1,00	–
Capital increase through contribution in kind on 24/3/2021	2,52	–	–	1,00	–
Capital increase in cash on 24/3/2021	2,52	–	–	1,00	–
Capital increase through contribution in kind on 1/7/2021	4,35	–	–	1,00	–
Capital increase in cash on 8/7/2021	3,93	4,16	–	1,00	2,00
Capital increase through contribution in kind on 8/7/2021	–	4,16	4,22	1,00	–
Capital increase in cash on 12/8/2021	–	4,16	4,22	1,00	–
Capital increase in cash on 20/9/2021	4,56	4,81	–	1,00	–
Capital increase in through contribution in kind on 28/9/2021	–	–	4,92	1,00	–
Capital increase in cash on 26/10/2021	–	4,81	–	1,00	–
As at December 31, 2021	**1,59**	**4,19**	**1,61**	**1,00**	**2,00**
Capital increase in cash on 27/01/2022	–	5,15	–	1,00	–
Capital increase in cash on 16/03/2022	5,72	6,08	–	1,00	–
Capital increase through contribution in kind on 13/04/2022	–	–	6,22	1,00	–
Capital increase in cash on 13/04/2022	–	6,08	–	1,00	–
Capital increase through contribution in kind on 14/7/2022	–	–	6,22	1,00	–
Capital increase through contribution in kind on 24/8/2022	–	–	6,22	1,00	–
Capital increase in cash on 15/11/2022	–	7,07	–	1,00	–
Capital increase through contribution in kind on 17/11/2022	–	7,07	–	1,00	–
As at December 31, 2022	**1,67**	**5,25**	**2,28**	**1,00**	**2,00**

Share capital per class of share:

in '000 €	Share capital Class A1	Share capital Class A2	Share capital Class B	Share capital Class C	Share capital Class D	Share capital Total
At January 1, 2021	**18 611**	**–**	**5 019**	**97 620**	**786**	**122 036**
Capital increase through contribution in kind on 9/3/2021	294	–	–	506	–	800
Capital increase through contribution in kind on 24/3/2021	290	–	–	460	–	750
Capital increase in cash on 24/3/2021	193	–	–	307	–	500
Capital increase through contribution in kind on 1/7/2021	4 333	–	–	3 983	–	8 316
Capital increase in cash on 8/7/2021	14 846	43 602	–	57 052	590	116 090
Capital increase through contribution in kind on 8/7/2021	–	3 497	507	3 841	–	7 845
Capital increase in cash on 12/8/2021	–	765	257	978	–	2 000
Capital increase in cash on 20/9/2021	651	1 899	–	2 150	–	4 700
Capital increase in through contribution in kind on 28/9/2021	–	–	3 861	3 139	–	7 000
Capital increase in cash on 26/10/2021	–	273	–	227	–	500
As at December 31, 2021	**39 218**	**50 036**	**9 644**	**170 263**	**1 376**	**270 537**
Capital increase in cash on 27/01/2022	–	1 182	–	918	–	2 100
Capital increase in cash on 16/03/2022	2 594	7 566	–	6 791	–	16 951
Capital increase through contribution in kind on 13/04/2022	–	–	5 417	3 483	–	8 900
Capital increase in cash on 13/04/2022	–	727	–	478	–	1 205
Capital increase through contribution in kind on 14/7/2022	–	–	547	352	–	899
Capital increase through contribution in kind on 24/8/2022	–	–	357	230	–	587
Capital increase in cash on 15/11/2022	–	42 790	–	24 210	–	67 000
Capital increase through contribution in kind on 17/11/2022	–	1 916	–	1 084	–	3 000
As at December 31, 2022	**41 812**	**104 217**	**15 965**	**207 809**	**1 376**	**371 179**

The fair value of the capital increases in kind has been estimated based on forecasted EBITDA multiplied by a multiple minus net financial debt.

The Group has several classes of shares issued:

- Ordinary shares: class A (subclasses A1 and A2) and class B
- Preferred fixed rate shares: class C
- Preferred Ratchet shares: class D (subclasses D1 and D2)

Each class of shares has one vote and preferential subscription rights in case of the issuance of new shares. Each class is subject to a transfer lock-up period of 10 years with certain permitted transfers (free transfers, exit, founders, tag along rights and drag along rights).

The classes of shares have different rights in case of a distribution or an exit, which can be summarized as follows:

	Ordinary Shares class A	Ordinary Shares class B	Preferred fixed rate shares class C	Preferred Ratchet shares class D
Distribution	Remaining amounts allocated to the security holders of the ordinary shares in proportion to the number of ordinary shares		Priority over all other shares up to the outstanding FR amount per fixed rate shares, computed as of the date of the distribution	No rights to distributions
Exit	Last priority – remaining amount of the proceeds from an exist	Third priority up to the B amount	First priority over all other shares up to the outstanding FR amount per fixed rate share, computed as of the date of the exit	Second priority up to the Ratchet 1 and Ratchet 2 amount

A distribution is defined as any payment by the Group resulting from (i) the payment of a dividend, (ii), a distribution of reserves or share premium, (iii) the redemption of shares, (iv) a reduction of the Group's share capital, (v) the repayment or redemption of shareholders' loan and payment of interest thereon, (vi) a repayment of equity contributions generally and the payment of liquidation proceeds.

An exit is defined as a sale, an IPO, or the voluntary liquidation of the Group following the disposal of substantially all of its assets.

The FR amount is computed as 11% applied to the subscription price of the fixed rate shares from the date of issue to the date of the distribution or exit. The Ratchet 1 and Ratchet 2 amount consist of a calculation based on the capital gain realized upon the exit considering the investment multiple realized and with a barrier whereby the internal rate of return ("IRR") computed upon the completion of the exit should be equal or higher than 15%. In case the IRR is lower than 15%, the Ratchet 1 or 2 amount is zero.

