20230630205541

Årsredovisning

för

ShowHeroes Nordics AB

556689-3490

Räkenskapsåret

2022

Fastställelseintyg

Undertecknad verkställande direktör i ShowHeroes Nordics AB intygar att resultaträkningen och balansräkningen i årsredovisningen har fastställts på årsstämma den 22 juni 2023. Årsstämman beslutade att godkänna styrelsens förslag till resultatdisposition.

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

Stockholm

Camilla Anger

20230530030542

Årsredovisning

för

ShowHeroes Nordics AB

556689-3490

Räkenskapsåret

2022

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Styrelsen och verkställande direktören för ShowHeroes Nordics AB avger följande årsredovisning för räkenskapsåret 2022.

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

Förvaltningsberättelse

Information om verksamheten

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

Ägarförhållanden

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

Väsentliga händelser under räkenskapsåret

ShowHeroes Group fortsätter sin tillväxtresa och har under bara fem år expanderat till ett globalt mediabolag med verksamhet i fler än 20 länder och med över 400 anställda. Under året har bolaget utökat sin produktportfölj och erbjuder "Better Media Framework" - ShowHeroes långsiktiga engagemang är att positivt påverka vår miljö, gemenskap, anställda och omvärlden.

Flerårsöversikt (Tkr)	**2022**	**2021**	**2020**	**2019**	**2018**
Nettoomsättning	23 261	9 059	8 404	7 440	7 462
Resultat efter finansiella poster	-2 402	-22 034	-969	-3 186	-2 483
Antal anställda	4	3	2	2	2
Soliditet (%)	18,7	29,9	61,7	63,4	68,2

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

Förändringar i eget kapital

	Aktie-kapital	**Uppskriv-ningsfond**	**Fri överkurs-fond**	**Balanserat resultat**	**Årets resultat**	**Totalt**
Belopp vid årets ingång	314 512	0	44 043 957	7 679 651	-38 872 224	**13 165 896**
Omföring av fg års resultat				-38 872 224	38 872 224	**0**
Årets resultat					-2 401 797	**-2 401 797**
Belopp vid årets utgång	**314 512**	**0**	**44 043 957**	**-31 192 573**	**-2 401 797**	**10 764 099**

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

fri överkursfond	44 043 957
ansamlad förlust	-31 192 573
Överkursfond	0
årets förlust	-2 401 797
	10 449 587
disponeras så att	
i ny räkning överföres	10 449 587
	10 449 587

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

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Resultaträkning

	Not	2022-01-01 -2022-12-31	2021-01-01 -2021-12-31
Rörelsens intäkter			
Nettoomsättning		23 260 856	9 058 811
Övriga rörelseintäkter		151 616	9 441
		23 412 472	**9 068 252**
Rörelsens kostnader			
Övriga externa kostnader		-18 068 549	-5 274 951
Personalkostnader	3	-5 360 964	-3 538 750
Avskrivningar och nedskrivningar av immateriella anläggningstillgångar		-1 788 251	-2 321 272
Övriga rörelsekostnader		-3 637	-955 567
		-25 221 401	**-12 090 540**
Rörelseresultat		**-1 808 929**	**-3 022 288**
Resultat från finansiella poster			
Resultat från andelar i koncernföretag		0	-18 417 264
Övriga ränteintäkter och liknande resultatposter	4	63 463	130 794
Räntekostnader och liknande resultatposter	5	-656 331	-725 114
		-592 868	**-19 011 584**
Resultat efter finansiella poster		**-2 401 797**	**-22 033 872**
Bokslutsdispositioner	6	0	-16 838 352
Resultat före skatt		**-2 401 797**	**-38 872 224**
Årets resultat		**-2 401 797**	**-38 872 224**

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Balansräkning

	Not	2022-12-31	2021-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Immateriella anläggningstillgångar			
Goodwill	7	2 474 101	2 985 985
Förvärvade publicistrelationer	8	0	1 276 367
		2 474 101	**4 262 352**
Finansiella anläggningstillgångar			
Andelar i koncernföretag	9, 10	33 836 964	33 836 964
Fordringar hos koncernföretag	11	6 509 425	3 852 904
		40 346 389	**37 689 868**
Summa anläggningstillgångar		**42 820 490**	**41 952 220**
Omsättningstillgångar			
Kortfristiga fordringar			
Fordringar hos koncernföretag		13 306 911	1 549 728
Aktuella skattefordringar		73 519	0
Övriga fordringar		1 153 844	36 403
Förutbetalda kostnader och upplupna intäkter		199 145	55 957
		14 733 419	**1 642 088**
Kassa och bank		107 811	454 426
Summa omsättningstillgångar		**14 841 230**	**2 096 514**
SUMMA TILLGÅNGAR		**57 661 720**	**44 048 734**

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Balansräkning

	Not	2022-12-31	2021-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital		314 512	314 512
		314 512	**314 512**
Fritt eget kapital			
Fri överkursfond		44 043 957	44 043 957
Balanserad vinst eller förlust		-31 192 573	7 679 651
Årets resultat		-2 401 797	-38 872 224
		10 449 587	**12 851 384**
Summa eget kapital		**10 764 099**	**13 165 896**
Långfristiga skulder	12		
Skulder till koncernföretag		35 085 824	23 543 559
Övriga skulder		883 407	0
Summa långfristiga skulder		**35 969 231**	**23 543 559**
Kortfristiga skulder			
Skulder till kreditinstitut		0	333 328
Leverantörsskulder		959 507	799 200
Skulder till koncernföretag		8 147 828	4 558 218
Övriga skulder		488 063	996 448
Upplupna kostnader och förutbetalda intäkter		1 332 992	652 085
Summa kortfristiga skulder		**10 928 390**	**7 339 279**
SUMMA EGET KAPITAL OCH SKULDER		**57 661 720**	**44 048 734**

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Noter

Not 1 Redovisnings- och värderingsprinciper

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

Företagets redovisningsvaluta är svenska kronor (SEK).

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

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

Immateriella tillgångar
I samband med bolagsförvärv har bolaget identifierat och värderat goodwill och leverantörsrelationer. Goodwill utgör det värdet varmed förvärvspriset överstiger verkligt värde på de nettotillgångar som bolaget förvärvat i samband med rörelseförvärv och redovisas till anskaffningsvärde minskat ackumulerade av- och nedskrivningar. Värdet på leverantörsrelationer bedöms utifrån övervärdesmetoden och annan relevant information och redovisas till anskaffningavärde med avdrag för ackumulerade av- och nedskrivningar. Befintlig goodwill bedöms ha en nyttjandeperiod om 10 år och befintliga leverantörsrelationer en nyttjandeperiod om 5 år.

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

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

Immateriella anläggningstillgångar	
Förvärvade publicistrelationer	5 år
Goodwill	10 år

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Finansiella anläggningstillgångar

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

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

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

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

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

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

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

Nyckeltalsdefinitioner
Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

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

Antal anställda
Medelantal anställda under räkenskapsåret.

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

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Uppskattningar och bedömningar

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

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

Not 2 Allmän information

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

Not 3 Medelantalet anställda

	2022	2021
Medelantalet anställda	4	3

Not 4 Övriga ränteintäkter och liknande resultatposter

	2022	2021
Ränteintäkter från koncernföretag	63 455	130 794
Övriga ränteintäkter	8	0
	63 463	**130 794**

Not 5 Räntekostnader och liknande resultatposter

	2022	2021
Räntekostnader till koncernföretag	-434 767	-272 520
Övriga räntekostnader	-7 293	-35 369
Kursdifferenser	-249 157	-417 225
	-691 217	**-725 114**

Not 6 Bokslutsdispositioner

	2022	2021
Lämnade koncernbidrag	0	-16 838 352
	0	**-16 838 352**

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Not 7 Goodwill

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	5 118 828	5 118 828
Utgående ackumulerade anskaffningsvärden	**5 118 828**	**5 118 828**
Ingående avskrivningar	-2 132 843	-1 620 959
Årets avskrivningar	-511 884	-511 884
Utgående ackumulerade avskrivningar	**-2 644 727**	**-2 132 843**
Utgående redovisat värde	**2 474 101**	**2 985 985**

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

Not 8 Förvärvade publicistrelationer

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	7 658 174	7 658 174
Utgående ackumulerade anskaffningsvärden	**7 658 174**	**7 658 174**
Ingående avskrivningar	-6 381 807	-4 850 175
Årets avskrivningar	-1 276 367	-1 531 632
Utgående ackumulerade avskrivningar	**-7 658 174**	**-6 381 807**
Utgående redovisat värde	**0**	**1 276 367**

Not 9 Andelar i koncernföretag

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	52 353 369	33 015 498
Inköp	0	19 337 871
Utgående ackumulerade anskaffningsvärden	**52 353 369**	**52 353 369**
Ingående nedskrivningar	-18 516 405	-99 141
Årets nedskrivningar	0	-18 417 264
Utgående ackumulerade nedskrivningar	**-18 516 405**	**-18 516 405**
Utgående redovisat värde	**33 836 964**	**33 836 964**

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Not 10 Specifikation andelar i koncernföretag

Namn	Kapital-andel	Rösträtts-andel	Antal andelar	Bokfört värde
ShowHeroes AB	100	100	1 018	5 346 475
PlayAd Media Group Content Production AB	100	100	1 000	254 626
PlayAd Media Group Technology AB	100	100	1 000	6 517 362
ShowHeroes AS	100	100	11 746	5 494 233
ShowHeroes ApS	100	100	5 055 555	8 939 360
ShowHeroes OY	100	100	3 160	5 946 381
World Sports & Broadcast i Stockholm AB	100	100	1 000	1 338 527
				33 836 964

	Org.nr	Säte
ShowHeroes AB	556858-4261	Stockholm
PlayAd Media Group Content Production AB	556765-2960	Stockholm
PlayAd Media Group Technology AB	556218-9877	Stockholm
ShowHeroes AS	912 755 878	Oslo
ShowHeroes ApS	36 044 969	Köpenhamn
ShowHeroes OY	2629839-4	Helsingfors
World Sports & Broadcast i Stockholm AB	556759-6977	Stockholm

Not 11 Fordringar hos koncernföretag

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	3 852 904	17 388 564
Tillkommande fordringar	3 856 521	2 048 527
Avgående fordringar	-1 200 000	-6 806 750
Omklassificeringar	0	-8 777 437
Utgående ackumulerade anskaffningsvärden	**6 509 425**	**3 852 904**
Utgående redovisat värde	**6 509 425**	**3 852 904**

Not 12 Långfristiga skulder

	2022-12-31	2021-12-31
Skulder som förfaller senare än 5 år efter balansdagen	0	0
	0	**0**

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Not 13 Väsentliga händelser efter räkenskapsårets slut

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

Not 14 Ställda säkerheter

	2022-12-31	2021-12-31
För företagets egen räkning:		
Företagsinteckningar	1 000 000	1 000 000
	1 000 000	**1 000 000**

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Stockholm, 21 juni 2023

Mario Tiedemann
Ordförande

Marc Schäfer
Styrelseledamot

Ilhan Zengin
Styrelseledamot

Camilla Anger
Verkställande direktör

Vår revisionsberättelse har lämnats den 22 juni 2023

Deloitte AB

Therese Björå
Auktoriserad revisor

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Deloitte.

REVISIONSBERÄTTELSE

Till bolagsstämman i ShowHeroes Nordics AB
organisationsnummer 556689-3490

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för ShowHeroes Nordics AB för räkenskapsåret 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 ShowHeroes Nordics ABs finansiella ställning per den 31 december 2022 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

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

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

Övriga upplysningar

Revisionen av årsredovisningen för räkenskapsåret 2021-01-01 - 2021-12-31 har utförts av en annan revisor som lämnat en revisionsberättelse daterad 30 juni 2022 med omodifierade uttalanden i Rapport om årsredovisningen.

Styrelsens och verkställande direktörens ansvar

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

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

Revisorns ansvar

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

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

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

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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 för ShowHeroes Nordics 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 moderbolaget enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

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

Styrelsens och verkställande direktörens ansvar

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

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

Revisorns ansvar

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

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

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

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

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

Anmärkning

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

Stockholm den 22 juni 2023

Deloitte AB

Therese Björå
Auktoriserad revisor

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ShowHeroes SE
Berlin

Certificate copy

Group management report and consolidated financial statements for the financial
year from 1 January to 31 December 2022 as well as the independent auditor's report

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Deloitte GmbH
Audit firm

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General Terms and Conditions for Auditors and Audit Firms

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GROUP MANAGEMENT REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

for the financial year from
1 January to 31 December 2022

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Group Management Report

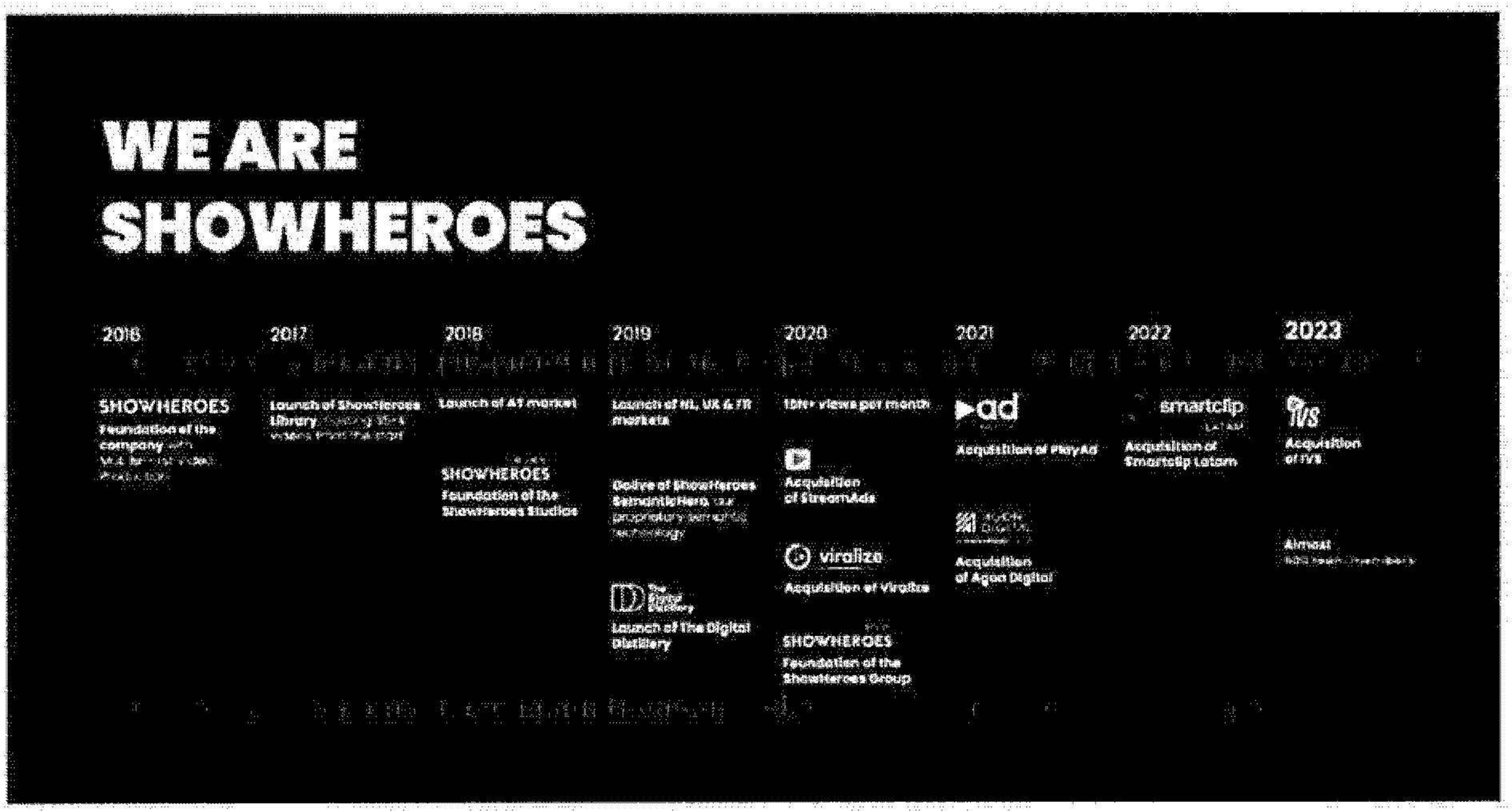
General Information on the Group Management Report

The consolidated management report of ShowHeroes SE, Berlin, and its subsidiaries (collectively "we", "us", "our", "ShowHeroes", "Group", "Consolidated Group" or "Company") was prepared for the financial year from January 1 to December 31, 2022.

Business Model

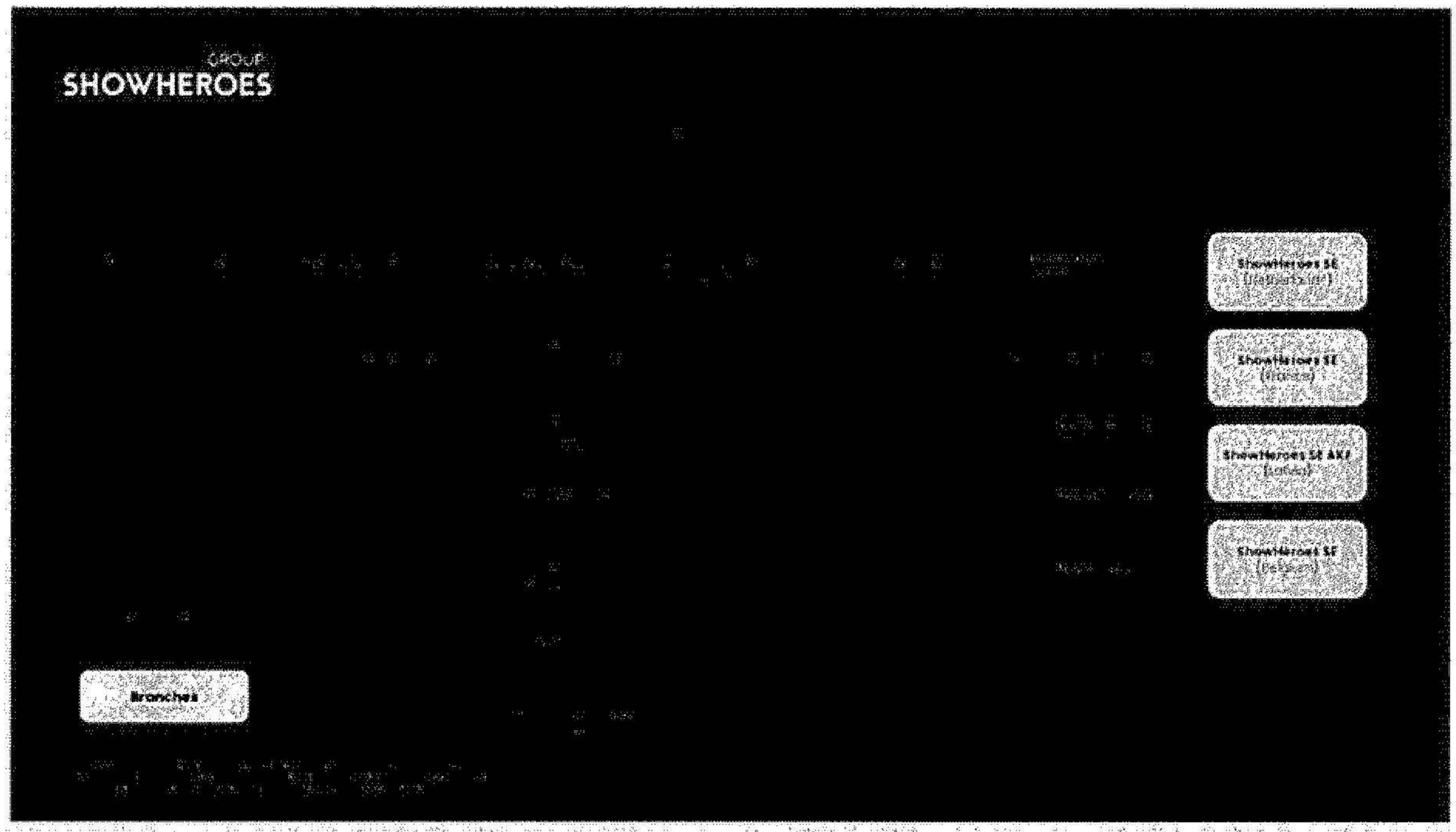
Overview of the ShowHeroes Group

ShowHeroes SE was founded in 2016 by Ilhan Zengin, Mario Tiedemann and Dennis Kirschner with headquarters in Berlin and the ShowHeroes Group was launched in 2020. Consisting of the core brand ShowHeroes, the production unit ShowHeroes Studios, the performance marketing solutions provider Agon Digital and the SaaS video solution Viralize and The Digital Distillery, a networking event and content platform, ShowHeroes employs more than 300 people worldwide with offices in 35 strategic centers across Europe, LATAM, the USA and most recently APAC.



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branches, subsidiaries and M&A

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

In December 2021, the company founded ShowHeroes Inc., a wholly owned subsidiary in the USA, which began its commercial activities in 2022. In parallel with organic growth, we have set the course for a balance of strategic M&A transactions.

Value creation through strategic M&A

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

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

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

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

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

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

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

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

In May 2023, ShowHeroes acquired Asia-based iVS (Intelligent Video Solutions) with headquarters in Singapore. iVS is an independent, technology-led digital video company and AVOD platform that provides advertisers, publishers and broadcasters with a complete solution for online video advertising. With this acquisition, we secure a position in Asia in six different markets - Indonesia, Japan, Malaysia, Philippines, Thailand and Singapore.

Our business model

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

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

Users are engaged in contexts, supported by SemanticHero, our creative solutions and brand-safe placements, while improving the efficiency, quality and cost of digital ad transactions. Clients can work with us directly or through third-party DSPs.

work. Regardless of how and where advertisers conduct their transactions, they have access to our inventory sources on behalf of our publisher partners. Thanks to our SemanticHero, we use our machine learning predictive models that are specifically targeted at our publisher partners and our in-article placements. We use our machine learning predictive algorithms

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Learning to process large amounts of data based on thousands of campaigns to deliver the best possible results for clients. We are therefore confident that we can offer cost efficiencies and a higher ROI to agencies and advertisers who access our publisher partners' inventory.



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

We define our total addressable market as the global digital advertising market. The global digital advertising market is expected to grow from USD 178.29 billion in 2022 to USD 185.17 billion in 2023 at a compound annual growth rate (CAGR) of 3.9%. The digital advertising market is expected to grow to USD 209.43 billion by 2027 at a CAGR of 3.1%.

US dollar will grow.

Our competition

In the dynamic and highly competitive landscape of digital advertising, ShowHeroes operates with a multitude of competitors. We compete with companies like Google, Amazon, Meta, LinkedIn, TikTok and others.

On the demand side, our competitors include other video and display format providers such as Teads, Seedtag and GumGum, while on the supply side we compete with online video platforms (OVPs) such as Connatix, Primis and Ex.co. Despite this competitive environment, ShowHeroes excels in

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its co-publisher position. This approach enables us to offer sustainable video production and content personalization. This strategy helps our publishing partners achieve their monetization goals.

On the demand side, we also value brand safety, an important aspect that further differentiates our offering. This combination of quality and scalability, coupled with our commitment to sustainable practices and innovative content personalization, puts ShowHeroes in a position to succeed in the competitive world of digital advertising.

branches

The company has offices in the Netherlands, France, Latvia and Belgium. ShowHeroes SE also had a representative office in Spain "Oficina de Representación en España", which, however, did not carry out any activities and was closed in 2023. Offices in the Netherlands, France and Belgium are sales offices, while the office in Latvia is responsible for the production of video content and the operational operation of the digital ads. As of December 31, 2022, the company employs 57 people in Latvia, 18 people in France, 10 people in the Netherlands and

3 employees in Belgium.

~~Overview of branches:~~

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

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

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

ShowHeroes SE ÿKF (Lettland)
Berzaunes 11039 Riga, Latvia
VAT identification number: LV40103990424

ShowHeroes SE - Representative Office in Spain (not active)
Paseo de la Castellana 77, 28046 Madrid, Spain

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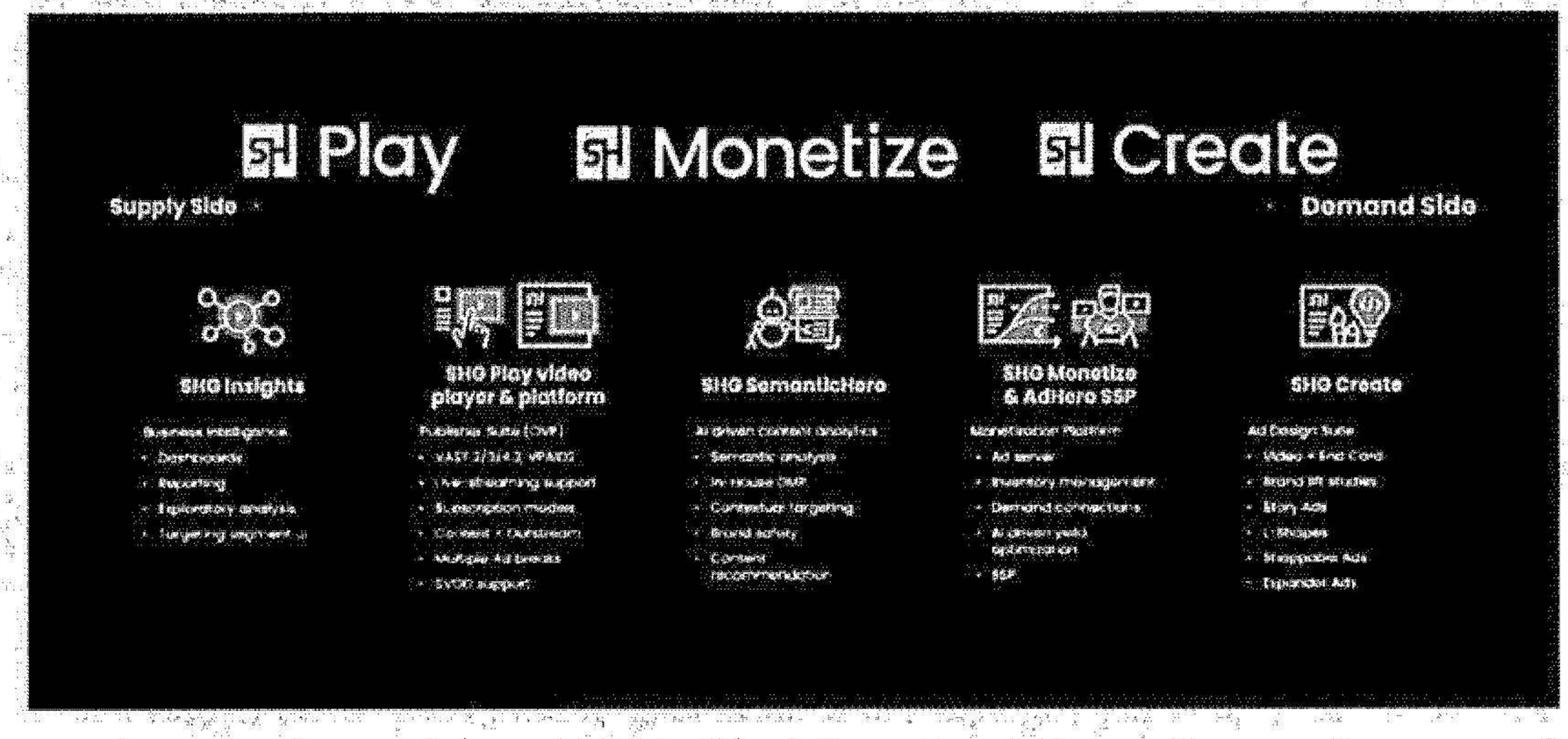
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Products and Research & Development

products

product overview

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



Video player: Our omnichannel video player has a flexibly customizable user interface as well as a flexibly customizable design.