The Group has written a put option on certain shares held by the founders whereby the Group may incur an obligation to deliver cash to the founders up to a maximum number of securities representing an aggregate price amount of 3.000K €. The put option can only be exercised upon a put triggering event and the number of securities held by the founders represent an aggregate price in excess of 9.000K €, which is currently the case. A put triggering event is defined as (i) death or permanent invalidity of one of the founders, (ii) dismissal, removal, or non-renewal other than for wilful misconduct or gross negligence, or (iii) resignation if such resignation follows the obligation imposed by the Financial Investor for the founder to work more than 50 miles away from his current work location. The put option is classified as a non-current financial liability and measured by the Group at its present value of the expected redemption price. The carrying value of the written put option amounts to 2.644K € and 2.817K € as at December 31, 2022 and 2021, respectively.

The Company has issued anti-dilutive shares to certain investors that allow the investors to acquire additional shares. The fair value of these anti-dilutive shares is not material.

The other comprehensive reserve can be presented as follows:

	For the year ended December 31	
in 000€	**2022**	**2021**
Foreign currency translation	(11 068)	(1 682)
Actuarial gain and losses from defined benefit plans	137	78
Total	**(10 931)**	**(1 604)**

16. Share based payments

The Group has the following three outstanding equity-settled share based incentive plans:

- Stock option plan ("SOP") approved on December 22, 2020 for a total of 850.615 options whereby each option, upon exercise, gives right to one class B ordinary share
- Ratchet 1 option plan ("Ratchet1") approved on June 16, 2021 for a total of 137.373 options whereby each option, upon exercise, gives right to one class D1 preferred share
- Ratchet 2 option plan ("Ratchet2") approved on July 7, 2021 for a total of 171.100 options whereby each option, upon exercise, gives the right to one class D2 preferred share

16.1. Stock option plan

The following options have been issued under the stock option plan:

	2022	2021
Outstanding as at January 1	**597 020**	**246 082**
Granted	83 870	350 938
Forfeited	(47 578)	-
Outstanding as at December 31	**633 312**	**597 020**
Exercisable as at December 31	**-**	**-**

The stock option plan has the following specific terms:

Maturity	7 years
Exercise period	As from the fourth year
Exercise price	Between 1€ and 5,24€ depending on grant date
Vesting conditions	The following conditions need to be cumulatively met: • Exit is completed (see note 15 for definition of Exit), and, • The gross investment multiple from the exit price is equal to or higher than 2. Note that above conditions provide also an implicit service condition to the plan.
Number of options that can be exercised versus total granted in %	Options that can be exercised when vesting conditions are met is determined as follows: • 0,714285 when gross investment multiple is equal or higher than 2 and lower than 2,5 • 0,857142 when gross investment multiple is equal or higher than 2,5 and lower than 3 • 1 when gross investment multiple is equal or higher than 3 Unexercised options upon an exit lapse irrevocably and definitely.

We have applied a Monte Carlo simulation model to estimate the fair value of the stock options granted. The use of this model requires management to make assumptions which have been included in the table below.

- The dividend return is estimated by reference to the historical dividend payment. Currently, this is estimated to be zero as no dividends have been paid since inception;
- Expected volatility is determined based on the average annualized volatility of a number of quoted peers in the telecom/software industry;
- As the right to exercise is conditional on a realized exit (sale, IPO or liquidation of the Group), the estimated life of the instrument is determined on the expected date of exit based on exit probabilities of typical private equity transactions;

- Fair value of the shares was based on recent capital increases whereby class B shares were issued; and
- Management estimate of probability that an Exit may occur within 1 to 7 years, based upon exit benchmarks of private equity firms in investees.

The details of the stock options granted including assumptions applied are the following:

	SOP 2020 (Dec 20)	SOP 2020 (Feb 21)	SOP 2020 (Nov 21)	SOP 2020 (Feb 22)
Return dividend	0,00%	0,00%	0,00%	0,00%
Expected volatility	28,70%	28,40%	28,50%	27,90%
Risk-free interest rate	0,00%	0,00%	0,00%	0,00%
Expected life	3	3	3	3
Exercise price (in EUR)	1,00	1,00	4,92	5,24
Stock price (in EUR)	1,00	1,00	4,92	5,24
Grant date	28/12/2020	24/02/2021	19/11/2021	17/02/2022
Number of options granted	246.082	182.560	168.378	83.870
Fair value	0,011	0,012	0,578	0,658

The weighted average exercise price of the stock options granted during the period is 5,24€. The weighted average exercise price of the stock options forfeited during the period is 3,34€. The weighted average fair value of the stock options granted during the period is 0,66€. The weighted average remaining contractual life is 5,4 years. The weighted average remaining calculated life is 2,17 years. The share based payment expense recorded as at December 31, 2022 and 2021 amounts to 39K € and 4K €, respectively.

16.2. Ratchet option plan

The following options have been issued under the stock option plan:

	2022	2021
Outstanding as at January 1	**308 473**	**-**
Granted	-	308 473
Forfeited	(8 850)	-
Outstanding as at December 31	**299 623**	**308 473**
Exercisable as at December 31	**-**	**-**

The Ratchet option plan has the following specific terms:

Maturity	7 years
Exercise period	As from the fourth year
Exercise price	Between 16,3€ for subclass D1 ratchet preferred shares and 2€ for subclass D2 ratchet preferred shares
Vesting conditions	The following condition need to be met: • Exit is completed (see note 15 for definition of Exit). Note that above condition provides also an implicit service condition to the plan.
Number of options that can be exercised versus total granted in %	100% when vesting conditions are met Unexercised options upon an exit lapse irrevocably and definitely.

We have applied a Monte Carlo simulation model to estimate the fair value of the stock options granted. The use of this model requires management to make assumptions which have been included in the table below.

- The dividend return is estimated by reference to the historical dividend payment. Currently, this is estimated to be zero as no dividends have been paid since inception;
- Expected volatility is determined based on the average annualized volatility of a number of quoted peers in the telecom/software industry;
- The risk free interest applied in the model is the OLO reference rate at the grant date for each of the terms to exit (1 to 7 years);
- As the right to exercise is conditional on a realized exit (sale, IPO or liquidation of the Group), the estimated life of the instrument is determined on the expected date of exit based on exit probabilities of typical private equity transactions;
- Fair value of the shares was based on recent capital increases whereby class B shares were issued; and
- Management estimate of probability that an Exit may occur within 1 to 7 years, based upon exit benchmarks of private equity firms in investees.

The details of the stock options granted including assumptions applied are the following:

	Option plan D1 (Jun 21)	Option Plan D2 (Jul 21)
Return dividend	0,00%	0,00%
Expected volatility	28,85%	28,85%
Risk-free interest rate	-0,64% to -0,27%	-0,65% to -0,33%
Term	1 to 7 years	1 to 7 years
Expected life	3	3
Exercise price (in EUR)	16,3	2
Stock price (in EUR)	4,22	4,22
Grant date	16/06/2021	7/07/2021
Number of options granted	137 373	171 100
Fair value	5,90	0,59

The weighted average exercise price of the stock options forfeited during the period is 2€. The weighted average remaining contractual life is 4,9 years. The weighted average remaining calculated life is 2,17 years. The share based payment expense recorded as at December 31, 2022 and 2021 amounts to 214K € and 150K €, respectively.

17. Employee benefit obligations

17.1. Defined contribution plan

The Group offers defined contribution plans funded through group insurances to its employees of entities in the Netherlands, Sweden, Denmark and United Kingdom. The total expense recognized in the consolidated statement of profit or loss for contributions under these plans amount to 1.872K € (2021: 562K €).

17.2. Defined benefit plan

17.2.1. Nature of employee benefit obligations

The Group offers pension plans with a minimum return guaranteed by law to its employees of the Belgian entities at insurance companies NN Insurance Belgium and Baloise Insurance. In view of the minimum legal returns guaranteed, the pension plans qualify as defined benefit plan under IFRS. As a result a provision has been recorded for the net benefit obligation.

As a consequence of the law of December 18, 2015, minimum returns guaranteed by the employers are as follows:

- For the contributions paid as from January 1, 2016, a new variable return based on OLO rates comprised between 1,75% and 3,75%. The rate is currently set to 1,75%.
- For the contributions paid until end December 2015, the previously applicable legal returns of 3,75% on employee contributions and 3,25% on employer contributions continue to apply until retirement date of the participants.

The Group has engaged an external actuarial to perform a complete actuarial calculation for above plans based on the "Projected Unit Credit Method":

- Projection of the minimum return guaranteed by the law till the retirement date and discounting of this amount with the discount rate used for the valuation;
- The discounted net obligation is the maximum between this discounted projection and the projection of the accrued reserves discounted at the discount rate used for the valuation.

There are no specific early retirement plans in place.

The number of the members and the average age of the members in the plans is as follows:

	For the year ended December 31	
	2022	2021
Active members	263	113
Average age	37	36

As at December 31, 2022 the Group had 263 active members with an average age of 37 years compared to respectively 113 members and 36 years as at December 31, 2021.

17.2.2. Employee defined benefit liabilities and plan assets

The net employee defined benefit liability (asset) is as follows and represents the difference between the defined benefit obligation and the fair value plan assets (shown in following tables):

	For the year ended December 31	
in 000€	2022	2021
Net defined benefit liability (asset) as at January 1	**88**	**179**
Business combinations	–	–
Defined benefit cost included in profit or loss	162	108
Total remeasurement included in OCI	(78)	(128)
Employer contributions	(211)	(71)
Taxes on contributions	11	–
Insurance premium	12	–
Net defined benefit liability (asset) as at December 31	**(16)**	**88**

The net defined benefit liability (asset) as per December 31, 2022 is composed of net defined benefit liability for an amount of 2K € (2021: 88K €) and a net defined benefit asset for an amount of 18K € (2021: 0K €).

The defined benefit obligation is as follows:

	For the year ended December 31	
in 000€	2022	2021
Defined benefit obligation as at January 1	**721**	**727**
Service cost	162	108
Interest cost	7	3
Taxes on contributions	(13)	(8)
Insurance premium	(27)	(9)
Actuarial gain (loss) due to change in financial assumptions	(65)	(67)
Actuarial gain (loss) due to change in demographic assumptions	(53)	–
Actuarial gain (loss) due to change in demographic assumptions	30	(33)
Defined benefit obligation as at December 31	**762**	**721**

The fair value of the plan assets is as follows:

in 000€	For the year ended December 31 2022	2021
Fair value plan assets as at January 1	**633**	**548**
Interest income	7	3
Employer contributions	211	71
Taxes on contributions	(24)	(8)
Insurance premium	(39)	(9)
Return on plan assets	(10)	28
Fair value plan assets as at December 31	**778**	**633**

All plan assets are invested in an insurance contract with guaranteed interest rate (branch 21 product).