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

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

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

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

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

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

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

1. A business dashboard that shows important health metrics at region, country or publisher level with visualized with daily accuracy.

2. The Semantic Insights section shows contextual data at the individual site level from both a publisher and campaign perspective and enables our sales teams to share insights on both inventory quality, targeting accuracy and contextual relevance KPIs with our clients.

3. The Custom Segment Builder is our tool for creating contextual targeting segments for our advertisers to reach the desired audience across our network with high scalability – without relying on cookies or other user data.

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

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

SH AdHero SSP: AdHero is our supply-side platform that is integrated server-2-server into the Monetize platform and uses the oRTB protocol for communication.

The AdHero SSP serves as a meta-SSP and opens a secondary, optional path to SHG's partner SSPs and exchanges to monetize our inventory. Additionally, it has private marketplace (PMP) deal management capabilities and integrates directly with DSPs.

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

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Research & Development

ShowHeroes develops various products along the AdTech and content value chain that enable optimized delivery of video advertising and content across our publisher network. Our technology also supports the creation, classification, allocation and management of ads and content. Due to our global approach to talent acquisition and staffing, our development department is represented by an average of 37 employees in the 2022 financial year, with a focus on Florence, Berlin and Stockholm.

The total amount of development costs in the 2022 financial year was €2.42 million (previous year: €0.61 million).
These development costs were accounted for as internally generated intangible assets in the financial year
This does not include expenses for the acquisition of technology through M&A transactions.
This also did not include any relevant third-party services. The share of capitalized development services in the total research and development costs for the period (capitalization ratio) is 100% (previous year: 100%). The depreciation on capitalized development costs amounts to €1.48 million (previous year: €1.11 million). Infrastructure costs for the fiscal year ending December 31, 2022 amounted to approximately €3.3 million (previous year: €0.95 million).

Financial Performance: Review and Analysis

business development

The year 2022 was mixed for ShowHeroes. The first six months went as expected: We
regularly met or exceeded our budget targets and made investments in expanding business operations. In parallel, we signed letters of intent for two major acquisitions and invested resources in due diligence and the corresponding financing processes. However, the ongoing military conflict in Ukraine initiated by the Russian Federation cast a shadow of uncertainty over many major brands, which had a significant impact on the advertising industry in the second half of the year. This external disruption led to an atypical fourth quarter, traditionally by far the most important season in the media industry. Against this backdrop, we were faced with the difficult decision to halt two major M&A activities, so the legal due diligence projects for two potential acquisitions in summer 2022 were suspended.

Furthermore, significant investments were made in the first half of the year, including staff recruitment and the implementation of an ERP system. Unlike many competitors and technology companies, ShowHeroes refrained from major layoffs in response to the advertising crisis in the second half of the year and gave priority to growth potential over immediate profitability.

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assets, financial position and earnings

financial situation

The acquisitions of Smartclip Latam and the Nordics marked a significant change in ShowHeroes' finances. This strategic move resulted, above all, in a significant increase in the goodwill from business combinations, which rose to €14.2 million and now represents 21.3% of the total balance sheet, compared to 20.4% (€12.2 million) at the end of 2021 and only 13.9% (€3.8 million)
at the beginning of 2021.

In line with the expansion of our business activities, there was a significant increase in accounts receivable by an additional €4.35 million compared to the previous year. This increase in accounts receivable directly reflects our sales growth, which increased by 1.73 times, while accounts receivable increased by 1.26 times. Active accounts receivable management remains a priority for us, as we closely monitor our customers' payment behavior and vigorously pursue the collection of outstanding payments.

On the liabilities side, we saw a significant increase in liabilities to banks, which rose from €5.2 million to €11.8 million. This increase is due to the acquisition of investments and the financing needs of our expanded business operations. This resulted in a decrease in cash and cash equivalents, which fell from around €8.8 million to around €4.5 million. This shift in our asset and liability structure reflects our strategic investments and the momentum of our expanding business activities.

financial situation

Capital structure

We experienced significant changes in our capital structure during 2022. One shift occurred in our bank debt, which increased from €5.2 million at the end of 2021 to €11.8 million as of December 31, 2022. This increase was primarily due to new borrowings to finance the acquisition of Smartclip Latam, resulting in these borrowings representing 17.7% of our total balance sheet, an increase of 9.1 percentage points compared to the previous year (8.6%).

The company's equity also changed over the course of the year. Due to a net loss in 2022, our equity decreased from €26.4 million to €14.5 million. Accordingly, our equity ratio, which is a measure of our leverage, also decreased. Despite the increase in our total assets, the equity ratio decreased from 44.0% to a still solid 21.8%.

An important part of our acquisition strategy in 2022 was a share swap when purchasing PlayAd Media Group AB. This transaction was carried out by issuing shares in ShowHeroes SE at par value to the former shareholders of PlayAd Media Group AB, resulting in an increase in the number of shares issued during the year from 188,070 to 197,786. This share swap was carried out without charging a premium, so our capital reserve was unaffected. This strategic move reflects our commitment to growth and value creation through careful financial planning and corporate structuring.

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investments

During the 2022 financial year, ShowHeroes actively invested in technological advancements and video library expansions. The net book value of our other intangible assets (excluding customer base and publishing relationships from the Nordics acquisition) increased from €3.7 million in 2021 to €5.0 million in 2022, despite the €1.5 million depreciation charge. Total gross investments in these areas amounted to €2.8 million.

Cashflow-Situation

At the end of 2022, ShowHeroes reported cash and cash equivalents totaling €4.5 million. Our financial forecasts indicate that these liquid assets are sufficient to effectively maintain our growth trajectory. In addition, to strengthen our financial position in 2023, a capital increase including a cash premium of €1.6 million was carried out as part of the acquisition of IVS.

Furthermore, ShowHeroes SE has an open current account credit of €0.5 million as of December 31, 2022, which will be increased to €1.5 million in September 2023 and to €4.0 million in the first quarter of 2024.
was increased.

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

Consolidated Cash Flow Statement of ShowHeroes SE (summary)

In T€	2022	2021 Change
Cash flow from operating activities	-959	4.899 -5.858
cash flows from investing activities	-8.688	-12.331 3.643
Cash flow from financing activities	5.220	13.066 -7.846
Cash flow for the period (net)	-4.427	5.634 -10.061
currency translation differences	142	-12 154
Cash and cash equivalents on End of the period	4.516	8.801 -4.285

The negative cash flow from operating activities of €-0.96 million (previous year: €4.9 million) results mainly from the negative result for the period.

The negative cash flow from investing activities of €-8.7 million (previous year: €-12.3 million) mainly includes expenses in connection with business combinations and the acquisition and creation of intangible assets. In total, considerations for the acquisition of investments amounted to €17.1 million (previous year: €18.8 million). Of this, the amounts given amounted to

Cash and cash equivalents amounted to €7.8 million (previous year: €12.9 million) and liquid assets amounted to €2.2 million (previous year: €1.2 million).

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acquired. The purchases resulted in assets of €17.6 million (previous year: €18.9 million) and liabilities of €5.5 million (previous year: €8.7 million).

Financing activities generated a positive cash flow of €5.2 million in the financial year (previous year: €13.1 million). This was mainly due to the taking out of loans and the corresponding repayment of loans. In the previous year, however, this was mainly made up of the issue of shares and the taking out of loans and leasing liabilities and their pro rata repayment.

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

earnings situation

In the 2022 financial year, ShowHeroes recorded a significant increase in sales, reaching €65.8 million an increase of 73% compared to the previous year. This increase was due to both the expansion of our business activities and strategic corporate acquisitions.

However, direct costs increased by 90.2%, slightly exceeding sales growth. This was due, among other things, to the consolidation of lower-margin subsidiaries.

As a result, our margin fell from approximately 54.8% to approximately 50.3%.

Due to the consolidation of the Nordic and Latin American operations as well as investments in start-up markets (mainly the USA and the UK), personnel costs increased by 2.2 times, resulting in an increase in the personnel cost ratio from around 28.6% to around 36.4%.

After a consolidated net profit of €0.45 million was reported in 2021, 2022 closed with a consolidated annual loss of €-12.0 million due to the developments mentioned above.

Financial performance indicators

The company tracks sales revenue and EBITDA as its most important financial indicators. For an analysis of the actual values of sales revenue and EBITDA in the 2022 financial year, please refer to our comments in the subsection "Overall statement on the course of business and the situation". A target-actual comparison for sales revenue and EBITDA with planned values for the 2022 financial year is not possible because a consolidated management report was prepared for the first time.

As described above, the Russian Federation's military offensive against Ukraine has had a profound and lasting impact on consumer behavior in Europe. This uncertainty led to significant cuts in advertising budgets throughout 2022, particularly with a significant decline in the second half of the year, which is typically the peak advertising season. The reasons for the cuts are varied, firstly, consumers are unsettled by the war and are therefore saving money, and secondly, the cost of energy and other goods is rising, causing companies to cut their advertising budgets. In addition, the FIFA World Cup in the fourth quarter of 2022, which is usually a major event for the advertising industry, fell short of expectations. Criticism of the host country also led to significant cuts in advertising budgets here.

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Overall statement on business performance and situation

The company's operating result (EBITDA) increased by €7.34 million compared to 2021 (€3.35 million).
to -€3.99 million. This decline is offset by an increase in sales from €38.1 million in 2021 to €65.8 million in 2022, which was largely driven by company acquisitions and organic growth.

The direct cost of sales and the increased operating costs are the main reasons for the deterioration in EBITDA. This development is due, among other things, to the consolidation of new subsidiaries with lower margins and investments in strategically important growth regions such as the USA and Great Britain. At the same time, personnel costs increased by 2.2 times as a result of the increase in personnel.

Despite challenges, including the significant impact of the military conflict in Ukraine and the difficult macroeconomic environment, the company was able to achieve a remarkable revenue growth of 73% in fiscal year 2022. This is an indicator of ShowHeroes' resilience and strategic direction.

The Group's assets, financial position and earnings remained sound as of the balance sheet date despite the macroeconomic uncertainties. Overall, business performance is still rated as satisfactory, taking into account the challenging environment. The company remains well positioned to drive both organic growth in its core markets and efficiency improvements through targeted restructuring measures.

risk and opportunity report

risks and opportunities

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

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

1. Global Legal and Compliance Team

Our Legal and Compliance team plays a central role in this regard. They have developed a set of robust policies and procedures that guide our business operations and ensure compliance with global standards and regulations. These policies cover a wide range of topics and are regularly updated to ensure their relevance and effectiveness.

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2. Internal Control System

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

Risk	Description	probability possibility	Effects	mitigation measures
Investment risk	The company invests significant amounts in Subsidiaries located in other jurisdictions There is a potential risk that these investments may not be profitable due to poor business performance. development may be impaired.	Medium	High	Mitigating this risk includes both pre-transaction measures (e.g. careful due diligence, price adjustment mechanisms in the purchase agreement, incentives for the founders of the acquired companies) and post-transaction measures (e.g. continuous performance monitoring, active post-merger integration – PMI) to standardize culture, rules and processes.
operational risk	The company supplies Advertising via its AdTech. If this does not work, This could result in a loss of sales or a deterioration in the gross margin. The company has high growth rates and must simultaneously fill important operational positions.	Medium	High	To ensure smooth operation of the To ensure technology, there is Redundancy policies and business Continuity plans. In addition, the company is investing heavily in human resources to meet the expected growth with to support additional personnel capacities.
liquidity risk	The company's business is highly seasonal which can affect the company's cash flow.	Medium	High	The company has sufficient liquidity reserves. The profitability and liquidity situation are continuously monitored.
Credit risk/ risk of default	Deterioration of the financial situation/default of a customer	Low	Medium	Active receivables management. Focus on solvent customers and avoidance of concentration risks (historically no significant defaults).
country risk	Risk of deterioration of the situation in an important Market	Low	Low	The company is active in countries with healthy macroeconomic conditions. Nevertheless, the overall situation (e.g. interest rates, labor market, etc.) is continuously monitored.