The following are the expected payments to the defined benefit plan in future years:

	For the year ended December 31 2022	2021
Within the next 12 months	2	7
Between 2 and 4 years	133	25
Beyond 4 years	59	244
Total expected payments	**194**	**276**

17.2.3. Assumptions

The defined benefit calculation has been performed based on the below significant assumptions:

	For the year ended December 31 2022	2021
Discount rate	3,77%	1,00%
Inflation rate	2,20%	2,00%
Salary increase (in excess of inflation)	1,00%	1,00%
Mortality table	MR/FR with an age correction of 5 years	

The discount rate was derived from high quality corporate bonds (iBoxx EUR Corporate AA) on each valuation date. The inflation rate is based on the long-term objective of the European Central Bank. Salary increase rate reflects the expectations of the Group on a long-term basis.

17.2.4. Sensitivity analysis

A sensitivity with reasonable possible changes on the discount rate will impact the net defined benefit liability as follows (positive = increase net defined benefit liability / negative = decrease of net defined benefit liability):

	For the year ended December 31 2022	2021
Decrease of 0,5% (2021: 0,25%) in the discount rate	16	26
Increase of 0,5% (2021: 0,25%) in the discount rate	(11)	(24)

18. Trade payables

	As at December 31	
in 000€	**2022**	**2021**
Suppliers	14 721	15 877
Invoices to be received	6 406	10 409
Other	716	476
Total trade payables	**21 843**	**26 762**

The trade payables decreased from 26.762K € as at December 31, 2021 to 21.843K € as at December 31, 2022. The decrease by 4.919K € can mainly be explained by the decrease in suppliers by 1.156K € and the decrease in invoices to be received by 4.003K €. Both decreases mainly relate to timing differences.

Trade payables generally have payment terms of between 30 to 90 days.

19. Payroll related liabilities

	As at December 31	
in 000€	**2022**	**2021**
Social security	1 661	1 236
Holiday pay	6 552	5 739
Other	1 554	942
Total payroll related liabilities	**9 767**	**7 917**

The payroll related liabilities amount to 9.767K € as at December 31, 2022 compared to 7.917K € as at December 31, 2021. The increase by 1.850K € can mainly be explained by the increase in number of employees from 678 in 2021 to 878 in 2022.

20. Other current liabilities

	As at December 31	
in 000€	**2022**	**2021**
Interest payable	3 470	2 089
VAT payable	1 804	1 367
Other	931	1 716
Total other current liabilities	**6 205**	**5 172**

The other current liabilities amount to 6.205K € as at December 31, 2022 compared to 5.172K € as at December 31, 2021. The increase by 1.033K € can mainly be explained by the increase in interest payable by 1.381K €, the increase in VAT payable by 437K € and the decrease in other by 785K €.

The interest payable is related to 2 months outstanding interest payment of the Tikehau senior facility agreement of which the principal amount has increased from 202.610K € as at December, 2021 to 273.502K € as at December 31, 2022.

21. Contract liabilities

in 000€	For the year ended December 31 2022	2021
Contract liability as at January 1	5 059	2 523
Revenue recognized in the reporting period which was outstanding at the beginning of the reporting period	(5 059)	(2 523)
Business combinations	1 608	3 750
Net movement during the year	2 294	1 303
Currency translation difference	(15)	6
Contract liability as at December 31	**3 887**	**5 059**

Contract liabilities relates to customers who are invoiced quarterly or annually. The amounts which are not related to the financial year of invoicing are deferred to the next financial year.

22. Loans and borrowings

The financial liabilities include the following:

in 000€	As at December 31 2022	2021
Senior facility agreement	273 502	202 610
Other	300	473
Total loans and borrowings	**273 802**	**203 083**
of which:		
Current	179	196
Non-current	273.623	202.887

Total loans and borrowings amount to 273.802K € as at December 31, 2022 compared to 203.083K € as at December 31, 2021 which represents an increase by 70.719K €. This increase is mainly explained by the increase in Senior Facility Agreement (70.892K €) per December 31, 2022, non-current loans and borrowings amount to 273.623K € and current loans and borrowings amount to 179K €.

The Group has taken up the initial committed facility in full in January 2020 upon the acquisition of MC Connect One NV and Destiny France Partenaires SAS however subsequently, the Group has taken up several new amounts from the senior facility agreement for the purpose of the other business acquisitions. As per December 31, 2021 there was no uncommitted facility while the total committed facility amounts to 216.000K € of which 7.750K € was undrawn. As per December 31, 2022 there was no uncommitted facility while the total committed facility amounts to 280.500K € of which no amount was undrawn.

The senior facility agreement is subject to certain financial covenants, based on a leverage ratio, for which the Group was compliant in 2022 and 2021. The leverage ratio is computed quarterly and annually on a rolling twelve month basis. The leverage ratio is the ratio of total net debt to pro forma EBITDA whereby pro forma EBITDA involves correcting the EBITDA elements to achieve a normalized benchmark as if the acquisition had been part of the Group for the last 12 months, and inversely in the case of a disposal.

The latest covenant testing has been performed as at June 30, 2023 and forward looking testing has been performed until December 31, 2023. No events of default have occurred and it is not expected that any events of default will occur in the future following the testing that has been performed recently.

Upon a potential exit of a majority of investors, a change of control clause will be triggered. At that moment the Group aims to refinance the outstanding loan through a similar or another instrument that is available in the market at that time and meets the Group's needs.