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Risk	Description	probability possibility	out of effects	mitigation measures
market price risk	Risk of price decline in advertising bookings	Low	Medium	Through revenue sharing agreements with publishers, the company reduces risk wherever possible, which automatically reduces the purchase prices for media inventory. In addition, the Inventory through the acquisition of new publishers or areas constantly.
foreign exchange risk	Risk from transactions in other currencies	Low	Medium	The company's subsidiaries in the Nordic countries (Scandinavia and Finland), Great Britain, Latin America and the USA conduct business in local currencies. The company is endeavours to manage currency risks of subsidiaries by reducing revenues and costs, maintains a reasonable balance of transaction currencies and makes payments in USD or EUR when necessary. In addition, The company continuously monitors the status of Intercompany settlements (which are settled in EUR).

3. Commitment to strong governance

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

4. The Board of Directors

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

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

Thanks to our broad product portfolio, our expertise and our innovative strength, we are confident that we can take advantage of the opportunities that arise and meet the challenges that arise from the

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The prospect of possible interest rate cuts also strengthens our confidence that financing options could improve significantly in the future.

We see the expansion of our market presence through both organic and inorganic growth as a key opportunity. Despite the effects of the war in Ukraine, the company sees indicators of increasing sales in its core and growth markets. At the same time, the product range is being consistently developed further in order to generate medium-term sales growth.

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

forecast report

business development 2023

The year 2023 marks a crucial phase of operational consolidation for ShowHeroes. This period is characterized by a series of strategic steps:

1. **Post-merger integration and technology rollout:** We focus our efforts on integrating post-merger operations and deploying our advanced technology across all our operating markets. This streamlined approach is critical to improving efficiency and market responsiveness.

2. **Targeted investments and strategic acquisitions in APAC:** Our investment strategy focuses on growth segments, complemented by a strategic acquisition in the APAC region. These steps are crucial to strengthen our market presence and drive expansion.

3. **Cost optimization:** Significant reductions are underway in low priority areas and we are realigning our resources to maximize profitability and operational efficiency.

4. **Sales development in 2023:** According to preliminary, not yet audited actual figures, sales revenues of €75.3 million were generated in the 2023 financial year, thus achieving solid overall growth of the Sales of around 14% were achieved.

operating profit development 2023

Despite some remaining uncertainties, we are optimistic that we will achieve operating profitability in 2023. According to preliminary, not yet audited actual figures, EBITDA of €1.8 million was achieved.

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sales outlook for 2024

ShowHeroes is well positioned with market presence in six out of ten of the world's fastest growing digital advertising markets. As there remains some uncertainty about the overall global economic outlook, we will focus more on efficiency than accelerated

focus on growth.

Based on eleven months of sales data, we are planning sales of €73.0 million for the 2024 financial year.

operating profit outlook for 2024

In view of the ongoing war of aggression by the Russian Federation against Ukraine and the weakening economy in important European markets, we continue to attach particular importance to increasing EBITDA. Despite these challenges, an increase in EBITDA is expected for the operating business in the core and growth markets. Based on the data from eleven months, we are planning EBITDA of €2.0 million for the 2024 financial year.

liquidity targets

As part of the takeover of IVS, a capital increase including a cash premium of €1.6 million was carried out in 2023. In summer 2023, we took out corporate loans of €0.7 million
secured to offset seasonal fluctuations in working capital. In addition, we entered into a convertible loan agreement for €1.5 million in November 2023.

To strengthen our financial flexibility, we increased our existing HVB overdraft facility from €0.5 million to €1.5 million in September 2023. A further increase to €4.0 million was made in the first quarter of 2024. This strategic increase ensures that sufficient working capital is available so that we can achieve our profitability and growth targets.

Ambitions for 2025 and beyond

For the 2025 financial year, we are planning moderate organic sales growth of 2-5% and an EBITDA target of at least €6.0 million. The measures launched in 2024 will be consistently continued.
We focus on two key areas:

1. Focusing new investments on the most dynamic growth markets (especially the UK and
   LATAM) as well as on future-oriented products (especially CTV);
2. Productivity increases through efficiency measures and the targeted use of AI, which will enable us to achieve savings of up to
   10% in personnel costs over the course of the year compared to 2024.
   have a goal.

We also aim to maintain a gross margin of at least 44% and increase it by 2-3 percentage points in the following years. From 2026 onwards, we aim to achieve a sustainable EBITDA margin of at least 10%.

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Our financial strategy for 2024 and 2025 is based on a budget that prioritizes sustainable restructuring and the reduction of debt in order to be ready for larger acquisitions again in the medium term. This budgeting approach with strict cost management is intended to ensure that we achieve a significantly positive EBITDA. In doing so, we are focusing on greater efficiency and productivity, which have priority over pure sales growth in our future planning.

Berlin, January 28, 2025
ShowHeroes SE
The Managing Directors

Ilhan Zengin

Mario Tiedemann

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consolidated financial statements according to IFRS

Consolidated profit and loss statement and other comprehensive income of ShowHeroes SE, Berlin

In TC	Attachment	2022	2021
sales revenues	(3)	65.833	38.058
Direct sales costs	(4)	-32.714	-17.199
gross profit		33.119	20.859
Operating expenses and income		-37.107	-17.509
personnel costs	(5), (6)	-23.988	-10.903
Administrative HR costs		-419	-104
IT infrastructure costs	(7)	-3.299	-949
building and operating costs		-729	-153
Marketing and PR		-1.362	-529
Travel and Entertainment		-1.563	-466
legal, audit and consulting costs		-2.442	-1.072
Other operating expenses	(7)	-2.999	-3.381
income from currency translation	(8)	811	155
losses from currency translation	(8)	-1.127	-107
operating result (EBITDA)		-3.988	3.350
depreciation, financial result and income taxes		-8.039	-2.903
Amortization of intangible assets assets	(12), (13)	-6.271	-1.254
depreciation of property, plant and equipment	(15)	-960	-741
Interest income	(9)	31	6
Interest expenses	(9)	-744	-323
income taxes	(10)	-647	-648
Deferred tax expense/income	(10)	552	57
annual deficit/profit		-12.027	447
Other comprehensive income		142	-12
currency translation differences		142	-12
overall result		-11.885	435

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Consolidated balance sheet of ShowHeroes SE, Berlin

In T€		Attachment	31.12.2022	31.12.2021	01.01.2021
Long-term assets			**34.008**	**31.015**	**9.101**
	goodwill	(12)	14.182	12.229	3.776
	publishing relationships	(13)	8.337	9.272	0
	customer base	(13)	3.002	3.768	0
	Other Intangible Assets	(13)	5.027	3.744	2.465
	rights of use of assets	(14)	1.289	1.616	1.812
	investments		0	0	122
	Other financial assets		106	69	641
	Sachanlagen	(15)	385	285	280
	Deferred tax assets	(10)	1.680	32	5
short-term assets			**32.706**	**28.910**	**18.012**
	Trade accounts receivable and other receivables	(16)	21.045	16.695	13.063
	Other current assets	(17)	7.144	3.414	1.770
	cash and cash equivalents	(18)	4.517	8.801	3.179
total assets			**66.714**	**59.925**	**27.113**
Long-term liabilities			**-10.228**	**-6.555**	**-4.813**
	Bank loan	(19)	-7.582	-3.293	-3.605
	leasing liabilities	(14)	-661	-927	-1.208
	Deferred tax liabilities	(10)	-1.985	-2.335	0
Short-term liabilities			**-41.966**	**-26.976**	**-16.382**
	Bank loan	(19)	-4.208	-1.878	-1.709
	leasing liabilities (14)		-786	-821	-621
	provisions (20)		-12.153	-6.785	-3.860
	Trade accounts payable (21)		-14.753	-12.511	-7.928
	Other liabilities (22) (10)		-9.306	-4.631	-2.264
	Deferred tax liabilities		-760	-350	0
Equity capital			**-14.520**	**-26.394**	**-5.918**
	Subscribed capital	(24)	-198	-188	-160
	capital reserves		-27.737	-27.737	-7.724
	retained earnings		1.530	1.966	1.966
	reserve from currency translation		-142	12	0
	annual deficit/profit		12.027	-447	0
total equity and liabilities			**-66.714**	**-59.925**	**-27.113**

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Consolidated statement of changes in equity of ShowHeroes SE, Berlin

In T€	01.01.2021	Capital contributions	Contributions in kind	Result for the period	Other	31.12.2021
Subscribed capital	160	28	0	0	0	188
capital reserves	7.724	14.044	5.969	0	0	27.737
loss carryforward	-1.966	0	0	0	0	-1.966
annual surplus (deficit)	0	0	0	447	0	447
Reserve from the currency conversion	0	0	0	0	-12	-12
In total	**5.918**	**14.072**	**5.969**	**447**	**-12**	**26.394**

In T€	01.01.2022	Capital contributions	Contributions in kind	Result for the period	Other	31.12.2022
Subscribed capital	188	10	0	0	0	198
capital reserves	27.737	0	0	0	0	27.737
retained earnings (loss carryforward)	-1.519	0	0	0	-11	-1.530
annual surplus (deficit)	0	0	0	-12.027	0	-12.027
Reserve from the currency conversion	-12	0	0	0	154	142
In total	**26.394**	**10**	**0**	**-12.027**	**143**	**14.520**

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Consolidated cash flow statement of ShowHeroes SE, Berlin

In T€	2022	2021
operational activities		
annual deficit/profit	-12.027	447
income tax expense/income	647	648
Deferred tax expense/income	-552	-57
amortization of intangible assets	3.194	1.254
impairments	3.077	0
depreciation of property, plant and equipment	960	741
interest income	-31	-6
Interest expense	744	323
income tax payments	-341	-266
Cash flow from operating activities before change in working capital	**-4.329**	**3.084**
change in receivables	-3.399	-2.542
change in liabilities	1.444	2.899
change in provisions	5.325	1.458
Cash flow from operating activities	**-959**	**4.899**
investment activities		
acquisition of fixed assets	-336	-210
Acquisition of associated companies/subsidiaries, net of cash acquired	-5.596	-11.695
acquisition of intangible assets	-2.756	-426
cash flows from investing activities	**-8.688**	**-12.331**
financing activities		
share issue	10	14.072
bonds	10.441	897
repayments on borrowed capital	-3.800	-1.166
interest income	31	8
interest expense	-744	-323
repayments on leasing liabilities	-718	-420
Cash flow from financing activities	**5.220**	**13.066**
Cash flow for the period (net)	**-4.427**	**5.634**
Cash and cash equivalents at the beginning of the period	**8.801**	**3.179**
currency translation differences	142	-12
Cash and cash equivalents at the end of the period	**4.516**	**8.801**

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consolidated notes

General Information

(1) Basics of representation

General information

The registered office of ShowHeroes SE (parent company) is Berlin, Germany (Commercial Register Charlottenburg HRB 207722 B). The consolidated financial statements for the financial year from January 1 to December 31, 2022 of ShowHeroes SE and its subsidiaries (collectively "we", "us", "our", "ShowHeroes", "Group", "Consolidated Group" or "Company") were prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union and the additional commercial law provisions applicable pursuant to Section 315e (3) in conjunction with (1) HGB under the assumption of the going concern of the company.

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

The Managing Directors prepared the consolidated financial statements as of December 31, 2022 and the Group management report for the 2022 financial year on January 28, 2025 and subsequently approved them for submission to the Board of Directors.

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

Accounting policies, management judgements and sources of estimation uncertainties

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

specific topic.

To facilitate identification of our accounting policies, judgements and estimates, the relevant disclosures are marked with "{PJ&E}" and highlighted with a light gray box. They focus on the accounting choices and judgements made under applicable IFRS. We do not present the underlying published IFRS guidance unless we consider it particularly important to make the content of the disclosures understandable.

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General accounting and valuation methods

Basics of Creation

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

The consolidated financial statements were prepared in euros. Unless otherwise stated, all amounts included in the consolidated financial statements are shown in thousands of euros (T€). When using rounded amounts and percentages, differences may arise due to commercial rounding.

currency conversion

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

Transactions in foreign currencies are translated into the respective functional currencies of the Group companies at the exchange rates applicable at the time of the transaction. Monetary assets and liabilities denominated in foreign currencies on the balance sheet date are translated at the exchange rate applicable at that time. Exchange rate differences arising from the translation are generally recorded in the profit and loss account.

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

Exchange rates *(rounded to two decimal places)*

		price as of December 31st		Average annual value	
x = 1 Euro		**2022**	**2021**	**2022**	**2021**
U.S Dollar	USD	1,07	1,13	1,05	1,18
Swedish krona	SEK	11,12	10,25	10,63	10,15
Norwegian krone	ENOUGH	10,51	9,99	10,10	10,16
Danish Krone	DKK	7,44	7,44	7,44	7,44
Colombian peso	COP	5.178,68	4.622,69	4.474,08	4.426,13
Mexican peso	MXN	20,86	23,14	21,19	23,99
Argentine Weight	ARS	187,97	116,77	187,97*	112,36
Brazilian Real	BRL	5,64	6,31	5,44	6,38
Chilenischer Peso	CLP	909,84	981,81	918,98	898,30
Peruvian Sol	PEN	4,08	4,54	4,04	4,59
Pound Sterling (UK)	GBP	0,89	0,84	0,85	0,86
**Due to hyperinflation, this is the closing rate, not the average rate*					

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(P,I&E)

management judgment and estimation uncertainties

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

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

(P,I&E)

New and amended standards and interpretations

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

New, but not yet mandatory standards and interpretations

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

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(2) First-time adoption of IFRS

At the time of transition to IFRS, the Company has an IFRS opening balance sheet as of January 1, 2021
This opening balance sheet forms the basis for the comparative figures and the presentation of the company's financial position under the new accounting standards. The company has not prepared consolidated financial statements for previous periods (neither under IFRS nor under other accounting standards (e.g.
For the financial year 2022, there was an obligation for the first time to prepare a
Consolidated financial statements in accordance with Sections 290 et seq. of the German Commercial Code (HGB). The company has the option of Section 315e Paragraph 3 in conjunction with paragraph 1 of the German Commercial Code (HGB) and is therefore preparing its first-time consolidated financial statements in accordance with IFRS.