22.1.1. Movement schedule

in 000€	Senior facility agreement	Loans and borrowings	Lease liabilities	Written put option	TOTAL
As at January 1, 2021	**85.788**	**446**	**15.640**	**2.658**	**104.532**
Non-cash movements:					
Business combinations	–	14.546	4.634	–	19.180
Currency translation	–	(646)	(24)	–	(670)
New lease debt	–	–	5.663	–	5.663
Lease modification	–	–	694	–	694
Discounting impact	–	–	–	159	159
Transaction costs related to loans and borrowings	(2.928)	–	–	–	(2.928)
TOTAL non-cash movements	**(2.928)**	**13.900**	**10.967**	**159**	**22.098**
Cash movements:					
Repayments	–	(13.873)	(7.910)	–	(21.783)
New debt from senior facility	119.750	–	–	–	119.750
TOTAL cash movements	**119.750**	**(13.873)**	**(7.910)**	**–**	**97.967**
As at December 31, 2021	**202.610**	**473**	**18.697**	**2.817**	**224.597**
Non-cash movements:					
Business combinations	–	418	2.028	–	2.446
Currency translation	–	(15)	(162)	–	(177)
New lease debt	–	–	7.625	–	7.625
Lease modification	–	–	1.724	–	1.724
Disposal of lease debt	–	–	(19)	–	(19)
Discounting impact	–	–	–	169	169
Transaction costs related to loans and borrowings	(1.358)	–	–	–	(1.358)
TOTAL non-cash movements	**(1.358)**	**403**	**11.196**	**169**	**10.410**
Cash movements:					
Repayments	–	(576)	(9.635)	–	(10.211)
New debt from senior facility	72.250	–	–	–	72.250
TOTAL cash movements	**72.250**	**(576)**	**(9.635)**	**–**	**62.039**
As at December 31, 2022	**273.502**	**300**	**20.258**	**2.986**	**297.046**

23. Capital management

The Group's objectives when managing capital are to maintain sufficient liquidity to meet its working capital requirements and to fund the business acquisitions in order to safeguard its ability to continue operating as a going concern. The capital structure of the Group consists of equity attributable to the shareholders, such as share capital, reserves and retained loss, and of a senior facility agreement. The capital of the Group amounts to 371.179K € and

270.537K € as at December 31, 2022 and 2021 respectively. Total cash and cash equivalents amount to 27.045K € and 20.990K € as at December 31, 2022 and 2021 respectively.

The current cash situation and the anticipated cash generation and business acquisitions are the most important parameters in assessing the capital structure. The Group's policy is to maintain a strong capital base in order to maintain investor confidence in its capacity to support the future development and growth of its operations.

The Group monitors capital regularly to ensure that its ability to continue operating as a going concern and the legal capital requirements are met and may propose capital increases to the Shareholders' Meeting to ensure the necessary capital remains intact.

24. Fair value

The carrying amount of cash and cash equivalents, trade receivables, other receivables, other current assets and current liabilities approximate their fair value due to their short-term character. Financial assets and liabilities are measured at amortized cost. The non-current financial liabilities are composed of the floating rate senior facility agreement and lease liabilities. The fair value of both the non-current and current financial liabilities approximates their carrying amount.

The fair value of the cash and cash equivalents is a level 1 fair value assessment.

The fair value of the trade receivables, other receivables, other current assets and current liabilities is considered a level 3 fair value assessment. The fair value of the written put option includes an assumption of the relevant discount rate in order to estimate the present value of the expected redemption amount and is considered a level 3 fair value assessment. The discount rate applied is based on the interest rate applicable in the senior facility agreement. The expected redemption amount is the maximum contractual amount that the Group may have to pay. A reasonable change in the discount rate would not have a material impact on the carrying value of the written put option.

25. Contingent liabilities

The Group is not aware of any litigations and does not have any off balance sheet commitments.

26. Managing financial risks

The Group's activities are exposed to a variety of financial risks. The Group's finance department identifies and evaluates the financial risks in co-operation with the divisions.

26.1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The Group is not exposed to any equity price risk or commodity price risk as it does not invest in these classes of investments.

26.1.1. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term senior facility agreement that carries a variable interest rate of Euribor + margin of 6% in the first 10 months of 2021 and 5,75% as from November 2021.

The following table shows the impact on the profit before tax to a reasonable possible change in interest rate with +100 basispoints on the senior facility agreement:

	For the year ended December 31	
in 000€	2022	2021
Interest rate impact +1%	2 209	1 212

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

The Group currently has no financial instruments, such as interest rate swaps, to mitigate the interest rate risk.

26.1.2. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities in Denmark, Sweden and the United Kingdom (the latter was only present as from 2022).

The table below shows the impact in 2022 of a change of 10% in the SEK, DKK and GBP average rate on the profit before tax:

	2022		
in 000€	**SEK**	**DKK**	**GBP**
Increase in average rate by 10%	883	224	234
Decrease in average rate by 10%	(1 163)	(274)	(286)

The Group does also incur foreign exchange risk for intercompany transactions whereby the transaction currency is different than its functional currency. The impact is reported in the financial expenses (income) in the consolidated statement of income.

Foreign currency transactions with clients and suppliers exist, but are very limited and therefore not considered material.

The Group currently has no financial instruments, such as forward currency contracts, to hedge its foreign currency risks.

26.2. Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises mainly from trade receivables and cash and cash equivalents with banks and financial institutions. The Group only works with international reputable commercial banks and financial institutions.

Customer credit risk is managed by each division and/or legal entity. The Group is mainly billing monthly the MRR in advance and the MRC in the next month with payment terms between 15 and 90 days. Services can be suspended when customers do not pay their invoices. The Group's trade receivables are consisting of a large number of B2B customers. Accordingly, the Group has no significant concentration of credit risk in case of non-performance of the customers. The Group incurred only impairments on a limited number of customers, with a net impairment loss (reversal) of (91)K € and 227K € in December 31, 2022 and 2021, respectively.