IFRS 1 provides first-time adopters of IFRS with certain exemptions or exceptions to the retrospective application of other IFRSs. The company has made use of the following exemptions:

- IFRS 3 *Business Combinations* was not applied to acquisitions of subsidiaries that meet the definition of a business combination that occurred before 1 January 2021. The use of this exemption means that the carrying amounts

  of the assets and liabilities of the subsidiary are to be adjusted as IFRS would require for the subsidiary's balance sheet. Assets and liabilities that do not meet the requirements for recognition under IFRS are not included in the opening IFRS balance sheet. The Group has not recognised any assets or liabilities that would be

  previous accounting standards, nor were any previously recognized amounts excluded due to the IFRS recognition requirements. The value recognized as a substitute for acquisition costs at the time of transition to IFRS corresponds to the difference between the parent company's share of these adjusted carrying amounts and the acquisition costs of the investment in the subsidiary recognized in the parent company's individual financial statements. In accordance with IFRS 1, the Group tested goodwill for impairment at the time of transition to IFRS. As of January 1, 2021

  no impairment of goodwill was recorded.
- The company has applied the practical expedient provided in IFRS 15.C5(a). Contracts will not be remeasured at the time of initial application of IFRS 15 on January 1, 2021, as all material contracts begin and end within the same financial year or were already fulfilled in that period.

- The cumulative translation differences for all foreign operations are
  January 1, 2021 is set at zero.
- The estimates as of January 1, 2021 are consistent with the estimates made for the same dates under previous accounting standards (after adjustments to reflect differences in accounting policies).

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Information on the consolidated income statement

gross profit

(3) Sales revenues

{P.I&E}

Accounting for revenues from contracts with customers

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

classes of sales revenue

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

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

ÿ **Advertising Orders (IO):** IO is a classic media booking at a fixed price by a media agency or a direct customer. ShowHeroes provides this media via its proprietary AdTech in its publisher network. Publishers receive a fixed price or (usually) a revenue share.
Media agencies and direct customers often receive advertising volume bonuses (AVBs) at the end of a year (based on the total booking volume).

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

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

PMP assumes the following transaction structure: SSP invoices the advertiser or agency for the media, ShowHeroes invoices the SSP for the media and the SSP invoices ShowHeroes for technical fees. The publisher invoices ShowHeroes for media delivery and the advertiser or agency invoices ShowHeroes for the T&Cs,
ShowHeroes covers the technical costs for tracking, DMPs, hosting and delivery of video content.

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ÿ **Open Marketplaces (OMP):** In an OMP setup, advertisers and media agencies also manage their media budgets through SSP. However, ShowHeroes competes with an unlimited number of competitors for an unlimited number of media budgets through Real Time Auctions (RTB) that match the advertisers' desired criteria. All tracking and billing is done through the SSP platform. There is no direct relationship between the advertiser/agency and ShowHeroes. Therefore, there are no AVBs, but higher SSP fees.

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

realization of sales revenues

Media revenue is realized when ads have been delivered according to the specific KPIs (delivery). A claim is recorded by ShowHeroes at the time of delivery of the advertisement, as this represents the point at which the claim to consideration becomes unconditional, as the due date for payment only occurs after the expiration of time.

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

contract balances

While payment terms vary by contract type and region, our terms typically require payment within 14 to 90 days of services being rendered.

allocation of transaction prices

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

In the context of insertion orders (IO), transaction prices are allocated directly to the respective campaign, with fixed prices or revenue shares forming the basis. In PMP and OMP setups, transaction prices are allocated based on the media deliveries achieved and technical criteria defined in real-time auctions (RTB) or platform-based transactions.

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

Discounts, particularly agency fees (AVBs), are granted on the basis of the annual booking volume. These can be in the range of 5-30% of the total turnover and are calculated and settled at the end of the year on the basis of the total volumes actually realized. The discounts are contractually agreed and are explicitly taken into account when determining the transaction prices. The other discounts and deductions consist mainly of discounts granted and so-called "kickbacks". The latter are sales shares from platform operators.

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Geographical information

The revenue values by region shown in the tables below are determined according to the location of the billing group unit. The regions shown in the table below are EMEA (Europe, Middle East and Africa), LATAM (Latin America), NA (North America) and APAC (Asia-Pacific including Japan).

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

Sales revenue by sales channel

In T€	2022	2021
IO (advertising order)	31.377	11.688
PMP (Private Marketplaces)	32.000	22.472
OMP (Open Marketplaces)	14.486	12.453
non-media	805	655
Other discounts and deductions	-4.752	-3.269
AVBs	-8.083	-5.941
In total	**65.833**	**38.058**

Media sales revenues by region (gross without general terms and conditions, without discounts and other items)

In T€	2022	2021
EMEA	68.028	48.072
LATAM	10.757	
THAT	68	
APAC		
In total	**78.853**	**48.072**

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(4) Direct sales costs

(PJ&E)

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

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

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

Direct sales costs

in T€	2022	2021
costs for platform fees	-658	-1.445
publishers' revenue share	-31.952	-15.738
Other direct costs	-104	-16
In total	-32.714	-17.199

Operating expenses and income

(5) Expenses for employee benefits

expenses for employee benefits

In T€	2022	2021
salaries	-16.886	-8.825
severance payments	-72	0
social insurance costs	-4.163	-2.007
contractor	-1.559	-55
pension costs	-371	-4
Others	-937	-12
In total	-23.988	-10.903

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

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

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(6) Number of employees

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

Number of employees by region

	2022	2021
EMEA	303	181
LATAM	49	0
THAT	0	0
In total	358	181

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

(7) Other operating expenses and IT infrastructure costs

(PJ&E)_

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

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

Bank fees include transaction costs and fees related to financial activities.
Provisions for doubtful accounts reflect expected losses from uncollectible accounts, Insurance covers operational risks, while translation costs arise, particularly in the case of international activities.

Other operating expenses

In T€	2022	2021
translations	-56	-72
bank fees	-206	-57
Insurance companies	-46	-44
provision for doubtful debts	-87	0
Miscellaneous	-2.604	-3.208
In total	-2.999	-3.381

IT infrastructure costs

The IT infrastructure costs of €3,299 thousand (previous year: €949 thousand) mainly include costs for servers, cloud computing services and other software services

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(8) Currency conversion

The gains from currency translation amounted to €811 thousand (previous year: €155 thousand). These gains result from the posting of receivables and liabilities at different exchange rates.

Losses from currency translation amounted to €1,127 thousand (previous year: €107 thousand) and resulted from exchange rate differences when recording realized receivables and liabilities.

in T€	2022	2021
gains from currency conversions	811	155
losses from currency conversions	-1.127	-107
currency conversion (net)	-316	48

financial result and income taxes

(9) Financial result

The financial result consists of financial income and financial expenses.

In the 2022 reporting period, financial income amounted to €843 thousand (previous year: €161 thousand), of which €31 thousand was attributable to interest income from financial liabilities measured at amortized cost (previous year: €6 thousand).

Financial expenses amounted to €1,871 thousand (previous year: €430 thousand), of which €744 thousand (previous year: €323 thousand) was attributable to interest expenses for financial liabilities measured at amortized cost. Of this, €114 thousand in 2022 was attributable to rental expenses in accordance with IFRS 16 (previous year: €131 thousand) and €630 thousand to loan interest (previous year: €192 thousand).

in T€	2022	2021
Financial income	31	6
of which interest income on financial liabilities measured at amortised cost were evaluated	31	6
Financial expenses of	-744	-323
which interest expenses for financial liabilities measured at amortized cost	-744	-323
financial result (net)	713	-317

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(10) Income taxes

{PJ&E}

discretionary exercises and estimates

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

Assessing whether a deferred tax asset is impaired requires judgment because we must estimate future taxable income to determine whether it is probable that the deferred tax asset will be utilized. In assessing our ability to utilize our deferred tax assets, we consider all available information, including past taxable income and projected taxable income in the

Periods in which the deferred tax assets are expected to be realized. Our assessment of future taxable income is based on assumptions about future market conditions and the Group's future profits.

The assessment of whether interest or penalties related to income taxes meet the criteria for treatment as income taxes and, if not, whether they are of a financial nature also requires judgment. In doing so, we take into account in particular the applicable local tax laws and interpretations of the IFRS by national standard setters in the area of group accounting.

deferred taxes

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

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

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

- If the deferred tax asset arises from the initial recognition of an asset or Liability in a transaction that is not a business combination and that

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The time of the transaction does not affect the tax base or the annual profit/loss.

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

Unrecognized deferred tax assets are revalued at each reporting date and recognized to the extent that it has become probable that future taxable profits will enable the deferred tax asset to be realized.

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

Deferred taxes relating to items recognised outside profit or loss are recognised outside profit or loss. Deferred tax items are recognised either in OCI or directly in equity in correlation with the underlying transaction.

Tax benefits acquired in a business combination but not meeting the criteria for separate recognition at the time are subsequently recognised when new information about facts and circumstances changes. The adjustment is treated either as a reduction in goodwill (as long as it does not exceed goodwill),

if it arose during the valuation period or is recorded in the result.

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

Tax Expenses by Geographical Location

in T€	2022	2021
current tax expense		
Germany	0	0
Abroad	-647	-648
total current tax expense	**-647**	**-648**
Deferred tax expense/income		
Germany	0	0
Abroad	552	57
total deferred tax expense/income	**552**	**57**
total income tax expense	**-95**	**-591**

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Key components of tax expenses

In T€	2022	2021
Current tax expense/income		
tax expense for the current year	-647	-648
taxes for previous years	0	0
total current tax expense	**-647**	**-648**
Deferred tax expense/income		
creation and reversal of temporary differences	0	0
Unused tax losses and tax credits	552	57
total deferred tax expense/income	**552**	**57**
total income tax expense	**-95**	**-591**

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

The deferred tax liabilities for 2021 and 2022 result primarily from the acquisition of Nordics (PPA). The intangible assets identified as part of the acquisition, which are amortized over 5 and 10 years respectively, were offset using a mixed tax rate. The mixed tax rate is made up of the weighted tax rates of the individual countries in which the respective Nordics companies are based. The weighting is based on the respective sales revenues of the companies, as these are directly related to the contribution to the respective identified assets (customer base, contractual relationships). The weighted tax rate is 20.6%.

No discounting was used in the valuation of deferred taxes.

Reconciliation from statutory to effective tax revenue/expense

The Company is mainly subject to corporate tax, trade tax and solidarity surcharge. The effective statutory tax rate calculated on the basis of these taxes is 30.0% for the fiscal year ended December 31, 2022. Foreign subsidiaries are subject to the respective tax rates of their countries.

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

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in T€	2022	2021
balance sheet pre-tax result	**-11.932**	**1.038**
Income tax income/expense at a tax rate of 30% (2021: 30%)	**3.580**	**-311**
Tax effect of the share in the result of associated companies	0	-39
Effects of non-tax-deductible expenses	-769	0
Goodwill Impairment	-923	0
Effects of unused tax losses and offsetting options not recorded as deferred tax assets	-1.739	-125
Effects of deviating		
Tax rates for subsidiaries in other jurisdictions	-233	30
Miscellaneous	9	-146
Income tax income/expense for the financial year	**-95**	**-591**

The non-tax-deductible expenses were incurred in Brazil (€417 thousand) and Mexico (€372 thousand) in 2022. In 2022, the goodwill of the CGU "Nordics" was written down by €3,077 thousand. This expense is reflected in the balance sheet pre-tax result, but no deferred or current taxes are recognized for this, so the calculated tax income due on this must be corrected.

Only SH SLU and the companies in the "LATAM" sub-division will create deferred tax assets on their loss carryforwards in the 2022 financial year. All other sub-divisions that generate losses have decided against capitalizing deferred tax assets because they are not expected to be recoverable. The tax effects in the transitional accounts for the 2021 financial year are of minor importance.

The following income tax rates apply for 2022 and 2021:

Germany	30%
Italy	24%
Sweden	20,6%
Finland	20%
Denmark	22%
Norway	22%
Peru	29,5%
Chile	27%
Argentina	35%
Colombia	35%
Mexico	30%
Spain	25%
Brazil	15%
deer	21%
Great Britain	25%

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assets

(11) Mergers

{PJ&E}

accounting of business combinations

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

The Group measures goodwill at the acquisition date as follows:

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

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

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

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

When accounting for business combinations, judgements are required in assessing whether an intangible asset is identifiable and should be accounted for separately from goodwill. In addition, estimating the fair values of the identifiable assets acquired and liabilities assumed at the acquisition date involves considerable judgement. The required valuations are based on the information available at the acquisition date and on what management believes to be reasonable expectations and assumptions. These judgements, estimates and assumptions can have a material impact on our assets, financial position and results of operations for reasons including the following:

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The fair values assigned to the assets subject to scheduled depreciation affect the amount of scheduled depreciation charged in the periods following acquisition is recorded below EBITDA;

- Subsequent adverse changes in the estimated fair values of assets could result in additional expenses due to impairment;
- Subsequent changes in the estimated fair values of liabilities and provisions could result in additional expenses (if the estimated fair values increase) or additional income (if the estimated fair values decrease).