For trade receivables and other receivables, the Group applies a simplified approach in calculating Expected Credit Losses ("ECL"). Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Below is the information about the credit risk exposure on the Group's trade receivables.

in 000€	Total	Non-due	Less than 30 days	31-60 days	61-90 days	More than 91 days
As at December 31, 2021	27 933	22 593	2 215	478	637	2 010
As at December 31, 2022	23 074	14 881	3 609	497	654	3 433

26.3. Liquidity risk

The Group's main sources of cash inflows are obtained through capital increases and from the senior facility agreement.

The ability of the Group to maintain adequate cash reserves to support its activities in the medium term is highly dependent on the Group's ability to raise additional funds through the senior facility agreement, additional capital increases or other new borrowings.

The senior facility agreement was initiated on January 30, 2020 and has a duration of 7 years. The principal amount is fully due on January 30, 2027.The interest rate is the aggregate of margin plus Euribor and amounts to 6% in in the first 10 months of 2021 and 5,75% as from November 2021. The Group has taken up the initial committed facility

in full in January 2020 upon the acquisition of MC Connect One NV and Destiny France Partenaires SAS however subsequently, the Group has taken up several new amounts from the senior facility agreement for the purpose of the other business acquisitions. As per December 31, 2021 there was no uncommitted facility while the total committed facility amounts to 216.000K € of which 7.750K € was undrawn. As per December 31, 2022 there was no uncommitted facility while the total committed facility amounts to 280.500K € of which 0K € was undrawn.

The senior facility agreement is subject to certain financial covenants, based on a leverage ratio, for which the Group was compliant in 2022 and 2021. The leverage ratio is computed quarterly and annually on a rolling twelve month basis. The leverage ratio is the ratio of total net debt to pro forma EBITDA whereby pro forma EBITDA involves correcting the EBITDA elements to achieve a normalized benchmark as if the acquisition had been part of the Group for the last 12 months, and inversely in the case of a disposal.

The latest covenant testing has been performed as at June 30, 2023 and forward looking testing has been performed until December 31, 2023. No events of default have occurred and it is not expected that any events of default will occur in the future following the testing that has been performed recently.

Upon a potential exit of a majority of investors, a change of control clause will be triggered. At that moment the Group aims to refinance the outstanding loan through a similar or another instrument that is available in the market at that time and meets the Group's needs.

Contractual undiscounted maturities of financial liabilities at December 31, are as follows:

in 000€	Less than 1 year	1 - 5 years	More than 5 years	Total
As at December 31, 2021				
Financial liabilities	12 448	49 468	211 324	273 240
Trade payables and other current liabilities	31 934	–	–	31 934
Lease liabilities	8 526	10 733	196	19 455
Written put option	–	3 000	–	3 000
As at December 31, 2022				
Financial liabilities	17 700	337 858	–	355 558
Trade payables and other current liabilities	28 048	–	–	28 048
Lease liabilities	7 851	12 952	335	21 138
Written put option	–	3 000	–	3 000

27. Audit fees

	For the year ended December 31	
in 000€	**2022**	**2021**
Audit services for the annual financial statements (statutory and consolidated)	601	413
Audit related services	251	157
Other assignments outside the audit assignments	69	89
Total audit fees	**921**	**659**

28. Related parties transactions

Transactions between the Company and its subsidiaries have been eliminated in consolidation and are not disclosed in the notes. Related party transactions are disclosed below.

28.1. Remuneration of Executive Committee

The remuneration of the Executive Committee of the Group consists of the remuneration of the CEO, CFO, CTO and COO of the Group. The amounts disclosed in the table are the amounts recognized as an expense for the years ended December 31, 2022 and 2021.

in 000€	For the year ended December 31 2022	2021
Short-term employee benefits	1.204	1.605
Share-based payment	196	137
Total	**1.400**	**1.742**

The members of the Executive Committee operates through management companies.

29. Events after balance sheet date

Going concern

The Group does not believe that the Ukraine conflict will have an impact on the Group's going concern. The Group is facing an increase of costs due to inflation but will to the maximum extent possible recharge this to their clients by indexing the prices.

The Group continues to be part of a strong equity group whose reference shareholder is mainly the French fund of the capital provider SEVEN2 (previously called APAX Partners). This allows the Group to continue with its outlined strategy.

On May 11, 2023, the Group has entered into a new Senior Facility Agreement with Tikehau Investment Management and Hayfin DLF IV LuxCo S.à.r.l. for a total amount of 325.000K €. This new Senior Facility Agreement replaced the previous one amounting to 280.500K €. At the date of this report, the Group has fully drawn the available funds.

Besides the fully drawn Senior Facility Agreement, the Group has the availability to the aggregate of 50.000K € as a firm commitment and an additional Uncommitted Facility Maximum Commitment Amount of 250.000K€ from the above mentioned lenders, Tikehau Investment Management and Hayfin DLF IV LuxCo S.à.r.l.

These elements will further positively impact the future of the Group, as they will allow the Group to continue its activities in the medium term.

Capital increase

The capital of the Group has increased to 383.600K € after year-end, following a capital increase in kind and in cash throughout 2023.

Business combinations and asset deals

The following business combinations and asset deals have occurred after balance sheet date. The main purpose of these transactions was to create a further growth in the Nordic market. The initial accounting for the business combination or asset deal is incomplete as the identification and measurement of the fair value of the assets (mainly intangible assets such as customer relations and technology) and liabilities, as well as the fair value of the purchase price are in progress.

TD-K A/S

The Group has acquired the business branch of TD-K A/S on January 20, 2023. The acquired TD-K business is a Danish customer portfolio, which includes the customer database and contracts.

Upon closing, the Group has paid a consideration of 7.775K DKK in cash.

MOBIKOM ApS

The Group has acquired 100% of the shares of MobiKOM Holding ApS in Denmark on March 30, 2023. The business of MobiKOM is substantially similar or complementary to the business of the Group.