If the initial accounting for a business combination has not been completed at the end of a financial year, the company discloses provisional amounts for the items for which such accounting has been completed. If new information becomes known during the valuation period that sheds light on the circumstances at the time of acquisition, the provisional amounts are corrected or additional assets or liabilities are recognized if necessary.

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

company acquisitions 2021

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

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

On December 15, 2021, ShowHeroes SE acquired 100.0% of the shares in PlayAd Media Group AB, Stockholm/Sweden, and renamed it ShowHeroes Nordics AB at the beginning of 2022. ShowHeroes Nordics AB is a holding company that owns a number of companies operating in Sweden, Norway, Denmark and Finland. The subgroup is also referred to as "Nordics" below.

Tochtergesellschaften der PlayAd Media Group AB sind: PlayAd Media Group Sverige AB, PlayAd Media Group Norge AS, PlayAd Media Group Danmark AsP, PlayAd Media Group Finland Oy, PlayAd Media Group Technology AB, PlayAd Media Group Content Production AB und World Sports & Broadcast I Stockholm AB.

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

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acquisition of Nordics

Nordics is a group in Northern Europe that owns several subsidiaries operating in Sweden, Denmark, Norway and Finland and constitutes a business within the meaning of IFRS 3. Nordics operates as a digital advertising network and specialises in programmatic video advertising and high-quality premium inventory.

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

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

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

Acquisition of Nordics: Assets and liabilities recognised in the balance sheet

	fair value value in T€
assets	
Existing intangible assets	1.965
Identifiable intangible assets	13.182
of which customer base	*3.832*
of which publishing relationships	*9.350*
usage rights	267
cash and cash equivalents	917
Other assets	106
Requests from deliveries and services	1.392
liabilities	
deferred taxes	-2.716
liabilities from goods and services	-1.525
loans	-1.326
leasing liabilities	-336
Other liabilities	-1.572
Total identifiable assets acquired and liabilities assumed	**10.354**
consideration, total	**18.311**
Goodwill in the balance sheet	**7.957**

The goodwill resulting from the acquisition in the amount of €7,957 thousand consists mainly of expected synergies from joint activities in the Nordics region, which are carried out via Show Heroes

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Group and the know-how and skills of the workforce of the acquired companies. None of the goodwill is expected to be deductible for income tax purposes.

The acquisition-related costs (included in legal, audit and consulting costs) amount to EUR 92 thousand.

Between the time of transfer of control and the balance sheet date of the 2021 financial year, Nordics went through an integration process, so that no significant business activity took place during this period. A significant order backlog that could result in sales revenues was not acquired as of December 15, 2021. For reasons of materiality, we do not present the business activities between December 15, 2021 and December 31, 2021. Accordingly, Nordics did not contribute any consolidated sales or any contribution to the consolidated annual result for the period between the acquisition date and the balance sheet date of the 2021 financial year.

company acquisitions 2022

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

acquisition of Smartclip Latam

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

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

The fair value of the total consideration transferred at the time of acquisition was €17.12 million and mainly related to cash provided in the amount of €7,823 thousand and an assignment of receivables in the amount of around €8,835 thousand. The cash acquired amounted to €2,226 thousand.

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

Acquisition of Smartclip Latam: Assets and liabilities recognised in the balance sheet (provisional)

	fair value value in T€
assets	
Sachanlagen	17
Identifiable intangible assets	21
cash and cash equivalents	2.226
Other short-term receivables	8.915
Other assets	2.221
Requests from deliveries and services	4.155
liabilities	
liabilities from goods and services	-5.319
tax liabilities	-106
Other liabilities	-43
Total identifiable assets acquired and liabilities assumed	**12.087**
consideration paid	**17.117**
Goodwill in the balance sheet (provisional)	**5.030**

The initial accounting for the acquisition of Smartclip Latam was only provisionally determined at the end of the reporting period. For tax purposes, the tax values of the assets of Smartclip Latam based on the market values of the assets. At the time of completion of these consolidated financial statements, the necessary market valuations and other calculations had not yet been completed and were therefore only provisionally determined by us on the basis of the best possible estimate of the expected tax values. The (provisional) goodwill resulting from the acquisition in the amount of €5,030 thousand consists largely of expected synergies from joint activities as well as the know-how and skills of the workforce of the acquired companies.

None of the goodwill is expected to be deductible for income tax purposes. The goodwill of Smartclip Latam was attributed to expected synergies from the acquisition, particularly in the following areas:

ÿ Cross-selling to existing Smartclip Latam customers in all regions;
ÿ Further expansion of ShowHeroes' business network capabilities;
ÿ Strengthening ShowHeroes' access to the LATIN community in the US;
ÿ Improve profitability in Smartclip Latam's sales and operations.

The acquisition-related costs (included in legal, audit and consulting costs) amount to EUR 114 thousand.

Smartclip Latam contributed €3,973 thousand to the Group's revenue and €-4,788 thousand to the Group's annual result for the period between the acquisition date and the balance sheet date. If the acquisition of Smartclip Latam had been concluded on the first day of the financial year, the consolidated turnover for the year would have amounted to EUR 4,334 thousand and the contribution to the consolidated annual result would have amounted to EUR -5,223 thousand.

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company acquisitions 2023

On May 5, 2023, we acquired 100.0% of the shares of iVideosmart Pte. Ltd., Singapore (hereinafter "IVS") by means of a purchase agreement, thereby gaining control over IVS.

acquisition of IVS

IVS is a company operating in Singapore and Southeast Asia and is a business for the purposes of IFRS 3. Based in Asia and headquartered in Singapore, IVS is an independent, technology-led digital video advertising company and a premium AVOD platform that provides advertisers, publishers and broadcasters with a complete online video advertising solution.

With this acquisition, we have made a strategic move into one of the world's most dynamic regions, securing a position in six different markets in Asia - Indonesia, Japan, Malaysia, Philippines, Thailand and Singapore. The acquisition is expected to further expand ShowHeroes' global presence while also providing us with new opportunities to address the immensely large community in Southeast Asia.

The initial accounting of the business combination has not yet been completed at the time of preparation of the consolidated financial statements, therefore the disclosures required in IFRS 3.B64(e) to (q) cannot be made because a complete and detailed valuation has not yet been carried out.

The remaining business combinations are insignificant both individually and collectively.
ly for the group.

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(12) Goodwill

(P,I&E)

goodwill

The goodwill resulting from a business combination is measured at

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

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

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

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

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In T€	
Acquisition costs 01.01.2021 Effects of	3.776
exchange rate differences Additions from the acquisition of	0
Nordics Additions from other business combinations	7.957
Disposals Acquisition costs 31.12.2021 Effects of exchange rate differences	496
Additions	0
from the acquisition of Smartclip Latam	12.229
Additions from other business combinations Disposals	0
Acquisition costs 31.12.2022	5.030
	0
	0
	17.259

In T€	
Accumulated impairment losses 01.01.2021 Effects of exchange	0
rate differences Impairment losses recognized during the	0
year Accumulated impairment losses 31.12.2021 Effects of exchange	0
rate differences Impairment losses recognized during the year	0
Accumulated impairment losses 31.12.2022	0
	3.077
	3.077

In T€	
book value 01.01.2021	3.776
book value as of December 31, 2021	12.229
book value 31.12.2022	14.182

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

For the purpose of impairment testing, goodwill was allocated to the following cash-generating units:

In T€	31.12.2022	31.12.2021	01.01.2021
unity of Italy	3.958	3.958	3.776
unit Nordics	4.880	7.957	n/a
unit LATAM	5.030	n/a	n/a
unit UK	314	314	n/a
sum	14.182	12.229	3.776

The division into these cash-generating units is based on the fact that these units are geographically separated from each other and serve their respective markets. In addition, Group management treats the units after this division as separate strategic units, since despite

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the same business model face heterogeneous circumstances in their operational activities and are therefore managed individually and differently.

We performed an impairment test on goodwill as of January 1, 2021, December 31, 2021 and December 31, 2022. The Group determines the value in use of its cash-generating units and compares this with the respective carrying amounts

The impairment test is based on cash flow planning for the individual cash-generating units and expectations about market developments (increase rates in the relevant market segment, average personnel costs and other operating expenses). The 5-year planning period with a subsequent financial year, in which a perpetual annuity is applied, reflects the long-term corporate planning. The first year of planning generally corresponds to the budget approved by the Board of Directors. The cash flows applied were derived from historical information from the units.

Unity of Italy:

The discount rate used was 12.96% before taxes (December 31, 2021: 10.15%; January 1, 2021: 11.13%) and 10.00% after taxes (December 31, 2021: 7.83%; January 1, 2021: 8.87%). The adjustment of the interest rate reflects the current economic conditions (real economic developments and financing conditions).

In the 5-year planning period, we assumed an average sales growth rate of 8.84% (December 31, 2021: 8.30%; January 1, 2021: 8.54%) and an average EBIT margin of 11.73% (December 31, 2021: 17.26%; January 1, 2021: 8.98%). The forecast sales growth rates and planned EBIT margins are based on past experience, adjusted for expected micro- and macroeconomic trends.

Cash flows for the period exceeding five years were extrapolated using a constant annual growth rate of 1.5% (December 31, 2021: 1.25%; January 1, 2021: 1.0%). This assumption is based on past performance and expected future market developments.

This growth rate does not exceed the average long-term growth rate for the market in which the Italian entity operates.

Unity Nordics:

The discount rate used was 9.54% before taxes (2021: 12.76%) and 8.19% after taxes (2021: 6.92%). The adjustment of the interest rate reflects the current economic conditions (real economic developments and financing conditions).

In the 5-year planning period, we assumed an average sales growth rate of 4.00% (2021: 10.26%) and an average EBIT margin of 2.11% (2021: 20.86%). The forecast sales growth rates and planned EBIT margins are based on past experience, adjusted for expected micro- and macroeconomic trends.

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Cash flows for the period exceeding five years have been extrapolated using a constant annual growth rate of 1.5% (2021: 1.5%). This assumption is based on past performance and expected future market developments. This growth rate does not exceed the average long-term growth rate for the market in which the Nordics unit operates.

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

Unit LATAM:

The discount rate used was 15.44% before taxes and 11.81% after taxes. The adjustment of the interest rate reflects the current economic conditions (real economic developments and financing conditions).

In the 5-year planning period, we assumed an average sales growth rate of 12.00% and an average EBIT margin of 8.80%. The forecast sales growth rates and the planned EBIT margins are based on past experience, adjusted for expected micro- and macroeconomic trends.

Cash flows for the period exceeding five years have been extrapolated using a constant annual growth rate of 2.5%. This assumption is based on past performance and expected future market developments. This growth rate does not exceed the average long-term growth rate for the market in which the LATAM entity operates.

Sensitivity analysis:

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

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(13) Publishing relationships, customer base and other intangible assets

{PJ&E}

recognition of intangible assets

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

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

The determination of whether internally generated intangible assets from development activities
recognition criteria requires considerable judgement, particularly in the following
areas:

- determining whether the activities are to be classified as research or development activities;
- Determining whether the recognition criteria for intangible assets are met requires assumptions about market conditions, customer demand and other future developments;
- ÿ The term "technical feasibility" is not defined in IFRS. Therefore, the assessment of whether the completion of an asset is technically feasible requires an entity-specific approach that inevitably involves the exercise of judgement;
- determining whether the asset to be developed can be used or sold in the future and determining whether such use or sale is likely to generate future benefits;
- determining whether certain costs are directly or indirectly attributable to an intangible asset and whether costs are necessary to complete the development project.

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

Valuation of intangible assets

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

Discretionary exercises are required:

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

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

Classification of intangible assets

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

video library and software platform

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

Intangible assets from Nordics acquisition

With the acquisition of the Nordics, a customer base and publisher relationships were acquired with a limited useful life. The useful lives used are based on the assumption that they correspond to the normal useful life – taking into account the economic conditions.

Other intangible assets

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

useful life of intangible assets	
publishing relationships	10 years
customer base	5 years
Platform	2–5 years
Video Library	3–5 years

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Intangible assets

In T€	Platform	Video library	Customers-tribe	publishing relationship	Other / externally acquired	In total
Historical costs 01.01.2021	2.853	1.632	0	0	0	4.485
additions from corporate mergers	1.964	0	3.832	9.350	0	15.146
entrances	125	187	0	0	115	427
departures	0	0	0	0	0	0
31.12.2021	4.942	1.819	3.832	9.350	115	20.058
additions from corporate mergers	0	0	0	0	21	21
entrances	2.232	417	0	0	106	2.755
departures	0	0	0	0	0	0
31.12.2022	7.174	2.236	3.832	9.350	242	22.834
Accumulated depreciation						
01.01.2021	-1.358	-662	0	0	0	-2.020
depreciation 2021	-741	-371	-64	-78	0	-1.254
31.12.2021	-2.099	-1.033	-64	-78	0	-3.274
depreciation 2022	-1.185	-296	-766	-935	-12	-3.194
31.12.2022	-3.284	-1.329	-830	-1.013	-12	-6.468
book value						
01.01.2021	1.495	970	0	0	0	2.465
31.12.2021	2.843	786	3.768	9.272	115	16.784
31.12.2022	3.890	907	3.002	8.337	230	16.366

(14) Leasing agreements

accounting and valuation methods, discretionary exercises and estimates (IFRS 16)

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

As a lessee, ShowHeroes records a right-of-use asset, which represents its right to use the underlying asset, and a lease liability, which represents its obligation to make lease payments. The right-of-use assets are depreciated on a straight-line basis and interest expense is recorded on the lease liability. The leases recognized are primarily rental agreements for office space.

The vast majority of our leases are rental agreements. Payments for short-term and low-value leases are expensed over the lease term. Extension options are included in the lease term if it is reasonably certain that they will be exercised.

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

Short-term leases and leases of low-value assets

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

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In T€	31/12/2022	31/12/2021	01/01/2021
usage rights			
Rights of use – land and buildings as of January 1st	1.616	1.812	1.812
entrances	380	337	0
depreciation	-707	-533	0
Total usage rights as of December 31st	**1.289**	**1.616**	**1.812**
leasing liabilities			
Short-term leasing liabilities	**786**	**821**	**621**
Short-term financial liabilities	4.994	2.699	2.330
Short-term leasing liabilities as a percentage of short-term financial liabilities	15,7%	30,4%	26,7%
Long-term leasing liabilities	**661**	**927**	**1.208**
Long-term financial liabilities	8.243	4.220	4.813
Long-term leasing liabilities as a percentage of long-term financial liabilities	8,0%	22,0%	25,1%

In T€	2022	2021
Expenses for leasing agreements below operating profit		
depreciation on usage rights	707	533
interest expenses from leasing liabilities	114	131
total leasing expenses	**821**	**664**

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

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(15) Sachanlagen

~~(PJ&E)~~

depreciation of property, plant and equipment

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

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

useful life of property, plant and equipment

Leased assets and leasehold improvements	Based on the term of the lease
Hardware	2 to 6 years
operating and business equipment	4 to 10 years

Sachanlagen

Historical Costs in T€	**2022**	**2021**
01.01.	**821**	**608**
entrances	354	213
departures	0	0
31.12.	**1.175**	**821**
Depreciation and impairment in T€		
01.01.	**-536**	**-328**
Current depreciation	-254	-208
departures	0	0
31.12.	**-790**	**-536**
Book value at the end of the period in T€	**385**	**285**

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(16) Trade accounts receivable and other demands

(P,I&E)

Accounting for trade accounts receivable and other receivables

Requests from deliveries and services

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

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

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

value adjustments

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

Assessing the collectability of a receivable is, by its nature, a matter of judgement and requires assumptions about bad debts that may change significantly. In making these judgements, we assess the available information about the financial situation of a particular customer to determine whether it is probable that a bad debt has occurred and, if so, whether the amount of the loss can be reliably estimated. If a reliable estimate is possible, an allowance for losses on that customer is necessary. The determination of the allowance for expected credit losses for the remaining receivables, mainly based on past bad debts, also requires judgement, as the past may not be representative of future developments. In addition, the inclusion of appropriate and reliable forward-looking information in the loss rates for allowances for expected credit losses requires judgement, as they may not provide a reliable forecast of future developments.

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Trade accounts receivable and other receivables

Below you will find the age structure of trade accounts receivable and other demands:

Age structure of trade accounts receivable and other receivables

In T€	31/12/2022	31/12/2021	01/01/2021
Less than a month	16.032	10.328	10.584
One to three months	1.390	5.619	2.066
Three to six months	1.534	404	190
Over six months	2.089	344	223
In total	**21.045**	**16.695**	**13.063**

(17) Other current assets

(PJ&E)

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

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

out of

Other current assets

In T€	31/12/2022	31/12/2021	01/01/2021
Deductible input tax	435	531	152
input tax on incoming invoices	4.824	2.635	1.537
Income tax receivables	1.477	0	0
Prepaid expenses	163	96	42
claims against employees	57	7	2
Deferred tax assets (current portion)	16	0	0
Other assets	172	145	37
In total	**7.144**	**3.414**	**1.770**

(18) Cash and cash equivalents

Cash and bank balances in the balance sheet include cash on hand, bank balances available on call and cash equivalents amounting to €4,517 thousand. For the purposes of the consolidated cash flow statement, cash and cash equivalents are composed as follows:

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The sight and term deposits are credit balances in bank accounts. The "other payment equivalents" are essentially positive balances on prepaid cards with the payment service provider "Soldo". ShowHeroes uses Soldo to efficiently manage company expenses. The platform provides prepaid cards for employees that can be used to monitor expenses in real time, allocate budgets and automatically categorize transactions. This makes control and integration into the accounting processes much easier. Transactions are exclusively prepaid and are reported as a balance under the other payment equivalents.

cash and cash equivalents

In T€	31/21/2022	31/12/2021	01/01/2021
demand deposits	3.188	8.797	3.172
term deposits	402	0	0
Other payment equivalents	927	4	7
In total	4.517	8.801	3.179

Debts

(19) Bank loan

The company's bank loans totaled €11,790 thousand as of December 31, 2022, of which €4,208 thousand are short-term and due within one year. The long-term loans of €7,582 thousand have a term of between 1 and 5 years. There are no liabilities with a term of more than than 5 years. In comparison, the total balance of bank loans as of December 31, 2021 amounted to €5,171 thousand and as of January 1, 2021 to €5,314 thousand.

The bank loans are subject to standard market interest rates, which include both fixed and variable conditions. The interest expenses incurred in the 2022 financial year amounted to €599 thousand (previous year: €192 thousand).

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

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

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(20) Provisions

(P,I&E)

Customer-related provisions

Annual volume bonuses (customers)

The customer-related provisions mainly include dynamic volume bonus payments to media agencies. We adjust these provisions as soon as further information about the ongoing business with the respective customers becomes available and circumstances change.

Obligations in connection with customer-related litigation and claims for damages

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

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

The provision for publisher costs (publishing and similar costs) relates to the services provided by publishers to the Group that have not yet been finally invoiced. The contracts are designed in such a way that publishers receive remuneration based on the volume of data traffic published by them and clicked on by end customers. The ShowHeroes Group can monitor this data traffic precisely and sets aside the invoice amounts expected from it.

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

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

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

in T€	Provision for publishing and similar costs	Provision for Good volumes	Others provisions	in total
01.01.2021	**3.748**	**0**	**112**	**3.860**
entrances	5.606	1.038	141	6.785
Used	-3.748	0	-112	-3.860
31.12.2021	**5.606**	**1.038**	**141**	**6.785**
entrances	5.788	3.969	2.396	12.153
Used	-5.606	-1.038	-141	-6.785
31.12.2022	**5.788**	**3.969**	**2.396**	**12.153**

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(21) Trade accounts payable

{PJ&E}

This item mainly includes liabilities to publishers arising from revenue sharing and licensing agreements. These represent the largest share of accounts payable and enable advertising to be placed on various digital advertising spaces.

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

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

liabilities from goods and services

in T€

	31/12/2022	31/12/2021	01/01/2021
liabilities to publishers	-11.850	-9.673	-6.424
Liabilities to platform providers (SSP)	-208	0	0
Liabilities to associated companies	0	0	-97
Other trade accounts payable	-2.695	-2.838	-1.407
In total	**-14.753**	**-12.511**	**-7.928**

(22) Other liabilities

{PJ&E}

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

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

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

Other liabilities

in T€

	31/12/2022	31/12/2021	01/01/2021
Payroll liabilities	-694	-202	-218
liabilities from taxes and duties	-3.629	-802	-916
VAT liabilities	-5.127	-2.428	-1.098
Other liabilities	144	-1.199	-32
In total	**-9.306**	**-4.631**	**-2.264**

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Capital structure

(23) Capital Structure Management

The main objective of our capital management is to maintain a strong financial profile for the confidence of investors, creditors and customers and to support the growth of our company. We aim for a capital structure that allows us to continuously cover our financing needs on reasonable terms while ensuring a high degree of independence, confidence and financial flexibility.

In T€	31/12/2022		31/12/2021		
		%		%	y in %
Equity capital	-14.520	21,8%	-26.394	44,0%	-45,0%
Short-term liabilities	-41.966	62,9%	-26.976	45,0%	55,6%
Long-term liabilities	-10.228	15,3%	-6.555	11,0%	56,0%
liabilities	-52.194	78,2%	-33.531	56,0%	55,7%
of which financial debt	-11.790	17,7%	-5.171	8,6%	128,0%
of which leasing liabilities	-1.447	2,2%	-1.748	2,9%	-17,2%
total equity and liabilities	-66.714	100,0%	-59.925	100,0%	11,3%

The ratio of the total nominal volume of financial debt to total equity and total liabilities increased by 9.1 percentage points from 8.6% to 17.7%.

(24) Equity

(PJ&E)

Accounting for non-controlling interests

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

Subscribed capital

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

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number of shares

number of shares	Subscribed capital	own shares
01.01.2021	159.914	3.465
New shares issued	28.156	0
31.12.2021	188.070	0
New shares issued	9.716	0
31.12.2022	197.786	0

The subscribed capital amounts to €197,786.00 at the end of 2022. It is divided into 197,786 shares with no par value.

Authorized Capital

Pursuant to paragraph 5 no. 3 of the Articles of Association and in accordance with the resolution of the Annual General Meeting of January 24, 2022, the Managing Directors are authorized to increase the share capital of the Company by up to a total of EUR 94,035.00 (Authorized Capital 2022/I) on one or more occasions by January 20, 2027, with the approval of the Board of Directors, by issuing new registered shares against cash and/or contributions in kind; the remaining Authorized Capital 2022/I amounts to EUR 94,035.00; a further 94,035 registered shares with no par value can be issued.

In addition, the Managing Directors are authorized, with the approval of the Board of Directors, to determine the details of the share rights and the conditions of the share issue, to determine the share class to be issued and to create a new class of shares. The Managing Directors are authorized, with the approval of the Board of Directors, to exclude shareholders' subscription rights if the capital increase is carried out for the purpose of acquiring companies or interests in companies or against contributions in kind. The Managing Directors are also authorized, with the approval of the Board of Directors, to exclude shareholders' subscription rights in the case of cash capital increases to the extent that this is necessary to balance out fractional amounts. The Board of Directors is authorized to amend the wording of the Articles of Association in accordance with the scope of the capital increase from authorized capital.

own shares

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

distribution policy and dividends

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

The total dividends that can be distributed to the shareholders of ShowHeroes SE are based on the retained profit shown in the annual financial statements of ShowHeroes SE under commercial law. No dividend will be paid from the results of ShowHeroes SE for the financial year ending December 31, 2022.

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Non-controlling interests

In 2022, we had no non-controlling interests

(25) Structure and maturity of debt

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

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

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

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

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liabilities statement

In T€	31/12/2022	31/21/2021	01/01/2021
Bank loan	**11.790**	**5.171**	**5.314**
of which due in less than 1 year of which due in 1	4.208	1.878	1.709
to 5 years of which due in more than 5 years	7.582	3.293	3.605
	0	0	0
Leasing liabilities of which due in less	**1.447**	**1.748**	**1.829**
than 1 year of which due in 1 to 5 years of which	786	821	621
due in more than 5 years	661	927	1.208
	0	0	0
Deferred tax liabilities	**2.745**	**2.685**	**0**
of which due in less than 1 year of which due in 1	760	350	0
to 5 years of which due in more than 5 years	1.244	1.402	0
	741	933	0
Trade accounts payable of which due in less than 1 year of which due in 1 to 5	**14.753**	**12.511**	**7.928**
years of which due in more than 5 years	14.753	12.511	7.928
	0	0	0
	0	0	0
Provisions of which due	**12.153**	**6.785**	**3.860**
in less than 1 year of which due in 1 to 5 years of	12.153	6.785	3.860
which due in more than 5 years	0	0	0
	0	0	0
Other liabilities of which due in less than 1	**9.306**	**4.630**	**2.264**
year of which due in 1 to 5 years of which due in	9.306	4.630	2.264
more than 5 years	0	0	0
	0	0	0

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Financial liabilities (supplementary information to the cash flow statement)

In T€		cash-effective	Non-cash				
	01.01.21	payment flows	change Consolidation-circle of influence	New Leasing circumstances	compounding effects	Other changes gen	31.12.21
Bank-loan	5.314	-456	127	0	0	186	5.171
Leasing-connected possibilities	1.829	-551	337	0	0	133	1.748

In T€		cash-effective	Non-cash				
	01.01.22	payment streams	change Consolidation-circle of influence	New Leasing circumstances	compounding effects	Other changes gen	31.12.22
Bank-loan	5.171	6.041	0	0	0	578	11.790
Leasing-related-possibilities	1.748	-821	0	406	0	114	1.447

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Other Information

(26) Scope of consolidation and list of shareholdings

{PJ&E}

subsidiaries

The consolidated financial statements include the financial statements of the parent company and the companies it controls. The company obtains control when it has the power to dispose of the investee, is exposed to the fluctuating returns from the investment and can affect the amount of the returns due to its power to dispose of the investment.