Upon closing, the Group has agreed on a consideration of 18.800K DKK of which 15.800K DKK has already been paid in cash. The remainder 3.000K DKK is a deferred payment.

FLEXFONE A/S

The Group has acquired 100% of the shares of Flexfone A/S, a cloud communication challenger in Denmark on April 27, 2023, that provides Cloud PBX and VoIP telephony to B2B customers. It is substantially similar or complementary to the business of the Group.

Upon closing, the Group has paid a consideration of 255.853K DKK in cash.

LYNES TECHNOLOGIES SWEDEN AB

The Group has acquired the business branch of Lynes Technologies Sweden AB on March 31, 2023. The acquired business is a Swedish customer portfolio, which includes the customer database and contracts.

Upon closing, the Group has agreed to a consideration of 11 893K SEK of which 11 593K SEK has already been paid in cash A deferred payment of 300K SEK remains outstanding.

HAPPY BOSS AB AND HAPPY BOSS COMMUNICATION AB

The Group has acquired a customer portfolio Happy Boss AB and Happy Boss Communication AB on June 30, 2023. The acquired business is a Swedish customer portfolio, which includes the customer database and contracts.

Upon closing, the Group has agreed to a consideration of 4 774K SEK of which 4 274K SEK has already been paid in cash with a deferred consideration of 500K SEK (minus credit note of 18K SEK for non-transferred contracts).

30. Interests in subsidiaries

Name of entity	Country of incorporation	Ownership interest held by the Company as at December 31 2022	2021
Destilink BV	Belgium	parent	parent
Destilink Finco BV	Belgium	100%	100%
MC Connect One NV	Belgium	100%	100%
Destiny NV	Belgium	100%	100%
Destiny Global Infra Services NV	Belgium	100%	100%
Destiny for Service Providers NV	Belgium	100%	100%
Fuzer SA	Belgium	0%	100%
Belgium Telecom SA	Belgium	0%	100%
Ulysse SA	Belgium	0%	100%
Faqbot SA	Belgium	0%	100%
Destiny Denmark Service Center ApS	Denmark	100%	100%
Destiny A/S	Denmark	100%	100%
Sealink Technology ApS	Denmark	0%	100%
Voicelink ApS	Denmark	0%	100%
Destiny France Service Center SAS	France	100%	100%
Destiny France Partenaires SAS	France	100%	100%
Destiny France Entreprises SAS	France	100%	100%
Alliantel SAS	France	0%	100%
MSLine SARL	France	0%	100%
Destiny White Label Services BV	The Netherlands	100%	100%
Destiny BV	The Netherlands	100%	100%
Destiny for Service Providers BV	The Netherlands	100%	100%
VOIPS BV	The Netherlands	0%	100%
Hexacom BV	The Netherlands	0%	100%
Destiny Netherlands Service Center BV	The Netherlands	100%	0%
OpenIP Servicios de Telecommunicationes SL *	Spain	0%	100%
Destiny Sweden Service Center AB	Sweden	100%	100%
Destiny Sweden AB	Sweden	100%	100%
Destiny for Service Providers AB	Sweden	100%	100%
Telepo Holding AB	Sweden	0%	100%
Soluno Communications AB	Sweden	0%	100%
Destiny Analytics AB	Sweden	100%	0%
Destiny UK Service Center Ltd.	United Kingdom	100%	0%
Destiny UK Midco	United Kingdom	100%	0%
Destiny Automate Ltd.	United Kingdom	100%	0%
Tactful Ltd.	United Kingdom	100%	0%
Destiny DE Service Center GmbH	Germany	100%	0%
Easybell GmbH	Germany	100%	0%
Sparcall GmbH	Germany	100%	0%
Carrier-service GmbH	Germany	100%	0%
Init. Voice GmbH	Germany	100%	0%

* Liquidation in 2022

The following mergers and demergers have occurred during 2022:

Belgium

- Fuzer SA has merged retroactively with Destiny NV on January 1, 2022
- Ulysse SA has merged retroactively with Destiny NV on January 1, 2022
- Belgium Telecom SA has merged retroactively with Destiny NV on January 1, 2022
- Faqbot SA has merged retroactively with Destiny for Service Providers NV on January 1, 2022

France

- Alliantel SAS has been transferred via a *transfer universel de patrimoine* ('TUP') to Destiny France Partenaire SAS on January 1, 2022
- MSLine SARL has been transferred via a *transfer universel de patrimoine* ('TUP') to Destiny France Entreprises SAS on January 1, 2022

The Netherlands

- Destiny Netherlands Service Center BV has been incorporated as part of the demerger of Destiny White Label Services BV on January 1, 2022
- VOIPS BV has merged with Hexacom BV on January 1, 2022
- Hexacom BV has merged with Destiny BV on January 1, 2022

Sweden

- Telepo Holding AB has merged with Destiny Sweden AB on June 15, 2022
- Soluno Communications AB has merged with Destiny Sweden AB on June 15, 2022

Denmark

- Sealink Technology ApS has merged with Destiny A/S on December 16, 2022
- Voicelink ApS has merged with Destiny A/S on December 16, 2022

31. Auditor's report

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Building a better working world

Independent auditor's report to the general meeting of Destilink BV for the year ended 31 December 2022

In the context of the statutory audit of the Consolidated Financial Statements of Destilink BV (the "Company") and its subsidiaries (together the "Group" or "Dstny"), we report to you as statutory auditor. This report includes our opinion on the consolidated statement of profit or loss, the consolidated statement of other comprehensive income both for the year ended 31 December 2022, the consolidated statement of financial position as at 31 December 2022, the consolidated statement of cash flow and the consolidated statement of changes in equity both for the year ended 31 December 2022 and the disclosures including material accounting policy information (all elements together the "Consolidated Financial Statements") as well as our report on other legal and regulatory requirements. These two reports are considered one report and are inseparable.