The Group reassesses whether or not it controls an investee when facts and circumstances indicate that one or more of the three criteria for control mentioned above have changed.

A subsidiary is included in the consolidated financial statements from the date on which the Group obtains control over the subsidiary until the date on which the Group ceases to control it. The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement and other comprehensive income from the actual date of acquisition or until the actual date of disposal.

If necessary, the annual financial statements of the subsidiaries are adjusted to align the accounting and valuation methods with the methods used in the Group.

All intragroup assets, liabilities, income, expenses and cash flows related to business transactions between group companies as well as equity are completely eliminated during consolidation.

For changes in the area of subsidiaries, see section (11) Business combinations.

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Consolidated subsidiaries

Name and registered office of the company (in T€)	share of Capital	turnover of Company in 2022	Profit/ Loss (-) after taxes for 2022	Equity capital the society- community at 31.12.2022	Number the employees workers 2022*
EMEA					
ShowHeroes SRL, Florence, Italy	100%	17.752	163	3.473	35
Agon Digital Srl, Florence, Italy	100%	736	-459	216	9
ShowHeroes Limited, London, United Kingdom	100%	3.167	-21	-379	12
ShowHeroes Group S.L.U., Madrid, Spanien	100%	829	-321	11.509	19
ShowHeroes Nordics AB, Stockholm, Sweden	100%	2.079	-215	983	13
ShowHeroes AB, Stockholm, Sweden	100%	5.863	-300	48	16
ShowHeroes AS, Oslo, Norway	100%	2.618	73	955	5
ShowHeroes Oy, Helsinki, Finland	100%	1.430	-329	-369	7
ShowHeroes ApS, Copenhagen, Denmark	100%	2.162	-71	-905	6
THAT					
ShowHeroes Inc., Delaware/NYC, USA	100%	437	-1.381	-1.357	8
LATAM					
SmartClip Argentina, SA, Buenos Aires, Argentina ShowHeroes Chile SPA,	100%	394	-299	42	7
Santiago, Chile ShowHeroes Colombia, SAS, Bogota,	100%	869	111	293	5
Colombia	100%	792	-127	282	6
ShowHeroes Peru SAC, Lima, Peru	100%	303	69	135	0
ShowHeroes Brazil Ltda., Sao Paulo/SP, Brazil	100%	2.798	-725	42	16
ShowHeroes Mexico SAPI de CV, Mexico City, Mexico	100%	3.247	-563	974	15

*on average

It should be noted that the values shown here correspond to the values of the individual financial statements prepared independently of one another in accordance with their local accounting laws. During the preparation of the consolidated financial statements, it became apparent that individual transactions between two group companies were presented differently in their respective individual financial statements. At group level, these business transactions are then presented uniformly in accordance with our group accounting guidelines. The overall effect across all companies listed here would be a reduction in sales revenues by €2,220 thousand, profit/loss after tax by €1,840 thousand and equity by €2,179 thousand if these companies had already prepared their accounts uniformly across the group at the level of their local individual financial statements.

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(27) Related party transactions

Some members of the Board of Directors of ShowHeroes SE are or have been in responsible and influential positions in other companies with which we have normal business relations. The sale and purchase of products, assets and services is carried out at

Conditions as with third parties.

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

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

(28) Auditor's fees and services

For the services provided by the auditor Deloitte GmbH in the 2022 financial year
Wirtschaftsprüfungsgesellschaft, Berlin, and other companies of the global Deloitte network as well as other auditors have incurred the following fees in the ShowHeroes Group:

In T€	2022	2021
Total auditor's fee (from audits)	**-597**	**-39**
Of which Group auditors	-435	-33
Of which companies from the group auditor's network	-64	0
Of which other auditors	-98	-6

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

In T€	2022	2021
Total auditor's fee (from tax consulting)	**-35**	**-15**
Of which Group auditors	0	0
Of which companies from the group auditor's network	0	0
Of which other auditors	-35	-15

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

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

Board of Directors (Managing Directors)

Ilhan Zengin
Managing Director

corporate development and strategy, investor and business networks

Mario Tiedemann

Chief Finance & Operating Officer

Global Finance and Administration, Legal and Compliance

Board of Directors (non-executive directors)

Peter Niederhauser

Board of Directors, TrekkSoft AG, Switzerland

Board of Directors, Carvolution AG, Switzerland

Board of Directors, Muniberg Venture AG, Switzerland

Director/Supervisory Board, Redalpine Venture Partners AG, Switzerland

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

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

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

Stefan Walter

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

Advisory Board, NBT AG,

Germany Board of Directors, Moinsure GmbH,

Germany Board of Directors, Tripod Technology GmbH,

Germany Advisory Board, Cavalry Ventures Management GmbH Fund 1, Germany Advisory Board, Cavalry Ventures Management GmbH Fund 2, Germany

Lars Blomberg

Board of Directors, BBE **Eric Shih (from August 15, 2022)**

Founder, Cedara Inc.

Evgeny Poshibalov (until 5. April 2022)

Director, Impulse VG

Founder, Sape.ru

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members of management in key positions in the Group

Marco Paolieri

GF der ShowHeroes SRL a socio unico, Italy (2021 & 2022)

Stephen Premoli

GF der ShowHeroes SRL a socio unico, Italy (2021 & 2022)

Marc Schäfer

Managing Director of ShowHeroes Nordics AB, Sweden (2021 & 2022)

Camilla Anger

Managing Director of ShowHeroes AS, Norway (2021 & 2022)

Anders Edslev

Managing Director of ShowHeroes ApS, Denmark (2021 & 2022)

Nick Kevin

Managing Director of ShowHeroes Oy, Finland (2021)

Sampsa Finnish law

Managing Director of ShowHeroes Oy, Finland (2022)

Carolina Barreiro

GF der ShowHeroes SLU, Spain (2022)

Angel Fernandez-Pascual

GF der ShowHeroes SLU, Spain (2022)

GF der ShowHeroes Argentina S.A.U., Argentinen (2022)

GF der ShowHeroes Mexico S.A.P.I. de C.V., Mexiko (2022)

Lilian Prado

GF of ShowHeroes Brasil Ltda., Brazil (2022)

André Zimmermann

GF of ShowHeroes Brasil Ltda., Brazil (2022)

Rachel Baranda

GF der ShowHeroes Mexico S.A.P.I. de CV, Mexiko (2022)

GF der ShowHeroes Chile SpA, Chile (2022)

GF der ShowHeroes Peru S.A.C., Mexiko (2022)

Joseph Lospalluto

GF der ShowHeroes Inc., USA (2022)

The persons listed above will be remunerated as follows:

In T€	2022	2021
Expenses for short-term services	2.267	1.716
share-based payments	0	0
subtotal	**2.267**	**1.716**
benefits after termination of the employment relationship	0	0
severance payments	0	0
In total	**2.267**	**1.716**

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(30) Events after the balance sheet date

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

conclusion of convertible bonds

ShowHeroes SE has concluded the following convertible bonds:

- On November 9, 2023, a convertible bond agreement with Redalpine for €1,500 thousand was concluded at an interest rate of 12.0% and a term of 24 months.
- On January 30, 2024, another convertible bond agreement was concluded with Redalpine/Felix Haldner for €1,000 thousand at an interest rate of 12.0% and a term of 24 months.

borrowings in 2024

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

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

- On July 22, 2024, a loan of €1,000,000 with an interest rate of 14.0% and a term of nine months. Interest is paid monthly; the principal is repaid on the maturity date of March 31, 2025.

- On 18 September 2024, another loan of 1,000 thousand euros with the same conditions and a term of six months.

Intragroup guarantees and loans

Capital coverage guarantees: ShowHeroes SE has provided capital coverage guarantees in favour of ShowHeroes Nordics AB and ShowHeroes ApS.

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

acquisitions

In May 2023, ShowHeroes acquired 100.0% of the shares of Singapore-based iVideosmart Pte. Ltd. ("IVS") in an all-shares deal for 6,997 Class G shares. IVS increased monthly reach by over 208 million additional unique users, with a focus on Japan (the world's third largest advertising market), Indonesia, Malaysia, Philippines, Thailand and Singapore. The acquisition represents a synergy opportunity where IVS's adoption of ShowHeroes products will result in increased revenues while also providing cost savings.

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Restructuring and liquidations

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

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

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

Berlin, January 28, 2025
ShowHeroes SE
The Managing Directors

Ilhan Zengin **Mario Tiedemann**

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Deloitte.

Deloitte GmbH
auditing firm

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INDEPENDENT AUDITOR'S REPORT

To ShowHeroes SE, Berlin

audit opinions

We have audited the consolidated financial statements of ShowHeroes SE, Berlin, and its subsidiaries (the Group) – consisting of the consolidated balance sheet as of December 31, 2022, the consolidated income statement and the other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year from January 1 to December 31, 2022, and the notes to the consolidated financial statements, including a summary of significant accounting policies. In addition, we have audited the group management report of ShowHeroes SE, Berlin, for the financial year from January 1 to December 31, 2022.

In our opinion, based on the findings of our audit

- the accompanying consolidated financial statements comply, in all material respects, with IFRS as adopted by the EU and the additional German legal provisions applicable pursuant to Section 315e Paragraph 1 of the German Commercial Code (HGB). and, in compliance with these regulations, provides a product that corresponds to the actual circumstances Picture of the Group's assets and financial position as of December 31, 2022 and its earnings position for the Financial year from 1 January to 31 December 2022 and

- the attached group management report as a whole provides an accurate view of the group's position. In all material respects, this group management report is consistent with the consolidated financial statements, addresses the German legal regulations and presents the opportunities and risks of future developments development accurately.

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

basis for the audit opinions

We conducted our audit of the consolidated financial statements and the group management report in accordance with Section 317 of the German Commercial Code (HGB) and German generally accepted standards promulgated by the Institute of Public Auditors in Germany (IDW). Our responsibility under these regulations and fundamental
are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report" section of our auditor's report. We are independent of the group entities in accordance with German commercial and professional law requirements and have fulfilled our other German professional responsibilities in accordance with these requirements.
We believe that the audit evidence we have obtained is sufficient and appropriate to
to serve as the basis for our audit opinions on the consolidated financial statements and on the group management report.

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Responsibility of the legal representatives and the Board of Directors for the consolidated financial statements and the group management report

The legal representatives are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRSs as adopted by the EU and the additional German legal requirements pursuant to Section 315e Paragraph 1 HGB, and for ensuring that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group. In addition, the legal representatives are responsible for such internal controls as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement due to fraud (i.e. manipulation of the accounting and damage to assets) or errors.

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

In addition, the legal representatives are responsible for the preparation of the group management report, which in total overall, provides an accurate picture of the Group's position and is consistent in all material respects with the consolidated financial statements, complies with German legal requirements and presents the opportunities and risks of future development. Furthermore, the legal representatives are responsible for the arrangements and measures (systems) that they have considered necessary to ensure the preparation of a group management report in accordance with the applicable German legal requirements. possible and in order to be able to provide sufficient appropriate evidence for the statements in the Group Management Report. with.

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

Responsibility of the auditor for the audit of the consolidated financial statements and the group management report

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

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Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and in compliance with German generally accepted standards for financial statement audits promulgated by the Institute of Public Auditors in Germany (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and the group management report.

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

• Identify and assess the risks of material misstatement in the consolidated financial statements and in the Group management report due to fraudulent acts or errors, plan and carry out audit procedures in response to those risks and obtain audit evidence that is sufficient and appropriate to serve as a basis for our audit opinions. The risk that fraud may result The risk of not detecting material misstatements that could lead to errors is higher than the risk that material misrepresentations resulting from fraudulent acts may not be detected because indirect cooperation, forgery, intentional omissions, misleading representations or may include overriding internal controls.

• we gain an understanding of the internal control relevant to the audit of the consolidated financial statements system and the arrangements and measures relevant for the audit of the Group management report in order to To plan audit procedures that are appropriate in the circumstances but not inconsistent with the The aim is to provide an audit opinion on the effectiveness of these systems.

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

• we draw conclusions about the appropriateness of the method applied by the legal representatives going concern accounting principle and, on the basis of the obtained audit evidence, whether a material uncertainty related to events or circumstances exist that cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we may not be able to we are obliged to refer in the auditor's report to the relevant information in the consolidated financial statements and in the Group management report or, if such information is inadequate, to inform our We draw our conclusions on the basis of the information available up to Audit evidence obtained as of the date of our auditor's report. Future events or conditions However, such events may result in the Group no longer being able to continue its business activities.

• we evaluate the presentation, structure and content of the consolidated financial statements as a whole, including the disclosures and whether the consolidated financial statements present the underlying transactions and events in a manner that Consolidated financial statements in accordance with IFRS as adopted by the EU and the supplementary § 315e para. 1 HGB applicable German legal provisions a the actual circumstances appropriate picture of the assets, financial position and results of operations of the Group.

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- we obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express opinions on the consolidated financial statements and on the group management report. We are responsible for directing, supervising and performing the audit of the consolidated financial statements. We are solely responsible for our opinions.

- we evaluate the consistency of the group management report with the consolidated financial statements, its compliance with and the picture it conveyed of the situation of the group.

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

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

Berlin, January 28, 2025

Deloitte GmbH
auditing firm

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auditor

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auditor

Deloitte GmbH Wirtschaftsprüfungsgesellschaft
WIRTSCHAFTS-PRÜFUNGS-GESELLSCHAFT
SIEGEL
München Zweigniederlassung Berlin