We have been appointed as statutory auditor by the shareholders' meeting of 29 January 2020, in accordance with the proposition by the Board of Directors following recommendation of the Audit Committee. Our mandate expires at the shareholders' meeting that will deliberate on the Consolidated Financial Statements for the year ending 31 December 2022. We performed the audit of the Consolidated Financial Statements of the Group during 3 consecutive years.

Report on the audit of the Consolidated Financial Statements

Unqualified opinion

We have audited the Consolidated Financial Statements of Destilink BV, that comprise of the consolidated statement of profit or loss, the consolidated statement of other comprehensive income both for the year ended 31 December 2022, the consolidated statement of financial position as at 31 December 2022, the consolidated statement of cash flow and the consolidated statement of changes in equity both for the year ended 31 December 2022 and the disclosures, including material accounting policy information, which show a consolidated balance sheet total of € 692.961 thousand and of which the consolidated income statement shows a loss for the year of € 21.007 thousand.

In our opinion, the Consolidated Financial Statements give a true and fair view of the consolidated net equity and financial position as at 31 December 2022, and of its consolidated results for the year then ended, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union ("IFRS") and with applicable legal and regulatory requirements in Belgium.

Basis for the unqualified opinion

We conducted our audit in accordance with International Standards on Auditing ("ISA's") applicable in Belgium. In addition, we have applied the ISA's approved by the International Auditing and Assurance Standards Board ("IAASB") that apply at the current year-end date and have not yet been approved at national level. Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the Consolidated Financial Statements" section of our report.

We have complied with all ethical requirements that are relevant to our audit of the Consolidated Financial Statements in Belgium, including those with respect to independence.

We have obtained from the Board of Directors and the officials of the Company the explanations and information necessary for the performance of our audit and we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors for the preparation of the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the Consolidated Financial Statements that give a true and fair view in accordance with IFRS and with applicable legal and regulatory requirements in Belgium and for such internal controls relevant to the preparation of the Consolidated Financial Statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of Consolidated Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, and provide, if applicable, information on matters impacting going concern, The Board of Directors should prepare the financial statements using the going concern basis of accounting, unless the Board of Directors either intends to liquidate the Company or to cease business operations, or has no realistic alternative but to do so.

Our responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance whether the Consolidated Financial Statements are free from material misstatement, whether due to fraud or error, and to express an opinion on these Consolidated Financial Statements based on our audit. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with the ISA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and 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.

In performing our audit, we comply with the legal, regulatory and normative framework that applies to the audit of the Consolidated Financial Statements in Belgium. However, a statutory audit does not provide assurance about the future viability of the Company and the Group, nor about the efficiency or effectiveness with which the board of directors has taken or will undertake the Company's and the Group's business operations. Our responsibilities with regards to the going concern assumption used by the board of directors are described below.

As part of an audit in accordance with ISA's, we exercise professional judgment and we maintain professional skepticism throughout the audit. We also perform the following tasks:

- identification and assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, the planning and execution of audit procedures to respond to these risks and obtain audit evidence which is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting material misstatements resulting from fraud is higher than when such misstatements result from errors, since fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining insight in the system of internal controls that are relevant for the audit and with the objective to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluating the selected and applied accounting policies, and evaluating the reasonability of the accounting estimates and related disclosures made by the Board of Directors as well as the underlying information given by the Board of Directors;
- conclude on the appropriateness of the Board of Directors' use of the going-concern basis of accounting, and based on the audit evidence obtained, whether or not a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's or Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going-concern;

- evaluating the overall presentation, structure and content of the Consolidated Financial Statements, and evaluating whether the Consolidated Financial Statements reflect a true and fair view of the underlying transactions and events.

We communicate with the Audit Committee within the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the audits of the subsidiaries. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities.

Report on other legal and regulatory requirements

Responsibilities of the Board of Directors

The Board of Directors is responsible for the preparation and the content of the Board of Directors' report on the Consolidated Financial Statements, and other information included in the annual report.

Responsibilities of the auditor

In the context of our mandate and in accordance with the additional standard to the ISA's applicable in Belgium, it is our responsibility to verify, in all material respects, the Board of Directors' report on the Consolidated Financial Statements, and other information included in the annual report, as well as to report on these matters.

Aspects relating to Board of Directors' report and other information included in the annual report

In our opinion, after carrying out specific procedures on the Board of Directors' report, the Board of Directors' report is consistent with the Consolidated Financial Statements and has been prepared in accordance with article 3:32 of the Code of companies and associations once read in conjunction with the Consolidated Financial Statements notably with respect to the evolution of the Company's financial position and results, the use of financial instruments as well as subsequent events in note 29.

In the context of our audit of the Consolidated Financial Statements, we are also responsible to consider whether, based on the information that we became aware of during the performance of our audit, the Board of Directors' report and other information included in the annual report, being:

contain any material inconsistencies or contains information that is inaccurate or otherwise misleading. In light of the work performed, there are no material inconsistencies to be reported.

Independence matters

Our audit firm and our network have not performed any services that are not compatible with the audit of the Consolidated Financial Statements and have remained independent of the Company during the course of our mandate.

The fees related to additional services which are compatible with the audit of the Consolidated Financial Statements as referred to in article 3:65 of the Code of companies and associations were duly itemized and valued in the notes to the Consolidated Financial Statements.

Diegem, 6 October 2023

EY Bedrijfsrevisoren BV
Statutory auditor
Represented by

Piet Hemschoote *
Partner
*Acting on behalf of a BV/SRL

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